Shizuoka Financial Group

Small Meeting with Outside Directors

June 26, 2026

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Introduction to Outside Directors

Kumi Fujisawa

Position and responsibilities

Director
Nomination and Remuneration Committee member
Committee of Administrative Supervision member
Advisory Board member

Year appointed	Main posts
1995	Founded IFIS Japan Ltd. as Representative Director
2004	Director, Investment Trusts Association, Japan Director, Sophia Bank Ltd.
2011	Public Governor, Japan Securities Dealers Association (current post)
2013	**Director, Shizuoka Bank, Ltd.** Representative Director, Sophia Bank Ltd.
2014	Director, Toyota Tsusho Corporation
2018	Director, Net Protections Holdings, Inc.
2021	Director, CellSource Co., Ltd.
2022	Chairperson, Institute for International Socio-Economic Studies (current post) **Director, Shizuoka Financial Group, Inc. (current post)**
2024	Director, Mercari, Inc. (current post)
2025	Director, Toyota Motor Corporation (current post)

Kazutoshi Inano

Position and responsibilities

Director
Nomination and Remuneration Committee member
Committee of Administrative Supervision member
Advisory Board member

Year appointed	Main posts
2002	Director, President of Nomura Asset Management Co., Ltd.
2003	Director, Deputy President & Co-COO of Nomura Holdings, Inc.
2005	Director, Chairperson of the Nomura Trust and Banking Co., Ltd.
2008	Executive Managing Director, Deputy Chairperson of Nomura Securities Co., Ltd.
2009	Director, Chairperson, Representative Executive Managing Director of Nomura Asset Management Co., Ltd. Chairman of The Investment Trusts Association Chairperson of the Securities Analysts Association of Japan
2013	Chairperson of Japan Securities Dealers Association
2021	**Director, the Shizuoka Bank, Ltd.**
2022	**Director, Shizuoka Financial Group, Inc. (current post)**

Kazuto Tsubouchi

Position and responsibilities

Director (Audit & Supervisory Committee Member)
Nomination and Remuneration Committee member
Committee of Administrative Supervision member

Year appointed	Main posts
1976	Joined Nippon Telegraph and Telephone Public Corporation (currently NTT)
2000	General Manager at Kanazawa Branch, Nippon Telegraph and Telephone West Corporation
2006	Member of the Board of Directors and Managing Director of Accounts and Finance Department, NTT Docomo, Inc.
2012	Chief Finance Officer (CFO), NTT Docomo, Inc.
2015	Chairperson, Foundation for MultiMedia Communications
2018	Chairperson, Information & Telecommunication Equipment Constructor’s Association
2020	**Director, Shizuoka Bank, Ltd.**
2022	**Director (Audit & Supervisory Committee Member), Shizuoka Financial Group, Inc. (current post)**

Skills Matrix of the Board members

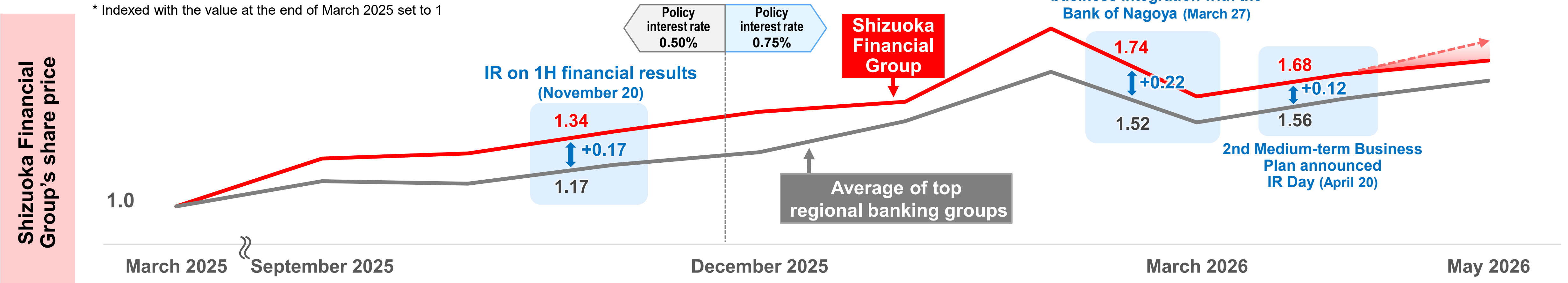
Each Board member contributes to the sustained growth of the community and of the Group by playing a role in corporate management, society/economy, and business based on their individual insights.

Skills Matrix of the Board members

		Corporate Management			Society/Economy		Business	
		Supervision of management as a listed company	Management strategies for the comprehensive financial group	Supervision of internal controls	Prospect toward regional society and economy	Response to the social changes	Comprehensive financial services	New businesses (development, M&As, composition)
Hisashi Shibata	Representative Director (President)	●	●	● Financial accounting	●		● Banking business (branch sales, market investment)	
Minoru Yagi	Representative Director		●	● Financial accounting, business administration (human resources)	●		● Banking business (branch sales, market investment)	
Yutaka Fukushima	Director		●		●		● Banking business (branch sales)	
Hiromitsu Umehara	Director			● Financial accounting	●		● Banking business (branch sales, market investment)	●
Kumi Fujisawa	Outside Director	●			●	● Innovation	● Investment business	●
Kazutoshi Inano	Outside Director	●	●		●		● Asset management business	●
Koichi Kiyokawa	Director (Audit & Supervisory Committee Member)			● Financial accounting, business administration (human resources) Risk management, internal audits	●		● Banking business (branch sales, market investment)	
Kazuto Tsubouchi	Outside Director (Audit & Supervisory Committee Member)	●		● Financial accounting		● IT/digital		●
Naomi Ushio	Outside Director (Audit & Supervisory Committee Member)	●		● Business administration (human resources)		● DE&I		
Noriyuki Yanagawa	Outside Director (Audit & Supervisory Committee Member)	●		● Legal systems, governance		● Economic and industry trends		

Discussions within the Board of Directors —Toward increased corporate value

Achieving sustained growth in corporate value through the timely sharing with the Board of marketplace evaluations and viewpoints gained from IR activities and incorporating them into management strategies



Dialogue with markets

Viewpoints gained from the large meeting (Nov.) and small meeting (Dec.)

○ Clearly indicated courses of action for balance sheet management in a world of positive interest rates

Q. What are your thoughts on courses of action for inorganic growth and target areas for growth investment?

Viewpoints gained from IR Day (April)

Q. Why are you assuming such a conservative (0.75%) policy interest rate?

Q. How will you increase ROE following the business integration with the Bank of Nagoya?

Viewpoints gained from large meeting (May)

Q. What is your future policy on balance sheet control (capital allocation, securing deposits)?

Q. What specific measures will you take to grow earnings following the business integration with the Bank of Nagoya?

Discussions within the Board of Directors

August (Board of Directors Camp)
Balance sheet management in a world of positive interest rates — Discussion

September
Group management execution report (IR report) — CEO

December-January
Group management execution report (IR/SR report) — CEO

January
2nd Medium-term Business Plan in response to transition to a world of positive interest rates — Decision

March
Business integration with the Bank of Nagoya to realize inorganic growth — Decision

April
Group management execution report (IR report) — CEO

June
Group management execution report (IR report) — CEO

Discussions within the Board of Directors —2nd Medium-term Business Plan, business integration with the Bank of Nagoya

Continuing to boost corporate value through steady progress on growth strategies formulated through enhanced Board discussions

2nd Medium-term Business Plan

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Key messages

- **Shizuoka Financial Group's own unique growth narrative independent of rising interest rates**
- **Balance sheet management** reflecting the **changing fundraising environment**
- Developing **inorganic growth drivers**

Comments in Board of Directors meetings (examples)

This Medium-term Business Plan must account for **why stakeholders choose Shizuoka Financial Group**. What factors will serve as power and engines into the future?

Since investors may see an ROE target at the 9% level **realistic** for the final fiscal year of the Medium-term Business Plan, we need to be able to explain **how likely it is that we will achieve an ROE of 10%** thereafter.

We need to build new earnings clusters through M&As and other means while strengthening the earning capabilities of core businesses.

Business integration with the Bank of Nagoya

Key messages

- **Wide-area deployment of Group functions (expanding fee-based revenues)**
- Pursuing **opportunities to secure earnings** in **metropolitan markets** Enhancing deposit-raising abilities
- **Effective use of management resources** including **securing human resources**

Comments in Board of Directors meetings (examples)

This business integration appears formulated to strategically coordinate the regional properties of both partners.
It is important to communicate the **characteristics** that make this business integration different from the many other regional bank reorganizations currently underway.

Rather than targeting a mere expansion of scale, we need to specify **what practical synergies we can achieve**.
Since the integration scheme may result in a dilution of shares, we need to present a growth narrative based on various other perspectives, including capital efficiency and ROE growth, not just growing the top line.

We need a vision for the overall Group structure based on the upcoming two-bank structure.

Feedback from market participants

- Your balance sheet management initiatives, including ways to raise funds other than deposits, are a **step ahead of other companies**.
- Putting your wealth of unrealized gains on stock to effective use is generating growth in net interest income.

- Your financial targets appear conservative and on the low side compared to other companies. We would like to hear about the specifics of your growth investments.

- Given concerns about your high loan deposit ratio, adding the Aichi market, which offers a high level of deposits, to your home field should increase the growth potential of the overall Group.

- We would like to hear a clear explanation of the results of the integration (strengthening the top line, cutting costs) at the earliest possible date.

Administration of the Shizuoka Financial Group Board of Directors

Managing the Shizuoka Financial Group Board of Directors to effectively oversee business execution and discuss various matters related to group management from broader perspectives, based on the separation of supervisory and executive functions

Enhancing discussions by the Board of Directors

The administration structured based on the appropriate delegation of authority has been established to ensure the effective separation of supervision and execution, in which the Board selects decision items by importance and monitors reports from execution units.

Major themes considered by the Board of Directors in FY2025
(examples of typical agenda items)

Proposals — Decisions

- Formulating the **2nd Medium-term Business Plan**
- **Business integration with the Bank of Nagoya**
- Acquisition of Tokyo Gas Lease
- Disposal of treasury stock through third-party allotment
- Deciding on dividends and acquisition of treasury shares
- Appointment of Directors and others, officer remuneration, etc

Reports — Monitoring

- Group management execution reports **(IR/SR reports)**
- Group CxO reports, subsidiary business reports, etc

Discussions

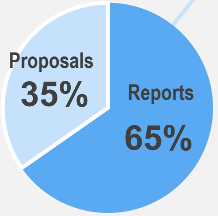
- Evaluation and analysis of Board effectiveness
- Considering the establishment of a general incorporated foundation
- Community development business, policy on establishing a new company, etc.

Enhancing broad-ranging strategic discussions

FY2024	FY2025
4	7

* Number of proposals concerning management strategy, Group organizational changes/capital and business alliances, and corporate governance

Administration geared to function as a monitoring board



Examples of business execution reports

- **CxO reports** (IT/computer systems, internal audits, compliance/risks, digital transformation [DX], business development/ innovation)
- **Group business performance reports** (Quarterly reports on financial results, etc.)

Evaluating the effectiveness of the Board

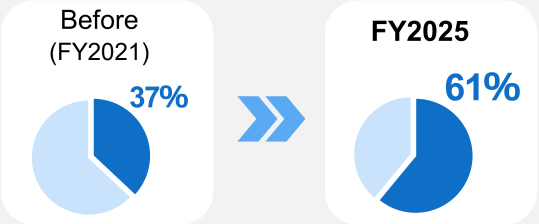
The number of agenda items has been reduced to ensure more time for deliberations than before the shift to a holding company structure.
Internal directors now have increasing opportunities to speak, which spurs lively two-way discussions between internal and outside directors.

Total agenda items and time for deliberation

	Before (FY2021)	FY2025
Agenda items	12.8	8.9
Time	8.9 min.	18.0 min.

* Total number of agenda items: average per meeting; time for deliberation: average per agenda item

Statements by internal directors



* Average per meeting

[Analysis based on results of surveys of all Directors]

Agenda items (e.g., topics) on which deliberations should be deepened

- Future directions and vision for the Shizuoka Financial Group
- Group governance premised on the two-bank structure
- Revising strategies to account for integration with the Bank of Nagoya
- Courses of action for M&A activities to expand business domains
- Discussions of topics identified by each CxO
- Causes of concern and other potential issues for the future

Administration of the Board of Directors

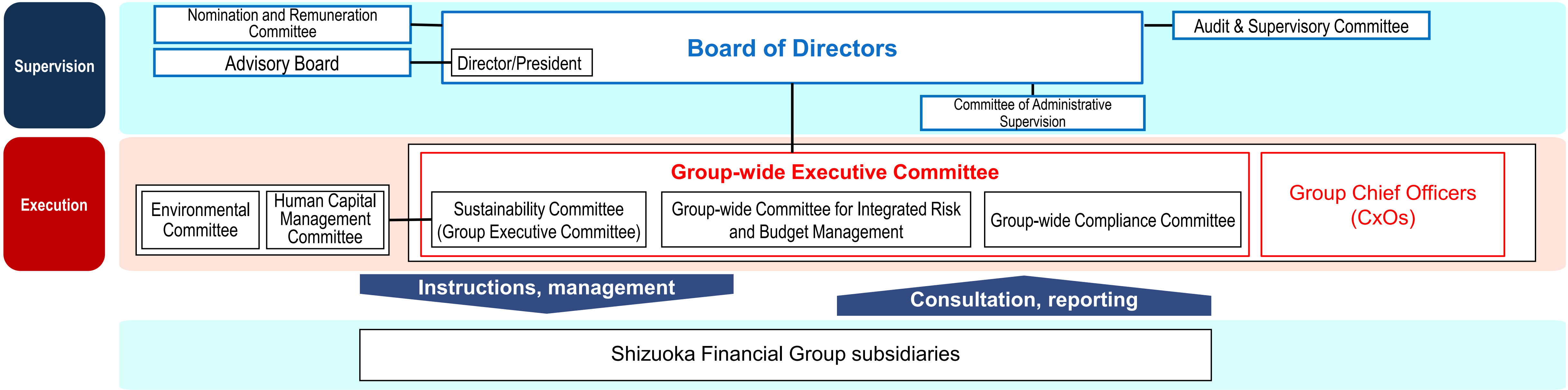
Positives

- Lively two-way discussions between internal and outside Directors
- Directors offer wide-ranging perspectives and expertise drawn from diverse backgrounds.
- Interacting with markets to raise corporate value

Matters for future consideration

- Building an effective new governance structure to prepare for integration with the Bank of Nagoya
- Strengthening attendance by those in executive sections (executive officers, subsidiary Directors) and expanding opportunities for them to speak

Shizuoka Financial Group corporate governance structure



Meetings in charge of supervisory functions

Meeting body	Category	Membership (as of June 19, 2026)	Functions
Board of Directors	Statutory	Ten Directors (including five Outside Directors)	• Responsible for corporate governance of the whole Group, enhance independence for the business execution and supervise the Group management systems and business execution.
Audit & Supervisory Committee	Statutory	Four Directors (including three Outside Directors)	• Works with internal audit sections to achieve objective audits from the vision of oversight independence of business execution.
Nomination and Remuneration Committee	Optional	Seven Directors (including five Outside Directors)	• Advises on executive nomination, remuneration systems, etc., and deliberates executive remuneration as the body tasked by the Board with remuneration decisions.
Committee of Administrative Supervision	Optional	Six Directors (including five Outside Directors) Group CIAO	• Reinforcing the supervisory functions of the Board toward the business execution by monitoring how the business is executed.
Advisory Board	Optional	Four Directors (including two Outside Directors) Seven outside experts	• Offers farsighted opinions of external experts to Group management as a managerial advisory body to the President.

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Shizuoka Financial Group Website (IR News)