

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 5, 2019

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 3RD ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 3rd 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 26, 2019.

*Japan Standard Time (JST)

- 1. Date and Time:** Thursday, June 27, 2019 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 3rd Fiscal Year (from April 1, 2018 to March 31, 2019) 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 3rd Fiscal Year (from April 1, 2018 to March 31, 2019)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of 5 Directors (excluding those who are Audit and Supervisory Committee members)

Proposal No. 3: Election of 1 Director who is an 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 27, 2019 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 26, 2019 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 26, 2019 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.nmfh.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 3rd 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 2,664,745,860 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 28, 2019

Proposal No. 2: Election of 5 Directors (excluding those who are Audit and Supervisory Committee members)

The terms of office of all of the 8 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 three to further streamline the management structure and 5 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>76 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.</p> <p>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>Hiramichi Tanigawa (Jul. 17, 1953)</p> <p>65 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>	12,300 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. Hiramichi 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.</p> <p>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) 61 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 Director, In charge of the Internal Audit Division, the Group Strategy Planning Division, the Company (current position)</p> <p>Jun. 2018 Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Head of Kitakyushu & Yamaguchi Region In charge of Regional Headquarters, the IT Strategy Division, the Operations Planning & Management Division, the Internal Audit Division, the Bank (current position)</p> <p>(Significant concurrent positions) Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Director, DAIICHI KOUTSU SANGYO Co., Ltd. Director serving as Audit and Supervisory Committee 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>65 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>	13,870 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
5	Hideyuki Murakami (Mar. 14, 1961) 58 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>Jun. 2018 Executive Director Head of Tokyo Headquarters In charge of the Corporate Planning Division and the Corporate Risk Management Division, the Bank (current position)</p> <p>(Significant concurrent positions) Executive Director, THE NISHI-NIPPON CITY BANK, LTD. Audit and Supervisory Committee 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, 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 1 Director who is an Audit and Supervisory Committee member

Mr. Yuji Tanaka, a Director who is an Audit and Supervisory Committee member, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the new election of 1 Director who is an Audit and Supervisory Committee member 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>Toshio Sakemi (Feb. 27, 1953)</p> <p>66 years old</p> <p>[New appointment]</p> <p>Outside</p> <p>Independent Director</p>	<p>Apr. 1975 Jun. 2008</p> <p>Joined SAIBUGAS Co., Ltd. Executive Officer General Manager of the Living Energy Division, Energy Management Headquarters, SAIBUGAS Co., Ltd.</p> <p>Apr. 2009</p> <p>Resigned from Executive Officer, SAIBUGAS Co., Ltd.</p> <p>Apr. 2009</p> <p>President and Representative Director, MARUTAI Co., LTD.</p> <p>Apr. 2011</p> <p>Resigned from President and Representative Director, MARUTAI Co., LTD.</p> <p>Apr. 2011</p> <p>Managing Executive Officer, SAIBUGAS Co., Ltd.</p> <p>Jun. 2011</p> <p>Director, Managing Executive Officer, SAIBUGAS Co., Ltd.</p> <p>Apr. 2013</p> <p>President, Representative Director and Chief Executive Officer, SAIBUGAS Co., Ltd.</p> <p>Apr. 2019</p> <p>Chairman (Representative Director), SAIBUGAS Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Chairman (Representative Director), SAIBUGAS Co., Ltd. Corporate Auditor, Kyudenko Corporation (scheduled to resign in late June 2019) Corporate Auditor, Hiroshima Gas Co., Ltd. (expected to be appointed in June 2019)</p>	<p>0 shares</p>
<p>[Reasons for nomination as a candidate for director who is an Outside Audit and Supervisory Committee member] Mr. Toshio Sakemi 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>		

- (Notes) 1. There are transactions such as ordinary banking transactions between SAIBUGAS Co., Ltd. and Kyudenko Corporation, of which Mr. Toshio Sakemi, a candidate for director who is an Audit and Supervisory Committee member, serves as officer, and the Group. Also, there are transactions such as ordinary banking transactions between Hiroshima Gas Co. Ltd., of which Mr. Toshio Sakemi, a candidate for director who is an Audit and Supervisory Committee member, is expected to be appointed as officer in June 2019, and the Group. However, concerning each of the 3 companies, the sales from transactions with the Group 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.
2. There are banking transactions between Mr. Toshio Sakemi and the Group. However, they are ordinary banking transactions and there is no special interest between the candidate and the Group.
3. Mr. Toshio Sakemi is a candidate for Outside Director who is an Audit and Supervisory Committee member.
4. Some employees of Kyudenko Corporation, where Mr. Toshio Sakemi serves as Outside Corporate Auditor, were prosecuted in March and April 2019 in connection with the construction work of a night-soil treatment plant ordered by Chikujomachi , Fukuoka Prefecture in 2016.
Although Mr. Sakemi had not been aware of the incident beforehand, he had been giving recommendations as necessary concerning the importance of compliance and thorough legal compliance on a regular basis. After having become aware of the fact, he has requested an investigation on the facts and offered opinions on how to further enhance the compliance system of the corporate group in its entirety and promote its activities as well as to prevent a recurrence of such incident, thereby fully performing his duties.
5. If the appointment of Mr. Toshio Sakemi 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.
6. If the appointment of Mr. Toshio Sakemi as Director who is an Audit and Supervisory Committee member is approved, the Company intends to register him as an Independent Director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.
7. Mr. Toshio Sakemi is a new director candidate.