

Security Code: 8308

June 7, 2023

To Our Shareholders

Resona Holdings, Inc.

1-5-65 Kiba, Koto-ku, Tokyo

Masahiro Minami

Director, President and Representative Executive Officer

## NOTICE OF CONVENTION OF THE 22ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby notify you that the 22nd Ordinary General Meeting of Shareholders will be held as stated below.

If it is inconvenient for you to attend the Meeting, you are respectfully requested to exercise your voting rights by either via the Internet, etc. or by post upon examining the "Guidance Notes on the Method to Exercise Voting Rights" below.

We adopt an electronic provision measure in relation to the convention of this shareholders' meeting and the matters for the electronic provision measure are posted on the following website on the Internet as the "Notice of Convention of the 22nd Ordinary General Meeting of Shareholders":

Resona Holdings website:

<https://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/>

In addition, the information is also posted on the website (Tokyo Stock Exchange) on the Internet. Please refer to page2 for details.


1. Date: 10:00 a.m. Friday, June 23, 2023 (open at 9:00 a.m.)
2. Place: Convention Hall, Second Basement Floor, Resona Group Osaka Headquarters Building  
2-2-1 Bingomachi, Chuo-ku, Osaka
3. Purposes:
  - Matters to be Reported: Report on business report, consolidated financial statements, financial statements and audit results of consolidated financial statements by the Independent Accounting Auditors and the Audit Committee for the 22nd fiscal year (from April 1, 2022 to March 31, 2023)

– Matters to be Resolved:


Agenda: Election of 12 Directors

<Notice of website on which the electronic provision measure is made>

The website on which the matters for the electronic provision measure in relation to the convention of this shareholders' meeting are posted is as follows:

<p>Resona Holdings website</p> 	<p><a href="https://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/">https://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/</a></p>
	<p>22nd Ordinary General Meeting of Shareholders / "Matters for Electronic Provision Measure" &lt;Matters for Electronic Provision Measure &gt; Booklet (PDF) containing "Business Report", "Audit Report" and others (Note) The "1. Current Status of the Company" section of the Business Report has descriptions on the "long-term ideals regarding what the Group should look like", the "medium-term management plan", the "measures to reduce policy-oriented stocks" and others.</p>

In addition to the above, the information is also posted on the following website on the Internet:

<p>Listed Company Information Service (Tokyo Stock Exchange)</p> 	<p><a href="https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show&gt;Show">https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show</a> <a href="#">≡Show</a></p>
	<p>Please follow the following steps: ① Enter "Resona Holdings" as "Issue name (company name)" or "8308" (in half size) as "Security code" and search; ② Select "Basic information" "Documents for public inspection/PR information".</p>

Each website may become temporarily inaccessible due to regular maintenance or other reasons. When you cannot review the contents, please access the other website or try access again after a while.

Among the matters to be provided in the documents describing the matters for electronic provision measure, the "systems to ensure that operations are conducted in an appropriate manner" and the "matters regarding specified wholly-owned subsidiaries" in the business report as well as the "notes to the consolidated financial statements" in the consolidated financial statements and the "notes to the financial statements" in the financial statements are not described in the documents to be delivered to shareholders who submit a request for delivery of written documents pursuant to the laws and Article 20 of the Company's Articles of Incorporation. Accordingly, the contents described in the documents to be delivered to shareholders who submit a request for delivery of written documents are part of the business report, the consolidated financial statements and the financial statements audited by the Audit Committee or the Independent Accounting Auditors.

If any modification is made to the matters for electronic provision measure, the occurrence of such modification and the matters before and after the modification will be posted on the Company's website described above.

<Guidance Notes on the Method to Exercise Voting Rights>

(1) If you will exercise your voting rights in advance:

You can exercise your voting rights in advance via the Internet or by post.

Via the Internet:

Deadline for Exercising Voting Rights: Up to 5:30 p.m. Thursday, June 22, 2023

Please enter approval or disapproval for each agenda by accessing the Company's designated website: <https://www.web54.net>

By post:

Deadline for Exercising Voting Rights: 5:30 p.m. Thursday, June 22, 2023 (must be received by that time)

Please indicate your approval or disapproval of the agenda on the enclosed Voting Right Exercise Form and send it back to us.

A Voting Right Exercise Form without an indication of approval or disapproval of the agenda will be treated as indicating approval.

(2) If you will attend the Meeting:

Date: 10:00 a.m. Friday, June 23, 2023 (open at 9:00 a.m.)

Please bring the enclosed Voting Right Exercise Form and submit it to the receptionist at the place of the Meeting. Also bring this booklet as a reference material for the Meeting.

Please note that a person other than a shareholder may not attend the Meeting.

If you are going to attend the Meeting by proxy, you may delegate your voting rights to one of the other shareholders holding voting rights at the Meeting. The proxy is required to submit a document certifying authority of such proxy to attend the Meeting.

Matters for Attention:

- (a) If the same shareholder exercises voting rights both in writing and by the electronic method, only the vote by the electronic method will be considered valid.
- (b) If the same shareholder exercises voting rights more than once via the electronic method, only the last exercise will be considered valid.
- (c) Any fees of Internet service providers and telecommunication carriers (such as access fees, etc.) for using the website to exercise voting rights shall be borne by shareholders.
- (d) The Voting Rights Exercise Code described in the Voting Right Exercise Form shall be valid only for the Meeting.

If you have any question concerning the exercise of voting rights via the Internet, please call the following dedicated telephone number:

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agent Web Support  
0120-652-031 (open hours: 9:00 a.m. to 9:00 p.m.)

The Company is a participant in the platform for electronic exercise of voting rights for institutional investors operated by ICJ, Inc.

The results of voting will be announced later through the Company's website ("General Meeting of Shareholders" section).

The Company website "General Meeting of Shareholders" section: <https://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/>

## Agenda: Election of Twelve (12) Directors

The term of office of all ten (10) Directors will expire at the close of this General Meeting of Shareholders.

The Company proposes to increase the number of Directors by adding two (2) more Directors to strengthen the group management system and proposes to elect twelve (12) Directors based on the decision by the Nominating Committee.

Of the total twelve (12) candidates for Directors, eight (8) are for Outside Directors (the ratio of the candidates for Outside Directors among all the candidates is 66%), nine (9) are male and three (3) are female, and the ratio of female candidates is 25 per cent.

Candidate No.	Name	Current positions, etc. at the Company	
1	Masahiro Minami (Reappointment) (male)	Group CEO, Director, President and Representative Executive Officer	
2	Shigeki Ishida (New candidate) (male)	Group CSO, Group CRO, Deputy President and Executive Officer	
3	Mikio Noguchi (Reappointment) (male)	Group CIO, Group CPRO, Director and Executive Officer	
4	Hisahiko Oikawa (Reappointment) (male)	Director Member of Audit Committee	
5	Chiharu Baba (Reappointment) (male)	Director Chairperson of Audit Committee Member of Compensation Committee	Outside Director Independent Director
6	Kimie Iwata (Reappointment) (female)	Director Chairperson of Compensation Committee Member of Nominating Committee	Outside Director Independent Director
7	Setsuko Egami (Reappointment) (female)	Director Member of Nominating Committee Member of Compensation Committee	Outside Director Independent Director
8	Fumihiko Ike (Reappointment) (male)	Director Chairperson of Board of Directors Member of Nominating Committee	Outside Director Independent Director
9	Sawako Nohara (Reappointment) (female)	Director Member of Compensation Committee	Outside Director Independent Director
10	Masaki Yamauchi (Reappointment) (male)	Director Member of Audit Committee	Outside Director Independent Director
11	Katsuyuki Tanaka (New candidate) (male)		Candidate for Outside Director Independent Director (planned)

12	Ryuji Yasuda (New candidate) (male)		Candidate for Outside Director Independent Director (planned)
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“Outside Director” denotes a candidate for an outside director as set out in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act.

“Independent Director” denotes a candidate for an independent director/auditor under the provisions of the Tokyo Stock Exchange.

(Note) CEO, CSO, CRO, CIO and CPRO stand for the following respectively:

CEO: Chief Executive Officer (management)

CSO: Chief Strategy Officer (strategy planning)

CRO: Chief Risk Officer (risk management)

CIO: Chief Information Officer (information)

CPRO: Chief Process Reengineering Officer (process reengineering)

## Skills Expected from Candidates for Directors

The basic policy for corporate governance provides that the Board of Directors shall consist of Directors having diversified and extensive knowledge.

The Company sets forth the skills (experience and knowledge) especially expected from Director candidates as below, and the Nominating Committee makes deliberations and decisions on the candidates for Directors accordingly.

		Organi- zational management	Legal Compliance Risk management	Finance Accounting	Focus areas toward “Retail No. 1” financial service group			
					IT Digitali- zation	Sustain- ability	Diversity & Inclusion	Globali- zation
Masahiro Minami		X	X	X	X	X	X	X
Shigeki Ishida			X					
Mikio Noguchi					X			
Hisahiko Oikawa			X					
Chiharu Baba	Outside Director	X	X	X				X
Kimie Iwata	Outside Director	X				X	X	
Setsuko Egami	Outside Director		X			X	X	
Fumihiko Ike	Outside Director	X	X		X			X
Sawako Nohara	Outside Director		X		X		X	
Masaki Yamauchi	Outside Director	X				X		
Katsuyuki Tanaka	Outside Director		X					
Ryuji Yasuda	Outside Director		X	X				X

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
1.	<p data-bbox="491 730 687 819">Masahiro Minami (June 6, 1965)</p> <p data-bbox="491 904 687 1016">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="499 1048 679 1137">Ordinary shares: 44,200 shares</p> <p data-bbox="499 1223 679 1469">&lt;Period in office as Director&gt; 4 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="491 1554 687 1778">&lt;Attendance at meetings of board of directors&gt; 16 / 16 meetings (FY 2022)</p>	<p data-bbox="719 342 847 376">[Biography]</p> <p data-bbox="719 398 1078 432">April 1989      Joined the Group</p> <p data-bbox="719 454 1353 521">October 2009    Group Leader at Group Strategy Division of the Company</p> <p data-bbox="719 544 1353 611">April 2013      General Manager of Group Strategy Division</p> <p data-bbox="719 633 1353 745">April 2013      General Manager of Corporate Administration Division of Resona Bank, Ltd.</p> <p data-bbox="719 768 1353 925">April 2017      Executive Officer, in charge of Omni Channel Strategy Division, and General Manager of Group Strategy Division of the Company</p> <p data-bbox="719 947 1353 1104">April 2017      Executive Officer, in charge of Omni Channel Strategy Division, and General Manager of Corporate Administration Division of Resona Bank, Ltd.</p> <p data-bbox="719 1126 1353 1193">April 2018      Executive Officer, in charge of Omni Channel Strategy Division of the Company</p> <p data-bbox="719 1216 1353 1328">April 2018      Executive Officer, in charge of Sales Support Division and Omni Channel Strategy Division of Resona Bank, Ltd.</p> <p data-bbox="719 1350 1353 1507">April 2019      Executive Officer, in charge of Omni Channel Strategy Division and vice in charge of Corporate Governance Office of the Company</p> <p data-bbox="719 1529 1353 1709">April 2019      Executive Officer, in charge of Sales Support Division and Omni Channel Strategy Division and vice in charge of Corporate Governance Office of Resona Bank, Ltd.</p> <p data-bbox="719 1731 1353 1888">June 2019      Director and Executive Officer, in charge of Omni Channel Strategy Division and vice in charge of Corporate Governance Office of the Company</p> <p data-bbox="719 1910 1353 2022">April 2020      Director, President and Representative Executive Officer of the Company, in charge of business development and DX</p> <p data-bbox="719 2045 1222 2078">April 2020      Director of Resona Bank, Ltd.</p> <p data-bbox="719 2089 1353 2123">April 2022      Director, President and Representative</p>



Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		<p>Executive Officer of the Company, in charge of SX, DX and business development</p> <p>April 2023 Group CEO, Director, President and Representative Executive Officer of the Company, in charge of CX, SX, DX and business development (incumbent)</p> <p>[Status of key concurrent position]</p> <p>None.</p> <p>Number of concurrent position at listed companies: 0</p> <p>[Reasons for election of the candidate for Director]</p> <p>Mr. Masahiro Minami has wealth of business experience at corporate administration divisions and others as well as managerial experience as the head of the omni channel strategy divisions of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will continue to contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the person with ultimate responsibility over business operations, and to receive the continued benefit of his experience and expertise in supervising the operation of the Company.</p> <p>* Special conflicts of interest between Mr. Masahiro Minami and the Company</p> <p>There are no special conflicts of interest between Mr. Masahiro Minami and the Company.</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
2.	<p data-bbox="507 969 667 1099">Shigeki Ishida (February 13, 1967)</p> <p data-bbox="499 1189 675 1413">&lt;Number of the Company's shares owned&gt; Ordinary shares: 14,200 shares</p>	<p data-bbox="715 315 847 342">[Biography]</p> <p data-bbox="715 365 1082 392">April 1990      Joined the Group</p> <p data-bbox="715 414 1353 481">November 2004      Group Leader at Credit Planning Division of Resona Bank, Ltd.</p> <p data-bbox="715 504 1281 530">May 2011      General Manager of Maebashi Area</p> <p data-bbox="715 553 1310 580">April 2013      General Manager of Maebashi Branch</p> <p data-bbox="715 602 1353 669">April 2014      General Manager of Credit Risk Management Division of the Company</p> <p data-bbox="715 692 1353 759">April 2014      General Manager of Credit Planning Division of Resona Bank, Ltd.</p> <p data-bbox="715 781 1353 848">April 2017      Executive Officer, in charge of Credit Risk Management Division of the Company</p> <p data-bbox="715 871 1353 938">April 2017      Executive Officer, in charge of Credit Planning Division of Resona Bank, Ltd.</p> <p data-bbox="715 960 1353 1072">April 2018      Executive Officer, in charge of Risk Management Division and Credit Risk Management Division of the Company</p> <p data-bbox="715 1095 1353 1207">April 2018      Executive Officer, in charge of Credit Planning Division and Risk Management Division of Resona Bank, Ltd.</p> <p data-bbox="715 1229 1353 1431">April 2021      Executive Officer, in charge of Risk Management Division and Credit Risk Management Division and vice in charge of Group Strategy Division (corporate and lending business reform) of the Company</p> <p data-bbox="715 1453 1353 1599">April 2021      Managing Executive Officer, in charge of Credit Planning Division and Risk Management Division of Resona Bank, Ltd.</p> <p data-bbox="715 1621 1353 1778">April 2022      Senior Managing Executive Officer, in charge of Credit Planning Division and Risk Management Division of Resona Bank, Ltd.</p> <p data-bbox="715 1800 1353 2080">April 2023      Group CSO, Group CRO, Deputy President and Executive Officer in charge of Group Strategy Division, Risk Management Division, Credit Risk Management Division and Group Strategy Division (corporate and lending business reform) of the Company (incumbent)</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		<p>April 2023      Director of Resona Bank, Ltd. (incumbent)</p> <p>[Status of key concurrent position]</p> <p>Director of Resona Bank, Ltd.</p> <p>Number of concurrent position at listed companies: 0</p> <p>[Reasons for election of the candidate for Director]</p> <p>Mr. Shigeki Ishida has wealth of business experience at risk management division and others as well as managerial experience as the head of the risk management divisions of the Company and Resona Bank, Ltd. The Company proposes Mr. Shigeki Ishida as a candidate for a Director, expecting that he will continue to contribute to the continuous growth of the Group and the increase in corporate value on a medium- to long-term basis as the head of the corporate management divisions and risk management divisions, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p>* Special conflicts of interest between Mr. Shigeki Ishida and the Company</p> <p>There are no special conflicts of interest between Mr. Shigeki Ishida and the Company.</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
3.	<p data-bbox="501 730 675 819">Mikio Noguchi (March 2, 1966)</p> <p data-bbox="491 902 691 1014">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="501 1043 681 1133">Ordinary shares: 18,000 shares</p> <p data-bbox="501 1216 681 1283">&lt;Period in office as Director&gt;</p> <p data-bbox="501 1312 681 1469">3 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="491 1552 691 1776">&lt;Attendance at meetings of board of directors&gt; 16 / 16 meetings (FY 2022)</p>	<p data-bbox="719 342 850 376">[Biography]</p> <p data-bbox="719 394 1078 427">April 1989      Joined the Group</p> <p data-bbox="719 445 1361 517">October 2009    General Manager of Yorii Branch of Saitama Resona Bank, Ltd.</p> <p data-bbox="719 535 1361 651">July 2012        Group Leader at Process Reform Office of Operation Reform Division of the Company</p> <p data-bbox="719 669 1361 741">July 2012        Group Leader at Operation Reform Division of Resona Bank, Ltd.</p> <p data-bbox="719 759 1361 831">October 2013    Group Leader at Information Technology Planning Division of the Company</p> <p data-bbox="719 848 1361 920">October 2013    Group Leader at Systems Division of Resona Bank, Ltd.</p> <p data-bbox="719 938 1361 1055">April 2014       General Manager of Information Technology Planning Division of the Company</p> <p data-bbox="719 1072 1361 1144">April 2014       General Manager of Systems Division of Resona Bank, Ltd.</p> <p data-bbox="719 1162 1361 1279">April 2017       Executive Officer, in charge of Information Technology Planning Division of the Company</p> <p data-bbox="719 1296 1361 1368">April 2017       Executive Officer, in charge of Systems Division of Resona Bank, Ltd.</p> <p data-bbox="719 1386 1361 1592">April 2020       Executive Officer, in charge of Information Technology Planning Division, Omni Channel Strategy Division and Group Strategy Division (systems reform) of the Company</p> <p data-bbox="719 1610 1361 1727">April 2020       Managing Executive Officer, in charge of Omni Channel Strategy Division and Systems Division of Resona Bank, Ltd.</p> <p data-bbox="719 1744 1361 1928">June 2020       Director and Executive Officer, in charge of Information Technology Planning Division, Omni Channel Strategy Division and Group Strategy Division (systems reform) of the Company</p> <p data-bbox="719 1946 1361 2107">April 2021       Director and Executive Officer, in charge of DX Planning Division, Information Technology Planning Division and Group Strategy Division (systems reform) of the</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		<p>Company</p> <p>April 2021 Senior Managing Executive Officer, in charge of DX Planning Division and Systems Division of Resona Bank, Ltd.</p> <p>April 2022 Director and Executive Officer, in charge of DX Planning Division, Information Technology Planning Division, IT Security Planning Division and Group Strategy Division (systems reform) of the Company</p> <p>April 2023 Group CIO, Group CPRO, Director and Executive Officer, in charge of Information Technology Planning Division, Business Process Reengineering Division and Group Strategy Division (systems reform) of the Company (incumbent)</p> <p>April 2023 Senior Managing Executive Officer, in charge of Business Process Reengineering Division and Systems Division of Resona Bank, Ltd. (incumbent)</p> <p>[Status of key concurrent position]</p> <p>Senior Managing Executive Officer of Resona Bank, Ltd.</p> <p>Number of concurrent position at listed companies: 0</p> <p>[Reasons for election of the candidate for Director]</p> <p>Mr. Mikio Noguchi has wealth of business experience at systems divisions and others as well as managerial experience as the head of the systems divisions of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will continue to contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the head of the systems divisions and business process reengineering divisions, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p>* Special conflicts of interest between Mr. Mikio Noguchi and the Company</p> <p>There are no special conflicts of interest between Mr. Mikio Noguchi and the Company.</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
4.	<p data-bbox="491 577 687 667">Hisahiko Oikawa (July 21, 1965)</p> <p data-bbox="491 752 687 864">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="491 898 687 976">Ordinary shares: 14,800 shares</p> <p data-bbox="491 1066 687 1133">&lt;Period in office as Director&gt;</p> <p data-bbox="491 1167 687 1312">1 year (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="491 1402 687 1514">&lt;Attendance at meetings of board of directors&gt;</p> <p data-bbox="491 1547 687 1626">12 / 12 meetings (FY 2022)</p> <p data-bbox="491 1704 687 1816">&lt;Attendance at meetings of Audit Committee&gt;</p> <p data-bbox="491 1850 687 1928">11 / 11 meetings (FY 2022)</p>	<p data-bbox="719 342 847 376">[Biography]</p> <p data-bbox="719 394 1078 427">April 1988      Joined the Group</p> <p data-bbox="719 445 1350 524">April 2017      General Manager of Compliance Division of the Company</p> <p data-bbox="719 542 1350 620">April 2017      General Manager of Compliance Division of Resona Bank, Ltd.</p> <p data-bbox="719 638 1350 716">October 2017   Group Leader at Compliance Division of Saitama Resona Bank, Ltd.</p> <p data-bbox="719 734 1350 813">April 2018      Executive Officer, in charge of Compliance Division of the Company</p> <p data-bbox="719 831 1350 909">April 2018      Executive Officer, in charge of Compliance Division of Resona Bank, Ltd.</p> <p data-bbox="719 927 1350 1005">June 2020      Executive Officer, in charge of Internal Audit Division of the Company</p> <p data-bbox="719 1023 1350 1102">June 2020      Executive Officer, in charge of Internal Audit Division of Resona Bank, Ltd.</p> <p data-bbox="719 1120 1350 1198">April 2022      Director and Executive Officer, in charge of Internal Audit Division of Resona Bank, Ltd.</p> <p data-bbox="719 1216 1350 1294">June 2022      Director and Member of Audit Committee of the Company (incumbent)</p> <p data-bbox="719 1312 1350 1346">June 2022      Director of Resona Bank, Ltd. (incumbent)</p> <p data-bbox="719 1364 1086 1397">[Status of key concurrent position]</p> <p data-bbox="719 1415 1038 1449">Director of Resona Bank, Ltd.</p> <p data-bbox="719 1467 1286 1500">Number of concurrent position at listed companies: 0</p> <p data-bbox="719 1541 1262 1574">[Reasons for election of the candidate for Director]</p> <p data-bbox="719 1592 1350 2007">Mr. Hisahiko Oikawa has wealth of business experience at compliance divisions and internal audit divisions as well as experience of management supervision as the Director of Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will contribute proactively in the internal meetings at the Company by offering opinions and advice especially from the perspective of legal affairs, compliance and risk management, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="719 2024 1350 2103">* Special conflicts of interest between Mr. Hisahiko Oikawa and the Company</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		There are no special conflicts of interest between Mr. Hisahiko Oikawa and the Company.

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
5.	Chiharu Baba	[Biography]
	(November 15, 1950)	April 1973      Joined The Industrial Bank of Japan, Limited
	Outside Director (Independent Director)	June 2001      Executive Officer and General Manager of Consolidated Risk Management Division
		April 2002      Managing Executive Officer of Mizuho Bank, Ltd.
		April 2004      Senior Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.
	<Number of the Company's shares owned>	June 2004      Executive Managing Director
	Ordinary shares: 18,700 shares	April 2005      Deputy President and Representative Director
		June 2007      Standing Audit & Supervisory Board Member of Japan Energy Corporation
	<Period in office as Director>	July 2010      Standing Audit & Supervisory Board Member of JX Nippon Oil & Energy Corporation
	6 years (as of the close of this	June 2012      Standing Audit & Supervisory Board Member of JX Nippon Mining & Metals Corporation
	General Meeting of Shareholders)	June 2014      Advisor of JX Nippon Mining & Metals Corporation
		June 2015      Outside Director of Saitama Resona Bank, Ltd.
	<Attendance at meetings of board of directors>	June 2015      Outside Audit & Supervisory Board Member of Tohoku Electric Power Co., Inc.
	16 / 16 meetings (FY 2022)	June 2017      Outside Director, Member of Audit Committee of the Company
		June 2018      Outside Director of MIRAIT Holdings Corporation (currently MIRAIT ONE Corporation) (incumbent)
	<Attendance at meetings of Audit Committee>	June 2018      Outside Director, Member of Audit Committee of Tohoku Electric Power Co., Inc.
	15 / 15 meetings (FY 2022)	June 2020      Outside Director, Chairperson of Audit Committee of the Company (incumbent)
<Attendance at meetings of Compensation	January 2022      Outside Director, Member of Compensation Committee (incumbent)	
	[Status of key concurrent positions]	



Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
	<p>Committee&gt;</p> <p>8 / 8 meetings (FY 2022)</p>	<p>Outside Director of MIRAIT ONE Corporation</p> <p>Number of concurrent position at listed companies: 1 company</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects that Mr. Chiharu Baba will contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of organizational management, compliance and risk management based on his knowledge and experience as an expert in finance area and sufficient knowledge on finance and accounting matters. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes that Mr. Baba will continue to be highly capable of using his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Chiharu Baba and the Company and Independence of Mr. Chiharu Baba</p> <p>There are no special conflicts of interest between Mr. Chiharu Baba and the Company.</p>

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
6.	<p data-bbox="496 412 703 501">Kimie Iwata (April 6, 1947)</p> <p data-bbox="496 524 703 658">Outside Director (Independent Director)</p> <p data-bbox="496 748 703 860">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="496 882 703 972">Ordinary shares: 9,900 shares</p> <p data-bbox="496 1061 703 1128">&lt;Period in office as Director&gt;</p> <p data-bbox="496 1151 703 1308">4 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="496 1397 703 1554">&lt;Attendance at meetings of board of directors&gt;</p> <p data-bbox="496 1576 703 1644">14 / 16 meetings (FY 2022)</p> <p data-bbox="496 1733 703 1890">&lt;Attendance at meetings of Nominating Committee&gt;</p> <p data-bbox="496 1912 703 1980">12 / 13 meetings (FY 2022)</p> <p data-bbox="496 2069 703 2114">&lt;Attendance at</p>	<p data-bbox="708 344 868 378">[Biography]</p> <p data-bbox="708 400 1359 434">April 1971      Joined the Ministry of Labor</p> <p data-bbox="708 456 1359 524">July 1996      Deputy Director General of Minister's Secretariat</p> <p data-bbox="708 546 1359 613">October 1998   Vice-Minister for Policy Coordination of Minister's Secretariat</p> <p data-bbox="708 636 1359 748">January 2001   Director General of Equal Employment, Children and Families Bureau of the Ministry of Health, Labor and Welfare</p> <p data-bbox="708 770 1359 837">June 2004      Director and Corporate Officer of Shiseido Company, Ltd.</p> <p data-bbox="708 860 1359 927">January 2007   Member of Council for Gender Equality of Cabinet Office</p> <p data-bbox="708 949 1359 1016">April 2007      Director and Executive Corporate Officer of Shiseido Company, Ltd.</p> <p data-bbox="708 1039 1359 1106">June 2008      Representative Director, Executive Vice President</p> <p data-bbox="708 1128 1359 1196">April 2011      Member of Management Council of University of Tokyo</p> <p data-bbox="708 1218 1359 1285">March 2012      Outside Audit &amp; Supervisory Board Member of Kirin Holdings Company, Ltd.</p> <p data-bbox="708 1308 1359 1341">April 2012      Director of Shiseido Company, Ltd.</p> <p data-bbox="708 1364 1359 1397">June 2012      Advisor</p> <p data-bbox="708 1420 1359 1487">July 2012      Outside Director of Japan Airlines Co., Ltd.</p> <p data-bbox="708 1509 1359 1576">July 2012      President of Japan Institute for Women's Empowerment &amp; Diversity Management</p> <p data-bbox="708 1599 1359 1632">June 2013      Board Member of Tsuda University</p> <p data-bbox="708 1655 1359 1722">September 2013   Commissioner of Consumer Commission of Cabinet Office</p> <p data-bbox="708 1744 1359 1812">October 2015   Audit and Inspection Commissioner of Tokyo Metropolitan Government</p> <p data-bbox="708 1834 1359 1901">March 2016      Outside Director of Kirin Holdings Company, Ltd.</p> <p data-bbox="708 1924 1359 1991">April 2016      Outside Director of STRIPE INTERNATIONAL INC.</p> <p data-bbox="708 2013 1359 2080">April 2018      Member of Management Council of Niigata University (incumbent)</p> <p data-bbox="708 2103 1359 2114">June 2018      Outside Director of SUMITOMO</p>

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
	meetings of Compensation Committee> 8 / 8 meetings (FY 2022)	<p style="text-align: center;">CORPORATION (incumbent)</p> <p>June 2019      Outside Director, Member of Nominating Committee of the Company (incumbent)</p> <p>June 2019      Outside Director, Member of Compensation Committee of the Company</p> <p>June 2019      Outside Director of Ajinomoto Co., Inc. (incumbent)</p> <p>January 2022   Outside Director, Chairperson of Compensation Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Audit and Inspection Commissioner of Tokyo Metropolitan Government</p> <p>Outside Director of SUMITOMO CORPORATION</p> <p>Outside Director of Ajinomoto Co., Inc.</p> <p>Number of concurrent position at listed companies: 2 companies</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects that Ms. Kimie Iwata will contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of sustainability and diversity &amp; inclusion based on her idea and experience as a manager of manufacturing business and her experience in public administration. She is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Ms. Iwata will continue to be highly capable of utilizing her ideas and experience in supervising the management and appoints her as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Ms. Kimie Iwata and the Company and independence of Ms. Kimie Iwata</p> <p>There are no special conflicts of interest between Ms. Kimie Iwata and the Company.</p>

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
7.	<p>Setsuko Egami (July 16, 1950) Outside Director (Independent Director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 15,500 shares</p> <p>&lt;Period in office as Director&gt; 3 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors&gt; 16 / 16 meetings (FY 2022)</p> <p>&lt;Attendance at meetings of Nominating Committee&gt; 13 / 13 meetings (FY 2022)</p> <p>&lt;Attendance at</p>	<p>[Biography]</p> <p>April 1983 Chief Editor of Travail of Japan Recruit Center (currently Recruit Co., Ltd.)</p> <p>December 2001 Head of Frontier Service Development Laboratory of East Japan Railway Company</p> <p>April 2006 Visiting Professor of Graduate School of Public Management, Waseda University</p> <p>November 2006 Member of Government Tax Commission</p> <p>June 2007 Outside Auditor of Taisho Pharmaceutical Co., Ltd.</p> <p>April 2009 Professor of Graduate School of Humanities, Musashi University</p> <p>April 2009 Professor of Faculty of Sociology, Musashi University</p> <p>June 2011 Outside Auditor of Yusen Logistics Co., Ltd.</p> <p>April 2012 Dean of Faculty of Sociology, Musashi University</p> <p>June 2015 Outside Director of Mitsubishi Estate Co., Ltd. (incumbent)</p> <p>June 2018 Outside Director of MITSUBISHI MOTORS CORPORATION</p> <p>June 2020 Outside Director, Member of Nominating Committee, Member of Compensation Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Outside Director of Mitsubishi Estate Co., Ltd. (expected to retire in June 2023)</p> <p>Outside Director of Japan Securities Finance Co., Ltd. (expected to be proposed at the annual shareholders' meeting to be held in June 2023)</p> <p>Number of concurrent position at listed companies: 1 company</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects that Ms. Setsuko Egami will</p>

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
	<p>meetings of Compensation Committee&gt;</p> <p>8 / 8 meetings (FY 2022)</p>	<p>contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of compliance, risk management and diversity &amp; inclusion based on her experience in promotion of corporate management reform. Although her past involvement in managing a corporation has only been as an outside director or an outside audit &amp; supervisory board member, she is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Ms. Egami will continue to be highly capable of utilizing her knowledge and experience in supervising the management and appoints her as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Ms. Setsuko Egami and the Company and independence of Ms. Setsuko Egami</p> <p>There are no special conflicts of interest between Ms. Setsuko Egami and the Company.</p> <p>* Ms. Setsuko Egami's name on her family register is Setsuko Kusumoto.</p>

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
8.	<p>Fumihiko Ike (May 26, 1952) Outside Director (Independent Director )</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 10,000 shares</p> <p>&lt;Period in office as Director&gt; 2 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors&gt; 15 / 16 meetings (FY 2022)</p> <p>&lt;Attendance at meetings of Nominating Committee&gt; 12 / 13 meetings (FY 2022)</p>	<p>[Biography]</p> <p>February 1982      Joined Honda Motor Co., Ltd.</p> <p>June 2003      Chief Director of Multi-purpose Business and Director</p> <p>April 2006      Chief Director of Business Administration and Director</p> <p>June 2007      Chief Director of Business Administration and Managing Director</p> <p>April 2008      Chief Director of Asia and Pacific and Managing Director</p> <p>April 2008      President and Director of Asian Honda Motor Co., Ltd.</p> <p>April 2011      Chief Director of Business Administration, Senior Managing Officer, and Director concurrently serving as Risk Management Officer and General Supervisor of Information Systems of Honda Motor Co., Ltd.</p> <p>April 2012      Chief Director of Business Administration, Senior Managing Officer, and Director concurrently serving as Chief Director of IT, Risk Management Officer and Liaison Manager</p> <p>April 2013      Chairman and Representative Director</p> <p>May 2014      Chairman of JAPAN AUTOMOBILE FEDERATION, a general incorporated association</p> <p>June 2020      Outside Director of NTT DATA Corporation (incumbent)</p> <p>June 2021      Outside Director of Eisai Co., Ltd. (incumbent)</p> <p>June 2021      Outside Director, Member of Nominating Committee of the Company (incumbent)</p> <p>June 2021      Outside Director, Member of Audit Committee of the Company</p> <p>June 2022      Outside Director, Chairperson of the Board of Directors (incumbent)</p> <p>[Status of key concurrent positions]</p>

Candidate No.	Name (Date of birth)	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
	<p>&lt;Attendance at meetings of Audit Committee&gt; 4 / 4 meetings (FY 2022)</p>	<p>Outside Director of NTT DATA Corporation Outside Director of Eisai Co., Ltd.</p> <p>Number of concurrent position at listed companies: 2 companies</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects Mr. Fumihiko Ike to contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of compliance, risk management, information technology and digitalization based on his ideas and experience as a manager of a manufacturing business operating globally. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes that Mr. Ike will continue to be highly capable of utilizing his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Fumihiko Ike and the Company and independence of Mr. Fumihiko Ike</p> <p>There are no special conflicts of interest between Mr. Fumihiko Ike and the Company.</p> <p>Seven years have passed since Mr. Fumihiko Ike left the office of Chairman and Representative Director of Honda Motor Co., Ltd. (“Honda”) in June 2016. Although Honda and its subsidiaries have business relationships with the Company’s group, the amount of transactions during the fiscal year ended March 31, 2023 is less than 1% of the consolidated sales of Honda and less than 1% of the consolidated gross operating profit of the Company. The balance of loans from the Company’s group amounts to less than 1% of the consolidated total assets of Honda.</p> <p>Accordingly, the Company considers that there is no threat to independence of Mr. Fumihiko Ike.</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
9.	<p>Sawako Nohara (January 16, 1958) Outside Director (Independent Director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 1,400 share</p> <p>&lt;Period in office as Director&gt; 1 year (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors&gt; 12 / 12 meetings (FY 2022)</p> <p>&lt;Attendance at meetings of Compensation Committee&gt; 6 / 6 meetings (FY 2022)</p>	<p>[Biography]</p> <p>April 1980      Joined Mitsubishi Petrochemical Co., Ltd. (currently Mitsubishi Chemical Corporation)</p> <p>December 1988      Joined Life Science Laboratories, Ltd.</p> <p>July 1995      Joined InfoCom Research, Inc.</p> <p>December 2001      President and Representative Director of IPSe Marketing, Inc. (incumbent)</p> <p>June 2006      Outside Director of NEC Corporation</p> <p>October 2009      Special Professor of Graduate School of Media and Governance, Keio University</p> <p>June 2012      Outside Auditor of Sompo Japan Insurance Inc.</p> <p>June 2013      Outside Director of NKSJ Holdings, Inc. (currently Sompo Holdings, Inc.)</p> <p>June 2014      Outside Director of Nissha Printing Co., Ltd. (currently NISSHA Co., Ltd.)</p> <p>June 2014      Outside Director of JAPAN POST BANK Co., Ltd.</p> <p>June 2018      Outside Auditor of TOKYO GAS Co., Ltd.</p> <p>June 2019      Outside Director of Daiichi Sankyo Co., Ltd. (incumbent)</p> <p>June 2021      Outside Director of Keikyu Corporation (incumbent)</p> <p>June 2021      Outside Director of TOKYO GAS Co., Ltd.</p> <p>June 2022      Outside Director, Member of Compensation Committee of the Company (incumbent)</p> <p>[Status of key concurrent position]</p> <p>President and Representative Director of IPSe Marketing, Inc.</p> <p>Outside Director of Daiichi Sankyo Co., Ltd.</p> <p>Outside Director of Keikyu Corporation</p> <p>Number of concurrent position at listed companies: 2 companies</p>



Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		<p data-bbox="715 271 1353 338">[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p data-bbox="715 371 1353 898">The Company expects Ms. Sawako Nohara to contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of information technology, digitalization, compliance and risk management based on her rich experience and high specialization in the information technology area. She is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes that Ms. Nohara will continue to be highly capable of utilizing her knowledge and experience in supervising the management and appoints her as a candidate for an Outside Director.</p> <p data-bbox="715 931 1353 999">* Special conflicts of interest between Ms. Sawako Nohara and the Company</p> <p data-bbox="715 1032 1353 1099">There are no special conflicts of interest between Ms. Sawako Nohara and the Company.</p> <p data-bbox="715 1133 1353 1279">Although Ms. Sawako Nohara is the President and Representative Director of IPSe Marketing, Inc., there is no loan transaction between that company and the Company's subsidiary banks.</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
10.	<p>Masaki Yamauchi (January 11, 1961) Outside Director (Independent Director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 1,400 shares</p> <p>&lt;Period in office as Director&gt; 1 year (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors&gt; 12 / 12 meetings (FY 2022)</p> <p>&lt;Attendance at meetings of Audit Committee&gt; 11 / 11 meetings (FY 2022)</p>	<p>[Biography]</p> <p>April 1984      Joined Yamato Transport Co., Ltd.</p> <p>April 2005      Executive Officer, Head of Tokyo Branch</p> <p>November 2005      Executive Officer, General Manager of Human Resources and Administration</p> <p>March 2007      Executive Officer of Yamato Holdings Co., Ltd.</p> <p>April 2008      Representative Director and President of Yamato Logistics Co., Ltd.</p> <p>April 2011      Representative Director, President and Executive Officer of Yamato Transport Co., Ltd.</p> <p>June 2011      Director and Executive Officer of Yamato Holdings Co., Ltd.</p> <p>April 2015      Representative Director, Executive Officer and President</p> <p>April 2019      Chairperson of the Board of Directors</p> <p>June 2020      Outside Director of Persol Holdings Co., Ltd. (incumbent)</p> <p>June 2022      Special Adviser of Yamato Holdings Co., Ltd. (incumbent)</p> <p>June 2022      Outside Director, Member of Audit Committee of the Company (incumbent)</p> <p>[Status of key concurrent position]</p> <p>Outside Director of Persol Holdings Co., Ltd.</p> <p>Outside Director of Seiko Epson Corporation (expected to be proposed at the annual shareholders' meeting to be held in June 2023)</p> <p>Number of concurrent position at listed companies: 1 company</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects Mr. Masaki Yamauchi to contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of organizational management and sustainability based on his ideas and experience as a manager of the logistics industry. He is independent of the</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		<p>management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes that Mr. Yamauchi will continue to be highly capable of utilizing his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Masaki Yamauchi and the Company</p> <p>There are no special conflicts of interest between Mr. Masaki Yamauchi and the Company.</p> <p>Although Mr. Masaki Yamauchi was the Chairperson of the Board of Directors of Yamato Holdings Co., Ltd. until June 2022 and had served as the Representative Director, President and Executive Officer of Yamato Transport Co., Ltd. until March 2015, there is no loan transaction between these companies and the Company's subsidiary banks.</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
11.	<p>Katsuyuki Tanaka (December 15, 1964) Outside Director (Independent Director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 0 share</p>	<p>[Biography]</p> <p>April 1993 Registered as attorney-at-law Joined Yuasa and Hara</p> <p>September 1998 Joined CENTRAL Intellectual Property &amp; Law</p> <p>May 2006 Partner, Tokyo Seiwa Sogo Law Office (incumbent)</p> <p>February 2018 Outside Audit &amp; Supervisory Board Member of Money Forward, Inc. (incumbent)</p> <p>[Status of key concurrent position]</p> <p>Attorney-at-law (Tokyo Seiwa Sogo Law Office) Outside Audit &amp; Supervisory Board Member of Money Forward, Inc.</p> <p>Number of concurrent position at listed companies: 1 company</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects Mr. Katsuyuki Tanaka to contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from legal and compliance perspective based on his professional knowledge and experience concerning corporate legal matters. Although he does not have past experience in corporate management other than serving as an outside audit &amp; supervisory board member, he is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes that Mr. Tanaka will utilize his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Katsuyuki Tanaka and the Company</p> <p>There are no special conflicts of interest between Mr. Katsuyuki Tanaka and the Company.</p> <p>Although Mr. Katsuyuki Tanaka is a lawyer, there is no retainer agreement between him and the Company, Kansai</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		Mirai Financial Group or any of the subsidiary banks.

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
12.	<p>Ryuji Yasuda (April 28, 1946) Outside Director (Independent Director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 19,100 shares</p>	<p>[Biography]</p> <p>January 1979    Joined McKinsey &amp; Company, Inc. June 1991        Director of McKinsey &amp; Company, Inc. June 1996        Chairman of A.T. Kearney, Asia June 2003        Director and Chairman of J-Will Partners Co., Ltd. June 2003        Outside Director of Daiwa Securities Group Inc. April 2004        Professor of the Graduate School of International Corporate Strategy, Hitotsubashi University April 2007        Outside Director of Fukuoka Financial Group, Inc. June 2007        Outside Director of Sony Corporation June 2009        Outside Director of Yakult Honsha Co., Ltd. (incumbent) June 2011        Outside Auditor of the Asahi Shimbun Company June 2013        Outside Director of ORIX Corporation June 2015        Outside Director of Benesse Holdings, Inc. March 2017       Adjunct Professor of the Graduate School of International Corporate Strategy, Hitotsubashi University April 2018        Adjunct Professor of the Graduate School of Business Administration, Hitotsubashi University Department of International Corporate Strategy April 2018        Outside Director of Kansai Mirai Financial Group, Inc. (incumbent) March 2020        Chairman of Tokyo Woman's Christian University (incumbent)</p> <p>[Status of key concurrent position]</p> <p>Outside Director of Yakult Honsha Co., Ltd. Outside Director of Kansai Mirai Financial Group, Inc. (expected to retire in June 2023) Chairman of Tokyo Woman's Christian University</p> <p>Number of concurrent positions at listed companies: 1</p>

Candidate No.	Name (Date of birth), etc	Brief profile, position responsibility at the Company and status of key concurrent positions, etc.
		<p>company</p> <p>[Reasons for election of the candidate for Outside Director and summary of expected role]</p> <p>The Company expects Mr. Ryuji Yasuda to contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of growth strategy and organizational reform based on his knowledge and rich experience as an expert in corporate strategy and sufficient knowledge on finance and accounting, as well as his experience as an outside director of Kansai Mirai Financial Group, Inc. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes that Mr. Yasuda will utilize his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Ryuji Yasuda and the Company</p> <p>There are no special conflicts of interest between Mr. Ryuji Yasuda and the Company.</p> <p>Although Mr. Ryuji Yasuda is the Chairman of Tokyo Woman's Christian University, there is no loan transaction between the said university and the Company's subsidiary banks.</p>

- (Note) 1. Among the candidates for Directors, Mr. Chiharu Baba, Ms. Kimie Iwata, Ms. Setsuko Egami, Mr. Fumihiko Ike, Ms. Sawako Nohara, Mr. Masaki Yamauchi, Mr. Katsuyuki Tanaka and Mr. Ryuji Yasuda are candidates for outside directors as set out in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act.
2. The candidates for Outside Directors are independent directors under the provisions of the Tokyo Stock Exchange.
3. At the Company, the Nominating Committee selects, pursuant to the “Standards for Electing Director Candidates” established by the Nominating Committee, those Director candidates who are suitable for supervision of the management, upon examining whether they sufficiently meet the requirements of Director candidates, as well as the requirements of independence for Outside Director candidates.

In addition, to ensure transparency and objectivity of the management further, Director candidates are selected so that a majority of the Board of Directors are Outside Directors, in addition to a majority of each of the Nominating Committee, the Audit Committee and the Compensation Committee. The Company intends to ensure sufficient transparency and objectivity of its management, for the purpose of continuous enhancement of the Group corporate value.

If this proposal is approved, the composition of each Committee is expected to be as follows:

(◎ : Chairperson; ○ : Member)

	Nominating Committee	Audit Committee	Compensation Committee
Hisahiko Oikawa		○	
Chiharu Baba			◎
Kimie Iwata	◎		
Setsuko Egami	○		○
Sawako Nohara			○
Masaki Yamauchi	○	◎	
Katsuyuki Tanaka		○	
Ryuji Yasuda		○	

4. The Company has entered into a liability limitation agreement with each incumbent Outside Director, which limits the Outside Directors’ indemnity liability under Article 423, Paragraph 1 of the Companies Act to the aggregated amounts provided for in each of the items of Paragraph 1 in Article 425 of the Companies Act. If each Outside Director candidate is elected at this Meeting, the Company intends to enter into a similar liability limitation agreement with each of them.
5. The Company has executed with an insurance company an insurance contract under which all Directors of the Company are insured. The insurance will cover damages suffered by the insured in relation to the legal compensation for damages and costs of dispute resulting from claims for compensation for damages made against the insured. Provided, there are exclusions including those denying coverage of damages arising by willful conduct. When each candidate is elected at this General Meeting of Shareholders, such person will become the insured under such insurance contract and such insurance contract will be renewed during the term of office.
6. Tohoku Electric Power Co., Inc., for which Mr. Chiharu Baba served as an outside director until June 2021, received a business improvement recommendation from the Electricity and Gas Market Surveillance Commission of the Ministry of Economy, Trade and Industry on May 16,



2018 for mistaken settlements of construction fees for extra high pressure equipment works. Mr. Baba had no knowledge of the incidents until they were uncovered, and he duly carried out his duties by expressing opinions from the perspective of compliance with laws and calling for attention while he was in his office.

7. Yusen Logistics Co., Ltd., for which Ms. Setsuko Egami served as an outside auditor until June 2018, received administrative sanctions under the Customs Act in January 2017 and supervisory sanctions under the Customs Brokerage Act in March 2017, in relation to inaccurate declarations in customs clearance operation for fresh fish imports. Ms. Egami had no knowledge of the incidents until they were uncovered, and she duly carried out her duties by expressing opinions from the perspective of compliance with laws and calling for attention while she was in her office.
8. MITSUBISHI MOTORS CORPORATION, for which Ms. Setsuko Egami served as an outside director until June 2021, was cancelled an approval for its skills training plan and received a business improvement order pursuant to the Act on Proper Technical Intern Training and Protection of Technical Intern Trainees in January 2019, by reason that it did not have some of the foreign technical intern trainees at its Okazaki factory take technical intern training in accordance with the technical intern training plan accredited by the Organization for Technical Intern Training. Ms. Egami had no knowledge of the incidents until they were uncovered, and she duly carried out her duties by expressing opinions from the perspective of compliance with laws and calling for attention while she was in her office.
9. In the group companies of Yamato Holdings Co., Ltd., for which Mr. Masaki Yamauchi served as a director until June 2022, the construction of the business system could not keep up with the rapid growth of the e-commerce. In light of such situation, an investigation on employee working hours was carried out from February 2017, which revealed a finding that the company failed to properly recognize issues such as many employees not having been able to take sufficient breaks. Having regarded this issue seriously, that company has worked on various structure reform initiatives by promoting the idea of "Work Style Reform", which is characterized by the policy promoting the "improvement and thorough implementation of labor management", as a core management issue.

Furthermore, in Yamato Home Convenience Co., Ltd., a consolidated subsidiary of Yamato Holdings Co., Ltd., there were cases of the inappropriate charges to corporate moving service clients which contradict the general conditions of services, regarding which the company received administrative sanctions and a business improvement order from the Ministry of Land, Infrastructure, Transport and Tourism in January 2019. Yamato Holdings Co., Ltd. has worked together with Yamato Home Convenience Co., Ltd. to build a system to prevent the future recurrence of a similar situation and strengthen the corporate governance to further improve the sound management of the group.

Mr. Yamauchi had no knowledge of both incidents until they were uncovered, and he duly carried out his duties by expressing opinions from the perspective of compliance with laws and calling for attention as well as leading the measures for improvement.

[Outline of “Standards for Electing Director Candidates”]

(Requirements for Director Candidates)

The Director candidates under these Standards shall meet the following conditions:

- (1) The person is suitable for the duty of supervising management from the viewpoint of facilitating the sustainable creation of Resona Group’s corporate value;
- (2) The person has the personality and knowledge required of a Director, and has the willingness and

- ability required for faithfully performing his/her duties;
- (3) The person can secure the time necessary for faithfully performing his/her duties; and
  - (4) The person meets the requirements of a Director as specified by laws and regulations.

(Requirements for Independence of Outside Directors)

1. The independent Outside Directors under these Standards shall meet the requirements for an outside director as specified by laws and regulations and shall fall under none of the following subparagraphs:
  - (1) The person is an operating director, executive officer or other employee (hereinafter “operating person”) of the Company or its affiliate, or has been an operating person of the Company or its affiliate during the period of 10 years before assuming the office of a Director;
  - (2) The person is a large shareholder having voting rights of 5% or more of all voting rights of the Company, or the person is an operating person of a corporation, organization, etc. which has voting rights of 5% or more of all voting rights of the Company;
  - (3) The person is an operating person of a company which has an important business relationship (Note 1) with the Company or its affiliate, or of its parent company or of its important subsidiary;
  - (4) The person has received compensation or other property benefits in the amount of 10 million yen or more (the annual average over the past three years) as attorney, consultant, etc. of the Company or its affiliate, in addition to officer’s compensation of the Company; or the person is an operating person of a corporation, organization, etc. of which sales to the Company or its affiliate account for 2% or more of the consolidated sales of the corporation, organization, etc.;
  - (5) The person is an accounting auditor of the Company or its affiliate, or an employee, etc. of the accounting auditor;
  - (6) The person is an operating person of a corporation, organization, etc. which received a donation from the Company or its affiliate in the amount of 10 million yen or more (the annual average over the past three years), or 30% of the annual total expenses of the corporation, organization, etc., whichever is the larger;
  - (7) The person falls under any of the subparagraphs (2) through (6) during the period of past five years;
  - (8) The spouse or a relative within the second degree of the person falls under any of the subparagraphs (1) through (6);
  - (9) The person is an operating person of a corporation, organization, etc. which receives a director from the Company or its affiliate, or of its parent company, subsidiary, etc.;
  - (10) A person whose term of office of Outside Director exceeds eight years in total; and
  - (11) A person for whom a substantive conflict of interest could arise constantly in connection with general shareholders of the Company for any reasons other than those specified in above subparagraphs (1) through (10).

(Note 1) Important business relationship shall mean transactions, etc. which fall under any of the following:

- (i) Usual transaction is 2% or more of the consolidated operating gross profit of the Company, or of consolidated gross sales of the client.
  - (ii) The balance of loans payable to the Company or its affiliate is specified in the business report of the client, and it is determined that such loan balance cannot be paid by other fund procurement means in a short period of time.
2. Even in the case that the person falls under any of the subparagraphs (1) through (11), if the Nominating Committee comprehensively judges his/her independence and determines that the person is qualified as an independent Outside Director, the person can be elected as an independent Outside

Director candidate. In such case, the Nominating Committee shall explain the reasons, etc. for determining that the person is qualified as an independent Outside Director.

(Determination of Director Candidates)

1. When determining Director candidates, the Nominating Committee shall select those Director candidates who meet the requirements of Director candidates as specified in these Standards and have various backgrounds and experience.
2. In addition to the above, when determining Director candidates, the Nominating Committee shall ensure, in principle, that a majority of the Board of Directors are independent Outside Directors as specified in these Standards.

(Effectiveness of the Board of Directors of the Company)

1. Outline of method and results of evaluation of the Board of Directors for the fiscal year ended March 31, 2023

As set out in Article 9 (Self-Assessment) of the Basic Corporate Governance Policy, the Company's Board of Directors conducts an analysis and evaluation of its overall effectiveness based upon each Director's evaluation of and opinions on the roles, functions and operation of the Board of Directors. The Company strives to improve the effectiveness of the Board of Directors on a continued basis by discussing the operation of the Board of Directors during the next fiscal year based on the results of such analysis and evaluation, determining the measures to be taken for such fiscal year and executing such measures.

(1) Outline of the evaluation of the Board of Directors for the fiscal year ended March 31, 2023

- From January to February 2023: Distributed a questionnaire to, and collected it from, each Director;
- March 2023: Compiled responses and the results of the evaluation;
- Early April 2023: Outside Directors, without others, discussed the following points based on the compiled results:  
"Current state of the Board of Directors and how the Board should be", "contents of the agenda items", "how the materials for the Board of Directors meetings should be", "responses by the business execution departments following the discussions by the Board of Directors", "management of the meeting by the Chairperson", etc.
- Late April 2023: The Board of Directors discussed the results of the self-assessment and future measures.

Main items featured in the questionnaire:

- Roles and functions of the Board of Directors (roles of the Board and the Chairperson going forward);
- Size and composition of the Board of Directors' membership (the number of members, proportions of inside and Outside Directors, the balance of the members' knowledge, experience and expertise);
- State of the Board of Directors' operations (meeting frequency, time, the content of agenda items, the content and quality of meeting materials, management by the Chairperson, etc.);
- Response to the issues identified in the previous year;
- Compositions, roles and the status of operation of the committees (Nominating, Compensation and Audit);
- System for supporting Outside Directors;
- Relationships with investors and shareholders;
- Governance structure of the Company and overall effectiveness of the Board of Directors;
- Self-assessment of each Director's own performance

(2) Outline of the results of evaluation of the Board of Directors for the fiscal year ended March 31, 2023

From April to June 2022, the Board of Directors had several discussions over topics such as "how the Board of Director of Resona Holdings should be". Then, led by the Outside Director who newly assumed the position of the Chairperson of the Board of Directors, the Board had an opportunity after the Board of Directors meeting held on the day of the General Meeting of Shareholders in June 2022 to share concerns and ideas on the operation of the Board of Directors and exchange opinions freely on the manner of future operation.

In addition, since a big theme of the fiscal year ended March 31, 2023 was the establishment of a new medium-term management plan, the Board of Directors had discussions in July on the competitiveness analysis and the evaluation of the progress of the medium-term management plan at the time, and had further discussions from October onwards on various business strategies and human resources strategies to support such business strategies, thereby continuously having discussions from the Group-wide perspectives for medium- to long-terms.

As a result of the foregoing initiatives, in the evaluation of the Board of Directors for the fiscal year ended March 31, 2023, high evaluations were made for most of the items such as the roles and functions of the Board of Directors, as well as the management of meetings by the Chairperson of the Board, and the Company considers that its Board of Directors continues to be effectively functioning. On the other hand, the Company believes that improvements should continuously be made to make the points of discussion more clear for deeper discussions and for further activation of communication among the inside and Outside Directors and with the business execution departments.

The Company believes that, in order to respond to the drastic changes in the internal and external environments and continuously increase the Resona Group's corporate value, it is essential for the Company to further strengthen the functions of the group governance. To achieve these goals, further improvement of the effectiveness of the Board of Directors of Resona Holdings, which plays a central role in the group governance, is needed, and the Company will continue to adequately implement the PDCA cycle for the evaluation of the Board of Directors.

2. Measures to improve effectiveness of the Board of Directors during the fiscal year ending March 31, 2024

To further deepen the discussion on "How the Board of Directors of Resona Holdings should be", which has been the point of discussion to date and further improve the effectiveness of the Board of Directors, the Company has clarified the roles of Resona Holdings and the Group subsidiary banks as follows:

Resona Holdings: Conduct discussions from the perspectives of longer terms and concerning the governance and monitoring of the Group as a whole and the future directions and allocation of management resources;

Group subsidiary banks: Conduct discussions from the perspectives of execution of various businesses by each company and improving profitability.

Based on the roles clarified as above, the Company will take on the following measures during the fiscal year ending March 31, 2024:

(1) Measures to realize more fruitful discussions and enhance coordination among the Board of Directors

- Reorganize the agenda items for the Board of Directors based on the foregoing roles and make

efforts to secure opportunities and time for more productive discussions by narrowing down agenda items and other measures.

- Make follow-up on the newly started medium-term management plan as one of the main themes for the fiscal year ending March 31, 2024 and promote more discussions on the allocation of the Group's management resources in order to pursue not only the "defensive governance" but also the "offensive governance" that supports sound risk taking for the enhancement of the corporate value.
  - Further enhance the supervising function through sharing of the points of concerns among Outside Directors.
  - Strengthen the coordination between the Board of Directors of the Company and each bank by promoting exchange of opinions between the chairperson of each Board of Directors to better function the group governance.
- (2) Improvement of the operation to further improve the effectiveness of the Board of Directors
- Further promote discussions at the Board of Directors by clearly stating the point of discussions for each agenda item and the expectations from the business execution side on what should be discussed at the Board of Directors.
  - Promote open and substantial discussions and take measures to promote active communication among the inside and Outside Directors and with the business execution departments to facilitate mutual understanding in order to more fully reflect the outcome of the discussions at the Board of Directors on the actual execution of business.