

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: 7173)  
June 5, 2020

**To Shareholders with Voting Rights:**

Keizo Ajioka  
President  
Tokyo Kiraboshi Financial Group, Inc.  
9-2, Shinjuku 5-chome,  
Shinjuku-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 6TH ANNUAL GENERAL SHAREHOLDERS MEETING**

We are pleased to inform you that the 6th Annual General Shareholders Meeting of the Tokyo Kiraboshi Financial Group, Inc. (the “Company”) will be held for the purposes as described below.

Recently, the impact of the coronavirus disease (COVID-19) infection has been growing. In light of the current situation, as a result of careful consideration, the Company has decided to hold the General Shareholders Meeting with appropriate measures to prevent the infection.

In order to prevent the spread of the infection, the Company will limit the number of seats available at the venue. On this account, we strongly encourage our shareholders to refrain from attending the meeting on the date of the event to the extent possible.

When exercising your voting rights in writing (Voting Rights Exercise Form) or by electromagnetic means (the Internet, etc.), please review the Reference Documents for the General Shareholders Meeting described hereinafter and exercise your voting rights by Thursday, June 25, 2020 at 5:00 p.m. Japan time.

- 1. Date and Time:** Friday, June 26, 2020 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m. Japan time)
- 2. Place:** Conference Room on 8th floor, Head Office (Aoyama Office) of Kiraboshi Bank, Ltd.  
10-43 Minamiaoyama 3-chome, Minato-ku, Tokyo, Japan
- 3. Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the Company’s 6th Fiscal Year (from April 1, 2019 to March 31, 2020)
  2. Non-consolidated Financial Statements for the Company’s 6th Fiscal Year (from April 1, 2019 to March 31, 2020)

**Proposals to be resolved:**

- Proposal No. 1:** Partial Amendments to the Articles of Incorporation
- Proposal No. 2:** Election of Eight (8) Directors
- Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members
- Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

#### 4. Guide to Exercising Voting Rights:

##### Exercise of Voting Rights by Attending the Meeting

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

Date and time of the Meeting: Friday, June 26, 2020 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m.)

##### Exercise of Voting Rights by Mail (Writing)

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received within the period for exercise.

Period for exercise: until 5:00 p.m. on Thursday, June 25, 2020 Japan time.

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

Please access the Company's designated voting website (<https://www.e-sokai.jp>) using the "Voting Rights Exercise Code" and "Password" on the enclosed Voting Rights Exercise Form, follow the instructions on the voting website, and indicate your vote for or against the proposals within the period for exercise.

Period for exercise: until 5:00 p.m. on Thursday, June 25, 2020, Japan time.

##### (1) Handling of Duplicate Voting

If you vote both in writing and via the Internet, etc., only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, etc., only the last vote to arrive will be valid.

##### (2) Internet Disclosure

Of the documents required to be attached to this Notice of Convocation, the "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements and the "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements are, in accordance with laws and regulations as well as Article 18 of the Articles of Incorporation of the Company, posted on the Company's website (<https://www.tokyo-kiraboshifg.co.jp/stock/shareholder.html>) on the Internet and are therefore not included with the documents attached to this Notice of Convocation.

Furthermore, the Non-consolidated Financial Statements and the Consolidated Financial Statements shown in the documents attached to this Notice of Convocation are a part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members during preparation of the Accounting Auditor's Report and the Audit & Supervisory Board Member's Report.

End

- 
- ◎ When attending the meetings, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to conserve resources, please bring this "Notice of Convocation" with you.
  - ◎ Should revisions arise for the Reference Documents for the General Shareholders Meeting, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements, updated items will be posted on the Company's website (<https://www.tokyo-kiraboshifg.co.jp/>).
  - ◎ On the day of the meeting, air conditioning shall be set at low levels to conserve electricity; we ask that shareholders come dressed in light attire.
  - ◎ The venue opens at 9:00 a.m.

# Reference Documents for the General Shareholders Meeting

**Proposal No. 1:** Partial Amendments to the Articles of Incorporation

The head office of the Company is located in its Shinjuku Office building (head office location of former Yachiyo Bank, Limited). In conjunction with the sales of said building to a third party, the Company plans to relocate the head office to its Aoyama Office building (head office of current Kiraboshi Bank, Ltd.). Accordingly, this Proposal requests approval of a partial amendment to the Article of Incorporation to change the Company’s head office location.

“Articles of Incorporation” Comparison between the current and amended articles  
 (Underlined parts are to be amended.)

Current	After Amendment
<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>(Head office location)                      Article 3                      The head office of the Company shall be located in <u>Shinjuku</u>-ku, Tokyo.</p>	<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>(Head office location)                      Article 3                      The head office of the Company shall be located in <u>Minato</u>-ku, Tokyo.</p>

**Proposal No. 2:** Election of Eight (8) Directors

The terms of office of the nine (9) incumbent Directors will expire at the conclusion of this Annual General Shareholders Meeting. Accordingly, in order to speed up decision-making processes, the Company proposes to reduce the number of Directors by one and elect eight (8) Directors.

The candidates for Director are as follows:

Candidate No.		Name	Current position at the Company
1	Reappointment	Keizo Ajioka	President
2	Reappointment	Hisanobu Watanabe	Deputy President
3	Reappointment	Yoshikazu Kitagawa	Deputy President
4	New appointment	Satoru Nobeta	Full-time Audit & Supervisory Board Member
5	Reappointment	Hidenori Tsunehisa	Director
6	Reappointment	Ryuji Miura	Director, Candidate for Outside Director, Independent Director/Auditor
7	Reappointment	Yuki Takahashi	Director, Candidate for Outside Director, Independent Director/Auditor
8	Reappointment	Shoji Nishio	Director, Candidate for Outside Director, Independent Director/Auditor

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Keizo Ajioka (Apr. 25, 1957)  Reappointment	Apr. 1981 Joined Bank of Japan Jun. 2004 General Manager of Oita Branch Aug. 2007 Advisor of Financial System and Bank Examination Department Jun. 2009 General Manager of Kanazawa Branch May 2011 Executive Officer, the Tokyo Tomin Bank, Limited Jun. 2011 Executive Officer and General Manager of Nihonbashi Branch Office Jun. 2012 Managing Director and General Manager of Nihonbashi Branch Office Jul. 2012 Managing Director and General Manager of Operations and System Department Jun. 2014 Senior Managing Director and General Manager of Operations and System Department Oct. 2014 Director, Tokyo TY Financial Group, Inc. Apr. 2016 President, Tokyo TY Financial Group, Inc. Vice President, the Tokyo Tomin Bank, Limited Director, the ShinGinko Tokyo, Limited (part-time and non-executive position) May 2018 President, in charge of Internal Audit Division, Tokyo Kiraboshi Financial Group, Inc. (current position) Director, Kiraboshi Bank, Ltd. (current position) (to present)	Common stock 3,977 shares
<p>Reasons for selection as a candidate for Director</p> <p>Since the Company's founding in 2014, Mr. Keizo Ajioka has played a key role in the decision-making regarding overall corporate management of the Group as Director, and in April 2016, he was appointed President. As the Company expects him to respond to significant issues regarding management of the Group and contribute to improvement of corporate value of the Group by utilizing his experience and knowledge, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Hisanobu Watanabe (Aug. 16, 1962)  Reappointment	Apr. 1985 Joined the Tokyo Tomin Bank, Limited Jun. 2011 General Manager of Credit Supervisory Division Jul. 2012 Associate Director and General Manager of Credit Supervisory Division Oct. 2013 Associate Director and General Manager of Loan Administration Division Jun. 2014 Executive Officer and General Manager of Loan Administration Division Oct. 2014 General Manager of Risk Management Division, Tokyo TY Financial Group, Inc. Jun. 2015 Executive Officer and General Manager of Nihonbashi Branch Office, the Tokyo Tomin Bank, Limited Jul. 2016 General Manager of Sales Strategy Division, Tokyo TY Financial Group, Inc. Executive Officer and General Manager of Business Promotion Division, the Tokyo Tomin Bank, Limited Jun. 2017 Director and General Manager of Sales Strategy Division, Tokyo TY Financial Group, Inc. Director and Managing Executive Officer, the Tokyo Tomin Bank, Limited May 2018 Deputy President, in charge of Business Strategy Division, Tokyo Kiraboshi Financial Group, Inc. (current position) President, Kiraboshi Bank, Ltd. (current position) (to present)	Common stock 2,207 shares
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Hisanobu Watanabe possesses operational experience in the business strategy division, as well as sales- and loan-related divisions, etc. of the Group. He also has a wealth of managerial experience as Deputy President of the Company and President of Kiraboshi Bank, Ltd. The Company believes he will contribute to the continuous growth of the Group and mid to long term improvement of its corporate value. Based on these reasons, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yoshikazu Kitagawa (Sep. 3, 1961)  Reappointment	Apr. 1984 Joined Yachiyo Shinkin Bank Oct. 2006 General Manager of Jiyugaoka Branch, the Yachiyo Bank, Limited Apr. 2010 General Manager of Fuchu Branch Apr. 2013 General Manager of Kanda Branch Apr. 2014 Executive Officer and General Manager of Kanda Branch Apr. 2016 General Manager of Sales Strategy Division, Tokyo TY Financial Group, Inc. Executive Officer and General Manager of Sales Management Division, the Yachiyo Bank, Limited Apr. 2017 Executive Officer, General Manager of Sales Promotion Headquarters, and General Manager of Sales Management Division, the Yachiyo Bank, Limited Jun. 2017 Director and General Manager of Sales Strategy Division, Tokyo TY Financial Group, Inc. Director, Managing Executive Officer and General Manager of Sales Promotion Headquarters, the Yachiyo Bank, Limited May 2018 Deputy President, in charge of System Integration Preparatory Office, Tokyo Kiraboshi Financial Group, Inc. (current position) Vice President, Kiraboshi Bank, Ltd. (current position) (to present)	Common stock 1,300 shares
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Yoshikazu Kitagawa took charge of the sales strategy division of the Group in April 2016, and was appointed Director in June 2017. He has been in charge of the System Integration Preparatory Office, etc. since May 2018. He became Vice President of Kiraboshi Bank, Ltd., a subsidiary of the Company, in May 2018. He is expected to play a central role in the establishment of a business structure for the Group. Based on these reasons, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<p>Satoru Nobeta (Aug. 24, 1960)</p> <p>New appointment</p>	<p>Apr. 1984 Joined the Industrial Bank of Japan, Limited</p> <p>Apr. 2002 Deputy General Manager of Operation Planning Department, Mizuho Bank, Ltd.</p> <p>Jul. 2003 Deputy General Manager of Corporate Planning Department</p> <p>Apr. 2007 Deputy General Manager of Compliance Administration Department, Mizuho Corporate Bank, Ltd.</p> <p>Apr. 2010 General Manager of Asset Audit Department</p> <p>Apr. 2012 General Manager of International Division, the Tokyo Tomin Bank, Limited (seconded from Mizuho Corporate Bank, Ltd.)</p> <p>Apr. 2013 Joined the Tokyo Tomin Bank, Limited General Manager of International Division</p> <p>Jun. 2014 Director, Executive Officer and General Manager of Operations Administration Division</p> <p>Apr. 2016 Managing Director</p> <p>Jun. 2016 Director, Tokyo TY Financial Group, Inc.</p> <p>Jun. 2017 Senior Managing Director, the Tokyo Tomin Bank, Limited</p> <p>May 2018 Director, Tokyo Kiraboshi Financial Group, Inc.</p> <p>Jun. 2018 Full-time Audit &amp; Supervisory Board Member (current position) (to present)</p>	<p>Common stock 4,411 shares</p>
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Satoru Nobeta possesses extensive operational experience at the Group strategy division, the Merger Preparatory Office, the risk management division, etc. He also has a wealth of experience gained through supervising of the management as full-time Audit &amp; Supervisory Board Member. As the Company expects him to strengthen its corporate governance and contribute to improvement of corporate value of the Group by utilizing his experience to supervise its management, he has been selected as a candidate for Director.</p>			
5	<p>Hidenori Tsunehisa (Feb. 12, 1963)</p> <p>Reappointment</p>	<p>Apr. 1987 Joined The Mitsubishi Bank, Ltd.</p> <p>Nov. 1994 Assistant Vice President of Chicago Branch</p> <p>Feb. 2001 Manager, PricewaterhouseCoopers Consultants Co., Ltd.</p> <p>Apr. 2004 Joined the ShinGinko Tokyo, Limited</p> <p>Apr. 2007 Manager in charge of Planning Group</p> <p>Aug. 2008 Operating Officer</p> <p>Jun. 2009 Executive Officer</p> <p>Jun. 2014 Director and Executive Officer</p> <p>Jun. 2015 President and CEO</p> <p>Apr. 2016 Director, Tokyo TY Financial Group, Inc.</p> <p>May 2018 Director, in charge of Corporate Planning Division and Collaboration Promotion Office, Business Strategy Division, Tokyo Kiraboshi Financial Group, Inc. (current position) Senior Managing Director, Kiraboshi Bank, Ltd. (current position) (to present)</p>	<p>Common stock 3,000 shares</p>
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Hidenori Tsunehisa was appointed Director in April 2016 and has been in charge of the corporate planning division since May 2018. He has a wealth of operational and management experience. As the Company expects him to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his experience and knowledge in determining significant issues regarding management of the Group, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
6	Ryuji Miura (May 5, 1968)  Reappointment  Candidate for Outside Director  Independent Director/Auditor	Nov. 1995	Joined Chuo Audit Corporation (Renamed to ChuoAoyama Audit Corporation due to merger)	Common stock — shares
		Mar. 2001	Seconded to Financial Crisis Response Office, Planning and Management Division, Supervision Bureau, Financial Services Agency as Deputy Director	
		Oct. 2003	Returned to ChuoAoyama Audit Corporation	
		Oct. 2004	Opened Miura Certified Public Accountant Office	
		Jul. 2006	Partner, Legal Associates Inc.	
		Jun. 2011	Director, L.A. Consulting Inc.	
		Jun. 2011	Outside Audit & Supervisory Board Member, the Yachiyo Bank, Limited	
		Jun. 2012	Outside Auditor, THE OME SHINKIN BANK (current position)	
		Jun. 2014	Outside Director, the Yachiyo Bank, Limited	
		Oct. 2014	Outside Director, Tokyo TY Financial Group, Inc.	
		Apr. 2016	Representative Director, MeU Advisers Co. (current position)	
May 2018	Outside Director, Tokyo Kiraboshi Financial Group, Inc. (current position)			
Mar. 2019	Outside Director, bitFlyer, Inc. (current position)			
May 2019	Outside Audit & Supervisory Board Member, bitFlyer Blockchain, Inc. (current position) (to present)			
Reasons for selection as a candidate for Director In addition to advanced specialized knowledge as a certified public accountant, Mr. Ryuji Miura also has work experience at financial administration authorities. He also has a wealth of experience as a corporate manager, and as the Company has judged that it can reflect his advanced insights in management in improving corporate governance of the Company, he has been selected as a candidate for Outside Director.				
7	Yuki Takahashi (Apr. 25, 1969)  Reappointment  Candidate for Outside Director  Independent Director/Auditor	Dec. 2003	Joined Bears Co., Ltd. Senior Managing Director	Common stock — shares
		Jul. 2009	Director, The Tokyo New Business Conference	
		Aug. 2013	Vice Chairman, Zenkoku Kaji Daiko Service Association	
		Oct. 2016	Vice President and Director, Bears Co., Ltd. (current position)	
		Jun. 2017	Outside Director, Tokyo TY Financial Group, Inc.	
		Apr. 2018	Vice Chairman, The Tokyo New Business Conference (current position)	
		May 2018	Outside Director, Tokyo Kiraboshi Financial Group, Inc. (current position)	
Apr. 2019	Chairman, National Housekeeping Service Association (current position) (to present)			
Reasons for selection as a candidate for Director Ms. Yuki Takahashi has served as a corporate manager of a housekeeping services provider, and due to her wealth of experience, including regarding the promotion of women's participation and advancement in the workplace, lifestyle reform and creation of new businesses, she also holds key positions at various organizations. The Group has concluded that her knowledge can be reflected to improve the Group's products and services, and therefore she has been selected as a candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
8	Shoji Nishio (May 13, 1952)	Mar. 1978	Joined The Tokyo Chamber of Commerce and Industry	Common stock — shares
		Apr. 2006	General Manager of SMEs Regeneration Assistance Division	
		Apr. 2009	General Manager of SMEs Division	
		Dec. 2010	Executive Director Status, General Manager of SMEs Division	
		Apr. 2012	Executive Director, General Manager of SMEs Division	
		Dec. 2013	Executive Director, Head of Secretariat	
		Jun. 2016	Managing Director (current position)	
		Jun. 2016	Outside Audit & Supervisory Board Member, TOKYO FOOTBALL CLUB Co., Ltd. (current position)	
		May 2019	Outside Audit & Supervisory Board Member, WORLD TRADE CENTER BUILDING, INC. (current position)	
		Jun. 2019	Outside Director, Tokyo Kiraboshi Financial Group, Inc. (current position) (to present)	
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Shoji Nishio serves as Managing Director and has held the positions as General Manager of SMEs Regeneration Assistance Division and General Manager of SMEs Division at The Tokyo Chamber of Commerce and Industry. He has a wealth of experience in management consultation, regeneration assistance, business succession, etc. for small and medium enterprises. The Group has concluded that his knowledge can be utilized in business management support to the Group's transaction partners and for measures to improve services, and therefore he has been selected as a candidate for Outside Director.</p>				

(Notes)

1. There are no special conflicts of interest between the Company and the candidates for Director.
2. Mr. Ryuji Miura, Ms. Yuki Takahashi and Mr. Shoji Nishio are candidates for Outside Director.
3. The terms of office of Mr. Ryuji Miura, Ms. Yuki Takahashi and Mr. Shoji Nishio as Outside Director will be five (5) years and nine (9) months, three (3) years and one (1) year, respectively, at the conclusion of this Annual General Shareholders Meeting.
4. Liability limitation agreements with Outside Directors  
Liability limitation agreements have been concluded with Mr. Ryuji Miura, Ms. Yuki Takahashi and Mr. Shoji Nishio, and if they are reappointed as Outside Directors, these agreements will remain effective. A summary of the liability limitation agreements is as follows.
  - Summary of liability limitation agreements  
Stipulations are included in the Articles of Incorporation, which allow for the conclusion of liability limitation agreements with Non-executive Directors and Audit & Supervisory Board Members to limit their liability for damages of Article 423, Paragraph 1 of the Companies Act, and the limit of liability under these agreements is the liability amount stipulated by laws and regulations.
5. If Mr. Ryuji Miura, Ms. Yuki Takahashi and Mr. Shoji Nishio are elected as Outside Directors, the Company plans to submit them as Independent Directors/Auditors as defined by Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.

**Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members

The incumbent Audit & Supervisory Board Members Messrs. Mikio Makabe and Satoru Nobeta will resign at the conclusion of this Annual General Shareholders Meeting. Accordingly, the election of two (2) Audit & Supervisory Board Members is proposed as substitutes for both Corporate Directors.

Under the provisions of Article 34 of the Company's Articles of Incorporation, their terms of office, if elected, will be the remainder of the terms of office of the retiring Audit & Supervisory Board Members. Therefore, the terms of office of both Mr. Yukio Kasai, a substitute for Mr. Makabe and Mr. Toru Narata, a substitute for Mr. Nobeta will be until the conclusion of the Annual General Shareholders Meeting to be held in 2022.

Additionally, this proposal has received approval from the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.		Name	Current position at the Company
1	New appointment	Yukio Kasai	
2	New appointment	Toru Narata	Director

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
1	Yukio Kasai (Sep. 26, 1957)  New appointment	<p>Apr. 1980 Joined the Tokyo Tomin Bank, Limited</p> <p>May 2002 General Manager of Musashikoyama Branch Office</p> <p>Apr. 2005 Deputy General Manager of Compliance Administration Office, Internal Audit Division</p> <p>Oct. 2005 General Manager of Compliance Administration Office</p> <p>Jul. 2007 General Manager of Compliance Office, Risk Administration Division</p> <p>Jul. 2009 Deputy General Manager and General Manager of Compliance Office, Risk Administration Division</p> <p>Jul. 2011 Associate Director, Deputy General Manager and General Manager of Compliance Office, Risk Administration Division</p> <p>Jun. 2013 Associate Director, General Manager of Risk Administration Division and General Manager of Legal Office</p> <p>Oct. 2014 Associate Director, General Manager of Risk Administration Division and Senior Manager of Human Resource Division General Manager of Risk Management Division, Tokyo TY Financial Group, Inc.</p> <p>Jun. 2016 Full-time Audit &amp; Supervisory Board Member, the Tokyo Tomin Bank, Limited</p> <p>May 2018 Full-time Audit &amp; Supervisory Board Member, Kiraboshi Bank, Ltd. (current position) (to present)</p>	Common stock 2,839 shares
<p>Reasons for selection as a candidate for Audit &amp; Supervisory Board Member</p> <p>Mr. Yukio Kasai was appointed General Manager of Risk Administration Division in June 2013 and full-time Audit &amp; Supervisory Board Member in June 2016 at the Tokyo Tomin Bank. Since its founding, he has also been serving as full-time Audit &amp; Supervisory Board Member at Kiraboshi Bank, Ltd., a subsidiary of the Company. Thus, he has in-depth knowledge, insight, and experience in corporate auditing. As the Company believes he will play a role in ensuring integrity and appropriateness of management in the Group, he has been selected as a candidate for Audit &amp; Supervisory Board Member.</p>			
2	Toru Narata (Jul. 10, 1960)  New appointment	<p>Apr. 1983 Joined Yachiyo Shinkin Bank</p> <p>Apr. 2008 General Manager of Asset Assessment Division, the Yachiyo Bank, Limited</p> <p>Apr. 2013 General Manager of Screening Division</p> <p>Oct. 2014 General Manager of Risk Management Division, Tokyo TY Financial Group, Inc.</p> <p>Apr. 2015 General Manager of Credit Division, the Yachiyo Bank, Limited</p> <p>Apr. 2016 Executive Officer and General Manager of Credit Division</p> <p>Jun. 2017 Director, Tokyo TY Financial Group, Inc. Director, Managing Executive Officer and General Manager of Credit Division, the Yachiyo Bank, Limited</p> <p>May 2018 Director, in charge of Risk Management Division, Tokyo Kiraboshi Financial Group, Inc. (current position) Senior Managing Director, Kiraboshi Bank, Ltd. (current position) (to present)</p>	Common stock 2,100 shares
<p>Reasons for selection as a candidate for Audit &amp; Supervisory Board Member</p> <p>Since the Company's founding in 2014, Mr. Toru Narata has been in charge of the risk management division, and was appointed Director in June 2017. Thus, he has a wealth of experience in operations of overall risk management. As the Company believes he will play a role in ensuring integrity and appropriateness of management in the Group by utilizing his experience and knowledge, he has been selected as a candidate for Audit &amp; Supervisory Board Member.</p>			

(Notes) There are no special conflicts of interest between the Company and the candidates for Audit & Supervisory Board Member.

**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

The term of office of Substitute Audit & Supervisory Board Member Mr. Kenji Endo, who was elected at the Annual General Shareholders Meeting held on June 27, 2019, will expire at the beginning of this Annual General Shareholders Meeting. Accordingly, the election of one (1) Substitute Outside Audit & Supervisory Board Member is proposed to prepare for the case where the number of Audit & Supervisory Board Members falls below the number required by law.

Additionally, this proposal has received approval from the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
<p>Kenji Endo (May 5, 1965)</p> <p>Reappointment</p> <p>Candidate for Substitute Audit &amp; Supervisory Board Member</p> <p>Independent Director/Auditor</p>	<p>Mar. 1998 Completed at Training and Research Institute for Court Officials, Supreme Court</p> <p>Apr. 1998 Registered as attorney-at-law (Tokyo Bar Association)</p> <p>Mar. 1999 Joined ISHIHARA LAW OFFICE</p> <p>Jan. 2008 Opened ENDO LAW OFFICE (to present)</p>	<p>Common stock — shares</p>

**Reasons for selection as a candidate for Substitute Audit & Supervisory Board Member**

Mr. Kenji Endo has a wealth of experience and specialized knowledge as an attorney, and is well versed in corporate law, and the Company has determined that he would appropriately be able to execute the duties of Outside Audit & Supervisory Board Member. Additionally, to enable him to provide these specialized views to the Company's auditing, the Company has selected him as a candidate for Substitute Audit & Supervisory Board Member.

(Notes)

1. The Board of Directors may resolve to cancel the effective appointment of the Audit & Supervisory Board Member with the consent of the Audit & Supervisory Board only before the candidate assumes the position of Audit & Supervisory Board Member.
2. There are no special conflicts of interest between the Company and the candidate for Substitute Outside Audit & Supervisory Board Member.
3. Mr. Kenji Endo is a candidate for Substitute Outside Audit & Supervisory Board Member.
4. Liability limitation agreements with Substitute Outside Audit & Supervisory Board Members  
If Mr. Kenji Endo is appointed as Outside Audit & Supervisory Board Member, the Company plans to conclude a liability limitation agreement with him. A summary of the liability limitation agreements is as follows.
  - Summary of liability limitation agreements  
Stipulations are included in the Articles of Incorporation which allow for the conclusion of liability limitation agreements with Non-executive Directors and Audit & Supervisory Board Members to limit their liability for damages of Article 423, Paragraph 1 of the Companies Act, and the limit of liability under these agreements is the liability amount stipulated by laws and regulations.
5. If Mr. Kenji Endo is appointed as Outside Audit & Supervisory Board Member, the Company plans to submit him as Independent Director/Auditor as defined by Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.

(Reference)

## **1. Qualifications and nomination/dismissal procedures for candidates for Director and CEO and candidates for Audit & Supervisory Board Member**

The Company has voluntarily established a “Nomination and Compensation Council” chaired by an Outside Director and composed of a majority of Outside Directors as an advisory body with the intent of securing objectivity and transparency regarding personnel matters and remuneration of Directors. The Company has put in place a system and procedures where selection and dismissal of Directors, amounts of remuneration for Directors, etc., including performance-linked compensation plan, are considered in the “Nomination and Compensation Council,” and based on the consideration, personnel matters of and remuneration for Directors are determined by the Board of Directors of the Company.

### (1) Qualifications for Directors and CEO as well as Audit & Supervisory Board Members

- 1) Directors of the Company and subsidiary banks must be a person with superior personality, insights, abilities, wealth of experience, and high ethics.
- 2) CEO of the Company and subsidiary banks is selected from among Directors as a person who can appropriately fulfill the duties and responsibilities as CEO.
- 3) Audit & Supervisory Board Members of the Company and subsidiary banks must be a person with necessary knowledge of finance, accounting and legal affairs in addition to superior personality, insights, abilities, wealth of experience, and high ethics.

### (2) Nomination procedures for Directors and CEO as well as Audit & Supervisory Board Members

- 1) Candidates for Director of the Company are fairly, transparently, and stringently considered in the “Nomination and Compensation Council,” and are determined by deliberation of the Board of Directors of the Company based on the results of this consideration.
- 2) Candidates for Director of the subsidiary banks are fairly, transparently, and stringently considered in the “Nomination and Compensation Council,” and are determined by deliberation of the Board of Directors of each subsidiary bank based on the results of this consideration.
- 3) CEO of the Company and the subsidiary banks is fairly, transparently, and stringently considered in the “Nomination and Compensation Council” from among Directors of each company based on the qualifications for CEO, and is determined by deliberation of the Board of Directors of the Company or each subsidiary bank based on the results of this consideration.
- 4) Candidates for Audit & Supervisory Board Member of the Company are recommended by the Board of Directors of the Company, and candidates are selected upon receiving approval from the Audit & Supervisory Board of the Company.
- 5) Candidates for Audit & Supervisory Board Member of the subsidiary banks are recommended by the Board of Directors of the each subsidiary bank, and candidates are selected upon receiving approval from the Audit & Supervisory Board of the each subsidiary bank.

### (3) Dismissal procedures for Directors and CEO

- 1) Proposal for dismissal of Directors of the Company and the subsidiary banks is fairly, transparently, and stringently considered in the “Nomination and Compensation Council” based on the below standards of dismissal, and is determined by deliberation of the Board of Directors of each company based on the results of this consideration.  
<Standards in dismissal of Directors >
  - i) In the case where a Director has committed, or has been recognized to commit, an act that violates public order and morality, including the case where a Director is recognized to have a relationship with antisocial forces
  - ii) In the case where a Director has violated laws and regulations or the Articles of Incorporation or other regulations of the Group, and has significantly damaged corporate value of the Group.
  - iii) In the case where significant interference has occurred in the execution of duties.
  - iv) In the case where a Director is considered to lack a qualification stipulated in the qualifications for Director.
- 2) Proposal for dismissal of CEO of the Company and the subsidiary banks is fairly, transparently, and stringently considered, in principle, in the “Nomination and Compensation Council” based on the standards in dismissal of Directors, and is determined by deliberation of the Board of Directors of each company.

### (4) Summary of advisory results of selection and dismissal of candidates

When the “Nomination and Compensation Council” conducts consideration of election and dismissal of candidates for Director and CEO, meeting members will directly assess each subject personnel as required, as well as summarize the consideration results upon utilization of the internal evaluation documents, etc., of the subsidiary banks.

## **2. Standards of independence regarding Outside Officers**

The Group determines independence regarding Outside Directors and Outside Audit & Supervisory Board Members based on the following standards.

1. (1) The person is not an Executive Director, Executive Officer, or a manager or other employee (collectively hereinafter the “Business Executors, etc.”) of the Group, and was not a Business Executor, etc., of the Group within 10 years prior to appointment.  
However, for candidates for Outside Audit & Supervisory Board Member, the requirement of not having been a Non-executive Director (Note 1) of the Group within 10 years prior to appointment is added.
  - (2) For Outside Directors that were Non-executive Directors or Audit & Supervisory Board Members of the Group within 10 years prior to appointment, these persons must not have been a Business Executors, etc., of the Group within 10 years prior to appointment to that position.  
For Outside Audit & Supervisory Board Members that were Audit & Supervisory Board Members of the Group within 10 years prior to appointment, these persons must not have been Business Executors, etc., or Non-executive Directors within 10 years prior to appointment to that position.
  - (3) The person is not a spouse or a relative to within the second degree of an Officer, etc. (Note 2), manager or other important employee (excluding those who are Officers, etc.)
  2. The person is not a major shareholder (Note 3) of the Company or an Officer, etc., or employee (excluding those who are Officers, etc.) of a company of which the Group is a major shareholder.
  3. (1) The person does not hold the Group as a major transaction partner (Note 4) and is not the parent company or a significant subsidiary, and if that person is a company, is not a Business Executor, etc., of said company and was not a Business Executor, etc., within the past three years.
  - (2) The person is not a major transaction partner of the Group and is not the parent company or a significant subsidiary, and if that person is a company, is not a Business Executor, etc., of said company and was not a Business Executor, etc., within the past three years.
  - (3) The person is not an employee, etc., of an organization that receives donations, etc., over a certain amount (an average of 10 million yen per annum for the past three years or 30% of average annual expenses of said organization, whichever is higher) from the Group.
  4. The person is not an Officer, etc., of a company, parent company of said company, or subsidiary of said company that receives Officers, etc., from the Group.
  5. The person is not the Accounting Auditor of the Group or an employee, etc., of said Accounting Auditor and was not responsible for the audit operations of the Group within the past three years as said employee, etc.
  6. The person is an attorney, certified public accountant, or other consultant, etc., who has not received more than an average of 10 million yen per annum for the past three years aside from officer remuneration in cash or other property as profit from the Group. Additionally, the person is not an employee, etc., of an advisory firm such as a legal office, etc., that holds the Group as a major transaction partner (an advisory firm that received payment from the Group of 2% or more of its consolidated net sales on average over the past three fiscal years).
  7. The person is not a person with which a constant, substantial conflict of interest with general shareholders of the Company may arise for reasons other than those considered above.
- (Note 1) A “Non-executive Director” refers to Directors that are not Executive Directors.
- (Note 2) An “Officer, etc.,” refers to Directors (including Outside Directors), Audit & Supervisory Board Members (including Outside Audit & Supervisory Board Members), Executive Officers, Counselors, and Advisors.
- (Note 3) A “major shareholder” is a person or company, etc., that directly or indirectly possessed or possesses voting rights equal to 10% or more of total voting rights as of the end of the most recent fiscal year.
- (Note 4) A “major transaction partner” is determined on the standard of 2% or more of annual consolidated net sales (annual consolidated ordinary income for the Company) as of the end of the most recent fiscal year.