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(Securities Code: 8345)
May 31, 2022

To Shareholders with Voting Rights:

Sachio Taguchi
President
The Bank of Iwate, Ltd.
2-3, Chuodori 1-chome, Morioka, Iwate,
Japan

NOTICE OF CONVOCATION OF THE 140TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 140th Annual General Meeting of Shareholders of The Bank of Iwate, Ltd. (the “Bank”). The meeting will be held for the purposes as described below.

This year, in order to prevent the spread of the novel coronavirus (COVID-19) infections, please consider your options including refraining from attending the General Meeting of Shareholders, and exercise your voting rights in advance by mail or via the Internet when possible. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by no later than 5:15 p.m. on Tuesday, June 21, 2022 Japan time.

- 1. Date and Time:** Wednesday, June 22, 2022 at 10:00 a.m. Japan time
- 2. Place:** 9F, Hall, Head Office of the Bank, 2-3, Chuodori 1-chome, Morioka, Iwate, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Non-consolidated Financial Statements for the Bank’s 140th Fiscal Year (from April 1, 2021 to March 31, 2022)
 2. Consolidated Financial Statements for the Bank’s 140th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Proposals to be resolved:

Proposals from the Bank

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Partial Amendments to the Articles of Incorporation
Proposal No. 3: Election of Ten (10) Directors (excluding Directors serving as Audit and Supervisory Committee Members)
Proposal No. 4: Election of Four (4) Directors serving as Audit and Supervisory Committee Members

Proposal from a Shareholder

- Proposal No. 5:** Dividend of Surplus

Proposal No. 5 is a proposal received from a shareholder, and the Board of Directors of the Bank is **against** this proposal.

Please review the Reference Documents for the General Meeting of Shareholders from page 3 to 23 and exercise your voting rights.

The following three methods are available for exercising your voting rights.

(1) Exercise of Voting Rights in Writing

Deadline for exercise: Votes received by no later than 5:15 p.m. on Tuesday, June 21, 2022 Japan time

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline for exercise.

(2) Exercise of Voting Rights via the Internet

Deadline for exercise: Votes sent by no later than 5:15 p.m. on Tuesday, June 21, 2022 Japan time

Before exercising voting rights via the Internet, please read the “Procedures for Exercise of Voting Rights via the Internet,” which is described below (Japanese version only), and exercise your voting rights by the deadline.

(3) Exercise of voting rights upon attendance at General Meeting of Shareholders

Date and time of General Meeting of Shareholders: Wednesday, June 22, 2022, 10:00 a.m. Japan time

Please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank’s head office.

Please bring this “Notice of Convocation of the 140th Annual General Meeting of Shareholders” with you to conserve paper resources.

[Handling of Duplicate Voting]

If you exercise your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, only the vote placed via the Internet is deemed valid.

If you exercise your voting rights more than once via the Internet, only the last vote is deemed valid.

End

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◎ Of the documents required to be presented along with this notice of convocation, “Matters concerning Stock Acquisition Rights, etc. Held by the Bank,” “Basic policies regarding persons who control decisions on finance and business policies,” “Systems for ensuring the appropriateness of operations,” “Matters regarding specific wholly-owned subsidiaries,” “Matters regarding transactions with parent companies,” “Non-Consolidated Statements of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements,” “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements” are, in accordance with laws and regulations, and Article 16 of the Articles of Incorporation of the Bank, posted on the Bank’s website (<https://www.iwatebank.co.jp/company/ir/meeting.html>) and are therefore not included in the documents attached to this notice of convocation.

Accordingly, the documents attached to this notice of convocation are part of the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements which have been audited by the Audit and Supervisory Committee for the preparation of the Audit Report and by the Accounting Auditor for the preparation of the Independent Auditor’s Report.

◎ Please note that updates or corrections, if any, to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Financial Statements and the Consolidated Financial Statements will be posted on the Bank’s website (<https://www.iwatebank.co.jp/company/ir/meeting.html>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposals from the Bank

Proposals No. 1 to No. 4 are proposal by the Bank.

Proposal No. 1: Appropriation of Surplus

Given the public nature of a bank and from a standpoint of ensuring its sound management, the Bank strives to retain sufficient internal reserves. Meanwhile, the Bank is committed to continuously providing stable dividends to shareholders based on its basic policy, maintaining a stable dividend of ¥70 per share according to the Bank's shareholder return policy with a target payout ratio of 30% based on net income attributable to owners of parent. In accordance with the dividend policy, the Bank proposes that dividends payout at the end of the 140th fiscal year, and appropriation of other surplus will be as follow by taking into account the business results of the fiscal year under review, management climate and future operational expansion in a comprehensive manner.

Please also note that we propose a commemorative dividend of ¥10 per share for the 90th anniversary of the Bank in addition to the common dividend of ¥40 per share, resulting in a year-end dividend of ¥50 per share.

1. Matters concerning year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Matters concerning the allotment of dividend property to shareholders and the total amount
Cash dividend of ¥50 per common share of the Bank
(Of which, common dividend of ¥40 per share and commemorative dividend of ¥10 per share)
In this case, the total dividends payable will be ¥865,386,800. As a result, the annual dividend will be ¥80 per share, including ¥30 per share of interim dividend which the Bank has already paid.
 - (3) Effective date of distribution of surplus
June 23, 2022
2. Other matters concerning the appropriation of surplus
 - (1) Item and amount of surplus to be decreased
Retained earnings brought forward 3,000,000,000 yen
 - (2) Item and amount of surplus to be increased
General reserve 3,000,000,000 yen

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

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 Company shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- (2) 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.
- (3) The provisions related to the internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 3 General Meetings of Shareholders</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 16 The Bank may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p><Newly established></p>	<p>Chapter 3 General Meetings of Shareholders</p> <p><Deleted></p> <p>(Measures for Electronic Provision, Etc.)</p> <p><u>Article 16 The Bank shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Bank may choose not 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.</u></p>

<p><Newly established></p>	<p><u>Supplementary provisions</u></p> <p><u>1 The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 16 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of 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) (the “Effective Date”).</u></p> <p><u>2 Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3 These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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Proposal No. 3: Election of Ten (10) Directors (excluding Directors serving as Audit and Supervisory Committee Members)

Since the terms of office of the ten (10) Directors (excluding Directors serving as Audit and Supervisory Committee Members; same for the proposal below) will expire at the conclusion of this Annual General Meeting of Shareholders, the new election of ten (10) Directors is proposed.

The Audit and Supervisory Committee concluded that each candidate was qualified as Director of the Bank after considering this proposal, since the candidates for Directors have been appropriately nominated through the deliberation of the Nomination and Compensation Advisory Committee.

The candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) are as follows:

No.	Name	Current Position	Attendance at Board of Directors meetings (times)
1	(Male) Sachio Taguchi <u>Reappointment</u>	President	14/14 (100%)
2	(Male) Toru Iwayama <u>Reappointment</u>	Director / Managing Executive Officer	11/11 (100%)
3	(Male) Motomu Sato <u>Reappointment</u>	Director / Senior Managing Executive Officer	14/14 (100%)
4	(Male) Kensei Ishikawa <u>Reappointment</u>	Director / Managing Executive Officer	14/14 (100%)
5	(Male) Shinji Niisato <u>Reappointment</u>	Director / Managing Executive Officer	14/14 (100%)
6	(Male) Shinei Kishi <u>New Appointment</u>	Executive Officer & General Manager of Head Office	-
7	(Male) Fumihiko Kikuchi <u>New Appointment</u>	Leave of absence, Seconded to manorda Iwate Co., Ltd. as Representative Director	-
8	(Male) Fumio Ube <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Outside Director	14/14 (100%)
9	(Male) Atsushi Miyanoya <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Outside Director	14/14 (100%)
10	(Male) Yutaka Takahashi <u>New Appointment</u> <u>Outside</u> <u>Independent</u>	-	-

(Note) Mr. Toru Iwayama attended all eleven Board of Directors meetings held after he took office as Director on June 23, 2021.

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

1 Sachio Taguchi (Male) (September 28, 1953) **Reappointment**

- Attendance at Board of Directors meetings (times) 14/14 (100%)
- Number of shares of the Bank held 4,600 shares
- Past experience, positions, responsibilities, and significant concurrent positions

Apr. 1977 Joined the Bank

Jun. 2003 General Manager of Consumer Banking Division

Jul. 2006 Executive Officer / General Manager of Consumer Banking Division

Jun. 2007 Executive Officer / General Manager of Tokyo Office

Jun. 2009 Director / General Manager of Tokyo Office

Jun. 2010 Managing Director

Jun. 2013 Senior Managing Director

Jun. 2014 President (current position)

- [Reason for nomination as a candidate for Director]

Since assuming office as Director in June 2009, Mr. Sachio Taguchi has managed the loan supervision, banking, marketing, and planning divisions, in addition to serving as General Manager of the Tokyo Office. Since June 2014, he has served as President, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his knowledge and wealth of experience. He has performed adequately as Director of the Bank. For these reasons, he is reappointed as a candidate for Director.

2 Toru Iwayama (Male) (October 15, 1965) **Reappointment**

- Attendance at Board of Directors meetings (times) 11/11 (100%)
- Number of shares of the Bank held 700 shares
- Past experience, positions, responsibilities, and significant concurrent positions

Apr. 1988 Joined the Bank

Apr. 2006 Acting General Manager of Sendai Office

Jul. 2008 Chairman of Opening Preparation for Osaki Branch

Nov. 2008 General Manager of Osaki Branch

Apr. 2010 Acting General Manager of General Planning Division

Apr. 2014 Vice General Manager of General Planning Division

Apr. 2015 Vice General Manager of Financial Markets Division

Jun. 2016 General Manager of Financial Markets Division

Apr. 2018 Executive Officer / General Manager of Financial Markets Division

Jun. 2019 Executive Officer / General Manager of Tokyo Office

Oct. 2020 Executive Officer / General Manager of General Planning Division

Jun. 2021 Director / Managing Executive Officer (current position)
(commissioned as General Manager of General Planning Division, in charge of General Affairs Division)

- [Reason for nomination as a candidate for Director]

Mr. Toru Iwayama has assumed various posts such as General Manager of the Financial Markets Division, General Manager of Tokyo Office, and General Manager of the General Planning Divisions, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his knowledge and wealth of experience. He has served as Director since June 2021 and has performed adequately as Director of the Bank. For these reasons, he is reappointed as a candidate for Director.

3	Motomu Sato	(Male) (February 13, 1961)	Reappointment
■	Attendance at Board of Directors meetings (times) 14/14 (100%)		
■	Number of shares of the Bank held 2,800 shares		
■	Past experience, positions, responsibilities, and significant concurrent positions		
Apr. 1983	Joined the Bank		
Oct. 2005	General Manager of Midorigaoka Branch		
Oct. 2008	Acting General Manager of Systems Development and Operations Division		
Apr. 2009	Vice General Manager of Systems Development and Operations Division		
Jul. 2011	General Manager of Systems Development and Operations Division		
Apr. 2013	General Manager of Systems Division		
Jul. 2015	Executive Officer / General Manager of Systems Division		
Jun. 2016	Director / General Manager of Systems Division		
Jul. 2017	Director / General Manager of Business Management Division		
Jun. 2018	Managing Director		
Jun. 2020	Senior Managing Director		
Jun. 2021	Director / Senior Managing Executive Officer (current position) (assistant to Management, in charge of Personnel Division, Secretariat and Digital Transformation Laboratory)		
■	[Reason for nomination as a candidate for Director]		
	Mr. Motomu Sato has assumed various posts such as General Manager of Midorigaoka Branch, General Manager of the Systems Development and Operations Division, and General Manager of the Systems Division, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his knowledge and wealth of experience. He has served as Director since June 2016 and has performed adequately as Director of the Bank. For these reasons, he is reappointed as a candidate for Director.		

4	Kensei Ishikawa	(Male) (May 27, 1961)	Reappointment
■	Attendance at Board of Directors meetings (times) 14/14 (100%)		
■	Number of shares of the Bank held 1,300 shares		
■	Past experience, positions, responsibilities, and significant concurrent positions		
Apr. 1984	Joined the Bank		
Nov. 2003	General Manager of Hitaka Branch		
Jun. 2005	Senior Manager of Financial Markets Division		
Feb. 2006	Acting General Manager of Financial Markets Division		
Jun. 2009	Vice General Manager of Financial Markets Division		
Jun. 2010	General Manager of Ichinohe Branch		
Apr. 2013	General Manager of Financial Markets Division		
Jun. 2016	General Manager of Tokyo Office		
Jul. 2016	Executive Officer / General Manager of Tokyo Office		
Jun. 2019	Managing Director		
Jun. 2021	Director / Managing Executive Officer (current position) (in charge of Loan Supervision Division and Financial Markets Division)		
■	[Reason for nomination as a candidate for Director]		
	Mr. Kensei Ishikawa has assumed various posts such as General Manager of Ichinohe Branch, General Manager of Financial Markets Division, and General Manager of Tokyo Office, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his knowledge and wealth of experience. He has served as Director since June 2019 and has performed adequately as Director of the Bank. For these reasons, he is reappointed as a candidate for Director.		

5	Shinji Niisato	(Male) (December 9, 1964)	Reappointment
■	Attendance at Board of Directors meetings (times) 14/14 (100%)		
■	Number of shares of the Bank held 900 shares		
■	Past experience, positions, responsibilities, and significant concurrent positions		
Apr. 1988	Joined the Bank		
Apr. 2006	Senior Manager of Consumer Banking Division		
Apr. 2008	Business Promotion Manager of Consumer Banking Division		
Oct. 2009	Acting General Manager of General Planning Division		
Apr. 2013	General Manager of Ozuchi Branch		
Apr. 2016	General Manager of Retail Strategy Division		
Apr. 2018	Executive Officer / General Manager of Retail Strategy Division		
Jun. 2020	Managing Director		
Jun. 2021	Director / Managing Executive Officer (current position) (in charge of Corporate Strategy Division and Retail Strategy Division)		
■	[Reason for nomination as a candidate for Director] Mr. Shinji Niisato has assumed various posts such as General Manager of Ozuchi Branch and General Manager of Retail Strategy Division, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his knowledge and wealth of experience. He has served as Director since June 2020 and has performed adequately as the Bank's Director. For these reasons, he is reappointed as a candidate for Director.		

6	Shinei Kishi	(Male) (August 13, 1964)	New Appointment
■	Number of shares of the Bank held 500 shares		
■	Past experience, positions, responsibilities, and significant concurrent positions		
Apr. 1987	Joined the Bank		
Oct. 2006	Vice General Manager of Tokyo Branch		
Apr. 2007	Acting General Manager of Tokyo Office		
Apr. 2009	General Manager of Sugo Branch		
Oct. 2012	Loan Supervision Officer of Loan Supervision Division		
Apr. 2017	General Manager of Loan Supervision Division		
Jul. 2019	Executive Officer & General Manager of Head Office (current position)		
■	[Reason for nomination as a candidate for Director] Mr. Shinei Kishi has assumed various posts such as General Manager of Sugo Branch, General Manager of Loan Supervision Division, and General Manager of Head Office, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his wealth of knowledge and experience. He has served as Executive Officer since July 2019 and is considered as an appropriate asset to manage the Bank based on his past achievements. For these reasons, he is appointed as a candidate for Director.		

<u>7</u>	Fumihiko Kikuchi	(Male) (December 18, 1965)	<u>New Appointment</u>
■	Number of shares of the Bank held 0 shares		
■	Past experience, positions, responsibilities, and significant concurrent positions		
Apr. 1989	Joined The Bank		
Oct. 2007	Senior Manager of General Planning Division		
Jul. 2011	Acting General Manager of General Planning Division		
Apr. 2015	Vice General Manager of General Planning Division		
Oct. 2016	General Manager of Tairadate Branch		
Oct. 2018	General Manager Assistant to General Planning Division		
Apr. 2020	Leave of absence, Seconded to manorda Iwate Co., Ltd. as Representative Director (current position)		
■	[Reason for nomination as a candidate for Director]		
	Mr. Fumihiko Kikuchi has assumed various posts such as General Manager of Tairadate Branch and General Manager Assistant to General Planning Division, and has the ability to execute management and administration of the banking business accurately, fairly and efficiently by drawing on his wealth of knowledge and experience. Since April 2020, he has served as Representative Director of manorda Iwate Co., Ltd. (which provides advanced banking services), which he has been involved with since its establishment, and is considered as an appropriate asset to manage the Bank based on his past achievements. For these reasons, he is appointed as a candidate for Director.		

<u>8</u>	Fumio Ube (Male)	(May 13, 1948)	<u>Reappointment</u>	<u>Candidate for Outside Director</u>	<u>Independent Director</u>
■	Attendance at Board of Directors meetings (times) 14/14 (100%)				
■	Number of shares of the Bank held 1,500 shares				
■	Past experience, positions, responsibilities, and significant concurrent positions				
Apr. 1973	Joined Tohoku Electric Power Company, Incorporated				
Jun. 2005	Executive Officer / General Manager of Secretariat				
Jun. 2007	Senior Executive Officer / General Manager of Tokyo Branch Office				
Jun. 2009	Managing Director / Branch Supervisor				
Jun. 2010	Representative Director & Executive Vice President				
Jun. 2012	Resigned from Tohoku Electric Power Company, Incorporated				
Jul. 2012	Vice Chairman of Tohoku Economic Federation				
Jun. 2013	Director of the Bank (current position)				
Jun. 2015	Chairman of Tohoku Productivity Center				
■	[Reason for nomination as a candidate for Outside Director and summary of expected roles]				
	In addition to serving as the Representative Director & Executive Vice President of Tohoku Electric Power Company, Incorporated until June 2012, Mr. Fumio Ube also served in positions such as Vice Chairman of Tohoku Economic Federation and Chairman of Tohoku Productivity Center. Based on the abundant experience and wide range of knowledge that he obtained as a management executive, he has proactively given his viewpoint and opinions to the Board of Directors Meeting as well as giving advice and recommendations, adequately performing his role expected in areas such as decision making of the Bank's critical management issues and monitoring the Bank's operations. For these reasons, he is reappointed as a candidate for Outside Director of the Bank.				
	Furthermore, the Bank expects him to monitor and supervise the management of the Bank from an independent standpoint, and to give beneficial advice and opinions to the Bank.				

9	Atsushi Miyanoya (Male) (April 3, 1959)	Reappointment	Candidate for Outside Director	Independent Director
■	Attendance at Board of Directors meetings (times) 14/14 (100%)			
■	Number of shares of the Bank held 0 shares			
■	Past experience, positions, responsibilities, and significant concurrent positions			
Apr. 1982	Joined the Bank of Japan			
May 2008	Director-General, Senior Secretary to the Governor			
May 2010	Director-General, Financial System and Bank Examination Department			
Mar. 2013	General Manager, Nagoya Branch			
May 2014	Executive Director / General Manager, Osaka Branch			
Mar. 2017	Executive Director (in charge of Financial System and Bank Examination Department, Currency Issue Department and Public Relations Department)			
May 2018	Retired			
Jun. 2018	Chairman, NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc. (current position)			
Jun. 2019	Director, DAIBIRU CORPORATION (current position)			
Jun. 2020	Director of the Bank (current position)			
Jun. 2021	Public Governor, the Japan Financial Services Association (current position)			
	(Significant concurrent position)			
	Chairman, NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc.			
	Director, DAIBIRU CORPORATION			
	Public Governor, the Japan Financial Services Association			
■	[Reason for nomination as a candidate for Outside Director and summary of expected roles]			
	Mr. Atsushi Miyanoya served as Executive Director of the Bank of Japan until May 2018. In addition to serving as the Chairman of NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc., he currently serves as Outside Director of DAIBIRU CORPORATION. Based on his abundant experience and wide range of knowledge regarding financial policies, he has proactively given his viewpoint and opinions to the Board of Directors Meeting as well as giving advice and recommendations, adequately performing his role expected in the areas such as decision making of the Bank's critical management issues and monitoring the Bank's operations. For these reasons, he is reappointed as a candidate for Outside Director of the Bank.			
	Furthermore, the Bank expects him to monitor and supervise the management of the Bank from an independent standpoint, and to give beneficial advice and opinions to the Bank.			

10	Yutaka Takahashi (Male) (March 2, 1948)	New Appointment	Candidate for Outside Director	Independent Director
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- Number of shares of the Bank held 0 shares
- Past experience, positions, responsibilities, and significant concurrent positions
- Mar. 1970 Joined KUBOTA Corporation
- Jan. 1974 Joined Takagen Machinery Co., Ltd.
- Jan. 1985 President of Takagen Machinery Co., Ltd.
- Feb. 1985 President of Takagen Electronics Co., Ltd. (current position)
- Feb. 1999 President of Takagen Kogyo Co., Ltd.
- Sep. 2008 President of Iwate KUBOTA Co., Ltd.
- May 2003 Chairperson of Iwate Prefectural Agricultural Machinery Fair Trade Council (current position)
- Jan. 2012 President of Michinoku KUBOTA Co., Ltd.
- Feb. 2012 Chairperson of Takagen Kogyo Co., Ltd. (current position)
- May 2014 Vice Chairperson of Agricultural Machinery Fair Trade Council (current position)
- Jun. 2017 Chairperson of Hanamaki Youth Creative Activity Promotion Association (Nonprofit Organization) (current position)
- Jun. 2018 Chairman of Hanamaki Chamber of Commerce and Industry (current position)
- Aug. 2018 Board Member of Hanamaki Higashi High School (current position)
- Jan. 2021 Chairperson of Michinoku KUBOTA Co., Ltd. (current position)
- (Significant concurrent position)
- Chairperson of Michinoku KUBOTA Co., Ltd.
- President of Takagen Electronics Co., Ltd.
- Chairperson of Takagen Kogyo Co., Ltd.
- Chairman of Hanamaki Chamber of Commerce and Industry
- Chairperson of Hanamaki Youth Creative Activity Promotion Association (Nonprofit Organization)
- Board Member of Hanamaki Higashi High School

■ [Reason for nomination as a candidate for Outside Director and summary of expected roles]

Mr. Yutaka Takahashi has served as a representative director of Michinoku KUBOTA Co., Ltd. and other companies for many years, and has also assumed several important positions in industry organizations, including Chairman of the Hanamaki Chamber of Commerce and Industry. He is appointed as a candidate for Outside Director of the Bank in the expectation that he will bring his abundant experience and wide range of knowledge as a corporate executive to bear in making decisions on important management issues and supervising the execution of business operations.

Furthermore, the Bank expects him to monitor and supervise the management of the Bank from an independent standpoint, and to give beneficial advice and opinions to the Bank.

(Notes)

1. There is no special interest relationship between each candidate and the Bank.
2. Messrs. Fumio Ube, Atsushi Miyanoya and Yutaka Takahashi are candidates for Outside Directors. The Bank has registered Messrs. Fumio Ube and Atsushi Miyanoya as Independent Directors with the Tokyo Stock Exchange in accordance with its regulations. Also, the Bank intends to register Mr. Yutaka Takahashi as an Independent Director with the Tokyo Stock Exchange in accordance with its regulations.
3. The terms of office of Messrs. Fumio Ube and Atsushi Miyanoya as Outside Directors of the Bank at the conclusion of this Annual General Meeting of Shareholders will respectively be as follows:
 Mr. Fumio Ube: Nine years
 Mr. Atsushi Miyanoya Two years
4. Mr. Fumio Ube used to work for Tohoku Electric Power Co., Inc. which is one of our customers. Although there are ordinary banking transactions between the Bank and Tohoku Electric Power Co., Inc., the balances of their deposits and loans as of March 31, 2022 were less than 1% of the total deposit balance and total asset balance of the Bank respectively. Therefore, his independence is fully secured.
5. Mr. Atsushi Miyanoya serves as Chairman of NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc. There are no transactions between the company and the Bank.
6. Mr. Yutaka Takahashi serves as Chairperson of Michinoku KUBOTA Co., Ltd., President of Takagen Electronics Co., Ltd., and Chairperson of Takagen Kogyo Co., Ltd. which are our customers. Although there are ordinary banking transactions between the Bank and these three companies, the balances of their deposits and loans as of March 31, 2022 were less than 1% of the total deposit balance and total asset balance of the Bank respectively. Therefore, his independence is fully secured.
7. The Bank has entered into liability limitation agreements with candidates for Outside Directors, Messrs. Fumio Ube and Atsushi Miyanoya, to limit their liabilities for damages to the Bank caused by negligence in the performance of their duties, to the minimum liability amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act. In the event of the reappointment of the two candidates nominated above, the Bank intends to continue the said agreements. Also, in the event of the appointment of Mr. Yutaka Takahashi nominated above, the Bank intends to enter into the same liability limitation agreement with him.
8. The Bank has entered into a directors and officers liability insurance contract pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance contract covers litigation costs to be borne by the insured when the directors and officers win the case (regular insurance policy) and litigation costs and compensation for damages when the directors and officers lose the case for compensation claims other than shareholder derivative lawsuits (regular insurance policy). The insurance contract also covers litigation costs and compensation for damages when the directors and officers lose shareholder derivative lawsuits which are covered by shareholder derivative lawsuit rider attached to regular insurance policy. The insurance premiums are fully borne by the Bank.
Each candidate will be included as the insured under the insurance policy. In addition, the Bank plans to renew the insurance policy with the same content during their terms of office.

Proposal No. 4: Election of Four (4) Directors serving as Audit and Supervisory Committee Members

Since the terms of office of four (4) Directors serving as Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders, the new election of four (4) Directors serving as the Audit and Supervisory Committee Members is proposed.

The Bank has obtained a prior consent from the Audit and Supervisory Committee for the submission of this proposal.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows:

No.	Name	Current Position	Attendance at Board of Directors meetings (times)	Attendance at Audit and Supervisory Committee meetings (times)
1	(Male) Yuji Chiba Reappointment	Director serving as Standing Audit and Supervisory Committee Member	14/14 (100%)	14/14 (100%)
2	(Female) Etsuko Sugawara Reappointment Outside Independent	Outside Director serving as Audit and Supervisory Committee Member	14/14 (100%)	14/14 (100%)
3	(Male) Masakazu Watanabe Reappointment Outside Independent	Outside Director serving as Audit and Supervisory Committee Member	13/14 (92%)	13/14 (92%)
4	(Female) Chikako Maeda New Appointment Outside Independent	-	-	-

Candidates for Directors serving as Audit and Supervisory Committee Members

1	Yuji Chiba	(Male) (May 24, 1960)	Reappointment
■	Attendance at Board of Directors meetings (times)		14/14 (100%)
■	Attendance at Audit and Supervisory Committee meetings (times)		14/14 (100%)
■	Number of shares of the Bank held		2,000 shares
■	Past experience, positions, responsibilities, and significant concurrent positions		
Apr. 1984	Joined the Bank		
Apr. 2003	Acting General Manager of Personnel Division		
Oct. 2007	General Manager of Kanegasaki Branch		
Apr. 2010	Vice General Manager of Business Administration Division		
Apr. 2013	General Manager of Audit Division		
Apr. 2016	Administrator / General Manager of Audit Division		
Jul. 2016	Executive Officer / General Manager of Audit Division		
Jun. 2017	Standing Corporate Auditor		
Jun. 2018	Director serving as Audit and Supervisory Committee Member (current position)		
■	[Reason for nomination as a candidate for Director]		
Mr. Yuji Chiba has served as General Manager of the Audit Division for four years since 2013, and has served as Standing Corporate Auditor since June 2017 and as Director serving as Audit and Supervisory Committee Member since June 2018. He has knowledge and experience to audit the execution of duties of Directors accurately, fairly and efficiently. For these reasons, he is reappointed as a candidate for Director serving as Audit and Supervisory Committee Member.			

2	Etsuko Sugawara (Female) (May 20, 1953)	Reappointment	Candidate for Outside Director	Independent Director
■	Attendance at Board of Directors meetings (times)	14/14 (100%)		
■	Attendance at Audit and Supervisory Committee meetings (times)	14/14 (100%)		
■	Number of shares of the Bank held	0 shares		
■	Past experience, positions, responsibilities, and significant concurrent positions			
Apr. 1987	Research Associate of Iwate University Faculty of Education			
Apr. 1989	Lecturer of Iwate University Faculty of Education			
Apr. 1993	Associate Professor of Iwate University Faculty of Education			
Apr. 1999	Professor of Iwate University Faculty of Education			
Apr. 2010	Vice President of Iwate University Faculty of Education			
Mar. 2015	Director and Vice President of Iwate University Faculty of Education			
Jun. 2018	Director serving as Audit and Supervisory Committee Member (current position)			
Mar. 2019	Retired as Director and Vice President of Iwate University			
■	[Reason for nomination as a candidate for Outside Director and summary of expected roles]			
Ms. Etsuko Sugawara has served as Director and Vice President of Iwate University. She has also contributed to raising the momentum and promoting a gender-equal society. The Bank concluded that she has the ability to apply her professional expertise and extensive knowledge and insight as an academic expert to the Bank's auditing activities. For these reasons, she is reappointed as a candidate for Outside Director serving as Audit and Supervisory Committee Member.				
Furthermore, the Bank expects her to monitor and supervise the management of the Bank from an independent standpoint, and to give beneficial advice and opinions to the Bank.				

3 Masakazu Watanabe (Male) (July 17, 1969) Reappointment Candidate for Outside Director Independent Director

- Attendance at Board of Directors meetings (times) 13/14 (92%)
- Attendance at Audit and Supervisory Committee meetings (times) 13/14 (92%)
- Number of shares of the Bank held 400 shares
- Past experience, positions, responsibilities, and significant concurrent positions
- Apr. 1996 Registered with Japan Federation of Bar Associations
- Apr. 1999 Established Masakazu Watanabe Law Office (current position)
- Apr. 2012 Chairman of Iwate Bar Association
- Apr. 2012 Director of Japan Federation of Bar Associations
- Oct. 2016 Domestic relations conciliation commissioner of Morioka Family Court
- Jun. 2020 Director serving as Audit and Supervisory Committee Member (current position)

(Significant concurrent position)

Attorney at law

- [Reason for nomination as a candidate for Outside Director and summary of expected roles]

Since Mr. Masakazu Watanabe is well versed in corporate legal affairs as an attorney at law and has extensive legal knowledge and experience, the Bank concluded that he has the ability to apply his extensive knowledge and insight, especially in legal affairs, to the Bank's auditing activities. For these reasons, he is reappointed as a candidate for Outside Director serving as Audit and Supervisory Committee Member of the Bank.

Furthermore, the Bank expects him to monitor and supervise the management of the Bank from an independent standpoint, and to give beneficial advice and opinions to the Bank.

4 Chikako Maeda (Female) (March 10, 1966) New Appointment Candidate for Outside Director Independent Director

- Number of shares of the Bank held 0 shares
- Past experience, positions, responsibilities, and significant concurrent positions
- Apr. 1988 Joined Iwate Prefectural Government
- May 2003 Established Xiaoxiang's Tea Workshop (current position)
- Mar. 2017 Registered Licensed Guide (Chinese) (current position)
- Aug. 2017 Vice Chairperson of Zenrinkan (Nonprofit Organization)

(Significant concurrent position)

Vice Chairperson of Zenrinkan (Nonprofit Organization)

- [Reason for nomination as a candidate for Outside Director and summary of expected roles]

After serving as a public servant in the Iwate Prefectural Government, Ms. Chikako Maeda has been engaged in a wide range of local community-based activities as an independent business owner and an interpreter/guide. The Bank concluded that she has the ability to apply her wealth of experience and extensive knowledge to the Bank's auditing activities. For these reasons, she is appointed as a candidate for Outside Director serving as Audit and Supervisory Committee Member of the Bank.

Furthermore, the Bank expects her to monitor and supervise the management of the Bank from an independent standpoint, and to give beneficial advice and opinions to the Bank.

(Notes)

1. There is no special interest relationship between each candidate and the Bank.
2. Mesdames Etsuko Sugawara and Chikako Maeda and Mr. Masakazu Watanabe are candidates for Outside Directors. The Bank has registered Ms. Etsuko Sugawara and Mr. Masakazu Watanabe as Independent Directors with the Tokyo Stock Exchange in accordance with its regulations. Also, the Bank intends to register Ms. Chikako Maeda as an Independent Director with the Tokyo Stock Exchange in accordance with its regulation.
3. The terms of office of Ms. Etsuko Sugawara and Mr. Masakazu Watanabe as Outside Directors serving as Audit and Supervisory Committee Members of the Bank at the conclusion of this Annual General Meeting of Shareholders will respectively be as follows:
Ms. Etsuko Sugawara: Four years
Mr. Masakazu Watanabe Two years
4. Ms. Etsuko Sugawara used to work for Iwate University which is one of our customers. Although there are ordinary banking transactions between the Bank and Iwate University, the balances of their deposits as of March 31, 2022 were less than 1% of the total deposit balance of the Bank and there was no loan balance. Also, in December 2017, on the occasion of the new construction of the “day-care center in the workplace” operated jointly by the Bank and Iwate University, the Bank made a donation of 20 million yen to be used to fund the construction. There is no history of making large donations other than this or making regular donations, and the average amount of donations from the Bank in the past three years was less than 10 million yen. Therefore, her independence is fully secured.
5. Mr. Masakazu Watanabe was one of our legal advisors until May 2020, but the average amount of compensation in the last three years of his term of office was less than 10 million yen, and he satisfies the independence criteria stipulated in the “Independence Standards for Outside Directors” set forth by the Bank. Also, although there are ordinary banking transactions between the Bank and Mr. Watanabe, the balance of his deposits as of March 31, 2022 was less than 1% of the total deposit balance of the Bank, and there was no loan balance. Therefore, his independence is fully secured.
6. Ms. Chikako Maeda is Vice Chairperson of Zenrinkan (Nonprofit Organization) which is one of our customers. Although there are ordinary banking transactions between the Bank and Zenrinkan (Nonprofit Organization), the balances of their deposits as of March 31, 2022 were less than 1% of the total deposit balance of the Bank and there was no loan balance. Therefore, her independence is fully secured.
7. The Bank has entered into liability limitation agreements with candidates for Outside Directors, Ms. Etsuko Sugawara and Mr. Masakazu Watanabe, to limit their liabilities for damages to the Bank caused by negligence in the performance of their duties, to the minimum liability amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act. In the event of the reappointment of the two candidates nominated above, the Bank intends to continue the said agreements. Also, in the event of the appointment of Ms. Chikako Maeda nominated above, the Bank intends to enter into the same liability limitation agreement with her.
8. The Bank has entered into a directors and officers liability insurance contract pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance contract covers litigation costs to be borne by the insured when the directors and officers win the case (regular insurance policy) and litigation costs and compensation for damages when the directors and officers lose the case for compensation claims other than shareholder derivative lawsuits (regular insurance policy). The insurance contract also covers litigation costs and compensation for damages when the directors and officers lose shareholder derivative lawsuits which are covered by shareholder derivative lawsuit rider attached to regular insurance policy. The insurance premiums are fully borne by the Bank. The candidate will be included as the insured under the insurance policy. In addition, the Bank plans to renew the insurance policy with the same content during his terms of office.

The Bank of Iwate
Independence Standards for Outside Directors

Based on the premise that Outside Directors satisfy the independence standards set forth by the Tokyo Stock Exchange, Inc., the Bank defines their independence as not falling under any of the items listed below. In principle, Outside Directors, including candidates, who do not fall under any of the items shall be deemed “independent” Outside Directors.

1. A person or an executing person for whom the Bank is a major business partner
2. A person or an executing person who is a major business partner of the Bank
3. An accounting expert or legal expert who receives from the Bank monetary consideration or any other property in the amount of over 10 million yen per year in average over the past three years, in addition to compensation that he or she receives from the Bank
4. The Accounting Auditor of the Bank or an employee of the Accounting Auditor
5. A major shareholder of the Bank or an executing person for such shareholder who holds 10% or more of the total voting rights
6. A recipient of donation from the Bank or an executing person for such recipient in the amount of over 10 million yen per year in average over the last three years
7. The spouse or relative within the second degree of kinship of any of the person listed below.
 - i) A person who falls under any of the above 1. to 6.
 - ii) An executing person of the Bank or any of its subsidiaries
8. A person who may have constant and substantive conflicts of interest with general shareholders of the Bank due to reasons other than those stated in the above 1. to 7.

* Definition of a “major business partner”

Person for whom the Bank is a major business partner

Regular transactions: It is determined based on the ratio of the person’s sales to the Bank (2% or more) to the person’s total net sales for the most recent fiscal year.

Financing transactions: The Bank is in the highest rank of the person’s lenders and changes in the Bank’s loan policy have a serious impact on the person.

Major business partner of the Bank

Financing transactions: The Bank is lending 1% or more of its total assets to the business partner.

Deposit transactions: Deposits made by the business partner accounts for 1% or more of the Bank’s total deposits payable.

Reference

Skill Matrix of Directors

- The following table shows the areas of experience of the candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) and the areas where the Bank particularly expects the contribution from the Directors Serving as Audit and Supervisory Committee Members (including the candidates).

【Internal Directors/Internal Audit and Supervisory Committee Members】

Name	Proposed Position in the Bank	Skill Category						
		Business Strategy	Risk Management	Personnel Management	Marketing	Loan Supervision	Market Investment	System / IT
Sachio Taguchi	Chairman	○	○	○	○			
Toru Iwayama	President	○			○		○	
Motomu Sato	Director / Senior Managing Executive Officer	○	○	○				○
Kensei Ishikawa	Director / Managing Executive Officer	○				○	○	
Shinji Niisato	Director / Managing Executive Officer	○			○			
Shinei Kishi	Director / Managing Executive Officer	○			○	○		
Fumihiko Kikuchi	Director / Managing Executive Officer	○			○			
Yuji Chiba	Director serving as Audit and Supervisory Committee Member		○					
Shuichi Fujisawa	Director serving as Audit and Supervisory Committee Member		○					

【Outside Directors/Outside Audit and Supervisory Committee Members】

Name	Proposed Position in the Bank	Skill Category			
		Business Management	Finance	Legal	Area of Expertise
Fumio Ube	Director	○			○ Energy Industry
Atsushi Miyanoya	Director	○	○		
Yutaka Takahashi	Director	○			○ Local Economy
Etsuko Sugawara	Director serving as Audit and Supervisory Committee Member				○ Diversity
Masakazu Watanabe	Director serving as Audit and Supervisory Committee Member			○	
Chikako Maeda	Director serving as Audit and Supervisory Committee Member				○ Diversity

- The above chart does not represent all of the knowledge and experience that each Director possesses. Up to four major areas of expertise of each director are indicated with circle marks (○).
- For Directors serving as Audit and Supervisory Committee Members, the areas that the Bank expects their contribution the most are indicated with circle marks (○).

Proposal No. 5: Dividend of Surplus (Shareholder Proposal)

Proposal No. 5 is a proposal by a shareholder. The number of voting rights of the shareholder who made the proposal (one shareholder) is 8,381.

The “Summary of the Proposal” and the “Outline of Reason for the Proposal” is the original text of the relevant sections of the document submitted by the proposing shareholder regarding this shareholder proposal presented as is except for certain adjustments made in light of formality.

What is Shareholder Proposal:

The Companies Act grants shareholders the right to make proposals provided that certain requirements are met. With respect to these proposals, the company is required to post the agenda, regardless of its content, except in certain cases such as violation of laws and regulations or the Articles of Incorporation.

The Bank has received a proposal from one shareholder and, considering the above regulation, the original text of the relevant sections of the document submitted regarding this shareholder proposal has been posted as is except for certain adjustments made in light of formality.

1. Summary of the Proposal

(1) Agenda No. 1: Dividend of Surplus

A special dividend shall be made as follows:

A. Type of dividend:

Cash

B. Allocation and the total amount of dividends:

An amount equal to ¥76 per share shall be paid in addition to the amount (if any) of the dividend payment from surplus per share of common stock which is approved at the 140th Annual General Meeting of Shareholders based on the proposal on the dividend of surplus made by the Company. The total amount of special dividends to be paid pursuant to Agenda No 1 shall be calculated by multiplying the amount of the special dividend per share of common stock by the number of shares eligible to receive dividend payments as of 31st March 2022.

C. Effective date of dividend payment from surplus

The day after the date of the 140th Annual General Meeting of Shareholders.

2. Outline of Reason for the Proposal

The Company's dividend policy should be to distribute to shareholders an amount equal to 100% of the amount of the Company's net income that is not directly related to its core business activities (specifically, dividend income that the Company receives on the Company's equity holdings) plus an amount equal to 50% of the net income from its core lending activities.

If the Company adopts such policy, the Company would still be able to retain 50% of the available earnings generated by the Company's core lending and banking activities. The Company would have sufficient financial flexibility to self-fund the expansion of its banking business.

The payment of this special dividend to be proposed at the upcoming General Meeting of Shareholders does not adversely impact the Company and its future business prospects or solvency of the Company. Further, the payment of such a special dividend does not jeopardise the Company's ability to prepare for various technology changes, provide services to its customers, or fulfill its obligations to stakeholders in the Iwate Prefecture.

Opinion of the Board of Directors of the Bank on Proposal No. 5

The Board of Directors of the Bank is **against** this proposal.

Since its establishment in May 1932, the Bank has been maintaining its two fundamental mission objectives of “contributing to the development of the regional community” and “ensuring financial soundness of the Bank under all circumstances.” These fundamental mission objectives represent the Bank’s commitment to continuously serving its community as a partner and fulfilling its responsibilities as a financial institution to the community through sound management.

Based on these two fundamental mission objectives, the Bank is committed to a basic policy of maintaining stable dividend payments to shareholders while securing sufficient internal reserves given the public nature of a bank and from a standpoint of ensuring its sound management. Based on this basic policy, the Bank has established a shareholder return policy and announced it on March 24, 2022 as follows:

1. Aiming for a dividend payout ratio of 30% of net income attributable to owners of parent, while maintaining a stable dividend of ¥70 per share.
2. Repurchase its treasury stock flexibly and agilely, taking into account market trends, earnings prospects, and other factors.

In accordance with this shareholder return policy, the Bank also announced on the same day that the annual total dividend for the fiscal year ended March 31, 2022 will be ¥80 per share (of which, common dividend of ¥70 per share and commemorative dividend of ¥10 per share), which is ¥20 per share more than the previously expected dividend (This will make a payout ratio of 33.9% for the fiscal year ended March 31, 2022). In addition, the Bank repurchased treasury stock totaling ¥478 million in the fiscal year ended March 31, 2022. The Bank recognizes that it will deliver the utmost return to its shareholders by enhancing its medium- to long-term corporate value while continuing these shareholder return initiatives and securing sufficient internal reserves for investments in the DX field and ESG-related investments.

This proposal calls for a special dividend of ¥76 per share in addition to the above ¥80 per share. The Board of Directors of the Bank concludes that this proposal of dividend of surplus neglects the public nature of a bank and stability of sound management and is based on a short-term perspective, and adversely affects our responsibilities as a local financial institution, which in turn will not enhance the Bank’s medium- to long-term corporate value.

For the above reasons, the Board of Directors of the Bank is against this proposal.