

These documents are partial translations of the Japanese originals for reference purposes only. In the event of any discrepancy between these translated documents and the Japanese originals, the originals shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code: 7189)
June 6, 2018

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 2ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 2nd 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 27, 2018.

*Japan Standard Time (JST)

- 1. Date and Time:** Thursday, June 28, 2018 at 10:00 a.m. JST
(Reception begins: 9:00 a.m. JST)
- 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 2nd Fiscal Year (from April 1, 2017 to March 31, 2018) 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 2nd Fiscal Year (from April 1, 2017 to March 31, 2018)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of 8 Directors (excluding those who are Audit and Supervisory Committee members)

Proposal No. 3: Election of 4 Directors who are Audit and Supervisory Committee members

Proposal No. 4: Election of 1 Director who is a substitute Audit and Supervisory Committee member

Instructions for Exercise of Voting Rights:

If attending the General Meeting of Shareholders

Date and time of the General Meeting of Shareholders:

Thursday, June 28, 2018 at 10:00 a.m. JST

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

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

For resource-saving, please bring your own copy of this notice of convocation.

If not attending the General Meeting of Shareholders

Exercise of Voting Rights by Mail (in Writing)

Exercise deadline: Arrival by Wednesday, June 27, 2018 at 5:00 p.m. JST

Voting rights may be exercised by mail. Please review the “Reference Documents for the General Meeting of Shareholders”, 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: By Wednesday, June 27, 2018 at 5:00 p.m. JST

Voting website: <https://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 during the course of preparation of the Independent Auditor's Report and the Audit Report, respectively.

- Any correction 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 conduct 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 30% 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 returns for each fiscal year.

Based on the above policy, the Company proposes the year-end dividends for the 2nd 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 2,704,142,297 yen

Furthermore, as 12.50 yen were paid per share as an interim dividend during this fiscal period, annual dividends will amount to 30.00 yen per share.

3. Effective date of the distribution of surplus

June 29, 2018

Proposal No. 2: Election of 8 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. It is proposed that the number of Directors be reduced by one to further streamline the management structure and 8 Directors (excluding those who are Audit and Supervisory Committee members) be elected.

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>75 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. (the "Bank")</p> <p> 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)</p> <p>Chairman (Representative Director), THE NISHI-NIPPON CITY BANK, LTD.</p> <p>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 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 who 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	<p>Hikomichi Tanigawa (Jul. 17, 1953)</p> <p>64 years old</p> <p>[Reappointment]</p>	<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. (the "Bank") 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 & Yamaguchi Region, the Bank</p> <p>Jun. 2013 Deputy President (Representative Director) Head of Kitakyushu & 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>	9,300 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 & Compliance Division, the Corporate Planning Division and Head of Kitakyushu & Yamaguchi Region. Since taking office as president of the bank in June 2014, he has been at the forefront of leading initiatives toward improving business results of the 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 who 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	<p>Souichi Kawamoto (Sep. 19, 1957) 60 years old [Reappointment]</p>	<p>Apr. 1980 Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the "Bank")</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 & Yamaguchi Region, the Bank</p> <p>Jun. 2014 Deputy President (Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank</p> <p>Oct. 2014 Deputy President (Representative Director) Head of Kitakyushu & Yamaguchi Region Regional Headquarters Management, the Bank</p> <p>Oct. 2016 Director, the Company</p> <p>Apr. 2018 Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Head of Kitakyushu & Yamaguchi Region Regional Headquarters Management In charge of the Internal Audit Division, the IT Strategy Division, the Operations Planning & Management Division, the Bank (current position)</p> <p>Apr. 2018 Director, In charge of the Internal Audit Division, 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 & 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 served as Head of Kitakyushu & Yamaguchi Region and has been in charge of the sales divisions, and he 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 who 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>Kiyota Takata (Jan. 5, 1954)</p> <p>64 years old</p> <p>[Reappointment]</p>	<p>Apr. 1978 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</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>	13,370 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 been in charge of the Public Relations Division, the Executive Secretariat, the Human Resources Division, the Internal Audit Division and the International Business 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 who 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>Hiroyuki Irie (Nov. 11, 1957)</p> <p>60 years old</p> <p>[Reappointment]</p>	<p>Apr. 1981 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</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 Jun. 2015 Executive Director, the Bank 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) (Significant concurrent positions) Executive Director, THE NISHI-NIPPON CITY BANK, LTD. Director, Shinoken Group. Co., Ltd.</p>	4,800 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 who 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>Shinya Hirota (Nov. 30, 1958)</p> <p>59 years old</p> <p>[Reappointment]</p>	<p>Apr. 1981 Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2009 Senior Manager of Internal Audit Office, the Internal Audit & Credit Examination Division</p> <p>Dec. 2009 Joined THE NISHI-NIPPON CITY BANK, LTD. (the "Bank") General Manager assigned to 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, the Bank</p> <p>Oct. 2016 Director, the Company (current position)</p> <p>Jun. 2017 Executive Director, THE NISHI-NIPPON CITY BANK, LTD. In charge of the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division and the International Business Division, the Bank (current position)</p> <p>(Significant concurrent positions) Executive Director, THE NISHI-NIPPON CITY BANK, LTD. Audit & Supervisory Board member, OK Food Industry Co., Ltd.</p>	1,100 shares
<p>[Reasons for nomination as a candidate for director] 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 & Portfolio Investment Division and the Treasury & 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 who 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	Hideyuki Murakami (Mar. 14, 1961) 57 years old [Reappointment]	<p>Apr. 1983 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</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 & 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 & Supervisory Board member, Showa Manufacturing Co., Ltd.</p>	3,000 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as managing 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 who 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. 3: Election of 4 Directors who are Audit and Supervisory Committee members

The terms of office of all of the 4 Directors who are Audit and Supervisory Committee members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 4 Directors who are Audit and Supervisory Committee members is proposed.

This proposal has been approved by Audit and Supervisory Committee.

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>Kiyotaka Tomoike (Jan. 14, 1960)</p> <p>58 years old</p> <p>[New appointment]</p>	<p>Apr. 1984 Joined NISHI-NIPPON BANK (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</p> <p>May 2010 General Manager of the Operations Planning & Management Division, the Bank</p> <p>Apr. 2013 General Manager of Hakata Branch, the Bank</p> <p>Jun. 2013 Executive Officer</p> <p>Jun. 2015 General Manager of Hakata Branch, the Bank</p> <p>Jun. 2015 Senior Executive Officer</p> <p>Jul. 2016 General Manager of Hakata Branch, the Bank</p> <p>Jul. 2016 Senior Executive Officer</p> <p>Jul. 2016 Head of Chikugo Regional Headquarters</p> <p>Jul. 2016 Head of Chikuhō Regional Headquarters, the Bank</p> <p>Apr. 2018 Senior Executive Officer</p> <p>Apr. 2018 Office of Audit and Supervisory Committee, the Bank (current position)</p>	1,875 shares
<p>[Reasons for nomination as a candidate for director who is an Audit and Supervisory Committee member]</p> <p>Mr. Kiyotake Tomoike took office as General Manager of the Operations Planning & Management Division in 2010 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group. Since taking office as executive officer in 2013, Mr. Kiyotake Tomoike has served as General Manager of Hakata Branch, Head of Chikugo Regional Headquarters and Chikuhō Regional Headquarters, and is familiar with the entire banking business. The Company nominates him as a candidate for director who is an Audit and Supervisory Committee member as he has been judged to be a person who 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/ Attendance at Meeting
2	<p>Yuji Tanaka (Feb. 26, 1948)</p> <p>70 years old</p> <p>[Reappointment]</p> <p>Outside</p>	<p>Apr. 1972 Joined SAIBUGAS Co., Ltd.</p> <p>Jun. 2002 Director And General Manager, SAIBUGAS Co., Ltd.</p> <p>Jun. 2005 Managing Director, SAIBUGAS Co., Ltd.</p> <p>Jun. 2007 Senior Managing Director, SAIBUGAS Co., Ltd.</p> <p>Apr. 2008 President (Representative Director), SAIBUGAS Co., Ltd.</p> <p>Jun. 2010 President, Representative Director and Chief Executive Officer, SAIBUGAS Co., Ltd.</p> <p>Jun. 2011 Corporate Auditor, Director, THE NISHI-NIPPON CITY BANK, LTD.</p> <p>Apr. 2013 Chairman (Representative Director), SAIBUGAS Co., Ltd. (current position)</p> <p>Oct. 2016 Director, Audit and Supervisory Committee member, the Company (current position)</p> <p>(Significant concurrent positions) Chairman, Representative Director, SAIBUGAS Co., Ltd. Audit & Supervisory Board member, HIROSHIMA GAS CO., LTD. Director, THE TORIGOE CO., LTD. Director, WAKACHIKU CONSTRUCTION, CO., LTD.</p>	<p>0 shares</p> <p>Attendance at the meeting of the Board of Directors: 76.9% (10 times / 13 times)</p> <p>Attendance at the meeting of the Audit and Supervisory Committee: 100% (8 times / 8 times)</p>
<p>[Reasons for nomination as a candidate for director who is an Outside Audit and Supervisory Committee member] Mr. Yuji Tanaka has considerable experience and extensive knowledge as a corporate manager. The Company nominates him as a candidate for director who is an Outside Audit and Supervisory Committee member as he has been judged to be qualified as Director from the perspective of strengthening the supervising function.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held/ Attendance at Meeting
3	Hirohiko Okumura (Mar. 6, 1942) 76 years old [Reappointment] Outside	<p>Apr. 1964 Joined The Bank of Japan Jan. 1972 Joined Nomura Research Institute, Ltd. Jun. 1989 Member of the Board and General Manager of Economic Research Department, Nomura Research Institute, Ltd. Jun. 1991 Executive Fellow, Nomura Research Institute, Ltd. Jul. 1995 Professor, the Faculty of Economics, Gakushuin University Oct. 2002 Executive Director, Gakushuin School Corporation (Professor, the Faculty of Economics, Gakushuin University) Sep. 2005 Resigned as Executive Director, Gakushuin School Corporation Jun. 2011 Corporate Auditor, THE NISHI-NIPPON CITY BANK, LTD. Apr. 2012 Professor Emeritus, Gakushuin University (current position) Oct. 2016 Director, Audit and Supervisory Committee member, the Company (current position)</p> <p>(Significant concurrent positions) Professor Emeritus, Gakushuin University</p>	<p>0 shares</p> <p>Attendance at the meeting of the Board of Directors: 100% (13 times / 13 times)</p> <p>Attendance at the meeting of the Audit and Supervisory Committee: 100% (8 times / 8 times)</p>
<p>[Reasons for nomination as a candidate for director who is an Outside Audit and Supervisory Committee member] Mr. Hirohiko Okumura has considerable experience and extensive knowledge as academic expert. The Company nominates him as a candidate for director who is an Outside Audit and Supervisory Committee member as he has been judged to be qualified as Director from the perspective of strengthening the supervising function.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held/ Attendance at Meeting
4	<p>Nobuko Takahashi (Nov. 17, 1953)</p> <p>64 years old</p> <p>[Reappointment]</p> <p>Outside</p>	<p>Apr. 1976 Joined SHUFUNOTOMO, Co., Ltd.</p> <p>Apr. 1986 Became a freelance life and economy Journalist (current position)</p> <p>Jun. 2009 Audit & Supervisory Board member, Japan Finance Corporation (current position)</p> <p>Mar. 2015 Statutory Auditor, Tonen General Sekiyu K.K. (currently, JXTG Holdings, Inc.) (current position)</p> <p>Apr. 2015 Director, Aioi Nissay Dowa Insurance Co. Ltd (current position)</p> <p>Jun. 2015 Director, THE NISHI-NIPPON CITY BANK, LTD.</p> <p>Oct. 2016 Director, Audit and Supervisory Committee member, the Company (current position)</p> <p>(Significant concurrent positions) Life and Economy Journalist Audit & Supervisory Board member, Japan Finance Corporation Statutory Auditor, JXTG Holdings, Inc. Director, Aioi Nissay Dowa Insurance Co., Ltd</p>	<p>1,000 shares</p> <p>Attendance at the meeting of the Board of Directors: 100% (13 times / 13 times)</p> <p>Attendance at the meeting of the Audit and Supervisory Committee: 100% (8 times / 8 times)</p>
<p>[Reasons for nomination as a candidate for director who is an Outside Audit and Supervisory Committee member] Ms. Nobuko Takahashi has perspective of a longtime journalist and specialist on lifestyle economics, as well as extensive knowledge of economy and finance. The Company nominates him as a candidate for director who is an Outside Audit and Supervisory Committee member as he has been judged to be qualified as Director from the perspective of strengthening the supervising function.</p>			

- (Notes) 1. There are ordinary banking transactions between SAIBUGAS Co., Ltd., HIROSHIMA GAS CO., LTD. and WAKACHIKU CONSTRUCTION, CO., LTD., of which Mr. Yuji Tanaka, a candidate for director, serves as Director, and the Group. However, concerning each of the 3 companies, the sales from transactions with the Company on a consolidated basis accounts for less than 1% of the total sales, and the gross operating profit of the Company gained from each of the 3 companies also accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis.
There are no business transactions between THE TORIGOE CO., LTD. and the Group.
2. There are no business transactions between Gakushuin University, of which Mr. Hirohiko Okumura, a candidate for director who is an Audit and Supervisory Committee member, serves as Professor Emeritus, and the Group.
3. There are ordinary banking transactions between Japan Finance Corporation, JXTG Holdings, Inc. and Aioi Nissay Dowa Insurance Co., Ltd, of which Ms. Nobuko Takahashi, a candidate for director who is an Audit and Supervisory Committee member, serves as Director, and the Group. However, concerning each of the 3 companies, the sales from transactions with the Company on a consolidated basis accounts for less than 1% of the total sales, and the gross operating profit of the Company gained from each of the 3 companies also accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis.
4. There are banking transactions between Mr. Kiyotaka Tomoike, Mr. Yuji Tanaka, Hirohiko Okumura and Ms. Nobuko Takahashi, and the Group. However, they are ordinary banking transactions and there is no special interest between these candidates and the Group.
5. Mr. Yuji Tanaka, Mr. Hirohiko Okumura and Ms. Nobuko Takahashi are candidates for directors who are Outside Audit and Supervisory Committee members.
6. The terms of office of Mr. Yuji Tanaka, Mr. Hirohiko Okumura and Ms. Nobuko Takahashi as outside directors (Audit and Supervisory Committee members) will have been one (1) year and nine (9) months at the conclusion of this annual general meeting of shareholders.
7. If the appointment of Mr. Kiyotaka Tomoike as director who is an Audit and Supervisory Committee member is approved, the Company will enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liabilities to the minimum liability amount stipulated in Article 425,

Paragraph 1 of the Act when he is in good faith and without gross negligence in performing duties as non-executive director.

8. The Company has already entered into an agreement with each of Mr. Yuji Tanaka, Mr. Hirohiko Okumura and Ms. Nobuko Takahashi pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when they are in good faith and without gross negligence in performing duties as non-executive directors. In addition, if this proposal is approved as originally proposed, the Company plans to continue executing the same agreement to limit liabilities with each of them.
9. Mr. Yuji Tanaka, Mr. Hirohiko Okumura and Ms. Nobuko Takahashi have been registered as an Independent Director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.

Proposal No. 4: Election of 1 Director who is a substitute Audit and Supervisory Committee member

The effective tenure of Mr. Seiji Ino, Director who is a substitute Audit and Supervisory Committee member, expires at the beginning of this Annual General Meeting of Shareholders. Therefore, in case where the number of serving Directors who are Audit and Supervisory Committee members falls short of the number stipulated by laws and regulations or the Articles of Incorporation, the election of 1 director who is a substitute Audit and Supervisory Committee member, as a substitute for Mr. Kiyotaka Tomoike, who will be a director who is an Audit and Supervisory Committee if Proposal 3 is approved as originally proposed, is proposed.

This proposal has been approved by Audit and Supervisory Committee.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
<p style="text-align: center;">Seiji Ino (Oct. 26, 1960) 57 years old</p>	<p>Apr. 1984 Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</p> <p>May 2011 General Manager of Corporate Planning Division, the Bank</p> <p>May 2012 General Manager of Executive Secretariat, the Bank</p> <p>Jan. 2014 Executive Officer General Manager of Corporate Risk Management & Compliance Division, the Bank</p> <p>Jan. 2015 Senior Executive Officer General Manager of Corporate Risk Management & Compliance Division, the Bank</p> <p>May 2015 Senior Executive Officer, the Bank</p> <p>Jun. 2015 Corporate Auditor, the Bank</p> <p>Oct. 2016 Director, Audit and Supervisory Committee member, the Bank (current position)</p>	<p style="text-align: center;">2,412 shares</p>
<p>[Reasons for nomination as a candidate for director who is a substitute Audit and Supervisory Committee member] Mr. Seiji Ino took office as General Manager of Corporate Planning in May 2011 and thereafter became General Manager of Executive Secretariat at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group. Mr. Seiji Ino has served as Executive Officer in charge of Corporate Risk Management & Compliance Division from 2014, Corporate Auditor from June 2015 and Director, Audit and Supervisory Committee member from October 2016, has accumulated experiences in business operations and is familiar with the banking business. The Company nominates him as a candidate for director who is a substitute Audit and Supervisory Committee member as he has been judged to be a person who can contribute to the Company’s management from his experience, capability, personality and knowledge.</p>		

- (Notes) 1. There is no special interest between Mr. Seiji Ino and the Company.
2. If the Mr. Seiji Ino is appointed as director who is an Audit and Supervisory Committee member, the Company will enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when he is in good faith and without gross negligence in performing duties as non-executive director.