

Please note that the following purports to be an accurate translation of a part of the original Notice of Convocation, 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 7, 2023

(Commencement date of electronic provision measures:
June 6, 2023)

Dear Shareholders:

Hisashi Goto
Director & President
Fukuoka Financial Group, Inc.
8-3, Otemon 1-Chome, Chuo-ku, Fukuoka



Notice of Convocation of the 16th Annual Shareholders Meeting

This is to inform you that the 16th Annual Shareholders Meeting will be held as described below.

In convening this Annual Shareholders Meeting, the Company has adopted electronic provision measures with regard to the details of the Reference Documents, etc. for the Annual Shareholders Meeting (matters subject to electronic provision measures), and has posted matters subject to electronic provision measures as the “Notice of Convocation of the 16th Annual Shareholders Meeting” on the following website:

The Company’s Website:

<https://www.fukuoka-fg.com/en/investor/stock/meeting.html>

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

Tokyo Stock Exchange Website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, enter our company name or securities code (8354) to perform the search, and select in the order of “Basic information” and “Documents for public inspection/PR information.”

If you choose not to attend on the day of the meeting, you can exercise your voting rights via the Internet or in writing. Please exercise your voting rights in accordance with the instructions on the following page by 5:00 p.m. on Wednesday, June 28, 2023, after careful examination of the Reference Documents for the Annual Shareholders Meeting posted as the matters subject to electronic provision measures.

1. Date and time: June 29, 2023 (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. 16th business year (April 1, 2022 through March 31, 2023) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Committee
2. 16th business year (April 1, 2022 through March 31, 2023) Non-Consolidated Financial Statements

Matters to be acted upon:

- | | |
|--------------|--|
| Agenda No. 1 | Appropriation of Surplus |
| Agenda No. 2 | Election of Eight (8) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) |
| Agenda No. 3 | Election of One (1) Director Serving as an Audit & Supervisory Committee Member |
| Agenda No. 4 | Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members |

Guidance on Exercise of Voting Rights

Exercise of Voting Rights by Attending the Meeting	Exercise of Voting Rights in Writing	Exercise of Voting Rights via the Internet, etc.
<p>If you attend the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist.</p>	<p>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. If no indication of approval or disapproval for an agenda is made on the voting form, it will be treated as an indication of approval.</p>	<p>Please access the website for exercise of voting rights (https://www.e-sokai.jp) and follow the on-screen instructions to indicate your approval or disapproval of the agendas.</p>
<p>Date and time of meeting: 10:00 a.m. on June 29, 2023 (Thursday)</p>	<p>Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 28, 2023 (Wednesday)</p>	<p>Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 28, 2023 (Wednesday)</p>

- (1) Treatment of voting rights exercised multiple times
 Should you exercise your voting rights both in writing and 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.
- (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.

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- ©For this Annual Shareholders Meeting, paper documents describing most of the matters subject to electronic provision measures (hereinafter referred to as the “Sent Document”) are sent to all shareholders with voting rights, regardless of whether or not they have requested the delivery of written information. However, of the matters subject to electronic provision measures, “Matters relating to Share Acquisition Rights, etc.,” “Basic Policies relating to 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 not included in the Sent Document in accordance with the applicable laws, regulations and Article 16 of the Company’s Articles of Incorporation. Therefore, the items included in the Sent Document 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 Committee for the purpose of the preparation of Audit Report by the Audit & Supervisory Committee. For the matters subject to electronic provision measures not included in the Sent Document, please refer to the Company’s website or the Tokyo Stock Exchange website, as described on page 1.
- ©If any revisions are made to the matters subject to electronic provision measures, the contents of the revisions will be posted on the relevant websites.
- ©Any changes in the operation of this Annual Shareholders Meeting will be announced on the Company’s website. Please access the website as necessary to confirm the information.

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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, has 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 for the year attributable to owners of the parent.

(1) Type of dividend property

Cash

(2) Matters concerning allocation and total amount of dividends

With respect to the year-end dividend for common shares for the fiscal year under review, the Company proposes to pay ¥52.50 per share (¥105 per share annual dividends for the fiscal year under review, including interim dividends).

In this case, the total amount of year-end dividends for common shares is ¥9,867,165,360 (total annual dividends of ¥19,734,481,627 for the fiscal year under review, including interim dividends).

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

The Company proposes June 30, 2023.

Agenda No. 2 Election of Eight (8) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of all the nine (9) Directors (excluding Directors Serving as Audit & Supervisory Committee Members) will expire upon the conclusion of this Annual Shareholders Meeting. Accordingly, we ask for the election of eight (8) Directors (excluding Directors Serving as Audit & Supervisory Committee Members and including all eight (8) candidates for reelection).

This Agenda was deliberated by the Audit & Supervisory Committee but no particular opinions were expressed.

The candidates for Directors (excluding Directors Serving as Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name	Present position at the Company
1	Takashige Shibato Reelection	Director & Chairman [Representative Director]
2	Hisashi Goto Reelection	Director & President [Representative Director]
3	Hiroshi Miyoshi Reelection	Director & Deputy President [Representative Director]
4	Hiroyasu Hayashi Reelection	Director & Executive Officer
5	Toshimi Nomura Reelection	Director & Executive Officer
6	Nobuhiko Yamakawa Reelection	Director & Executive Officer
7	Masahiko Fukasawa Reelection External Officer Independent Director	Director (External)
8	Toshiya Kosugi Reelection External Officer Independent Director	Director (External)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	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 & General Manager of the Corporate Planning Division of said bank</p> <p>April 2005: Managing Director of said bank</p> <p>June 2006: Director & Managing Executive Officer of said bank</p> <p>April 2007: Director & Senior Managing Executive Officer of 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 & Executive Officer of the Company</p> <p>April 2010: Director & Deputy President of The Bank of Fukuoka, Ltd.</p> <p>April 2011: Non-Executive Director of The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.)</p> <p>April 2012: Director, Deputy President & Executive Officer of the Company</p> <p>June 2014: Director, President & Executive Officer of the Company</p> <p>June 2014: Director & 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 & Executive Officer of the Company</p> <p>April 2019: Director, Chairman & President of The Bank of Fukuoka, Ltd.</p> <p>June 2020: External Director Serving as an Audit & Supervisory Committee Member of Nishi-Nippon Railroad Co., Ltd. (present position)</p> <p>April 2022: Director & Chairman of the Company (present position)</p> <p>April 2022: Director & Chairman of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & Chairman 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 President from June 2014, Chairman & President from April 2019, and Chairman from April 2022 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 President from June 2014, Chairman & President from April 2019, and Chairman from April 2022. Based on his experience, he possesses the quality and track record to properly manage and 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 contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	18,035 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
2	Hisashi Goto Born on February 3, 1962 Reelection	<p>April 1985: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2011: Deputy General Manager of the Business Administration Division of said bank</p> <p>April 2012: General Manager of the Corporate Planning Division of said bank</p> <p>April 2015: Executive Officer & General Manager of the Sales Promotion Division of said bank</p> <p>October 2016: Executive Officer & General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Promotion Division of said bank</p> <p>October 2016: General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Planning Division of the Company</p> <p>April 2017: Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2017: Executive Officer of the Company</p> <p>April 2019: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2020: Director & Senior Managing Executive Officer of said bank</p> <p>April 2020: Non-Executive Director of The Kumamoto Bank, Ltd.</p> <p>June 2021: Director & Executive Officer of the Company</p> <p>April 2022: Director, President & Executive Officer of the Company (present position)</p> <p>April 2022: Director & President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & President of The Bank of Fukuoka, Ltd.</p> <p>(Divisions in charge of at the Company) Executive Secretariat, Internal Audit Division</p> <p>(Reasons for appointment of the candidate for Director) Hisashi Goto has held positions as the general manager of divisions of corporate planning, sales planning and business strategy, and the officer in charge of personnel, auditing, compliance, risk management, sales planning and general affairs, and served as Senior Managing Executive Officer from April 2020 and President from April 2022 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, compliance (CCO), risk management, sales planning and general affairs, and served as President from April 2022. Based on his experience, he possesses the quality and track record to properly manage and 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 contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	6,178 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
3	Hiroshi Miyoshi Born on June 18, 1962 Reelection	<p>April 1986: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2010: Deputy General Manager of the Business Finance Division of said bank</p> <p>April 2013: General Manager of the Credit Supervision Division of said bank</p> <p>January 2014: General Manager of the Public Solutions Division of said bank</p> <p>April 2015: General Manager of the Corporate Planning Division of said bank</p> <p>April 2015: General Manager of the Corporate Planning Division of the Company</p> <p>April 2017: Executive Officer & General Manager of the Corporate Planning Division of The Bank of Fukuoka, Ltd.</p> <p>April 2017: Executive Officer & General Manager of the Corporate Planning Division of the Company</p> <p>April 2018: Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2018: Executive Officer of the Company</p> <p>April 2019: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2020: Director & Senior Managing Executive Officer of said bank</p> <p>December 2020: Non-Executive Director of Minna Bank, Ltd. (present position)</p> <p>June 2021: Director & Executive Officer of the Company</p> <p>April 2022: Director & Deputy President of the Company (present position)</p> <p>April 2022: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd. Non-Executive Director of the Minna Bank, Ltd. (Divisions in charge of at the Company) Corporate Planning Division, Sales Administration Division (excluding International Strategy Planning Group and Regional Revitalization Promotion Group), DX Promotion Headquarters (Reasons for appointment of the candidate for Director) Hiroshi Miyoshi has held positions as the general manager of divisions of corporate planning, public solutions, and credit supervision, and the officer in charge of corporate planning, auditing, business strategy, DX strategy, and sales planning, and served as Senior Managing Executive Officer from April 2020 and Deputy President from April 2022 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, auditing, business strategy, DX strategy, and sales planning, and served as Deputy President from April 2022. Based on his experience, he possesses the quality and track record to properly manage and 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 contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	6,876 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
4	Hiroyasu Hayashi Born on March 8, 1963 Reelection	<p>April 1986: Joined The Bank of Fukuoka, Ltd.</p> <p>October 2011: Deputy General Manager of the Corporate Planning Division of said bank</p> <p>October 2013: Deputy General Manager of the Internal Audit Division of said bank</p> <p>April 2015: General Manager of the Operations Management Division of said bank</p> <p>April 2015: General Manager of the Operations Administration Division of the Company</p> <p>April 2018: Executive Officer & General Manager of the Operations Management Division of The Bank of Fukuoka, Ltd.</p> <p>April 2019: Executive Officer of said bank</p> <p>April 2021: Managing Executive Officer of said bank</p> <p>April 2021: Executive Officer (CIO) of the Company</p> <p>April 2022: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2022: Director & Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director & Managing Executive Officer of The Bank of Fukuoka, Ltd. (Divisions in charge of at the Company) Operations Administration Division, IT Administration Division (CIO), Corporate Planning Division (Tokyo District)</p> <p>(Reasons for appointment of the candidate for Director) Hiroyasu Hayashi has held positions as the general manager of the division of operations management, and the officer in charge of operations management and IT, and served as Managing Executive Officer from April 2021 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's operations management and IT, and as a Director from June 2022. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a Director. 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 contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	3,091 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
5	Toshimi Nomura Born on September 30, 1959 Reelection	<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 & General Manager of the Financial Markets Department of said bank</p> <p>April 2013: Director & Managing Executive Officer of said bank</p> <p>April 2016: Executive Officer of the Company</p> <p>April 2019: Director & President of The Kumamoto Bank, Ltd. (present position)</p> <p>April 2019: Executive Officer of the Company</p> <p>June 2019: Director & Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director & 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, auditing, compliance, personnel and sales planning, and as President from April 2019 at the Group company, The Kumamoto Bank. At the Company, he has served as Director from June 2019. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a Director.</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 contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	4,106 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
6	Nobuhiko Yamakawa Born on October 27, 1965 Reelection	<p>April 1989: Joined The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.)</p> <p>April 2013: Deputy General Manager of the Corporate Planning Division of said bank</p> <p>April 2016: General Manager of the Sales Promotion Division of said bank</p> <p>April 2018: General Manager of the Nagasaki Business Promotion Division of said bank</p> <p>April 2020: Executive Officer & General Manager of the Sales Promotion Division of said bank</p> <p>April 2020: Executive Officer & General Manager of the Sales Administration Division of The Eighteenth Bank, Limited (currently The Juhachi-Shinwa Bank, Ltd.)</p> <p>October 2020: Executive Officer & General Manager of the Sales Promotion Division of The Juhachi-Shinwa Bank, Ltd.</p> <p>April 2022: Director & President of said bank (present position)</p> <p>April 2022: Executive Officer of the Company</p> <p>June 2022: Director & Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director & President of The Juhachi-Shinwa Bank, Ltd. (Reasons for appointment of the candidate for Director) Nobuhiko Yamakawa has held positions as the general manager of the division of sales planning and the general manager of the Nagasaki Business Promotion Division, and served as President from April 2022 at the Group company, The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.). At the Company, he has served as Executive Officer from April 2022, and as a Director from June 2022. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a Director. 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 contribute to the medium- and long-term improvement of the corporate value of the Group.</p>	4,648 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
7	Masahiko Fukasawa Born on November 25, 1960 Reelection External Officer Independent Director Attendance at the meetings of the Board of Directors: 11/11 (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</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>January 2021: Managing Director of AlixPartners Asia, LLC (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 External Director and expected roles) 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 from February 2014 and Managing Director of AlixPartners Asia, LLC from January 2021. 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 in the expectation 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 contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	7,014 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
8	<p>Toshiya Kosugi Born on July 30, 1958</p> <p>Reelection</p> <p>External Officer</p> <p>Independent Director</p> <p>Attendance at the meetings of the Board of Directors: 11/11 (100%)</p>	<p>April 1982: Joined Nippon Electric Company, Limited</p> <p>August 1991: Joined McKinsey & Company, Inc.</p> <p>October 1992: General Manager of Personnel and General Affairs Division of Uniden Corp.</p> <p>August 1994: Sr. Director of Human Resources Division of Apple Computer, Inc. and Director in charge of Human Resources of Apple Inc.</p> <p>May 2010: Representative Partner of Truth, Human Science & Management Organization Laboratory LLC (present position)</p> <p>April 2016: Project Professor of Graduate School of Science and Technology of Keio University</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>April 2021: Visiting Professor of Professional Graduate School of Business Breakthrough University (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 External Director and expected roles) 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 & Management Organization Laboratory LLC. He also serves as professor at graduate school. 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 in the expectation 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 contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	2,212 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 7 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 6 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 (“AlixPartners”), to which Mr. Masahiko Fukasawa belongs and the Group.
 - The Group has concluded consulting contracts with AlixPartners on an individual case basis during the previous fiscal year. However, the amount of transactions with the Group was less than 1% each of AlixPartners’ net sales and the Company’s annual consolidated gross operating profit for the fiscal year, which is a small amount from the perspective of both parties.
 - There are no advisory contracts, consulting contracts or business relationships (except for a stationary relationship as a general depositor) between Mr. Masahiko Fukasawa as an individual and the Group.
 - Mr. Masahiko Fukasawa himself is not involved in any consulting services for the Group, and no compensation, etc. other than Director’s remuneration will be paid to Mr. Masahiko Fukasawa individually.
 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 contracts 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 agreements with Mr. Masahiko Fukasawa and Mr. Toshiya Kosugi to the effect that their liabilities shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as they are in good faith and without gross negligence in performing their duties.
 - If elected as External Directors at this Annual Shareholders Meeting, the Company shall continue said agreement with Mr. Masahiko Fukasawa and Mr. Toshiya Kosugi.
 9. Directors and officers liability insurance insuring all of the candidates for Directors
 - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Directors in this Agenda is approved, each of the candidates for Directors will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.

Agenda No. 3 Election of One (1) Director Serving as an Audit & Supervisory Committee Member

Of the current Directors Serving as Audit & Supervisory Committee Members, Mr. Kazunori Tanaka will resign upon the conclusion of this Annual Shareholders Meeting. Accordingly, we ask for the election of one (1) Director Serving as an Audit & Supervisory Committee Member.

The Audit & Supervisory Committee approved this Agenda.

The candidate for a Director Serving as an Audit & Supervisory Committee Member is as follows:

Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
Tetsuya Maruta Born on August 8, 1966 New election	<p>April 1990: Joined The Bank of Fukuoka, Ltd. January 2005: Senior Manager of Human Resources and General Affairs Division of said bank April 2014: Deputy General Manager of Human Resources Administration Division of the Company April 2015: General Manager of Nagasaki Branch of The Bank of Fukuoka, Ltd. April 2017: General Manager of the Financial Consultation Promotion Division of said bank April 2019: General Manager of Investment Trust Business Division of said bank April 2020: General Manager of Sales Administration Division of said bank April 2023: Assistant to the Human Resources Division of said bank (present position)</p> <p>(Reasons for appointment of the candidate for Director Serving as an Audit & Supervisory Committee Member) Tetsuya Maruta has held positions in the human resources division and served as branch manager and general manager of the sales division at the Group company, The Bank of Fukuoka. At the Company, he has served as the deputy general manager of the Group's human resources division. Based on his experience, he possesses the quality and track record to properly fulfill the role and responsibilities as a Director Serving as an Audit & Supervisory Committee Member for group management and overall banking operations. He is appointed as a candidate for Director Serving as an Audit & Supervisory Committee 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>	1,242 shares

- (Notes) 1. No special interests exist between the candidate for the position of a Director Serving as an Audit & Supervisory Committee Member and the Company.
2. Directors and officers liability insurance insuring the candidate for a Director Serving as an Audit & Supervisory Committee Member
- The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director Serving as an Audit & Supervisory Committee Member is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of the candidate for a Director Serving as an Audit & Supervisory Committee Member in this Agenda is approved, the candidate for a Director Serving as an Audit & Supervisory Committee Member will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.

(Reference)

Board of Directors Skill Matrix

The Company's basic stance is to compose its Board of Directors so that their overall knowledge, experience, capabilities, and other qualities are well-balanced in order to realize sustainable growth and medium- to long-term improvement in corporate value of the Company.

Based on the long-term vision of being "the best regional bank contributing to growth for all stakeholders through finance and consulting", the following matrix indicates the knowledge, experience, capabilities, and other qualities that the Company believes its Board of Directors should possess, and the knowledge, experience, capabilities, and other qualities possessed by the candidates for Directors proposed for election as Directors at this Annual Shareholders Meeting:

Name	Knowledge, experience, capabilities, etc. that the Company's Board of Directors should possess							
	Corporate management	Finance/ Accounting	Legal affairs/ Compliance	Risk management	Consulting/ Marketing	Market operations	Human resources/ Diversity	IT/Digital
Takashige Shibato	○	○	○	○		○	○	○
Hisashi Goto	○		○	○	○		○	
Hiroshi Miyoshi	○	○			○			○
Hiroyasu Hayashi	○			○				○
Toshimi Nomura	○		○		○		○	
Nobuhiko Yamakawa	○			○	○	○		
Masahiko Fukasawa	○	○			○			
Toshiya Kosugi	○				○		○	
Tetsuya Maruta					○		○	
Hideo Yamada		○			○			
Nobuko Ishibashi			○				○	

Agenda No. 4 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members

The appointment of the current Substitute Directors Serving as Audit & Supervisory Committee Members remains in effect until the holding of this Annual Shareholders Meeting. Accordingly, in preparation for instances in which the number of Directors Serving as Audit & Supervisory Committee Members is short of the statutory minimum, we once again ask for the election of two (2) Substitute Directors Serving as Audit & Supervisory Committee Members.

The following are the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members. Subject to Agenda No. 3 “Election of One (1) Director Serving as an Audit & Supervisory Committee Member” being approved as proposed, we ask for the election of Mr. Yoshitaka Shimeno as the substitute for Director Serving as an Audit & Supervisory Committee Member Mr. Tetsuya Maruta, and Mr. Masamichi Miura as the substitute for External Director Serving as an Audit & Supervisory Committee Member Mr. Hideo Yamada and External Director Serving as an Audit & Supervisory Committee Member Ms. Nobuko Ishibashi. The resolution for this Agenda shall remain in effect until the holding of the next Annual Shareholders Meeting.

The Audit & Supervisory Committee approved this Agenda.

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Yoshitaka Shimeno Born on February 16, 1966	<p>April 1989: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2010: Assistant General Manager of the Credit Supervision Division of said bank</p> <p>October 2011: Deputy General Manager of the Credit Supervision Division of said bank</p> <p>April 2016: General Manager of Yahata Branch of said bank</p> <p>April 2018: General Manager of the Internal Audit Division of said bank</p> <p>April 2019: General Manager of the Internal Audit Division of the Company</p> <p>April 2021: Director Serving as an Audit & Supervisory Committee Member of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director Serving as an Audit & Supervisory Committee Member of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Substitute Director Serving as an Audit & Supervisory Committee Member) Yoshitaka Shimeno has worked in credit supervision divisions and held positions as the general manager of a key branch and the general manager of the Internal Audit Division, and as Director Serving as an Audit & Supervisory Committee Member from April 2021 at the Group company, The Bank of Fukuoka. At the Company, he has served as General Manager of the Internal Audit Division. Based on his experience, he possesses the quality and track record to properly fulfill the role and responsibilities as a Director Serving as an Audit & Supervisory Committee Member for group management and overall banking operations.</p> <p>He is appointed as a candidate for Substitute Director Serving as an Audit & Supervisory Committee 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>	7,426 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
2	Masamichi Miura Born on March 22, 1975 External Officer Independent Director	<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>May 2018: External Director of YASKAWA INFORMATION SYSTEMS Corporation (currently YE DIGITAL Corporation) (present position)</p> <p>(Reasons for appointment of the candidate for Substitute External Director Serving as an Audit & Supervisory Committee Member and expected roles)</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 Director Serving as an Audit & Supervisory Committee Member in the expectation that he will provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance and appropriateness 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>	0 shares

- (Notes)
1. No special interests exist between the candidates for the positions of Substitute Directors Serving as Audit & Supervisory Committee Members and the Company.
 2. Mr. Masamichi Miura is a candidate for Substitute External Director Serving as an Audit & Supervisory Committee Member.
 3. If Mr. Masamichi Miura assumes the office of External Director Serving as an Audit & Supervisory Committee Member, he is scheduled to be registered as an Independent Director 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, consulting 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 an individual).
 5. Liability Limitation Agreements with Substitute External Directors Serving as Audit & Supervisory Committee Members
 - The Company plans to execute an agreement with Mr. Masamichi Miura, should he assume the office of External Director Serving as an Audit & Supervisory Committee Member, to the effect that his liability shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as he is in good faith and without gross negligence in performing his duties.
 6. Directors and officers liability insurance insuring all of the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members
 - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director Serving as an Audit & Supervisory Committee Member is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members in this Agenda is approved and those candidates assume office as Directors Serving as Audit & Supervisory Committee Members, they will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.

(Reference)

**Fukuoka Financial Group
Criteria for Independence**

To be deemed to have independence from the Company, the External Directors 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. 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 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)