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Securities code: 7187  
May 30, 2025  
(Electronic provision measures commencement date: May 29, 2025)

**To Shareholders with Voting Rights:**

Tsuchi Nakashima  
Representative Director and  
President  
J-LEASE CO., LTD.  
1-3-19 Miyakomachi, Oita City,  
Oita Prefecture, Japan

**Notice of Convocation of the 22nd Ordinary General Meeting of Shareholders**

Dear Shareholders:

We are pleased to inform you that the 22nd Ordinary General Meeting of Shareholders of J-LEASE CO., LTD. (the “Company”) will be held as described below.

In convening the Meeting, the Company has taken measures for electronic provision. Items of information provided electronically are posted on the website below as “Notice of Convocation of the 22nd Ordinary General Meeting of Shareholders.”

The Company’s website:

<https://www.j-lease.jp/ir/library/meeting>

(Select “English” from the Language pull-down menu on the upper right corner.)

These items are also disclosed on the Tokyo Stock Exchange (TSE) website indicated below. On that website, you can view the information by entering either “J-LEASE” in the Issue name (company name) row or “7187” in the Code row and clicking on the Search button, then clicking on “Basic information,” followed by selecting the “Documents for public inspection/PR information” tab.

TSE’s Listed Company Search website:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

If unable to attend the meeting, you can exercise your voting rights online or in writing. If you choose to do so, please peruse the attached Reference Documents for the General Meeting of Shareholders and enter online or send the necessary information so that it reaches the Company no later than 6:00 p.m. on Thursday, June 19, 2025 (Japan time).

**1. Date and Time:** Friday, June 20, 2025, at 3:00 p.m. Japan time (Doors open at 2:00 p.m.)

**2. Venue:** Kobai Room, Hotel Nikko Oita Oasis Tower, 3rd Floor  
2-48 Takasagomachi, Oita City, Oita Prefecture, Japan

**3. Meeting Agenda:**

**Matters to be reported:**

1. Business report and consolidated financial statements for the Company’s 22nd fiscal year (April 1, 2024 to March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the consolidated financial statements
2. Non-consolidated financial statements for the Company’s 22nd fiscal year (April 1, 2024 to March 31, 2025)

**Proposals to be resolved:**

**Proposal 1:** Partial Amendment to the Articles of Incorporation

**Proposal 2:** Election of Ten (10) Directors (Other than Directors Who Are Audit and Supervisory Committee Members)

**Proposal 3:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

**4. Matters Decided upon Convocation:**

If you exercise your voting rights via proxy, your proxy must be a shareholder who has voting rights. You can designate one proxy only.

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- When attending the Meeting, you are kindly asked to submit the enclosed Voting Rights Exercise Form at the venue's reception desk, as well as bringing this Notice with you to save paper resources.
- In accordance with laws and regulations and the provisions of the Articles of Incorporation of the Company, the following items among the matters provided by electronic means are not included in the paper copy to be sent to shareholders.
  - 1) "System for Ensuring the Proper Conduct of Business" and "Overview of the Operation of the System for Ensuring the Proper Conduct of Business" in the Business Report
  - 2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - 3) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Therefore, the paper copy to be sent to shareholders constitutes part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in the course of the preparation of their audit reports.
- Any revisions to the items of information provided electronically will be posted on the websites where they were initially posted.
- No souvenirs will be provided to shareholders attending the Meeting.

## Reference Documents for the General Meeting of Shareholders

## Proposals and References

## **Proposal 1: Partial Amendment to the Articles of Incorporation**

## 1. Reasons for the proposal

In connection with the Company's acquisition of J-Lease Football Club Co., Ltd., whose business purpose includes the management of a soccer team, and K-net Co., Ltd., whose business purpose includes rent guarantee services, both of which as wholly owned subsidiaries, it is necessary to add the business purposes to the Articles of Incorporation of the Company.

## 2. Details of the amendments

The amendments are as detailed below.

(Changes are underlined)

Current Articles of Incorporation	Proposed amendments
<p>(Objectives of the Company)</p> <p>Article 2</p> <p>The objectives of the Company shall be to engage in the following businesses:</p> <p>(1) Debt guarantee services.</p> <p>(2) Credit guarantee services.</p> <p>(3) Credit research services and market research services.</p> <p>(4) Money collection agency services.</p> <p>(5) Buying, selling, exchanging, leasing, brokering, appraising, managing, holding, and operating real estate.</p> <p>(6) Planning, research, and design for effective use of land and buildings.</p> <p>(7) Non-life insurance agency business.</p> <p>(8) Guarantee of payment of rent, common service charges, management fees, electricity, gas, and water charges, parking lot fees, storage rents, usage fees, repair fees, etc. for leased buildings.</p> <p>(9) Loan services, credit services, and purchase and sale of various types of receivables.</p> <p>(10) Development, sales, and maintenance, of services, software, and hardware related to information processing, telecommunications, and information provision.</p> <p>(11) Housing support services for people who need help securing housing.</p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p>	<p>(Objectives of the Company)</p> <p>Article 2</p> <p>The objectives of the Company shall be to engage in the following businesses:</p> <p>(1) Debt guarantee services.</p> <p>(2) Credit guarantee services.</p> <p>(3) Credit research services and market research services.</p> <p>(4) Money collection agency services.</p> <p>(5) Buying, selling, exchanging, leasing, brokering, appraising, managing, holding, and operating real estate.</p> <p>(6) Planning, research, and design for effective use of land and buildings.</p> <p>(7) Non-life insurance agency business.</p> <p>(8) Guarantee of payment of rent, common service charges, management fees, electricity, gas, and water charges, parking lot fees, storage rents, usage fees, repair fees, etc. for leased buildings.</p> <p>(9) Loan services, credit services, and purchase and sale of various types of receivables.</p> <p>(10) Development, sales, and maintenance, of services, software, and hardware related to information processing, telecommunications, and information provision.</p> <p>(11) Housing support services for people who need help securing housing.</p> <p><u>(12) Management of soccer team and planning, operation and management of sports competitions and various events.</u></p> <p><u>(13) Travel agency business.</u></p> <p><u>(14) Agriculture, livestock, forestry and fisheries.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established) (Newly established) <u>(12) All other undertakings incidental and related to those lines of business mentioned in the preceding items.</u>	<u>(15) Worker dispatch services.</u> <u>(16) Selling and leasing of office automation computer equipment.</u> <u>(17) All other undertakings incidental and related to those lines of business mentioned in the preceding items.</u>

Note: Articles that have not been amended in the current Articles of Incorporation are omitted.

**Proposal 2: Election of Ten (10) Directors (Other than Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of the incumbent ten (10) Directors (other than Directors who are Audit and Supervisory Committee members; hereinafter the same applies in this proposal) will expire at the conclusion of this Meeting. Accordingly, the Company proposes to elect ten (10) Directors, including two (2) Outside Directors.

The candidates for Director were nominated based on a comprehensive review of their business accomplishments, knowledge, skills, and other qualifications and determined with prior approval of the Board of Directors.

It has also been confirmed that the Audit and Supervisory Committee has no specific opinions on the proposal.

The candidates for Director are as shown below.

No.	Name			Current positions and responsibilities at the Company	Term of office	Attendance at the Board of Directors meetings
1	Hiraku Nakashima	[Male]	[Reappointment]	Representative Director, Chairman, and CEO	21 years	18/18 (100%)
2	Tsuchi Nakashima	[Male]	[Reappointment]	Representative Director, President, and COO	13 years	18/18 (100%)
3	Hideki Eto	[Male]	[Reappointment]	Executive Vice-President and Finance & Accounting Headquarters	5 years	18/18 (100%)
4	Yasuhiro Yoshida	[Male]	[Reappointment]	Executive Vice-President, Enterprise Headquarters, and Examination Headquarters	11 years	18/18 (100%)
5	Shigeharu Nakashima	[Male]	[Reappointment]	Senior Managing Director and Management Planning Headquarters	13 years	18/18 (100%)
6	Hideyuki Tanaka	[Male]	[Reappointment]	Senior Managing Director and IT Systems Division	3 years	18/18 (100%)
7	Yuji Yamasaki	[Male]	[Reappointment]	Managing Director and General Affairs Division, and Human Resources Strategy Division	4 years	18/18 (100%)
8	Hayato Ryoshita	[Male]	[Reappointment]	Director, General Affairs Division, Risk Management Committee, and Compliance Committee	2 years	18/18 (100%)
9	Hiroshi Domoto	[Male]	[Reappointment] [Outside] [Independent]	Outside Director	8 years	18/18 (100%)
10	Hiromi Shimizu	[Female]	[Reappointment] [Outside] [Independent]	Outside Director	6 years	17/18 (94.4%)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Hiraku Nakashima (September 6, 1957)  [Reappointment]  [Attendance at the Board of Directors meetings] 18/18 (100%)	May 1980 April 2001 February 2004 April 2007 June 2012 June 2014 October 2015 June 2019 June 2020 April 2021 June 2023 June 2024 April 2025	Joined Takusei Co., Ltd. Representative Director, Joho Oita Co., Ltd. Representative Director, President, and COO, the Company Representative Director, Takusei Co., Ltd. Chair of the Board, Asumirai Co., Ltd. Representative Director Chairman, President, and COO, the Company Representative Director, President, and COO Representative Director Chairman, President, COO, and General Manager of Examination Headquarters Representative Director Chairman, President & CEO and General Manager of Enterprise Headquarters Representative Director Chairman, President & CEO Representative Director, Chairman, and CEO Representative Director, Chairman, and Executive Officer and CEO (current position) Representative Director and Club Owner, J-Lease Football Club Co., Ltd. (current position)	803,300
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Hiraku Nakashima has been serving as Representative Director of the Company since its founding. Drawing on his wealth of knowledge in all fields of corporate management, he has been spearheading the Group's efforts to sustainably increase corporate value. The Company considers he is well qualified to be its Director and renominates him as a candidate for Director.</p>				



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Hideki Eto (January 23, 1957) [Reappointment] [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1980      Joined THE OITA BANK, LTD. August 2002     Branch General Manager September 2010   Executive Officer and Branch General Manager June 2011       Director and General Manager of Head Office Sales Department June 2014       President and Representative Director, Oitacard Inc. June 2016       Full-Time Audit & Supervisory Board Member, THE OITA BANK, LTD. June 2020       Executive Vice-President, Vice-President and Executive Officer, in charge of Public Relations, the Company June 2020       Representative Director and President, Asumirai Co., Ltd. (current position) April 2022       Executive Vice-President, Vice-President and Executive Officer, and General Manager of Finance & Accounting Headquarters, the Company (current position)		7,400
[Reason for nomination as candidate for Director] Mr. Hideki Eto has knowledge and experience of financial institutions. The Company considers he is well qualified to be its Director given his skills and experience, and renominates him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Yasuhiro Yoshida (August 18, 1959)  [Reappointment]  [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1982      Joined THE HOWA BANK, LTD. April 2000      Branch General Manager April 2009      General Manager of Sales Management Department June 2012      Executive Officer July 2013      Director, Executive Officer, and General Manager of Sales Promotion Headquarters, the Company June 2014      Director, Executive Officer, and General Manager of Sales Headquarters June 2017      Managing Executive Officer, Deputy General Manager of Enterprise Headquarters, and General Manager of Enterprise Control Division June 2018      Managing Director, Executive Officer, General Manager of Enterprise Headquarters, and General Manager of Sales Control Division June 2019      Managing Director, Executive Officer, Deputy General Manager of Enterprise Headquarters, and General Manager of Business Control Division June 2020      Managing Director, Managing Executive Officer, General Manager of Examination Headquarters, Deputy General Manager of Enterprise Headquarters, and General Manager of Business Control Division April 2021      Managing Director, Managing Executive Officer, and General Manager of Enterprise Headquarters June 2021      Senior Managing Director, Senior Managing Executive Officer, and General Manager of Enterprise Headquarters April 2022      Senior Managing Director, Senior Managing Executive Officer, General Manager of Enterprise Headquarters, General Manager of Western Japan Branch, and General Manager of Business Control Division October 2022      Senior Managing Director, Senior Managing Executive Officer, General Manager of Enterprise Headquarters, General Manager of Examination Headquarters, General Manager of Western Japan Branch, and General Manager of Business Control Division April 2023      Senior Managing Director, Senior Managing Executive Officer, Deputy General Manager of Enterprise Headquarters, and General Manager of Examination Headquarters June 2023      Executive Vice-President, Vice-President and Executive Officer, Deputy General Manager of Enterprise Headquarters, and General Manager of Examination Headquarters October 2023      Executive Vice-President, Vice-President and Executive Officer, General Manager of Enterprise Headquarters, and General Manager of Examination Headquarters (current position)	52,700
[Reason for nomination as candidate for Director] Mr. Yasuhiro Yoshida has knowledge and experience of financial institutions. Since joining the Company, he has been drawing on his experience and delivering results in sales and other fields. The Company considers he is well qualified to be its Director given his skills and experience, and renominates him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Shigeharu Nakashima (December 20, 1974)  [Reappointment]  [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1995	Joined Nissin Inc.	47,200
		June 2004	General Manager of Accounting Department	
		June 2007	Executive Officer and Deputy General Manager of Business Management Division	
		September 2010	Executive Officer and General Manager of Business Management Headquarters, the Company	
		June 2012	Director, Executive Officer, and General Manager of Management Planning Headquarters	
		June 2014	Managing Director, Executive Officer, and General Manager of Management Planning Headquarters	
		June 2018	Senior Managing Director, Executive Officer, and General Manager of Management Planning Headquarters	
		July 2019	Representative Director, JLM Co., Ltd. (current position)	
		June 2020	Senior Managing Director, Senior Managing Executive Officer, and General Manager of Management Planning Headquarters, the Company (current position)	
		[Reason for nomination as candidate for Director] Mr. Shigeharu Nakashima has a wealth of operational experience in the management planning field, such as formulating corporate growth strategies and developing new products. The Company considers he is well qualified to be its Director given his skills and experience, and renominates him as a candidate for Director.		
6	Hideyuki Tanaka (April 8, 1959)  [Reappointment]  [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1982	Joined THE OITA BANK, LTD.	400
		February 2005	Loan Administrator of Loan Administration Division	
		September 2009	General Manager of Systems Division	
		June 2013	Executive Officer and General Manager of Human Resources Development Division	
		June 2015	Managing Executive Officer and General Manager of Head Office Sales Department	
		June 2016	Managing Director	
		November 2016	Vice-Chairman, Oita Chamber of Commerce and Industry	
		June 2020	Representative Director and President, Oita Lease Company Limited	
		June 2022	Director, the Company	
		June 2023	Senior Managing Director, Senior Managing Executive Officer, and General Manager of IT Systems Division (current position)	
		[Reason for nomination as candidate for Director] Mr. Hideyuki Tanaka has experience and knowledge amassed in the financial services and systems fields and at a business association. The Company expects him to contribute to its management capitalizing on such experience and knowledge, and renominates him as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares in the Company held
7	Yuji Yamasaki (December 2, 1957)  [Reappointment]  [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1980 Joined DENTSU INC. May 2013 Representative Director and President, Dentsu Okinawa Inc. March 2018 Senior Advisor, DENTSU AD-GEAR INC. April 2019 Joined ZENHOREN CO., LTD. April 2020 General Manager of Corporate Sales Control Division, the Company May 2020 Managing Executive Officer, Deputy General Manager of Enterprise Headquarters, and General Manager of Corporate Sales Control Division November 2020 Managing Executive Officer, Deputy General Manager of Enterprise Headquarters, General Manager of Corporate Sales Control Division, and General Manager of Personnel Department December 2020 Managing Executive Officer, Deputy General Manager of Business Management Headquarters, and General Manager of Personnel Department April 2021 Managing Executive Officer and General Manager of Business Management Headquarters June 2021 Managing Director, Managing Executive Officer, and General Manager of Business Management Headquarters April 2023 Managing Director, Managing Executive Officer, General Manager of Business Management Headquarters, and General Manager of IT Systems Division June 2023 Managing Director, Managing Executive Officer, and General Manager of Business Management Headquarters October 2024 Managing Director, Managing Executive Officer, and General Manager of General Affairs Division and Human Resources Strategy Division (current position)	4,200
[Reason for nomination as candidate for Director] Mr. Yuji Yamasaki has a wealth of operational and management experience at a major advertising agency and its group companies. The Company considers he is well qualified to be its Director given his skills and experience, and renominates him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares in the Company held
8	Hayato Ryoshita (December 9, 1973)  [Reappointment]  [Attendance at the Board of Directors meetings] 18/18 (100%)	October 1993 Joined ACOM Co., Ltd. January 2006 Branch General Manager September 2007 Joined the Company December 2007 General Manager of General Affairs and Personnel Section July 2010 General Manager of General Affairs Department April 2012 Executive Officer, Deputy General Manager of Business Management Headquarters, and General Manager of General Affairs Department June 2016 Managing Executive Officer, Deputy General Manager of Business Management Headquarters, and General Manager of General Affairs and Personnel Department April 2021 Managing Executive Officer, Deputy General Manager of Examination Headquarters, and General Manager of Examination Department April 2022 Managing Executive Officer, Deputy General Manager of Business Management Headquarters, General Manager of General Affairs Department, General Manager of Personnel Department, and General Manager of Legal Department April 2023 Managing Executive Officer, Deputy General Manager of Business Management Headquarters, General Manager of General Affairs Department, and General Manager of Legal Department June 2023 Director, Managing Executive Officer, Deputy General Manager of Business Management Headquarters, General Manager of General Affairs Department, General Manager of Legal Department, Chairman of Risk Management Committee, and Chairman of Compliance Committee April 2024 Director, Managing Executive Officer, Deputy General Manager of Business Management Headquarters, Chairman of Risk Management Committee, Chairman of Compliance Committee, and General Manager of Legal Department October 2024 Director, Managing Executive Officer, Deputy General Manager of General Affairs Division, Chairman of Risk Management Committee, Chairman of Compliance Committee, General Manager of Legal Department, and General Manager of Secretarial Department (current position) April 2025 Director and Vice-President, J-Lease Football Club Co., Ltd. (current position)		30,600
[Reason for nomination as candidate for Director] Mr. Hayato Ryoshita has a wealth of operational experience in the business management and credit fields. The Company considers he is well qualified to be its Director given his skills and experience, and renominates him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares in the Company held
9	Hiroshi Domoto (May 22, 1964)  [Reappointment] [Outside] [Independent]  [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1990 Joined Mitsubishi Research Institute, Inc. February 1997 Joined JAFCO Co., Ltd. October 1998 Joined Global Wrap Consulting Group Co., Ltd. April 2000 Associate Professor, Tokyo University of Information Sciences April 2011 Professor (current position) June 2017 Director, the Company (current position)		4,700
	<p>[Reason for nomination as candidate for Outside Director and overview of expected roles]</p> <p>Mr. Hiroshi Domoto has no experience of being directly involved in corporate management but possesses expertise gained through years of research as professor at the Tokyo University of Information Sciences, primarily on start-up theory and financial theory. The Company therefore considers he is well qualified to supervise its management from an independent perspective, and renominates him as a candidate for Outside Director.</p> <p>The Company expects that, drawing on the experience and knowledge developed through research at the university, he will monitor and supervise the Company's management from an independent standpoint with a view to enhancing its shareholder value and corporate value over the medium to long term.</p>			
10	Hiromi Shimizu (July 3, 1965)  [Reappointment] [Outside] [Independent]  [Attendance at the Board of Directors meetings] 17/18 (94.4%)	June 2000 Chair of the Board, Association for Women's Independence (current position) July 2008 Member of Advertisement Review Subcommittee, Japan Financial Services Association (current position)  April 2010 Member of Third-Party Committee, Leasing Information Communicate Center (current position) April 2014 Director, Meiko Research Institute for Education (current position)  April 2016 Head of Counseling Center, NTS Research Institute for Security of Household Finances (current position)  June 2019 Director, the Company (current position) November 2023 Vice Chairperson of J-LEASE Scholarship Foundation (current position)		5,100
	<p>[Reason for nomination as candidate for Outside Director and overview of expected roles]</p> <p>Ms. Hiromi Shimizu has no experience of being directly involved in corporate management but possesses consulting and other expertise in the financial and relevant fields. The Company therefore considers she is well qualified to supervise its management from an independent perspective, and renominates her as a candidate for Outside Director.</p> <p>The Company expects that, drawing on the experience and knowledge developed in the financial and other fields, she will monitor and supervise the Company's management from an independent standpoint with a view to enhancing its shareholder value and corporate value over the medium to long term.</p>			

Notes:

1. There are no special interests between any of the candidates for director and the Company.
2. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers litigation expenses, damages, etc. arising from corporate litigations, third-party litigations, derivative lawsuits, etc. and to be borne by the insured. The candidates will be insured under the insurance contract. The Company intends to renew the policy with the same contents at the next renewal.

3. Mr. Hiroshi Domoto and Ms. Hiromi Shimizu are candidates for Outside Director. The Company has notified the Tokyo Stock Exchange that Mr. Domoto and Ms. Shimizu are independent directors as stipulated in the exchange's regulations. If the two candidates are elected as originally proposed, they will continue to serve as independent directors.
4. The Company has entered into agreements with Mr. Hiroshi Domoto and Ms. Hiromi Shimizu to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act to one million yen or the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If Mr. Hiroshi Domoto and Ms. Hiromi Shimizu are reelected, the Company intends to continue the said liability limitation agreements with them.
5. Mr. Hiroshi Domoto will have served as an Outside Director of the Company for eight years at the conclusion of this Meeting.
6. Ms. Hiromi Shimizu will have served as an Outside Director of the Company for six years at the conclusion of this Meeting.

### Proposal 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member

In order to further strengthen its management structure, the Company has decided to appoint one additional Director who is an Audit and Supervisory Committee member. Accordingly, the Company proposes to elect one (1) Director who is an Audit and Supervisory Committee member.

The term of office of a newly appointed Director who is an Audit and Supervisory Committee member shall differ from that of other current Directors who are Audit and Supervisory Committee members, and shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two years after the date of his appointment.

Furthermore, the appointment of Mr. Toshiaki Sato as a Director who is an Audit and Supervisory Committee member shall take effect on June 27, 2025, following his resignation from his position as a Director (Full-time Audit and Supervisory Committee member) of the Howa Bank, Ltd. It has been confirmed that the Audit and Supervisory Committee has given its consent to this proposal.

The candidate for Director who is an Audit and Supervisory Committee member is as shown below.

	Name		Current positions and responsibilities at the Company
	Toshiaki Sato	[Male] [Independent] [Outside]	—

	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
	Toshiaki Sato (February 8, 1960)  [Independent] [Outside]	April 1982 Joined the Howa Bank, Ltd. October 2006 General Manager, Compliance Control Department June 2010 General Manager, Business Management Department June 2012 Executive Officer, General Manager, Business Management Department June 2014 Full-time Auditor June 2023 Director (Full-time Audit and Supervisory Committee member) (current position)	—	—
[Reason for nomination as candidate for Outside Director and overview of expected roles] Mr. Toshiaki Sato worked in financial institutions for many years, and has considerable knowledge of finance and accounting. The Company considers he is capable of properly performing his duty in the Company's audit, and nominates him as a candidate for Outside Director who is an Audit and Supervisory Committee member.				

Notes:

1. There are no special interests between the Company and the candidate for Director who is an Audit and Supervisory Committee member.
2. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers litigation expenses, damages, etc. arising from corporate litigations, third-party litigations, derivative lawsuits, etc. and to be borne by the insured. The candidates will be insured under the insurance contract. The Company intends to renew the policy with the same contents at the next renewal.
3. Mr. Toshiaki Sato is a candidate for Outside Director. If Mr. Sato is elected and assumes office as originally proposed, the Company plans to report him to the Tokyo Stock Exchange as an Independent Officer according to regulations stipulated by the said exchange.
4. If Mr. Sato is elected and assumes office as originally proposed, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to one million yen or the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher.

(Reference)

## Skills Matrix of Candidates for Director

Name	Title (tentative)	Corporate management	Financial services business	Finance and accounting	Law	Information technology	Academic research
Hiraku Nakashima	Representative Director and Chairman	●	●				
Tsuchi Nakashima	Representative Director and President	●	●				
Hideki Eto	Executive Vice-President	●	●				
Yasuhiro Yoshida	Executive Vice-President	●	●				
Shigeharu Nakashima	Senior Managing Director	●	●	●			
Hideyuki Tanaka	Senior Managing Director	●	●			●	
Yuji Yamasaki	Managing Director	●	●				
Hayato Ryoshita	Director	●	●				
Hiroshi Domoto	Director (Outside)						●
Hiromi Shimizu	Director (Outside)						●
Yoichiro Asakura	Director (Outside) Audit and Supervisory Committee member	●	●				
Daisuke Indoh	Director (Outside) Audit and Supervisory Committee member			●			
Yu Iibuchi	Director (Outside) Audit and Supervisory Committee member				●		
Toshiaki Sato	Director (Outside) Audit and Supervisory Committee member	●	●				