

These documents are partial translations of the Japanese originals for reference purposes only. In the event of any discrepancy between these translated documents and the Japanese originals, the originals shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code: 8714)  
June 1, 2021

**To Shareholders with Voting Rights:**

Atsushi Ukawa  
Representative Director, President  
and CEO  
Senshu Ikeda Holdings, Inc.  
18-14, Chayamachi, Kita-ku,  
Osaka, Japan

**NOTICE OF CONVOCATION OF  
THE 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially notified of the 12th Annual General Meeting of Shareholders of Senshu Ikeda Holdings, Inc. (the “Company”). The meeting will be held for the purposes described below.

If you do not attend the meeting, you may still exercise your voting rights in writing or electronically (on the Internet). Please review the Reference Documents for the General Meeting of Shareholders described hereinafter, then follow the methods described on pages 3 to 6 to exercise your voting rights by 5:40 p.m., on Tuesday, June 22, 2021, Japan time.

The Annual General Meeting of Shareholders will be broadcast live via the Internet.

For details, please refer to page 7.

Viewing the live webcast over the Internet is not deemed attendance of the General Meeting of Shareholders under the Companies Act. Accordingly, if you participate in the meeting via the Internet, you will not be able to ask questions, exercise your voting rights, or propose a motion, which is permitted to the shareholders attending the General Meetings of Shareholders. Please exercise your voting rights by mailing the Voting Rights Exercise Form or via the Internet as shown in the separate guide in consideration of the exercise deadline.

- 1. Date and Time:** Wednesday, June 23, 2021, at 10:00 a.m. Japan time
- 2. Place:** B2F, HERBIS Hall, HERBIS OSAKA, 2-5-25, Umeda, Kita-ku, Osaka, Japan  
Please note that the meeting venue is different from the previous ones.  
Depending on the status of the spread of the novel coronavirus infection, we might have to change the venue and/or the start time. In that case, the detail of the changes will be posted on the Company’s website (<https://www.senshuikeda-hd.co.jp/>). Please check the website.
- 3. Meeting Agenda:**
  - Matters to be reported:** 1. The Business Report and Consolidated Financial Statements for the Company’s 12th Fiscal Year (from April 1, 2020, to March 31, 2021) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  2. Non-consolidated Financial Statements for the Company’s 12th Fiscal Year (from April 1, 2020, to March 31, 2021)

**Proposals to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Nine (9) Directors

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

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

**Proposal No. 5:** Revision to Remuneration for Directors and Determination of Details of Stock Subscription Rights as Stock Options

End

## Guide to the Exercise of Voting Rights

<b>Exercise of Voting Rights in Writing</b>	<b>Exercise of Voting Rights via the Internet, etc.</b>	<b>Exercise of Voting Rights by Attending the Meeting</b>
You are kindly requested to mark and return the enclosed Voting Rights Exercise Form with your vote of approval or disapproval of each proposal via mail by no later than the deadline below.	You are kindly requested to access the Exercise of Voting Rights Website ( <a href="https://evote.tr.mufg.jp/">https://evote.tr.mufg.jp/</a> ) and follow the on-screen instructions to indicate your approval or disapproval of each proposal.	When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this Notice of Convocation with you.
Deadline for exercise: Arrival until 5:40 p.m. Tuesday, June 22, 2021	Deadline for exercise: Until 5:40 p.m. Tuesday, June 22, 2021	Date and time of the meeting: 10:00 a.m. Wednesday, June 23, 2021

© Of the documents needed to be attached to this notice of convocation, the following matters are, in accordance with laws and regulations as well as Article 23 of the Articles of Incorporation of the Company, posted on the Company's website (<https://www.senshuikedada-hd.co.jp/>) and are therefore not included in this document.

1. Business Report

- (1) Matters concerning stock subscription rights, etc. of the Company
- (2) Basic policy regarding the party who controls decisions on the Company's financial and business policies
- (3) Structure to ensure the adequacy of business operation and its management status
- (4) Matters concerning specified wholly owned subsidiaries
- (5) Matters concerning transactions with the parent, etc.
- (6) Other

2. Financial Statements, etc.

- (1) Notes to the Non-consolidated Financial Statements
- (2) Non-consolidated Statements of Changes in Net Assets
- (3) Notes to the Consolidated Financial Statements
- (4) Consolidated Statements of Changes in Net Assets

The Attached Documents are part of the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by the Accounting Auditor in preparing the Accounting Audit Report, and part of the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by the Audit & Supervisory Board Members in preparing the Audit Report.

© In the event that any revisions to the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements and/or the Reference Documents for the General Meeting of Shareholders are required, revised items will be posted on the Company's website presented above.

Cautionary Statement:

- To protect against illegal access by persons other than qualified shareholders (“spoofing”) and the manipulation of voting details, please be aware that shareholders using the Exercise of Voting Rights Website will be asked to change their temporary password on the website.
- Every time a General Meeting of Shareholders is convoked, a new log-in ID and a temporary password will be provided.
- If you have exercised your voting rights both by mail and via the Internet, those exercised via the Internet will be taken as valid.
- If you have exercised your voting rights multiple times via the Internet, the final vote will be taken as valid. If you have exercised your voting rights both on the website for computers and smartphones and on the website for mobile phones, the final vote cast will be taken as valid.
- The costs incurred when accessing the Exercise of Voting Rights Website, including Internet access fees and telephone rates, will be the responsibility of the shareholder. Similarly, fees required to use mobile phones, such as packet transmission fees, will also be the responsibility of the shareholder.

## Procedures for the Exercise of Voting Rights via the Internet

When exercising your voting rights via the Internet, please access the Exercise of Voting Rights Website designated by the Company (<https://evote.tr.mufg.jp/>) from your smartphone or computer, etc., and follow the on-screen instructions to exercise your voting rights.

**Deadline for the Exercise of Voting Rights**

Until 5:40 p.m., Tuesday, June 22, 2021

\*Please note that the voting service becomes unavailable daily from 2:00 a.m. to 5:00 a.m.

Method by scanning the QR Code		
<p>Using a smartphone                      You can log in by scanning the “Login QR Code” without entering the “Login ID” and the “Temporary Password.”                      *You can exercise your voting rights by the following method only once.</p>		
<p>1) Scan the QR Code</p>	<p>2) Choose the method to exercise your voting rights</p>	<p>3) Choose “Approve” or “Disapprove” for each proposal</p>
<p>Please scan the “Login QR Code” provided on the stub of the enclosed Voting Rights Exercise Form (the right side) with your smartphone.</p>	<p>Please choose the method to exercise your voting rights on the screen for choosing the method to approve or disapprove the proposals.</p>	<p>Please follow the on-screen instructions to choose “Approve” or “Disapprove” for each proposal.</p>
<p>QR Code is a registered trademark of DENSO WAVE INCORPORATED.</p>		<p>Follow the on-screen instructions and you will complete your exercise.</p>

To institutional investors:  
 If you have applied in advance to use the “Electronic Voting Platform,” which is operated by ICJ Inc., you can exercise your voting rights on the Platform.

After the first login, please log in following the instructions provided on the next page.

### Method by entering the Login ID and the Temporary Password

On the Exercise of Voting Rights Website (<https://evote.tr.mufg.jp/>), please use the “Login ID” and the “Temporary Password” provided on the Voting Rights Exercise Form and follow the on-screen instructions to enter your approval or disapproval.

#### 1) Access the Exercise of Voting Rights Website

The Website address:  
<https://evote.tr.mufg.jp/>

#### Caution:

The exercise of voting rights on the Website might be disabled by your Internet environments, including the use of a firewall when accessing the Internet, the use of antivirus software, the use of a proxy server and/or when TLS encrypted communication is not enabled.

(1) Please click on  (To the next page)

#### 2) Log in

(2) Please enter the “Login ID” and the “Temporary Password” provided on your Voting Rights Exercise Form.

(3) Please click on  (Log in).

#### 3) Change the password

(4) Please enter “Current Password,” “New Password,” and “New Password (for confirmation).” Please do not forget your new password.

Afterwards, please follow the on-screen instructions to enter your approval or disapproval.

(5) Please click on  (Send).

#### Cautionary Statement:

- To protect against illegal access by persons other than qualified shareholders (“spoofing”) and the manipulation of voting details, please be aware that shareholders using the Exercise of Voting Rights Website will be asked to change their temporary password on the website.
- Every time a General Meeting of Shareholders is convoked, a new log-in ID and a temporary password will be provided.
- If you have exercised your voting rights both by mail and via the Internet, those exercised via the Internet will be taken as valid.
- If you have exercised your voting rights multiple times via the Internet, the final vote will be taken as valid. If you have exercised your voting rights both on the website for computers and smartphones and on the website for mobile phones, the final vote cast will be taken as valid.
- The costs incurred when accessing the Exercise of Voting Rights Website, including Internet access fees and telephone rates, will be the responsibility of the shareholder. Similarly, fees required to use mobile phones, such as packet transmission fees, will also be the responsibility of the shareholder.

**For inquiries about the system or other matters, contact:**  
Securities Business Division  
(Help Desk)

Mitsubishi UFJ Trust and  
Banking Corporation  
Phone: 0120-173-027

(Toll Free)

(Available from 9 a.m. to 9 p.m.)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

In view of its public position as a banking holding company, the Company determines dividends in comprehensive consideration of the condition of business results and the management environment, etc. while ensuring the health of its financial standing by appropriately enhancing internal reserves. The Company plans to utilize these funds for measures such as investment for future business expansion and strengthening of its financial standing.

In comprehensive consideration of the condition of business results and the management environment, etc., the Company proposes that the dividends of surplus for the fiscal year ended March 31, 2021 be as described below.

#### Matters concerning year-end dividends

- (1) Type of dividend property  
Cash
  
- (2) Matters concerning the allotment of dividend property and the total amount  
For each share of the First Series of Class 7 Preferred Shares, the Company proposes a dividend of 15 yen (thereby making the annual dividend including the interim dividend 30 yen per share), pursuant to the Articles of Incorporation.  
For ordinary shares, the Company proposes a dividend of 3.75 yen per share (thereby making the annual dividend including the interim dividend 7.5 yen per share).  
The total amount of dividends in this case will be 1,425,766,568 yen.
  
- (3) Effective date of distribution of surplus  
June 24, 2021

## Proposal No. 2: Election of Nine (9) Directors

The terms of office of all eleven (11) Directors: Atsushi Ukawa, Takayuki Ota, Hiroo Maeno, Yasuki Hosomi, Shinji Inoue, Toshiyuki Wada, Hiromasa Hirai, Minoru Furukawa, Takao Koyama, Tomokazu Yamazawa and Atsuko Ogasawara will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes to retain four (4) Outside Directors while reducing the number of Directors who are not Outside Directors by two (2) from seven (7) to five (5), to elect nine (9) Directors in total.

The candidates for Directors are as follows.

### < Basic policy for nominating candidates for Directors >

In accordance with its management philosophy, the Company nominates candidates for Directors based on their potential to contribute to the Company's sustainable growth and enhancement of medium-to long-term corporate value.

While the Company is required to have a certain number of the Board members who are well versed in the Company's operations and its challenges, the diversity of expertise, experience and capability of the Board members must be secured in order to ensure its independence and objectivity. From this perspective, it is the Company's basic policy to nominate individuals with thorough knowledge of the Company's operations and challenges as candidates for management executives and other executive director positions, and individuals with a wide range of insights and background as candidates for Outside Directors.

### < Procedures for nominating candidates for Directors >

The Company has established the Personnel Committee, and matters regarding the nomination of candidates for Directors are deliberated and finalized by the Board of Directors based on a result of the review by the said committee.

No.	Name	Current position within the Company	Attendance at the Board of Directors meetings
1	Atsushi Ukawa (Reappointment)	Representative Director, President and CEO	100% (15/15)
2	Takayuki Ota (Reappointment)	Representative Director and Chairman	100% (15/15)
3	Yasuki Hosomi (Reappointment)	Director	100% (15/15)
4	Shinji Inoue (Reappointment)	Director	100% (15/15)
5	Toshiyuki Wada (Reappointment)	Director	100% (11/11)
6	Minoru Furukawa (Reappointment) (Outside Director)	Director (Outside Director)	100% (15/15)
7	Takao Koyama (Reappointment) (Outside Director)	Director (Outside Director)	100% (15/15)
8	Tomokazu Yamazawa (Reappointment) (Outside Director)	Director (Outside Director)	100% (15/15)
9	Atsuko Ogasawara (Reappointment) (Outside Director)	Director (Outside Director)	100% (11/11)



No.	Reappointment/Male	Date of birth	July 19, 1956	Age	64
1	Atsushi Ukawa	Years as a Director	9 years		
		Class and number of the Company's shares held	Ordinary shares 35,600 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1980	Joined the Bank of Ikeda, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Aug.	2006	General Manager, Corporate Planning Division, the Bank of Ikeda, Ltd.			
Nov.	2006	Executive Officer, the Bank of Ikeda, Ltd.			
May	2010	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2011	Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2012	Director, the Company			
Jun.	2014	Managing Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2018	Representative Director, President and CEO, the Company (current position)			
Jun.	2018	Representative Director, President and CEO, The Senshu Ikeda Bank, Ltd. (current position) (Significant concurrent position) Representative Director, President and CEO, The Senshu Ikeda Bank, Ltd.			
< Reason for appointing Mr. Atsushi Ukawa as a candidate for Director > Mr. Atsushi Ukawa assumed the position of a Director of The Senshu Ikeda Bank, Ltd., a Group company, after having served in the Corporate Planning, operation & system and several other departments. After assuming the position of Director of The Senshu Ikeda Bank, Ltd., he successively held the positions of General Manager of the Operation Management Division and the Corporate Planning Division, Director in charge of Regional Headquarters and Director in charge of the Loan, personnel affairs and several other departments. He is especially well versed in the Corporate Planning and operation & system departments. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility as Representative Director.					

No.	Reappointment/Male	Date of birth	January 29, 1958	Age	63
2	Takayuki Ota	Years as a Director	5 years		
		Class and number of the Company's shares held	Ordinary shares 34,180 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1981	Joined the Senshu Bank, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Jun.	2009	General Manager, Credit Analysis Division, The Senshu Bank, Ltd.			
May	2010	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2011	Administration Officer, General Manager, Credit Division I, The Senshu Ikeda Bank, Ltd.			
Jun.	2013	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2014	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Director, the Company			
Jun.	2016	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2018	Representative Director and Chairman, the Company (current position)			
Jun.	2018	Representative Director and Chairman, The Senshu Ikeda Bank, Ltd. (current position) (Significant concurrent position) Representative Director and Chairman, The Senshu Ikeda Bank, Ltd.			
< Reason for appointing Mr. Takayuki Ota as a candidate for Director > Mr. Takayuki Ota successively held the positions of General Manager of divisions and headquarters mainly in the Loan and CS departments of The Senshu Ikeda Bank, Ltd., a Group company. He also has considerable achievements in administering branch management as Director in charge of Regional Headquarters. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility as Representative Director.					

No.	Reappointment/Male	Date of birth	February 15, 1963	Age	58
3	Yasuki Hosomi	Years as a Director	5 years		
		Class and number of the Company's shares held	Ordinary shares 42,488 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1985	Joined the Bank of Ikeda, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Apr.	2012	General Manager, Sakai Branch, The Senshu Ikeda Bank, Ltd.			
Jun.	2013	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2015	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Director, the Company (current position)			
Jun.	2016	Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2019	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)			
< Reason for appointing Mr. Yasuki Hosomi as a candidate for Director > Mr. Yasuki Hosomi has long experience in the business offices of The Senshu Ikeda Bank, Ltd., a Group company, successively serving as General Manager mainly in the CS department. He has considerable achievements in serving as Director in charge of the CS department subsequent to his appointment as Director. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.					

No.	Reappointment/Male	Date of birth	July 26, 1961	Age	59
4	Shinji Inoue	Years as a Director	3 years		
		Class and number of the Company's shares held	Ordinary shares 44,262 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1985	Joined the Senshu Bank, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Mar.	2014	General Manager, Abeno Harukas Branch, The Senshu Ikeda Bank, Ltd.			
Jun.	2014	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2018	Director, the Company (current position)			
Jun.	2018	Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2020	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)			
(Significant concurrent position) Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Shinji Inoue as a candidate for Director > Mr. Shinji Inoue successively held the positions of General Manager of the Risk Management, Loan and CS departments of The Senshu Ikeda Bank, Ltd., a Group company. He also has considerable achievements in serving as Director in charge of the operation & system department and Loan department subsequent to his appointment as Director. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.					

No.	Reappointment/Male		Date of birth	October 8, 1963	Age	57
5	Toshiyuki Wada		Years as a Director	1 year		
			Class and number of the Company's shares held	Ordinary shares 14,100 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)						
Apr.	1986	Joined the Bank of Japan				
May	2007	Associate Director-General, Personnel and Corporate Affairs Department, the Bank of Japan				
Jul.	2010	General Manager, Matsumoto Branch, the Bank of Japan				
Oct.	2012	Principal Examiner, Financial System and Bank Examination Department, the Bank of Japan				
Jun.	2014	Deputy Director-General and Principal Examiner, Financial System and Bank Examination Department, the Bank of Japan				
Apr.	2016	Director-General and Internal Auditor, Internal Auditors' Office, the Bank of Japan				
Jun.	2017	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.				
May	2019	Executive Officer, the Company				
Jun.	2020	Director, the Company (current position)				
Jun.	2020	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)				
		(Significant concurrent position) Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.				
< Reason for appointing Mr. Toshiyuki Wada as a candidate for Director >						
Mr. Toshiyuki Wada has successively held key positions in the personnel department, the financial system department, etc., of the Bank of Japan. He assumed office as Officer secondarily in charge of the Loan department and Officer in charge of the personnel affairs department of The Senshu Ikeda Bank, Ltd. in June 2017 and has properly fulfilled his duties and responsibilities. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.						

No.	Reappointment/Outside Director/Male	Date of birth	June 13, 1943	Age	77
6	Minoru Furukawa	Years as a Director	4 years		
		Class and number of the Company's shares held	Ordinary shares 17,900 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1966	Joined Hitachi Zosen Corporation			
Jun.	1994	Chief Manager, Accounting Department, Hitachi Zosen Corporation			
Apr.	1998	Director, Hitachi Zosen Corporation			
Jun.	2001	Representative Director and Senior Managing Director, Hitachi Zosen Corporation			
Apr.	2005	Representative Director and President, Hitachi Zosen Corporation			
Jun.	2010	Representative Director, Chairman and President, Hitachi Zosen Corporation			
Apr.	2013	Representative Director, Chairman and CEO, Hitachi Zosen Corporation			
Apr.	2016	Representative Director and Chairman, Hitachi Zosen Corporation			
Jun.	2016	Outside Director, The Senshu Ikeda Bank, Ltd.			
Apr.	2017	Senior Corporate Advisor Director, Hitachi Zosen Corporation			
Jun.	2017	Senior Corporate Advisor, Hitachi Zosen Corporation (current position)			
Jun.	2017	Outside Director, UNITIKA LTD. (current position)			
Jun.	2017	Outside Director, the Company (current position)			
Jun.	2017	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position)			
Jun.	2018	Outside Director, OKK Corporation (current position)			
(Significant concurrent positions)					
Senior Corporate Advisor, Hitachi Zosen Corporation					
Outside Director, UNITIKA LTD.					
Outside Director, The Midori Kai Co., Ltd.					
Outside Director, Osaka International Convention Center Corporation					
Outside Director, OKK Corporation					
Vice-Chairman, The Japan Machinery Federation					
Executive Director, Kansai Economic Federation					
Auditor, Osaka Chamber of Commerce and Industry					
Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Minoru Furukawa as a candidate for Outside Director and expected roles>					
Mr. Minoru Furukawa has successively held such positions as Representative Director of Hitachi Zosen Corporation as well as key positions for Osaka Chamber of Commerce and Industry, The Japan Machinery Federation, and Kansai Economic Federation. He has properly overseen corporate management as an Outside Director since June 2017. The Company highly values his experience and capabilities, and believes that he will provide supervision and advice based on his knowledge if he is elected as Outside Director. The Company, therefore, proposes to reelect him as Outside Director.					
<Independence>					
There is no special interest between Mr. Minoru Furukawa and the Company.					
Mr. Furukawa satisfies the "Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members" set forth by the Company.					
There are standard banking transactions between Hitachi Zosen Corporation, where Mr. Furukawa serves as Senior Corporate Advisor, and the Group company. However, because such transactions in the most recent fiscal year account for less than 1% of each company's ordinary income, they do not affect the independence of Mr. Furukawa.					
Mr. Furukawa's role as Senior Corporate Advisor at Hitachi Zosen Corporation is mainly to contribute to the business community and society, and he has not engaged in corporate management. Additionally, it has been four years since he left the office of Director of Hitachi Zosen Corporation.					

No.	Reappointment/Outside Director/Male	Date of birth	December 11, 1948	Age	72
7	Takao Koyama	Years as a Director	4 years		
		Class and number of the Company's shares held	Ordinary shares 17,900 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1971	Joined Hitachi, Ltd.			
Apr.	2004	General Manager, Kanto Area Operation, Hitachi, Ltd.			
Apr.	2007	Vice President and Executive Officer; and General Manager of Kansai Area Operation, Hitachi, Ltd.			
Apr.	2011	Representative Director, Executive Vice President and Executive Officer, Hitachi Solutions, Ltd.			
Apr.	2012	Director, Executive Vice President and Executive Officer, Hitachi Solutions, Ltd.			
Jun.	2016	Outside Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2017	Outside Director, the Company (current position)			
Jun.	2017	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position) (Significant concurrent position) Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.			
<p>&lt; Reason for appointing Mr. Takao Koyama as a candidate for Outside Director and expected roles &gt;  In addition to a post of a Vice President, Executive Officer and General Manager of Kansai Area Operation of Hitachi, Ltd., Mr. Takao Koyama successively held such positions as Deputy General Manager of Corporate Sales &amp; Marketing Group, followed by his position as a Representative Director and Executive Vice President of Hitachi Solutions, Ltd. He has properly overseen corporate management as an Outside Director since June 2017. The Company highly values his experience and capabilities, and believes that he will provide supervision and advice based on his knowledge if he is elected as Outside Director. The Company, therefore, proposes to reelect him as Outside Director.</p>					
<p>&lt;Independence&gt;  There is no special interest between Mr. Takao Koyama and the Company.  Mr. Koyama satisfies the "Criteria for Independence of Outside Directors and Outside Audit &amp; Supervisory Board Members" set forth by the Company.</p>					

No.	Reappointment/Outside Director/Male	Date of birth	November 26, 1947	Age	73
8	Tomokazu Yamazawa	Years as a Director	3 years		
		Class and number of the Company's shares held	Ordinary shares 18,640 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1971	Joined Keihanshin Electric Express Railway Co., Ltd. (currently Hankyu Hanshin Holdings, Inc.)			
Jun.	1999	Deputy General Manager of Corporate Control Division and Head of Public Relations Office, Hankyu Corporation			
Jun.	2000	Director and General Manager of Corporate Control Division, Hankyu Corporation			
Apr.	2002	Director, Hankyu Corporation			
Apr.	2002	President and Representative Director, Dai-ichi Hankyu Hotels Co., Ltd.			
Apr.	2005	President and Representative Director, Hankyu Hotel Management Co., Ltd.			
Jun.	2007	Director, Hankyu Hanshin Holdings, Inc.			
Apr.	2008	President and Representative Director, Hankyu Hanshin Hotels Co., Ltd.			
Apr.	2012	Chairman and Representative Director, Hankyu Hanshin Hotels Co., Ltd.			
Jun.	2012	Advisor, Hankyu Hanshin Hotels Co., Ltd.			
Jun.	2012	President and Representative Director, Hanshin Expressway Co., Ltd.			
Apr.	2014	Special Advisor, Hankyu Hanshin Hotels Co., Ltd.			
Jun.	2016	Special Advisor, Hanshin Expressway Co., Ltd.			
Jun.	2017	Outside Director, The Senshu Ikeda Bank, Ltd.			
Sep.	2017	Outside Director, Charm Care Corporation (current position)			
Jun.	2018	Outside Director, the Company (current position)			
Jun.	2018	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position)			
Apr.	2019	Special Advisor, Hankyu Hanshin Hotels Co., Ltd. (current position)			
Jun.	2020	Senior Advisor, Hanshin Expressway Co., Ltd. (current position)			
(Significant concurrent positions)					
Honorary Advisor, Hankyu Hanshin Hotels Co., Ltd.					
Outside Director, Charm Care Corporation					
Senior Advisor, Hanshin Expressway Co., Ltd.					
Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Tomokazu Yamazawa as a candidate for Outside Director and expected roles >					
Mr. Tomokazu Yamazawa has successively held such positions as Representative Director of the group companies of Hankyu Hanshin Holdings, Inc. as well as Representative Director of Hanshin Expressway Co., Ltd. Mr. Yamazawa has properly overseen corporate management as an Outside Director since June 2018. The Company highly values his experience and capabilities, and believes that he will provide supervision and advice based on his knowledge if he is elected as Outside Director. The Company, therefore, proposes to reelect him as Outside Director.					
<Independence>					
There is no special interest between Mr. Tomokazu Yamazawa and the Company.					
Mr. Yamazawa satisfies the "Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members" set forth by the Company.					
There are standard banking transactions between Hankyu Hanshin Hotels Co., Ltd., where Mr. Yamazawa serves as Special Advisor, and the Group company. However, because such transactions in the most recent fiscal year account for less than 1% of each company's ordinary income, they do not affect the independence of Mr. Yamazawa.					
Mr. Yamazawa's role as Special Advisor at Hanky Hanshin Hotels Co., Ltd. is mainly to contribute to the business community and society, and he has not engaged in corporate management. Additionally, it has been thirteen years and nine years since he left the office of Director of Hankyu Hanshin Holdings, Inc. and Director of Hankyu Hanshin Hotels Co., Ltd., respectively.					

No.	Reappointment/Outside Director/ Female	Date of birth	October 6, 1960	Age	60
9	Atsuko Ogasawara	Years as a Director	1 year		
		Class and number of the Company's shares held	Ordinary shares 1,900 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1983	Joined The Mainichi Newspapers Co., Ltd.			
Apr.	2006	General Manager, Okayama Bureau, The Mainichi Newspapers Co., Ltd.			
Apr.	2008	General Manager, Economic Department, Osaka Headquarters, The Mainichi Newspapers Co., Ltd.			
May	2011	General Manager, Kyoto Bureau, The Mainichi Newspapers Co., Ltd.			
Jul.	2014	Deputy General Manager, Editorial Bureau, Osaka Headquarters, The Mainichi Newspapers Co., Ltd.			
Apr.	2016	General Manager, General Business Bureau, The Mainichi Newspapers Co., Ltd.			
May	2017	Director, Japan High School Baseball Federation (current position)			
Jun.	2018	Deputy Representative, Osaka Headquarters, The Mainichi Newspapers Co., Ltd.			
Jun.	2018	Director, The Daido Life Foundation (current position)			
Apr.	2020	Executive Director (Part-time), National University Corporation Osaka University (current position)			
Jun.	2020	Outside Director, the Company (current position)			
Jun.	2020	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position)			
Feb.	2021	Director, Kansai Innovation Center (current position)			
		(Significant concurrent positions)			
		Director, Japan High School Baseball Federation			
		Director, The Daido Life Foundation			
		Executive Director (Part-time), National University Corporation Osaka University			
		Director, Kansai Innovation Center			
		Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.			
< Reason for appointing Ms. Atsuko Ogasawara as a candidate for Outside Director and expected roles >					
Ms. Atsuko Ogasawara held key positions at The Mainichi Newspapers Co., Ltd. With her wide range of experience and achievements in the business world, Ms. Ogasawara has properly overseen corporate management as the first female Director of the Company since June 2020. The Company highly values her experience and capabilities and believes that she will provide supervision and advice based on her knowledge if she is elected as Outside Director. The Company, therefore, proposes to reelect her as Outside Director.					
<Independence>					
There is no special interest between Ms. Atsuko Ogasawara and the Company.					
Ms. Ogasawara satisfies the "Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members" set forth by the Company.					

- Notes:
1. Mr. Yasuki Hosomi will retire as Director and Senior Managing Executive Officer of the Senshu Ikeda Bank, Ltd. in June 2021.
  2. Mr. Minoru Furukawa, Mr. Takao Koyama, Mr. Tomokazu Yamazawa, and Ms. Atsuko Ogasawara are candidates for Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.  
The Company has submitted to the Tokyo Stock Exchange a notification designating Mr. Minoru Furukawa, Mr. Takao Koyama, Mr. Tomokazu Yamazawa, and Ms. Atsuko Ogasawara as Independent Officers pursuant to the regulations of the Tokyo Stock Exchange. If they are elected as originally proposed, they will continue to be Independent Officers.
  3. Mr. Minoru Furukawa, Mr. Takao Koyama, Mr. Tomokazu Yamazawa, and Ms. Atsuko Ogasawara are currently Outside Directors of the Company, and their respective terms of office as Outside Directors will be four (4) years for both Mr. Minoru Furukawa and Mr. Takao Koyama, three (3) years for Mr. Tomokazu Yamazawa, and one (1) year for Ms. Atsuko Ogasawara at the conclusion of this General Meeting of Shareholders.
  4. Liability limitation agreements with Outside Directors  
In accordance with stipulations in the Articles of Incorporation, the Company has concluded liability limitation agreements with Outside Directors to limit the liabilities of Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that the duties of the Outside Directors are performed in good faith and without gross negligence. If Mr. Minoru Furukawa, Mr. Takao Koyama, Mr. Tomokazu Yamazawa, and Ms. Atsuko Ogasawara are elected as Outside Directors at this General Meeting of Shareholders, the Company plans to continue these agreements with them.
  5. Directors and Officers liability insurance (hereinafter, "D&O insurance") contract  
The Company has concluded a D&O insurance contract that insures all Directors with an insurance company. This contract will cover any damages that may arise in the event that Directors assume liability resulting from

the execution of their duties. The term of the D&O insurance contract is one year and will be renewed upon the Board of Directors' resolution before the expiration date of the said term. If each candidate assumes office, they will be insured under the insurance contract.



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

The terms of office of four (4) Audit & Supervisory Board Members Susumu Kawakami, Toshiaki Sasaki, Seiji Morinobu, and Kohei Nakanishi will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes that the shareholders elect three (3) Audit & Supervisory Board Members. Although the number of Audit & Supervisory Board Members will be reduced by one, the Company believes that there is no risk of deterioration of the supervisory function. This proposal has been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Members are as follows.

No.	Name	Current position within the Company	Attendance at the Board of Directors meetings	Attendance at Audit & Supervisory Board Meetings
1	Hiroo Maeno (New Appointment)	Director	100% (15/15)	
2	Seiji Morinobu (Reappointment) (Outside)	Outside Audit & Supervisory Board Member	100% (15/15)	100% (19/19)
3	Kohei Nakanishi (Reappointment) (Outside)	Outside Audit & Supervisory Board Member	100% (15/15)	100% (19/19)

No.	New Appointment/Male	Date of birth	January 30, 1962	Age	59
1	Hiroo Maeno	Years as an Audit & Supervisory Board Member		—	
		Class and number of the Company's shares held		Ordinary shares 33,700 shares	
Past experience (Positions and significant concurrent positions)					
Apr.	1985	Joined the Senshu Bank, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Jun.	2012	General Manager, General Risk Management Division, the Company			
Jun.	2012	General Manager, Risk Management Division, The Senshu Ikeda Bank, Ltd.			
Jun.	2013	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2014	Director, the Company (current position)			
Jun.	2014	Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2019	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)			
<p>&lt; Reason for appointing Mr. Hiroo Maeno as a candidate for Audit &amp; Supervisory Board Member &gt;  Mr. Hiroo Maeno has long experience in the Corporate Planning Headquarters of The Senshu Ikeda Bank, Ltd., a Group company. After having served in the Loan department, the Risk Management, and several other Headquarters, he assumed the position of Director of the Company. He successively held the positions of Director in charge of the Risk Management Headquarters, General Manager of the Personnel Division, and Director in charge of Corporate Planning and General Affairs Division after his appointment as Director. He has been involved in the management area for many years and has wide range of knowledge and experience as well as sufficiently high social credibility. Accordingly, the Company believes that he will be able to fulfill the role of an Audit &amp; Supervisory Board Member independently from business execution.</p>					

No.	Reappointment/Outside/Male	Date of birth	July 9, 1949	Age	71
2	Seiji Morinobu	Years as an Audit & Supervisory Board Member		4 years	
		Class and number of the Company's shares held		Ordinary shares — shares	
Past experience (Positions and significant concurrent positions)					
Apr.	1978	Registered with the Osaka Bar Association			
Apr.	1988	Founded Umeshin Law Firm Director, Umeshin Law Firm (current position)			
Apr.	2004	Vice President, the Osaka Bar Association Governor, the Japan Federation of Bar Associations			
Apr.	2005	Visiting Professor, Graduate School of Law and Politics, Osaka University Visiting Professor, Cooperative Graduate School			
Apr.	2013	Executive Governor, the Japan Federation of Bar Association			
Feb.	2015	Outside Director, KITAKEI CO., LTD. (current position)			
Jun.	2017	Outside Audit & Supervisory Board Member, the Company (current position) (Significant concurrent position) Outside Auditor, KITAKEI Co., Ltd. Head of Umeshin Law Office			
<p>&lt; Reason for appointing Mr. Seiji Morinobu as a candidate for Outside Audit &amp; Supervisory Board Member &gt;  Based on his wide range of experience and high level of insight as an attorney, as well as his experience and insight gained as an Outside Director of KITAKEI Co., Ltd, Mr. Seiji Morinobu has properly performed his duties as Outside Audit &amp; Supervisory Board Member of the Company. Accordingly, the Company believes that he will continue to fulfill his role from an objective and neutral position.</p>					
<p>&lt; Independence &gt;  There is no special interest between Mr. Seiji Morinobu and the Company.  Mr. Morinobu satisfies the "Criteria for Independence of Outside Directors and Outside Audit &amp; Supervisory Board Members" set forth by the Company.</p>					

No.	Reappointment/Outside/Male	Date of birth	November 13, 1954	Age	66
3	Kohei Nakanishi	Years as an Audit & Supervisory Board Member	4 years		
		Class and number of the Company's shares held	Ordinary shares 7,100 shares		
Past experience (Positions and significant concurrent positions)					
Apr.	1977	Joined Export-Import Bank of Japan (current Japan Bank for International Cooperation)			
Jun.	2004	Director General, Human Resources Division, Japan Bank for International Cooperation			
Aug.	2007	Resident Executive Officer for Europe and the Middle East, Japan Bank for International Cooperation			
Oct.	2008	Japan Finance Corporation; and Managing Executive Officer, Japan Bank for International Cooperation			
Jun.	2011	Managing Director, Japan Bank for International Cooperation			
Apr.	2012	Executive Director; and Global Head of Corporate Group Managing Executive Officer, Japan Bank for International Cooperation			
Sep.	2013	Corporate Advisor, Mitsubishi Corporation			
Mar.	2016	Outside Director (Director, Audit and Supervisory Committee Member), SUMCO Corporation			
Jun.	2017	Outside Audit & Supervisory Board Member, the Company (current position)			
Sep.	2018	Chief Director, Japan Institute for Overseas Investment (current position) (Significant concurrent position) Chief Director, Japan Institute for Overseas Investment			
<p>&lt; Reason for appointing Mr. Kohei Nakanishi as a candidate for Outside Audit &amp; Supervisory Board Member &gt;  After having served as an Executive Director of Japan Bank for International Cooperation, Mr. Kohei Nakanishi successively assumed the position of Corporate Advisor of Mitsubishi Corporation and Outside Director of SUMCO Corporation. Based on his wide range of experience and insight about international finance, his corporate management experience, and insight into corporate governance, Mr. Nakanishi has properly performed his duties as Outside Audit &amp; Supervisory Board Member of the Company. Accordingly, the Company believes that he will continue to fulfill his role from an objective and neutral position.</p>					
<p>&lt; Independence &gt;  There is no special interest between Mr. Kohei Nakanishi and the Company.  Mr. Nakanishi satisfies the "Criteria for Independence of Outside Directors and Outside Audit &amp; Supervisory Board Members" set forth by the Company.</p>					

- Notes:
- There is no special interest between each of the candidates for Audit & Supervisory Board Members and the Company.
  - Mr. Hiroo Maeno will retire from the posts of Director of the Company as well as Director and Senior Managing Executive Officer of the Senshu Ikeda Bank, Ltd. in June 2021.
  - Mr. Kohei Nakanishi will be nominated as a candidate for Outside Director at the 53rd Annual General Meeting of Shareholders of Marubeni Construction Material Lease Co., Ltd., which will be held in June 2021.
  - Audit & Supervisory Board Member candidates, Messrs. Seiji Morinobu and Kohei Nakanishi are candidates for Outside Audit & Supervisory Board Members as stipulated in Article 2, Paragraph 3, Item 8 of the Regulation for Enforcement of the Companies Act.  
The Company has submitted to the Tokyo Stock Exchange a notification designating Messrs. Seiji Morinobu and Kohei Nakanishi as Independent Officers pursuant to the regulations of the Exchange. If they are reelected as originally proposed, they will continue to be Independent Officers.
  - Messrs. Seiji Morinobu and Kohei Nakanishi are currently Outside Audit & Supervisory Board Members, and their terms of office as Outside Audit & Supervisory Board Members will be 4 years at the conclusion of this General Meeting of Shareholders.
  - Liability limitation agreements with Outside Audit & Supervisory Board Members  
In accordance with stipulations in the Articles of Incorporation, the Company has concluded liability limitation agreements with Outside Audit & Supervisory Board Members to limit the liabilities of Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that the duties of the Outside Audit & Supervisory Board Members are performed in good faith and without gross negligence.  
If Messrs. Seiji Morinobu and Kohei Nakanishi are reelected as Outside Audit & Supervisory Board Members at this General Meeting of Shareholders, the Company plans to continue these agreements with them.
  - D&O insurance contract  
The Company has concluded D&O insurance contract that insures all Audit & Supervisory Board Members with an insurance company. This contract will cover any damages that may arise in the event that Audit & Supervisory Board Members assume liability resulting from the execution of their duties. The term of the D&O

insurance contract is one year and will be renewed upon the Board of Directors' resolution before the expiration date of the said term. If each candidate assume office, they will be insured under the insurance contract.

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

To prepare for an eventuality in which the number of Audit & Supervisory Board Members falls short of that stipulated by laws and regulations, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for substitute Audit & Supervisory Board Member is as follows.

New Appointment/Male  <b>Kenichi Yoshimoto</b>	Date of birth	March 31, 1949	Age	72
	Years as an Audit & Supervisory Board Member	—		
	Class and number of the Company's shares held	Ordinary shares - shares		
Past experience (Positions and significant concurrent positions)				
Apr.	1974	Assistant, Faculty of Economics, Wakayama University		
Apr.	1979	Associate Professor, Faculty of Economics, Wakayama University		
Apr.	1986	Associate Professor, School of Law, Osaka University		
Apr.	1994	Professor, School of Law, Osaka University		
Aug.	1997	Councilor, Osaka University		
Apr.	1999	Professor, Graduate School of Law and Politics, Osaka University		
Jan.	2003	Vice Chairman, Corporate Legal Committee, Osaka Chamber of Commerce and Industry		
Apr.	2004	Dean, Osaka University Law School		
Apr.	2004	Professor, Graduate Schools, Osaka University		
Apr.	2005	General Manager, Legal Office, Osaka University		
May	2006	External Director, FURUNO ELECTRIC CO., LTD.		
Apr.	2012	Professor, School of Law, Kobe Gakuin University		
Aug.	2012	Special Counsel, DAICHI LEGAL PROFESSIONAL CORPORATION (current position)		
Apr.	2014	Councilor, Kobe Gakuin University		
Jun.	2016	Outside Director, The Senshu Ikeda Bank, Ltd. (current position) (Significant concurrent position) Special Counsel, DAICHI LEGAL PROFESSIONAL CORPORATION Outside Director, The Senshu Ikeda Bank, Ltd.		

- Notes:
1. There is no special interest between Mr. Kenichi Yoshimoto and the Company.
  2. Mr. Kenichi Yoshimoto is a candidate for substitute Audit & Supervisory Board Member.
  3. The reason for nominating Mr. Kenichi Yoshimoto as a candidate for a substitute Outside Audit & Supervisory Board Member is that we believe that he will be able to conduct objective and neutral audits of the legality of the Company's business execution and other matters based on his experience as a university professor and his extensive insight.  
Although he has not been involved in corporate management other than in his capacity as an outside director in the past, the Company believes that he will be able to appropriately perform his duties as an Outside Audit & Supervisory Board Member for the abovementioned reasons.
  4. Liability limitation agreements with substitute Audit & Supervisory Board Members  
In the event that Mr. Kenichi Yoshimoto assumes office as substitute Audit & Supervisory Board Member, the Company intends to conclude a liability limitation agreement with him to limit the liabilities of Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
  5. D&O insurance contract  
The Company has concluded D&O insurance contract with an insurance company, which covers any damages that may arise in the event that Audit & Supervisory Board Members assume liability resulting from the execution of their duties.  
If Mr. Kenichi Yoshimoto assumes office as Audit & Supervisory Board Member, he will be insured under the insurance contract

<Reference>

### **Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members**

The Senshu Ikeda Group judges the independence of the respective candidates for Outside Directors/Audit & Supervisory Board Members according to the following criteria.

<Standard for judging the independence>

At the Senshu Ikeda Group, as a general rule, Outside Directors/Audit & Supervisory Board Members shall be those who do not fall under any of the following requirements, at present or recently.<sup>1</sup>

1. A person who deems the Group to be a major<sup>2</sup> business partner, or in the case of a company, an executing person thereof.
2. A person who the Group deems to be a major business partner, or in the case of a company, an executing person thereof.
3. A business consultant, an accounting specialist or a legal specialist who has received a large sum<sup>3</sup> of money and other properties other than Officers' remuneration from the Group (or a quasi-executing person who has belonged to the payee's group).
4. A person who the Company deems to be a major shareholder<sup>4</sup> of the Company, or in the case of a company, an executing person thereof.
5. A payee of a large sum of donation from the Group, or a quasi-executing person of the payee's group, in the case where the receiver of the monies, etc., is an entity.
6. A former executing person of any of the Group companies in the past.<sup>5</sup>
7. A relative<sup>6</sup> of a person (excluding those who are not significant) mentioned below:
  - A. A person who is mentioned in the aforementioned items 1 through 6.
  - B. Directors, Audit & Supervisory Board Members, Executive Officers and important employees of any of the Group companies

Notes:

1. Definition of "recently": Refers to cases that might be regarded as almost "at present," for example, including the case where said person fell under any infringement requirement item since the content of a proposal for the selection as Outside Director or Outside Audit & Supervisory Board Member was determined.
2. Definition of "major": Refers to 2% or more of the consolidated net sales per annum (Consolidated ordinary income in case of the Company) for the nearest fiscal year, as a benchmark for judgment.
3. Definition of "a large sum": Refers to a three-year average amount of ¥10 million or more per annum for the past three years.
4. Definition of "major shareholder": Refers to a shareholder who held 10% or more of the total voting rights at the end of the nearest fiscal year.
5. Definition of "past": Refers to "within 10 years up to the present."
6. Definition of "relative": Refers to "within the second degree of kinship of a person."

**Proposal No. 5: Revision of Remuneration for Directors and Determination of Stock Acquisition Rights  
Provided as Stock Options to Directors**

1. Revision of remuneration for Directors

The amount of remuneration for Directors was approved at the 1st Annual General Meeting of Shareholders held on June 29, 2010 to be within 30 million yen per month, effective to the present.

In order to enable the provision of performance-linked remuneration and stock acquisition rights as stock options to Directors responsible for business execution, this Proposal requests approval to revise the abovementioned remuneration from a monthly amount to an annual amount, setting the total annual amount to within 360 million yen (an amount that is 12 times the current amount of 30 million yen per month), consisting of basic remuneration within 200 million yen per annum (including an amount within 80 million yen per annum for Outside Directors), performance-linked remuneration within 100 million yen per annum, and remuneration for the purpose of granting stock acquisition rights as stock options within 60 million yen per annum. In consideration of their duties, performance-linked remuneration and stock acquisition rights as stock options will not be provided to non-executive Directors and Outside Directors.

Basic remuneration is fixed remuneration paid on a monthly basis in the form of money. The amount shall be determined in accordance with position, responsibility, etc., and shall be reviewed as appropriate in consideration of matters such as business performance, levels at other companies, and social conditions.

Performance-linked remuneration shall be introduced to raise awareness of improving business results each business year, and is cash remuneration that reflects performance indicators. Performance indicators and their target values with regard to profitability, future potential, and soundness are set by the Board of Directors each business year, and an amount calculated in accordance with the degree of achievement is provided at a certain time each year. Performance indicators and their target values are established each business year when budget plans are formulated, and shall be reviewed by the Board of Directors as appropriate in response to changes in the environment.

Stock acquisition rights as stock options shall be introduced in order to share value with shareholders and motivate the recipients to contribute to the medium- to long-term enhancement of corporate value. Details are explained in 3. below. The Senshu Ikeda Bank, Ltd., a subsidiary of the Company, has been providing the Company's stock acquisition rights as stock options to Directors of the Bank (excluding non-executive Directors and Outside Directors) and executive officers since 2013. If this Proposal is approved, it will be possible to provide the same stock options to Directors of the Company who do not concurrently serve as Directors of the Bank.

As in the past, remuneration for such Directors does not include any employee salaries payable to Directors concurrently serving as employees, and individual remuneration shall be left to the discretion of the Board of Directors.

In the event that Proposal No. 2 and this Proposal are approved, fixed remuneration, performance-linked remuneration, and stock acquisition rights as stock options shall be paid to four (4) Directors responsible for business execution, and basic remuneration only shall be paid to one (1) non-executive Director and four (4) Outside Directors.

2. Reasons that the revision of remuneration is appropriate

The revisions to remuneration contained in this Proposal are proposed as a means to pay performance-linked remuneration for the purpose of maintaining and improving incentives for business execution, and stock-based remuneration (stock acquisition rights) with the objective of sharing interests with shareholders, as remuneration for Directors responsible for business execution, separately from the existing fixed remuneration. The total amount of director remuneration will remain unchanged in real terms by simply multiplying the total amount of 30 million yen per month previously approved by 12 to establish the total annual amount, and fixed remuneration, performance-linked remuneration and stock acquisition rights will be paid by establishing respective limits within that range. In this way, the Company has determined that these revisions to remuneration are suitable, with sufficient consideration for both the appropriate motivation to enhance corporate value and the maintenance of standards for Director remuneration.

3. Determination of details of stock acquisition rights as stock options paid to Directors

The Company requests approval for details of stock acquisition rights as stock options paid to Directors as follows.

(1) Type and number of shares subject to stock acquisition rights

The type of shares subject to stock acquisition rights shall be ordinary shares, and the number of shares subject to each stock acquisition right (hereinafter, "the number of shares granted" shall be 100

shares.

In the event that a stock split (including the gratis allotment of the ordinary shares of the Company; hereinafter, the same shall apply for the term “stock split”) or a reverse stock split of the Company’s shares occurs after the resolution date of this Proposal, adjustments shall be made to the number of shares granted in accordance with the following formula.

Post-adjustment number of shares granted = Pre-adjustment number of shares granted x stock split or reverse stock split ratio

Fractions less than one (1) share resulting from the adjustment shall be rounded down.

In addition to the above, in the event that it is necessary to make adjustments to the number of shares granted in accordance with such cases after the resolution date, the Company shall adjust the number of shares granted as deemed necessary by the Board of Directors.

The Company shall set one (1) million shares of ordinary shares of the Company as the maximum number of shares that can be awarded by exercising stock acquisition rights issued on a day within one year of the date of the general meeting of shareholders each business year, and if the number of shares granted is adjusted, the number of shares obtained by multiplying the number of shares granted after adjustment by the total number of stock acquisition rights below shall be the maximum. This maximum is not limited to stock acquisition rights paid to Directors of the Company but is an annual maximum applicable to all stock acquisition rights as stock options of the Group, including those paid to executive officers of the Company and to Directors and executive officers of subsidiaries of the Company. The shares awarded at the time of exercise of the stock acquisition rights will be shares held by the Company and no new shares will be issued. Therefore, no dilution will occur.

(2) Total number of stock acquisition rights

The maximum number of stock acquisition rights to be issued within one year from the date of the Annual General Meeting of Shareholders for each business year shall be 10,000 units. This maximum is not limited to stock acquisition rights paid to Directors of the Company but is an annual maximum applicable to all stock acquisition rights as stock options of the Group, including those paid to executive officers of the Company and to Directors and executive officers of subsidiaries of the Company.

(3) Payment amount of stock acquisition rights (issue price)

The payment amount per one (1) unit of stock acquisition rights (issue price) shall be an amount determined based on the fair price of the stock acquisition rights calculated according to an equitable calculation method, such as the Black-Scholes model, when allotting stock acquisition rights.

In addition, under this Proposal, the Company shall bear the remuneration payment obligation equivalent to the total payment amount of the stock acquisition rights for eligible Directors of the Company, and shall offset the monetary amount to be paid with the aforementioned remuneration payment obligation held by eligible Directors of the Company in accordance with the provisions of Article 246, Paragraph 2 of the Companies Act.

(4) Value of property to be invested upon the exercise of stock acquisition rights

The exercise price per share that can be awarded by exercising each stock acquisition right shall be one yen, and the value of property to be invested when exercising each stock acquisition right shall be this amount multiplied by the number of shares granted.

(5) Restrictions on the acquisition of stock acquisition rights by transfer

The acquisition of stock acquisition rights by transfer requires approval by resolution of the Board of Directors.

(6) Period during which stock acquisition rights can be exercised

Holders of stock acquisition rights may exercise their stock acquisition rights within one (1) year of losing their position as Director and executive officer of the Company and its subsidiaries. However, stock acquisition rights that have not been exercised within thirty (30) years from the day following the allotment date cannot be exercised.



(7) Claw-back clause

In the event of serious fraud or violation by a Director, said Director may be suspended from exercising stock acquisition rights. The Company shall acquire any stock acquisition rights that have not been exercised at no consideration.

(8) Other details, etc. of stock acquisition rights

Matters other than (1) to (7) shall be decided by the Board of Directors, which determines the guidelines, etc. for offering stock acquisition rights.

End

# Information on the Internet Livestream of the General Meeting of Shareholders

The Company will livestream the General Meeting of Shareholders on the Internet on the day of the Meeting so that shareholders can listen to the Meeting even from their own homes.

Please note that although video of the Meeting will only show the vicinity of the Chairperson and Officers' seats in consideration of the privacy of attending shareholders, some shareholders may be unavoidably reflected on the screen.

## [Important Notes Regarding Participation Via the Internet]



- ◆ Under the Companies Act, viewing a livestream via the Internet is not recognized as attendance at a General Meeting of Shareholders. Therefore, when participating in the Meeting via the Internet, it is not possible to ask questions, exercise voting rights, or propose motions, all of which are permitted of shareholders at a General Meeting of Shareholders. When exercising your voting rights, please make note of the deadline for exercising voting rights and either post your Voting Rights Exercise Form or vote via the Internet, which is separately provided for.
- ◆ Please note that there may be visual or audio malfunctions depending on your computer environment (model, performance, etc.) and your Internet connection environment (line status, connection speed, etc.).
- ◆ Communication charges, etc. for viewing shall be borne by each shareholder.

## 1 Livestream date and time

**Wednesday June 23, 2021 - 10:00 a.m. until the conclusion of the General Meeting of Shareholders**

\* The livestream page will be available for viewing from around 9:30 a.m. on the day of the Meeting, 30 minutes before the start.

\* Live streaming may not be possible in the event of a natural disaster or the spread of the novel coronavirus. Updates on the availability and status of the livestream will be posted on the Company's website.

## 2 How to view

URL for viewing  
on the day

<https://www.virtual-sr.jp/users/senshuikeda-hd2021/login.aspx>



Please have your "Shareholder number" required for the shareholder authentication screen (login screen) ready before accessing the URL. (Please have it ready prior to posting your Voting Rights Exercise Form.)

- (1) Shareholder ID: "Shareholder number" stated on the Voting Rights Exercise Form or on dividend-related documents
- (2) Password: The "zip code" for the address registered on the Shareholder Registry (as of March 31)

Only shareholders may participate in the General Meeting of Shareholders held via the Internet, and we respectfully request shareholders to refrain from using proxies for the purpose of participation. Please take advantage of the opportunity to test the viewing environment at the above URL prior to the start of the Meeting.

### ■ Call Center opening hours and contact phone numbers

[Inquiries regarding ID/Password]

Mitsubishi UFJ Trust and Banking Corporation

June 23, 2021 (date of the General Meeting of Shareholders)

From 9:00 a.m. until the conclusion of the General Meeting of Shareholders

Tel: 0120-191-060

# Initiatives regarding the Company's Corporate Governance — 1

## 1 Basic concept regarding corporate governance

The Company is a holding company with subsidiaries such as the Senshu Ikeda Bank, which upholds the Management Principle of striving to become a financial group that “endear ourselves to the regional community” by providing services tailored to customers’ needs, while valuing “broad networks of relationships” and “an enterprising spirit.” In order to ensure sustainable growth and the medium- to long-term enhancement of corporate value, the Company is engaged in initiatives to develop its corporate governance in line with the following basic principles.

- (1) We respect the rights of our shareholders and strive to ensure their quality.
- (2) We consider the interests of stakeholders and strive to ensure appropriate cooperation.
- (3) We disclose corporate information in an appropriate manner and strive to ensure the transparency of such information.
- (4) The Board of Directors and the Audit & Supervisory Board strive to enhance the effectiveness of their supervision and audits of the execution of business in line with their fiduciary responsibilities for our shareholders.
- (5) We strive to engage in constructive dialogue with our shareholders in order to contribute to sustainable growth and the medium- to long-term enhancement of corporate value.

## 2 The Board of Directors and the Audit & Supervisory Board

The Company has formulated the following basic policy with regard to the policy for nominating candidates for Directors and Audit & Supervisory Board Members of the Company

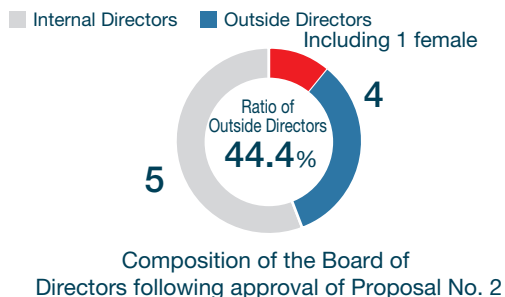
### <Basic policy for nominating candidates for Directors>

In accordance with its management philosophy, the Company nominates candidates for Directors based on their potential to contribute to the Company's sustainable growth and enhancement of medium- to long-term corporate value.

While the Company is required to have a certain number of Board members who are well versed in the Company's operations and its challenges, the diversity of expertise, experience and capability of the Board members must be secured in order to ensure its independence and objectivity. From this perspective, it is the Company's basic policy to nominate individuals with thorough knowledge of the Company's operations and challenges as candidates for management executives and other executive director positions, and individuals with a wide range of insights and background as candidates for Outside Directors.

### <Basic policy for nominating candidates for Audit & Supervisory Board Members>

The Company appoints as candidates for Audit & Supervisory Board Members (including Outside Audit & Supervisory Board Members) persons who can be expected to ensure independence from business executors and establish an excellent corporate governance system that is compatible with the sustainable growth and social credibility of the Company.



### 3 Concept regarding the Company's cross-shareholdings

(1) The Company has established the following basic policy regarding cross-shareholdings.

Since the bank merger in 2010, the Company has reduced cross-shareholdings with the aim of reducing the risk of shareholding.

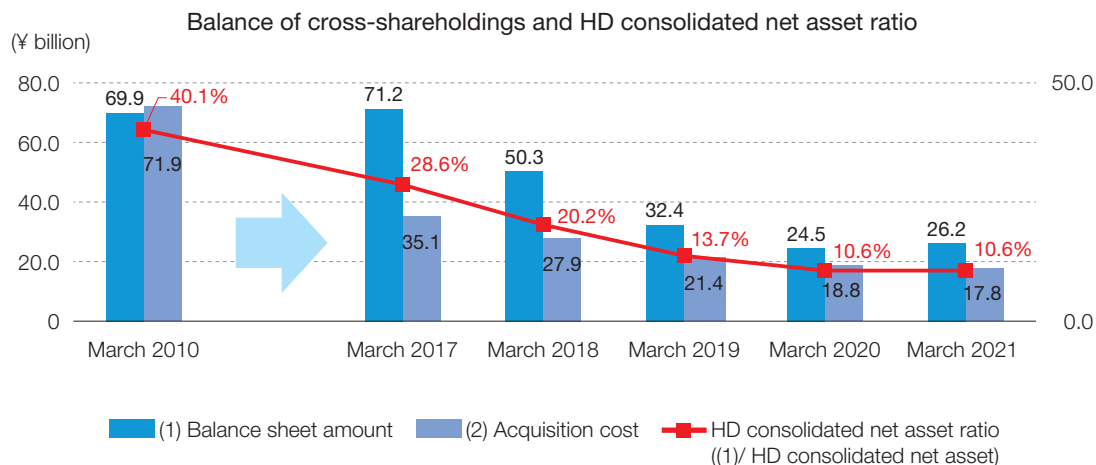
Going forward, we will continue to reduce cross-shareholdings. The reduction of cross-shareholdings will continue on the assumption of sufficient dialogue with our business partners after comprehensively considering matters such as the risk of shareholding and the efficiency of capital.

However, the Company may hold limited shares if this contributes to the medium- to long-term enhancement of the corporate value of the Group and investees or if this is deemed necessary for the creation of "regional communities" and for the revitalization of regional communities.

(2) Policy for FY2021 cross-shareholdings

The Company will continue to reduce cross-shareholdings with the aim of reducing the ratio of the fiscal year-end book value of cross-shareholdings to less than 10% of consolidated net assets.

(3) Holding status of cross-shareholdings since 2010 (year of bank merger)



# Initiatives regarding the Company's Corporate Governance — 2

## 1 Policy for Determining Remuneration for Officers

The Company has established a policy for determining remuneration for individual officers, and plans to introduce it from the end of the Meeting, provided that necessary resolution to be passed at the Meeting. Please refer to P. 48 of the Notice for further details.

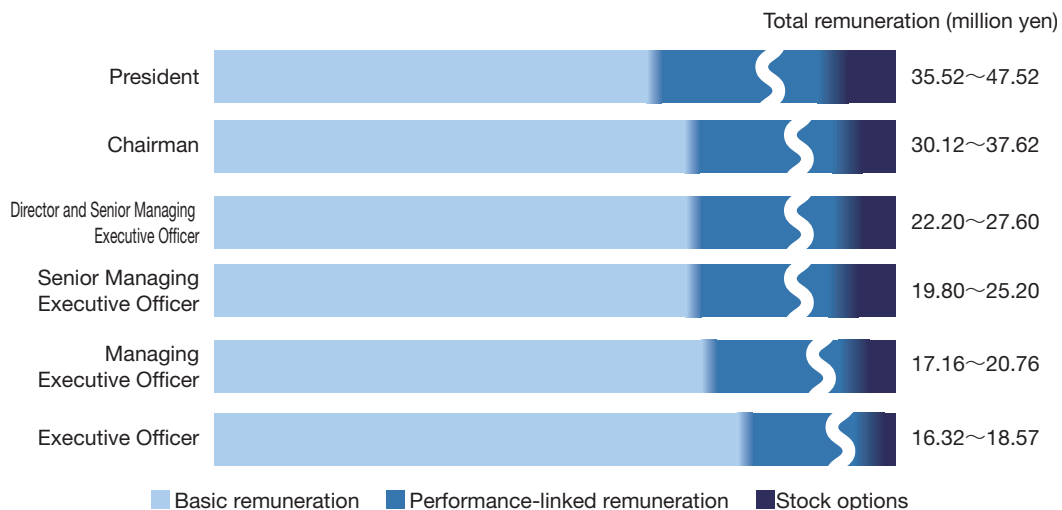
## 2 Remuneration for Officers in the 13th Fiscal Year (FY2021)

Under the policy for determination set above, details of remuneration for officers in the 13th fiscal year are as follows.

For officers who concurrently serve for The Senshu Ikeda Bank, Ltd., the number includes the amount paid by the Bank.

### 1. Overview of Remuneration

The remuneration for officers consists of basic remuneration, performance-linked remuneration, and stock options.



### 2. Basic remuneration

The amount of basic remuneration shall be determined according to position and responsibilities, etc.

### 3. Performance-linked remuneration

Performance indicators in the 13th fiscal year are as follows and performance-linked remuneration shall fluctuate in accordance with the achievement rate. If the achievement rate falls short of the set range, the amount of lower limit of the predetermined performance-linked remuneration shall be paid, and if the achievement rate exceeds the set range, the upper limit amount shall be paid. The targets of each indicators shall be determined by the Board of Directors.

Item	Performance indicator
Profitability indicator	Bank non-consolidated core business net income (excluding gains and losses on investment trust cancellation)
Future potential indicator	Number of solutions
Soundness indicator	Holding company consolidated capital adequacy ratio

Provided, however, that the performance-linked remuneration will not be paid, in case the performance indicators set shown below fall short of a fixed value determined by the Board of Directors.

Net profit attributable to shareholders of the parent company (Share Consolidation)
Profit attributable to owners of the parent (consolidated HD)

For Directors other than the President and Chairman, a certain ratio of the performance-linked remuneration shall be determined by qualitative evaluation according to the performance status of each individual. The Board of Directors shall establish evaluation criteria for the performance status, and shall delegate the evaluation of each individual based on these criteria to the President.

### 4. Non-monetary remuneration

The class of shares for the purpose of stock acquisition rights, which will be granted as stock options, shall be common stock of the Company, and the number of shares for the purpose of each stock acquisition right shall be 100.

The amount equivalent to the amount to be paid for stock acquisition rights shall be determined based on position, responsibilities and share price, etc.

Such amount will be divided by the fair price of the stock acquisition rights calculated by a fair calculation method such as the Black-Scholes model, and such number divided by 100 shall be the number of stock acquisition rights shall be the number.

In regards to stock options, a clawback clause, whereby in the event that there is deemed to be illegal or improper execution of duties, acts that violate the duty of due care or duty of loyalty of a prudent manager, or acts equivalent thereto, the Company may, without consideration, acquire all the stock acquisition rights held by the holder of said stock acquisition rights, limited to those granted as non-monetary remuneration of the Company, shall be established.

# The Fifth Medium-Term Business Plan

## Summary of the Fourth Medium-Term Business Plan

### Main Measures in the Fourth Medium-Term Business Plan

Strengthening our business structure

Positioning the three years from 2018 to 2020 as a “period for strengthening our business structure,” we will implement structural innovations without bounds in order for the Bank to generate stable profits in its main business while significantly curtailing securities management.

#### 1st Arrow <B/S-related issues>

Thorough disposition of unrealized loss on securities **Completed in FY2018**  
 → Posted net unrealized gain on securities

	FY2017	FY2018	FY2019	FY2020
Net investment	(117)	+5	+17	+50
Yen bonds	+3	+10	(1)	(0)
Foreign bonds	(34)	(2)	—	(3)
REIT	+8	+33	+36	+45
Investment trust	(95)	(36)	(17)	+9

#### 2nd Arrow <P/L-related issues>

Revisions to branch management **Completed in FY2019**

- Complete transition to branch-in-branch and introduce area system  
 → Implement branch-in-branch at 21 branches/  
 Restructure 117 bases into 61 areas
- Improve efficiency of sales office functions  
 → Switch to tablets for 75% of teller services  
 → Expand centralization of branch operations to operating centers

#### 3rd Arrow

Become a financial institution that is useful in the region through thorough solutions business **Announced in May 2020**

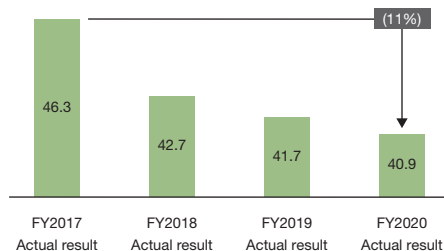
Looking ahead 10 years, we have formulated “Vision ‘25” as our future image toward 2025, the year of great growth for Osaka and the Kansai region

### Results of the Fourth Medium-Term Business Plan

Performance

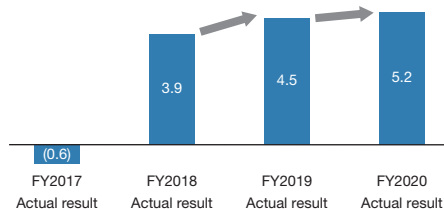
Through the disposal of securities and drastic cost reductions, we achieved the intended objectives of the Fourth Medium-Term Business Plan and posted profit in our main business. In FY2020, our main business profit continued to increase, despite the impact from COVID-19.

#### BK expenses (¥ billion)



During the Fourth Medium-Term Business Plan

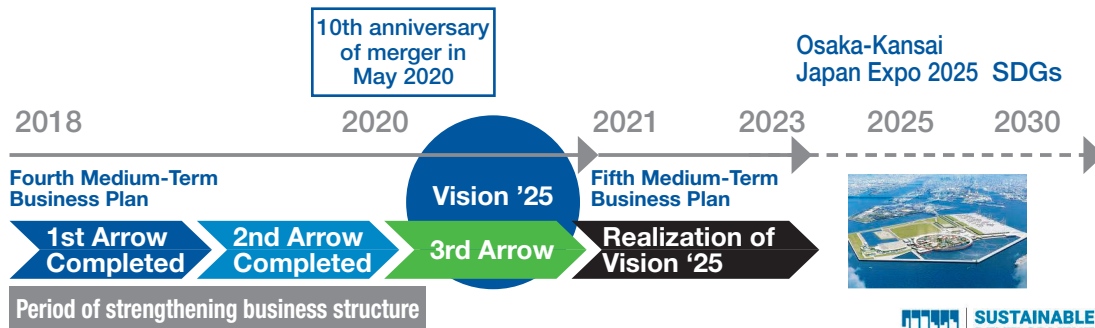
#### BK main business profit (Profit on service business for customers) (¥ billion)



During the Fourth Medium-Term Business Plan

# Toward Vision '25 – (1)

In May 2020, the 10-year anniversary of the merger, the Group formulated Vision '25, the Group's vision for 2025, which will be a year of great growth of the Osaka-Kansai Japan Expo 2025. Following the completion of the period of strengthening our business structure under the Fourth Medium-Term Business Plan, we aim to realize our growth strategy with a view to 2025 under the Fifth Medium-Term Business Plan.



## Management Principle

Strive to become a financial group that “endear ourselves to the regional community” by providing services tailored to customers’ needs, while valuing “broad networks of relationships” and “an enterprising spirit.”

## Vision'25

We contribute to build a future society where everyone can be active, by offering absolute solutions to our regional customers and developing our potential ability.

<Basic Policy>

1. Offer the most suitable solutions exactly from customers’ point of view through the various issues of customers.
2. Create a workplace where employees can be active in diverse fields by meeting customers’ trust.
3. Contribute to realize a sustainable development of the regional communities and reliable and fulfilling life of regional customers through our business activities.

Customers

Employees

Regional communities





# Toward Vision '25 – (2)

Expand the balance sheet of potentials towards the realization of Vision '25

<Operational side> Prosperous business areas, opportunities as an international city, solutions that the Group can provide

<Procurement side> Alliances necessary to provide solutions (own capital), human resources at the core of alliances

## Balance sheet of potentials

### Advantages

#### Prosperous business areas

Market (Economic scale, Gateway to Asia)  
 Innovation (Land accumulation and number of openings of universities and research institutes)  
 Aged wealthy people, SMEs in various industries

#### Growth opportunities

Umekita Second Phase (2024 -)

Osaka-Kansai Japan Expo 2025



#### Services, products

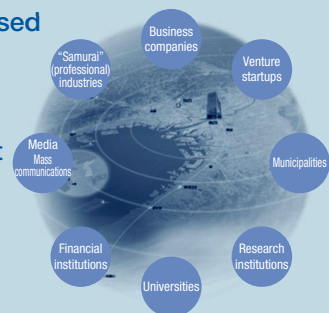
- Employment support, business succession, M&A support, others
- Senshu Ikeda Tokai Tokyo Securities, Shizen Soken, etc.

### Alliances

#### Open collaborations

#### Cast off closed innovation

Industry, academia, government  
 Different industries



### Resources

#### Diverse human resources

High added value  
 Strategic partners



Expand the balance sheet of potentials by utilizing various networks and training human resources → high-quality solutions

### “The Growth S”, a bold challenge to a changing future society

Speed – ability to achieve breakthroughs

Small Success – starting from small successes

Solution – problem solving

Support – accompaniment

Suitability – appropriate suggestions

Sustainability – seeking sustainability

### Thorough solutions

#### Future social needs and customer needs

**Individuals**  
 Asset life extension  
 Sound asset formation  
 Response to dementia and nursing care  
 Response to smooth succession of assets

**Corporations**  
 Aging of managers  
 Mobility and polarization of human resources  
 Response to new normal DX, globalization

**Regions**  
 Initiatives for SDGs and ESG  
 Creation of innovation  
 Regional revitalization through the Expo  
 Declining birthrate, aging population, urban development, etc.  
 Created regional issues

Realization of Vision '25 (= Fifth Medium-Term Business Plan)

# Fifth Medium-Term Business Plan – Outline

## Fifth Medium-Term Business Plan (FY2021 – FY2023)

Priority strategies  
(growth strategy, productivity improvements)

Targets for FY2023 (increase/decrease on FY2020)

### 1. Build and provide a thorough solution business

- Senshu Ikeda HD Group's integrated solution provision structure <establishment of 5 departments>
- Strengthen the functions of the holding group

### 2. Thorough customer-oriented principles

### 3. Establish a system to support the Fifth Medium-Term Business Plan

- Improve customer convenience and further streamline operations/Respond to COVID-19

### 4. Human resource strategy

- Human resource strategy/bank personnel and solution human resource plan

### 5. Capital and dividend policy

### 6. Sustainable management

#### Consolidated HD

Profit \* **¥7.0 billion**  
(up approx. ¥2.0 billion)

ROE **Low 3%-plus**  
(up approx. 1%)

Capital adequacy ratio **Mid 11%**  
(up approx. 2%)

#### BK Non-consolidated

Core business net income **¥11.5 billion**  
(up approx. ¥2 billion)

Main business profit **¥7 billion**  
(up approx. ¥2 billion)

Core OHR **78.5%-plus**  
(down approx. 3%)

\* Profit: Profit attributable to owners of the parent

# Sustainability Declaration



**SUSTAINABLE  
DEVELOPMENT  
GOALS**

S I H D  
The Senshu Ikeda Holdings Group supports  
the Sustainable Development Goals (SDGs).

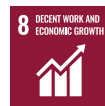
The Senshu Ikeda Holdings Group contributes to the realization of sustainable local communities and is working to achieve its own sustainable growth by solving local issues through business activities utilizing a wide range of partnerships, based on our management philosophy.

## Community

### ▶ Contributing to regional revitalization through thorough solutions

#### Specific initiatives

- Providing heartfelt solutions
- Formation, utilization, management and succession of assets utilizing alliances inside and outside the Group
- Connected solutions starting from business feasibility evaluations
- Promoting innovation through support for venture capital and startups
- Building a regional ecosystem through industry/government/academia collaboration in readiness for the Osaka-Kansai Japan Expo 2025



## Environment

### ▶ Responding to environmental issues through our core financial services business

### ▶ Environmentally friendly business activities

#### Specific initiatives

- Contributing to solving environmental issues by financing renewable energy, etc.
- Providing financial products, including housing loans, in response to the threat of natural disasters
- Environmentally friendly business activities, including the conversion to LED lighting



## Human resources

### ▶ Providing communities and customers with solutions to social issues

### ▶ Promoting diversity and inclusion

#### Specific initiatives

- Providing social solutions to manager and succession issues
- Promoting the advancement of diverse human resources and women within the Group
- Expanding areas of advancement for seniors
- Initiatives to improve the health of employees (health management)



Corporate Governance (Ensuring a strong and transparent governance system) (G)

Please see our website for details of the Fifth Medium-Term Management Plan

[https://www.senshuikeda-hd.co.jp/ir/e-koukoku/ir\\_presentation/index.html](https://www.senshuikeda-hd.co.jp/ir/e-koukoku/ir_presentation/index.html)

