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(Securities Code: 7161)

May 30, 2024

(Electronic Provision Measures Commencement Date: May 29, 2024)

To our shareholders:

Takashi Suzuki, Representative Director and President  
**Jimoto Holdings, Inc.**  
2-1-1, Ichibancho, Aoba-ku, Sendai-shi, Miyagi

## **Notice of the 12th Annual General Meeting of Shareholders and the General Meeting of Class Shareholders**

You are cordially invited to attend the 12th Annual General Meeting of Shareholders (the “General Meeting”) and the General Meeting of Class Shareholders of common shareholders (the “Class Meeting”) of Jimoto Holdings, Inc. (the “Company”), which will be held as indicated below.

Proposal No. 1 “Partial Amendments to the Articles of Incorporation” of this General Meeting will also be submitted to the Class Meeting concurrently held to obtain the resolutions under Article 322, paragraph 1, item 1 of the Companies Act.

In convening this General Meeting, the Company has taken measures for electronic provision, and matters subject to electronic provision measures (Electronic Provision Measures Matters) are posted on the following website in the form of “Notice of the 12th Annual General Meeting of Shareholders and the General Meeting of Class Shareholders.”

The Company’s website: [https://www.jimoto-hd.co.jp/ir/stock\\_info/shareholders\\_meeting/](https://www.jimoto-hd.co.jp/ir/stock_info/shareholders_meeting/)

In addition to the above, Electronic Provision Measures Matters are posted on the following website.

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

Please access the website mentioned above, enter the Company’s name or securities code (7161) to search, and select “Basic information” and “Documents for public inspection/PR information” in this order to view the information.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders included in Electronic Provision Measures Matters and exercise your voting rights by the end of the business day prior to the meeting (5:10 p.m. on Wednesday, June 19, 2024 (JST)).

### **Information about the venue**

- The 12th Annual General Meeting of Shareholders and the General Meeting of Class Shareholders will be held at the 9F Auditorium Hall in the Head Office of The Sendai Bank, Ltd. in Sendai City, with a live conference feed to the 3F Grand Conference Hall in the Head Office of Kirayaka Bank, Ltd. in Yamagata City.

<To shareholders attending the live feed in Yamagata City>

- The live feed venue in Yamagata City is not a venue for the general meeting of shareholders pursuant to the Companies Act. Please be aware that shareholders who attend the live feed will be able to watch the proceedings of the meeting on the screen but will not be able to ask questions or exercise their shareholder rights, such as the approval or disapproval of the proposals.
- If you plan to attend the live feed, please exercise your voting rights in advance in writing or via the Internet and present the live feed admission sheet at the reception.

- 1. Date and Time:** Thursday, June 20, 2024, at 10:00 a.m. (JST)  
**2. Venue:** 2-1-1, Ichibancho, Aoba-ku, Sendai-shi, Miyagi  
 9F Auditorium Hall, Head Office of The Sendai Bank, Ltd.

**3. Purpose of the Meeting**

**(General Meeting)**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 12th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 12th fiscal year (from April 1, 2023 to March 31, 2024)

**Matters to be resolved:**

- Proposal No. 1** Partial Amendments to the Articles of Incorporation  
**Proposal No. 2** Election of 13 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)  
**Proposal No. 3** Election of 1 Director Who Is an Audit and Supervisory Committee Member

**(Class Meeting)**

**Matters to be resolved:**

Partial Amendments to the Articles of Incorporation

**4. Other Information**

**(Notice) Voting rights associated with preferred shares**

It is the Company's policy not to pay year-end dividends for each class of preferred shares issued by the Company, including Class B, C, D, and E Preferred Shares (hereinafter referred to as the "Preferred Shares"). Therefore, the government of Japan (The Resolution and Collection Corporation), which is the shareholder of the Preferred Shares, will be able to exercise its voting rights on all issues at general meetings of shareholders, from this Annual General Meeting of Shareholders until a resolution of the General Meeting of Shareholders is adopted under which it receives full payment of the preferred dividends, based on the Company's Articles of Incorporation and the guidelines for the issuance of the Preferred Shares.

As a result, the distribution of voting rights at this Annual General Meeting of Shareholders will be as follows.

	Total number of issued shares (shares)	Number of voting rights (unit)
Common shares	26,840,263	264,168
Class B Preferred Shares	13,000,000	130,000
Class C Preferred Shares	10,000,000	100,000
Class D Preferred Shares	5,000,000	50,000
Class E Preferred Shares	18,000,000	180,000
Total	72,840,263	724,168

Any changes in the operations, etc. of the Meeting due to changes in the circumstances in the future will be announced on the Company's website.

- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception. In addition, please bring this notice with you in order to save resources.
- Of documents to be attached to this notice, "Notes to Consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" are posted on the Company's website in accordance with laws and regulations, and the provision in Article 26 of the Company's Articles of Incorporation (in Japanese). Therefore, they are not included in the accompanying documents to this notice. Consequently, the accompanying documents to this notice are a portion of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Financial Auditor and the Audit and Supervisory Committee in preparing the audit reports.
- If any changes are made to items in the Electronic Provision Measures Matters, such changes will be posted on each website where the matters are posted.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the amendments

(1) The Company has issued preferred shares that are convertible to common shares under certain conditions, including Class B, C, D, and E Preferred Shares (hereinafter referred to as the “Preferred Shares”). Provisions are therefore necessary in the Articles of Incorporation to prevent the total number of shares, including the number of common shares issued by the Company and the assumed number of common shares in the event that the Preferred Shares are converted to common shares (hereinafter referred to as the “number of potential shares”), exceeding the total number of authorized shares.

In June 2022, the Company set the total number of authorized shares under the Articles of Incorporation to 198,000,000 shares, equivalent to approximately four times the total number of issued shares at the time, based on the provisions of Article 113, Paragraph 3 of the Companies Act. However, in September 2023, the Company issued 18,000,000 Class E Preferred Shares through an increase in capital by third-party allotment to the government of Japan (The Resolution and Collection Corporation), based on the Act on Special Measures for Strengthening Financial Functions. Moreover, in December 2023, the Company issued 5,300,000 common shares through an increase in capital by third-party allotment to SBI Chigin Holdings, Inc.

As a result, taking into account the number of potential shares, there is a possibility that the number of common shares may exceed the current total number of authorized shares. The Company therefore proposes to partially amend the Articles of Incorporation to increase the total number of authorized shares.

The current total number of issued shares of the Company is 72,840,263 shares, and the total number of authorized shares under this proposal, 210,000,000 shares, is within the limit (291,361,052 shares under the four-times rule) established by Article 113, Paragraph 3 of the Companies Act.

(2) The partial amendments to the Articles of Incorporation relating to this matter shall take effect upon approval at this Annual General Meeting of Shareholders and each General Meeting of Class Shareholders of common shareholders, Class B preferred shareholders, Class C preferred shareholders, and Class D preferred shareholders to be held on June 20, 2024.

#### 2. Details of the amendments

The amendments are as follows.

(Underlines indicate amendments)

Current Articles of Incorporation	Proposed amendments																				
Article 1. to Article 5. (Omitted) Chapter 2 Shares (Total Number of Authorized Shares) Article 6. The total number of authorized shares of the Company shall be <u>198,000,000 shares</u> , while the total number of authorized shares for each class shares of the Company shall be as follows. <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Common shares</td> <td style="text-align: right;"><u>198,000,000 shares</u></td> </tr> <tr> <td>Class B Preferred Shares</td> <td style="text-align: right;">13,000,000 shares</td> </tr> <tr> <td>Class C Preferred Shares</td> <td style="text-align: right;">20,000,000 shares</td> </tr> <tr> <td>Class D Preferred Shares</td> <td style="text-align: right;">20,000,000 shares</td> </tr> <tr> <td>Class E Preferred Shares</td> <td style="text-align: right;">20,000,000 shares</td> </tr> </table> Article 7. to Article 48. (Omitted) (Supplementary provisions) Article 1. (Omitted)	Common shares	<u>198,000,000 shares</u>	Class B Preferred Shares	13,000,000 shares	Class C Preferred Shares	20,000,000 shares	Class D Preferred Shares	20,000,000 shares	Class E Preferred Shares	20,000,000 shares	Article 1. to Article 5. (Unchanged) Chapter 2 Shares (Total Number of Authorized Shares) Article 6. The total number of authorized shares of the Company shall be <u>210,000,000 shares</u> , while the total number of authorized shares for each class shares of the Company shall be as follows. <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Common shares</td> <td style="text-align: right;"><u>210,000,000 shares</u></td> </tr> <tr> <td>Class B Preferred Shares</td> <td style="text-align: right;">13,000,000 shares</td> </tr> <tr> <td>Class C Preferred Shares</td> <td style="text-align: right;">20,000,000 shares</td> </tr> <tr> <td>Class D Preferred Shares</td> <td style="text-align: right;">20,000,000 shares</td> </tr> <tr> <td>Class E Preferred Shares</td> <td style="text-align: right;">20,000,000 shares</td> </tr> </table> Article 7. to Article 48. (Unchanged) (Supplementary provisions) Article 1. (Unchanged)	Common shares	<u>210,000,000 shares</u>	Class B Preferred Shares	13,000,000 shares	Class C Preferred Shares	20,000,000 shares	Class D Preferred Shares	20,000,000 shares	Class E Preferred Shares	20,000,000 shares
Common shares	<u>198,000,000 shares</u>																				
Class B Preferred Shares	13,000,000 shares																				
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Class D Preferred Shares	20,000,000 shares																				
Class E Preferred Shares	20,000,000 shares																				

<Reference>

**Basis for the calculation of the number of authorized shares for the proposed amendments**

- (1) The Company's total number of authorized shares is 198,000,000 shares.
- (2) By class, the total number of issued common shares is 26,840,263 shares, including 5,300,000 shares issued through an increase in capital by third-party allotment to SBI Chigin Holdings, Inc.
- (3) The total number of potential shares of common shares corresponding to Class B, C, D, and E Preferred Shares is 182,754,999 shares, calculated based on the minimum acquisition price stipulated in the guidelines for the issuance of the Preferred Shares.
- (4) The new total number of authorized common shares required is therefore 209,595,262 shares, which is the sum of (2) and (3) above. This number exceeds 198,000,000 shares, which is the current total number of authorized common shares.
- (5) In view of the above, the Company proposes to amend the Articles of Incorporation, changing the total number of authorized common shares to 210,000,000 shares and the total number of authorized shares to 210,000,000 shares, based on the new total number of authorized common shares required, 209,595,262 shares.

	Total number of issued shares	Number of potential shares of common shares calculated based on the minimum acquisition price	New total number of authorized common shares required
Common shares	26,840,263	—	26,840,263
Class B Preferred Shares	13,000,000	68,965,517	68,965,517
Class C Preferred Shares	10,000,000	38,910,505	38,910,505
Class D Preferred Shares	5,000,000	7,209,805	7,209,805
Class E Preferred Shares*	18,000,000	67,669,172	67,669,172
Total	72,840,263	182,754,999	209,595,262 ↓ 210,000,000

\* The Company issued the Class E Preferred Shares on September 29, 2023. However, as the acquisition request period in exchange for common shares, based on the guidelines for the issuance of these shares, only commences on October 1, 2024, the total number of issued common shares and potential shares does not currently exceed the total number of authorized shares.

**Proposal No. 2** Election of 13 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all 11 Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will expire at the conclusion of this General Meeting. Accordingly, the Company proposes the election of 13 Directors. Candidates for Director Koji Kawagoe, Takashi Suzuki, and Kouichi Uchida plan to continue in their present offices for the time being and resign when a direction is established for negotiation with the Japanese government, including revising the timing of repayment of public funds, to take management responsibility for the substantial losses incurred and the non-payment of dividends over two consecutive fiscal years. The Company will provide details, including successors, as soon as these matters are decided.

The review of this Proposal at the Audit and Supervisory Committee found no particular matter required to be stated at the General Meeting under the provisions of the Companies Act, as the candidates were found to be suitable as Directors of the Company, who were appropriately nominated following the policy and procedure for nominating Directors set out by the Nomination and Remuneration Council.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Board of Directors attendance
1	Koji Kawagoe	Reappointment Representative Director and Chairman	16 out of 16
2	Takashi Suzuki	Reappointment Representative Director and President	15 out of 16
3	Tsuyoshi Ogata	Reappointment Managing Director	16 out of 16
4	Kouichi Uchida	Reappointment Managing Director	16 out of 16
5	Toshio Sakazume	Reappointment Director	13 out of 13
6	Masabumi Fujishima	New appointment –	–
7	Takayuki Haga	New appointment –	–
8	Yuji Endo	Reappointment Director	12 out of 13
9	Ken Shibata	New appointment –	–
10	Hideki Nishizuka	New appointment –	–
11	Minoru Handa	Reappointment Outside Director Independent Officer	16 out of 16
12	Yasushi Hasegawa	Reappointment Outside Director	16 out of 16
13	Tsutomu Satake	Reappointment Outside Director Independent Officer	16 out of 16

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	<p>Reappointment Koji Kawagoe (November 23, 1963)</p> <p>Term of office: 6 years</p> <p>Board of Directors attendance: 16 out of 16</p>	<p>Apr. 1987      Joined Yamagata Sogo Bank, Ltd. (Yamagata Shiawase Bank, Ltd.)</p> <p>May 2007      Manager of Corporate Sales Promotion Section, Corporate Sales Department, Sales Division of Kirayaka Bank, Ltd.</p> <p>Apr. 2008      General Manager of Tokyo Office, Corporate Planning Department</p> <p>Oct. 2009      Deputy General Manager of Corporate Planning Department and General Manager of Tokyo Office</p> <p>Apr. 2010      General Manager of Corporate Planning Department</p> <p>Apr. 2014      General Manager of Sagae Branch</p> <p>June 2014      Executive Officer and General Manager of Sagae Branch</p> <p>Oct. 2016      Executive Officer and General Manager of Accounting Department General Manager of Corporate Strategy Department of the Company</p> <p>June 2017      Managing Executive Officer and General Manager of Accounting Department of Kirayaka Bank, Ltd., and General Manager of Corporate Strategy Department of the Company</p> <p>Apr. 2018      Managing Executive Officer and General Manager of Corporate Strategy Department of the Company</p> <p>June 2018      Director of Kirayaka Bank, Ltd. Director, General Manager of General Planning Department and General Manager of Corporate Strategy Department of the Company</p> <p>June 2019      Managing Director, General Manager of General Planning Department and General Manager of Corporate Strategy Department of the Company</p> <p>June 2021      Representative Director and President of Kirayaka Bank, Ltd. (current position) Representative Director and Chairman of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and President of Kirayaka Bank, Ltd.</p>	4,482 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Koji Kawagoe and the Company.</p> <p>[Reasons for nomination as candidate for Director] Since taking office as Representative Director of the Company in June 2021, Koji Kawagoe has exhibited leadership in the management of the Group and regional revitalization. He will continue in his present office for the time being, but plans to resign when a direction is established for negotiation with the Japanese government, including revising the timing of repayment of public funds, to take management responsibility for the losses incurred and the non-payment of dividends over two consecutive fiscal years.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
2	<p>Reappointment</p> <p>Takashi Suzuki (January 20, 1954)</p> <p>Term of office: 11 years and 9 months</p> <p>Board of Directors attendance: 15 out of 16</p>	<p>Apr. 1977      Joined Shinko Sogo Bank Co., Ltd. (current The Sendai Bank, Ltd.)</p> <p>Apr. 2000      Manager of Supervising Section and Development Section, Promotion Department of The Sendai Bank, Ltd.</p> <p>Aug. 2002      Manager of Retail Business Section, Promotion Department</p> <p>Apr. 2003      Deputy General Manager of Promotion Department and Manager of Retail Business Section</p> <p>June 2003      Director and General Manager of Loan Department</p> <p>June 2005      Director and General Manager of Planning Department</p> <p>Apr. 2006      Director, General Manager of Planning Department and Risk Supervision Department</p> <p>June 2006      Director and General Manager of General Affairs Department</p> <p>June 2007      Managing Director and General Manager of General Affairs Department</p> <p>June 2008      Managing Director</p> <p>June 2009      Representative Managing Director</p> <p>Oct. 2012      Director of the Company</p> <p>June 2013      Representative Director and Chairman Representative Director and President of The Sendai Bank, Ltd. (current position)</p> <p>June 2021      Representative Director and President of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and President of The Sendai Bank, Ltd.</p>	9,710 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Takashi Suzuki and the Company.</p> <p>[Reasons for nomination as candidate for Director] Since taking office as Representative Director of the Company in June 2013, Takashi Suzuki has exhibited leadership in the management of the Group and regional revitalization. He will continue in his present office for the time being, but plans to resign when a direction is established for negotiation with the Japanese government, including revising the timing of repayment of public funds, to take management responsibility for the losses incurred and the non-payment of dividends over two consecutive fiscal years.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
3	<p>Reappointment Tsuyoshi Ogata (January 30, 1966)</p> <p>Term of office: 6 years</p> <p>Board of Directors attendance: 16 out of 16</p>	<p>Apr. 1989      Joined The Sendai Bank, Ltd.</p> <p>Apr. 2005      Manager of Planning Section, Planning Department</p> <p>Apr. 2010      Deputy General Manager of Planning Department, Manager of Planning Section, and General Manager of Corporate Management Office</p> <p>Oct. 2012      General Manager of Planning Department</p> <p>Oct. 2013      General Manager of Corporate Planning Department and General Manager of Accounting Department</p> <p>June 2015      Director, General Manager of Corporate Planning Department and General Manager of Accounting Department</p> <p>June 2016      Director and General Manager of Sales Department, Head Office</p> <p>June 2018      Director (current position) Director and General Manager of General Planning Department of the Company</p> <p>June 2022      Managing Director, General Manager of General Planning Department of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Director of The Sendai Bank, Ltd.</p>	3,940 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Tsuyoshi Ogata and the Company.</p> <p>[Reasons for nomination as candidate for Director] Since taking office as Director of the Company in June 2018, Tsuyoshi Ogata has mainly presided over the general planning area, which formulates Group strategies and performs corporate operations and planning. The Company has nominated him as a candidate for Director because it judges that he will be able to continue to sufficiently contribute to the business development of the Company.</p>			



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
4	<p>Reappointment Kouichi Uchida (September 27, 1966)</p> <p>Term of office: 3 years</p> <p>Board of Directors attendance: 16 out of 16</p>	<p>Apr. 1989      Joined Yamagata Shiawase Bank, Ltd.</p> <p>May 2007      Manager of Corporate Planning Section, Corporate Planning Department of Kirayaka Bank, Ltd.</p> <p>Aug. 2010      General Manager of Internal Control System Enhancement Office</p> <p>Oct. 2012      Deputy General Manager of Corporate Planning Department</p> <p>Apr. 2014      General Manager of Corporate Planning Department</p> <p>June 2015      Executive Officer and General Manager of Corporate Planning Department</p> <p>June 2018      Director and General Manager of Corporate Planning Department</p> <p>June 2020      Managing Director</p> <p>June 2021      Director of the Company</p> <p>June 2023      Representative Director and Managing Executive Officer of Kirayaka Bank, Ltd. (current position) Managing Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and Managing Executive Officer of Kirayaka Bank, Ltd.</p>	1,540 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Kouichi Uchida and the Company.</p> <p>[Reasons for nomination as candidate for Director] Since taking office as Director of the Company in June 2021, Kouichi Uchida has presided over the corporate planning area of the Company's subsidiaries in particular. He will continue in his present office for the time being, but plans to resign when a direction is established for negotiation with the Japanese government, including revising the timing of repayment of public funds, to take management responsibility for the losses incurred and the non-payment of dividends over two consecutive fiscal years.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
5	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Toshio Sakazume (January 19, 1966)</p> <p style="text-align: center;">Term of office: 1 year</p> <p style="text-align: center;">Board of Directors attendance: 13 out of 14</p>	<p>Apr. 1991      Joined The Sendai Bank, Ltd.</p> <p>Oct. 2008      Manager of Loan Sales Section, Sales Department, Head Office</p> <p>Apr. 2012      Manager of Loan Sales Section 1 and Loan Sales Section 2, Sales Department, Head Office</p> <p>Nov. 2013      Deputy General Manager of Loan Department</p> <p>June 2015      General Manager of Loan Department and Administration Department</p> <p>June 2019      Director and General Manager of Loan Department and Administration Department</p> <p>June 2021      Director and General Manager of Local Enterprises Support Department</p> <p>                    Director of Sendai Bank Capital &amp; Consulting, Ltd.</p> <p>June 2022      Managing Director and General Manager of Sales Division and Local Enterprises Support Department of The Sendai Bank, Ltd.</p> <p>                    Representative Director and President of Sendai Bank Capital &amp; Consulting, Ltd. (current position)</p> <p>June 2023      Managing Director and General Manager of Sales Division of The Sendai Bank, Ltd. (current position)</p> <p>                    Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Managing Director and General Manager of Sales Division of The Sendai Bank, Ltd.</p> <p>Representative Director and President of Sendai Bank Capital &amp; Consulting, Ltd.</p>	4,511 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Toshio Sakazume and the Company.</p> <p>[Reasons for nomination as candidate for Director] Since taking office as Director of the Company in June 2023, Toshio Sakazume has mainly presided over the sales promotion area of the Company's subsidiaries in particular. The Company has nominated him as a candidate for Director because it judges that he will be able to continue to sufficiently contribute to the business development of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
6	<p style="text-align: center;">New appointment</p> <p style="text-align: center;">Masabumi Fujishima (March 12, 1968)</p> <p style="text-align: center;">Term of office: -</p> <p style="text-align: center;">Board of Directors attendance: out of -</p>	<p>Apr. 1990    Joined Yamagata Shiawase Bank, Ltd.</p> <p>Apr. 2009    Chief Examiner of the Corporate Support Department of Kirayaka Bank, Ltd.</p> <p>May 2011    Chief Examiner of the Business Rehabilitation Department</p> <p>Mar. 2015    Deputy General Manager of Corporate Support Department</p> <p>Apr. 2016    General Manager of Corporate Support Department</p> <p>June 2018    Executive Officer and Deputy General Manager of Core Business Support Division</p> <p>Apr. 2020    Executive Officer and General Manager of Tendo Branch</p> <p>June 2021    Managing Executive Officer and General Manager of Tendo Branch</p> <p>June 2022    Director and General Manager of Sales Department, Head Office</p> <p>June 2024    Director (current position)</p> <p>[Significant concurrent positions outside the Company] Director of Kirayaka Bank, Ltd.</p>	<p style="text-align: center;">1,475 common shares</p>
<p>[Special matters regarding the candidate for Director] There is no special interest between Masabumi Fujishima and the Company.</p> <p>[Reasons for nomination as candidate for Director] Masabumi Fujishima has demonstrated his management skills as Executive Officer of Kirayaka Bank, Ltd., a subsidiary of the Company, since June 2018, and as Director and General Manager of Sales Department, Head Office of the bank since June 2022. The Company has nominated him as a candidate for Director because it judges that he has the qualities required of a Director of the Company and will be able to sufficiently contribute to the business development of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
7	<p style="text-align: center;">New appointment</p> <p style="text-align: center;">Takayuki Haga (January 12, 1961)</p> <p style="text-align: center;">Term of office: -</p> <p style="text-align: center;">Board of Directors attendance: - out of -</p>	<p>Apr. 1984      Joined Shinko Sogo Bank Co., Ltd. (current The Sendai Bank, Ltd.)</p> <p>June 2009      General Manager of Planning Department of The Sendai Bank, Ltd.</p> <p>June 2011      Director, General Manager of Planning Department and General Manager of Card Business Department</p> <p>Oct. 2012      Director of The Sendai Bank, Ltd. Director and General Manager of General Planning Department of the Company</p> <p>June 2014      Retired from Director of The Sendai Bank, Ltd. Retired from Director of the Company</p> <p>Sept. 2014      Advisor of Hourai Sangyo Co., Ltd.</p> <p>June 2018      Retired from Advisor of Hourai Sangyo Co., Ltd. Director and General Manager of Sales Supervision Department of The Sendai Bank, Ltd.</p> <p>June 2019      Managing Director and General Manager of Sales Division of The Sendai Bank, Ltd.</p> <p>Jan. 2020      Representative Director and President of Sendai Bank Capital &amp; Consulting, Ltd.</p> <p>June 2022      Retired from Director of Sendai Bank Capital &amp; Consulting, Ltd. Managing Director of The Sendai Bank, Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Managing Director of The Sendai Bank, Ltd.</p>	<p style="text-align: center;">2,595 common shares</p>
<p>[Special matters regarding the candidate for Director] There is no special interest between Takayuki Haga and the Company.</p> <p>[Reasons for nomination as candidate for Director] Takayuki Haga has demonstrated his management skills as Director and General Manager of Sales Supervision Department of The Sendai Bank, Ltd., a subsidiary of the Company, since June 2018, and as Managing Director and General Manager of Sales Division of the bank since June 2019. The Company has nominated him as a candidate for Director because it judges that he has the qualities required of a Director of the Company and will be able to sufficiently contribute to the business development of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
8	<p>Reappointment</p> <p>Yuji Endo (June 28, 1965)</p> <p>Term of office: 1 year</p> <p>Board of Directors attendance: 12 out of 13</p>	<p>Apr. 1988      Joined Shokusan Sogo Bank, Ltd. (The Shokusan Bank, Ltd.)</p> <p>Apr. 2008      General Manager of Suzukawa Branch of Kirayaka Bank, Ltd.</p> <p>Oct. 2008      General Manager of Miyauchi Branch</p> <p>Apr. 2011      General Manager of Yamagata-kita Branch</p> <p>Apr. 2014      General Manager of Tokyo Branch</p> <p>Feb. 2017      General Manager of Shibata Branch</p> <p>June 2018      Executive Officer and General Manager of Shibata Branch</p> <p>June 2019      Managing Executive Officer and General Manager of Sendai Branch</p> <p>June 2020      Director and General Manager of Sendai Branch</p> <p>June 2021      Director (current position)</p> <p>June 2023      Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of Kirayaka Bank, Ltd.</p>	3,680 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Yuji Endo and the Company.</p> <p>[Reasons for nomination as candidate for Director] Since taking office as Director of the Company in June 2023, Yuji Endo has mainly presided over the finance and risk supervision areas of the Company's subsidiaries in particular. The Company has nominated him as a candidate for Director because it judges that he will be able to continue to sufficiently contribute to the business development of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
9	<p>New appointment</p> <p>Ken Shibata (November 30, 1974)</p> <p>Term of office: -</p> <p>Board of Directors attendance: - out of -</p>	<p>Apr. 2007      Joined The Sendai Bank, Ltd.</p> <p>Apr. 2017      Manager of Corporate Planning Section, Corporate Planning Department</p> <p>Apr. 2018      Manager of Corporate Planning Section and Manager of IT Planning Section, Corporate Planning Department</p> <p>June 2019      General Manager of Corporate Planning Department and General Manager of Accounting Department</p> <p>Apr. 2022      Executive Officer, General Manager of Corporate Planning Department and General Manager of Accounting Department</p> <p>June 2022      Director of Sendai Bank Capital &amp; Consulting, Ltd. (current position)</p> <p>June 2023      Director, General Manager of Corporate Planning Department and General Manager of Accounting Department of The Sendai Bank, Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Director, General Manager of Corporate Planning Department and General Manager of Accounting Department of The Sendai Bank, Ltd. Director of Sendai Bank Capital &amp; Consulting, Ltd.</p>	1,100 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Ken Shibata and the Company.</p> <p>[Reasons for nomination as candidate for Director] Ken Shibata has demonstrated his management skills as General Manager of Corporate Planning Department and General Manager of Accounting Department of The Sendai Bank, Ltd., a subsidiary of the Company, since June 2019, and as Director, General Manager of Corporate Planning Department and General Manager of Accounting Department of the bank since June 2023. The Company has nominated him as a candidate for Director because it judges that he has the qualities required of a Director of the Company and will be able to sufficiently contribute to the business development of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
10	<p>New appointment</p> <p>Hideki Nishizuka (November 26, 1971)</p> <p>Term of office: -</p> <p>Board of Directors attendance: - out of -</p>	<p>Apr. 1995      Joined The Shokusan Bank, Ltd.</p> <p>Apr. 2013      Manager of Corporate Planning Section and General Manager of Tokyo Office of Kirayaka Bank, Ltd.</p> <p>Oct. 2015      General Manager of Sales Planning Office, Sales Supervision Department, Sales Division</p> <p>Aug. 2017      General Manager of Fukushima Branch</p> <p>Apr. 2020      General Manager of Corporate Planning Department and General Manager of Accounting Department</p> <p>June 2023      Executive Officer and General Manager of Corporate Planning Department</p> <p>Apr. 2024      Executive Officer and General Manager of Remote Business Department (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>None.</p>	1,852 common shares
<p>[Special matters regarding the candidate for Director] There is no special interest between Hideki Nishizuka and the Company.</p> <p>[Reasons for nomination as candidate for Director] Hideki Nishizuka has demonstrated his management skills as General Manager of Corporate Planning Department and General Manager of Accounting Department of Kirayaka Bank, Ltd., a subsidiary of the Company, since April 2020, and as Executive Officer and General Manager of Corporate Planning Department of the bank since June 2023. The Company has nominated him as a candidate for Director because it judges that he has the qualities required of a Director of the Company and will be able to sufficiently contribute to the business development of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
11	<p>Reappointment Outside Director Independent Officer</p> <p>Minoru Handa (September 3, 1957)</p> <p>Term of office: 5 years</p> <p>Board of Directors attendance: 16 out of 16</p>	<p>Apr. 1989 Registered as an attorney at law (Yamagata Bar Association) Established Minoru Handa Law Offices Managing Partner of Minoru Handa Law Offices (current position)</p> <p>Apr. 2009 President of Yamagata Bar Association Governor of Japan Federation of Bar Associations Vice President of Tohoku Federation of Bar Associations</p> <p>Jan. 2015 Chairman of Information Disclosure and Personal Information Protection Committee of Tendo City (current position)</p> <p>Feb. 2017 Chairman of Yamagata Federation of Lawyers Cooperatives (current position)</p> <p>July 2018 Chairman of the Expropriation Committee of Yamagata Prefecture (current position)</p> <p>June 2019 Director of the Company (current position)</p> <p>May 2023 Director of YAMAZAWA CO., LTD. (current position)</p> <p>[Significant concurrent positions outside the Company] Managing Partner of Minoru Handa Law Offices Director of YAMAZAWA CO., LTD.</p>	<p>- common shares</p>
<p>[Special matters regarding the candidate for outside Director] There is no special interest between Minoru Handa and the Company. He is a candidate for outside Director. The reason for the nomination of Minoru Handa as a candidate for outside Director and the reason the Company judged him able to appropriately execute his duties as outside Director are because he possesses expertise and extensive experience as an attorney at law, and the Company will be able to utilize his suggestions and opinions to secure fair and appropriate decision-making of the Board of Directors from a fair and neutral standpoint. The Company expects him to play an appropriate role in supervising and advising on the execution of business as outside Director of the Company from his legal perspective, etc. as an attorney at law. At the conclusion of this meeting, his tenure as outside Director of the Company will have been five years. The Company has submitted notification to the Tokyo Stock Exchange that he has been appointed as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the amount stipulated by laws and regulations. If his reelection is approved at this meeting, the Company plans to renew the aforementioned agreement with him. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.</p>			



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
12	<p style="text-align: center;">Reappointment Outside Director</p> <p style="text-align: center;">Yasushi Hasegawa (February 22, 1962)</p> <p style="text-align: center;">Term of office: 3 years</p> <p style="text-align: center;">Board of Directors attendance: 16 out of 16</p>	<p>Apr. 1984      Joined the Ministry of Finance</p> <p>July 2007      Director of Banking Business Division II, Supervision Bureau of Financial Services Agency</p> <p>July 2008      Director of Insurance Business Division, Supervision Bureau</p> <p>July 2010      Director of Planning and Management Division, Supervision Bureau</p> <p>July 2012      Director of Policy Division, Policy Bureau</p> <p>July 2014      Director-General of Fukuoka Local Finance Branch Bureau, the Ministry of Finance</p> <p>July 2015      Deputy Director-General (in charge of planning, market, and secretariat) of Planning and Coordination Bureau, Financial Services Agency</p> <p>July 2016      Director-General of Tokai Local Finance Bureau, the Ministry of Finance</p> <p>June 2017      Senior Managing Director (in charge of screening and risk supervision) of Japan Bank for International Cooperation</p> <p>June 2019      Retired from the Ministry of Finance</p> <p>Nov. 2019      Advisor of Sumitomo Mitsui Trust Bank, Limited</p> <p>Apr. 2020      Joined SBI Holdings, Inc.</p> <p>Aug. 2020      Executive Officer and Secretary General of Regional Revitalization Partners Co., Ltd. (current position)</p> <p>June 2021      Director of FUKUSHIMA BANK, LTD. Director of the Company (current position)</p> <p>Feb. 2022      Director of SBI Chigin Holdings, Inc. (current position)</p> <p>June 2023      Director (non-executive) of Kirayaka Bank, Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Executive Officer and Secretary General of Regional Revitalization Partners Co., Ltd. Director of SBI Chigin Holdings, Inc. Director (non-executive) of Kirayaka Bank, Ltd.</p>	<p>- common shares</p>
<p>[Special matters regarding the candidate for outside Director]</p> <p>There is no special interest between Yasushi Hasegawa and the Company.</p> <p>He is a candidate for outside Director.</p> <p>The reason for the nomination of Yasushi Hasegawa as a candidate for outside Director and the reason the Company judged him able to appropriately execute his duties as outside Director are because he possesses long years of extensive experience and expertise in financial administration, and the Company will be able to utilize his suggestions and opinions to secure fair and appropriate decision-making of the Board of Directors. The Company expects him to play an appropriate role in supervising and advising on the execution of business as outside Director of the Company from his expertise cultivated over many years in financial administration.</p> <p>At the conclusion of this meeting, his tenure as outside Director of the Company will be three years.</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the amount stipulated by laws and regulations. If his reelection is approved at this meeting, the Company plans to renew the aforementioned agreement with him. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
13	<p>Reappointment Outside Director Independent Officer</p> <p>Tsutomu Satake (March 2, 1953)</p> <p>Term of office: 2 years</p> <p>Board of Directors attendance: 16 out of 16</p>	<p>Apr. 1975      Joined Tohoku Electric Power Co., Inc.</p> <p>June 2007      Executive Officer and General Manager of Corporate Planning Department</p> <p>June 2009      Managing Director and General Manager of Customer Division</p> <p>                 Auditor (part-time) of Yurtec Corporation</p> <p>June 2012      Resigned as Auditor (part-time) of Yurtec Corporation</p> <p>                 Director (part-time) of Yurtec Corporation</p> <p>                 Representative Director &amp; Vice President of Tohoku Electric Power Co., Inc.</p> <p>June 2013      Resigned as Director (part-time) of Yurtec Corporation</p> <p>June 2014      Resigned as Director of Tohoku Electric Power Co., Inc.</p> <p>                 Representative Director &amp; President of Yurtec Corporation</p> <p>June 2019      Representative Director &amp; President and Chief Executive Officer</p> <p>June 2021      Representative Director &amp; Chairman of the Board</p> <p>June 2022      Director of the Company (current position)</p> <p>June 2023      Senior Advisor of Yurtec Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] None.</p>	600 common shares
<p>[Special matters regarding the candidate for outside Director]</p> <p>There is no special interest between Tsutomu Satake and the Company.</p> <p>He is a candidate for outside Director.</p> <p>The reason for the nomination of Tsutomu Satake as a candidate for outside Director and the reason the Company judged him able to appropriately execute his duties as outside Director are because he possesses extensive experience and broad knowledge as a corporate manager, and the Company will be able to utilize his suggestions and opinions to secure fair and appropriate decision-making of the Board of Directors from a fair and neutral standpoint. The Company expects him to play an appropriate role in supervising and advising on the execution of business as outside Director of the Company from his experience and expertise in corporate management cultivated at other companies.</p> <p>At the conclusion of this meeting, his tenure as outside Director of the Company will be two years.</p> <p>The Company has submitted notification to the Tokyo Stock Exchange that he has been appointed as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue.</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the amount stipulated by laws and regulations. If his reelection is approved at this meeting, the Company plans to renew the aforementioned agreement with him. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.</p>			

[Special matters regarding the candidates for Director (13 persons)]

Outline of a directors and officers liability insurance agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company under which the Company bears the entire premium. All Directors of the Company are insured, and legal damages and litigation expenses (except for those that fall under the exemptions stipulated in the insurance agreement) resulting from their actions in their positions will be covered. If each candidate is elected as a Director, all Directors will be insured under the said directors and officers liability insurance agreement. The current agreement will expire in October 2024 but is scheduled to be renewed with the same contents.

**Proposal No. 3** Election of 1 Director Who Is an Audit and Supervisory Committee Member

Hiroshi Endo, Director who is an Audit and Supervisory Committee Member, has resigned effective June 13, 2024, due to his assumption of office at another company. Therefore, the Company proposes the election of 1 Director who is an Audit and Supervisory Committee Member.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

The Company proposes the election of the candidate for Director who is an Audit and Supervisory Committee Member, Wataru Sanpei, as the substitute for Hiroshi Endo, who has resigned effective June 13, 2024 (and whose term of office expires at the conclusion of the 13th Annual General Meeting of Shareholders to be held in June 2025).

Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
<p>New appointment</p> <p>Wataru Sanpei (August 8, 1966)</p> <p>Term of office: -</p> <p>Board of Directors attendance: - out of -</p>	<p>Apr. 1989      Joined The Sendai Bank, Ltd.</p> <p>June 2008      Manager of Corporate Business Section, Promotion Department</p> <p>Apr. 2012      General Manager of Takasago Branch</p> <p>July 2013      Manager of Planning Section, Planning Department</p> <p>Oct. 2013      Manager of Corporate Planning Section and General Manager of Corporate Management Office, Corporate Planning Department</p> <p>Oct. 2014      General Manager of Nagamachiminami Branch</p> <p>June 2018      General Manager of Local Enterprises Support Department</p> <p>June 2019      General Manager of Retail Business Department</p> <p>Apr. 2023      Executive Officer and General Manager of Internal Audit Department (current position)</p> <p>[Significant concurrent positions outside the Company] None.</p>	<p>2,015 common shares</p>

[Special matters regarding the candidate for Director]

There is no special interest between Wataru Sanpei and the Company.

[Reasons for nomination as candidate for Director]

Wataru Sanpei has held important positions at The Sendai Bank, Ltd., a subsidiary of the Company, including General Manager of Local Enterprises Support Department, General Manager of Retail Sales Department, and General Manager of Internal Audit Department. The Company has nominated him as a candidate for Director who is an Audit and Supervisory Committee Member because he can be expected to make accurate proposals and opinions based on his business experience and supervise the overall management of the Company from a fair and neutral standpoint.

[Special matters regarding the candidate for Director who is an Audit and Supervisory Committee Member]

Outline of a directors and officers liability insurance agreement

If the candidate in this proposal is elected as a Director who is an Audit and Supervisory Committee Member, he will be insured under the said directors and officers liability insurance agreement described in Proposal No. 2.

## **Reference Documents for the General Meeting of Class Shareholders**

**Proposal**                      Partial Amendments to the Articles of Incorporation

This Proposal is identical to Proposal No. 1 “Partial Amendments to the Articles of Incorporation” in the Reference Documents for the General Meeting of Shareholders.

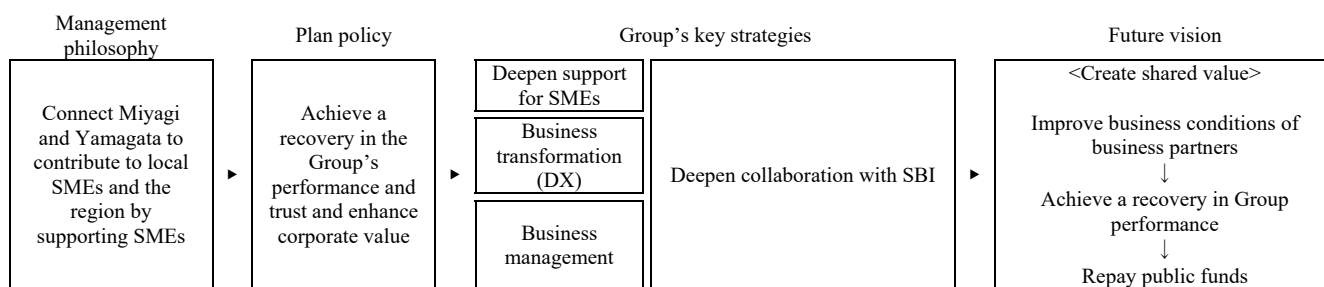
The partial amendments to the Articles of Incorporation under this Proposal are “Changes in the number of authorized shares.”

<Reference>

1. Jimoto Holdings' skill selection of the Board of Directors

- As a bank holding company with regional financial institutions under its umbrella, we believe that the Board of Directors must be equipped with the skills to properly carry out “group management control.”
- At the same time, in order to realize the Group’s key strategies and management philosophy, it is the policy of the Company to utilize the external insight of outside Directors, with their business experience and knowledge related to each strategy.

Management strategy and skill of Jimoto Holdings



Category	Skill	Reasons for selection	Director's responsible division, business experience, knowledge
Inside Director	Business management	Perform administrative duties for the holding company	Corporate planning / Subsidiary bank management / Risk management / Market operations
	Support for SMEs	Realization of priority strategy: contribution to local small and medium enterprises	Loan approval / Customer support (branch manager, etc.)
	Business reform	Realization of priority strategy: reform of business processes and enhancement of financial services	Office systems / HR & general affairs
	Utilization of external collaboration	Realization of priority strategy: increase sophistication and speed of business development	Demonstration of effectiveness and results of external collaboration (SBI, etc.)
Outside Director	Local industry	Utilization of outside Directors' knowledge	Trends in local industry in Miyagi and Yamagata
	Corporate management	Utilization of outside Directors' knowledge	Experience in business management at other companies
	Finance / Accounting	Utilization of outside Directors' knowledge	Expertise and experience in corporate finance (e.g., certified public accountant)
	Legal / Risk management	Utilization of outside Directors' knowledge	Legal and risk management expertise and experience (e.g., attorney)
	Public administration	Utilization of outside Directors' knowledge	Experience in local and financial administration

## 2. Skill matrix of the Board of Directors

### Board of Directors of Jimoto Holdings

The Board of Directors of Jimoto Holdings, led by inside Directors, is equipped with the skills necessary to carry out business management as a bank holding company and to implement the Group's key strategies.

[Inside Directors]

Name	Business management				SMEs		Business reform		Utilization of external collaboration
	Corporate planning	Subsidiary bank management	Risk management	Market operations	Loan approval	Customer support	Office systems	HR & general affairs	
Director candidate Koji Kawagoe	●	●				●			
Director candidate Takashi Suzuki	●	●			●			●	
Director candidate Tsuyoshi Ogata	●	●				●			●
Director candidate Kouichi Uchida	●	●	●			●			●
Director candidate Toshio Sakazume	●	●		●	●	●			●
Director candidate Masabumi Fujishima	●	●				●			
Director candidate Takayuki Haga	●	●				●		●	
Director candidate Yuji Endo	●				●	●			
Director candidate Ken Shibata	●					●	●		
Director candidate Hideki Nishizuka	●					●			
Audit and Supervisory Committee Member candidate Wataru Sanpei	●		●			●			

[Responsibilities, career summary, qualifications, etc., of each Director]

Name	Division in charge in Jimoto HD	Subsidiary bank representation	Main career at subsidiary bank	Collaboration achievement areas with SBI and others
Director candidate Koji Kawagoe	Audit	Yes	General Manager of Corporate Planning Department, General Manager of Accounting Department, General Manager of Sagae Branch, Kirayaka Bank, Ltd.	
Director candidate Takashi Suzuki	Audit		General Manager of Planning Department, General Manager of Risk Supervision Department, General Manager of General Affairs Department, General Manager of Loan Department, The Sendai Bank, Ltd.	
Director candidate Tsuyoshi Ogata	Corporate planning	Yes	General Manager of Corporate Planning Department, General Manager of Sales Department, Head Office, The Sendai Bank, Ltd.	Corporate planning
Director candidate Kouchi Uchida	Corporate planning	Yes	General Manager of Corporate Planning Department, Kirayaka Bank, Ltd.	Corporate planning
Director candidate Toshio Sakazume	SME support	Yes	General Manager of Sales Division, General Manager of Local Enterprises Support Department, General Manager of Loan Department, The Sendai Bank, Ltd.	Regional revitalization
Director candidate Masabumi Fujishima	Newly appointed		General Manager of Sales Department, Head Office, General Manager of Tendo Branch, General Manager of Corporate Support Department, Kirayaka Bank, Ltd.	
Director candidate Takayuki Haga	Newly appointed	Yes	General Manager of Sales Division, General Manager of Planning Department, General Manager of Promotion Department, The Sendai Bank, Ltd.	
Director candidate Yuji Endo	SME support		General Manager of Sendai Branch, General Manager of Tokyo Branch, Kirayaka Bank, Ltd.	
Director candidate Ken Shibata	Newly appointed		General Manager of Corporate Planning Department, The Sendai Bank, Ltd.	Regional revitalization
Director candidate Hideki Nishizuka	Newly appointed		General Manager of Remote Business Department, General Manager of Corporate Planning Department, Kirayaka Bank, Ltd.	Regional revitalization
Audit and Supervisory Committee Member candidate Wataru Sanpei	Newly appointed		General Manager of Internal Audit Department, General Manager of Retail Business Department, General Manager of Local Enterprises Support Department, The Sendai Bank, Ltd.	

The Company's management philosophy is to contribute to local small and medium-sized enterprises and communities in Miyagi and Yamagata prefectures, and the outside Directors consist mainly of people with knowledge of local industries in both prefectures.

Furthermore, outside Directors have a wealth of experience and knowledge in areas such as corporate management, finance and accounting, legal and risk management, and public administration, and they constitute a diverse skill set for the Board of Directors.

[Outside Directors]

Name	Local industries	Corporate management	Finance / Accounting	Legal / Risk management	Public administration
Outside Director candidate (independent) Minoru Handa	●			●	
Outside Director candidate Yasushi Hasegawa				●	●
Outside Director candidate (independent) Tsutomu Satake	●	●			
Outside Audit and Supervisory Committee Member (independent) Yoshiaki Ito	●		●		
Outside Audit and Supervisory Committee Member (independent) Takashi Takahashi	●	●			●
Outside Audit and Supervisory Committee Member (independent) Akiyo Ito	●				●



[Responsibilities, career summary, qualifications, etc., of each Director]

Name	Main career summary and positions	Qualifications
Outside Director candidate (independent) Minoru Handa	Managing Partner of Minoru Handa Law Offices (current position), Director of YAMAZAWA CO., LTD. (current position)	Attorney at law
Outside Director candidate Yasushi Hasegawa	Director-General of Tokai Local Finance Bureau, the Ministry of Finance, Senior Managing Director of Japan Bank for International Cooperation, Director of SBI Chigin Holdings, Inc. (current position)	
Outside Director candidate (independent) Tsutomu Satake	Representative Director & Vice President of Tohoku Electric Power Co., Inc., Senior Advisor of Yurtec Corporation (current position)	
Outside Audit and Supervisory Committee Member (independent) Yoshiaki Ito	Managing Partner of Ito CPA Office (current position)	Certified public accountant
Outside Audit and Supervisory Committee Member (independent) Takashi Takahashi	Deputy Governor-General of Yamagata Prefecture President of Montedio Yamagata Co., Ltd.	
Outside Audit and Supervisory Committee Member (independent) Akiyo Ito	Director of Board of Education in Miyagi Prefecture General Manager of General Affairs Department, Miyagi Prefectural Government Director of The Miyagi Museum of Art (current position)	

(Note) The above are not exhaustive lists of all the insight and experience held by the Directors.

<Reference>

The Company has determined the following criteria to judge the independence of candidates for Outside Director.

Independence Evaluation Criteria of Outside Officer

1. (1) Candidates shall not be executive directors, executive officers, managers or other employees of the Group (hereinafter referred to in general as “Persons Who Execute Business”) and who have not been working as a person involved with business execution of the Group in the last ten years.
- (2) Candidates for outside Director who have acted as a non-executive Director (Note 1) or Audit & Supervisory Board Member of the Group in the last ten years shall not have acted as a person involved in business execution of the Group in the ten years previous to their position as a non-executive Director or Audit & Supervisory Board Member.
- (3) Candidates shall not be a spouse or a relative within two degrees of kinship of officers (Note 2), managers, or other important employees (excluding officers, etc.) of the Group.
2. Candidates shall not be persons who are a major shareholder of the Company (Note 3), officers or employees of companies of which the Company is a major shareholder (excluding said officers).
3. (1) Candidates shall not be persons who have a business relationship with the Company or a core subsidiary of the Company (Note 4) whereby the Company or a core subsidiary of the Company is its major transacting counterparty (Note 5), or the parent company or a significant subsidiary thereof, or when such party is a company, a business executive, or a party which has fallen under such category during the past three years.
- (2) Candidates shall not be persons who have a business relationship with the Company or a core subsidiary of the Company who is a major transacting counterparty, or the parent company or a significant subsidiary thereof, or when such party is a company, a business executive, or a party which has fallen under such category during the past three years.
- (3) Candidates shall not be employees of an organization that has received donations that exceed a certain amount (an average of ¥10 million annually over the last three years) from the Company or its core subsidiaries.
4. Candidates shall not be officers, etc. of a company, its parent company or its subsidiary that have brought in officers, etc. from the Group.
5. Candidates are not currently an accounting auditor or an employee, etc. of an accounting firm of the Group and have not been in charge of auditing operations of the Group as said employee in the last three years.
6. Candidates may not be a lawyer, public certified accountant or another type of consultant that has earned money or other assets of ¥10 million or more on average per year over the last three years from the Company or its core subsidiaries in addition to the officer remuneration.
7. Furthermore, candidates shall be a person who does not have an ongoing, substantive conflict of interest due to circumstances other than the above between the general shareholders of the Company.

(Note 1) “Non-executive officer” refers to Directors who are not an executive director.

(Note 2) “Officers, etc.” refers to directors (including outside Director) and auditors (including outside Audit & Supervisory Board Member).

(Note 3) “Major shareholder” refers to a person or organization that held 10% or more voting rights directly or indirectly at the end of the most recent fiscal year.

(Note 4) “Core subsidiaries” refers to Kirayaka Bank, Ltd. and The Sendai Bank, Ltd.

(Note 5) “Main business partner” is judged as a business partner who made up 2% or more of the annual consolidated sales (consolidated ordinary income in the case of the Company) for the most recent fiscal year.