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Securities code: 8541

June 13, 2022

#### To Shareholders with Voting Rights:

Yoshinori Nishikawa President The Ehime Bank, Ltd. 2-1 Katsuyama-cho, Matsuyama, Ehime, Japan

#### NOTICE OF

#### THE 118th ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 118th Annual General Meeting of Shareholders of The Ehime Bank, Ltd. (the "Bank") will be held as described below.

For this General Meeting of Shareholders, in order to prevent the spread of COVID-19, please exercise your voting rights in advance in writing or via the Internet, etc., and refrain from attending the meeting in person on the day. Please review the Reference Documents for the General Meeting of Shareholders below, follow the instructions below, and exercise your voting rights by 5:30 p.m. on Tuesday, June 28, 2022, Japan time.

1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. Japan time

**2. Place:** Meeting Hall, 5F, Head Office of the Bank 2-1 Katsuyama-cho, Matsuyama, Ehime, Japan

#### 3. Meeting Agenda:

**Matters to be reported:**1. Business Report and Non-Consolidated Financial Statements for the Bank's 118th Fiscal Year (April 1, 2021 - March 31, 2022)

 Consolidated Financial Statements for the Bank's 118th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Independent Auditor and the Board of Auditors of the Consolidated Financial Statements

### Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Partial Amendments to the Articles of Incorporation

Proposal 3: Election of Thirteen (13) Directors
Proposal 4: Election of One (1) Corporate Auditor

- Among the documents to be provided in this convocation notice, the following matters are posted on the Bank's website (https://www.himegin.co.jp/) and are therefore not included in this convocation notice and the documents attached, in accordance with the provisions of laws and regulations and Article 16 of the Bank's Articles of Incorporation. Accordingly, the documents attached to this convocation notice are only a portion of the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements audited by the Independent Auditor and the Corporate Auditors in the preparation of the Accounting Audit Report and the Audit Report.
  - (1) Systems for Ensuring the Appropriateness of Operations, and the Operational Status of Such Systems
  - (2) Non-Consolidated Statement of Changes in Net Assets
  - (3) Notes to the Non-Consolidated Financial Statements
  - (4) Consolidated Statement of Changes in Net Assets
  - (5) Notes to the Consolidated Financial Statements
- If the seats at the meeting hall are fully occupied, shareholders may have to proceed to the second meeting hall, etc. We appreciate your understanding on this matter.
- Should any revisions be made to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, the revised versions shall be posted on the Bank's website (https://www.himegin.co.jp/).

# [Notice regarding preventive measures against COVID-19]

In order to prevent the spread of and infections caused by COVID-19, with the health and safety of shareholders as our top priority, we request all shareholders to refrain from attending the meeting in person. Furthermore, as we shall be implementing the following preventive measures at this General Meeting, we would greatly appreciate your understanding and cooperation.

- We shall not be giving out any gifts.
- We shall set up the seats such that a certain distance can be kept between each shareholder. Since the number of people who can enter the meeting hall is limited, you may have to proceed to another meeting hall.
- Directors and the management staff of this General Meeting of Shareholders shall conduct the meeting while wearing masks, etc. on the day.
- For shareholders attending the meeting, we request for your cooperation regarding measures to prevent the spread of infection, such as the wearing of masks and the use of alcohol disinfectants. In addition, we shall be measuring the body temperatures of shareholders. If a shareholder is confirmed to be running a fever, or if a shareholder is judged to be unwell due to symptoms such as that of a cold, the shareholder may be refused entry.
- We shall leave the doors of the meeting hall open and work on ventilating the hall.
- If there is a change to the operation of this General Meeting of Shareholders due to future circumstances, a notification will be posted on the Bank's website. Please check the Bank's website for any such notifications.

# Reference Documents for the General Meeting of Shareholders

## **Proposal 1:** Appropriation of Surplus

With regard to year-end dividends and the appropriation of other surplus for the 118th term, based on the basic policy of continuously paying stable dividends while enhancing internal reserves, the Bank shall appropriate surplus as follows.

- 1. Matters regarding year-end dividends
  - (1) Type of dividend property Cash
  - (2) Matters regarding allocation of dividend property and the total amount thereof ¥15 per share of the Bank's common stock

    Total: ¥589,249,965
  - (3) Effective date of dividends of surplus June 30, 2022
- 2. Matters regarding appropriation of other surplus

## **Proposal 2:** Partial Amendments to the Articles of Incorporation

#### 1. Reasons for amendments

- (1) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Bank shall be amended as follows.
  - a. The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
  - b. The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
  - c. The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
  - d. In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.
- (2) Regarding the appointment of Representative Directors, currently, the provisions provide the interpretation that the Chairman, President, and Senior Managing Directors will always have the right of representation. However, the Articles of Incorporation shall be amended as follows so that Representative Directors other than the President can be appointed according to the situation.

In addition, the position of Vice President was not specified in the provisions, and the position of Vice Presidents was treated as equivalent to that of a Senior Managing Director. In conjunction with this amendment, the position of "Vice President" shall be specified in the Articles of Incorporation as follows.

- a. The purpose of the proposed Article 24, Paragraph 2 is to specify a change in policy, such that in addition to appointing the President as a Representative Director, other Directors may also be appointed as Representative Directors.
- b. The proposed Article 24, Paragraphs 1 and 5 shall add the position of Vice President.

#### 2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Internet Disclosure of Reference Documents	(Deleted)
for the General Meeting of Shareholders, Etc.)	
Article 16 The Bank may provide	
information to shareholders pertaining to	
matters to be described or indicated in the	
reference documents for the general	
meeting of shareholders, non-	
consolidated financial statements,	
consolidated financial statements and	
business report by disclosing such	
information through the internet in	
accordance with the provisions provided	

Current Articles of Incorporation	Proposed Amendments
in the Ordinance of the Ministry of	
Justice.	
(Newly established)	(Measures for Electronic Provision, etc.)
	Article 16
	The Bank shall, when convening a general
	meeting of shareholders, provide information
	contained in the reference documents for the
	general meeting of shareholders, etc. electronically.
	(2) Among the matters to be provided
	electronically, the Bank shall not be obligated to
	include all or part of the matters stipulated in the
	Ordinance of the Ministry of Justice in the paper
	copy to be sent to shareholders who have
	requested it by the record date for voting rights.
(Downsontation Directors of Directors 14)	(Dannes autation Discrete au 1 Discrete au 2 1
(Representative Directors and Directors with Special Titles)	(Representative Directors and Directors with Special Titles)
Article 24	Article 24
The Board of Directors may, by its	The Board of Directors may, by its resolution,
resolution, appoint from among the Directors	appoint from among the Directors one Director
one Director and Chairman, one President and	and Chairman, one President and one or more <u>Vice</u>
one or more Senior Managing Directors and	Presidents, Senior Managing Directors and
Managing Directors.	Managing Directors.
(2) The Director and Chairman, President, and	(2) In addition to appointing the President as
Senior Managing Directors shall each represent	Representative Director, by resolution of the
the Bank. One or more Managing Directors	Board of Directors, Representative Directors may
may be added to the Representative Directors	also be appointed from among the other Directors.
by resolution of the Board of Directors.	(3) The Director and Chairman shall preside over
(3) The Director and Chairman shall preside	the Bank's operations.
over the Bank's operations.	(4) The President shall supervise the Bank's
(4) The President shall supervise the Bank's	operations.
operations.	(5) <u>Vice Presidents</u> , Senior Managing Directors
(5) Senior Managing Directors and Managing	and Managing Directors shall assist the Director
Directors shall assist the Director and	and Chairman and the President, and conduct the
Chairman and the President, and conduct the	division of operations.
division of operations.	(6) In the event of an accident involving the
(6) In the event of an accident involving the	President, another Director, determined according
President, another Director, determined	to the order established in advance by resolution
according to the order established in advance	of the Board of Directors, shall perform the duties
by resolution of the Board of Directors, shall	of the President.
perform the duties of the President.	

Current Articles of Incorporation	Proposed Amendments
(Newly established)	(Supplementary provisions)
	1. The deletion of provisions of Article 16 of the
	Articles of Incorporation before the
	amendments and the establishment of
	provisions of Article 16 of the Articles of
	Incorporation after the amendments shall
	come into effect on the date of enforcement
	(the "Effective Date") stipulated in the
	proviso of Article 1 of the supplementary
	provisions of the Act Partially Amending the
	Companies Act (Act No. 70 of 2019).
	2. The Effective Date shall have the following
	stipulations.
	This stipulation shall remain in force until the
	day after a lapse of six months from the
	Effective Date, or the day after a lapse of
	three months from the last general meeting of
	shareholders held on a date within six months
	from the Effective Date, whichever is later.
	The Bank may provide information to
	shareholders pertaining to matters to be
	described or indicated in the reference
	documents for the general meeting of
	shareholders, non-consolidated financial
	statements, consolidated financial statements
	and business report by disclosing such
	information through the internet in
	accordance with the provisions provided in
	the Ordinance of the Ministry of Justice.
	3. These supplementary provisions shall be
	deleted on the later date set forth in the
	preceding paragraph.

# **Proposal 3:** Election of Thirteen (13) Directors

The terms of office for all of the thirteen (13) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Bank proposes the election of thirteen (13) Directors.

The candidates for Director are as follows:

No.	Name		Current positions and responsibilities at the Bank
1	Motohiro Honda	[Reappointment]	Chairman (Representative Director), in charge of supervision and control of all operations
2	Yoshinori Nishikawa	[Reappointment]	President (Representative Director), in charge of supervision of all operations, Himegin Information Center, and Audit Department
3	Muneo Tsubouchi	[Reappointment]	Senior Managing Director (Representative Director) In charge of International Department and Risk Management Department
4	Masamitsu Toyoda	[Reappointment]	Managing Director In charge of Solutions Sales Department and Administrative Systems Department
5	Toshiyuki Yano	[Reappointment]	Managing Director In charge of Corporate Management Department, General Affairs Department, and Treasury Department
6	Takashi Shinonaga	[Reappointment]	Managing Director In charge of Credit Department I, Credit Department II, and Shipping Finance Department
7	Hisakazu Matsuki	[Reappointment]	Managing Director In charge of Customer Service Department and Public Services Furusato Development and Promotion Department
8	Yoshikatsu Akiyama	[New appointment]	Managing Executive Officer and General Manager, Human Resources and Training Department
9	Shozo Isshiki	[Reappointment] [Outside] [Independent]	Director
10	Masatomi Manabe	[Reappointment] [Outside] [Independent]	Director
11	Takanori Watanabe	[Reappointment] [Outside] [Independent]	Director
12	Chitose Kondo	[Reappointment] [Outside] [Independent]	Director
13	Kazuhito Kono	[New appointment] [Outside] [Independent]	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held
1	[Reappointment]  Motohiro Honda (January 9, 1948)	April 1970 February 1992 February 1995 February 2003 August 2004 June 2006 July 2006 April 2011 June 2012 June 2018 [Responsibilities]	Joined the Bank General Manager, Onomichi Branch General Manager, Takamatsu Branch and General Manager, Takamatsu Office General Manager, Public Services Furusato Department General Manager, Human Resources and Training Department Director, General Manager, Human Resources and Training Department Managing Director Senior Managing Director President Chairman (to present)	Bank held 21,772
		- •	or, Matsuyama Kanko Port Terminal Co., Ltd.	

Motohiro Honda had served numerous positions including as General Manager of branches and General Manager of the Human Resources and Training Department, and has been serving as Director since 2006 and President since 2012. He was appointed Chairman in 2018, and has fulfilled his duties and responsibilities fairly and appropriately.

He has a wealth of experience and a proven track record in bank management, and the Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held
2	[Reappointment] Yoshinori Nishikawa (August 4, 1962)	April 1985 February 2002 March 2006 February 2012  June 2012  July 2015  February 2017 June 2017 June 2018 [Responsibilities In charge of supe Center, and Audi	rvision of all operations, Himegin Information	8,200

Yoshinori Nishikawa had served numerous positions including as General Manager of the Head Office Sales Department and General Manager of Tokyo Branch, and has been serving as Director since 2012. He was appointed President in 2018, and has fulfilled his duties and responsibilities fairly and appropriately as President of the Bank.

He has a wealth of experience and a proven track record in bank management, and the Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held
3	[Reappointment]  Muneo Tsubouchi (July 14, 1960)	April 1983 May 2007  April 2009 May 2013 August 2013 February 2015  June 2016 June 2017  February 2019 June 2021 [Responsibilities] In charge of Interpopartment	Joined The Fuji Bank, Limited General Manager, Senju Branch, Mizuho Bank, Ltd. Deputy General Manager, Loan Department Joined the Bank General Manager, Credit Department I General Manager, Planning and Public Relations Department Director, General Manager, Audit Department Director, General Manager, Head Office Sales Department and General Manager, Prefectural Central Hospital Sub-branch Managing Director Senior Managing Director (to present)  national Department and Risk Management	8,272

Muneo Tsubouchi had served as general manager of branches, deputy general manager of the loan department, and other positions at Mizuho Bank. He has served numerous positions including as General Manager of the Credit Department I, General Manager of the Planning and Public Relations Department and General Manager of the Head Office Sales Department at the Bank. He has served as Director since 2016, and was appointed Managing Director in 2019.

He has appropriately fulfilled his duties and responsibilities as Director, and the Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

		April 1985	Joined the Bank	
		August 2003	General Manager, Furukawa Branch	
		March 2006	General Manager, Dogo Branch	
	[Reappointment]	June 2012	General Manager, Human Resources and Training	
	[Keappointment]	June 2016	Department Director, General Manager, Uwajima Branch and	
	Masamitsu Toyoda	Julie 2010	General Manager, Uwajimashinmachi Sub-branch	6,900
	(January 26, 1962)	August 2018	Director, General Manager, Administrative	
	(buildary 20, 1902)		Systems Department	
		June 2019	Managing Director (to present)	
4		[Responsibilities]		
		In charge of Solu	tions Sales Department and Administrative Systems	
		Department	-	

## [Reason for nomination as candidate for Director]

Masamitsu Toyoda has a wealth of business experience, having served as General Manager of branches and General Manager of the Human Resources and Training Department. He has served as Director since 2016, and was appointed Managing Director in 2019.

He has appropriately fulfilled his duties and responsibilities as Director, and the Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held
5	[Reappointment]  Toshiyuki Yano (February 13, 1963)		Joined the Bank General Manager, Furukawa Branch General Manager, Planning and Public Relations Department General Manager, General Affairs Department Director, General Manager, General Affairs Department Managing Executive Officer, General Manager, General Affairs Department Managing Executive Officer, General Manager, Corporate Management Department and General Manager, General Affairs Department Managing Director (to present)  orate Management Department, General Affairs Treasury Department	13,300

Toshiyuki Yano has a wealth of business experience, having served numerous positions including as General Manager of a branch, General Manager of the Planning and Public Relations Department, General Manager of the General Affairs Department, and General Manager of the Corporate Management Department, and is well versed in all aspects of the Bank's operations. He was appointed Managing Director in 2020.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

		April 1984	Joined the Bank	
		May 2004	General Manager, Kan-onji Branch	
		February 2007	General Manager, Kamogawa Branch	
		February 2009	Manager, Sales Administration Department	
		February 2010	General Manager, Gunchu Branch	
		April 2012	Assistant General Manager, Credit Department I	
	[Reappointment]	June 2012	General Manager, Takamatsu Branch and General Manager, Takamatsu Office	
	T-11: C1:	June 2014	General Manager, Hiroshima Branch	2,900
	Takashi Shinonaga	August 2017	General Manager, Credit Department I	
6	(January 12, 1962)	June 2019	Executive Officer, General Manager, Credit Department I	
		June 2020	Managing Executive Officer, General Manager, Credit Department I	
		June 2021	Managing Director (to present)	
		[Responsibilities]		
		_	it Department I, Credit Department II, and Shipping	
		Finance Departme	ent	

[Reason for nomination as candidate for Director]

Takashi Shinonaga has experience as General Manager of major branches and General Manager of the Credit Department I, and has made appropriate credit screening. He was appointed Managing Director in 2021.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

nk held
3,600

Hisakazu Matsuki has served numerous positions as General Manager of the Head Office Sales Department and as General Manager of major branches, and also has work experience at the headquarters, and is well versed in all aspects of the Bank's operations. He was appointed Managing Director in 2021.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)		er summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
		April 1991	Joined the Bank	Dalik liciu
		February 2009	General Manager, Kume Branch	
		February 2011	Assistant General Manager, Head Office Sales	
		redition 2011	Department	
Į.		February 2014	Deputy General Manager, Tokyo Branch and	
Į.		1 cordary 2011	Deputy General Manager, Tokyo Office	
Į.		August 2017	Deputy General Manager, Head Office Sales	
	[New appointment]		Department	
	[rew appointment]	August 2018	General Manager, Uwajima Branch, General	
	V1-1-4 A1-1		Manager, Uwajimashinmachi Sub-branch, and	5,000
	Yoshikatsu Akiyama		General Manager, Uwajima Area Center	
Į.	(December 1, 1968)	June 2019	Executive Officer, General Manager, Uwajima	
8			Branch, General Manager, Uwajimashinmachi	
			Sub-branch, and General Manager, Uwajima Area Center	
ļ		August 2020	Executive Officer, General Manager, Human	
		Hugust 2020	Resources and Training Department	
		June 2021	Managing Executive Officer, General Manager,	
			Human Resources and Training Department (to	
			present)	
	positions at key branch overall as General Man The Bank has determine	es, and since 2020, ager of the Human ed that he can be ex	s positions as General Manager of major branches and he has executed the Bank's strategies in the human re Resources and Training Department. pected to contribute to the further development of the Ind therefore nominated him as a candidate for Directo	sources division  Bank by drawing
		April 1965	Joined the Ministry of Transport	
		January 1987	Principal Hearing Officer, Transport Council	
		June 1991	Director-General, Information and Research	
			Department, Transport Policy Bureau	
ļ		December 1992	Resigned from the Transport Policy Bureau	
		December 1992	Chairman, The Center for Promotion of Folk-	
	[Reappointment]		Performing Arts	
	[Outside] [Independent]	September 1995	Representative Director and President, Ishizaki Kisen Co., Ltd.	
		April 2005	Representative Director and President, Matsuyama Kanko Port Terminal Co., Ltd.	0
	Shozo Isshiki (December 10, 1942)	September 2015	Representative Director and Chairman, Ishizaki	
9	(= ====================================	June 2017	Kisen Co., Ltd. Outside Director, the Bank	
		September 2017	Retired as Representative Director and Chairman, Ishizaki Kisen Co., Ltd. (to present)	
]		[Significant concu		
]		Representative Di	irector and President, Matsuyama Kanko Port	
	İ	Terminal Co., Ltd	1	

[Reason for nomination as candidate for Outside Director and expected roles]

Shozo Isshiki had served as Representative Director and President of Ishizaki Kisen Co., Ltd., and other positions after his career in the Ministry of Transport, and has a wealth of experience and advanced insight as a public officer as well as corporate manager. The Bank expects him to fulfill the function of supervising the Bank's overall management from these perspectives. The Bank has determined that he will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank in aiming at its sustainable growth and improvement of corporate value as a regional financial institution, and therefore nominated him as a candidate for Outside Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held	
10	[Reappointment]    [Outside]    [Independent]  Masatomi Manabe (November 25, 1961)	Managing Execu	Joined The Bank of Japan  Head of Banking Division, Operations Department Assistant General Manager, Nagoya Branch General Manager, Matsuyama Branch Retired from The Bank of Japan Executive Officer, Deputy General Manager, Social Infrastructure Division, NIPPON RIETEC Co., Ltd. Outside Director, the Bank Managing Executive Officer, General Manager, Social Infrastructure Division, NIPPON RIETEC Co., Ltd. (to present) current positions] utive Officer, General Manager, Social Infrastructure ON RIETEC Co., Ltd.	0	

[Reason for nomination as candidate for Outside Director and expected roles]

After joining The Bank of Japan, Masatomi Manabe held numerous important posts including General Manager of the Matsuyama Branch, and he currently plays an active role as Managing Executive Officer and General Manager of the Social Infrastructure Division at NIPPON RIETEC Co., Ltd. He has a wide network and advanced insight in addition to a wealth of knowledge and experience in financial administration, and the Bank expects him to fulfill his function of supervising the Bank's overall management from these perspectives. The Bank has determined that he will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank in aiming at its sustainable growth and improvement of corporate value as a regional financial institution, and therefore nominated him as a candidate for Outside Director.

	-	November 1977	Joined EHIME GUARANTEE	
		April 2004	Deputy General Manager, Business Planning	
	[Reappointment]		Department	
	[Outside]	April 2006	General Manager, Planning and General Affairs	
			Department	
	[Independent]	April 2009	Counsellor and General Manager, Planning and	0
			General Affairs Department	
	Takanori Watanabe	April 2011	Managing Member of the Board	
	(November 8, 1954)	April 2020	Adviser	
11		June 2020	Retired from EHIME GUARANTEE	
		June 2020	Outside Director, the Bank (to present)	

[Reason for nomination as candidate for Outside Director and expected roles]

Takanori Watanabe had long served at EHIME GUARANTEE and has a wealth of knowledge and experience as a financial expert, and the Bank expects him to fulfill his function of supervising the Bank's overall management from these perspectives. The Bank has determined that he will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank in aiming at its sustainable growth and improvement of corporate value as a regional financial institution, and therefore nominated him as a candidate for Outside Director.

Although he has not been directly involved in corporate management other than as an Outside Director, the Bank believes that he will duly fulfill his duties as Outside Director for the reasons stated above.

No.	Name (Date of birth)	Care	Number of shares of the Bank held			
12	[Reappointment] [Outside] [Independent]  Chitose Kondo (June 5, 1956)	-	Joined Ehime Tobu Yakult, Co., Ltd. Retired from Ehime Tobu Yakult, Co., Ltd. Joined Kondo Bussan Co., Ltd. Director and Vice President Representative Director and President Outside Director, the Bank (to present) arrent positions] rector and President, Kondo Bussan Co., Ltd. e), Goshiki Soumen Co., Ltd.	0		
	Descen for nomination	assan for namination as candidate for Outside Director and expected releaf				

[Reason for nomination as candidate for Outside Director and expected roles]

Chitose Kondo has gained stable management capabilities and a wealth of experience through her long service as Representative Director and President of Kondo Bussan Co., Ltd., a company based in Niihama City, Ehime Prefecture. The Bank particularly expects her to play an active role in the initiative to promote diversity, including recommendations from the perspective of female customers and promoting women's active roles in the Bank in the future. The Bank has determined that she will also contribute to the enhancement and strengthening of the Bank's corporate governance system, and therefore renominated her as a candidate for Outside Director.

		April 1978	Joined Ehime Prefectural Government	
		April 2011	General Manager, Tourism and International	
			Affairs Bureau, Economy and Labor Department	
		April 2012	General Manager, Administration Bureau,	
			Economy and Labor Department	
	[New appointment]	April 2013	Director-General, Economy and Labor Department	
		March 2016	Retired From Ehime Prefectural Government	
	[Outside]	June 2016	Senior Managing Director, Ehime Prefecture	
	[Independent]		Federation of Societies of Commerce & Industry	0
		June 2018	Retired as Senior Managing Director, Ehime	
	Kazuhito Kono		Prefecture Federation of Societies of Commerce &	
	(August 6, 1955)		Industry	
		August 2018	Deputy Governor, Ehime Prefecture	
12		July 2020	Retired as Deputy Governor, Ehime Prefecture	
13		August 2020	President, Ehime Social Welfare Corporation (to	
			present)	
		[Significant cond		
		President, Ehime	Social Welfare Corporation	ĺ

[Reason for nomination as candidate for Outside Director and expected roles]

Kazuhito Kono held numerous important positions in the Ehime Prefectural Government, including General Manager of the Tourism and International Affairs Bureau, and General Manager of the Administration in the Economy and Labor Department and Director-General of the Economy and Labor Department, and he served as Deputy Governor of Ehime Prefecture for two years from 2018. He has a wealth of experience and advanced insight in public administration, and the Bank expects him to fulfill a function of supervising the Bank's overall management from that perspective. The Bank has determined that he will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank, and therefore nominated him as a candidate for Outside Director.

Although he has not been directly involved in corporate management other than as an Outside Director, the Bank believes that he will duly fulfill his duties as Outside Director for the reasons stated above.

Notes: 1. There are no special interests between each candidate and the Bank.

- 2. Shozo Isshiki, Masatomi Manabe, Takanori Watanabe, Chitose Kondo, and Kazuhito Kono are candidates for Outside Director.
- 3. Shozo Isshiki, Masatomi Manabe, Takanori Watanabe, and Chitose Kondo are incumbent Outside Directors of the Bank, and will have served as such for five years, three years, two years, and one year, respectively, at the conclusion of this General Meeting of Shareholders.
- 4. Shozo Isshiki, Masatomi Manabe, Takanori Watanabe, and Chitose Kondo are independent directors as prescribed by the Tokyo Stock Exchange, and the Bank will continue to designate them as independent directors if they are elected as proposed. The Bank also plans to file Kazuhito Kono as an independent director with the said Exchange.
- The Bank has recurring financial transactions with Matsuyama Kanko Port Terminal Co., Ltd., at which Shozo Isshiki serves as President, but he meets the Bank's independence criteria for independent outside directors.
- 6. The Bank has recurring financial transactions with Kondo Bussan Co., Ltd., at which Chitose Kondo serves as Representative, but she meets the Bank's independence criteria for independent outside directors.
- 7. The Bank has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages and litigation expenses incurred by the insured. Each candidate will be insured under the said insurance policy.

The Bank has entered into agreements with the Outside Directors and Outside Corporate Auditors in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability for damages to an amount equal to the minimum liability amount set forth in Article 425, Paragraph 1 of the Act.

The Bank intends to continue these liability limitation agreements with Shozo Isshiki, Masatomi Manabe, Takanori Watanabe, and Chitose Kondo and to enter into the same liability limitation agreement with Kazuhito Kono.

# **Proposal 4:** Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Koichi Terada will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Bank proposes the election of 1 Corporate Auditor.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Bank held
[New appointment]  Ryohei Sakai (February 17, 1962)	April 1985 August 2011 February 2017 August 2019 June 2021 March 2022	Joined the Bank Assistant General Manager, Administration Department General Manager in charge of Planning and Public Relations Department General Manager, Administrative Systems Department Executive Officer, General Manager, Administrative Systems Department General Manager, Administrative Systems Department (to present)	2,800

[Reason for nomination as candidate for Corporate Auditor]

Ryohei Sakai has a wealth of knowledge business experience, having built up a track record in the administrative management and systems divisions of the Bank since joining it. The Bank expects that, drawing on his expertise and advanced perspectives, he will contribute with appropriate supervision and beneficial advice from the viewpoint of Corporate Auditor not only regarding existing systems but also upon any necessary systems upgrades or introduction of new systems in the future. The Bank also expects him to be able to execute audits of the Bank's management overall accurately and efficiently, and therefore nominated him as a candidate for Corporate Auditor.

Notes: 1. There are no special interests between the candidate and the Bank.

2. The Bank has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages and litigation expenses incurred by the insured. The candidate will be insured under the said insurance policy.

■ Specializations and Experience of the Directors and Corporate Auditors of the Bank

Specializations and Experience of the Directors an			Specializations and Experience								
Name		Position	Corporate management	Sales strategy	Credit	Finance/ Accounting	Legal/Compliance/ Risk Management	Regional revitalization/ Regional finance	IT systems/Digital	Market investment	Ships and shipping
	Motohiro Honda	Representative Director Chairman	0	0	0	0	0	0	0	0	0
	Yoshinori Nishikawa	Representative Director President	0	0	0	0	0	0	0	0	0
	Muneo Tsubouchi	Representative Director Senior Managing Director	0	0	0	0	0	0		0	0
	Masamitsu Toyoda	Managing Director	0	0			0	0	0		
	Toshiyuki Yano	Managing Director	0	0		0	0	0		0	
Šv	Takashi Shinonaga	Managing Director	0	0	0		0	0			0
Directors	Hisakazu Matsuki	Managing Director	0	0			0	0	0		0
Di	Yoshikatsu Akiyama	Managing Executive Officer		0	0		0	0			0
	Shozo Isshiki	Outside Director	0	0		0	0				0
	Masatomi Manabe	Outside Director		0			0	0	0	0	
	Takanori Watanabe	Outside Director			0		0	0	0		
	Chitose Kondo	Outside Director	0	0		0	0				
	Kazuhito Kono	-	0				0	0			
	Tsuyoshi Koami	Standing Corporate Auditor (Outside)		0		0	0	0		0	
orate tors	Kazuhiko Abe	Standing Corporate Auditor		0	0	0	0	0		0	
Corporate Auditors	Ryohei Sakai	General Manager, Administrative Systems Department					0	0	0		
	Kimiaki Hiraoka	Part-time Corporate Auditor (Outside)	0			0	0	0			

<sup>\*</sup> The above is not an exhaustive representation of all specializations and experiences of the Directors and Corporate Auditors.

# **■** Reasons for Selection of skills

Skill	Reason for Selection
Corporate management	The Bank requires knowledge and experience in corporate management for the Bank's sustainable growth in the rapidly changing financial industry.
Sales strategy	The Bank requires knowledge and experience to put into action strategies that leverage the respective characteristics of Headquarters and the sales branches to achieve the medium-term management plan.
Credit	Because banks have a highly public nature and shoulder an important mission of contributing widely to the economy and society, the Bank requires knowledge and experience for making credit judgments to carry out the Bank's financial intermediary function and pursue the soundness of loan assets.
Finance/Accounting	The Bank requires knowledge and experience to practice accurate financial reporting and the sustainable enhancement of corporate value.
Legal/Compliance/Risk Management	The Bank requires Directors and Corporate Auditors with certain knowledge and experience in the areas of corporate governance, risk management, and compliance, which are the core of the management foundations.
Regional revitalization/Regional finance	To practice the Bank's management philosophy of "a bank that is of service to the development of <i>furusato</i> (home region)" into perpetuity, it requires knowledge and experience for the deployment of the finance intermediary business that leverage the characteristics of individual regions.
IT systems/Digital	The Bank requires knowledge and experience that will enable it to introduce fast-evolving digital technologies that will be effective both within and outside the Bank, deploy services that are suited to the times, and to control the maintenance and management of such systems.
Market investment	The Bank requires specialist knowledge and experience for achieving soundness and profitability in the increasingly diverse and advance area of securities investment.
Ships and shipping	The Bank requires specialist knowledge and experience to contribute to the perpetual growth and development of Ehime's world-class shipping and shipbuilding industries.