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(Securities Code: 7189)

June 12, 2017

To Shareholders with Voting Rights:

Hiromichi Tanigawa  
President  
**Nishi-Nippon Financial Holdings, Inc.**  
1-1, Hakata-ekimae 3-chome, Hakata-ku,  
Fukuoka, Japan

### **NOTICE OF CONVOCATION OF THE 1ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 1st Annual General Meeting of Shareholders of Nishi-Nippon Financial Holdings, Inc. (the “Company,” with its subsidiaries, the “Group”). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting, you can exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders attached to this document and exercise your voting rights by 5:00\* p.m. on Wednesday, June 28, 2017.**

\*Japan Standard Time (JST)

- 1. Date and Time:** Thursday, June 29, 2017 at 10:00 a.m. JST  
(Reception begins: 9:00 a.m.)
- 2. Place:** Meeting Room on the third floor, Annex of Head Office of THE NISHI-NIPPON CITY BANK, LTD.,  
3-6, Hakata-ekimae 1-chome, Hakata-ku, Fukuoka, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Consolidated Financial Statements for the Company’s 1st Fiscal Year (from October 3, 2016 to March 31, 2017) and the results of the audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Committee
  2. Non-consolidated Financial Statements for the Company’s 1st Fiscal Year (from October 3, 2016 to March 31, 2017)

**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 9 Directors (excluding those who are Audit and Supervisory Committee members)

**Proposal No. 4:** Decision of Amount of Remuneration to Directors (excluding those who are Audit and Supervisory Committee members)

**Proposal No. 5:** Decision of Amount of Remuneration to Directors who are Audit and Supervisory Committee members

## **Instructions for Exercise of Voting Rights:**

### **If attending the General Meeting of Shareholders**

#### **Date and time of the General Meeting of Shareholders:**

**Thursday, June 29, 2017 at 10:00 a.m. JST**

(The reception is scheduled to begin at 9:00 a.m.)

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for confirmation.

To conserve resources, please bring your own copy of this notice of convocation.

### **If not attending the General Meeting of Shareholders**

#### **Exercise of Voting Rights by Post (in Writing)**

**Exercise deadline: Arrival by Wednesday, June 28, 2017 at 5:00 p.m. JST**

Voting rights may be exercised via mail. Please review the “Reference Documents for the General Meeting of Shareholders” that follow, indicate your vote for or against the proposals on the Voting Rights Exercise Form, and return it.

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

**Exercise deadline: Until Wednesday, June 28, 2017 at 5:00 p.m. JST**

**Voting website: <http://www.e-sokai.jp>**

Please access the voting website on the Internet, follow the instructions on the voting website, and indicate your vote for or against the proposals.

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. Additionally, if you submit your vote multiple times via the Internet, only the last vote will be valid.

End

- Among the documents to be provided with this notice of convocation, the Systems to Secure the Appropriateness of Operations of the Business Report, the Consolidated Statement of Changes in Net Assets of the Consolidated Financial Statements, Notes to the Consolidated Financial Statements, Non-consolidated Statement of Changes in Net Assets of the Non-consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company’s website (<http://www.nnfh.co.jp/>) in accordance with laws and regulations as well as Article 17 of the Articles of Incorporation of the Company. Therefore, they are not included in the Attached Documents to this Notice of Convocation of the Annual General Meeting of Shareholders. Accordingly, the Attached Documents to this Notice of Convocation of the Annual General Meeting of Shareholders include only part of the Consolidated Financial Statements and the Non-consolidated Financial Statements which have been audited by the Independent Auditor

and the Audit and Supervisory Committee when they prepared the Independent Auditor's Report and the Audit Report, respectively.

- Any modification to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website (<http://www.nnfh.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company's basic policy is to strengthen its financial standing via appropriate enrichment of internal reserves and to implement stable and continuous dividends. In the medium term, with an annual dividend of 25 yen per share as a base, the Company aims to provide returns to shareholders equivalent to approximately 25% of the net income attributable to shareholders of the Company, and in consideration of factors such as contemporary economic trends, financial conditions, and business results forecasts, determines the content of returns for each fiscal year.

Based on the above policy, the Company proposes the year-end dividends for the 1st fiscal year as follows:

Matters concerning year-end dividends

1. Kind of dividend property

Cash

2. Matters concerning the allotment of dividend property to shareholders and the total amount thereof

17.50 yen per share of common stock

The total amount dividends 3,142,823,845 yen

Furthermore, as 12.50 yen were paid per share as an interim dividend during this fiscal period by THE NISHI-NIPPON CITY BANK, LTD. (amount converted in consideration of the stock transfer ratio (allotment of 0.2 shares of the Company's stock for each share of stock in THE NISHI-NIPPON CITY BANK, LTD.) between the Company and THE NISHI-NIPPON CITY BANK, LTD. upon payment of an interim dividend of 2.50 yen per share by THE NISHI-NIPPON CITY BANK, LTD.), annual dividends will amount to 30.00 yen per share.

(3) Effective date of the distribution of surplus

June 30, 2017

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

1. Reasons for the amendments

Previously under the Banking Act, operations of bank holding companies were limited to the management administration and related operations for companies that it was able to hold as subsidiaries, but due to the enforcement of the revised Banking Act (“Act to Partially Amend the Banking Act, etc. for the Purpose of Responding to the Changing Environment Due to the Development of Information and Communication Technologies”) on April 1, 2017, it became possible to execute shared and redundant operations within the group under certain conditions.

In light of the above, to expand the Company’s operations with agility in the future and maximize the benefits from the revised Banking Act, the Company proposes amendments to Article 2 of the Articles of Incorporation regarding the Company’s purposes.

2. Content of the amendments

The content of the amendments is as follows.

(Underlines indicate amended sections)

Present Articles of Incorporation	Proposed Amendment
<p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses as a bank holding company:</p> <p>(1) Management and operation of banks and other companies that the Company may have as subsidiaries under the Banking Act; and</p> <p>(2) <u>Any and all businesses incidental or related thereto.</u></p>	<p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses as a bank holding company:</p> <p>(1) Management and operation of banks and other companies that the Company may have as subsidiaries under the Banking Act <u>and any and all businesses incidental or related thereto;</u> and</p> <p>(2) <u>Aside from businesses defined in the previous item, businesses that are permitted to be conducted by a bank holding company under the Banking Act.</u></p>

**Proposal No. 3:**Election of 9 Directors (excluding those who are Audit and Supervisory Committee members)

The terms of office of all of the 9 Directors(excluding those who are Audit and Supervisory Committee members) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 9 Directors(excluding those who are Audit and Supervisory Committee members) is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	<p>Isao Kubota (Dec. 6, 1942)</p> <p>74 years old</p> <p>[Reappointment]</p>	<p>Apr. 1966                      Joined the Ministry of Finance</p> <p>Jun. 1995                      Director General of the Customs and Tariff Bureau, the Ministry of Finance</p> <p>Jul. 1997                        Deputy Vice Minister of Director-General's Secretariat, the National Land Agency</p> <p>Jul. 1999                        Administrative Vice-Minister, the National Land Agency</p> <p>Sep. 2000                       Vice-president, Urban Development Corporation</p> <p>Jul. 2002                        Chairman, Lone Star Japan Acquisitions, LLC</p> <p>May 2006                       Joined THE NISHI-NIPPON CITY BANK, LTD. Advisor, the Bank</p> <p>Jun. 2006                        President (Representative Director), the Bank</p> <p>Jun. 2014                        Chairman (Representative Director), the Bank (current position)</p> <p>Oct. 2016                        Chairman (Representative Director), the Company (current position)</p> <p>(Significant concurrent positions) Chairman (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Chairman of Fukuoka Association of Corporate Executives</p>	2,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office as president in 2006 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Isao Kubota has contributed to the performance improvement of the said bank by exercising strong leadership, as well as overcoming various issues in connection with the merger, paying off public funds and adopting core-banking system shared by regional banks. Additionally, he was appointed chairman of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge as a top-level executive.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
2	Hiromichi Tanigawa (Jul. 17, 1953) 63 years old [Reappointment]	<p>Apr. 1976      Joined the Ministry of Finance</p> <p>Jun. 2005      Director-General of Yokohama Customs, the Ministry of Finance</p> <p>Jul. 2008      Deputy Director-General of Minister's Secretariat, the Ministry of Finance</p> <p>Oct. 2008      Managing Director, Japan Finance Corporation</p> <p>May 2011      Joined THE NISHI-NIPPON CITY BANK, LTD. Advisor, the Bank</p> <p>Jun. 2011      Executive Director, the Bank</p> <p>Jun. 2012      Representative Executive Director (Representative Director), the Bank</p> <p>May 2013      Representative Executive Director (Representative Director) Head of Kitakyushu&amp;Yamaguchi Region, the Bank</p> <p>Jun. 2013      Deputy President (Representative Director) Head of Kitakyushu&amp;Yamaguchi Region, the Bank</p> <p>May 2014      Deputy President (Representative Director), the Bank</p> <p>Jun. 2014      President (Representative Director), the Bank (current position)</p> <p>Oct. 2016      President (Representative Director), the Company (current position)</p> <p>(Significant concurrent positions) President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Vice Chairman of Fukuoka Association of Corporate Executives</p>	6,400 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office as Director in 2011 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Hiromichi Tanigawa has been in charge of the bank's core operations, such as the Internal Audit Division, the Corporate Risk Management &amp; Compliance Division, the Corporate Planning Division and Head of Kitakyushu &amp; Yamaguchi Region. Since taking office as president in June 2014, he has been at the forefront of leading initiatives toward improving business results of the said bank. Additionally, he was appointed president of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge as a top-level executive.</p>			



No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
3	Seiji Isoyama (Jun. 22, 1951) 65 years old [Reappointment]	<p>Apr. 1975    Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2004    Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office, the Bank</p> <p>Oct. 2004    Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank</p> <p>May 2007    Director Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2007    Managing Director Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2009    Executive Director Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2010    Representative Executive Director(Representative Director) Regional Headquarters Management Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2011    Representative Executive Director(Representative Director) Regional Headquarters Management Head of Fukuoka Regional Headquarters, the Bank</p> <p>May 2013    Representative Executive Director(Representative Director) Regional Headquarters Management, the Bank</p> <p>Jun. 2013    Deputy President(Representative Director) Regional Headquarters Management, the Bank</p> <p>Oct. 2014    Deputy President(Representative Director), the Bank</p> <p>Oct. 2016    Deputy President(Representative Director) In charge of the Internal Audit Division, the Bank(current position)</p> <p>Oct. 2016    Deputy President(Representative Director) In charge of the Internal Audit Division, the Company (current position)</p> <p>(Significant concurrent positions) Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Chairman, Fukuoka Chamber of Commerce &amp; Industry Director, Audit and Supervisory Committee member, PLENUS Co., Ltd. Audit &amp; Supervisory Board member, COCA-COLA WEST COMPANY, LIMITED</p>	5,035 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2004 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Seiji Isoyama has been in charge of the sales divisions, the Corporate Administration Division, the Group Companies Management Division and the Internal Audit Division etc., and accumulated considerable experience in management. Additionally, he was appointed Deputy President of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
4	<p>Souichi Kawamoto (Sep. 19, 1957)</p> <p>59 years old</p> <p>[Reappointment]</p>	<p>Apr. 1980      Joined Fukuoka SOGO Bank (Fukuoka City Bank)(currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2008      Director Deputy Head of Kita-Kyushu Regional Headquarters General Manager of Kita-Kyushu Head Office General Manager of Kokura Branch, the Bank</p> <p>May 2010      Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2010      Managing Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2011      Managing Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2012      Executive Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>May 2014      Executive Director Head of Kitakyushu&amp;Yamaguchi Region, the Bank</p> <p>Jun. 2014      Deputy President (Representative Director) Head of Kitakyushu&amp;Yamaguchi Region, the Bank</p> <p>Oct. 2014      Deputy President (Representative Director) Head of Kitakyushu&amp;Yamaguchi Region Regional Headquarters Management, the Bank</p> <p>Jun. 2016      Deputy President(Representative Director) Head of Kitakyushu&amp;Yamaguchi Region Regional Headquarters Management In charge of the IT Strategy Division, the Operations Planning &amp; Management Division, the Bank(current position)</p> <p>Oct. 2016      Director, In charge of the Group Strategy Planning Division, the Company(current position)</p> <p>(Significant concurrent positions) Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Director, DAIICHI KOUTSU SANGYO Co.,Ltd. Audit &amp; Supervisory Board member, OHISHI SANGYO CO., LTD.</p>	1,260 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2008 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Souichi Kawamoto has accumulated experience in business operations, such as Head of Kitakyushu &amp; Yamaguchi Region and in charge of the sales divisions. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
5	<p><b>KiyotaTakata</b> (Jan. 5, 1954)</p> <p>63 years old</p> <p>[Reappointment]</p>	<p>Apr. 1978      Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2007      Director General Manager of Executive Secretariat, the Bank</p> <p>May 2009      Director, the Bank</p> <p>Jun. 2010      Managing Director, the Bank</p> <p>Jun. 2011      Managing Director, the Bank</p> <p>Jun. 2012      Executive Director, the Bank</p> <p>Jun. 2016      Deputy President(Representative Director) In charge of the Public Relations Division, the Executive Secretariat, the Human Resources Division, and the Corporate Administration Division, the Bank (current position)</p> <p>Oct. 2016      Director, In charge of the Corporate Planning Division, the Company (current position)</p> <p>(Significant concurrent positions) Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Director, PIETRO Co., Ltd.</p>	6,470 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2007 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Kiyota Takata has accumulated experience in business operations, such as the Public Relations Division, the Executive Secretariat, the Human Resources Division, the Internal Audit Division and the International Business Division. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
6	<p><b>Hiroyuki Irie</b> (Nov. 11, 1957)</p> <p>59 years old</p> <p>[Reappointment]</p>	<p>Apr. 1981      Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2010      Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank</p> <p>Jun. 2011      Managing Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank</p> <p>May 2013      Managing Director, the Bank</p> <p>Jun. 2015      Executive Director, the Bank</p> <p>May 2016      Executive Director In charge of the Corporate Business Solution Division and the Regional Relationship Management Division, the Bank(current position)</p> <p>Oct. 2016      Director, the Company (current position)</p> <p>(Significant concurrent positions) Executive Director, THE NISHI-NIPPON CITY BANK, LTD. Director, Shinoken Group. Co., Ltd.</p>	4,300 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2010 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Hiroyuki Irie has been in charge of the sales divisions and the Regional Relationship Management Division etc., and has accumulated experience in business operations. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
7	<p><b>Shinya Hirota</b> (Nov. 30, 1958)</p> <p>58 years old</p> <p>[Reappointment]</p>	<p>Apr. 1981      Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>May 2009      Senior Manager of Internal Audit Office, the Internal Audit &amp; Credit Examination Division</p> <p>Dec. 2009      Joined THE NISHI-NIPPON CITY BANK, LTD. General Manager of the International Business Division, the Bank</p> <p>May 2010      General Manager of the International Business Division, the Bank</p> <p>Jun. 2011      Executive Officer General Manager of the International Business Division, the Bank</p> <p>Jun. 2012      Senior Executive Officer General Manager of the International Business Division, the Bank</p> <p>Jun. 2013      Managing Director General Manager of the International Business Division, the Bank</p> <p>May 2014      Managing Director In charge of the Treasury &amp; Portfolio Investment Division, the Treasury &amp; Securities Transaction Division and the International Business Division, the Bank (current position)</p> <p>Oct. 2016      Director, the Company (current position)</p> <p>(Significant concurrent positions) Managing Director, THE NISHI-NIPPON CITY BANK, LTD. Audit &amp; Supervisory Board member, OK Food Industry Co., Ltd.</p>	800 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office as director in 2013 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Shinya Hirota has been in charge of the International Business Division, the Treasury &amp; Portfolio Investment Division and the Treasury &amp; Securities Transaction Division etc., and has accumulated experience in business operations. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
8	<p>Hideyuki Murakami (Mar. 14, 1961)</p> <p>56 years old</p> <p>[Reappointment]</p>	<p>Apr. 1983      Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2010      Executive Officer General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>May 2012      Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>Jun. 2012      Senior Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>May 2014      Senior Executive Officer, the Bank</p> <p>Jun. 2014      Managing Director, the Bank</p> <p>May 2016      Managing Director Head of Tokyo Headquarters, the Bank</p> <p>Oct. 2016      Director, In charge of the Compliance &amp; Risk Management Division, Deputy in charge of the Corporate Planning Division, the Company (current position)</p> <p>Apr. 2017      Managing Director Head of Tokyo Headquarters In charge of the Corporate Planning Division, the Corporate Risk Management Division and the Compliance Risk Supervisory Division, the Bank (current position)</p> <p>(Significant concurrent positions) Managing Director, THE NISHI-NIPPON CITY BANK, LTD. Audit &amp; Supervisory Board member, Showa Manufacturing Co., Ltd.</p>	3,000 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2014 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Hideyuki Murakami has been in charge of the corporate planning and management divisions etc., and has accumulated experience in business operations. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
9	<p><b>Hiroyuki Takeo</b> (Sep. 19, 1958)</p> <p>58 years old</p> <p>[Reappointment]</p>	<p>Apr. 1983      Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Dec. 2011      Executive Officer General Manager of the Corporate Administration Division, the Bank</p> <p>Apr. 2013      Senior Executive Officer General Manager of the Corporate Administration Division, the Bank</p> <p>May 2013      Senior Executive Officer General Manager of Head Office</p> <p>May 2016      Senior Executive Officer, the Bank</p> <p>Jun. 2016      Managing Director In charge of the Credit Risk Management Division and the Credit Supervision Division, the Bank (current position)</p> <p>Oct. 2016      Director, the Company (current position)</p> <p>(Significant concurrent positions) Managing Director, THE NISHI-NIPPON CITY BANK, LTD.</p>	2,310 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office as director in 2016 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Hiroyuki Takeo has been responsible for areas such as the credit supervision division, and has accumulated experience in business operations. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person that can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

(Note) There is no special interest between each candidate for director and the Company.

**Proposal No. 4: Decision of Amount of Remuneration to Directors (excluding those who are Audit and Supervisory Committee members)**

Pursuant to Article 2 of the Supplementary Provisions of the Company's Articles of Incorporation, the total amount of remuneration, etc. for Directors (excluding those who are Audit and Supervisory Committee members) of the Company has been limited within 25 million yen per month, for the period from incorporation of the Company to the close of the first Annual General Meeting of Shareholders.

Accordingly, the Company requests approval for the amount of remuneration, etc. for Directors (excluding those who are Audit and Supervisory Committee members) of the Company subsequent to the close of this Annual General Meeting of Shareholders.

As a result of prudent consideration of various factors such as the management structure, economic trends, and the number of Directors of the Company, the Company proposes that the total amount of remuneration, etc. for Directors (excluding those who are Audit and Supervisory Committee members) of the Company continue to be within 25 million yen per month.

The amount of remuneration, etc. to Directors (excluding those who are Audit and Supervisory Committee members) shall not include the amount of salary as employees for those who concurrently serve as employees.

In addition, should Proposal No. 3 be approved as originally proposed, the number of Directors (excluding those who are Audit and Supervisory Committee members) will be 9. The Company requests that the timing of payment and distribution, etc., for remuneration, etc., be entrusted to the Board of Directors.

**Proposal No. 5: Decision of Amount of Remuneration to Directors who are Audit and Supervisory Committee members**

Pursuant to Article 2 of the Supplementary Provisions of the Company's Articles of Incorporation, the total amount of remuneration, etc. for Directors who are Audit and Supervisory Committee members of the Company has been limited within 8 million yen per month, for the period from incorporation of the Company to the close of the first Annual General Meeting of Shareholders.

Accordingly, the Company requests approval for the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee members of the Company subsequent to the close of this Annual General Meeting of Shareholders.

As a result of prudent consideration of various factors such as the management structure, economic trends, and the number of Directors of the Company, the Company proposes that the total amount of remuneration, etc. for Directors who are Audit and Supervisory Committee members of the Company continue to be within 8 million yen per month.

In addition, the number of Directors who are Audit and Supervisory Committee members is 4. The Company requests that the timing of payment and distribution, etc., for remuneration, etc. be entrusted to deliberation among Directors who are Audit and Supervisory Committee members.

End