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(Securities Code: 8418)

June 6, 2024

(Available electronically from May 31, 2024)

Dear shareholders:

Keisuke Mukunashi
President, Representative Director
and CEO
Yamaguchi Financial Group, Inc.
2-36, 4-chome Takezaki-cho,
Shimonoseki, Yamaguchi

NOTICE OF CONVOCAION OF THE 18th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to notify you that the 18th Annual Shareholders' Meeting (the "**Meeting**") of Yamaguchi Financial Group, Inc. (the "**Company**") will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters subject to the measures for electronic provision on the following website.

The Company's website (English) <https://www.ymfg.co.jp/finance/english.html>

In addition to the Company website, matters subject to the measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (**TSE**).

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the TSE website (Listed Company Search) above, perform a search by entering "Yamaguchi Financial Group" as the "Company name" or "8418" as the "Code," and select "Basic information" and then "Documents for public inspection/PR information" to view the information.

If you intend to exercise your voting rights in advance via the internet or in writing, please review the reference materials for the Meeting below, and exercise your voting rights by Wednesday, June 26, 2024, 5:30 p.m. Japan time.

1. Date and Time: 10:00 a.m., Thursday, June 27, 2024 (Doors will open at 9:00 a.m.)

2. Place: 8th Floor Hall of the Head Office of Yamaguchi Bank
located at 2-36, 4-chome Takezaki-cho, Shimonoseki, Yamaguchi.

3. Agenda:

Matters to be reported:

1. Details of the Business Report, details of the Consolidated Financial Statements, and reports of the Accounting Auditor and the Audit and Supervisory Committee on the results of auditing the Consolidated Financial Statements, for the 18th fiscal year (from April 1, 2023, to March 31, 2024)
2. Details of the Non-Consolidated Financial Statements for the 18th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

Proposal 1: Election of Eight (8) Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

Proposal 2: Election of One (1) Director Who is an Audit and Supervisory Committee Member

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- When attending the Meeting, please submit the enclosed “Voting Rights Exercise Form” at the reception on the day of the Meeting. In addition, you may exercise your voting rights by proxy by submitting a document certifying the authority of representation to another one (1) shareholder of the Company who has voting rights at the Meeting.
 - Of the matters subject to the measures for electronic provision, the following items are not included in the documents sent to shareholders who requested delivery of documents, in accordance with laws and regulations as well as the Articles of Incorporation of the Company. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters:
 - (i) “Matters Concerning the Company’s Share Options, Etc.,” “Systems for Ensuring Proper Business Activities,” “Matters Concerning the Specified Wholly-Owned Subsidiary Companies,” “Matters Concerning Transactions with its Parent Company, Etc.,” “Matters Concerning the Accounting Advisors,” and “Others,” in the Business Report;
 - (ii) “Consolidated Statement of Changes in Net Assets,” and “Notes to the Consolidated Financial Statements” in the consolidated financial statements; and
 - (iii) “Non-Consolidated Statement of Changes in Net Assets” and “Notes to the Non-Consolidated Financial Statements” in the non-consolidated financial statements.
 - Any revisions to the matters subject to the measures for electronic provision will be posted on the above-mentioned Company website (<https://www.ymfg.co.jp>).

REQUEST TO SHAREHOLDERS

- Please note that to ensure fairness between those shareholders who come to the meeting and those who cannot come to the meeting, we will discontinue the distribution of souvenirs. We ask for your understanding in this matter.
- We may refuse your entry if you have a fever or appear to be in poor health.
- A video of the Meeting will be available on the Company's website at a later date for viewing at home or elsewhere. When streaming this video the privacy of shareholder's voices, images, etc. will be taken into consideration.

GUIDANCE ON EXERCISE OF VOTING RIGHTS

Voting rights are important rights of shareholders. Therefore, we request that you exercise your voting rights upon careful review of the “Reference Materials for the Annual General Meeting of Shareholders”.

There are three ways to exercise your voting rights.

Via the Internet

Exercise deadline: Wednesday, June 26, 2024, 5:30 p.m. Japan time

Please access the website for exercise of voting rights (<https://evote.tr.mufg.jp/>) and enter your approval or disapproval of the proposals by the deadline.

By Mail

Exercise deadline: Wednesday, June 26, 2024, 5:30 p.m. Japan time

Please fill-in your approval or disapproval of the proposals in the enclosed “Voting Rights Exercise Form,” and send it back so that the mail arrives prior to the deadline.

For the avoidance of doubt, in case where you fail to fill-in either approval or disapproval of a proposal, it will be treated as if you voted for “approval.”

By Attending the Meeting

Date and Time of the Meeting: Thursday, June 27, 2024, 10:00 a.m. Japan time

Please submit the enclosed “Voting Rights Exercise Form” at the reception of the Meeting.

GUIDANCE ON EXERCISE OF VOTING RIGHTS VIA THE INTERNET

How to Scan the QR Code

You can log in to the website for exercise of voting rights without entering your log-in ID or provisional password printed on your “Voting Rights Exercise Sub-Form.”

- (1) Please scan the QR code printed on your “Voting Rights Exercise Sub-Form” (on the right side).
* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.
- (2) After scanning the QR code, please follow the instructions on the screen and enter your approval or disapproval of each proposal.

You can only log in using the QR code once. If you intend to exercise your voting rights again or would like to exercise your voting rights without using the QR code, please follow the “How to Enter the Log-in ID and the Provisional Password” method described below.

How to Enter the Log-in ID and the Provisional Password

Website for Exercise of Voting Rights: <https://evote.tr.mufg.jp/>

- (1) Please access the website for exercise of voting rights.
- (2) Please enter your “Log-in ID and Provisional Password” printed on your “Voting Rights Exercise Form,” and click “Log in.”
- (3) After that, please follow the instructions on the screen and enter your approval or disapproval of each proposal.

[Notes for Exercising Your Voting Rights via the Internet]

- The internet connection charges, communication charges, etc. arising from accessing the voting rights exercise website shall be borne by the shareholders.
- Treatment of Voting Rights Exercised Multiple Times
 - If your voting rights are exercised both by mail and via the internet, the votes exercised via the internet will prevail and be effective, regardless of the arrival date and time of the voting by mail.
 - If a voting right is exercised multiple times via the internet, the last voted approval or disapproval shall be treated as your final vote .

If you have any inquiries on how to operate your computer or smartphone when exercising your voting rights via the internet, please call:

Mitsubishi UFJ Trust & Banking Corporation
Securities Agency Division, Help Desk
0120-173-027
(Phone Reception Hours: from 9:00 a.m. to 9:00 p.m., Japan time, toll free)

Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc.

REFERENCE MATERIALS FOR THE MEETING

Proposals and References

Proposal 1: Election of Eight (8) Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

The term of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter) will expire at the conclusion of the Meeting. The Company hereby proposes to elect eight (8) Directors.

This proposal has been reviewed by the Audit and Supervisory Committee with no objections being raised.

The candidates for the position of Director are as follows:

Candidate No.	Name	Date of birth	Current position in the Company, etc.	
1	Keisuke Mukunashi	April 11, 1970	President, Representative Director and Group CEO	Reappointment
2	Narumasa Soga	July 5, 1963	Director (President and Director of The Yamaguchi Bank, Ltd.)	Reappointment
3	Hirofumi Hiranaka	November 3, 1967	(President and Director of Momiji Bank, Ltd.)	New appointment
4	Mitsuru Kato	April 2, 1961	Director (President and Director of The Kitakyushu Bank, Ltd.)	Reappointment
5	Minako Suematsu	March 17, 1968	Director	Reappointment Outside Independent
6	Yuzuru Yamamoto	March 8, 1953	Director	Reappointment Outside Independent
7	Tomoko Mikami	January 21, 1974	Director	Reappointment Outside Independent
8	Takehiko Ogi	August 8, 1961	Director	Reappointment Outside Independent

Reappointment: Reappointed Director candidate

New appointment: Newly appointed Director candidate

Outside: Outside Director candidate

Independent: Independent Director registered with the Stock Exchanges

1	Keisuke Mukunashi		Male, Date of birth: April 11, 1970	(Reappointment)	Years of service as a Director: 4 years
Brief personal history, position, and principal duty in the Company, and important concurrent positions					
April 1995	Joined The Yamaguchi Bank, Ltd.	June 2020	President, Representative Director, and COO of the Company	Number of shares of the Company owned: 30,400 shares	
January 2012	General Manager, Akasakamon Branch of The Kitakyushu Bank, Ltd.	June 2021	President, Representative Director, and Group CEO of the Company (present position)		
September 2013	General Manager, Ogori Branch of The Yamaguchi Bank, Ltd.	March 2022	Outside Director, Audit and Supervisory Committee Member of Chofu Seisakusho Co., Ltd. (present position)		
January 2016	General Manager, Business Potential Assessment Department of the said bank	(Status of important concurrent positions)			
June 2017	Representative Director of YMFG ZONE PLANNING CO., LTD.	Outside Director, Audit and Supervisory Committee Member of Chofu Seisakusho Co., Ltd.			Number of potentially- owned shares of the Company: 34,598 shares
June 2019	Executive Officer of the Company				
July 2019	Representative Director of YM Career Inc.				
[Reasons for selection as a Director candidate]					
He has supervised the overall management of the Group as President, Representative Director, and CEO of the Company, and possesses the knowledge and experience required to carry out sound and appropriate operation of the Group, and as the Company has judged that he will continue to appropriately execute the duties of Director of the Company, he has been selected as a candidate for the position of Director.					

2	Narumasa Soga		Male, Date of birth: July 5, 1963		(Reappointment)	
Brief personal history, position, and principal duty in the Company, and important concurrent positions						
April 1987	Joined The Yamaguchi Bank, Ltd.		June 2020	President and Representative Director of YM CONSULTING CORPORATION		Years of service as a Director: 2 years and 6 months
April 2006	General Manager, Hatsukaichi Branch of the said bank		June 2021	Senior Managing Executive Officer and General Manager of the Financial Unit of the Company		
May 2008	General Manager, Kobe Branch of the said bank					
April 2010	General Manager, Business Strategy Planning Department of the Company		December 2021	Director, Senior Managing Executive Officer, and General Manager of the Financial Unit of the Company		Number of shares of the Company owned: 33,500 shares
April 2014	General Manager, Tokyo Branch of The Yamaguchi Bank, Ltd.					
June 2015	Director and General Manager, Tokyo Branch of the said bank		April 2022	Director of the Company (present position)		
June 2017	Director and General Manager, Ube Branch of the said Bank		April 2022	Senior Executive Officer of The Yamaguchi Bank, Ltd.		
June 2019	Managing Executive Officer, General Manager of the Corporate Banking Business Group, and General Manager of the Regional Business Development Group of the Company		June 2022	President and Director of The Yamaguchi Bank, Ltd. (present position)		Number of potentially-owned shares of the Company: 15,011 shares
			(Status of important concurrent positions)			
June 2019	Senior Managing Director of Momiji Bank, Ltd.		President and Director of The Yamaguchi Bank, Ltd. (Representative Director)			
November 2019	Executive Officer and General Manager of the Corporate Banking Business Group of the Company					
[Reasons for selection as a Director candidate]						
He has supervised the overall management of the Group and The Yamaguchi Bank, Ltd. as a Director of the Company and President and Director of The Yamaguchi Bank, Ltd., one of the three banks in the Group, and possesses the knowledge and experience required to carry out sound and appropriate operation of the Group, and the Company has judged that he will continue to appropriately execute the duties of Director of the Company. In addition, the Company has determined that the focused monitoring of the business execution of the said bank by the Board of Directors of the Company, with the appointment of Mr. Soga thereto, would constitute an appropriate governance system for the Group. Accordingly, he has been selected as a candidate for the position of Director.						

3	Hirofumi Hiranaka	Male, Date of birth: November 3, 1967	(New appointment)	
Brief personal history, position, and principal duty in the Company, and important concurrent positions				
April 1991	Joined The Yamaguchi Bank, Ltd.	January 2019	General Manager, Ogori Branch of The Yamaguchi Bank, Ltd.	Years of service as a Director:
July 2010	General Manager, Chofu East Branch of the said bank			–
November 2011	General Manager, Shingu Branch of The Kitakyushu Bank, Ltd.	June 2020	Executive Officer and Branch Manager of the Fukuoka Branch of The Kitakyushu Bank, Ltd.	
July 2013	General Manager, Kurume Branch of the said bank			Number of shares of the Company owned:
September 2014	General Manager, Customer Communication Department of The Yamaguchi Bank, Ltd.	August 2021	Executive Officer of the Company	3,200 shares
January 2016	General Manager, Corporate Administration Department of the Company	October 2021	Executive Officer and General Manager of the Corporate Planning Administration Group and Human Resource & General Affair Administration Group of the Company	
January 2017	General Manager, Business Strategy Planning Department of the Company			Number of potentially-owned shares of the Company:
May 2017	General Manager, Corporate Business Strategy Planning Department of the Company	April 2022	Managing Executive Officer and General Manager of the Financial Business Group of the Company	15,357 shares
June 2017	Executive Officer and General Manager of the Corporate Banking Business Group of the Company	June 2023	Director and Senior Managing Executive Officer of Momiji Bank, Ltd.	
June 2018	Executive Officer and General Manager of the Retail Banking Business Group of the Company	April 2024	Director and President of the said bank (present position)	
(Status of important concurrent positions) Director and President of Momiji Bank, Ltd. (Representative Director)				
[Reasons for selection as a Director candidate]				
He has supervised the overall management of the Group and the Momiji Bank, Ltd., one of the three banks in the Group, as Director and President of the said bank, and possesses the knowledge and experience required to carry out sound and appropriate operation of the Group, and the Company has judged that he will appropriately execute the duties of Director of the Company. In addition, the Company has determined that the focused monitoring of the business execution of the said bank by the Board of Directors of the Company, with the appointment of Mr. Hiranaka thereto, would constitute an appropriate governance system for the Group. Accordingly, he has been selected as a candidate for the position of Director.				

4	Mitsuru Kato	Male, Date of birth: April 2, 1961	(Reappointment)	Years of service as a Director: 2 years
Brief personal history, position, and principal duty in the Company, and important concurrent positions				
April 1984	Joined The Yamaguchi Bank, Ltd.	June 2019	Director and President of The Kitakyushu Bank, Ltd. (present position)	Number of shares of the Company owned: 13,900 shares
October 2008	General Manager, Moji Branch of the said bank	June 2020	Retired as the Managing Director of the Company	
July 2011	Deputy General Manager, Corporate Planning Department of the said bank	June 2022	Appointed as Director of the Company (present position)	
October 2011	General Manager, Corporate Administration Department, The Kitakyushu Bank, Ltd.	May 2023	External Auditor & Supervisory Board Member of Izutsuya Co., Ltd. (present position)	
October 2011	Deputy General Manager, Corporate Administration Department of the Company		(Status of important concurrent positions)	
June 2016	Director of the Company		Director and President of The Kitakyushu Bank, Ltd. (Representative Director)	Number of potentially-owned shares of the Company: 43,400 shares
June 2018	Senior Managing Director of The Kitakyushu Bank, Ltd.		External Auditor & Supervisory Board Member of Izutsuya Co., Ltd.	
June 2019	Managing Director of the Company			
[Reasons for selection as a Director candidate]				
He has supervised the overall management of the Group and The Kitakyushu Bank, Ltd., one of the three banks in the Group, as Director and President of the said bank, and possesses the knowledge and experience required to carry out sound and appropriate operation of the Group, and the Company has judged that he will continue to appropriately execute the duties of Director of the Company. In addition, the Company has determined that the focused monitoring of the business execution of the said bank by the Board of Directors of the Company, with the appointment of Mr. Kato thereto, would constitute an appropriate governance system for the Group. Accordingly, he has been selected as a candidate for the position of Director.				

5	Minako Suematsu		Female, Date of birth: March 17, 1968		(Reappointment) (Outside) (Independent)	Years of service as a Director: 4 years
Brief personal history, position, and principal duty in the Company, and important concurrent positions						Number of shares of the Company owned: – Number of potentially- owned shares of the Company: 1,785 shares
March 1993	Established Kaps, Co., Ltd. Representative Director		March 2020	Representative Director, Chairman, and President of The Japan Times, Ltd. (present position)		
March 2001	Established News2u Co., Ltd. Representative Director (present position) (currently News2u Holdings Corporation)		June 2020	Outside Director of the Company (present position)		
January 2014	Director of TSUNEISHI HOLDINGS CORPORATION		(Status of important concurrent positions)			
June 2017	Representative Director, Chairman of The Japan Times, Ltd.		Representative Director, Chairman, and President of The Japan Times, Ltd. Representative Director of News2u Holdings Corporation			
January 2020	President of JINSEKI KOGEN GAKUEN INSTITUTION (present position)		President of JINSEKI KOGEN GAKUEN INSTITUTION			
[Reasons for selection as a candidate for the position of Outside Director and roles expected]						
She has been conducting corporate management supervision of the Company from a fair and objective standpoint as an Outside Director. She has offered information on the present conditions of Japan and global trends on a daily basis as Representative Director, Chairman, and President of The Japan Times, Ltd. She also has advanced knowledge of online business development, evidenced by matters such as her establishment of an internet-related business, and is actively working to increase the brand value of her hometown, the Setouchi area. The Company expects that she will continue to strengthen the effectiveness of the decision-making functions and supervisory functions of the Board of Directors of the Company and also further strengthen the corporate governance of the Group by providing pertinent recommendations on the Company’s current initiatives to increase the value of regional communities, and thus requests her election as a Director.						

6	Yuzuru Yamamoto	Male, Date of birth: March 8, 1953	(Reappointment) (Outside) (Independent)	Years of service as a Director: 3 years
Brief personal history, position, and principal duty in the Company, and important concurrent positions				Number of shares of the Company owned: 3,800 shares Number of potentially- owned shares of the Company: 153 shares
April 1977	Joined Ube Industries, Ltd. (April 2022: UBE Corporation)	April 2015	President & Representative Director and Group CEO of the said company	
June 2003	Executive Officer of the said company	April 2019	Chairman of the Board of Directors & Representative Director of the said company	
June 2003	President and Representative Director of Ube Machinery Corporation, Ltd.	June 2019	Chairman of the Board of Directors & Director of the said company (present position)	
April 2007	Managing Executive Officer of Ube Industries, Ltd.	June 2020	Outside Director of The Yamaguchi Bank, Ltd.	
April 2010	Senior Managing Executive Officer of the said company	June 2021	Outside Director of the Company (present position)	
June 2010	Director & Chairman of the Board of Ube Machinery Corporation, Ltd.	(Status of important concurrent positions) Chairman of the Board of Directors & Director of UBE Corporation		
April 2013	Assistant to President, and Group CCO of Ube Industries, Ltd.			
June 2013	Representative Director of the said company			
[Reasons for selection as a candidate for the position of Outside Director and roles expected]				
He has been conducting corporate management supervision of the Company from a fair and objective standpoint as an Outside Director. Based on his advanced insight and wealth of experience as a corporate manager, having served as President & Representative Director of UBE Corporation and in other executive positions, the Company expects that he will strengthen the effectiveness of the decision-making functions and supervisory functions of the Board of Directors of the Company and also further strengthen corporate governance of the Group by providing pertinent recommendations toward overall management taking into account local economic conditions, etc., and thus requests his election as a Director.				
[Independence of the candidate]				
With respect to transactional relationships, etc., between UBE Corporation where Mr. Yuzuru Yamamoto serves as a business executive, and the Group, as the net sales of the said company resulting from transactions with the Group account for less than 1 % of the consolidated net sales of the said company, and the income of the Group resulting from transactions with said company and its group companies account for less than 1 % of the consolidated ordinary income of the Company, there is no effect on his independence.				

7	Tomoko Mikami		Female, Date of birth: January 21, 1974	(Reappointment) (Outside) (Independent)	
Brief personal history, position, and principal duty in the Company, and important concurrent positions					Years of service as a Director: 3 years Number of shares of the Company owned: — Number of potentially-owned shares of the Company: 205 shares
April 1997	Joined FUJI KEIZAI CO., LTD.	February 2020	Executive Officer, Corporate Cloud Sales Management Group Lead of the said company		
August 2001	Joined Dell Co., Ltd.	May 2020	Executive Officer, Corporate Solution Business Group Lead		
July 2005	Joined Microsoft Japan Co., Ltd.	June 2021	Outside Director of the Company (present position)		
March 2007	Joined Microsoft Corporation of U.S.	January 2022	Managing Executive Officer, Corporate Solution Business Group Lead, and Digital Sales Business Group Lead of Microsoft Japan Co., Ltd.		
September 2009	General Manager of Corporate Planning Department of Microsoft Japan Co., Ltd.	January 2024	Managing Executive Officer, Enterprise Service Business Lead of the said company (present position)		
August 2012	Regional Account Director of the said company	(Status of important concurrent positions) Managing Executive Officer, Enterprise Service Business Group Lead, Microsoft Japan Co., Ltd.			
September 2014	Windows & Device Business Group Lead of the said company				
January 2016	Senior Director, Windows & Device Business Group Lead of the said company (subsequently, Microsoft365 Business Group Lead, due to Group reorganization)				
September 2019	Senior Director, Corporate Cloud Sales Management Group Lead of the said company				
[Reasons for selection as a candidate for the position of Outside Director and roles expected]					
She has been conducting corporate management supervision of the Company from a fair and objective standpoint as an Outside Director. She has been engaged in the promotion of digital transformation (DX) utilizing IT as Managing Executive Officer of Microsoft Japan Co., Ltd., particularly in the DX promotion of local enterprises. The Company expects that she will strengthen the effectiveness of the decision-making functions and supervisory functions of the Board of Directors of the Company and also further strengthen corporate governance of the Group by providing pertinent recommendations on the Company’s current initiatives to provide DX support to client corporations as well as DX within the Company, and thus requests her election as a Director.					
[Independence of the candidate]					
With respect to transactional relationships, etc., between Microsoft Japan Co., Ltd., where Ms. Tomoko Mikami serves as a business executive, and the Group, as the net sales of the said company resulting from transactions with the Group account for less than 1 % of the consolidated net sales of the said company, and the income of the Group resulting from transactions with said company and its group companies account for less than 1 % of the consolidated ordinary income of the Company, there is no effect on her independence.					

8	Takehiko Ogi	Male, Date of birth: August 8, 1961	(Reappointment) (Outside) (Independent)	
Brief personal history, position, and principal duty in the Company, and important concurrent positions				
April 1984	Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry) Director, Culture Convenience Club Co., Ltd. Representative Director and Managing Director, Culture Convenience Club Co., Ltd. Managing Director, Industrial Revitalization Corporation of Japan President and Representative Executive Officer (seconded), Kanebo Ltd. President and Representative Director, Maruzen Co., Ltd. (currently Maruzen CHI Holdings Co., Ltd.) Outside Director, Seibu Holdings Inc. Outside Director, Misumi Group Inc. President and Representative Director, Japan Human Resource Network Graduated from the doctoral program in Economics, Graduate School of Economics, University of Tokyo (PhD in Economics)	April 2016	Senior Advisor, Financial Services Agency	Years of service as a Director: 1 year
June 1999		August 2018	Director, Ministry of Economy, Trade and Industry	
June 2002		October 2020	Professor, Department of Industrial Management, Faculty of Economics, Kyushu University (present position)	
July 2004		December 2020	Outside Director, Japan Platform of Industrial Transformation, Inc. (present position)	Number of shares of the Company owned:
November 2004		June 2023	Outside Director of the Company (present position)	–
April 2007		June 2023	Outside Director, ICMG Co., Ltd. (present position)	Number of potentially-owned shares of the Company:
June 2013		(Status of important concurrent positions)		2,408 shares
June 2015		Professor, Department of Industrial Management, Faculty of Economics, Kyushu University		
August 2015		Outside Director, Japan Platform of Industrial Transformation, Inc.		
March 2016		Outside Director, ICMG Co., Ltd.		
[Reasons for selection as a candidate for the position of Outside Director and roles expected]				
He has been conducting corporate management supervision of the Company from a fair and objective standpoint as an Outside Director. He has served as Representative Director of Kanebo Ltd., Maruzen CHI Holdings Co., Ltd., and Japan Human Resource Network following his retirement from the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry), and currently specializes in organizational theory and corporate governance as Professor in the Department of Industrial Management, Faculty of Economics, Kyushu University. The Company expects that Mr. Ogi will provide pertinent recommendations on management, including the maintenance and improvement of corporate governance, his strength, as well as support for the banks in the Group using his knowledge of corporate revitalization, and thus requests his election as a Director.				
[Independence of the candidate]				
With respect to transactional relationships, etc., between Japan Platform of Industrial Transformation, Inc. and ICMG Co., Ltd. where Mr. Takehiko Ogi serves as an Outside Director, and the Group, as the net sales of each of the said companies resulting from transactions with the Group account for less than 1 % of the consolidated net sales of each of the said companies, and the income of the Group resulting from transactions with each of the said companies and their group companies account for less than 1 % of the consolidated ordinary income of the Company, there is no effect on his independence.				

(Notes)

1. The number of potentially-owned shares of the Company refers to the number of shares owned in the Company's officer stock ownership association and the points granted under the stock-based remuneration plan, as of March 31, 2024, and is presented as a reference for the number of shares to be issued in the future.
2. The Group has business transactions including deposit and loan transactions with UBE Corporation, where Mr. Yuzuru Yamamoto serves as Chairman of the Board of Directors & Director.
The Group has business transactions with Microsoft Japan Co., Ltd., where Ms. Tomoko Mikami serves as Managing Executive Officer, including purchases of its products and comprehensive alliance regarding the promotion of regional digital transformation (DX).
The Group has equity transactions with Japan Platform of Industrial Transformation, Inc. where Mr. Takehiko Ogi serves as Outside Director, and business transactions involving employee training with ICMG Co., Ltd. where he also serves as Outside Director.
No special interests exist between the Company and the other candidates.
3. The Company has registered Ms. Minako Suematsu, Mr. Yuzuru Yamamoto, Ms. Tomoko Mikami, and Mr. Takehiko Ogi as independent Directors at the TSE, as provided for in the rules of the TSE. If they are elected at the Meeting, it is planned that they will remain in office as independent Directors.
4. With respect to the liabilities of Article 423, Paragraph 1 of the Companies Act, as defined in the Articles of Incorporation, the Company may conclude agreements limiting liability with Directors (excluding Executive Directors) to limit their liability for damages to the minimum liability as stipulated in Article 425, Paragraph 1 of the Companies Act, provided that duties were performed in good faith and without gross negligence. The Company has concluded the said agreement limiting liability with Ms. Minako Suematsu, Mr. Yuzuru Yamamoto, Ms. Tomoko Mikami, and Mr. Takehiko Ogi, and if their election is approved at the Meeting, the Company plans to continue the said agreement limiting liability with them.
5. The Company has concluded a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Directors. If each of the candidates is elected as Director at the Meeting, they will be insured under the insurance contract. The insurance contract covers damages incurred by Directors arising from liability for damages assumed when executing their duties. The Company plans to renew the insurance contract in July 2024, during the terms of office of each of the candidates.

Proposal 2: Election of One (1) Director Who is an Audit and Supervisory Committee Member

The term of office of Mr. Susumu Fukuda, Director who is an Audit and Supervisory Committee Member, will expire at the conclusion of the Meeting. Accordingly, the Company proposes that one (1) Director who is an Audit and Supervisory Committee Member be elected. This proposal has been approved by the Audit and Supervisory Committee.

The proposal has been reviewed by each Director who is an Audit and Supervisory Committee Member with no objections being raised.

The candidate for the position of Director who is an Audit and Supervisory Committee Member is as follows:

Takeki Kaneko		Male, Date of birth: June 12, 1965	(New appointment)	Years of service as a Director: –
Brief personal history, position, and principal duty in the Company, and important concurrent positions				
April 1989	Joined The Yamaguchi Bank, Ltd.	April 2021	Executive Officer of the Company	Number of shares of the Company owned: 6,200 shares
March 2013	General Manager, Imabari Branch of the said bank	June 2021	Executive Officer and General Manager of the Regional Co-creation Unit of the Company	
June 2015	General Manager, Shinshimonoseki Ekimae Branch of the said bank	April 2022	Executive Officer and General Manager of the Compliance & Risk Administration Group of the Company	Number of potentially- owned shares of the Company: 7,940 shares
October 2016	General Manager, Regional Development Department of the said bank	April 2024	Member of the Audit and Supervisory Committee of the Company (present position)	
May 2017	General Manager, Risk Administration Department of the Company			
June 2018	General Manager, Compliance Administration Department of the Company			
[Reasons for selection as the candidate for the position of Outside Director who serves as an Audit and Supervisory Committee Member] He has experience serving as Executive Officer and General Manager of the Risk Administration Group and other divisions of the Company and General Manager of Group bank branches. He possesses the knowledge and experience required to carry out sound and appropriate operation of the Group, and as the Company has determined that he can appropriately execute the duties of an Audit and Supervisory Committee Member, he has been selected as the candidate for the position of Director who is an Audit and Supervisory Committee Member.				

(Notes)

1. The number of potentially-owned shares of the Company refers to the number of shares owned in the Company's officer stock ownership association and the points granted under the stock-based remuneration plan, as of March 31, 2024, and is presented as a reference for the number of shares to be issued in the future.
2. No special interests exist between the Company and the candidate.
3. The Company has concluded a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Directors. If the candidate is elected as Director at the Meeting, he will be insured under the insurance contract. The insurance contract covers damages incurred by Directors arising from liability for damages assumed when executing their duties. The Company plans to renew the insurance contract in July 2024, during the term of office of the candidate.

Corporate Governance System after the Meeting Held on June 27, 2024 (Plan)

An effective corporate governance system incorporating external perspectives is built with independent Outside Directors comprising the majority of the Board of Directors and the Audit and Supervisory Committee.

Composition of Board of Directors	Internal: 5 Outside: 6	Ratio of Outside Directors Internal: 45% Outside: 55%	Composition of Audit and Supervisory Committee	Internal: 1 Outside: 2	Ratio of Outside Members Internal: 33% Outside: 67%
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Skills Matrix

The expected priority areas of the skills of the Directors of the Company upon the approval of proposals 1 and 2 at the Meeting are as follows.

(Note) The skills matrix below does not represent all of the knowledge and experience possessed by each Director, but indicates up to three priority areas where expertise is expected based on their experiences, etc.

Classification		Internal Directors				
Name		Keisuke Mukunashi	Narumasa Soga	Hirofumi Hiranaka	Mitsuru Kato	Takeki Kaneko
Position		President, Representative Director	Director	Director	Director	Director, Audit and Supervisory Committee Member (Full-time)
Expected Priority Areas of Expertise	Corporate Governance	○	○	○	○	○
	Corporate Strategy	○				
	Business Strategy/Regional Revitalization	○	○	○	○	○
	Market Investment		○			
	Human Resource Development			○	○	
	DX / Systems					
	Compliance/Risk Management					○

Female Officers	Female: 3 Male: 8	Female Ratio Female: 27% Male: 73%	Composition of Nomination Committee	Internal: 0 Outside: 3	Composition of Compensation Committee	Internal: 0 Outside: 3
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Classification		Outside Directors					
Name		Minako Suematsu	Yuzuru Yamamoto	Tomoko Mikami	Takehiko Ogi	Yumiko Nagasawa	Kenko Shikichi
Position		Director (Independent)	Director (Independent)	Director (Independent)	Director (Independent)	Director, Audit and Supervisory Committee Member (Independent)	Director, Audit and Supervisory Committee Member (Independent)
Expected Priority Areas of Expertise	Corporate Governance	○	○	○	○	○	○
	Sustainability		○		○	○	
	Regional Economy/ Administration	○	○	○			
	Macroeconomics				○		
	Finance					○	
	DX	○		○			
	Corporate Legal Affairs						○

Policy on Election of Directors

The composition of the Board of Directors and the Policy and Procedures for the Selection of Candidates for the Position of Director are as below.

The Board of Directors shall secure a balance of knowledge, experience, and abilities of the Directors as a whole, as well as the diversity needed for the Board of Directors to achieve their roles and responsibilities. The composition of the Board of Directors of the Company has transitioned to a monitoring board where Outside Directors comprise the majority in June 2020.

For the fiscal year that ended March 31, 2023, the Board of Directors of the Company must robustly monitor the status of execution by the three banks that account for the majority of the performance and management resources of the Group. In addition, under the organizational reform that became effective on April 1, 2022, the previous internal control system, where the Company was responsible for a part of the business execution of subsidiary banks, was reviewed and revised to a system whereby the President of a subsidiary bank is responsible for all of its business execution. Accordingly, the Company believes that appointment of the Presidents of subsidiary banks as Directors of the Company is appropriate in light of the circumstances, and nominates the Presidents of the three banks as candidates for Directors of the Company.

The Company believes that the transition to the new system will enable us to further reflect the voices of our customers in the whole Group, more quickly provide services that stand closer to our customers, and steadily implement the “YMFG Medium-Term Management Plan 2022.”

The election of Group Officers for the fiscal year ending March 31, 2025, as in the fiscal years ended March 31, 2023, and March 31, 2024, has gone through a process that secured objectivity and transparency, with the executive proposal which was drafted by utilizing nominations by Group Officers, the skills matrix that provides an overview of the overall balance including the Executive Officers, the introduction of one-on-one meetings between the President and Group Officer candidates, etc., and then the matters being deliberated multiple times by the Nomination Committee of which Outside Directors comprise the majority and determined by the Board of Directors of the Company, from the perspective of increasing the corporate value of the Group as a whole.

The “Expected Priority Areas of Expertise” for internal Directors have been selected based on priority measures for the YMFG Medium-Term Management Plan 2022, etc., and the “Expected Priority Areas of Expertise” for Outside Directors have been selected with a focus on diverse knowledge, experience, and expertise.

Category	YMFG Medium-Term Management Plan 2022 Priority Measures, etc.
Corporate Governance	● Establish a Group management structure with a system where the banks proactively engage in business execution by expanding the executive authority and responsibilities of the banks and enable them to demonstrate front-line initiatives.
Corporate Strategy	● Strengthen the link between the Group’s sustainable growth and increase in regional value by promoting sustainable management. ● Effectively utilize capital as a new growth driver, including by investing in areas that contribute to the expansion of areas of business and improve profitability for the Group.

Business Strategy / Regional Revitalization	● Strengthen support for corporate rehabilitation and business succession with equity, hands-on, and corporate business succession support to assist the local economy in recovering and returning to growth following the COVID-19 pandemic and to improve sustainability. ● Clearly identify life events that require consulting, and provide sincere financial planning and asset management services to each customer leveraging on skills assimilated throughout the organization. ● Review the customer touchpoints and provide “easy” and “convenient” services. ● Achieve both higher quality solutions for customers and efficient branch operation through the slimming of branch offices by expanding centralized processing at the headquarters, making changes to the sales systems, etc. ● Deepen the understanding of customers by using data analysis, and improve the quality of feasibility studies and financial planning activities. ● Support business reform including by building digital hubs available for use by local corporations.
Market Investment	● Rebuild the securities portfolio with appropriate risk-taking and risk management and convert to a stable profit structure.
DX / Systems	● Promote DX across the Group through the development of next-generation financial businesses using the latest technology, the formation of alliances with DX players, etc.
Human Resource Development	● Jointly create an environment and opportunities for each employee to thrive and grow with good job satisfaction, thereby transforming the organizational culture (behavior). The Group as a whole is to engage in the “maximization of the provision of value to the region and the customers” and the “creation of new values.”
Compliance / Risk Management	● Build a compliance system that covers risks of damage to the interests and expectations of customers and local communities. Strengthen the establishment and operation of the RAF management structure using stress tests and scenario analysis. ● Build a forward-looking credit risk management framework and strengthen the risk management framework of each Group company.

End of document