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(Securities Code: 7189)  
June 4, 2020

To Shareholders with Voting Rights:

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

## NOTICE OF CONVOCATION OF THE 4TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that the 4th Annual General Meeting of Shareholders of Nishi-Nippon Financial Holdings, Inc. (the “Company,” with its subsidiaries, the “Group”) will be held for the purposes described below.

**Amid the ongoing spread of the novel coronavirus disease (COVID-19), we have given the highest priority to ensure the health and safety of shareholders and thereby decided to hold the meeting with appropriate preventative measures in place.**

**To prevent the spread of the infections, you are kindly asked to exercise your voting rights in advance in writing or via the Internet, etc. and refrain from attending the meeting in person on the day as much as possible. In particular, it is strongly recommended that elderly persons and those with underlying disease refrain from coming to the venue.**

- 1. Date and Time:** Friday, June 26, 2020 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 4th Fiscal Year (from April 1, 2019 to March 31, 2020) 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 4th Fiscal Year (from April 1, 2019 to March 31, 2020)

**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 3 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:**

**Friday, June 26, 2020 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 Thursday, June 25, 2020 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 Thursday, June 25, 2020 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 (<https://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 (<https://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 4th 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 2,617,693,330 yen

Furthermore, as 12.50 yen were paid per share as an interim dividend during this fiscal period, annual dividends will amount to 30 yen per share.

3. Effective date of the distribution of surplus

June 29, 2020

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

The terms of office of all of the 5 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 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>77 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>Jun. 2006      Advisor, the Bank</p> <p>Jun. 2014      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	<b>Hikomichi Tanigawa</b> (Jul. 17, 1953)  66 years old  [Reappointment]	Apr. 1976      Joined the Ministry of Finance Jun. 2005      Director-General of Yokohama Customs, the Ministry of Finance Jul. 2008      Deputy Director-General of Minister’s Secretariat, the Ministry of Finance Oct. 2008      Managing Director, Japan Finance Corporation May 2011      Joined THE NISHI-NIPPON CITY BANK, LTD. (the “Bank”) Advisor, the Bank Jun. 2011      Executive Director, the Bank Jun. 2012      Representative Executive Director (Representative Director), the Bank May 2013      Representative Executive Director (Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank Jun. 2013      Deputy President (Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank May 2014      Deputy President (Representative Director), the Bank Jun. 2014      President (Representative Director), the Bank (current position) Oct. 2016      President (Representative Director), the Company (current position) (Significant concurrent positions) President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Vice Chairman of Fukuoka Association of Corporate Executives	19,500 shares
[Reasons for nomination as a candidate for director] 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.			

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><b>Souichi Kawamoto</b> (Sep. 19, 1957)</p> <p>62 years old</p> <p>[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 &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>Oct. 2016      Director, the Company</p> <p>Jun. 2019      Deputy President (Representative Director) In charge of the Internal Audit Division, the Group Strategy Planning Division, the Company (current position)</p> <p>Apr. 2020      Deputy President (Representative Director), In charge of Regional Headquarters, the IT Planning &amp; Management Division, the Operations Planning &amp; 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 &amp; 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><b>Kiyota Takata</b> (Jan. 5, 1954)</p> <p>66 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)</p> <p>Oct. 2016      Director In charge of the Corporate Planning Division, the Company (current position)</p> <p>Apr. 2020      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>(Significant concurrent positions) Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Director, PIETRO Co., Ltd.</p>	14,570 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	<p style="text-align: center;"><b>Hideyuki Murakami</b> (Mar. 14, 1961)</p> <p style="text-align: center;">59 years old</p> <p style="text-align: center;">[Reappointment]</p>	<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 &amp; 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, the Bank</p> <p>Apr. 2020      Executive Director Head of Tokyo Headquarters, In charge of the Corporate Planning Division, the Corporate Risk Management Division, the Treasury &amp; Portfolio Investment Division, the Treasury &amp; 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 and Supervisory Committee member, Showa Manufacturing Co., Ltd.</p>	3,500 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 3 Directors who are Audit and Supervisory Committee members

The terms of office of the 3 Directors who are Audit and Supervisory Committee members, Mr. Kiyotaka Tomoike, Mr. Hirohiko Okumura and Ms. Nobuko Takahashi will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 3 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	Kiyotaka Tomoike (Jan. 14, 1960)  60 years old  [Reappointment]	<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 &amp; 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>                    Head of Chikugo Regional Headquarters</p> <p>                    Head of Chikuhō Regional Headquarters, the Bank</p> <p>Apr. 2018      Senior Executive Officer</p> <p>                    Office of Audit and Supervisory Committee, the Bank</p> <p>Jun. 2018      Director, Audit and Supervisory Committee member, the Company (current position)</p>	<p>1,875 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 Audit and Supervisory Committee member]</p> <p>Mr. Kiyotaka Tomoike took office as General Manager of the Operations Planning &amp; 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. Kiyotaka Tomoike has served as General Manager of Hakata Branch, Head of Chikugo Regional Headquarters and Chikuhō Regional Headquarters, and has a wealth of experience in business operations. Additionally, he was appointed a Director, Audit and Supervisory Committee member of the Company in June 2018. 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
2	<p><b>Hirohiko Okumura</b> (Mar. 6, 1942)</p> <p>78 years old</p> <p>[Reappointment]</p> <p>Outside Independent Director</p>	<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 outside director who is an 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 outside director who is an 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
3	<p><b>Nobuko Takahashi</b> (Nov.17, 1953)</p> <p>66 years old</p> <p>[Reappointment]</p> <p>Outside</p> <p>Independent Director</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 &amp; Supervisory Board member, Japan Finance Corporation</p> <p>Mar. 2015      Statutory Auditor, Tonen General Sekiyu K.K. (currently, JXTG Holdings, Inc.)</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>Jun. 2018      Director, (Audit and Supervisory Committee member), JXTG Holdings, Inc.</p> <p>(Significant concurrent positions) Life and Economy Journalist Director (Audit and Supervisory Committee member), 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 outside director who is an 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 her as a candidate for outside director who is an Audit and Supervisory Committee member as she has been judged to be qualified as Director from the perspective of strengthening the supervising function.</p>			

- (Notes)
1. 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.
  2. There are ordinary banking transactions between 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, the gross operating profit of the Company gained from each of the 2 companies accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis (There are no transactions other than banking transactions with JXTG Holdings, Inc. and Aioi Nissay Dowa Insurance Co., Ltd.).
  3. There are banking transactions between Mr. Kiyotaka Tomoike, Mr. 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.
  4. Mr. Hirohiko Okumura and Ms. Nobuko Takahashi are candidates for outside directors who are Audit and Supervisory Committee members.
  5. The terms of office of Mr. Hirohiko Okumura and Ms. Nobuko Takahashi as outside directors will have been three (3) years and nine (9) months at the conclusion of this Annual General Meeting of Shareholders.
  6. The Company has already entered into an agreement with each of Mr. Kiyotaka Tomoike, 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.
  7. Mr. Hirohiko Okumura and Ms. Nobuko Takahashi are Outside Directors as stipulated in Article 2, Item 15 of the Companies Act. They have been registered as Independent Directors 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 is requested in advance if Proposal 3 is approved as originally proposed.

This proposal has been approved by Audit and Supervisory Committee.

The candidate is 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	Seiji Ino (Oct. 26, 1960)  59 years old	<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 &amp; Compliance Division, the Bank</p> <p>Jan. 2015      Senior Executive Officer General Manager of Corporate Risk Management &amp; 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>	2,412 shares
<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 &amp; 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 are banking transactions between Mr. Seiji Ino and the Group. However, they are ordinary banking transactions and there is no special interest between the candidate and the Group.
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.