Please note that the following purports to be an accurate translation of a part of the original Notice of Convocation, prepared for the convenience of our shareholders with voting rights outside Japan for reference. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 8354)
June 4, 2026
(Commencement date of electronic provision measures: June 3, 2026)

Dear Shareholders:

Hisashi Goto
Director & President
Fukuoka Financial Group, Inc.
8-3, Otemon 1-Chome, Chuo-ku, Fukuoka

Notice of Convocation of the 19th Annual Shareholders Meeting

This is to inform you that the 19th Annual Shareholders Meeting will be held as described below.

In convening this Annual Shareholders Meeting, the Company has adopted electronic provision measures with regard to the details of the Reference Documents, etc. for the Annual Shareholders Meeting (matters subject to electronic provision measures), and has posted matters subject to electronic provision measures as the "Notice of Convocation of the 19th Annual Shareholders Meeting" on the following website:

The Company's Website:
https://www.fukuoka-fg.com/en/investor/stock/meeting.html

In addition to the above, the information is also posted on the following website:

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

Please access the above website, enter our company name or securities code (8354) to perform the search, and select in the order of "Basic information" and "Documents for public inspection/PR information."
If you choose not to attend on the day of the meeting, you can exercise your voting rights via the Internet or in writing. Please exercise your voting rights in accordance with the instructions on the following page by 5:00 p.m. on June 25, 2026 (Thursday), after careful examination of the Reference Documents for the Annual Shareholders Meeting posted as the matters subject to electronic provision measures.

1. Date and time: June 26, 2026 (Friday) at 10:00 a.m.

2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka

3. Purposes:

Matters to be reported:

1. 19th business year (April 1, 2025 through March 31, 2026)
   Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Committee
2. 19th business year (April 1, 2025 through March 31, 2026)
   Non-Consolidated Financial Statements

Matters to be acted upon:

Agenda No. 1	Appropriation of Surplus
Agenda No. 2	Election of Eight (8) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
Agenda No. 3	Election of Three (3) Directors Serving as Audit & Supervisory Committee Members
Agenda No. 4	Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members

Guidance on Exercise of Voting Rights

Exercise of Voting Rights by Attending the Meeting	Exercise of Voting Rights in Writing
If you attend the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist.	Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval of the agendas and return the Form so as to ensure that such completed Form reaches Stock Transfer Agency Business Planning Dept. of Sumitomo Mitsui Trust Bank, Limited.
Date and time of meeting: 10:00 a.m. on June 26, 2026 (Friday)	If no indication of approval or disapproval for an agenda is made on the voting form, it will be treated as an indication of approval. Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 25, 2026 (Thursday)

(1) Exercise of voting rights by proxy
If you wish to exercise your voting rights by proxy, such proxy must be a shareholder with voting rights. You may appoint only one (1) proxy.

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◎With the introduction of electronic provision measures under the amendments to the Companies Act, the shareholders are supposed to review the reference documents for the Annual Shareholders Meeting at the websites. Complete written reference documents for the Annual Shareholders Meeting (hereinafter referred to as the “Documents for Delivery”) shall only be sent to the shareholders who have requested the delivery of written information by the cutoff date. For this Annual Shareholders Meeting, however, a part of reference documents for the Annual Shareholders Meeting are also sent to the shareholders who have not requested the delivery of written information so that they can review the agendas. In accordance with the applicable laws, regulations and the Company’s Articles of Incorporation, “Matters relating to Share Acquisition Rights, etc.,” “Basic Policies relating to Persons who Control Decisions on the Company’s Financial and Business Policies,” “Matters relating to Specified Wholly-owned Subsidiaries,” “Matters relating to Transactions with Parent Company, etc.,” “Matters relating to Accounting Advisors,” “System to Ensure Appropriate Business Operations” of the Business Report, as well as “Consolidated Statements of Changes in Shareholders’ Equity,” and “Notes on Consolidated Financial Statements” of Consolidated Financial Statements and “Non-Consolidated Statements of Changes in Shareholders’ Equity,” and “Notes on Non-Consolidated Financial Statements” of Non-Consolidated Financial Statements are not included in the Documents for Delivery. Therefore, the items included in the Documents for Delivery are a part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Accounting Auditor for the purpose of the preparation of Audit Report, as well as a part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Audit & Supervisory Committee for the purpose of the preparation of Audit Report by the Audit & Supervisory Committee. For the matters subject to electronic provision measures not included in the Documents for Delivery, please refer to the Company’s website or the Tokyo Stock Exchange website, as described on page 1.

◎If any revisions are made to the matters subject to electronic provision measures, the contents of the revisions will be posted on the relevant websites.

◎Any changes in the operation of this Annual Shareholders Meeting will be announced on the Company’s website. Please access the website as necessary to confirm the information.

◎Each website may be temporarily unavailable due to scheduled maintenance or other reasons.
If you are unable to view the website, please access another website or try again later.

Contents

Reference Documents for the Annual Shareholders Meeting

Agendas and Reference Materials

Agenda No. 1 Appropriation of Surplus

The agenda for the appropriation of surplus is as stated below.

Matters concerning year-end dividends

In order to meet the shareholders' expectations while improving the internal reserves from the viewpoint of securing long-term stable business base, the Company's policy is to make efforts to increase its dividend per share through profit growth in a stable and sustainable way, and to pay dividends based on the level of net income attributable to owners of the parent for the year.

(1) Type of dividend property

Cash

(2) Matters concerning allocation and total amount of dividends

With respect to the year-end dividend for common shares for the fiscal year under review, the Company proposes to pay ¥95 per share (¥180 per share annual dividends for the fiscal year under review, including interim dividends).

In this case, the total amount of year-end dividends for common shares is ¥17,984,043,495 (total annual dividends of ¥34,075,241,260 for the fiscal year under review, including interim dividends).

(3) Date on which dividends from surplus shall be effective

The Company proposes June 29, 2026.

Agenda No. 2 Election of Eight (8) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of all the eight (8) Directors (excluding Directors Serving as Audit & Supervisory Committee Members) will expire upon the conclusion of this Annual Shareholders Meeting. Accordingly, we ask for reelection of eight (8) Directors (excluding Directors Serving as Audit & Supervisory Committee Members).

This Agenda was deliberated by the Audit & Supervisory Committee but no particular opinions were expressed.

The candidates for Directors (excluding Directors Serving as Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name		Present position at the Company
1	Takashige Shibato	Reelection	Director & Chairman [Representative Director]
2	Hisashi Goto	Reelection	Director & President [Representative Director]
3	Hiroshi Miyoshi	Reelection	Director & Deputy President [Representative Director]
4	Masahiro Hashizume	Reelection	Director & Executive Officer
5	Toshihiro Sakamoto	Reelection	Director & Executive Officer
6	Nobuhiko Yamakawa	Reelection	Director & Executive Officer
7	Masahiko Fukasawa	Reelection External Officer Independent Director	Director (External)
8	Kumi Hanaoka	Reelection External Officer Independent Director	Director (External)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Takashige Shibato Born on March 13, 1954 Reelection	April 1976: Joined The Bank of Fukuoka, Ltd. June 2003: Director & General Manager of the Corporate Planning Division of said bank April 2005: Managing Director of said bank June 2006: Director & Managing Executive Officer of said bank April 2007: Director & Senior Managing Executive Officer of said bank April 2007: Director of the Company June 2008: External Director of DAIICHI KOUTSU SANGYO Co., Ltd. (present position) April 2009: Director & Executive Officer of the Company April 2010: Director & Deputy President of The Bank of Fukuoka, Ltd. April 2011: Non-Executive Director of The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.) April 2012: Director, Deputy President & Executive Officer of the Company June 2014: Director, President & Executive Officer of the Company June 2014: Director & President of The Bank of Fukuoka, Ltd. June 2018: External Director of RKB MAINICHI HOLDINGS CORPORATION (present position) April 2019: Director, Chairman, President & Executive Officer of the Company April 2019: Director, Chairman & President of The Bank of Fukuoka, Ltd. June 2020: External Director Serving as an Audit & Supervisory Committee Member of Nishi-Nippon Railroad Co., Ltd. (present position) April 2022: Director & Chairman of the Company (present position) April 2022: Director & Chairman of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent position) Director & Chairman of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for Director) Takashige Shibato has held positions as the officer in charge of corporate planning, human resources strategy, auditing, compliance, credit supervision and general affairs, and served as President from June 2014, Chairman & President from April 2019, and Chairman from April 2022 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as the officer in charge of the Group’s corporate planning, human resources strategy, auditing, risk management and general affairs, and served as President from June 2014, Chairman & President from April 2019, and Chairman from April 2022. Based on his experience, he possesses the quality and track record to properly manage and supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	35,187 shares (of which 15,255 shares are scheduled to be delivered under the stock compensation scheme)

<table>
<tr><th>Candidate No.</th><th>Name
Date of Birth</th><th>Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td>2</td><td>Hisashi Goto
Born on February 3, 1962

Reelection</td><td>April 1985: Joined The Bank of Fukuoka, Ltd.
April 2012: General Manager of the Corporate Planning Division of said bank
April 2015: Executive Officer & General Manager of the Sales Promotion Division of said bank
October 2016: Executive Officer & General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Promotion Division of said bank
October 2016: General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Planning Division of the Company
April 2017: Managing Executive Officer of The Bank of Fukuoka, Ltd.
April 2017: Executive Officer of the Company
April 2019: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.
April 2020: Director & Senior Managing Executive Officer of said bank
April 2020: Non-Executive Director of The Kumamoto Bank, Ltd.
June 2021: Director & Executive Officer of the Company
April 2022: Director, President & Executive Officer (CEO) of the Company (present position)
April 2022: Director & President of The Bank of Fukuoka, Ltd. (present position)
June 2024: External Director Serving as an Audit & Supervisory Committee Member of SAIBU GAS HOLDINGS CO., LTD. (present position)
(Status of material concurrent position)
Director & President of The Bank of Fukuoka, Ltd.
(Reasons for appointment of the candidate for Director)
Hisashi Goto has held positions as the general manager of divisions of corporate planning, sales planning and business strategy, and the officer in charge of human resources strategy, auditing, compliance, risk management, sales planning and general affairs, and served as Senior Managing Executive Officer from April 2020 and President from April 2022 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as the officer in charge of the Group’s corporate planning, human resources strategy, auditing, compliance (CCO), risk management, sales planning and general affairs, and served as President from April 2022. Based on his experience, he possesses the quality and track record to properly manage and supervise general group management.
He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</td><td>26,594 shares (of which 15,255 shares are scheduled to be delivered under the stock compensation scheme)</td></tr>
</table>

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
3	Hiroshi Miyoshi Born on June 18, 1962 Reelection	April 1986: Joined The Bank of Fukuoka, Ltd. April 2013: General Manager of the Credit Supervision Division of said bank January 2014: General Manager of the Public Solutions Division of said bank April 2015: General Manager of the Corporate Planning Division of said bank April 2015: General Manager of the Corporate Planning Division of the Company April 2017: Executive Officer & General Manager of the Corporate Planning Division of The Bank of Fukuoka, Ltd. April 2017: Executive Officer & General Manager of the Corporate Planning Division of the Company April 2018: Executive Officer of The Bank of Fukuoka, Ltd. April 2018: Executive Officer of the Company April 2019: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd. April 2020: Director & Senior Managing Executive Officer of said bank December 2020: Non-Executive Director of Minna Bank, Ltd. (present position) June 2021: Director & Executive Officer of the Company April 2022: Director & Deputy President of the Company (present position) April 2022: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd. Non-Executive Director of Minna Bank, Ltd. (Divisions in charge of at the Company) Corporate Planning Division (CFO), Solution Business Headquarters and DX Promotion Headquarters (Reasons for appointment of the candidate for Director) Hiroshi Miyoshi has held positions as the general manager of divisions of corporate planning, public solutions and credit supervision, and the officer in charge of corporate planning, auditing, business strategy, DX strategy, sales planning and solution business, and served as Senior Managing Executive Officer from April 2020 and Deputy President from April 2022 at the Group company, The Bank of Fukuoka, Ltd. At the Company he has served as the officer in charge of the Group's corporate planning, auditing, business strategy, DX strategy, sales planning and solution business, and served as Deputy President from April 2022. Based on his experience, he possesses the quality and track record to properly manage and supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	19,729 shares (of which 10,822 shares are scheduled to be delivered under the stock compensation scheme)

<table>
<tr><th>Candidate No.</th><th>Name
Date of Birth</th><th>Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td>4</td><td>Masahiro Hashizume
Born on August 21, 1966

Reelection</td><td>April 1989: Joined The Bank of Fukuoka, Ltd.
October 2016: General Manager of the Sales Promotion Division of said bank
April 2017: General Manager of the Business Solution Division of said bank
April 2018: General Manager of the Industrial Finance Division of said bank
April 2019: Executive General Manager of the Kitakyushu Business Promotion Division of said bank
April 2020: Executive Officer & Executive General Manager of the Kitakyushu Business Promotion Division of said bank
April 2021: Executive Officer & Executive General Manager of the Head Office Business Promotion Division of said bank
April 2022: Managing Executive Officer of said bank
April 2022: Executive Officer of the Company
April 2023: Non-Executive Director of The Juhachi-Shinwa Bank, Ltd.
April 2024: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.
April 2025: Director & Senior Managing Executive Officer of said bank
June 2025 Director & Executive Officer of the Company (present position)
April 2026: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position)
April 2026: Director & Chairman of Minna Bank, Ltd. (present position)
(Status of material concurrent positions)
Director & Deputy President of The Bank of Fukuoka, Ltd.
Director & Chairman of Minna Bank, Ltd.
(Divisions in charge of at the Company)
Corporate Planning Division (CSO, excluding Tokyo District) and Human Resources Strategy Division
(Reasons for appointment of the candidate for Director)
Masahiro Hashizume has held positions as the Executive General Manager of the Head Office Business Promotion Division and the general manager of divisions of sales planning, solution business and business investment & finance, and the officer in charge of corporate planning, human resources strategy and sales planning, and served as Senior Managing Executive Officer from April 2025 and as Deputy President from April 2026 at the Group company, The Bank of Fukuoka, Ltd., and has served as Chairman of Minna Bank, Ltd. from April 2026. At the Company, he has served as the officer in charge of the Group's corporate planning (CSO), human resources strategy (CHRO) and sales planning, and served as Director from June 2025. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as Director.
He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</td><td>7,153 shares (of which 4,863 shares are scheduled to be delivered under the stock compensation scheme)</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name
Date of Birth</th><th>Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td>5</td><td>Toshihiro Sakamoto
Born on July 31, 1963

Reelection</td><td>April 1987: Joined The Kumamoto Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.)
April 2006: General Manager of Tasaki Branch of said bank
April 2007: General Manager of Higashitakuma Branch of said bank
April 2010: General Manager of Suizenji Branch of said bank
April 2013: General Manager of Kagoshima Branch of said bank
April 2016: General Manager of the Corporate Planning Division of said bank
April 2018: Executive Officer & Executive General Manager of the Head Office Business Promotion Division of said bank
March 2019: Executive Officer & Executive General Manager of the Head Office Business Promotion Division & General Manager of Kencho Branch of said bank
April 2021: Director & Managing Executive Officer of said bank
October 2023: Director & Managing Executive Officer & General Manager of the Operations and the IT Management Divisions of said bank
April 2024: Director & President of said bank (present position)
April 2024: Executive Officer of the Company
June 2024: Director & Executive Officer of the Company (present position)
(Status of material concurrent position)
Director & President of The Kumamoto Bank, Ltd.
(Reasons for appointment of the candidate for Director)
Toshihiro Sakamoto has held positions as the executive general manager of the head office business promotion division and the general manager of divisions of corporate planning, operations management and IT, and the officer in charge of corporate planning, human resources strategy, auditing, sales planning, solution business, operations management and IT, and served as President from April 2024 at the Group company, The Kumamoto Bank, Ltd. At the Company, he has served as Executive Officer from April 2024 and Director from June 2024. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as Director.
He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</td><td>5,817 shares (of which 2,979 shares are scheduled to be delivered under the stock compensation scheme)</td></tr>
</table>

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
6	Nobuhiko Yamakawa Born on October 27, 1965 Reelection	April 1989: Joined The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.) April 2013: Deputy General Manager of the Corporate Planning Division of said bank April 2016: General Manager of the Sales Promotion Division of said bank April 2018: General Manager of the Nagasaki Business Promotion Division of said bank April 2020: Executive Officer & General Manager of the Sales Promotion Division of said bank April 2020: Executive Officer & General Manager of the Sales Administration Division of The Eighteenth Bank, Limited (currently The Juhachi-Shinwa Bank, Ltd.) October 2020: Executive Officer & General Manager of the Sales Promotion Division of The Juhachi-Shinwa Bank, Ltd. April 2022: Director & President of said bank (present position) April 2022: Executive Officer of the Company June 2022: Director & Executive Officer of the Company (present position) (Status of material concurrent position) Director & President of The Juhachi-Shinwa Bank, Ltd. (Reasons for appointment of the candidate for Director) Nobuhiko Yamakawa has held positions as the general manager of the division of sales planning and the general manager of the Nagasaki Business Promotion Division, and served as President from April 2022 at the Group company, The Juhachi-Shinwa Bank, Ltd. At the Company, he has served as Executive Officer from April 2022, and as Director from June 2022. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as Director. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	14,067 shares (of which 4,922 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
7	Masahiko Fukasawa Born on November 25, 1960 Reelection External Officer Independent Director Attendance at the meetings of the Board of Directors: 9/9 (100%)	April 1984: Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) April 1993: Joined A.T. Kearney, Inc. May 2002: Japan Representative of A.T. Kearney, Inc. (concurrently served as Chairman of Korea Office since 2005) January 2007: Chairman of China Office of A.T. Kearney, Inc. May 2012: Joint Representative of Japan of AlixPartners Asia, LLC February 2014: Joint Representative of Asia and Joint Representative of Japan of AlixPartners Asia, LLC June 2016: External Director of the Company (present position) June 2016: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position) January 2021: Managing Director of AlixPartners Asia, LLC July 2023: Senior Advisor of AlixPartners Asia, LLC April 2024: Managing Director & Head of Global Portfolio Solutions Japan of Carlyle Japan Equity Management LLC (present position) (Status of material concurrent position) Non-Executive Director of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for External Director and expected roles) Masahiko Fukasawa has held positions as the Japan Representative (concurrently served as Chairman of Korea Office) and the Chairman of China Office of A.T. Kearney, Inc. He, also, has held positions as the Joint Representative of Asia and Joint Representative of Japan, Managing Director and Senior Advisor of AlixPartners Asia, LLC. He has served as Managing Director & Head of Global Portfolio Solutions Japan of Carlyle Japan Equity Management LLC from April 2024. As such, he possesses extensive practical experience and specialized knowledge in consulting on management strategy and business revitalization of a wide variety of companies. Additionally, he meets all the requirements of independence criteria set forth by the Company, and therefore, his independence is ensured (Note 7). He is appointed as a candidate for External Director in the expectation that he will supervise Directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby contributing to the medium- to long-term improvement of the corporate value of the Group.	9,385 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
8	Kumi Hanaoka Born on July 4, 1961 Reelection External Officer Independent Director Attendance at the meetings of the Board of Directors: 7/7 (100%) (Note 2)	April 1985: Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.) October 2009: General Manager of the Derivatives Operations Division, Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Securities Holdings Co., Ltd.) April 2010: General Manager of the Derivatives Operations Division, Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) April 2012: General Manager of the Operations Division of said company October 2014: General Manager of the Transaction Business Administration Division of said company July 2016: General Manager of the Corporate Communications Division of said company July 2016: General Manager of the Corporate Communications Division, Mitsubishi UFJ Securities Holdings Co., Ltd. June 2019: Executive Officer, General Manager of the Corporate Communications Division, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. June 2019: Executive Officer, General Manager of the Corporate Communications Division, Mitsubishi UFJ Securities Holdings Co., Ltd. June 2019: Executive Officer, Mitsubishi UFJ Financial Group, Inc. April 2021: Advisor, Mitsubishi UFJ Securities Holdings Co., Ltd. June 2021: Member of the Board of Directors, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (present position) June 2025: External Director of the Company (present position) June 2025: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent position) Non-Executive Director of The Bank of Fukuoka, Ltd.	368 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
		(Reasons for appointment of the candidate for External Director and expected roles) Kumi Hanaoka has been engaged in market operations and public relations at banks and securities companies of Mitsubishi UFJ Financial Group, Inc. After serving as executive officers of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Mitsubishi UFJ Securities Holdings Co., Ltd. and Mitsubishi UFJ Financial Group, Inc., she is currently a Member of the Board of Directors of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. In addition, she is working on the career support for female employees through seminars and mentoring activities. Thus, she possesses abundant practical experience and specialized knowledge regarding general finance and market investment, compliance and corporate social responsibility (CSR) through public relations, and human resources management, including advancement of women. Additionally, she meets all the requirements of independence criteria set forth by the Company, and therefore. her independence is ensured (Note 8). She is appointed as a candidate for External Director in the expectation that she will supervise Directors and management of the Company from an independent and objective standpoint, while utilizing her extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby contributing to the medium- to long-term improvement of the corporate value of the Group.	

(Notes)

1. No special interests exist between the candidates for the positions of Directors and the Company.
2. Attendance at the meetings of the Board of Directors of Ms. Kumi Hanaoka is for the meetings of the Board of Directors held in 2025 fiscal year after she assumed her office as Director in June 2025.
3. Mr. Masahiko Fukasawa and Ms. Kumi Hanaoka are Non-Executive Directors of The Bank of Fukuoka, Ltd., which is a business operator that has a special relationship with the Company (a subsidiary of the Company).
4. Mr. Masahiko Fukasawa and Ms. Kumi Hanaoka are candidates for External Directors. They are registered as Independent Directors as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.
5. Mr. Masahiko Fukasawa is an External Director for the Company with term of office of 10 years as of the conclusion of this Annual Shareholders Meeting.
6. Ms. Kumi Hanaoka is an External Director for the Company with term of office of one year as of the conclusion of this Annual Shareholders Meeting.
7. Transactions between Mr. Masahiko Fukasawa as individual and the Group, and between the company to which Mr. Masahiko Fukasawa belongs and the Group
   - There are no advisory contracts, consulting contracts or business relationships between Mr. Masahiko Fukasawa as individual and the Group, and between Carlyle Japan Equity Management LLC to which Mr. Masahiko Fukasawa belongs and the Group (except for an ordinary relationship as a general depositor with Mr. Masahiko Fukasawa as individual).
8. Transactions between Ms. Kumi Hanaoka as individual and the Group, and between the company to which Ms. Kumi Hanaoka belongs and the Group
   - There are no advisory contracts, consulting contracts or business relationships between Ms. Kumi Hanaoka as individual and the Group (except for an ordinary relationship as a general depositor with Ms. Kumi Hanaoka as an individual).
   - There are no advisory contracts or consulting contracts between Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. to which Ms. Kumi Hanaoka belongs and the Group.
   - Although there are business relationships between the said company and the Group for the Group's market investment business, the amount of transactions between the said company and the Group is less than 1% of the said company's net sales and the Company's consolidated operating gross profit, which is a small amount for both parties.
9. Liability Limitation Agreements with External Directors
   - The Company has executed agreements with its External Directors to the effect that their liabilities shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as they are in good faith and without gross negligence in performing their duties.
   - If elected as External Directors at this Annual Shareholders Meeting, the Company shall continue said agreement with Mr. Masahiko Fukasawa and Ms. Kumi Hanaoka.
10. Directors and officers liability insurance insuring all of the candidates for Directors
    - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Directors in this Agenda is approved, each of the candidates for Directors will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.
11. Case that there were unfair executions of business at the company where a candidate for External Director has served as director in the last five years during her term of office
    - Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. where Ms. Kumi Hanaoka, a candidate for External Director, has served as director (non-executive director, part-time) since June 2021, received a business improvement order from the Japan's Financial Services Agency, regarding the improper sharing of customer information between the said company and the banks of MUFG Financial Group Inc., etc., the flawed corporate information management system and the practice of securities-related businesses prohibited for banks.
    - Although she was not aware of these facts until they came to light, she has been regularly expressing her opinions from the perspective of legal compliance and raising awareness at the said company. In addition, after these facts were discovered, she has expressed her opinion regarding the development of improvement measures for the prevention of recurrence.

Agenda No. 3 Election of Three (3) Directors Serving as Audit & Supervisory Committee Members

The terms of office of all the three (3) Directors Serving as Audit & Supervisory Committee Members will expire upon the conclusion of this Annual Shareholders Meeting. Accordingly, we ask for the election of three (3) Directors Serving as Audit & Supervisory Committee Members.

The Audit & Supervisory Committee approved this Agenda.

The candidates for Directors Serving as Audit & Supervisory Committee Members are as follows:

Candidate No.	Name		Present position at the Company
1	Atsushi Kochaku	New election	-
2	Nobuko Ishibashi	Reelection External Officer Independent Director	Director Serving as an Audit & Supervisory Committee Member (External)
3	Toshio Morita	New election External Officer Independent Director	-

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Atsushi Kochaku Born on November 18, 1971 New election	April 1994: Joined The Bank of Fukuoka, Ltd. January 2009: Senior Manager of the Corporate Management Division of said bank April 2013: Assistant General Manager of the Corporate Planning Division of said bank April 2016: Chief Representative, Tokyo Representative Office of the Corporate Planning Division of said bank April 2018: Chief Secretary of the Executive Secretariat of said bank April 2020: Deputy General Manager of the IT Management Division of said bank April 2023: General Manager of the IT Management Division of said bank April 2024: General Manager of the Internal Audit Division of the Company April 2025: Executive Officer & General Manager of the Risk Administration Division (CRO) of the Company April 2025: Executive Officer & General Manager of the Credit Administration Division of The Bank of Fukuoka, Ltd. April 2026: Assigned to the Human Resources Division of said bank (present position) (Reasons for appointment of the candidate for Director Serving as an Audit & Supervisory Committee Member) Atsushi Kochaku has been engaged in investor relations and capital policy in the corporate planning division and served as general managers of IT and risk management divisions and as officer in charge of risk management at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as the general manager of the Group's internal audit and risk management (CRO) division. Based on his experience in internal audit, management of credit, credit cost and capital adequacy, and internal control for financial reporting, he has considerable knowledge in finance and accounting in addition to general group management and overall banking operations, and possesses the quality and track record to properly fulfill the role and responsibilities as a Director Serving as an Audit & Supervisory Committee Member. He is appointed as a candidate for Director Serving as an Audit & Supervisory Committee Member in the expectation that he will utilize his extensive management experience and insight in financial practice to contribute to the establishment of a quality corporate governance structure that responds to social trust.	1,689 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
2	Nobuko Ishibashi Born on June 12, 1961 Reelection External Officer Independent Director Attendance at the meetings of the Board of Directors: 9/9 (100%) Attendance at the meetings of the Audit & Supervisory Committee: 10/10 (100%)	April 1989: Registered as lawyer October 1995: Established the Iguchi & Ishibashi Law Office October 2004: Representative Employee Lawyer of Kobe City Law Office (present position) June 2015: External Director of Kansai Urban Banking Corporation (currently Kansai Mirai Bank, Limited) June 2019: External Director of Kamigumi Co., Ltd. June 2019: External Auditor of the Board of Takamatsu Construction Group Co., Ltd. June 2020: External Director Serving as an Audit & Supervisory Committee Member of the Company (present position) June 2022: External Director of Takamatsu Construction Group Co., Ltd. (present position) (Reasons for appointment of the candidate for External Director Serving as an Audit & Supervisory Committee Member and expected roles) Although Nobuko Ishibashi has never been directly involved in the management of a corporation, she possesses extensive practical experience and advanced capabilities and insight in legal affairs in general as an attorney. Additionally, she meets all the requirements of independence criteria set forth by the Company, and therefore, her independence is ensured (Note 4). She is appointed as a candidate for External Director Serving as an Audit & Supervisory Committee Member in the expectation that she will provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance and appropriateness of business executions of the Company by utilizing her extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.	1,425 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
3	Toshio Morita Born on April 17, 1961 New election External Officer Independent Director	April 1985: Joined Nomura Securities Co., Ltd. April 2008: Senior Managing Director of said company October 2008: Corporate Executive Officer of said company April 2010: Senior Corporate Managing Director of said company April 2011: Senior Corporate Managing Director for CEO/COO office of Nomura Holdings, Inc. April 2012: Senior Corporate Managing Director for corporate planning of Nomura Securities Co., Ltd. August 2012: Senior Managing Director, CEO for sales division of Nomura Holdings, Inc. August 2012: Executive Vice President for sales division of Nomura Securities Co., Ltd. April 2015: Representative Executive Officer & Executive Vice President for sales division of said company April 2016: Representative Executive Officer & Deputy President for investment banking of said company April 2017: Executive Officer of Nomura Holdings, Inc. April 2017: Director, Representative Executive Officer & President of Nomura Securities Co., Ltd. April 2018: Executive Officer & Group Co-COO of Nomura Holdings, Inc. April 2019: Representative Director & President of Nomura Securities Co., Ltd. June 2020: Director & Representative Executive Officer of Nomura Holdings, Inc. July 2021: Chairman and CEO of Japan Securities Dealers Association July 2025: Advisor of Nomura Holdings, Inc. (present position) (Reasons for appointment of the candidate for External Director Serving as an Audit & Supervisory Committee Member and expected roles) Toshio Morita has served as CEO for sales division, Group Co-COO, and director and representative executive officer of Nomura Holdings, Inc. as well as officers for sales and investment banking, and president and representative director of Nomura Securities Co., Ltd. He has also served as chairman and CEO of Japan Securities Dealers Association after retiring from Nomura Securities Co., Ltd. Based on those careers, he has a wealth of practical experience and a high level of capabilities and insights, etc. in overall area of finance from corporate management, sales planning to investment banking. He has also considerable knowledge in finance and accounting gained from his experience in capital policy, funding, and financial closing and reporting from the position of supervising overall management. Additionally, he meets all the requirements of independence criteria set forth by the Company, and therefore, his independence is ensured (Note 5). He is appointed as a candidate for External Director Serving as an Audit & Supervisory Committee Member in the expectation that he will provide valuable advice to the Board of Directors by utilizing his extensive practical experience and professional insight and conduct objective and neutral audits of the Company, maintaining an impartial attitude, to ensure legal compliance and appropriateness of business executions of the Company, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.	0 shares

(Notes)
1. No special interests exist between the candidates for the positions of Directors Serving as Audit & Supervisory Committee Members and the Company.
2. Ms. Nobuko Ishibashi is a candidate for External Director Serving as Audit & Supervisory Committee Member. She is registered as Independent Director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders. Mr. Toshio Morita is a candidate for new External Director Serving as Audit & Supervisory Committee Member. He is scheduled to be registered as Independent Director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.
3. Ms. Nobuko Ishibashi is an External Director Serving as an Audit & Supervisory Committee Member of the Company with term of office of 6 years as of the conclusion of this Annual Shareholders Meeting.
4. Transactions between Ms. Nobuko Ishibashi as individual and the Group, and between the entity to which Ms. Nobuko Ishibashi belongs and the Group
   - There are no advisory contracts, consulting contracts or business relationships between Ms. Nobuko Ishibashi as individual and the Group, and between Kobe City Law Office to which Ms. Nobuko Ishibashi belongs and the Group (except for an ordinary relationship as a general depositor with Ms. Nobuko Ishibashi as an individual).
5. Transactions between Mr. Toshio Morita as individual and the Group, and between the company to which Mr. Toshio Morita belongs and the Group
   - There are no advisory contracts, consulting contracts or business relationships between Mr. Toshio Morita as individual and the Group (except for an ordinary relationship as a general depositor with Mr. Toshio Morita as an individual).
   - There are no advisory contracts or consulting contracts between Nomura Holdings, Inc. to which Mr. Toshio Morita belongs and the Group.
   - Although there are business relationships between the said group and the Group for the Group's asset management business, the amount of transactions between the said group and the Group is less than 1% of the said group's net sales and the Company's consolidated operating gross profit, which is a small amount for both parties.
6. Liability Limitation Agreements with External Directors
   - The Company has executed an agreement with Ms. Nobuko Ishibashi to the effect that her liability shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as she is in good faith and without gross negligence in performing her duties.
   - If the election of Ms. Nobuko Ishibashi is approved at this Annual Shareholders Meeting, the Company shall continue said agreement with her, and if the election of Mr. Toshio Morita is approved, the Company shall enter into the same agreement with him.
7. Directors and officers liability insurance insuring all of the candidates for Directors Serving as Audit & Supervisory Committee Members
   - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director Serving as an Audit & Supervisory Committee Member is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Directors Serving as Audit & Supervisory Committee Members in this Agenda is approved, each of the candidates for Directors Serving as Audit & Supervisory Committee Members will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.

(Reference)

Board of Directors Skill Matrix

The Group's basic stance is to compose its Board of Directors so that their overall knowledge, experience and other qualities are well-balanced in order to realize sustainable growth and medium- to long-term improvement in corporate value of the Company.

The matrix below indicates the knowledge, experience and other qualities that the Company believes its Board of Directors should possess, and particular knowledge, experience and other qualities expected for the candidates for Directors proposed for election as Directors at this Annual Shareholders Meeting, to make good decision-making and supervision for the medium- to long-term strategies to realize the Group's goal of "Economically, materially, and spiritually enriched society".

Name	Particular knowledge, experience and other qualities expected								
	Corporate management	Finance/ Accounting	Legal affairs/ Compliance	Risk management	Consulting/Marketing	Market strategy/ Investment strategy	Human resources strategy/DE&I	DX strategy	Sustainability/ ESG
Takashige Shibato	○	○	○	○		○	○	○	○
Hisashi Goto	○		○	○	○		○	○	○
Hiroshi Miyoshi	○	○			○	○		○	○
Masahiro Hashizume	○				○		○	○	○
Toshihiro Sakamoto	○				○		○		○
Nobuhiko Yamakawa	○			○	○				○
Masahiko Fukasawa	○	○			○				
Kumi Hanaoka			○			○	○		○
Atsushi Kochaku		○		○		○		○	
Nobuko Ishibashi			○				○		○
Toshio Morita	○	○	○	○		○			

Skill	Definition
Corporate management	Knowledge and experience to design and execute the corporate strategies from company-wide viewpoints and to improve the effectiveness of the organization and governance
Finance/Accounting	Expertise for finance strategies, accounting and capital policy
Legal affairs/ Compliance	Knowledge and experience to legally and properly manage legal, compliance and regulatory matters
Risk management	Knowledge and experience to understand credit, market and liquidity risks in an integrated way and to properly manage and control those risks
Consulting/Marketing	Knowledge and experience to create added value for the customers and expand the customer base by providing solutions and services based on the understanding of the customers
Market strategy/ Investment strategy	Professional knowledge and experience for strategic investment decision and to improve capital efficiency based on the expertise for markets and investment
Human resources strategy/DE&I	Knowledge and experience for strategies and institutional designs to sustainably grow the organization and to improve the ability to execute the strategies through human resources strategies and diversity
DX strategy	Knowledge and experience to reform the businesses and to create new opportunities for revenue utilizing digital and AI technologies
Sustainability/ESG	Knowledge and experience in sustainability management aimed at balancing the resolution of environmental and social issues with the enhancement of corporate value while promoting the sustainable development and prosperity of local communities.

Agenda No. 4 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members

The appointment of the current Substitute Directors Serving as Audit & Supervisory Committee Members remains in effect until the holding of this Annual Shareholders Meeting. Accordingly, in preparation for instances in which the number of Directors Serving as Audit & Supervisory Committee Members is short of the statutory minimum, we once again ask for the election of two (2) Substitute Directors Serving as Audit & Supervisory Committee Members.

The following are the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members. Provided that Agenda No. 3 "Election of Three (3) Directors Serving as Audit & Supervisory Committee Members" is approved as proposed, we ask for the election of Mr. Ryuichi Fukunaga as the substitute for Director Serving as an Audit & Supervisory Committee Member Mr. Atsushi Kochaku, and Ms. Yoshiko Namitome as the substitute for External Director Serving as an Audit & Supervisory Committee Member Ms. Nobuko Ishibashi and External Director Serving as an Audit & Supervisory Committee Member Mr. Toshio Morita. The resolution for this Agenda shall remain in effect until the holding of the next Annual Shareholders Meeting.

The Audit & Supervisory Committee approved this Agenda.

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Ryuichi Fukunaga Born on September 27, 1969	April 1992: Joined The Bank of Fukuoka, Ltd. October 2011: Assistant General Manager of the Corporate Planning Division of said bank April 2016: General Manager of Oita Branch of said bank April 2018: ALM General Manager of the Corporate Planning Division of said bank April 2019: General Manager of the Corporate Business of said bank April 2020: General Manager of the Sales Administration Division of said bank April 2021: General Manager of the Operations Management Division of said bank April 2023: General Manager of the Internal Audit Division of the Company April 2024: Director Serving as an Audit & Supervisory Committee Member of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent position) Director Serving as an Audit & Supervisory Committee Member of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for Substitute Director Serving as an Audit & Supervisory Committee Member) Ryuichi Fukunaga has worked in the planning division and held positions as the general manager of the branch and the general manager of divisions of sales and operations management, and served as Director Serving as an Audit & Supervisory Committee Member from April 2024 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as the general manager of the internal audit division. Based on his experience, he possesses the quality and track record to properly fulfill the role and responsibilities as a Director Serving as an Audit & Supervisory Committee Member for general group management and overall banking operations. He is appointed as a candidate for Substitute Director Serving as an Audit & Supervisory Committee Member in the expectation that he will utilize his extensive management experience and insight in financial practice to contribute to the establishment of a quality corporate governance structure that responds to social trust.	1,909 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
2	Yoshiko Namitome Born on August 18, 1976 External Officer Independent Director	December 2014: Registered as lawyer December 2014: Joined Mitsukado Law Office (present position) (Reasons for appointment of the candidate for Substitute External Director Serving as an Audit & Supervisory Committee Member and expected roles) Although Yoshiko Namitome has not been directly involved in the management of a corporation, she possesses extensive practical experience and professional insight in the overall legal affairs as an attorney. Additionally, she meets all the requirements of independence criteria set forth by the Company, and therefore, her independence is ensured (Note 4). She is appointed as a candidate for Substitute Director Serving as an Audit & Supervisory Committee Member in the expectation that she will provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance and appropriateness of the operation executions of the Company by utilizing her extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.	0 shares

(Notes)
1. No special interests exist between the candidates for the positions of Substitute Directors Serving as Audit & Supervisory Committee Members and the Company.
2. Ms. Yoshiko Namitome is a candidate for Substitute External Director Serving as an Audit & Supervisory Committee Member.
3. If Ms. Yoshiko Namitome assumes the office of External Director Serving as an Audit & Supervisory Committee Member, she is scheduled to be registered as an Independent Director as stipulated in the Securities Listing Regulations, having no potential conflict with the interest of general shareholders.
4. Transactions between Ms. Yoshiko Namitome as individual and the Group, and between the law firm to which Ms. Yoshiko Namitome belongs and the Group
   - There are no advisory contracts, consulting contracts or business relationships between Ms. Yoshiko Namitome as individual and the Group, and between Mitsukado Law Office to which Ms. Yoshiko Namitome belongs and the Group (except for an ordinary relationship as a general depositor with Ms. Yoshiko Namitome as an individual).
5. Liability Limitation Agreements with Substitute External Directors Serving as Audit & Supervisory Committee Members
   - The Company plans to execute an agreement with Ms. Yoshiko Namitome, should she assume the office of External Director Serving as an Audit & Supervisory Committee Member, to the effect that her liability shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as she is in good faith and without gross negligence in performing her duties.
6. Directors and officers liability insurance insuring all of the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members
   - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director Serving as an Audit & Supervisory Committee Member is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members in this Agenda is approved and those candidates assume office as Directors Serving as Audit & Supervisory Committee Members, they will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.

(Reference)

Fukuoka Financial Group
Criteria for Independence

To be deemed to have independence from the Company, the External Directors of the Company must fulfill the following requirements.

1. One cannot be a person or an entity whose principal customer is the Company or its subsidiary bank (Note 1) (hereinafter referred to as the Company or its subsidiaries) (Note 2) or cannot be an operating officer of such person or entity.
2. One cannot be a principal customer of the Company or its subsidiaries (Note 3) or cannot be an operating officer of such customer.
3. One cannot be a legal professional, accounting professional or consultant who receives a significant amount of cash or other form of asset (Note 4) other than Directors' compensation from the Company (in the case a recipient is an entity, such as a corporation or partnership, one cannot be an individual belonging to such entity).
4. One cannot be a principal shareholder of the Company (holding 10% or more of the total shareholder voting rights) or cannot be an operating officer of such shareholder.
5. One cannot be a relative within the third degree of kinship of persons described below (unless insignificant (Note 5)).
   (1) Any person who does not meet the requirements listed in the items from 1 to 4 above
   (2) Director, an operating officer such as Executive Officer, etc. of the Company or its subsidiaries
6. The Company may determine a person not meeting the requirements of items 1 through 5 above as being appropriately independent and elect that person as an External Director on condition that the Company provides reasons for the appropriateness.

(Notes) 1. "Subsidiary bank"
The banks that are subsidiaries of Fukuoka Financial Group, Inc.

2. "A person or an entity whose principal customer is the Company or its subsidiaries"
Judgment shall be determined by either of the following criteria:
• Annual transaction amount between such person or entity and the Company or its subsidiaries exceeds 2% of the annual consolidated sales of that person or entity
• When such person or entity is dependent on the Company or its subsidiaries in terms of financing to the extent that the person or entity has no alternative sources, such as a case where that person or entity has difficulty in borrowing funds from financial institutions other than the Company or its subsidiaries

3. "A principal customer of the Company or its subsidiaries"
Judgment shall be made based on whether annual operating gross profit resulting from transactions with such customer exceeds 2% of the annual consolidated operating gross profit of the Company

4. "Significant amount of cash or other form of asset"
Judgment shall be made based on the average for the past three fiscal years whether an individual recipient receives 10 million yen or more per annum or an entity recipient receives the amount equal to 2% or more of its annual sales.

5. "Insignificant"
An individual below the rank of Director, Executive Officer, Audit & Supervisory Board Members, or departmental head (for an individual from an entity such as a law firm or audit firm, an individual without a professional license such as an attorney at law or public accountant)

(Reference)

Consolidated Financial Highlights

In the graphs of deposits and CDs, loans and securities below, the balances are the sums of the year-end balances of each bank, except that the total balances are the year-end consolidated balances of the Company.