

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 6, 2018

Dear Shareholders:

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

 **Notice of Convocation of the  
11th Annual Shareholders Meeting**

This is to inform you that the 11th 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 28, 2018 (Thursday) at 10:00 a.m.
2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka  
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka  
<Convivial gathering for shareholders>  
\*Please note that a convivial gathering for the shareholders after the Shareholders Meeting will not be held.
3. Purposes:  
Matters to be reported:
  1. 11th business year (April 1, 2017 through March 31, 2018) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
  2. 11th business year (April 1, 2017 through March 31, 2018) Non-Consolidated Financial StatementsMatters to be acted upon:
  - Agenda No. 1 Appropriation of Surplus
  - Agenda No. 2 Consolidation of Shares
  - Agenda No. 3 Election of Thirteen (13) Directors
  - 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 28, 2018 (Thursday)	Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 27, 2018 (Wednesday)	Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 27, 2018 (Wednesday)
		<For further details, please refer to page 25>

- (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.
- (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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\* 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 ¥7.50 per share (the annual dividend for the year under review, including the interim dividend, is ¥15 per share).

In this case, the total amount of year-end dividends for common shares is ¥6,441,060,398 (the total amount of dividends for the year under review, including the interim dividends, is ¥12,882,276,628).

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

The Company proposes June 29, 2018.

## **Agenda No. 2 Consolidation of Shares**

### 1. Reasons for the consolidation of shares

Japanese stock exchanges have announced the “Action Plan for Consolidating Trading Units” aiming to unify the trading unit (the number of shares constituting one (1) unit of stock) of common stock of domestic companies listed on Japanese stock exchanges to one hundred (100) shares by October 1, 2018.

As a company listed on the Tokyo Stock Exchange and Fukuoka Stock Exchange, the Company, respecting this intention, has decided to change its number of shares constituting one (1) unit of stock from one thousand (1,000) shares to one hundred (100) shares. Also, the Company shall conduct a consolidation of shares with an aim to adjust the investment unit to an appropriate level taking into account medium- to long-term stock price fluctuations and other factors.

The foregoing change in the number of shares constituting one (1) unit of stock was resolved at the meeting of the Board of Directors held on May 14, 2018 to take effect on October 1, 2018, subject to the approval of this Agenda as originally proposed.

### 2. Details of the consolidation of shares

#### (1) Consolidation ratio

The common shares of the Company will be consolidated at a ratio of one (1) share for each five (5) shares.

Fractional shares that arise as a result of the consolidation of shares will be aggregated and disposed of pursuant to the provisions of the Companies Act, and the proceeds of such disposal will be distributed to the shareholders in proportion to their fractional shares.

#### (2) Effective date of the consolidation of shares

October 1, 2018

#### (3) Total number of shares authorized to be issued as of the effective date of the consolidation of shares

Three hundred and sixty million (360,000,000) shares

#### (4) Other

Other necessary procedural matters will be left to the Board of Directors' discretion.

<Reference>

If this Agenda is approved as originally proposed, the following partial amendments to the Articles of Incorporation will be made as of October 1, 2018 without resolution at the Annual Shareholders Meeting pursuant to the provisions of Article 182, Paragraph 2 and Article 195, Paragraph 1 of the Companies Act.

(The parts to be amended are underlined)

Current Articles of Incorporation	Proposed Amendments
<i>(Total Number of Shares Authorized to be Issued)</i> <b>Article 6.</b> The total number of shares authorized to be issued by the Company shall be <u>one billion and eight hundred million (1,800,000,000)</u> shares. <i>(Number of Shares Constituting One (1) Unit of Stock)</i> <b>Article 7.</b> The number of shares constituting one (1) unit of stock of the Company shall be <u>one thousand (1,000)</u> shares.	<i>(Total Number of Shares Authorized to be Issued)</i> <b>Article 6.</b> The total number of shares authorized to be issued by the Company shall be <u>three hundred and sixty million (360,000,000)</u> shares. <i>(Number of Shares Constituting One (1) Unit of Stock)</i> <b>Article 7.</b> The number of shares constituting one (1) unit of stock of the Company shall be <u>one hundred (100)</u> shares.

(Note) While the total number of issued shares will be decreased to one-fifth after the consolidation of shares, the net assets, etc. of the Company will remain unchanged. Thus, net assets per share will increase by five times. Therefore, aside from stock market fluctuations and other factors, there will be no change to the asset value of the Company's shares held by our shareholders.

### Agenda No. 3 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 all thirteen (13) are candidates for reelection.

The candidates for Directors are as follows:

Candidate No.	Name		Present position at the Company
1	Masaaki Tani	Reelection	Director, Chairman of the Board [Representative Director]
2	Takashige Shibato	Reelection	Director, President & Executive Officer[Representative Director]
3	Takashi Yoshikai	Reelection	Director, Deputy President & Executive Officer[Representative Director]
4	Yasuhiko Yoshida	Reelection	Director & Executive Officer
5	Yuji Shirakawa	Reelection	Director & Executive Officer
6	Eiji Araki	Reelection	Director & Executive Officer
7	Koji Yokota	Reelection	Director & Executive Officer
8	Ei Takeshita	Reelection	Director & Executive Officer
9	Masayuki Aoyagi	Reelection	Director & Executive Officer
10	Shunsuke Yoshizawa	Reelection	Director & Executive Officer
11	Yasuaki Morikawa	Reelection	Director & 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	Masaaki Tani Born on January 23, 1943  Reelection	<p>April 1966: Joined The Bank of Fukuoka, Ltd.</p> <p>June 1993: Director &amp; General Manager of the Corporate Planning Division of the said bank</p> <p>June 1995: Managing Director of the said bank</p> <p>June 1999: Senior Managing Director of the said bank</p> <p>April 2000: Director &amp; Deputy President of the said bank</p> <p>April 2005: Director &amp; President of the said bank</p> <p>June 2005: External Director of RKB MAINICHI BROADCASTING CORPORATION (currently RKB MAINICHI HOLDINGS CORPORATION) (present position)</p> <p>April 2007: Director, Chairman of the Board &amp; President of the Company</p> <p>April 2009: Director, Chairman of the Board, President &amp; Executive Officer of the Company</p> <p>June 2010: External Director of Saibugas Co., Ltd. (present position)</p> <p>June 2014: Director, Chairman of the Board of the Company (present position)</p> <p>June 2014: Director, Chairman of the Board of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2016: External Director (Audit &amp; Supervisory Committee Member) of Nishi - Nippon Railroad Co., Ltd. (present position)</p> <p>(Status of material concurrent positions) Director, Chairman of the Board of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Masaaki Tani has held positions as the officer in charge of corporate planning, auditing, risk management, compliance, and credit supervision, and served as President from April 2005 and as Chairman of the Board from June 2014 at the Group company, The Bank of Fukuoka. At the Company, he has served as Chairman of the Board &amp; President from April 2007 and as Chairman of the Board from June 2014. Based on his experience, he possesses the quality and track record to properly oversee 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>	67,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
2	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 (present position)</p> <p>June 2014: Director &amp; President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director &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 President from June 2014 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. 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>	61,047 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
3	Takashi Yoshikai Born on December 14, 1953  Reelection	<p>April 1977: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2005: Director &amp; General Manager of the Corporate Planning Division of the said bank</p> <p>June 2006: Executive Officer &amp; General Manager of the Corporate Planning Division of the said bank</p> <p>November 2006: Managing Executive Officer of the said bank</p> <p>December 2006: Director &amp; Managing Executive Officer of the said bank</p> <p>April 2007: Director of the Company</p> <p>April 2009: Director &amp; Executive Officer of the Company</p> <p>April 2010: Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2011: Director &amp; Deputy President of the said bank (present position)</p> <p>April 2011: Non-Executive Director of The Kumamoto Family Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>April 2012: Director, Deputy President &amp; Executive Officer of the Company (present position)</p> <p>May 2015: External Director (Audit &amp; Supervisory Committee Member) of KOSE R.E. Co., Ltd. (present position)</p> <p>May 2015: External Director (Audit &amp; Supervisory Committee Member) of Plenus Company Limited (present position)</p> <p>(Status of material concurrent positions) Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Takashi Yoshikai has held positions as the officer in charge of corporate planning, personnel, auditing, risk management, compliance, credit supervision, financial markets and general affairs and served as Deputy President from April 2011 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, compliance and general affairs, and as Deputy President from April 2012. 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>	31,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
4	<p data-bbox="301 1021 480 1120">Yasuhiko Yoshida Born on February 26, 1957</p> <p data-bbox="301 1160 408 1189">Reelection</p>	<p data-bbox="512 304 1204 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; 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 (present position)  June 2013: External Audit &amp; Supervisory Board Member of OCHI HOLDINGS CO., LTD. (present position)  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. (present position) </p> <p data-bbox="512 1115 903 1144">(Status of material concurrent positions)</p> <p data-bbox="512 1151 1086 1180">Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p data-bbox="512 1187 1002 1216">Non-Executive Director of The Shinwa Bank, Ltd.</p> <p data-bbox="512 1223 903 1252">(Divisions in charge of at the Company)</p> <p data-bbox="512 1258 1145 1317">Executive Secretariat, Internal Audit Division, Human Resources Administration Division</p> <p data-bbox="512 1323 1054 1352">(Reasons for appointment of the candidate for Director)</p> <p data-bbox="512 1359 1200 1765">Yasuhiko Yoshida has held positions as the general manager of divisions of corporate planning, compliance, corporate sales and business solution, 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 Director from June 2012. 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 data-bbox="512 1771 1177 1899">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>	34,150 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
5	Yuji Shirakawa Born on January 12, 1957  Reelection	<p>April 1981: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2009: Executive Officer &amp; 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 (present position)</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>(Status of material concurrent positions)</p> <p>Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p>Non-Executive Director of The Kumamoto Bank, Ltd. (Divisions in charge of at the Company)</p> <p>Sales Administration Division (excluding International Strategy Planning Group, Regional revitalization Promotion Group), Loan Planning Division, Financial Consultation Planning Division and Digital Strategy Division (matters relating to operation management of FFG Venture Business Partners Co., Ltd.)</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Yuji Shirakawa has held positions as 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 and business solution, 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 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.</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>	24,144 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
6	Eiji Araki Born on September 12, 1958  Reelection	<p>April 1981: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2011: Executive Officer &amp; General Manager of the Head Office Business Promotion Division 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 2017: Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2017: Director &amp; Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. (Division in charge of at the Company) General Affairs Division, Sales Administration Division (Regional revitalization Promotion Group)</p> <p>(Reasons for appointment of the candidate for Director) Eiji Araki has held positions as General Manager of the Head Office Business Promotion Division, and the officer in charge of corporate planning, operations management, IT, regional finance and general affairs, and served as Senior Managing Executive Officer 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, operations management, IT, regional finance 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>	18,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
7	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. (present position)</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>(Status of material concurrent positions)</p> <p>Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>(Divisions in charge of at the Company)</p> <p>Digital Strategy Division, Sales Administration Division (International Strategy Planning Group), Risk Administration Division (Treasury Risk Management Group)</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>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 Senior Managing Executive Officer 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, risk management, sales planning, digital strategy, 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>	20,289 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
8	Ei Takeshita Born on January 15, 1951  Reelection	<p>April 1974: Joined The Kumamoto Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>June 2002: Executive Officer &amp; General Manager of Credit Management Division No. 2, Credit Management Headquarters of the said bank</p> <p>June 2003: Director of the said bank</p> <p>June 2007: Director &amp; Managing Executive Officer of the said bank</p> <p>April 2010: Director &amp; Senior Managing Executive Officer of the said bank</p> <p>April 2014: Director &amp; President of the said bank (present position)</p> <p>April 2014: Executive Officer of the Company</p> <p>June 2014: Director &amp; 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)            Ei Takeshita has held positions as the officer in charge of personnel, auditing, risk management, credit supervision, operations management, and IT and served as President from April 2014 at the Group company, The Kumamoto Bank. At the Company, he has served 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>	57,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
9	<p>Masayuki Aoyagi Born on September 28, 1955</p> <p>Reelection</p>	<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>	45,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
10	Shunsuke Yoshizawa Born on February 8, 1956  Reelection	<p>April 1978: Joined The Shinwa Bank, Ltd.</p> <p>June 2006: Executive Officer &amp; 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 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>	27,000 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
11	<p data-bbox="301 842 499 936">Yasuaki Morikawa Born on February 4, 1958</p> <p data-bbox="301 981 408 1008">Reelection</p>	<p data-bbox="512 302 1190 819"> 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. (present position) </p> <p data-bbox="512 831 1201 965"> (Status of material concurrent positions)  Director &amp; Deputy President of The Shinwa Bank, Ltd.  (Divisions in charge of at the Company)  Operations Administration Division, IT Administration Division (CIO) </p> <p data-bbox="512 976 1201 1550"> (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 at the Group company, The Bank of Fukuoka, and served as Deputy President from April 2017 at the Group company, The Shinwa Bank. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, risk management, operations management, IT 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>	30,000 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: 13/13 (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>	4,000 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: 10/10 (100%)	<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 and 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>(Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd. (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 and 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. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence. (Note 7) 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

- (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 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 2 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 1 year as of the conclusion of this Annual Shareholders Meeting.

6. Transactions 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 previous fiscal year. However, the transaction amount with the Group for the previous fiscal year is as minimal as less than 1% of net sales of LLC and consolidated operating gross profit of the Company. There were no consulting transactions and business relationships between LLC and the Group before the fiscal year prior to the preceding fiscal year.
  - 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 the company to which Mr. Toshiya Kosugi belongs and the Group
  - There are no advisory contracts, consulting transactions or business relationships between Truth, Human Science & Management Organization Laboratory LLC, to which Mr. Toshiya Kosugi belongs and the Group.
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. 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. Hidemitsu Ishiuchi. 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. 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>	32,191 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>(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 5)</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 designated as an independent auditor as stipulated in the Securities Listing Regulations, having no potential conflict with the interest of general shareholders.
  4. As of May 22, 2018, Mr. Masamichi Miura is scheduled to assume the office of External Director of YASKAWA INFORMATION SYSTEMS Corporation on May 25, 2018.
  5. Transactions between the law firm to which Mr. Masamichi Miura belongs and the Group
    - There are no advisory contracts and business relationships between Miura Okuda Sugihara Law Office, to which Mr. Masamichi Miura belongs.
  6. 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 Bank of Fukuoka, Ltd., The Kumamoto Bank, Ltd., and The Shinwa Bank, Ltd.

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).

## **Guidance on Exercise of Voting Rights via the Internet, etc.**

### **Matters to Be Noted before Exercising Your Voting Rights via the Internet, etc.**

You may exercise your voting rights via the Internet only by accessing the site for exercising the voting rights (<https://www.e-sokai.jp>) designated by the Company from your personal computer.

- \* When exercising your voting rights via the Internet, you will be required to enter the “Voting Rights Exercise Code” and the “Password” shown on the enclosed Voting Rights Exercise Form. Then indicate your approval or disapproval of the agendas by following the on-screen instructions.

### **Deadline for Exercise of Voting Rights via the Internet, etc.**

Votes will be accepted until 5:00 p.m. on June 27, 2018 (Wednesday). However, you are cordially requested to exercise your voting rights earlier.

1. Access to Website  
The site for exercising the voting rights (<https://www.e-sokai.jp>)  
Click “Go to Next”
2. Log in  
Enter the “Voting Rights Exercise Code” shown on your Voting Rights Exercise Form and click “Log-in”
3. Entry of Password  
Enter the “Password” shown on the Voting Rights Exercise Form, and click “Next”

From here on, follow the on-screen instructions to indicate your approval or disapproval. Now you are ready for voting.

### **(Notes)**

- It might not be possible to exercise voting rights via a personal computer depending on certain factors in the shareholder’s Internet usage circumstances. These factors include the use of a firewall, etc. in the Internet connection, the use of anti-virus software, and the use of a proxy server.
- All costs (Access fees to providers, telecommunication fees, etc.) incurred in accessing the site for exercising the voting rights shall be borne by shareholders.  
Exercise of voting rights is also possible by using the full browser function of mobile phones including smart phones, but please be advised that the website may not be accessible by certain mobile phone models.

### **Platform for Electronic Exercise of Voting Rights**

If nominee shareholders such as trust and custody services banks (including standing proxies) make prior application to use the platform for the electronic exercise of voting rights operated by ICJ, Inc., such shareholders may use the said platform as an electromagnetic method for exercising voting rights at the Annual Shareholders Meeting of the Company apart from the exercise of voting rights via the Internet as stated above.

### **\*Contact for questions regarding systems**

Administrator of shareholder registry: Transfer Agent Department, Japan Securities Agents, Ltd.  
Dedicated number for online support: 0120-707-743 (toll free)  
Available from 9:00 a.m. to 9:00 p.m. (including Saturdays, Sundays and national holidays)

Map to the meeting place of the Annual Shareholders Meeting

3-2, Shimokawabata-machi, Hakata-ku, Fukuoka  
 Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka  
 Telephone number: 092-262-1111



**Location map**

