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 7, 2021

Dear Shareholders:

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

Notice of Convocation of the 14th Annual Shareholders Meeting

This is to inform you that the 14th 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 Monday, June 28, 2021, after careful examination of the Reference Documents for the Annual Shareholders Meeting contained herein.

1. Date and time: June 29, 2021 (Tuesday) at 10:00 a.m.

2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka
A sufficient number of seats may not be available at the venue as the seats will be spaced out to avoid crowding. As a result, attendees may be denied entry to the venue on the date of the meeting.

3. Purposes:
Matters to be reported:
1. 14th business year (April 1, 2020 through March 31, 2021) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Committee
2. 14th business year (April 1, 2020 through March 31, 2021) Non-Consolidated Financial Statements

Matters to be acted upon:
Agenda No. 1 Appropriation of Surplus
Agenda No. 2 Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
Agenda No. 3 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members

Guidance on Exercise of Voting Rights

Exercise of Voting Rights by Attending the Meeting	Exercise of Voting Rights in Writing	Exercise of Voting Rights via the Internet, etc.
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 29, 2021 (Tuesday)	Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 28, 2021 (Monday)	Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 28, 2021 (Monday)
		<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 Committee Members for the purpose of the preparation of Audit Report by the Audit & Supervisory Committee.
* 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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Reference Documents for the Annual Shareholders Meeting

Agendas and Reference Materials

Agenda No. 1 Appropriation of Surplus

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

Matters concerning year-end dividends

The Company, which aims to continually enhance its corporate value and further strengthen its corporate constitution, has introduced a performance-linked dividend policy based on the premise of stable distributions of dividends in an effort to provide ample returns of profits to its shareholders and a dividend will be determined in accordance with the level of net income 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 ¥8,079,102,590 (total annual dividends of ¥16,158,311,781 for the fiscal year under review, including interim dividends).

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

The Company proposes June 30, 2021.

Agenda No. 2 Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of all the seven (7) Directors (excluding Directors serving as Audit & Supervisory Committee Members) will expire upon the conclusion of this Annual Shareholders Meeting. Accordingly, we ask for the election of nine (9) Directors (excluding Directors serving as Audit & Supervisory Committee Members and including seven (7) candidates for reelection) in order also to replace Directors Yuji Shirakawa and Yasuaki Morikawa, who retired by resignation on April 1, 2021.

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

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

Candidate No.	Name		Present position at the Company
1	Takashige Shibato	Reelection	Director, Chairman, President & Executive Officer [Representative Director]
2	Yasuhiko Yoshida	Reelection	Director, Deputy President & Executive Officer [Representative Director]
3	Hisashi Goto	New election	Executive Officer
4	Hiroshi Miyoshi	New election	Executive Officer
5	Toshimi Nomura	Reelection	Director & Executive Officer
6	Takujiro Mori	Reelection	Director & Executive Officer
7	Koji Yokota	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 said bank April 2005: Managing Director of said bank June 2006: Director & Managing Executive Officer of said bank April 2007: Director & Senior Managing Executive Officer of 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. (currently The Juhachi-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) June 2020: External Director (serving as Audit & Supervisory Committee Member) of Nishi-Nippon Railroad Co., 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 manage and supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	15,883 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	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 said bank October 2007: Executive Officer & General Manager of the Business Administration Division of said bank April 2009: Executive Officer & Executive General Manager of the Head Office Business Promotion Division of said bank April 2011: Director & Managing Executive Officer of 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. (currently The Juhachi-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. (currently The Juhachi-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, internal audit, personnel, 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, internal audit, personnel, 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 manage and supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	13,546 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	Hisashi Goto Born on February 3, 1962 New election	April 1985: Joined The Bank of Fukuoka, Ltd. April 2011: Deputy General Manager of the Business Administration Division of said bank April 2012: General Manager of the Corporate Planning Division of said bank April 2015: Executive Officer & General Manager of the Sales Promotion Division of said bank October 2016: Executive Officer & General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Promotion Division of said bank October 2016: General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Planning Division of the Company April 2017: Managing Executive Officer of The Bank of Fukuoka, Ltd. April 2017: Executive Officer of the Company (present position) April 2019: Director & Managing Executive Officer of the Bank of Fukuoka, Ltd. April 2020: Director & Senior Managing Executive Officer of said bank (present position) April 2020: Non-Executive Director of The Kumamoto Bank, Ltd. (Status of material concurrent positions) Director & Senior Managing Executive Officer of the Bank of Fukuoka, Ltd. (Divisions in charge of at the Company) Human Resources Administration Division, Sales Administration Division (excluding International Strategy Planning Group and Regional Revitalization Promotion Group) (Reasons for appointment of the candidate for Director) Hisashi Goto has held positions as the general manager of divisions of corporate planning, sales planning and business strategy, and the officer in charge of personnel, compliance, risk management, sales planning and general affairs, and served as Senior Managing Executive Officer from April 2020 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, compliance (CCO), risk management, sales planning and general affairs. Based on his experience, he possesses the quality and track record to properly supervise 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.	2,981 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	Hiroshi Miyoshi Born on June 18, 1962 New election	April 1986: Joined The Bank of Fukuoka, Ltd. April 2010: Deputy General Manager of the Business Finance Division of said bank April 2013: General Manager of the Credit Supervision Division of said bank January 2014: General Manager of the Public Solutions Division of said bank April 2015: General Manager of the Corporate Planning Division of said bank April 2015: General Manager of the Corporate Planning Division of the Company April 2017: Executive Officer & General Manager of the Corporate Planning Division of The Bank of Fukuoka, Ltd. April 2017: Executive Officer & General Manager of the Corporate Planning Division of the Company April 2018: Executive Officer of The Bank of Fukuoka, Ltd. April 2018: Executive Officer of the Company (present position) April 2019: Director & Managing Executive Officer of the Bank of Fukuoka, Ltd. April 2020: Director & Senior Managing Executive Officer of said bank (present position) December 2020: Non-Executive Director of Minna Bank, Ltd. (present position) (Status of material concurrent positions) Director & Senior Managing Executive Officer of the Bank of Fukuoka, Ltd., Non-Executive Director of the Minna Bank, Ltd. (Divisions in charge of at the Company) Corporate Planning Division, Business Development Division (Reasons for appointment of the candidate for Director) Hiroshi Miyoshi has held positions as the general manager of divisions of corporate planning, business strategy, public solutions, and credit supervision, and the officer in charge of corporate planning and business strategy, and served as Senior Managing Executive Officer from April 2020 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 and business strategy. Based on his experience, he possesses the quality and track record to properly supervise 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.	5,713 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
5	Toshimi Nomura Born on September 30, 1959 Reelection	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 said bank April 2013: Director & Managing Executive Officer of 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, internal audit, compliance, personnel and sales planning, and as President from April 2019 at the Group company, The Kumamoto Bank. At the Company, he has served as Director from June 2019. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a director. 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.	3,029 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	Takujiro Mori Born on February 28, 1955 Reelection	April 1978: Joined The Eighteenth Bank, Limited (currently The Juhachi-Shinwa Bank, Ltd.) June 2007: Executive Officer & Executive General Manager of the Head Office Business Promotion Division of said bank June 2010: Director & Managing Executive Officer of said bank June 2012: Director, Representative Executive Officer & Senior Managing Executive Officer of said bank June 2014: Director, Representative Executive Officer & President of said bank April 2019: Director & President of 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 Juhachi-Shinwa Bank, Ltd. (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, compliance and risk management, and the officer in charge of corporate planning, personnel, compliance, risk management, sales planning, business solution, regional finance and treasury, and served as President from June 2014 at the Group company, The Eighteenth Bank (currently The Juhachi-Shinwa Bank). At the Company, he served as Director from June 2019. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a director. 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.	5,685 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	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 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 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. (currently The Juhachi-Shinwa Bank, Ltd.) June 2017: Director & Executive Officer of the Company (present position) April 2019: Director & Deputy President of The Bank of Fukuoka, Ltd. December 2020: Director & President of Minna Bank, Ltd. (present position) (Status of material concurrent positions) Director & President of Minna Bank, Ltd. (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, digital strategy, international strategy, sales planning and general affairs, and served as Deputy President at the Group company, The Bank of Fukuoka. He has also served as President at the Group company, Minna Bank from December 2021. At the Company, he has served as the officer in charge of the Group's corporate planning, risk management, digital strategy (CDO), international strategy, sales planning and general affairs, and served as Director from June 2017. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a director. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.	5,126 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: 13/13 (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 June 2016: External Director of the Company (present position) June 2016: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position) January 2021: Managing Director, AlixPartners Asia, LLC (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 and expected roles) Masahiko Fukasawa has held positions as the Japan Representative (concurrently served as Chairman of Korea Office) and the Chairman of China Office of A.T. Kearney. He has served as the Joint Representative of Asian Region and the Joint Representative of Japan from February 2014 and Managing Director of AlixPartners Asia, LLC from January 2021. As such, he possesses extensive practical experience and specialized knowledge in consulting on management strategy and business revitalization of a wide variety of companies. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 7). He is appointed as a candidate for External Director in the expectation that he will supervise directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby contributing to the medium- to long-term improvement of the corporate value of the Group.	4,327 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: 13/13 (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: External Director of ESPEC CORP. (present position) April 2021: Visiting Professor, Professional Graduate School, Business BreakThrough University (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 and expected roles) Toshiya Kosugi has held managerial positions of personnel and general affairs divisions at Uniden Corp. and Apple Inc. and other major domestic and foreign companies. He currently serves as Representative Partner of Truth, Human Science &Management Organization Laboratory LLC. He also serves as professor at a graduate school. 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 in the expectation that he will supervise directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby contributing to the medium- to long-term improvement of the corporate value of the Group.	1,457 shares

(Notes) 1. No special interests exist between the candidates for the positions of Directors and the Company.
2. Mr. Yasuhiko Yoshida, as of May 18, 2021, is scheduled to be appointed as External Director (Audit & Supervisory Committee Member) of Plenus Company Limited, effective May 26, 2021.
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 5 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 4 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, consulting contracts or business relationships between Mr. Masahiko Fukasawa as individual and the Group, and between AlixPartners Asia, LLC, to which Mr. Masahiko Fukasawa belongs and the Group (except for a stationary relationship as a general depositor with Mr. Masahiko Fukasawa as individual).
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 contracts or business relationships between Mr. Toshiya Kosugi as individual and the Group, and between Truth, Human Science & Management Organization Laboratory LLC, to which Mr. Toshiya Kosugi belongs and the Group (except for a stationary relationship as a general depositor with Mr. Toshiya Kosugi as individual).
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.
10. Directors and officers liability insurance insuring all of the candidates for Directors
   - The Company executed a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Directors in this Agenda is approved, each of the candidates for Directors will be insured under said agreement. The Company intends to renew said agreement with the same conditions during their terms of office as Directors.

Agenda No. 3 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members

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

The following are the candidates for Substitute Directors serving as Audit & Supervisory Committee Members. We ask for the election of Mr. Yoshitaka Shimeno as the substitute for Director serving as Audit & Supervisory Committee Member Mr. Kazunori Tanaka, and Mr. Masamichi Miura as the substitute for External Director serving as Audit & Supervisory Committee Member Mr. Hideo Yamada and External Director serving as Audit & Supervisory Committee Member Ms. Nobuko Ishibashi. The resolution for this Agenda shall remain in effect until the holding of the next Annual Shareholders Meeting.

The Audit & Supervisory Committee approved this Agenda.

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Yoshitaka Shimeno Born on February 16, 1966	April 1989: Joined The Bank of Fukuoka, Ltd. April 2010: Assistant General Manager of the Credit Supervision Division of said bank October 2011: Deputy General Manager of the Credit Supervision Division of said bank April 2016: General Manager of Yahata Branch of said bank April 2018: General Manager of the Internal Audit Division of said bank April 2019: General Manager of the Internal Audit Division of the Company April 2021: Director (serving as Audit & Supervisory Committee Member) of The Bank of Fukuoka, Ltd. (present position) (Status of material concurrent positions) Director (serving as Audit & Supervisory Committee Member) of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for Substitute Director serving as an Audit & Supervisory Committee Member) Yoshitaka Shimeno has worked in credit supervision divisions and held positions as the general manager of a key branch and the general manager of the Internal Audit Division, and as Director serving as Audit & Supervisory Committee Member from April 2021 at the Group company, The Bank of Fukuoka. At the Company, he has served as General Manager of the Internal Audit Division. Based on his experience, he possesses the quality and track record to properly supervise group management and overall bank operations as a Director serving as an Audit & Supervisory Committee Member. 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.	0 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 and expected roles) 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 in the expectation that he will provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance and appropriateness of the operation executions of the Company by utilizing his extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.	0 shares

(Notes) 1. No special interests exist between the candidates for the positions of Substitute Directors serving as Audit & Supervisory Committee Members and the Company.
2. Mr. Masamichi Miura is a candidate for Substitute External Director serving as an Audit & Supervisory Committee Member.
3. If Mr. Masamichi Miura assumes the office of External Director serving as an Audit & Supervisory Committee Member, he is scheduled to be registered as an independent director as stipulated in the Securities Listing Regulations, having no potential conflict with the interest of general shareholders.
4. Transactions between Mr. Masamichi Miura as individual and the Group, and between the law firm to which Mr. Masamichi Miura belongs and the Group
   • There are no advisory contracts, consulting contracts or business relationships between Mr. Masamichi Miura as individual and the Group, and between Miura Okuda Sugihara Law Office, to which Mr. Masamichi Miura belongs and the Group (except for a stationary relationship as a general depositor with Mr. Masamichi Miura as an individual).
5. Liability Limitation Agreements with Substitute External Directors serving as Audit & Supervisory Committee Members
   • The Company plans to execute an agreement with Mr. Masamichi Miura, should he assume the office of External Director serving as an Audit & Supervisory Committee Member, to the effect that his liability shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as he is in good faith and without gross negligence in performing his duties.
6. Directors and officers liability insurance insuring all of the candidates for Substitute Directors serving as Audit & Supervisory Committee Members
   • The Company executed a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Substitute Directors serving as Audit & Supervisory Committee Members in this Agenda is approved and those candidates assume office as Directors, they will be insured under said agreement.

(Reference)

Fukuoka Financial Group

Criteria for Independence

To be deemed to have independence from the Company, the External Directors of the Company must fulfill the following requirements.

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

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

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

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

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

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