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(Securities Code: 8551)

June 1, 2022

### To Shareholders with Voting Rights:

Masamichi Ishizuka Director and President The Kita-Nippon Bank, Ltd. 6-7, Chuodori 1-chome, Morioka, Iwate, Japan

## NOTICE OF CONVOCATION OF THE 118TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 118th Annual General Meeting of Shareholders of the Kita-Nippon Bank, Ltd. (the "Bank"). The meeting will be held in the manner described below.

If you are unable to attend the meeting on the day of the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet. In that case, please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by no later than 5:10 p.m. on Thursday, June 23, 2022 Japan time.

1. Date and Time: Friday, June 24, 2022 at 10:00 a.m. Japan time

**2. Place:** 3F, Large Meeting Room, Head Office of the Bank, 6-7, Chuodori 1-chome, Morioka, Iwate, Japan

3. Meeting Agenda:

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

2. The Consolidated Financial Statements for the Bank's 118th Fiscal Year (from April 1, 2021 to March 31, 2022) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and

**Supervisory Committee** 

Proposals to be resolved:

**Proposal No. 1:** Appropriation of Surplus

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

Proposal No. 3: Election of Eight (8) Directors (Excluding Directors Serving as Audit and

Supervisory Committee Members)

#### 4. Exercise of Voting Rights:

(1) Exercise of Voting Rights in Writing (by mail)

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that the Bank receives it by no later than 5:10 p.m. on Thursday, June 23, 2022 Japan time.

(2) Exercise of Voting Rights via the Internet

Please read the "Procedures for Exercise of Voting Rights via the Internet" on page 4 (in Japanese), access the voting website for smartphones or the Bank's designated voting website (https://www.e-sokai.jp), and indicate your vote for or against the proposals following the instructions on the screen by no later than 5:10 p.m. on Thursday, June 23, 2022 Japan time.

#### (3) Handling of Duplicate Voting

If you exercise your voting rights both in writing (by mail) and via the Internet, regardless of the dates on which the votes are received, 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.

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When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception

desk of the Bank's head office on the day of the meeting for confirmation.
 The following items, in accordance with laws and regulations, and Article 16 of the Articles of Incorporation of the Bank, are published on the Bank's website (https://www.kitagin.co.jp/) and are thus omitted from this notice.

(Business Report)

- 1) Matters related to the Bank's share subscription rights and others
- 2) System to ensure appropriateness of business operations

(Non-consolidated Financial Statements)

- 3) Non-consolidated Statement of Changes in Net Assets
- 4) Notes to Non-consolidated Financial Statements

(Consolidated Financial Statements)

- 5) Consolidated Statement of Changes in Net Assets
- 6) Notes to Consolidated Financial Statements

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

Please note that, if there are any corrections to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements, the corrected documents will be posted on the Bank's website (https://www.kitagin.co.jp/).

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

### **Proposals and Reference Matters**

#### **Proposal No. 1:** Appropriation of Surplus

In order to prepare for changes in the business environment surrounding financial institutions, paying heed to internal reserves to strengthen management structure while also taking into account the continuous provision of stable dividends to shareholders and the business results of this fiscal year in a comprehensive manner, the following payout is proposed.

- 1. Matters concerning year-end dividends
  - (1) Type of dividend property Cash
  - (2) Matters concerning the allotment of dividend property and the total amount 35 yen per share of common stock of the Bank The total amount of dividends 293,368,320 yen
  - (3) Effective date of distribution of surplus Monday, June 27, 2022
- 2. Other matters concerning the appropriation of surplus
  - (1) Item and amount of surplus to be decreased
    Retained earnings brought forward 1,700,000,000 yen
  - (2) Item and amount of surplus to be increased
    General reserve 1,700,000,000 yen

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

- 1. Reasons for the proposal
- (1) The amended provisions stipulated in the proviso to 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.
  - 1) 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.
  - 2) The proposed Article 16, Paragraph 2 establishes 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 documents 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. The supplementary provisions shall be deleted after the specified date.
- (2) To enable the appropriate return of profits to shareholders through the implementation of flexible dividend and capital policies, the Articles of Incorporation will be amended to allow the Board of Directors to make decisions regarding the payment of dividends from surplus, etc. by its resolution.
- 2. Details of the amendments

  The details of the amendments are as follows.

(The amended sections have been underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter 3. General Meeting of Shareholders	Chapter 3. General Meeting of Shareholders
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)  Article 16. The Bank may, when convening a general meeting of shareholders, deem that it has	(Deleted)
provided information to shareholders pertaining to matters to be described or indicated in the reference documents 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.  (Newly added)	(Measures for Electronic Provision of Information,  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 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 vesting voting rights.

Current Articles of Incorporation	Proposed Amendments
Chapter 6. Accounting	Chapter 6. Accounting
(Newly added)  (Dividend Record Date) Article 35. The record date for the year-end dividend shall be March 31 of each year.  (Newly added)	(Decision-making Body for Dividends, etc.)  Article 35. The Bank may determine the matters provided in each item of Article 459, Paragraph 1 of the Companies Act, including the distribution of surplus, by resolution of the Board of Directors, except as otherwise provided by laws and regulations. (Dividend Record Date)  Article 36. The record date for the Bank's year-end dividend shall be March 31 of each year.  2. The record date for the Bank's interim dividend shall be September 30 of each year.
(Interim Dividend Record Date)  Article 36. The Bank may, by resolution of the Board of Directors, pay interim dividends with a record date of September 30 of each year.	(Deleted)
Supplementary Provisions	Supplementary Provisions
(Provisional Measures Concerning Agreements to Limit the Liability of Corporate Auditors) Agreements to limit the liability of Outside Auditors (including former Outside Auditors) for damages stipulated in Article 423, Paragraph 1 of the Companies Act arising from actions taken before the conclusion of the 117th Annual General Meeting of Shareholders shall be treated in accordance with the provisions of Article 34 of the Articles of Incorporation before amendment made by resolution of the said General Meeting of Shareholders.	1. The Articles of Incorporation prior to their amendment at the conclusion of the Annual General Meeting of Shareholders for the fiscal year ended March 31, 2022 (hereinafter the "Articles of Incorporation Prior To Amendment") shall be amended to delete Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and establish a new Article 16 (Measures for Electronic Provision of Information, Etc.), and shall come into effect on the date of enactment as stipulated in the proviso to Article 1 of the supplementary provisions of Act No. 70 of 2019, "Act Partially Amending the Companies Act" (hereinafter referred to as the "Effective Date").  2. Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation Prior To Amendment shall remain in force with respect to general meetings of shareholders to be held on a date falling within six (6) months from the Effective Date.  3. These Supplementary Provisions shall be automatically deleted after the lapse of six (6) months from the Effective Date or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

**Proposal No. 3:** Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The term of office of all the eight (8) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter, the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

In order to enhance transparency and fairness, the Board of Directors makes decisions on the selection of candidates for Directors based on the report of the Nominating Advisory Committee. The Audit and Supervisory Committee has reviewed this proposal, and there are no special matters that require a statement of opinion at the General Meeting of Shareholders in accordance with the provisions of the Companies Act.

Candidates for Directors are as follows:

No.	Namo	e	Current position at the Bank	Attendance at Board of Directors' meetings
1	Reappointment	Yasunori Sato	Director and Chairman	100% (12/12)
2	Reappointment	Masamichi Ishizuka	Director and President	100% (12/12)
3	Reappointment	Tatsuya Sato	Senior Managing Director	100% (12/12)
4	Reappointment	Hiroshi Shimomura	Managing Director	100% (12/12)
5	Reappointment	Tadashi Hamataira	Managing Director	100% (12/12)
6	Reappointment Outside Director Independent Director	Kaichi Murata	Outside Director	100% (12/12)
7	Reappointment	Yuta Kodera	Director	100% (12/12)
8	Reappointment Outside Director Independent Director	Masato Komura	Outside Director	100% (10/10)

## [Reference]

## [Skills Matrix of Director Candidates]

		Skill categories of Internal Directors								Skill categories that the Bank expects from Outside Directors			
Name	Position	Corporate Strategy & Business Planning	Risk Management & Compliance	Finance & Accounting	Human Resources and Staff Development	Banking Practice and Sales	Credit Supervision	Fund Investment	IT Systems, Digital and Administrati ve	Corporate Management	Finance & Economics	Legal & Compliance	Local Economy & Impact
Yasunori Sato	Director and Chairman	0	0	0	0	0	0	0					
Masamichi Ishizuka	Director and President	0	0	0	0	0	0		0				
Tatsuya Sato	Senior Managing Director	0	0		0	0	0	0	0				
Hiroshi Shimomura	Managing Director	0	0	0		0							
Tadashi Hamataira	Managing Director	0	0			0	0						
Kaichi Murata	Director									0	0	0	0
Yuta Kodera	Director	0	0					0					
Masato Komura	Director									0	0	0	0

Candidate No.	Name (Date of birth)	(Pos	tions, res	Career summary ponsibilities and significant concurrent positions)	Number of shares of the Bank held
	Yasunori Sato (Feb. 11, 1945)  Reappointment	Apr. Jun. Jun. Apr. Jun.	1968 1995 1997 1999 2017	Joined the Bank Director, Manager of General Affairs Division Managing Director Director and President Director and Chairman (to present)	30,500 shares
1	manage a bank in management since Chairman in June 20 [Special Interests]	ossesses t an accur his appoi 017, and th	he abunda ate, fair, ntment as aerefore th	ant experience, broad insight, and sufficient social creater and efficient manner, as he has been administering Director and President in April 1999 and as Director and President in April 1999 and as Director.  andidate Yasunori Sato and the Bank.	ng overall
2	Masamichi Ishizuka (Apr. 18, 1960) Reappointment	Apr. Jun. Apr. May. Jun. May. Apr. Jun. Feb.	1984 2007 2008 2009 2009 2011 2013 2015 2020	Joined the Bank Director, Branch Manager of Sendai Branch and Head of Sendai Loan Center Director, Branch Manager of Sendai Branch Director Managing Director Managing Director, Manager of Business Management Division Managing Director Senior Managing Director Director and President (to present) (In charge of Audit Division)	20,100 shares
	possesses the abund an accurate, fair, an branches since his a his appointment as election as Director. [Special Interests]	izuka has ant experi d efficien ppointmen Director	abundar ence, bro t manner, nt as Dire and Presi	or Director] Int operational experience at Head Office and branch and insight, and sufficient social credibility to manage as he has been demonstrating leadership at Head Octor in June 2007 and administering overall manager ident in February 2020, and therefore the Bank produced and the Masamichi Ishizuka and the Bank.	a bank in Office and nent since

Candidate No.	Name (Date of birth)	(Po	sitions, res	Career summary ponsibilities and significant concurrent positions)	Number of shares of the Bank held		
3	Tatsuya Sato (Feb. 4, 1959) Reappointment	Apr. Jun. Oct. Apr. Apr. Jun.	1981 2009 2012 2012 2013 2015 2015	Joined the Bank Director, Manager of Personnel Division Managing Director, Manager of Personnel Division Managing Director Managing Director, Manager of Risk Management and Assessment Division Managing Director Senior Managing Director (to present) (In charge of Fund Investment Division, Computer Systems and Operations Division, and Risk Management Division)	16,000 shares		
	[Reason for Nomination as Candidate for Director]  Mr. Tatsuya Sato possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been demonstrating leadership in supervising the personnel and compliance divisions since his appointment as Director in June 2009, and therefore the Bank proposes his election as Director.  [Special Interests]  There are no special interests between candidate Tatsuya Sato and the Bank.						
4	Hiroshi Shimomura (Nov. 22, 1966)  Reappointment	Apr. Oct. Apr. Apr. Jun. Apr. Oct.	1990 2008 2012 2015 2017 2019 2020	Joined the Bank Manager of Secretariat Branch Manager of Mizusawa Branch Manager of Corporate Planning Division Director, Manager of Corporate Planning Division Director, Manager of Business Management Division Managing Director, Manager of Business Management Division (to present) (In charge of Business Management Division, Personnel Division, and Digital Strategy Office) or Director]	6,600 shares		
	Mr. Hiroshi Shimomura has abundant operational experience at Head Office and branches, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the corporate planning and business management divisions since his appointment as Director in June 2017, and therefore the Bank proposes his election as Director.  [Special Interests]  There are no special interests between candidate Hiroshi Shimomura and the Bank.						

Candidate No.	Name (Date of birth)	(Pos	itions, resp	Career summary consibilities and significant concurrent positions)	Number of shares of the Bank held			
		Apr. Oct. Apr.	1983 2004 2008	Joined the Bank Branch Manager of Minami-Oodori Branch Deputy Manager of Business Management Division				
	Tadashi Hamataira (Sep. 11, 1964)	Apr. Apr. Jun. Apr.	2014 2017 2019 2021	Branch Manager of Honcho Branch Manager of Credit Supervision Division Director, Manager of Credit Supervision Division Director, assigned to President	6,300 shares			
5		Jun.	2021	Managing Director (to present) (In charge of General Affairs Division, Credit Supervision Division, and Corporate Planning Division)				
	[Reason for Nomination as Candidate for Director] Mr. Tadashi Hamataira has abundant operational experience at Head Office and branches, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the credit supervision division since his appointment as Director in June 2019, and therefore the Bank proposes his election as Director.  [Special Interests]							
	There are no special	Apr.	1963	andidate Tadashi Hamataira and the Bank.  Joined Hitachi, Ltd.				
	Kaichi Murata	Jun.	1997	Director, General Manager of Finance Department of Hitachi, Ltd.				
	(Mar. 6, 1941)	Apr.	1999	Senior Managing Director, General Manager of Finance Department of Hitachi, Ltd.	4.200			
	Reappointment Outside Director	Jun.	2001	President and Representative Director of Hitachi Capital Corporation (currently Mitsubishi HC Capital Inc.)	4,300 shares			
	Independent Director	Jun. Apr.	2006 2008	Honorary Advisor of Hitachi, Ltd.  Director of Meiji University				
6		Jun.	2011	Director of the Bank (to present)				
	[Reason for Nomination as Candidate for Outside Director and Expected Role] After retiring as Senior Managing Director of Hitachi, Ltd., Mr. Kaichi Murata served as President and Representative Director of Hitachi Capital Corporation. To utilize his knowledge and experience, etc., fostered at a core financial company of the Hitachi group in the management of the Bank from a wide perspective, the Bank proposes his election as Outside Director.							
	[Term of Office] Mr. Kaichi Murata has served as Outside Director for eleven (11) years as of the conclusion of this General Meeting of Shareholders.  [Special Interests and Independence] There are no special interests between candidate Kaichi Murata and the Bank.							

Candidate No.	Name (Date of birth)	(Positions, res	Career summary ponsibilities and significant concurrent positions)	Number of shares of the Bank held				
7	Yuta Kodera (Jun. 6, 1968) Reappointment	Sep. 2007 Jo (c May. 2020 Jo D Jun. 2020 D Apr. 2022 D	bined The Long-Term Credit Bank of Japan, Limited currently Shinsei Bank, Limited) bined The Sumitomo Trust and Banking Co., Ltd. currently Sumitomo Mitsui Trust Bank, Limited) bined the Bank, Adviser to Corporate Planning civision irector, Manager of Corporate Planning Division irector, Branch Manager of Tokyo Branch and Head of Tokyo Liaison Office (to present)	3,200 shares				
,	[Reason for Nomination as Candidate for Director] Mr. Yuta Kodera has long years of experience in the financial industry and deep insight into laws and regulations applicable to banks and corporate management as well as financial market transactions both inside and outside Japan and risk management operation. He possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the corporate planning division since his appointment as Director in June 2020, and therefore the Bank proposes his election as Director  [Special Interests] There are no special interests between candidate Yuta Kodera and the Bank.							

Candidate No.	Name (Date of birth)	(Pos	itions,	Career summary responsibilities and significant concurrent positions)	Number of shares of the Bank held		
8	Masato Komura (Jul. 12, 1947)  Reappointment  Outside Director  Independent Director		1997 1998 1999 2000 2004 2006 2007 2014 2018 2020 2021 ant con	Joined Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Director, General Manager, Finance Division of Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Director, Deputy General Manager, Tokyo Marketing Headquarters of Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Director, General Manager, Group Pension Management Division of Meiji Yasuda Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Executive Managing Director of Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Senior Executive Director, General Manager, Asset Management Division of Meiji Yasuda Life Insurance Company Representative Director and Chairman of Towa Kosan, Ltd. Director and Senior Executive Officer, General Manager, CSR Promotion Division of SANKI ENGINEERING CO., LTD. Full-time Audit & Supervisory Board Member of SANKI ENGINEERING CO., LTD. Director of SANKI ENGINEERING CO., LTD. Full-time Advisor of SANKI ENGINEERING CO., LTD.	200 shares		
	Full-time Advisor of SANKI ENGINEERING CO., LTD.  [Reason for Nomination as Candidate for Outside Director and Expected Role]  Mr. Masato Komura has long been involved in investment management business at financi institutions and served as a director of several companies. To utilize his abundant experience and broat insight fostered in his career in the management of the Bank from a wide perspective, the Bar proposes his election as Outside Director.						
	Meeting of Sharehol [Special Interests]	ders.		utside Director for one (1) year as of the conclusion of the conclusion of the candidate Masato Komura and the Bank.	is General		

(Notes) 1. Mr. Kaichi Murata and Mr. Masato Komura have been notified as Independent Directors to the Tokyo Stock Exchange.

2. Regarding Liability Limitation Agreements with Outside Directors
The Bank has entered into a liability limitation agreement with each of Mr. Kaichi Murata and Mr. Masato Komura in accordance with Article 427, Paragraph 1 of the Companies Act (the "Act") and the Articles of Incorporation to limit their liability for damages under Article 423, Paragraph 1 of the Act. The amount of their liability under the agreement is the minimum liability amount stipulated by laws and regulations in cases where their actions were made in good faith and no gross negligence is found.

If this Proposal is approved and passed, the Bank intends to continue the said agreements.

3. The Bank has concluded a directors and officers liability insurance contract with an insurance company and each candidate will be insured under the said insurance contract. Please refer to page 18 of the Business Report (in Japanese) for an outline of the content of the said insurance contract. The Bank intends to retain the contract with the same terms and conditions at the time of the next renewal.

#### Independence Criteria for Outside Officers

In cases where the results of the Bank's investigation of a reasonably possible scope determine that an Outside Officer does not fall under any of the following, said Outside Officer shall be judged to be independent.

- 1. An officer or employee of the corporate group consisting of the Bank and its subsidiaries (hereinafter the "Group")
- 2. A major shareholder with 5% or greater stake of the Bank, or its executive officers (Note 1)
- 3. A business partner whose sum of transactions with the Group exceeds 2% of the consolidated sales volume of that business partner's group in the most recent fiscal year, or its executive officers
- 4. An individual who, as of the end of the most recent fiscal year, has transactions with the Bank in the form of deposits or loans and the remaining balance of such deposits and loans with whom exceeds 1% of the Group's consolidated total assets, or its executive officers
- 5. A consultant, accounting professional, or legal professional who receives over 10 million yen in a year in monetary or other compensation from the Group aside from officer's compensation (If the legal entity or association that he/she belongs to receives compensation that meets this criterion, the same shall apply to him/her.)
- 6. An individual who has fallen under any of the above items 1 through 5 in the past 10 years
- 7. A close relative of an individual who has fallen under any of items 1 through 6 (a spouse or relative within the second degree)

#### (Note 1)

"Executive officers" refer to executive officers as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act and includes not only executive directors but employees as well.