

Please note that the following purports to be an accurate translation of the original Japanese version prepared for the convenience of our shareholders with voting rights outside Japan for reference. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 8354)

June 5, 2019

Dear Shareholders:

Takashige Shibato  
Director, Chairman & President  
Fukuoka Financial Group, Inc.  
8-3, Otemon 1-Chome, Chuo-ku, Fukuoka

 **Notice of Convocation of the  
12th Annual Shareholders Meeting**

This is to inform you that the 12th Annual Shareholders Meeting will be held as described below. You are cordially invited to attend the meeting.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc. after careful examination of the Reference Documents for the Annual Shareholders Meeting contained herein.

1. Date and time: June 27, 2019 (Thursday) at 10:00 a.m.
2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka  
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka
3. Purposes:
  - Matters to be reported:
    1. 12th business year (April 1, 2018 through March 31, 2019) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
    2. 12th business year (April 1, 2018 through March 31, 2019) Non-Consolidated Financial Statements
  - Matters to be acted upon:
    - Agenda No. 1 Appropriation of Surplus
    - Agenda No. 2 Election of Thirteen (13) Directors
    - Agenda No. 3 Election of Two (2) Audit & Supervisory Board Members
    - Agenda No. 4 Election of Two (2) Substitute Audit & Supervisory Board Members

## Guidance on Exercise of Voting Rights

<b>Exercise of Voting Rights by Attending the Meeting</b>	<b>Exercise of Voting Rights in Writing</b>	<b>Exercise of Voting Rights via the Internet, etc.</b>
If you attend the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist.	Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval of the agendas and return the Form so as to ensure that such completed Form reaches Transfer Agent Department of Japan Securities Agents, Ltd.	Please access the website for exercise of voting rights ( <a href="https://www.e-sokai.jp">https://www.e-sokai.jp</a> ) and follow the on-screen instructions to indicate your approval or disapproval of the agendas.
Date and time of meeting: 10:00 a.m. on June 27, 2019 (Thursday)	Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 26, 2019 (Wednesday)	Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 26, 2019 (Wednesday)
<p>(1) Treatment of voting rights exercised multiple times Should you exercise your voting rights “in writing,” and also “via the Internet, etc.,” the vote cast “via the Internet, etc.,” shall be deemed to be the valid vote regardless of the time the Voting Rights Exercise Form reaches Japan Securities Agents, Ltd. If you exercise your voting rights via the Internet, etc. multiple times, the last vote cast shall be the valid vote.</p> <p>(2) Exercise of voting rights through a proxy If you wish to exercise your voting rights through a proxy, such proxy must be a shareholder with voting rights. You may appoint only one (1) proxy.</p>		

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\* Of the documents to be provided with this Notice of Convocation, “Matters relating to Share Acquisition Rights, etc.,” “Persons who Control Decisions on the Company’s Financial and Business Policies,” “Matters relating to Specified Wholly-owned Subsidiaries,” “Matters relating to Transactions with Parent Company, etc.,” “Matters relating to Accounting Advisors,” “System to Ensure Appropriate Business Operations” of the Business Report as well as “Consolidated Statements of Changes in Shareholders’ Equity,” and “Notes on Consolidated Financial Statements” of Consolidated Financial Statements and “Non-consolidated Statements of Changes in Shareholders’ Equity,” and “Notes on Non-Consolidated Financial Statements” of Non-consolidated Financial Statements are omitted as they are posted on the Company website (<https://www.fukuoka-fg.com/>) in accordance with the applicable laws, regulations and Article 16 of the Company’s Articles of Incorporation. Therefore, the attached documents of this Notice of Convocation are a part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Accounting Auditor for the purpose of the preparation of Audit Report, as well as a part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Audit & Supervisory Board Members for the purpose of the preparation of Audit Report by the Audit & Supervisory Board.

\* If any revisions are made to Reference Documents for the Annual Shareholders Meeting, and Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, the revisions will be posted on the Company website (<https://www.fukuoka-fg.com/>).

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## Reference Documents for the Annual Shareholders Meeting

### Agendas and Reference Materials

#### Agenda No. 1 Appropriation of Surplus

The agenda for the appropriation of surplus is as stated below.

Matters concerning year-end dividends

The Company, which aims to continually enhance its corporate value and further strengthen its corporate constitution, introduced a performance-linked dividend policy based on the premise of stable distributions of dividends in an effort to provide ample returns of profits to its shareholders and a dividend will be determined in accordance with the level of net income attributable to owners of the parent company for the year.

(1) Type of dividend property

Cash

(2) Matters concerning allocation and total amount of dividend property

With respect to the year-end dividend for common shares for the year under review, the Company proposes to pay ¥42.50 per share.

In this case, the total amount of year-end dividends for common shares is ¥7,299,450,612.

The Company has consolidated five (5) common shares into one (1) share as of October 1, 2018. In the fiscal year ended March 31, 2019, the Company paid ¥8.50 per share as an interim dividend to shareholders with the record date of September 30, 2018, which is a day before the effective date of the consolidation of shares. This means that the annual dividend for the fiscal year ended March 31, 2019 amounts to ¥85 per share, including ¥42.50 per share of the interim dividend that was re-calculated after executing the consolidation of shares, which will bring the total dividends to ¥14,599,191,055.

(3) Date on which dividends from surplus shall be effective

The Company proposes June 28, 2019.

## Agenda No. 2 Election of Thirteen (13) Directors

The terms of offices of all the thirteen (13) Directors will expire upon the conclusion of this Annual Shareholders Meeting. We ask for the election of thirteen (13) Directors, of whom nine (9) are candidates for reelection.

The candidates for Directors are as follows:

Candidate No.	Name		Present position at the Company
1	Takashige Shibato	Reelection	Director, Chairman, President & Executive Officer [Representative Director]
2	Yasuhiko Yoshida	Reelection	Director, Deputy President & Executive Officer [Representative Director]
3	Yuji Shirakawa	Reelection	Director, Deputy President & Executive Officer [Representative Director]
4	Yasuaki Morikawa	Reelection	Director & Executive Officer
5	Koji Yokota	Reelection	Director & Executive Officer
6	Toshimi Nomura	New election	Executive Officer
7	Masayuki Aoyagi	Reelection	Director & Executive Officer
8	Shunsuke Yoshizawa	Reelection	Director & Executive Officer
9	Shinichi Oba	New election	Executive Officer
10	Takujiro Mori	New election	Executive Officer
11	Takashi Fukutomi	New election	Executive Officer
12	Masahiko Fukasawa	Reelection External Officer Independent Director	Director (External)
13	Toshiya Kosugi	Reelection External Officer Independent Director	Director (External)

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
1	Takashige Shibato Born on March 13, 1954  Reelection	<p>April 1976: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2003: Director &amp; General Manager of the Corporate Planning Division of the said bank</p> <p>April 2005: Managing Director of the said bank</p> <p>June 2006: Director &amp; Managing Executive Officer of the said bank</p> <p>April 2007: Director &amp; Senior Managing Executive Officer of the said bank</p> <p>April 2007: Director of the Company</p> <p>June 2008: External Director of DAIICHI KOUTSU SANGYO Co., Ltd. (present position)</p> <p>April 2009: Director &amp; Executive Officer of the Company</p> <p>April 2010: Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p>April 2011: Non-Executive Director of The Shinwa Bank, Ltd.</p> <p>April 2012: Director, Deputy President &amp; Executive Officer of the Company</p> <p>June 2014: Director, President &amp; Executive Officer of the Company</p> <p>June 2014: Director &amp; President of The Bank of Fukuoka, Ltd.</p> <p>June 2018: External Director of RKB MAINICHI HOLDINGS CORPORATION (present position)</p> <p>April 2019: Director, Chairman, President &amp; Executive Officer of the Company (present position)</p> <p>April 2019: Director, Chairman &amp; President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director, Chairman &amp; President of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Takashige Shibato has held positions as the officer in charge of corporate planning, personnel, auditing, compliance, credit supervision and general affairs and served as Chairman &amp; President from April 2019 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, auditing, risk management and general affairs, and as Chairman &amp; President from April 2019. Based on his experience, he possesses the quality and track record to properly supervise general group management.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	12,609 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
2	<p data-bbox="300 1003 478 1099">Yasuhiko Yoshida Born on February 26, 1957</p> <p data-bbox="300 1144 408 1171">Reelection</p>	<p data-bbox="510 338 1197 1106"> April 1979: Joined The Bank of Fukuoka, Ltd.  July 2007: Executive Officer &amp; General Manager of the Corporate Planning Division of the said bank  October 2007: Executive Officer &amp; General Manager of the Business Administration Division of the said bank  April 2009: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division of the said bank  April 2011: Director &amp; Managing Executive Officer of the said bank  April 2011: Executive Officer of the Company  June 2012: Director &amp; Executive Officer of the Company  April 2014: Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.  April 2014: Non-Executive Director of The Shinwa Bank, Ltd.  June 2014: External Audit &amp; Supervisory Board Member of Showa Manufacturing Co., Ltd. (present position)  April 2017: Director &amp; Deputy President of The Bank of Fukuoka, Ltd. (present position)  April 2018: Non-Executive Director of The Shinwa Bank, Ltd.  April 2019: Director, Deputy President &amp; Executive Officer of the Company (present position) </p> <p data-bbox="510 1115 1197 1827"> (Status of material concurrent positions)  Director &amp; Deputy President of The Bank of Fukuoka, Ltd.  (Divisions in charge of at the Company)  Executive Secretariat, Internal Audit Division  (Reasons for appointment of the candidate for Director)  Yasuhiko Yoshida has held positions as the general manager of divisions of corporate planning, compliance, corporate sales and business solution, Executive General Manager of the Head Office Business Promotion Division, and the officer in charge of corporate planning, personnel, internal audit, sales planning, business solution and general affairs, and served as Deputy President from April 2017 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, internal audit, sales planning and general affairs, and as Deputy President from April 2019. Based on his experience, he possesses the quality and track record to properly supervise general group management.  He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group. </p>	7,230 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
3	Yuji Shirakawa Born on January 12, 1957  Reelection	<p>April 1981: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2009: Executive Officer &amp; Executive General Manager of Kitakyushu Business Promotion Division of the said bank</p> <p>April 2011: Director, Managing Executive Officer &amp; Executive General Manager of Kitakyushu Administrative Headquarters of the said bank</p> <p>April 2013: Director &amp; Managing Executive Officer of the said bank</p> <p>April 2013: Executive Officer of the Company</p> <p>April 2014: Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>June 2014: Director &amp; Executive Officer of the Company</p> <p>April 2017: Director &amp; Deputy President of The Bank of Fukuoka, Ltd. (present position)</p> <p>April 2017: Non-Executive Director of The Kumamoto Bank, Ltd. (present position)</p> <p>April 2019: Director, Deputy President &amp; Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director &amp; Deputy President of The Bank of Fukuoka, Ltd. Non-Executive Director of The Kumamoto Bank, Ltd. (Divisions in charge of at the Company) Sales Administration Division (Regional revitalization Promotion Group)</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Yuji Shirakawa has held positions as Executive General Manager of Kitakyushu Business Promotion Division, as the general manager of divisions of business finance and business solution, and the officer in charge of sales planning, business solution and regional finance, and served as Deputy President from April 2017 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's sales planning and regional finance, and as Deputy President from April 2019. Based on his experience, he possesses the quality and track record to properly supervise general group management.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	4,828 shares



Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
4	<p>Yasuaki Morikawa Born on February 4, 1958  Reelection</p>	<p>April 1981: Joined The Bank of Fukuoka, Ltd.  April 2010: Executive Officer &amp; General Manager of the Business Administration Division of the said bank  July 2011: Executive Officer &amp; General Manager of the Business Administration Division and Quality Administration Division of the said bank  April 2012: Director &amp; Managing Executive Officer of the said bank  April 2012: Executive Officer of the Company  June 2014: Director &amp; Executive Officer of the Company (present position)  April 2016: Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.  April 2017: Director &amp; Deputy President of The Shinwa Bank, Ltd.  April 2019: Director &amp; Deputy President of The Bank of Fukuoka, Ltd. (present position)  April 2019: Non-Executive Director of The Shinwa Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions)  Director &amp; Deputy President of The Bank of Fukuoka, Ltd.  Non-Executive Director of The Shinwa Bank, Ltd.  (Divisions in charge of at the Company)  Operations Administration Division, IT Administration Division (CIO)  (Reasons for appointment of the candidate for Director)  Yasuaki Morikawa has held positions as the general manager of divisions of corporate planning, compliance, credit supervision and operations management, and the officer in charge of corporate planning, personnel, risk management, operations management, IT and general affairs, and served as Deputy President from April 2019 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, risk management, operations management, IT (CIO) and general affairs, and as Director from June 2014. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.  He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	6,200 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
5	Koji Yokota Born on May 24, 1958  Reelection	<p>April 1982: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2011: Executive Officer &amp; General Manager of the Sales Promotion Division of the said bank</p> <p>April 2011: Executive Officer of the Company</p> <p>April 2013: Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2014: Director &amp; Managing Executive Officer of the said bank</p> <p>April 2014: Non-Executive Director of The Kumamoto Bank, Ltd.</p> <p>April 2017: Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2017: Non-Executive Director of The Shinwa Bank, Ltd.</p> <p>June 2017: Director &amp; Executive Officer of the Company (present position)</p> <p>April 2019: Director &amp; Deputy President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p>(Divisions in charge of at the Company) Business Strategy Division (“iBank” Business Group) (CDO)</p> <p>(Reasons for appointment of the candidate for Director) Koji Yokota has held positions as the general manager of divisions of corporate planning and sales planning, and the officer in charge of corporate planning, risk management, sales planning, digital strategy, international strategy and general affairs, and served as Deputy President from April 2019 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group’s corporate planning, risk management, sales planning, digital strategy (CDO), international strategy and general affairs, and served as Director from June 2017. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	4,057 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
6	Toshimi Nomura Born on September 30, 1959  New election	<p>April 1982: Joined The Kumamoto Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>April 2011: Executive Officer, General Manager of the Sales Promotion Division &amp; General Manager of the Financial Markets Department of the said bank</p> <p>April 2013: Director &amp; Managing Executive Officer of the said bank</p> <p>April 2016: Executive Officer of the Company</p> <p>April 2019: Director &amp; President of The Kumamoto Bank, Ltd. (present position)</p> <p>April 2019: Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director &amp; President of The Kumamoto Bank, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Toshimi Nomura has held positions as the general manager of divisions of sales planning and treasury, and the officer in charge of corporate planning, personnel, auditing, compliance and sales planning, and as President from April 2019 at the Group company, The Kumamoto Bank. At the Company, he has served as Executive Officer from April 2019. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	1,400 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
7	Masayuki Aoyagi Born on September 28, 1955  Reelection	<p>April 1978: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2006: Executive Officer &amp; General Manager of the Treasury Division of the said bank</p> <p>April 2009: Director, Managing Executive Officer &amp; General Manager of the Treasury Division of the said bank</p> <p>April 2009: Executive Officer of the Company</p> <p>April 2011: Director &amp; Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>June 2011: Director &amp; Executive Officer of the Company (present position)</p> <p>April 2014: Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p>April 2017: Director &amp; Deputy President of The Kumamoto Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director &amp; Deputy President of The Kumamoto Bank, Ltd. (Division in charge of at the Company)</p> <p>Corporate Planning Division (Treasury Department)</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Masayuki Aoyagi has held positions as the general manager of the overseas branch and treasury division, and the officer in charge of compliance, financial markets and overseas strategies at the Group company, The Bank of Fukuoka, and served as Deputy President from April 2017 at the Group company, The Kumamoto Bank. At the Company, he has served as the officer in charge of the Group's compliance, financial markets and overseas strategies, and as Director from June 2011. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	9,200 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
8	<p>Shunsuke Yoshizawa Born on February 8, 1956</p> <p>Reelection</p>	<p>April 1978: Joined The Shinwa Bank, Ltd.</p> <p>June 2006: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division of the said bank</p> <p>March 2007: Executive Officer &amp; General Manager of the Credit Evaluation Division of the said bank</p> <p>June 2007: Managing Executive Officer &amp; General Manager of the Corporate Planning Division of the said bank</p> <p>August 2007: Managing Executive Officer &amp; General Manager of the Corporate Planning Division and Quality Administration Division of the said bank</p> <p>August 2007: Director of the Company</p> <p>October 2007: Director &amp; Senior Managing Executive Officer of The Shinwa Bank, Ltd.</p> <p>April 2009: Director &amp; Executive Officer of the Company (present position)</p> <p>April 2014: Director &amp; President of The Shinwa Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director &amp; President of The Shinwa Bank, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Shunsuke Yoshizawa has held positions as Executive General Manager of the Head Office Business Promotion Division, the general manager of divisions of corporate planning and credit supervision, and the officer in charge of corporate planning, personnel, auditing and sales planning, and served as President from April 2014 at the Group company, The Shinwa Bank. At the Company, he has served as Director from August 2007. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	5,800 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
9	Shinichi Oba Born on August 7, 1959  New election	<p>April 1983: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2013: Executive Officer &amp; General Manager of the Credit Supervision Division of the said bank</p> <p>April 2015: Managing Executive Officer of the said bank</p> <p>April 2015: Executive Officer of the Company (present position)</p> <p>April 2016: Director &amp; Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2019: Director &amp; Senior Managing Executive Officer of The Shinwa Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director &amp; Senior Managing Executive Officer of The Shinwa Bank, Ltd.</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Shinichi Oba has held positions as the general manager of credit supervision division, and the officer in charge of credit supervision and risk management at the Group company, The Bank of Fukuoka, and served as Senior Managing Executive Officer from April 2019 at the Group company, The Shinwa Bank. At the Company, he has served as the officer in charge of the Group's risk management. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	3,600 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
10	<p>Takujiro Mori Born on February 28, 1955</p> <p>New election</p>	<p>April 1978: Joined The Eighteenth Bank, Limited</p> <p>June 2007: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division of the said bank</p> <p>June 2010: Director &amp; Managing Executive Officer of the said bank</p> <p>June 2012: Director, Representative Executive Officer &amp; Senior Managing Executive Officer of the said bank</p> <p>June 2014: Director, Representative Executive Officer &amp; President of the said bank</p> <p>April 2019: Director &amp; President of the said bank (present position)</p> <p>April 2019: Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director &amp; President of The Eighteenth Bank, Limited</p> <p>(Reasons for appointment of the candidate for Director) Takujiro Mori has held positions as Executive General Manager of the Head Office Business Promotion Division, the general manager of divisions of personnel, risk management and compliance, and the officer in charge of corporate planning, personnel, risk management, compliance, sales planning, business solution, regional finance and treasury, and served as President from June 2014 at the Group company, The Eighteenth Bank. At the Company, he served as Executive Officer from April 2019. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	4,032 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
11	Takashi Fukutomi Born on April 27, 1959  New election	<p>April 1982: Joined The Eighteenth Bank, Limited</p> <p>June 2010: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division of the said bank</p> <p>June 2014: Director &amp; Managing Executive Officer of the said bank</p> <p>June 2017: Director, Representative Executive Officer &amp; Senior Managing Officer of the said bank</p> <p>April 2019: Director &amp; Senior Managing Executive Officer of the said bank (present position)</p> <p>April 2019: Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director &amp; Senior Managing Executive Officer of The Eighteenth Bank, Limited</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Takashi Fukutomi has held positions as Executive General Manager of the Head Office Business Promotion Division, the general manager of division of sales planning, and the officer in charge of corporate planning, personnel, sales planning, business solution, regional finance, treasury, credit supervision and general affairs, and served as Senior Managing Executive Officer from June 2017 at the Group company, The Eighteenth Bank. At the Company, he served as Executive Officer from April 2019. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	2,352 shares



Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
12	Masahiko Fukasawa Born on November 25, 1960  Reelection  External Officer  Independent Director  Attendance at the meetings of the Board of Directors: 14/14 (100%)	<p>April 1984: Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 1993: Joined A.T. Kearney, Inc.</p> <p>May 2002: Japan Representative of A.T. Kearney, Inc. (concurrently served as Chairman of Korea Office since 2005)</p> <p>January 2007: Chairman of China Office of A.T. Kearney, Inc.</p> <p>May 2012: Joint Representative of Japan of AlixPartners Asia, LLC</p> <p>February 2014: Joint Representative of Asia and Joint Representative of Japan of AlixPartners Asia, LLC (present position)</p> <p>June 2016: External Director of the Company (present position)</p> <p>June 2016: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for Director) Masahiko Fukasawa has held positions as the Japan Representative (concurrently served as Chairman of Korea Office) and the Chairman of China Office of A.T. Kearney. He has served as the Joint Representative of Asian Region and the Joint Representative of Japan of AlixPartners Asia, LLC from February 2014. As such, he possesses extensive practical experience and specialized knowledge in consulting on management strategy and business revitalization of a wide variety of companies. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 6). He is appointed as a candidate for External Director on the judgment that he will supervise directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby continually contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	1,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
13	Toshiya Kosugi Born on July 30, 1958  Reelection  External Officer  Independent Director  Attendance at the meetings of the Board of Directors: 13/14 (93%)	<p>April 1982: Joined Nippon Electric Company, Limited</p> <p>August 1991: Joined McKinsey &amp; Company, Inc.</p> <p>October 1992: General Manager of Personnel and General Affairs Division, Uniden Corp.</p> <p>August 1994: Sr. Director of Human Resources Division, Apple Computer, Inc. and Director in charge of Human Resources, Apple Inc.</p> <p>May 2010: Representative Partner, Truth, Human Science &amp; Management Organization Laboratory LLC (present position)</p> <p>April 2016: Project Professor, Graduate School of Science and Technology, Keio University (present position)</p> <p>June 2017: External Director of the Company (present position)</p> <p>June 2017: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2017: Outside Director of ESPEC CORP. (present position)</p> <p>(Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Toshiya Kosugi has held managerial positions of personnel and general affairs divisions at Uniden Corp. and Apple Inc. and other major domestic and foreign companies. He currently serves as Representative Partner of Truth, Human Science &amp; Management Organization Laboratory LLC. He also serves as professor at Graduate School of Keio University. As such, he possesses extensive practical experience and specialized knowledge in organizational reform, development and management of human resources.</p> <p>Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 7).</p> <p>He is appointed as a candidate for External Director on the judgment that he will supervise directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby continually contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	200 shares

- (Notes)
1. No special interests exist between the candidates for the positions of Directors and the Company.
  2. Mr. Masahiko Fukasawa and Mr. Toshiya Kosugi are Non-Executive Directors of The Bank of Fukuoka, which is a business operator that has a special relationship with the Company (a subsidiary of the Company).
  3. Mr. Masahiko Fukasawa and Mr. Toshiya Kosugi are candidates for External Directors. They are registered as independent directors as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.
  4. Mr. Masahiko Fukasawa is an External Director for the Company with term of office of 3 years as of the conclusion of this Annual Shareholders Meeting.
  5. Mr. Toshiya Kosugi is an External Director for the Company with term of office of 2 years as of the conclusion of this Annual Shareholders Meeting.

6. Transactions between Mr. Masahiko Fukasawa as individual and the Group, and between the company to which Mr. Masahiko Fukasawa belongs and the Group
  - There are no advisory contracts between AlixPartners Asia, LLC (hereinafter referred to as “LLC”), to which Mr. Masahiko Fukasawa belongs and the Group.
  - The Group entered into a consulting contract with LLC relating to individual cases during the fiscal year prior to the preceding fiscal year. However, the transaction amount with the Group for the said fiscal year is as minimal as less than 1% of net sales of LLC and consolidated operating gross profit of the Company. There were previously no consulting transactions and business relationships between LLC and the Group, other than the aforementioned consulting contract relating to individual cases, prior or subsequent to the said fiscal year to date.
  - There are no advisory contracts, consulting contracts, or business relationships between Mr. Masahiko Fukasawa as individual and the Group (except for a stationary relationship as a general depositor).
  - Mr. Masahiko Fukasawa does not directly take part in consultations for the Group and the Company does not pay him separate remuneration, etc. other than Director remuneration.
7. Transactions between Mr. Toshiya Kosugi as individual and the Group, and between the company to which Mr. Toshiya Kosugi belongs and the Group
  - There are no advisory contracts, consulting transactions or business relationships between Mr. Toshiya Kosugi as individual and the Group, and between Truth, Human Science & Management Organization Laboratory LLC, to which Mr. Toshiya Kosugi belongs and the Group (except for a stationary relationship as a general depositor with Mr. Toshiya Kosugi as individual).
8. Liability Limitation Agreements with External Directors
  - The Company has executed an agreement with each External Director to the effect that the liability of each External Director shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Company Law, as long as such External Director has been in good faith and without gross negligence in performing in his duties.
  - If elected as External Directors at this Annual Shareholders Meeting, the Company shall continue said agreement with External Directors.

### Agenda No. 3 Election of Two (2) Audit & Supervisory Board Members

Since the terms of offices of the current three (3) Audit & Supervisory Board Members, Mr. Hidemitsu Ishiuchi and Mr. Hideo Yamada, will expire upon the conclusion of this Annual Shareholders Meeting, we ask for the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board approved this Agenda.

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

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
1	Kazunori Tanaka Born on June 28, 1961  New election	<p>April 1986: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2008: General Manager of Shimonoseki Branch of the said bank</p> <p>April 2011: General Manager of the Human Resources Development Department, Human Resources Administration Division of the Company</p> <p>April 2013: General Manager of the Treasury Division of The Bank of Fukuoka, Ltd.</p> <p>April 2015: General Manager of the Risk Management Division of the said bank</p> <p>April 2017: General Manager of the Internal Audit Division of the said bank</p> <p>April 2018: General Manager of the Internal Audit Division of the Company</p> <p>April 2019: Assistant to the Human Resources Division of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Reasons for appointment of the candidate for Audit &amp; Supervisory Board Member)</p> <p>Kazunori Tanaka has held positions as the general manager of divisions of auditing, risk management and treasury at the Group's company, The Bank of Fukuoka, and the general manager of the Group's audit division at the Company. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as Audit &amp; Supervisory Board Member with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Audit &amp; Supervisory Board Member in the expectation that he will utilize his extensive management experience and insight in financial practice to contribute to the establishment of a quality corporate governance structure that responds to social trust.</p>	400 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
2	Hideo Yamada Born on February 23, 1955  Reelection  External Officer  Independent Auditor  Attendance at the meetings of the Board of Directors: 14/14 (100%)  Attendance at the meetings of the Audit & Supervisory Board: 12/12 (100%)	<p>April 1981: Joined Mitsubishi Research Institute, Inc.</p> <p>April 1989: Joined Systems Science Institute of Waseda University</p> <p>April 1997: Professor at the said institute</p> <p>June 2001: Audit &amp; Supervisory Board Member (Outside) of Yamanouchi Pharmaceutical Co., Ltd.</p> <p>April 2005: Audit &amp; Supervisory Board Member (Outside) of Astellas Pharma Inc.</p> <p>April 2007: Professor of Graduate School of Commerce of Waseda University</p> <p>June 2011: Audit &amp; Supervisory Board Member (Outside) of NEC Corporation</p> <p>June 2015: External Audit &amp; Supervisory Board Member of the Company (present position)</p> <p>April 2016: Professor of Graduate School of Business and Finance of Waseda University (present position)</p> <p>(Reasons for appointment of the candidate for Audit &amp; Supervisory Board Member)</p> <p>Although Hideo Yamada has never been directly involved in the management of a corporation, he possesses extensive practical experience and advanced capabilities and insight in the corporate management strategies, finance and accounting fields gained through his extensive career including Professor of Graduate School of Business and Finance of Waseda University.</p> <p>Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 4).</p> <p>He is appointed as a candidate for External Audit &amp; Supervisory Board Member on the judgment that he is able to provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance of business executions of the Company by utilizing his extensive practical experience and professional insight, thereby continually contributing to the establishment of a quality corporate governance structure that responds to social trust.</p>	- shares

- (Notes)
- No special interests exist between the candidates for the positions of Audit & Supervisory Board Members and the Company.
  - Mr. Hideo Yamada is a candidate for External Director. He is registered as an independent director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.
  - Mr. Hideo Yamada is an External Audit & Supervisory Board Member for the Company with his term of office of 4 years as of the conclusion of this Annual Shareholders Meeting.
  - Transactions between Mr. Hideo Yamada as individual and the Group, and between the entity to which Mr. Hideo Yamada belongs and the Group
    - There are no donations or business relationships between Mr. Hideo Yamada as individual and the Group, and between Waseda University to which Mr. Hideo Yamada belongs and the Group (except for a stationary relationship as a general depositor with Mr. Hideo Yamada as individual).
  - Liability Limitation Agreements with External Audit & Supervisory Board Members
    - The Company has executed an agreement with each External Audit & Supervisory Board Member to the effect that the liability of each External Audit & Supervisory Board Member shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Company Law, as long as such External Audit & Supervisory Board Member has been in good faith and without gross negligence in performing in his duties.
    - If election of the External Audit & Supervisory Board Member is approved at this Annual Shareholders Meeting, the Company shall continue said agreement with External Audit & Supervisory Board Member.

#### Agenda No. 4 Election of Two (2) Substitute Audit & Supervisory Board Members

Since the terms of the current Substitute Audit & Supervisory Board Members are in effect until this Annual Shareholders Meeting, in preparation for instances in which the number of Audit & Supervisory Board Members is short of the statutory minimum, we ask for the election of two (2) Substitute Audit & Supervisory Board Members as per Article 329, Paragraph 3 of the Company Law.

The following are the candidates for Substitute Audit & Supervisory Board Members: Mr. Naohiko Gondo is the candidate for substitute for Audit & Supervisory Board Member Mr. Kazunori Tanaka (subject to approval of Agenda No. 3 “Election of Two (2) Audit & Supervisory Board Members”). Mr. Masamichi Miura is the candidate for substitute for External Audit & Supervisory Board Member Mr. Fumihide Sugimoto and External Audit & Supervisory Board Member Mr. Hideo Yamada (subject to approval of Agenda No. 3 “Election of Two (2) Audit & Supervisory Board Members”). This resolution for election of substitutes will remain in effect until the next Annual Shareholders Meeting.

The Audit & Supervisory Board approved this Agenda.

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
1	Naohiko Gondo Born on May 12, 1959	<p>April 1983: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2006: Chief Secretary of the said bank</p> <p>April 2009: General Manager of Tokyo Branch of the said bank</p> <p>April 2011: General Manager of the Human Resources Division of the said bank</p> <p>April 2011: General Manager of the Human Resources Administration Division of the Company</p> <p>April 2013: Executive Officer &amp; General Manager of the Human Resources Division of The Bank of Fukuoka, Ltd.</p> <p>April 2014: Executive Officer &amp; Executive General Manager of Ken-nan District Administrative Headquarters of the said bank</p> <p>April 2017: Audit &amp; Supervisory Board Member of the said bank (present position)</p> <p>(Status of material concurrent positions)</p> <p>Audit &amp; Supervisory Board Member of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Substitute Audit &amp; Supervisory Board Member)</p> <p>Naohiko Gondo has held positions as Chief Secretary, General Manager of Tokyo Branch, General Manager of the Human Resources Division and the Executive General Manager of Ken-nan District Administrative Headquarters, and as Audit &amp; Supervisory Board Member from April 2017 at the Group company, The Bank of Fukuoka. At the Company, he has served as General Manager of the Human Resources Administration Division. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as Audit &amp; Supervisory Board Member with respect to group management and overall bank operations. He is appointed as a candidate for Substitute Audit &amp; Supervisory Board Member in the expectation that he will utilize his extensive management experience and insight in financial practice to contribute to the establishment of a quality corporate governance structure that responds to social trust.</p>	6,638 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
2	Masamichi Miura Born on March 22, 1975  External Officer  Independent Auditor	<p>October 2001: Registered as lawyer</p> <p>October 2001: Joined Miura Okuda Iwamoto Law Office (currently Miura Okuda Sugihara Law Office)</p> <p>April 2007: Partner of Miura Okuda Sugihara Law Office (present position)</p> <p>June 2018: External Director of YASKAWA INFORMATION SYSTEMS Corporation (currently YE DIGITAL Corporation) (present position)</p> <p>(Reasons for appointment of the candidate for Substitute Audit &amp; Supervisory Board Member)</p> <p>Although Masamichi Miura has not been directly involved in the management of a corporation, he possesses extensive practical experience and professional insight in the corporate legal affairs as an attorney.</p> <p>Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 4).</p> <p>He is appointed as a candidate for Substitute Audit &amp; Supervisory Board Member on the judgment that he is able to provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance of the operation executions of the Company by utilizing his extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.</p>	- shares

- (Notes)
1. No special interests exist between the candidates for the positions of Substitute Audit & Supervisory Board Members and the Company.
  2. Mr. Masamichi Miura is a candidate for Substitute External Audit & Supervisory Board Member.
  3. If Mr. Masamichi Miura assumes the office of External Audit & Supervisory Board Member, he is scheduled to be registered as an independent auditor as stipulated in the Securities Listing Regulations, having no potential conflict with the interest of general shareholders.
  4. Transactions between Mr. Masamichi Miura as individual and the Group, and between the law firm to which Mr. Masamichi Miura belongs and the Group
    - There are no advisory contracts or business relationships between Mr. Masamichi Miura as individual and the Group, and between Miura Okuda Sugihara Law Office, to which Mr. Masamichi Miura belongs and the Group (except for a stationary relationship as a general depositor with Mr. Masamichi Miura as individual).
  5. Liability Limitation Agreements with Substitute External Audit & Supervisory Board Members
    - The Company plans to execute an agreement with Mr. Masamichi Miura, should he assume the office of External Audit & Supervisory Board Member, to the effect that the liability of the External Audit & Supervisory Board Member shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Company Law, as long as such External Audit & Supervisory Board Member has been in good faith and without gross negligence in performing his duties.

(Reference)

## **Fukuoka Financial Group**

### **Criteria for Independence**

To be deemed to have independence from the Company, the External Directors and External Audit & Supervisory Board Members of the Company must fulfill the following requirements.

1. One cannot be a person or an entity whose principal customer is the Company or its subsidiary bank (Note 1) (hereinafter referred to as the Company or its subsidiaries) (Note 2) or cannot be an operating officer of such person or entity
2. One cannot be a principal customer of the Company or its subsidiaries (Note 3) or cannot be an operating officer of such customer.
3. One cannot be a legal professional, accounting professional or consultant who receives a significant amount of cash or other form of asset (Note 4) other than directors' compensation from the Company (in the case a recipient is an entity, such as a corporation or partnership, one cannot be an individual belonging to such entity).
4. One cannot be a principal shareholder of the Company (holding 10% or more of the total shareholder voting rights) or cannot be an operating officer of such shareholder.
5. One cannot be a relative within the third degree of kinship of persons described below (unless insignificant (Note 5)).
  - (1) Any person who does not meet the requirements listed in the items from 1 to 4 above.
  - (2) Director, an operating officer such as Executive Officer, etc., or an Audit & Supervisory Board Member of the Company or its subsidiaries.
6. The Company may determine a person not meeting the requirements of items 1 through 5 above as being appropriately independent and elect that person as an external Director or external Audit & Supervisory Board Member, on condition that the Company provides reasons for the appropriateness.

(Notes) 1. "Subsidiary bank"

The banks that are subsidiaries of Fukuoka Financial Group, Inc.

2. "A person or an entity whose principal customer is the Company or its subsidiaries"

Judgment shall be determined by either of the following criteria:

- Annual transaction amount between such person or entity and the Company or its subsidiaries exceeds 2% of the annual consolidated sales of that person or entity
- When such person or entity is dependent on the Company or its subsidiaries in terms of financing to the extent that the person or entity has no alternative sources, such as a case where that person or entity has difficulty in borrowing funds from financial institutions other than the Company or its subsidiaries.

3. "A principal customer of the Company or its subsidiaries"

Judgment shall be made based on whether annual operating gross profit resulting from transactions with such customer exceeds 2% of the annual consolidated operating gross profit of the Company

4. "Significant amount of cash or other form of asset"

Judgment shall be made based on the average for the past three fiscal years whether an individual recipient receives 10 million yen or more per annum or an entity recipient receives the amount equal to 2% or more of its annual sales.

5. "Insignificant"

An individual below the rank of director, executive officer, audit & supervisory board members, or departmental head (for an individual from an entity such as a law firm or audit firm, an individual without a professional license such as an attorney at law or public accountant).