This document is a partial English translation of Japanese original of the Notice of The 213<sup>th</sup> Annual General Meeting of Shareholders for reference purpose only.

In the event of any discrepancy between terms of the English translation hereof and the Japanese original, the Japanese original shall prevail. The Bank shall not be held liable for any direct or indirect damages arising from such discrepancy of terms due to the English translation version.

(Securities Code: 8344)

June 4, 2025

Electronic provision measures commencement date: May 30, 2025

#### To Shareholders with Voting Rights:

Eiji Sato President The Yamagata Bank, Ltd. 1-2, Nanukamachi 3-chome, Yamagata, Japan

# NOTICE OF CONVOCATION OF THE 213TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially notified that the 213th Annual General Meeting of Shareholders of The Yamagata Bank, Ltd. ("the Bank") will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Bank has taken measures to provide information (matters for electronic provision) electronically on the below websites.

The Bank's website

(https://www.yamagatabank.co.jp/english/)

In addition to the above website, the Bank has also disclosed matters for electronic provision on the website of the Tokyo Stock Exchange (TSE). Please access the below TSE website (TSE Listed Company Information Service), enter and search for the issue name (The Yamagata Bank) or securities code (8344), then select "Basic Information" or "Documents for Public Inspection/PR Information."

Tokyo Stock Exchange website (TSE Listed Company Information Service)

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Instead of attending the meeting on the day, you can exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders described hereinafter, and exercise your voting rights by Tuesday, June 24, 2025 at 5 p.m. Japan time.

**1. Date and Time:** Wednesday, June 25, 2025 at 10 a.m. Japan time

**2. Place:** Concert Hall, Yamagin Kenmin Hall

2-38, Futabacho 1-chome, Yamagata, Japan

3. Meeting Agenda:

**Matters to be reported:** 1. The Business Report and Non-consolidated Financial Statements for the Bank's 213th Fiscal Year (from April 1, 2024 to March 31, 2025)

 Consolidated Financial Statements for the Bank's 213th Fiscal Year (from April 1, 2024 to March 31, 2025) and results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

#### Proposals to be resolved:

Proposal 1 Election of Six (6) Directors (excluding Directors Serving as Audit and

**Supervisory Committee Members)** 

Proposal 2 Election of One (1) Director Serving as an Audit and Supervisory

**Committee Member** 

#### 4. Exercise of Voting Rights

#### Attending the General Meeting of Shareholders

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Date and time of the meeting: Wednesday, June 25, 2025 at 10 a.m. Japan time

## Exercise of Voting Rights in Writing

Please indicate your approval or disapproval for a proposal on the enclosed Voting Rights Exercise Form and send the form to us so that it reaches us by the deadline below. If neither approval nor disapproval of a proposal is indicated in the Voting Rights Exercise Form, it shall be deemed a vote of approval.

Deadline: To arrive by no later than 5 p.m. on Tuesday, June 24, 2025, Japan time

#### Exercise of Voting Rights via the Internet, etc.

Please access the Bank's designated website for exercising voting rights (https://evote.tr.mufg.jp/). Use the "log-in ID" and "temporary password" printed on the enclosed Voting Rights Exercise Form, and follow the on-screen guidance to enter your approval or disapproval of proposal.

Deadline: By no later than 5 p.m. on Tuesday, June 24, 2025, Japan time

For details, please see page 5 of the Japanese version of this document.

### Handling of multiple voting

If you exercise your voting rights both via mail and the Internet, the vote placed via the Internet will be deemed valid.

If you exercise your voting rights multiple times via the Internet, the latest vote will be deemed valid.

End

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• When attending the meeting, please bring this Notice of Convocation with you for conservation of resources.

#### □ Notices

- For this General Meeting of Shareholders, we have decided to send a paper copy of the matters for electronic provision to all shareholders, regardless of whether or not they have requested it.
- The following matters are not included in the paper copy, pursuant to the provisions of applicable laws and the Articles of Incorporation of the Bank. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents, including the following items.
  - "Matters Regarding Shares of the Bank," "Matters Regarding Share Acquisition Rights of the Bank," "Matters Regarding Accounting Auditor," "Basic Policy on the Composition of Persons to Control Decision-Making over the Financial and Business Policies of the Bank," "System to Ensure the Appropriateness of Business Activities" and "Matters Regarding Accounting Advisor" in the Business Report
  - Non-Consolidated Statement of Changes in Equity and Notes to the Non-Consolidated Financial Statements
  - Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements
- Amendments to the matters for electronic provision measures, if any, will be posted on the above websites.
- Any major changes in the operation of the General Meeting of Shareholders due to changes in circumstances will be announced on the Bank's website (https://www.yamagatabank.co.jp/). We appreciate the understanding and cooperation of our shareholders.

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

#### **Proposals and References**

## Proposal 1 Election of Six (6) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter, the same applies in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders.

In order to continue the drive to optimize the roles of execution and supervision at the Board of Directors and achieve swifter decision-making, the Bank proposes the election of six (6) Directors, the same number of Directors as in the previous fiscal year.

The candidates for Directors are as follows.

The Bank has established the Governance Committee, which is a voluntary body to conduct deliberations upon request of the Board of Directors in order to enhance transparency of remuneration and election of Directors.

The candidates for Directors are determined at the Board of Directors upon deliberation at the Governance Committee.

The majority of the Committee members are Independent Outside Directors, and it is chaired by an Independent Outside Director.

Opinion of the Audit and Supervisory Committee on the election of Directors

Regarding candidates for Directors, the Audit and Supervisory Committee made careful consideration from the viewpoint of qualification and business execution ability of each candidate, reinforcing the effectiveness of the Board of Directors, nomination procedures, etc. As a result, the candidates for Directors in this Proposal have been judged to be appropriate due to the following reasons: each candidate has abundant business experience and achievements; those persons that are deemed to be capable of fulfilling the duties expected as members of the Board of Directors have been selected; and all candidates have been nominated after undergoing appropriate procedures, including the deliberation in the Governance Committee.

## Candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members)

No.		Name			Current positions at the Bank	Attendance at the Board of Directors' meetings
1	Reappointment	Eiji Sato			President and Representative Director	100% (12/12)
2	Reappointment	Shinichiro Miura			Senior Managing Director and Representative Director	100% (12/12)
3	Reappointment	Yutaka Touyama			Director and Managing Executive Officer	100% (12/12)
4	New appointment	Hiroyuki Sasa			Managing Executive Officer	-
5	Reappointment	Yumiko Inoue	Outside	Independent	Outside Director	92% (11/12)
6	Reappointment	Keitaro Harada	Outside	Independent	Outside Director	83% (10/12)

No.	Name (Date of birth)	Pass in the	Number of shares of the Bank held	
1		ed Director in	Joined the Bank General Manager, Corporate Banking Division, Sakata Branch Deputy General Manager, Business Planning Division General Manager, Business Support Division Director serving as General Manager, Yonezawa Branch and General Manager, Yonezawa-Kita Branch Managing Director Senior Managing Director and Representative Director President and Representative Director to present (Responsibilities) Auditing Division  for Director> In June 2017, Mr. Eiji Sato served as Managing de Representative Director, and assumed the position	3,000 shares
	of President and Repr experience, a track re corporate planning experience management of the Bar	esentative Dir ecord of relaterience, and hank. He possesso	ector in June 2023. He has extensive practical ionship-building with numerous customers, and as demonstrated superior leadership in the overall es the ability to handle complex and sophisticated experience to accurately steer management of the Joined The Mitsubishi Bank, Ltd. (currently	
2	Shinichiro Miura (Dec. 27, 1971) Male  Reappointment  Attendance at the Board of Directors' meeting 100% (12/12)	Sep. 2003 Jun. 2005 Jun. 2014 Jun. 2020 Jun. 2022	MUFG Bank, Ltd.)  Manager, Corporate Banking Credit Group II, Credit Division  Managing Director, the Bank Senior Managing Director and Representative Director Senior Managing Director and Representative Director serving as General Manager, Corporate Management Center Senior Managing Director and Representative Director to present (Responsibilities) Secretariat, Corporate Planning Division, Financial Markets Division, Tokyo Liaison Office	130,365 shares
	(currently MUFG Bank, appointed as the Senior has experience and sk leadership in the overall the initiatives for enhance	a joined the E Ltd.). After se Managing Dire ill in a broad management of cing corporate thus he has e		

No.	Name (Date of birth)	Pass in the	Number of shares of the Bank held	
3	Yutaka Touyama (Nov. 14, 1965) Male  Reappointment  Attendance at the Board of Directors' meeting 100% (12/12)	Apr. 1988 Jul. 2010 Jul. 2012 Sep. 2015 Jun. 2017 Jun. 2019 Jun. 2021 Jun. 2024	Joined the Bank General Manager, Karikawa Branch Deputy General Manager, Credit Division General Manager, Kotobukicho Branch General Manager, Credit Division Director serving as General Manager, Credit Division Managing Director Director and Managing Executive Officer to present (Responsibilities) Human Resources & General Administration Division, Operation Administration Division	4,900 shares
	Manager of Credit Divi 2019. Since then, he is through the supervision the Human Resources & Division, where he lead and the structural refor	itions such as sion, Mr. Yutal has accumulate of the credit day. General Adn the developm of administration.	the General Manager of branches and the General ka Touyama was appointed as the Director in June ed abundant experience and achievements mainly epartment. Since FY2023, he has been supervising ministration Division and Operation Administration ent of a system for diverse and flexible work styles rative work. Thus, he has expertise and ability to	
4	Perform accurate, fair, and efficient control of the Bank.    Apr. 1990   Joined the Bank   General Manager, Jinmachi Branch   Oct. 2014   General Manager, Credit Division   Jun. 2018   General Manager, Human Resources & General Administration Division   Oct. 2019   General Manager, Corporate Planning Division   Directors serving as General Manager, Corporate Planning Division   Oct. 2019   Director serving as Full-time Audit and Supervisory Committee Member   Jun. 2024   Managing Executive Officer   to present (Responsibilities)   Risk Management Division   Risk Manager of a branch, General Manager of Human Resources & General Administration Division and Corporate Planning Division, Mr. Hiroyuki Sasa was appointed as the Director in 2022. Subsequently, he served as a Full-time Audit and Supervisory Committee Member and has abundant experience and achievements. In the previous fiscal year, he was responsible for the Risk Management		3,900 shares	

No.	Name (Date of birth)	Pass in the	Number of shares of the Bank held				
5	The Bank appointe appreciating her advice	ed Ms. Yumil to manageme	Joined Takashima Electric, INC (Director) Managing Director President and Representative Director Chairperson, Miyagi and Yamagata Women's Association Chairman and Representative Director, Takashima Electric, INC Deputy President, The Yamagata Chamber of Commerce and Industry Outside Director, the Bank (incumbent) Management Council Member, Yamagata University Chairman and President, Representative Director of Takashima Electric, INC Chairman of Takashima Electric, INC (incumbent) to present for Director and overview of expected roles> co Inoue as a candidate for Outside Director, nt from external and independent standpoint with	4,100 shares			
	high-level insight she has gained as a corporate manager and her experience in serving as an executive of economy organizations such as the Deputy President of the Yamagata						
	Chamber of Commerce and Industry. Additionally, the Bank believes that she is the best qualified to promote and enhance the Bank's initiative, "Ensuring Diversity, Including Active Participation of Women" set forth in Japan's Corporate Governance Code.						

No.	Name (Date of birth)				
No.	(Date of birth)  Keitaro Harada (Feb. 2, 1953) Male  Reappointment  Outside  Independent  Attendance at the Board of Directors' meeting 83% (10/12) <reason a="" as="" corporate="" for="" management.<="" nomination="" td=""><td>in the Apr. 1977  Jun. 1987  Dec. 1999  Jun. 2005  Jun. 2006  Jul. 2011  Jun. 2012  Oct. 2014  Apr. 2017  Oct. 2019  Dec. 2019  Jun. 2020  as a candidate ager of global</td><td></td><td>Number of shares of the Bank held  1,500 shares</td></reason>	in the Apr. 1977  Jun. 1987  Dec. 1999  Jun. 2005  Jun. 2006  Jul. 2011  Jun. 2012  Oct. 2014  Apr. 2017  Oct. 2019  Dec. 2019  Jun. 2020  as a candidate ager of global		Number of shares of the Bank held  1,500 shares	
	wide range of global ins	ights. In additi	ion, he has abundant experience as Outside Director		
			ard Member at other companies, and he has been		
			ment from an external and independent standpoint.		
			andidate for Outside Director. The Bank has judged		
	that he will be able to ap	propriately exe	ecute his duties as Outside Director of the Bank.		

There are no special interest relationships between the candidates and the Bank.

#### <Notes>

- Ms. Yumiko Inoue served as Representative Director of Takashima Electric, INC. until February 2025. However, total amount of transactions between Takashima Electric, INC and the Bank in FY2024 accounted for less than 1% of sales of both Takashima Electric, INC and the Bank, and therefore does not affect Ms. Yumiko Inoue's independence.
- 2. Mr. Keitaro Harada serves as Representative Director of HappyJapan Inc. and HappyProduct Inc. and Happy Kyowa Corporation. However, total amount of transactions between these companies and the Bank in FY2024 accounted for less than 1% of sales of each company and the Bank, and therefore does not affect Mr. Keitaro Harada's independence.
- 3. Ms. Yumiko Inoue and Mr. Keitaro Harada are candidates for Outside Directors.
- 4. The Bank has submitted an Independent Director Notification to designate Ms. Yumiko Inoue and Mr. Keitaro Harada as Independent Directors to the Tokyo Stock Exchange, in accordance with the "Independence Standards of the Bank" on page 14 and other requirements. If they are reelected, they are to continue serving as Independent Directors.
  - If Proposal 1 and Proposal 2 are approved, the number of Outside Directors who are Independent Directors will be 5 out of 10 Directors, including Directors serving as Audit and Supervisory Committee Members.
- 5. The Bank has entered into limited liability agreements with Ms. Yumiko Inoue and Mr. Keitaro Harada in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability in case of damages to the Bank arising from negligence in performing duties to the minimum liability stipulated under laws and regulations. If the reelection of Ms. Yumiko Inoue and Mr. Keitaro Harada is approved, the Bank plans to continue the said agreements.
- 6. The Bank has entered into the directors and officers liability insurance contract to insure all Directors. The contract shall cover damage that may arise as a result of the insured Directors assuming liability for their execution of duties, or receiving a claim for damages pertaining to the pursuit of such liability. If the candidates are elected as Directors, each of them will be insured under the insurance contract, which is to be renewed during their terms of office.
- 7. Ms. Yumiko Inoue and Mr. Keitaro Harada currently serve as Outside Directors of the Bank, and Ms. Yumiko Inoue and Mr. Keitaro Harada have served as Outside Director for ten (10) years and five (5) years, respectively, at the conclusion of this Annual General Meeting of Shareholders.

## Proposal 2 Election of One (1) Director Serving as an Audit and Supervisory Committee Member

Of the four (4) Directors serving as Audit and Supervisory Committee Members, Mr. Yasumasa Gomi will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Bank proposes the election of one (1) Director serving as an Audit and Supervisory Committee Member.

With regard to this proposal, the consent of the Audit and Supervisory Committee has been obtained.

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

The candidate for Director serving as Audit and Supervisory Committee Member is determined at the Board of Directors upon deliberation at the Governance Committee.

Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held			
Naoto Hirota (Jun. 4, 1958) Male  New appointment  Outside  Independent  Attendance at the Board of Directors'	Apr. 1981 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)  Jun. 2009 Apr. 2011 Director and Deputy President, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.  Jun. 2014 Managing Director, MUFG Bank, Ltd.  Jun. 2015 Senior Managing Director  Jun. 2017 Director (Serving as an Audit and Supervisory Committee Member)  Jun. 2021 Director and Chairperson, Chitose Corporation Outside Director (Serving as an Audit and Supervisory Committee Member), Simplex Holdings, Inc. (incumbent)  Jun. 2023 Outside Director, Omikenshi Co., Ltd. (incumbent)				
meetings -% (-/-) Attendance at the Audit and Supervisory Committee meetings -% (-/-)	to prsent	0 shares			
<reason a="" and="" as="" candidate="" director="" expected="" for="" nomination="" of="" overview="" roles=""> Mr. Naoto Hirota has been involved in the management of banks and securities companies for many years, and has a wealth of expertise in securities operation, especially at a major bank, where he served as the general manager of the yen-currency treasury and investment division and the general manager of the markets business unit. Thus, the Bank expects that he will implement appropriate audit and supervision of the status of duties of the Business Executive Directors and overall management, as well as provide appropriate advice and suggestions on market operations, and has selected him as a candidate.</reason>					

There are no special interest relationships between the candidate and the Bank.

#### <Notes>

- 1. Mr. Naoto Hirota is a candidate for Outside Director.
- 2. If the election of Mr. Naoto Hirota as Director is approved, he will become an Independent Director, in accordance with the "Independence Standards of the Bank" on page 14 and other requirements.

  If Proposal 1 and Proposal 2 are approved, the number of Outside Directors who are Independent Directors will be 5 out of 10 Directors.
- 3. The Bank has entered into limited liability agreements with Outside Directors in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability in case of damages to the Bank arising from negligence in performing duties to the minimum liability stipulated under laws and regulations. If the election of Mr. Naoto Hirota as Director is approved, the Bank plans to enter into a similar agreement with him.
- 4. The Bank has entered into the directors and officers liability insurance contract to insure all Directors, including Directors serving as Audit and Supervisory Committee Members. The contract shall cover damage that may arise as a result of the insured Directors assuming liability for their execution of duties, or receiving a claim for damages pertaining to the pursuit of such liability. If Mr. Naoto Hirota is elected as Director, he will be insured under the insurance contract, which is to be renewed during his term of office.
- 5. MUFG Bank, Ltd. and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., where Mr. Naoto Hirota served as a Director, received business improvement orders from the Financial Services Agency in relation to the inappropriate sharing of customer information between the two companies and Morgan Stanley MUFG Securities Co., Ltd., the inadequacy of the management system for corporate information, and the overlooking or encouraging of securities-related operations in which banks are not permitted to engage.

### (Reference) Skill Matrix

If Proposal 1 and Proposal 2 are approved, Areas in which the Bank specifically expects each Director are as follows. The items in the expected areas are selected based on the bank's core business operations as well as the long-term business plan and management strategy, and the skill areas that the Board of Directors should have in place to fulfill its roles and responsibilities.

	Name	Management Strategies	Regional Co-Creation	Risk Management	Human Capital Management	Market Operation	Digital/DX
Ins	Eiji Sato	0	0		0		
Inside I	Shinichiro Miura	0				$\circ$	0
Director	Yutaka Touyama			0	0		0
Or	Hiroyuki Sasa		0	0			
	Takuro Taruishi			0		0	

#### Expected role by area

Management Strategies	Management strategy planning and appropriate organizational management	Human Capital Management	Cultivate human resources indispensable for the realization of management
			strategies
Regional	Multifaceted support for sustainable growth	Market Operation	Appropriate risk-taking/risk management
Co-Creation	of the local economy		and stable operations
Risk Management	Appropriate management of various risks	Digital/DX	DX support for customers, DX and
			business efficiency improvement within the
			Bank

	Name	Corporate Management	Finance	Legal	Financial Affairs	Global
Ou	Yumiko Inoue	0				
Outside	Keitaro Harada	0				0
Director	Masanori Oshino				0	
tor	Meiko Okamoto			0		
	Naoto Hirota	0	0			0

#### Expected role by area

	- <b>y</b>
Corporate	Advice and management supervision based on knowledge and experience as a corporate manager of a listed company,
Management	etc., and reflection of feedback from local companies
Finance	Advice on management strategies and execution of operations, utilizing knowledge and experience as a financial
	institution manager
Legal	Appropriate advice and supervision of management in corporate legal affairs
Financial Affairs	Appropriate advice and supervision of management in corporate accounting
Global	Advice based on broad international expertise and reflection of opinions based on overseas trends

<sup>\*</sup> The above tables do not indicate all of the knowledge and experience possessed by each Director. A maximum of three fields are indicated for each Director expected to have particular expertise based on his or her experience, etc.

#### (Reference) Independence Standards of the Bank

The Bank designates all Outside Directors who qualify as Independent Directors as Independent Directors.

The Bank shall determine that an Outside Director candidate is independent from the Bank if he or she falls under none of the following items currently and in the past three years.

- (1) Major business partners (\*1)
  - a. A party that holds the Bank as a major business partner or, in the case where the party is a legal entity, etc. (hereinafter referred to as "legal entity or other organization"), an executive thereof.
  - b. A major business partner of the Bank or, if the party is a legal entity, an executive thereof
- (2) Specialists

A consultant, accounting specialist, or legal specialist who receives money and other property exceeding 10 million yen per year over the past three years on average from the Bank (excluding the Bank's executive remuneration).

(3) Donations

A party who receives donations, etc. exceeding 10 million yen per year from the Bank over the past three years on average or an executive thereof

(4) Major shareholders

Major shareholders who hold 10% or more of the outstanding shares of the Bank or, if a party is a legal entity, an executive thereof

(5) Any close relatives of those specified in (1) to (4) above (\*2)

(Excluding insignificant persons (\*3))

(6) Directors, Auditors, employees, and their close relatives of the Bank or its subsidiaries (\*2)

(Excluding insignificant persons (\*3))

- \*1 Definition of "major business partners"
- A party whose major business partner is the Bank: In the case where the percentage of sales to the Bank accounts for more than 2% of consolidated sales of the said party
- Major business partner of the Bank: In the case where the Bank has loans exceeding 1% of its consolidated total assets
- \*2 Definition of "close relatives"

A spouse or a relative within the second degree of kinship

\*3 Definition of "significant"

A person who is of the Director / Audit & Supervisory Board Member or General Manager level of a corporation