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 4, 2020

Dear Shareholders:

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

Notice of Convocation of the 13th Annual Shareholders Meeting

This is to inform you that the 13th Annual Shareholders Meeting will be held as described below.

In order to prevent the recent spread of the novel coronavirus infections, the government and prefectural governors have strongly requested that citizens refrain from leaving their residence. After careful consideration, given these circumstances, the Company has decided to hold the Annual Shareholders Meeting with appropriate measures in place to prevent infections.
In light of the situation where citizens are strongly requested to refrain from leaving their residence, and from the standpoint of preventing the spread of infections, the Company strongly urges all shareholders to exercise your voting rights in writing or via the Internet, etc. in advance, and refrain from attending the meeting in person on the designated date as much as possible, regardless of your condition of health. Please exercise your voting rights by 5:00 p. m. on Thursday, June 25, 2020, after careful examination of the Reference Documents for the Annual Shareholders Meeting contained herein.

1. Date and time: June 26, 2020 (Friday) at 10:00 a.m.

2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka
We will arrange a wider distance between seats this year in order to prevent the spread of infections. As a result, attendees may be denied entry to the venue on the date of the meeting due to the significantly fewer number of available seats than usual.

3. Purposes:
Matters to be reported:
1. 13th business year (April 1, 2019 through March 31, 2020) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
2. 13th business year (April 1, 2019 through March 31, 2020) Non-Consolidated Financial Statements

Matters to be acted upon:
Agenda No. 1 Appropriation of Surplus
Agenda No. 2 Partial Amendments to the Articles of Incorporation
Agenda No. 3 Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
Agenda No. 4 Election of Three (3) Directors Serving as Audit & Supervisory Committee Members
Agenda No. 5 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members
Agenda No. 6 Determination of the Amount of Remuneration to Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
Agenda No. 7 Determination of the Amount of Remuneration to 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.
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 (https://www.e-sokai.jp) 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 26, 2020 (Friday)	Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 25, 2020 (Thursday)	Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 25, 2020 (Thursday)
		<For further details, please refer to pages 3 to 4>

(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.," "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 omitted as they are posted on the Company's 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's website (https://www.fukuoka-fg.com/).

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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 attributable to owners of the parent company for the year.

However, as announced at the beginning of the period, the Company intends to keep the year-end dividend for the fiscal year under review at the same level as the previous fiscal year as detailed hereunder, regardless of the target dividend table, due to temporary factors associated with the business integration with The Eighteenth Bank, Ltd.

(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 fiscal year under review, the Company proposes to pay ¥42.50 per share (¥85 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 ¥8,114,529,235 (total annual dividends of ¥16,229,164,180 for the fiscal year under review, including interim dividends).

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

The Company proposes June 29, 2020.

Agenda No. 2 Partial Amendments to the Articles of Incorporation

(1) Reasons for amendments

1) The Company asks to transition to a Company with an Audit & Supervisory Committee established by the "Act Partially Amending the Companies Act" (Act No. 90 of 2014), in an effort to strengthen its audit and oversight functions and further enhance corporate governance by including Audit & Supervisory Committee Members in charge of auditing the performance of duties of the Directors as members of the Board of Directors and granting them voting rights to the Board of Directors. Accordingly, the Company will make the necessary amendments in its Articles of Incorporation, including the establishment of new provisions regarding the Audit & Supervisory Committee and the Audit & Supervisory Committee Members, and the deletion of provisions regarding the Audit & Supervisory Board and the Audit & Supervisory Board Members.

2) With regard to public notices of the Company, the method of giving public notice in the *Nagasaki Shimbun* published in Nagasaki-shi will be added, as a measure in the event that an electronic public notice is impracticable for any unavoidable reason, to enhance the convenience of inspection regarding the Company's public notices.

3) Additionally, the Company will make the necessary amendments to the text, such as the number of articles, in line with each of the above amendments.

(2) Details of the amendments

The details of the amendments are as follows. Parts of the current Articles of Incorporation not amended are omitted.

The resolution for this Agenda shall take effect at the conclusion of this Annual Shareholders Meeting.

(The parts to be amended are underlined)

Current Articles of Incorporation	Proposed Amendments
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
(Organizations) Article 4. The Company shall establish the following organizations, in addition to the general meeting of shareholders and Directors: (1) Board of Directors; (2) Audit & Supervisory Board Members; (3) Audit & Supervisory Board; and (4) Accounting Auditor.	*(Organizations)* Article 4. The Company shall establish the following organizations, in addition to the general meeting of shareholders and Directors: (1) Board of Directors; (2) Audit & Supervisory Committee; and (Deleted) (3) Accounting Auditor.
(Method of Public Notice) Article 5. Public notices of the Company shall be given by electronic public notices; provided, however, that in the case where an electronic public notice is impracticable due to an accident or any other unavoidable reason, the public notice of the Company shall be placed in the *Nihon Keizai Shimbun*, the *Nishinippon Shimbun* published in Fukuoka-shi and the *Kumamoto Nichinichi Shimbun* published in Kumamoto-shi.	*(Method of Public Notice)* Article 5. Public notices of the Company shall be given by electronic public notices; provided, however, that in the case where an electronic public notice is impracticable due to an accident or any other unavoidable reason, the public notice of the Company shall be placed in the *Nihon Keizai Shimbun*, the *Nishinippon Shimbun* published in Fukuoka-shi, the *Kumamoto Nichinichi Shimbun* published in Kumamoto-shi and the *Nagasaki Shimbun* published in Nagasaki-shi.

Current Articles of Incorporation	Proposed Amendments
CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS	CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS
(Number of Directors) Article 19. The Company shall have fourteen (14) Directors or less.	*(Number of Directors)* Article 19. 1. The Company shall have fifteen (15) Directors or less. 2. Among the Directors provided in the immediately preceding paragraph, the number of Directors serving as Audit & Supervisory Committee Members shall be five (5) or less.
(Newly established)	
(Election) Article 20. 1. Directors shall be elected at the general meeting of shareholders. The resolution for such election shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the meeting who hold not less than one-third (1/3) of the total number of voting rights of all the shareholders entitled to exercise their voting rights. 2. Resolutions for the election of Directors shall not be made by the method of cumulative voting.	*(Election)* Article 20. 1. Directors serving as Audit & Supervisory Committee Members and other Directors shall be elected separately at the general meeting of shareholders. The resolution for such election shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the meeting who hold not less than one-third (1/3) of the total number of voting rights of all the shareholders entitled to exercise their voting rights. 2. Resolutions for the election of Directors shall not be made by the method of cumulative voting.
(Term of Office) Article 21. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders held in respect of the business year ending within one (1) year after their election.	*(Term of Office)* Article 21. 1. The term of office of Directors (excluding Directors serving as Audit & Supervisory Committee Members) shall expire at the close of the ordinary general meeting of shareholders held in respect of the last business year ending within one (1) year after their election.
(Newly established)	2. The term of office of Directors serving as Audit & Supervisory Committee Members shall expire at the close of the ordinary general meeting of shareholders held in respect of the last business year ending within two (2) years after their election.
(Newly established)	3. The term of office of a Director serving as an Audit & Supervisory Committee Member who has been elected to fill a vacancy of a Director serving as an Audit & Supervisory Committee Member who has retired before the expiration of their term of office shall expire when the remaining term of the predecessor would have expired.
(Directors with Titles and Representative Directors) Article 22. 1. The Directors shall, by resolution of the Board	*(Directors with Titles and Representative Directors)* Article 22. 1. The Board of Directors shall, by its resolution,

Current Articles of Incorporation	Proposed Amendments
of Directors, appoint one (1) President. The Directors may appoint one (1) Chairman, several Deputy Chairmen and Deputy Presidents. 2. The Company shall have three (3) Representative Directors or less, including the President.	appoint one (1) President. The Board of Directors may appoint one (1) Chairman, several Deputy Chairmen and Deputy Presidents. 2. The Board of Directors shall, by its resolution, appoint Representative Directors. The Company shall have three (3) Representative Directors or less, including the President.
(Executive Officers) Article 23. 1. The Company may, by resolution of the Board of Directors, appoint Executive Officers and delegate the business execution to such Executive Officers. 2. Directors of the Company may concurrently serve as an Executive Officer. 3. The Company may appoint several Senior Managing Executive Officers and Managing Executive Officers.	*(Executive Officers)* Article 23. 1. The Company may, by resolution of the Board of Directors, appoint Executive Officers and delegate the business execution to such Executive Officers. 2. Directors (excluding Directors serving as Audit & Supervisory Committee Members) of the Company may concurrently serve as an Executive Officer. 3. The Company may appoint several Senior Managing Executive Officers and Managing Executive Officers.
(Remuneration, etc.) Article 25. Remuneration, bonuses and other financial benefits given by the Company in consideration of the performance of duties (hereinafter referred to as the "Remuneration, etc.") of Directors shall be determined by resolution of the general meeting of shareholders.	*(Remuneration, etc.)* Article 25. Remuneration, bonuses and other financial benefits given by the Company in consideration of the performance of duties (hereinafter referred to as the "Remuneration, etc.") shall be determined separately for Directors serving as Audit & Supervisory Committee Members and other Directors by resolution of the general meeting of shareholders.
(Notice of Convocation) Article 28. To convene a meeting of the Board of Directors, a notice to that effect shall be dispatched to each Director and Audit & Supervisory Board Member five (5) days prior to the date set for such meeting; provided, however, that such period may be further shortened in case of urgency.	*(Notice of Convocation)* Article 28. To convene a meeting of the Board of Directors, a notice to that effect shall be dispatched to each Director five (5) days prior to the date set for such meeting; provided, however, that such period may be further shortened in case of urgency.
CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	CHAPTER V. AUDIT & SUPERVISORY COMMITTEE
(Number of Audit & Supervisory Board Members) Article 31. The Company shall have five (5) Audit & Supervisory Board Members or less.	(Deleted)
(Election) Article 32.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
Audit & Supervisory Board Members shall be elected at the general meeting of shareholders. The resolution for such election shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the meeting who hold not less than one-third (1/3) of the total number of voting rights of all the shareholders entitled to exercise their voting rights.	
(Term of Office) Article 33. 1. The term of office of Audit & Supervisory Board Members shall expire at the close of the ordinary general meeting of shareholders held in respect of the last business year ending four (4) years after their election. 2. The term of office of an Audit & Supervisory Board Member who has been elected to fill a vacancy of an Audit & Supervisory Board Member who has retired before the expiration of the term of such Audit & Supervisory Board Member's office shall expire when the remaining term of the predecessor would have expired. 3. The term of office of a Substitute Audit & Supervisory Board Member, having been elected as per Article 329, Paragraph 3 of the Companies Act, in the event of assuming the post of Audit & Supervisory Board Member, shall expire when the remaining term of the predecessor would have expired.	(Deleted)
(Full-time Audit & Supervisory Board Members and Standing Audit & Supervisory Board Members) Article 34. The Audit & Supervisory Board shall appoint the full-time Audit & Supervisory Board Member(s) by election from among themselves. The Audit & Supervisory Board may appoint several standing Audit & Supervisory Board Members as necessary.	*(Full-time Audit & Supervisory Committee Members)* Article 31. The Audit & Supervisory Committee may appoint the full-time Audit & Supervisory Committee Member(s) from among themselves by resolution of its meeting.
(Remuneration, etc.) Article 35. Remuneration, etc. of Audit & Supervisory Board Members shall be determined by resolution of the general meeting of shareholders.	(Deleted)
(Limited Liability Agreement with External Audit & Supervisory Board Member) Article 36. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the	(Deleted)

Current Articles of Incorporation	Proposed Amendments
Company may execute an agreement with External Audit & Supervisory Board Member, which limits the liability of such External Audit & Supervisory Board Member arising from any act provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the limit of the liability under such agreement shall be the amount prescribed by Article 425, Paragraph 1 of the Companies Act.	
(Organization and Administration) Article 37. 1. The Audit & Supervisory Board shall be organized by the Audit & Supervisory Board Members and shall decide the matters concerning the performance of the duties of Audit & Supervisory Board Members unless otherwise provided for by laws or regulations and to such extent as will not restrain the power of the Audit & Supervisory Board Members.	*(Administration)* Article 32. (Deleted)
2. In addition to the provisions of these Articles of Incorporation, the administration of the Audit & Supervisory Board shall be decided in accordance with the Rules of the Audit & Supervisory Board which shall be prescribed by the Audit & Supervisory Board.	In addition to the provisions of these Articles of Incorporation, the administration of the Audit & Supervisory Committee shall be decided in accordance with the Rules of the Audit & Supervisory Committee which shall be prescribed by the Audit & Supervisory Committee.
(Notice of Convocation) Article 38. To convene a meeting of the Audit & Supervisory Board, a notice to that effect shall be dispatched to each Audit & Supervisory Board Member five (5) days prior to the date set for such meeting; provided, however, that such period may be further shortened in case of urgency.	*(Notice of Convocation)* Article 33. To convene a meeting of the Audit & Supervisory Committee, a notice to that effect shall be dispatched to each Audit & Supervisory Committee Member five (5) days prior to the date set for such meeting; provided, however, that such period may be further shortened in case of urgency.
(Method of Resolution) Article 39. Unless otherwise provided for by laws or regulations, resolutions of the meetings of the Audit & Supervisory Board shall be adopted by a majority of votes of the Audit & Supervisory Board Members.	*(Method of Resolution)* Article 34. Unless otherwise provided for by laws or regulations, resolutions of the meetings of the Audit & Supervisory Committee shall be adopted by a majority of votes of the Audit & Supervisory Committee Members, given that a majority of all the Audit & Supervisory Committee Members entitled to vote are present at the meeting.
CHAPTER VI. ACCOUNTING AUDITOR	CHAPTER VI. ACCOUNTING AUDITOR
Articles 40 - 41 (Text omitted)	Articles 35 - 36 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
(Remuneration, etc.) Article 42. Remuneration, etc. of Accounting Auditor shall be determined by the Representative Director with the consent of the Audit & Supervisory Board.	*(Remuneration, etc.)* Article 37. Remuneration, etc. of Accounting Auditor shall be determined by the Representative Director with the consent of the Audit & Supervisory Committee.
CHAPTER VII. ACCOUNTS	CHAPTER VII. ACCOUNTS
Articles 43 - 46 (Text omitted)	Articles 38 - 41 (Unchanged)

Agenda No. 3 Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The Company, conditional upon the approval of Agenda No. 2 "Partial Amendments to the Articles of Incorporation," shall transition to a Company with an Audit & Supervisory Committee. Accordingly, as the terms of office of all the thirteen (13) Directors will expire upon the conclusion of this Annual Shareholders Meeting, we ask for the election of nine (9) Directors (excluding Directors serving as Audit & Supervisory Committee Members).

The resolution for this Agenda shall take effect when the amendments to the Articles of Incorporation become effective, as proposed in Agenda No.2 "Partial Amendments to the Articles of Incorporation."

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, President & Executive Officer [Representative Director]
2	Yasuhiko Yoshida	Reelection	Director, Deputy President & Executive Officer [Representative Director]
3	Yuji Shirakawa	Reelection	Director, Deputy President & Executive Officer [Representative Director]
4	Yasuaki Morikawa	Reelection	Director & Executive Officer
5	Koji Yokota	Reelection	Director & Executive Officer
6	Toshimi Nomura	Reelection	Director & Executive Officer
7	Takujiro Mori	Reelection	Director & Executive Officer
8	Masahiko Fukasawa	Reelection External Officer Independent Director	Director (External)
9	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	April 1976: Joined The Bank of Fukuoka, Ltd. June 2003: Director & General Manager of the Corporate Planning Division of the said bank April 2005: Managing Director of the said bank June 2006: Director & Managing Executive Officer of the said bank April 2007: Director & Senior Managing Executive Officer of the said bank April 2007: Director of the Company June 2008: External Director of DAIICHI KOUTSU SANGYO Co., Ltd. (present position) April 2009: Director & Executive Officer of the Company April 2010: Director & Deputy President of The Bank of Fukuoka, Ltd. April 2011: Non-Executive Director of The Shinwa Bank, Ltd. April 2012: Director, Deputy President & Executive Officer of the Company June 2014: Director, President & Executive Officer of the Company June 2014: Director & President of The Bank of Fukuoka, Ltd. June 2018: External Director of RKB MAINICHI HOLDINGS CORPORATION (present position) April 2019: Director, Chairman, President & Executive Officer of the Company (present position) April 2019: Director, Chairman & President of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent positions) Director, Chairman & President of The Bank of Fukuoka, Ltd. (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 and Chairman & President from April 2019 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, auditing, risk management and general affairs, and as President from June 2014 and Chairman & President from April 2019. Based on his experience, he possesses the quality and track record to properly supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	14,511shares

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	Yasuhiko Yoshida Born on February 26, 1957 Reelection	April 1979: Joined The Bank of Fukuoka, Ltd. July 2007: Executive Officer & General Manager of the Corporate Planning Division of the said bank October 2007: Executive Officer & General Manager of the Business Administration Division of the said bank April 2009: Executive Officer & Executive General Manager of the Head Office Business Promotion Division of the said bank April 2011: Director & Managing Executive Officer of the said bank April 2011: Executive Officer of the Company June 2012: Director & Executive Officer of the Company April 2014: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. April 2014: Non-Executive Director of The Shinwa Bank, Ltd. June 2014: External Audit & Supervisory Board Member of Showa Manufacturing Co., Ltd. (present position) April 2017: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position) April 2018: Non-Executive Director of The Shinwa Bank, Ltd. April 2019: Director, Deputy President & Executive Officer of the Company (present position) (Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd. (Divisions in charge of at the Company) Executive Secretariat, Internal Audit Division (Reasons for appointment of the candidate for Director) Yasuhiko Yoshida has held positions as the general manager of divisions of corporate planning, compliance, corporate sales and business solution, Executive General Manager of the Head Office Business Promotion Division, and the officer in charge of corporate planning, personnel, internal audit, sales planning, business solution and general affairs, and served as Deputy President from April 2017 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, internal audit, sales planning and general affairs, and as Deputy President from April 2019. Based on his experience, he possesses the quality and track record to properly supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	12,734 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	Yuji Shirakawa Born on January 12, 1957 Reelection	April 1981: Joined The Bank of Fukuoka, Ltd. April 2009: Executive Officer & Executive General Manager of Kitakyushu Business Promotion Division of the said bank April 2011: Director, Managing Executive Officer & Executive General Manager of Kitakyushu Administrative Headquarters of the said bank April 2013: Director & Managing Executive Officer of the said bank April 2013: Executive Officer of the Company April 2014: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. June 2014: Director & Executive Officer of the Company April 2017: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position) April 2017: Non-Executive Director of The Kumamoto Bank, Ltd. April 2019: Director, Deputy President & Executive Officer of the Company (present position) (Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for Director) Yuji Shirakawa has held positions as Executive General Manager of Kitakyushu Business Promotion Division, as the general manager of divisions of business finance and business solution, and the officer in charge of sales planning, business solution and regional finance, and served as Deputy President from April 2017 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's sales planning, regional finance, and start-up businesses, and as Deputy President from April 2019. Based on his experience, he possesses the quality and track record to properly supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	5,394 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	Yasuaki Morikawa Born on February 4, 1958 Reelection	April 1981: Joined The Bank of Fukuoka, Ltd. April 2010: Executive Officer & General Manager of the Business Administration Division of the said bank July 2011: Executive Officer & General Manager of the Business Administration Division and Quality Administration Division of the said bank April 2012: Director & Managing Executive Officer of the said bank April 2012: Executive Officer of the Company June 2014: Director & Executive Officer of the Company (present position) April 2016: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. April 2017: Director & Deputy President of The Shinwa Bank, Ltd. April 2019: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position) April 2019: Non-Executive Director of The Shinwa Bank, Ltd. (present position) (Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd. Non-Executive Director of The Shinwa Bank, Ltd. (Divisions in charge of at the Company) Operations Administration Division, IT Administration Division (CIO) (Reasons for appointment of the candidate for Director) Yasuaki Morikawa has held positions as the general manager of divisions of corporate planning, compliance, credit supervision and operations management, and the officer in charge of corporate planning, personnel, risk management, operations management, IT and general affairs, and served as Deputy President from April 2019 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, risk management, operations management, IT (CIO) and general affairs, and as Director from June 2014. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	6,949 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	Koji Yokota Born on May 24, 1958 Reelection	April 1982: Joined The Bank of Fukuoka, Ltd. April 2011: Executive Officer & General Manager of the Sales Promotion Division of the said bank April 2011: Executive Officer of the Company April 2013: Managing Executive Officer of The Bank of Fukuoka, Ltd. April 2014: Director & Managing Executive Officer of the said bank April 2014: Non-Executive Director of The Kumamoto Bank, Ltd. April 2017: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. April 2017: Non-Executive Director of The Shinwa Bank, Ltd. June 2017: Director & Executive Officer of the Company (present position) April 2019: Director & Deputy President of The Bank of Fukuoka, Ltd. (Divisions in charge of at the Company) Innovation Promotion Division (“iBank” Business Group and Minna Bank Preparatory Group) (CDO) (Reasons for appointment of the candidate for Director) Koji Yokota has held positions as the general manager of divisions of corporate planning and sales planning and the officer in charge of corporate planning, risk management, sales planning, digital strategy, international strategy and general affairs, and served as Deputy President at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group’s corporate planning, risk management, sales planning, digital strategy (CDO), international strategy and general affairs, and served as Director from June 2017. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. 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.	4,722 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	Toshimi Nomura Born on September 30, 1959 Reelection	April 1982: Joined The Kumamoto Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.) April 2011: Executive Officer, General Manager of the Sales Promotion Division & General Manager of the Financial Markets Department of the said bank April 2013: Director & Managing Executive Officer of the said bank April 2016: Executive Officer of the Company April 2019: Director & President of The Kumamoto Bank, Ltd. (present position) April 2019: Executive Officer of the Company June 2019: Director & Executive Officer of the Company (present position) (Status of material concurrent positions) Director & President of The Kumamoto Bank, Ltd. (Reasons for appointment of the candidate for Director) Toshimi Nomura has held positions as the general manager of divisions of sales planning and treasury, and the officer in charge of corporate planning, personnel, auditing, compliance and sales planning, and as President from April 2019 at the Group company, The Kumamoto Bank. At the Company, he has served as Director from June 2019. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	2,345 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	Takujiro Mori Born on February 28, 1955 Reelection	April 1978: Joined The Eighteenth Bank, Limited June 2007: Executive Officer & Executive General Manager of the Head Office Business Promotion Division of the said bank June 2010: Director & Managing Executive Officer of the said bank June 2012: Director, Representative Executive Officer & Senior Managing Executive Officer of the said bank June 2014: Director, Representative Executive Officer & President of the said bank April 2019: Director & President of the said bank (present position) April 2019: Executive Officer of the Company June 2019: Director & Executive Officer of the Company (present position) (Status of material concurrent positions) Director & President of The Eighteenth Bank, Limited (Reasons for appointment of the candidate for Director) Takujiro Mori has held positions as Executive General Manager of the Head Office Business Promotion Division, the general manager of divisions of personnel, risk management and compliance, and the officer in charge of corporate planning, personnel, risk management, compliance, sales planning, business solution, regional finance and treasury, and served as President from June 2014 at the Group company, The Eighteenth Bank. At the Company, he served as Director from June 2019. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	4,862 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	Masahiko Fukasawa Born on November 25, 1960 Reelection External Officer Independent Director Attendance at the meetings of the Board of Directors: 14/14 (100%)	April 1984: Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) April 1993: Joined A.T. Kearney, Inc. May 2002: Japan Representative of A.T. Kearney, Inc. (concurrently served as Chairman of Korea Office since 2005) January 2007: Chairman of China Office of A.T. Kearney, Inc. May 2012: Joint Representative of Japan of AlixPartners Asia, LLC February 2014: Joint Representative of Asia and Joint Representative of Japan of AlixPartners Asia, LLC (present position) June 2016: External Director of the Company (present position) June 2016: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for External 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 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 contributing to the medium- to long-term improvement of the corporate value of the Group.	2,616 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
9	Toshiya Kosugi Born on July 30, 1958 Reelection External Officer Independent Director Attendance at the meetings of the Board of Directors: 14/14 (100%)	April 1982: Joined Nippon Electric Company, Limited August 1991: Joined McKinsey & Company, Inc. October 1992: General Manager of Personnel and General Affairs Division, Uniden Corp. August 1994: Sr. Director of Human Resources Division, Apple Computer, Inc. and Director in charge of Human Resources, Apple Inc. May 2010: Representative Partner, Truth, Human Science &Management Organization Laboratory LLC (present position) April 2016: Project Professor, Graduate School of Science and Technology, Keio University (present position) June 2017: External Director of the Company (present position) June 2017: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position) June 2017: Outside Director of ESPEC CORP. (present position) (Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for External 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 &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 8). 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 contributing to the medium- to long-term improvement of the corporate value of the Group.	975 shares

(Notes) 1. No special interests exist between the candidates for the positions of Directors and the Company.
2. Mr. Takashige Shibato, as of May 19, 2020, is scheduled to be appointed as Outside Director (Audit & Supervisory Committee Member) of Nishi-Nippon Railroad Co., Ltd., effective June 26, 2020.
3. 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).
4. 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.
5. Mr. Masahiko Fukasawa is an External Director for the Company with term of office of 4 years as of the conclusion of this Annual Shareholders Meeting.
6. Mr. Toshiya Kosugi is an External Director for the Company with term of office of 3 years as of the conclusion of this Annual Shareholders Meeting.

7. Transactions between Mr. Masahiko Fukasawa as individual and the Group, and between the company to which Mr. Masahiko Fukasawa belongs and the Group
   - There are no advisory contracts between AlixPartners Asia, LLC (hereinafter referred to as "LLC"), to which Mr. Masahiko Fukasawa belongs and the Group.
   - The Group entered into a consulting contract with LLC relating to individual cases during the fiscal year two years prior to the preceding fiscal year. However, the transaction amount with the Group for the said fiscal year is as minimal as less than 1% of net sales of LLC and consolidated operating gross profit of the Company. There were previously no consulting transactions and business relationships between LLC and the Group, other than the aforementioned consulting contract relating to individual cases, prior or subsequent to the said fiscal year to date.
   - There are no advisory contracts, consulting contracts, or business relationships between Mr. Masahiko Fukasawa as individual and the Group (except for a stationary relationship as a general depositor).
   - Mr. Masahiko Fukasawa does not directly take part in consultations for the Group and the Company does not pay him separate remuneration, etc. other than Director remuneration.
8. Transactions between Mr. Toshiya Kosugi as individual and the Group, and between the company to which Mr. Toshiya Kosugi belongs and the Group
   - There are no advisory contracts, consulting transactions or business relationships between Mr. Toshiya Kosugi as individual and the Group, and between Truth, Human Science & Management Organization Laboratory LLC, to which Mr. Toshiya Kosugi belongs and the Group (except for a stationary relationship as a general depositor with Mr. Toshiya Kosugi as individual).
9. 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.

Agenda No. 4 Election of Three (3) Directors Serving as Audit & Supervisory Committee Members

The Company, conditional upon the approval of Agenda No. 2 "Partial Amendments to the Articles of Incorporation," shall transition to a Company with an Audit & Supervisory Committee. Accordingly, we ask for the election of three (3) Directors serving as Audit & Supervisory Committee Members.

The Audit & Supervisory Board approved this Agenda.

The resolution for this Agenda shall take effect when the amendments to the Articles of Incorporation become effective, as proposed in Agenda No.2 "Partial Amendments to the Articles of Incorporation."

The candidates for Directors serving as Audit & Supervisory Committee Members are as follows:

Candidate No.	Name		Present position at the Company
1	Kazunori Tanaka	New election	Audit & Supervisory Board Member
2	Hideo Yamada	New election External Officer Independent Director	Audit & Supervisory Board Member (External)
3	Nobuko Ishibashi	New election External Officer Independent Director	-

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	Kazunori Tanaka Born on June 28, 1961 New election	April 1986: Joined The Bank of Fukuoka, Ltd. April 2008: General Manager of Shimonoseki Branch of the said bank April 2011: General Manager of the Human Resources Development Department, Human Resources Administration Division of the Company April 2013: General Manager of the Treasury Division of The Bank of Fukuoka, Ltd. April 2015: General Manager of the Risk Management Division of the said bank April 2017: General Manager of the Internal Audit Division of the said bank April 2018: General Manager of the Internal Audit Division of the Company April 2019: Assistant to the Human Resources Division of The Bank of Fukuoka, Ltd. June 2019: Audit & Supervisory Board Member of the Company (present position) (Reasons for appointment of the candidate for Director serving as an Audit & Supervisory Committee Member) Kazunori Tanaka has held positions as the general manager of divisions of auditing, risk management and treasury at the Group company, The Bank of Fukuoka. At the Company, he has served as the general manager of the Group's audit division and as an Audit & Supervisory Board Member from June 2019. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a Director serving as an Audit & Supervisory Committee Member with respect to group management and overall bank 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.	1,783 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	Hideo Yamada Born on February 23, 1955 New election External Officer Independent Director Attendance at the meetings of the Board of Directors: 14/14 (100%) Attendance at the meetings of the Audit & Supervisory Board: 12/12 (100%)	April 1981: Joined Mitsubishi Research Institute, Inc. April 1989: Joined Systems Science Institute of Waseda University April 1997: Professor at the said institute June 2001 Audit & Supervisory Board Member (Outside) of Yamanouchi Pharmaceutical Co., Ltd. April 2005: Audit & Supervisory Board Member (Outside) of Astellas Pharma Inc. April 2007: Professor of Graduate School of Commerce of Waseda University June 2011: Audit & Supervisory Board Member (Outside) of NEC Corporation June 2015: External Audit & Supervisory Board Member of the Company (present position) April 2016: Professor of Graduate School of Business and Finance of Waseda University (present position) (Reasons for appointment of the candidate for External Director serving as an Audit & Supervisory Committee Member) Although Hideo Yamada has never been directly involved in the management of a corporation, he possesses extensive practical experience and advanced capabilities and insight in the corporate management strategies, finance and accounting fields gained through his extensive career including Professor of Graduate School of Business and Finance of Waseda University. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 4). He is appointed as a candidate for External Director serving as an Audit & Supervisory Committee 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 and appropriateness of business 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.	249 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	Nobuko Ishibashi Born on June 12, 1961 New election External Officer Independent Director	April 1989: Registered as lawyer October 1995: Established the Iguchi & Ishibashi Law Office October 2004: Representative Employee Lawyer of Kobe City Law Office (present position) June 2015: External Director of Kansai Urban Banking Corporation (currently Kansai Mirai Bank, Limited) June 2019: External Director of Kamigumi Co., Ltd. (present position) External Auditor of the Board of Takamatsu Construction Group Co., Ltd. (present position) (Reasons for appointment of the candidate for External Director serving as an Audit & Supervisory Committee Member) Although Nobuko Ishibashi has never been directly involved in the management of a corporation, she possesses extensive practical experience and advanced capabilities and insight in legal affairs in general as an attorney. Additionally, she meets all the requirements of independence criteria set forth by the Company, and there is no issue with her independence (Note 5). She is appointed as a candidate for External Director serving as an Audit & Supervisory Committee Member on the judgment that she is able to provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance and appropriateness of business executions of the Company by utilizing her extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.	- shares

(Notes) 1. No special interests exist between any of the candidates for the positions of Directors serving as Audit & Supervisory Committee Members and the Company.

2. Mr. Hideo Yamada is a candidate for External Director. He is registered as an independent director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders. In addition, Ms. Nobuko Ishibashi is a new candidate for External Director serving as an Audit & Supervisory Committee Member. She is expected to be registered as an independent director as stipulated in the Securities Listing Regulations, having no potential conflicts of interest with general shareholders.

3. Mr. Hideo Yamada is an External Audit & Supervisory Board Member for the Company with his term of office of 5 years as of the conclusion of this Annual Shareholders Meeting.

4. Transactions between Mr. Hideo Yamada as individual and the Group, and between the entity to which Mr. Hideo Yamada belongs and the Group
   - There are no donations or business relationships between Mr. Hideo Yamada as individual and the Group, and between Waseda University to which Mr. Hideo Yamada belongs and the Group (except for a stationary relationship as a general depositor with Mr. Hideo Yamada as individual).

5. Transactions between Ms. Nobuko Ishibashi as individual and the Group, and between the entity to which Ms. Nobuko Ishibashi belongs and the Group
   - There are no advisory contracts, consulting transactions or business relationships between Ms. Nobuko Ishibashi as individual and the Group, and between Kobe City Law Office to which Ms. Nobuko Ishibashi belongs and the Group (except for a stationary relationship as a general depositor with Ms. Nobuko Ishibashi as an individual).

6. Liability Limitation Agreements with External Directors
   - If Mr. Hideo Yamada and Ms. Nobuko Ishibashi are elected as External Director at this Annual Shareholders Meeting, the Company plans to execute agreements with them respectively, 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.

Agenda No. 5 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members

The Company, conditional upon the approval of Agenda No. 2 "Partial Amendments to the Articles of Incorporation," shall transition to a Company with an Audit & Supervisory Committee. Accordingly, in preparation for instances in which the number of Directors serving as Audit & Supervisory Committee Members is short of the statutory minimum, we 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. Conditional upon the approval of Agenda No. 4 "Election of Three (3) Directors Serving as Audit & Supervisory Committee Members," we ask for the election of Mr. Naohiko Gondo as the substitute for Director serving as Audit & Supervisory Committee Member Mr. Kazunori Tanaka, and Mr. Masamichi Miura as the substitute for Director serving as Audit & Supervisory Committee Member Mr. Hideo Yamada and Director serving as Audit & Supervisory Committee Member Ms. Nobuko Ishibashi.

The Audit & Supervisory Board approved this Agenda.

The resolution for this Agenda shall take effect when the amendments to the Articles of Incorporation become effective, as proposed in Agenda No.2 "Partial Amendments to the Articles of Incorporation," and shall remain in effect until the holding of the next Annual Shareholders Meeting.

The candidates for Substitute Directors serving as Audit & Supervisory Committee Members are as follows:

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	Naohiko Gondo Born on May 12, 1959	April 1983: Joined The Bank of Fukuoka, Ltd. April 2006: Chief Secretary of the said bank April 2009: General Manager of Tokyo Branch of the said bank April 2011: General Manager of the Human Resources Division of the said bank April 2011: General Manager of the Human Resources Administration Division of the Company April 2013: Executive Officer & General Manager of the Human Resources Division of The Bank of Fukuoka, Ltd. April 2014: Executive Officer & Executive General Manager of Ken-nan District Administrative Headquarters of the said bank April 2017: Audit & Supervisory Board Member of the said bank (present position) (Status of material concurrent positions) Audit & Supervisory Board Member of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for Substitute Director serving as an Audit & Supervisory Committee Member) 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 & 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 a Director serving as an Audit & Supervisory Committee Member with respect to group management and overall bank operations. 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.	7,664 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	October 2001: Registered as lawyer October 2001: Joined Miura Okuda Iwamoto Law Office (currently Miura Okuda Sugihara Law Office) April 2007: Partner of Miura Okuda Sugihara Law Office (present position) May 2018: External Director of YASKAWA INFORMATION SYSTEMS Corporation (currently YE DIGITAL Corporation) (present position) (Reasons for appointment of the candidate for Substitute External Director serving as an Audit & Supervisory Committee Member) 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. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 4). He is appointed as a candidate for Substitute Director serving as an Audit & Supervisory Committee 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 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.	- 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 transactions 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.

Agenda No. 6 Determination of the Amount of Remuneration to Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The amount of remuneration to the Directors of the Company was determined to be within 30 million yen monthly (including 2 million yen monthly for External Directors) by resolution of the 1st Annual Shareholders Meeting held on June 27, 2008, and has not been changed to date. However, as the Company, conditional upon the approval of Agenda No. 2 "Partial Amendments to the Articles of Incorporation," will transition to a Company with an Audit & Supervisory Committee, it proposes to abolish the existing provisions regarding the amount of remuneration to the Directors, and determine a new amount of remuneration to the Directors (excluding Directors serving as Audit & Supervisory Committee Members).

Specifically, the Company asks that the amount of remuneration to Directors (excluding Directors serving as Audit & Supervisory Committee Members) be set within 25 million yen monthly (including 2 million yen monthly to External Directors), in light of various circumstances including economic conditions.

Currently, there are thirteen (13) Directors (including two (2) External Directors), and if Agenda No. 2 "Partial Amendments to the Articles of Incorporation" and Agenda No. 3 "Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)" are approved as proposed, the number of Directors (excluding Directors Serving as Audit & Supervisory Committee Members) will be nine (9) (including two (2) External Directors).

The resolution for this Agenda shall take effect when the amendments to the Articles of Incorporation become effective, as proposed in Agenda No.2 "Partial Amendments to the Articles of Incorporation."

Agenda No. 7 Determination of the Amount of Remuneration to Directors Serving as Audit & Supervisory Committee Members

The Company, conditional upon the approval of Agenda No. 2 "Partial Amendments to the Articles of Incorporation," shall transition to a Company with an Audit & Supervisory Committee. Accordingly, the Company proposes to determine the amount of remuneration to Directors serving as Audit & Supervisory Committee Members.

Specifically, the Company asks that the amount of remuneration to Directors serving as Audit & Supervisory Committee Members be set within 6 million yen monthly, in light of various circumstances including economic conditions.

If Agenda No. 2 "Partial Amendments to the Articles of Incorporation" and Agenda No. 4 "Election of Three (3) Directors Serving as Audit & Supervisory Committee Members" are approved as proposed, the number of Directors Serving as Audit & Supervisory Committee Members will be three (3).

The resolution for this Agenda shall take effect when the amendments to the Articles of Incorporation become effective, as proposed in Agenda No.2 "Partial Amendments to the Articles of Incorporation."

(Reference)

Fukuoka Financial Group

Criteria for Independence

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

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

(Notes) 1. "Subsidiary bank"
The banks that are subsidiaries of Fukuoka Financial Group, Inc.

2. "A person or an entity whose principal customer is the Company or its subsidiaries"
Judgment shall be determined by either of the following criteria:
   - Annual transaction amount between such person or entity and the Company or its subsidiaries exceeds 2% of the annual consolidated sales of that person or entity
   - When such person or entity is dependent on the Company or its subsidiaries in terms of financing to the extent that the person or entity has no alternative sources, such as a case where that person or entity has difficulty in borrowing funds from financial institutions other than the Company or its subsidiaries.

3. "A principal customer of the Company or its subsidiaries"
Judgment shall be made based on whether annual operating gross profit resulting from transactions with such customer exceeds 2% of the annual consolidated operating gross profit of the Company

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

5. "Insignificant"
An individual below the rank of Director, Executive Officer, Audit & Supervisory Board Members, or departmental head (for an individual from an entity such as a law firm or audit firm, an individual without a professional license such as an attorney at law or public accountant).