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(Securities Code: 7189)
June 7, 2021

To Shareholders with Voting Rights:

Hiromichi Tanigawa
President
Nishi-Nippon Financial Holdings, Inc.
1-1, Hakata-ekimae 3-chome, Hakata-ku,
Fukuoka, Japan

NOTICE OF CONVOCATION OF THE 5TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that the 5th Annual General Meeting of Shareholders of Nishi-Nippon Financial Holdings, Inc. (the "Company," with its subsidiaries, the "Group") will be held for the purposes described below.

Amid the ongoing spread of the novel coronavirus disease (COVID-19), we have given the highest priority to ensure the health and safety of shareholders and thereby decided to hold the meeting with appropriate preventative measures in place.

Lately, the number of people infected with the COVID-19 variant has been increasing, which is considered to be more infections than conventional types. To prevent the spread of the infections, you are kindly asked to exercise your voting rights in advance in writing or via the Internet, etc. as much as possible and refrain from attending the meeting in person on the day. Especially, we strongly request elderly people and those with underlying disease to refrain from attending the meeting in person.

1. **Date and Time**: Tuesday, June 29, 2021 at 10:00 a.m. JST
   (Reception begins: 9:00 a.m. JST)

2. **Place**: Meeting Room on the third floor, Annex of Head Office of THE NISHI-NIPPON CITY BANK, LTD.,
   3-6, Hakata-ekimae 1-chome, Hakata-ku, Fukuoka, Japan

3. **Meeting Agenda**:
   Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company's 5th Fiscal Year (from April 1, 2020 to

March 31, 2021) and the results of the audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Committee

2. Non-consolidated Financial Statements for the Company's 5th Fiscal Year (from April 1, 2020 to March 31, 2021)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of 5 Directors (excluding those who are Audit and Supervisory Committee members)

Proposal No. 3: Election of 2 Directors who are Audit and Supervisory Committee members

Instructions for Exercise of Voting Rights:

If exercising your voting rights in advance

Exercise of Voting Rights by Mail (in Writing)

Exercise deadline: Arrival by Monday, June 28, 2021 at 5:00 p.m. JST

Voting rights may be exercised by mail. Please review the "Reference Documents for the General Meeting of Shareholders", indicate your vote for or against the proposals on the Voting Rights Exercise Form, and return it.

Exercise of Voting Rights via the Internet, etc.

Exercise deadline: By Monday, June 28, 2021 at 5:00 p.m. JST

Voting website: https://www.e-sokai.jp

Please access the voting website on the Internet, follow the instructions on the voting website, and indicate your vote for or against the proposals.

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. Additionally, if you submit your vote multiple times via the Internet, only the last vote will be valid.

If attending the General Meeting of Shareholders

Date and time of the General Meeting of Shareholders:

Tuesday, June 29, 2021 at 10:00 a.m. JST

(The reception is scheduled to begin at 9:00 a.m. JST)

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for identification.

For resource-saving, please bring your own copy of this notice of convocation.

End

- Among the documents to be provided with this notice of convocation, "the Systems to Secure the Appropriateness of Operations" of the Business Report, the "Consolidated Statement of Changes in Net Assets" of the Consolidated Financial Statements, Notes to the Consolidated Financial Statements, "Non-consolidated Statement of Changes in Net Assets" of the Non-consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company's website (https://www.nnfh.co.jp/) in accordance with laws and regulations as well as Article 17 of the Articles of Incorporation of the Company. Therefore, they are not included in the Attached Documents to this Notice of Convocation of the Annual General Meeting of Shareholders.
  Accordingly, the Attached Documents to this Notice of Convocation of the Annual General Meeting of Shareholders include only part of the Consolidated Financial Statements and the Non-consolidated Financial Statements which have been audited by the Independent Auditor

and the Audit and Supervisory Committee during the course of preparation of the Independent Auditor's Report and the Audit Report, respectively.

- Any correction to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website (https://www.nnfh.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company's basic policy is to strengthen its financial standing via appropriate enrichment of internal reserves and to conduct stable and continuous dividends. In the medium term, with an annual dividend of 25 yen per share as a base, the Company aims to provide returns to shareholders equivalent to approximately 30% of the net income attributable to shareholders of the Company, and in consideration of factors such as contemporary economic trends, financial conditions, and business results forecasts, determines the returns for each fiscal year.

Based on the above policy, the Company proposes the year-end dividends for the 5th fiscal year as follows:

Matters concerning year-end dividends

1. Kind of dividend property

   Cash

2. Matters concerning the allotment of dividend property to shareholders and the total amount thereof

   15 yen per share of common stock

   The total amount dividends 2,222,619,315 yen

   Furthermore, as 15 yen were paid per share as an interim dividend during this fiscal period, annual dividends will amount to 30 yen per share.

3. Effective date of the distribution of surplus

   June 30, 2021

Proposal No. 2: Election of 5 Directors (excluding those who are Audit and Supervisory Committee members)

The terms of office of all of the 5 Directors (excluding those who are Audit and Supervisory Committee members) will expire at the conclusion of this Annual General Meeting of Shareholders. It is proposed that 5 Directors (excluding those who are Audit and Supervisory Committee members) be elected.

The candidates are as follows:

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions and responsibilities at the Company
(significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Isao Kubota
(Dec. 6, 1942)

[Reappointment]</td><td>Apr. 1966 Joined the Ministry of Finance
Jun. 1995 Director General of the Customs and Tariff Bureau, the Ministry of Finance
Jul. 1997 Deputy Vice Minister of Director-General's Secretariat, the National Land Agency
Jul. 1999 Administrative Vice-Minister, the National Land Agency
Sep. 2000 Vice-president, Urban Development Corporation
Jul. 2002 Chairman, Lone Star Japan Acquisitions, LLC
May 2006 Joined THE NISHI-NIPPON CITY BANK, LTD. (the "Bank")
Advisor, the Bank
Jun. 2006 President (Representative Director), the Bank
Jun. 2014 Chairman (Representative Director), the Bank (current position)
Oct. 2016 Chairman (Representative Director), the Company (current position)
(Significant concurrent positions)
Chairman (Representative Director), THE NISHI-NIPPON CITY BANK, LTD.
Chairman of Fukuoka Association of Corporate Executives</td><td>2,000 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for director]
Since taking office as president in 2006 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Isao Kubota has contributed to the performance improvement of the bank by exercising strong leadership, as well as overcoming various issues in connection with the merger, paying off public funds and adopting core-banking system shared by regional banks. Additionally, he was appointed chairman of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge as a top-level executive.</td></tr>
</table>

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
2	Hiromichi Tanigawa (Jul. 17, 1953) [Reappointment]	Apr. 1976 Joined the Ministry of Finance Jun. 2005 Director-General of Yokohama Customs, the Ministry of Finance Jul. 2008 Deputy Director-General of Minister's Secretariat, the Ministry of Finance Oct. 2008 Managing Director, Japan Finance Corporation May 2011 Joined THE NISHI-NIPPON CITY BANK, LTD. (the "Bank") Advisor, the Bank Jun. 2011 Executive Director, the Bank Jun. 2012 Representative Executive Director (Representative Director), the Bank May 2013 Representative Executive Director (Representative Director) Head of Kitakyushu &Yamaguchi Region, the Bank Jun. 2013 Deputy President (Representative Director) Head of Kitakyushu &Yamaguchi Region, the Bank Jun. 2014 President (Representative Director), the Bank (current position) Oct. 2016 President (Representative Director), the Company (current position) (Significant concurrent positions) President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Vice Chairman of The Fukuoka Chamber of Commerce and Industry Vice Chairman of Fukuoka Association of Corporate Executives	28,200 shares
	[Reasons for nomination as a candidate for director] Since taking office as director in 2011 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Hiromichi Tanigawa has been in charge of the bank's core operations, such as the Internal Audit Division, the Corporate Risk Management & Compliance Division, the Corporate Planning Division and Head of Kitakyushu & Yamaguchi Region. Since taking office as president of the bank in June 2014, he has been at the forefront of leading initiatives toward improving business results of the bank. Additionally, he was appointed president of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge as a top-level executive.		

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
3	Hideyuki Murakami (Mar. 14, 1961) [Reappointment]	Apr. 1983 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the "Bank") May 2007 General Manager of Hakataeki Higashi Branch, the Bank May 2008 General Manager of the Human Resources Division and the Human Resource Development Office, the Bank Jun. 2010 Executive Officer General Manager of the Human Resources Division and the Human Resource Development Office, the Bank May 2012 Executive Officer General Manager of the Corporate Planning Division, the Bank Jun. 2012 Senior Executive Officer General Manager of the Corporate Planning Division, the Bank Jun. 2014 Managing Director, the Bank Oct. 2016 Director, In charge of the Compliance & Risk Management Division, Deputy in charge of the Corporate Planning Division, the Company (current position) Jun. 2018 Executive Director, the Bank Jun. 2020 Executive Director Head of Tokyo Headquarters In charge of the Corporate Planning Division, the Corporate Risk Management Division and the International Business Division, the Bank (current position) (Significant concurrent positions) Executive Director, THE NISHI-NIPPON CITY BANK, LTD. Audit and Supervisory Committee member, Showa Manufacturing Co., Ltd.	5,200 shares
	[Reasons for nomination as a candidate for director] Mr. Hideyuki Murakami served as General Manager of Hakataeki Higashi Branch, General Manager of the Human Resources Division and General Manager of the Corporate Planning Division at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group. Since taking office as director in 2014 at the Bank, he has been in charge of the bank's core operations, such as the Head of Tokyo Headquarters, the Internal Audit Division, the Corporate Planning Division, the Corporate Risk Management & Compliance Division, the Corporate Risk Management Division, the Compliance Risk Supervisory Division, the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division and the International Business Division. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions and responsibilities at the Company
(significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">4</td><td>Kiyota Takata
(Jan. 5, 1954)

[Reappointment]</td><td>Apr. 1978 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)
Jun. 2006 Executive Officer
General Manager of Executive Secretariat, the Bank
Jun. 2007 Director
General Manager of Executive Secretariat, the Bank
Jun. 2010 Managing Director, the Bank
Jun. 2011 Managing Director, the Bank
Jun. 2012 Executive Director, the Bank
Jun. 2016 Deputy President (Representative Director), the Bank
Oct. 2016 Director
In charge of the Corporate Planning Division, the Company
Apr. 2021 Deputy President (Representative Director)
In charge of the Corporate Administration Division, the Internal Audit Division, the Public Relations Division, the Executive Secretariat and the Human Resources Division, the Bank (current position)
Apr. 2021 Director
In charge of the Internal Audit Division, the Corporate Planning Division and the Group Strategy Planning Division, the Company (current position)
(Significant concurrent positions)
Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD.
Director, PIETRO Co., Ltd.</td><td>15,470 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for director]
Since taking office as director in 2007 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Kiyota Takata has been in charge of the Public Relations Division, the Executive Secretariat, the Human Resources Division, the Internal Audit Division and the International Business Division, and has accumulated experience in business operations. Additionally, he was appointed director of the Company in October 2016. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company’s management from his experience, capability, personality and knowledge.</td></tr>
</table>

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
5	Takashige Honda (Dec. 23, 1965) [New appointment]	Apr. 1988 Joined NISHI-NIPPON BANK (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the "Bank") May 2014 General Manager of the Corporate Planning Division, the Bank June 2016 Executive Officer General Manager of the Corporate Planning Division, the Bank Oct. 2016 General Manager of the Corporate Planning Division, the Company Jun. 2018 Managing Director General Manager of the Corporate Planning Division, the Bank Jun. 2020 Managing Director, the Bank Jun. 2020 Executive Officer Deputy in charge of the Corporate Planning Division, the Company (current position) Apr. 2021 Managing Director In charge of the Corporate Planning Division, the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division and the Corporate Administration Division, the Bank (current position) (Significant concurrent positions) Managing Director, THE NISHI-NIPPON CITY BANK, LTD.	2,431 shares
	[Reasons for nomination as a candidate for director] Since taking office as director in 2020 at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, Mr. Takashige Honda has been in charge of the Corporate Planning Division, the Treasury & Portfolio Investment Division and the Treasury & Securities Transaction Division, and has accumulated experience in business operations. Additionally, he was appointed executive officer of the Company in 2020 after serving as General Manager of the Corporate Planning Division from October 2016 and is familiar with corporate planning. The Company nominates him as a candidate for director as he has been judged to be qualified as director by comprehensively assessing his experience, capability, personality and knowledge.		

(Notes) 1. There is no special interest between each candidate for director and the Company.
2. Mr. Takashige Honda is a new director candidate.
3. The Company has entered into a directors and officers liability insurance contract under which all of the directors are the insured parties. The said insurance contract covers damages that may arise from the insured directors assuming responsibilities concerning the execution of their duties or receiving claims made against them pertaining to the pursuit of such responsibilities. If the appointment of each candidate as director is approved, they will be the insured parties covered by the said insurance contract and the Company intends to renew the contract during their terms of office.

Proposal No. 3: Election of 2 Directors who are Audit and Supervisory Committee members

The term of office of Mr. Toshio Sakemi, Director who is an Audit and Supervisory Committee member, will expire and Mr. Hirohiko Okumura, Director who is an Audit and Supervisory Committee member, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Directors who are Audit and Supervisory Committee members is proposed.

This proposal has been approved by Audit and Supervisory Committee.

The candidates are as follows:

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions and responsibilities at the Company
(significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Toshio Sakemi
(Feb. 27, 1953)

[Reappointment]

Outside

Independent Director</td><td>Apr. 1975 Joined SAIBUGAS Co., Ltd. (currently SAIBU GAS HOLDINGS CO., LTD.)
Jun. 2008 Executive Officer
Head of the Living Energy Division, Energy Management Headquarters, SAIBUGAS Co., Ltd.
Apr. 2009 President and Representative Director, MARUTAI Co., LTD. (Resigned in April 2011)
Apr. 2011 Associate Senior Executive Officer, SAIBUGAS Co., Ltd. (currently SAIBU GAS HOLDINGS CO., LTD.)
Jun. 2011 Director, Associate Senior Executive Officer, SAIBUGAS Co., Ltd.
Apr. 2013 President (Representative Director) and Chief Executive Officer, SAIBUGAS Co., Ltd.
Jun. 2017 Corporate Auditor, Kyudenko Corporation (resigned in June 2019)
Apr. 2019 Chairman (Representative Director), SAIBUGAS Co., Ltd. (currently SAIBU GAS HOLDINGS CO., LTD.) (current position)
Jun. 2019 Corporate Auditor, Hiroshima Gas Co., Ltd. (current position)
Jun. 2019 Director, Audit and Supervisory Committee member, the Company (current position)
Mar. 2021 Director, THE TORIGOE CO.,LTD. (current position)
(Significant concurrent positions)
Chairman (Representative Director), SAIBU GAS HOLDINGS CO., LTD.
Corporate Auditor, Hiroshima Gas Co., Ltd.
Director, THE TORIGOE CO.,LTD.</td><td>0 shares

Attendance at the meeting of the Board of Directors: 92.3 % (12 times/13 times)

Attendance at the meeting of the Audit and Supervisory Committee: 87.5% (7 times/ 8 times)</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for outside director who is an Audit and Supervisory Committee member and expected roles]
Mr. Toshio Sakemi has considerable experience and extensive knowledge as a corporate manager. The Company nominates him as a candidate for outside director who is an Audit and Supervisory Committee member in the expectation that he will contribute to strengthening the supervisory function.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions and responsibilities at the Company
(significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Chiharu Kubo
(Mar. 9, 1948)

[New appointment]

Outside

Independent Director</td><td>May 1973 Joined Department of Psychosomatic Medicine, School of Medicine, Kyushu University
Feb. 1993 Professor of Medical Sciences, School of Medicine, Kyushu University
Apr. 2008 Director, Kyushu University Hospital
Apr. 2014 Vice President, International University of Health and Welfare (resigned in September 2014)
Oct. 2014 President, Kyushu University (resigned in September 2020)
Oct. 2020 Professor, Nakamura Gakuen University
Nov. 2020 President, Nakamura Gakuen University (current position)
(Significant concurrent positions)
President, Nakamura Gakuen University
Chairman and President, KYUSHU CITIZENS' COLLEGE
Chairman, Japanese Society of Psychosomatic Internal Medicine
Chairman, Japanese Society of Autogenic Therapy</td><td>0 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for outside director who is an Audit and Supervisory Committee member and expected roles]
Mr. Chiharu Kubo has expertise as a doctor and a university professor as well as considerable experience and comprehensive knowledge as a university manager such as Director of Kyushu University Hospital and President of Kyushu University. The Company nominates him as a candidate for outside director who is an Audit and Supervisory Committee member in the expectation that he will contribute to strengthening the supervisory function.</td></tr>
</table>

(Notes) 1. There are banking transactions between Mr. Toshio Sakemi and Mr. Chiharu Kubo, and the Group. However, they are ordinary banking transactions and there is no special interest between these candidates and the Group.

2. There are ordinary banking transactions between the Group and SAIBU GAS HOLDINGS CO., LTD. and Hiroshima Gas Co. Ltd., of which Mr. Toshio Sakemi, a candidate for director who is an Audit and Supervisory Committee member, serves as officer. However, concerning each of the 2 companies, the sales from transactions with the Group accounts for less than 1% of the total sales, and the gross operating profit gained from transactions with each of the 2 companies also accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis. There are no transactions between THE TORIGOE CO.,LTD. and the Group.

3. There are ordinary banking transactions between Nakamura Gakuen University, of which Mr. Chiharu Kubo, a candidate for director who is an Audit and Supervisory Committee member, serves as President and Kyushu University, of which he served as President, and the Group. However, concerning each of the 2 universities, the sales from transactions with the Group accounts for less than 1% of the total sales, and the gross operating profit from transactions with each of the 2 universities also accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis.

4. Mr. Toshio Sakemi and Mr. Chiharu Kubo are candidates for outside directors who are Audit and Supervisory Committee members.

5. Some employees of Kyudenko Corporation, where Mr. Toshio Sakemi served as Outside Corporate Auditor, were prosecuted and convicted in March and April 2019 in connection with the construction work of a night-soil treatment plant ordered by Chikujomachi, Fukuoka Prefecture in 2016.
Although Mr. Sakemi had not been aware of the incident beforehand, he had been giving recommendations as necessary concerning the importance of compliance and thorough legal compliance on a regular basis. After having become aware of the fact, he requested an investigation on the facts and offered opinions on how to further enhance the compliance system of the corporate group as a whole and promote compliance activities as well as to prevent a recurrence of such incident, thereby fully performing his duties.

6. Mr. Chiharu Kubo has not been directly involved in corporate management. Nevertheless, the Company believes that he has the capabilities to appropriately execute duties as outside director who is an Audit and Supervisory Committee member, because he has expertise as a doctor and a university professor as well as extensive experience and comprehensive knowledge as a university manager.

7. The term of office of Mr. Toshio Sakemi as outside director will have been two (2) years at the conclusion of this Annual General Meeting of Shareholders.

8. Mr. Chiharu Kubo is a new director candidate.

9. The Company has already entered into an agreement with Mr.Toshio Sakemi, Director who is an Audit and Supervisory Committee member, pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when he is in good faith and without gross negligence in performing duties as non-executive director. In addition, if this proposal is approved as originally proposed, the Company plans to continue the same agreement to limit liabilities with him.

10. If the appointment of Mr. Chiharu Kubo as Director who is an Audit and Supervisory Committee member is approved, the Company will enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when he is in good faith and without gross negligence in performing duties as non-executive director.

11. The Company has entered into a directors and officers liability insurance contract under which all of the directors are the insured parties. The said insurance contract covers damages that may arise from the insured directors assuming responsibilities concerning the execution of their duties or receiving claims made against them pertaining to the pursuit of such responsibilities. If the appointment of each candidate as director is approved, they will be the insured parties covered by the said insurance contract and the Company intends to renew the contract during their terms of office.

12. Mr. Toshio Sakemi is an Outside Director as stipulated in Article 2, Item 15 of the Companies Act. He has been registered as Independent Director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.

13. If the appointment of Mr. Chiharu Kubo as Director who is an Audit and Supervisory Committee member is approved, the Company intends to register him as Independent Director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.