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You should be aware that the issuer may purchase securities other than in connection with the transformation to a holding company structure, such as in the open market or through privately negotiated purchases.

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Dear shareholders

Transformation to a Holding Company Structure

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If you have any inquiries about the stock affairs, please contact the following.

Shareholder register administrator JAPAN SECURITIES AGENTS, LTD. Agency Department

 **0120-707-843** [Open from 9:00 a.m. to 5:00 p.m. on business days
(except Saturdays, Sundays, and national holidays)]

All or part of the contents written in this material are subject to revision or change without prior notice.

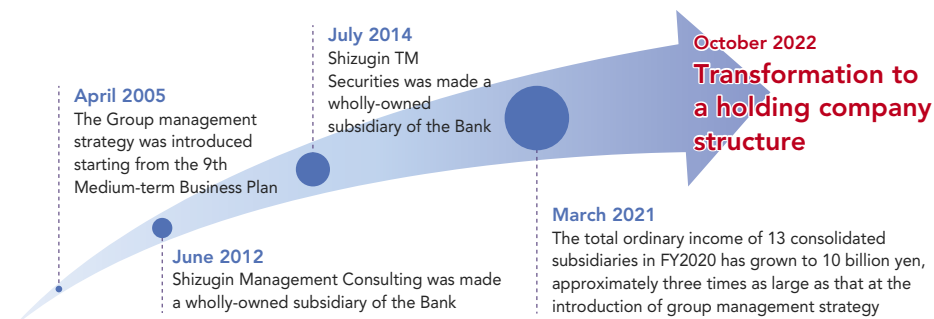
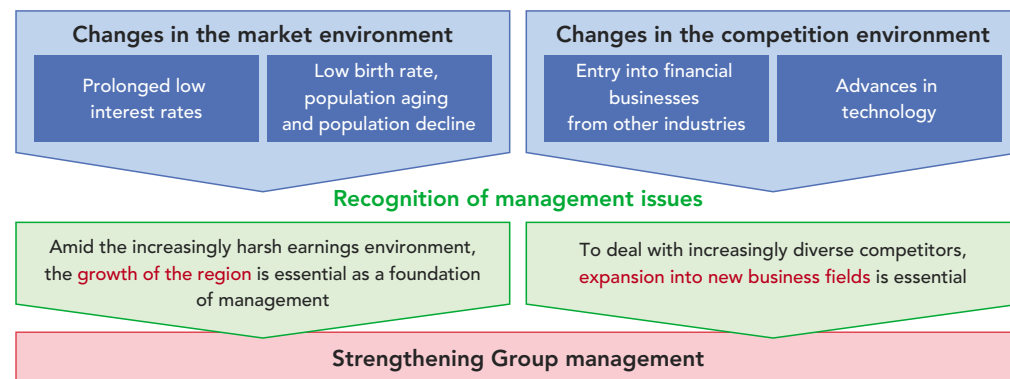
Background and Purpose of Transformation to a Holding Company Structure

The environment surrounding financial institutions is changing significantly, such as changes in demographics caused by low birth rate and population aging, and the entry into financial businesses from other industries. Recent years have also seen growing roles expected of financial institutions as companies to help resolve various social challenges, such as environmental issues and the progress of social inequality.

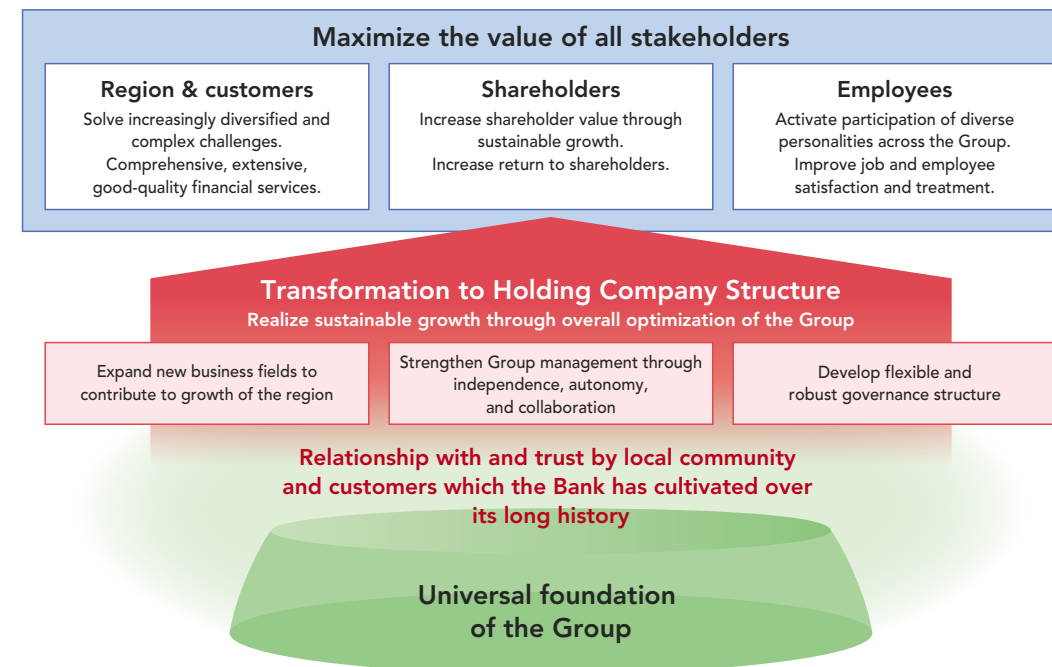
In light of these changes in the business environment, the Shizuoka Bank Group has enhanced its financial function to solve customers' challenges while increasing its combined strength as a financial group, as well as developing new business fields and working on projects, such as expanding businesses in the Tokyo Metropolitan area and collaborating with entities from outside the Group's industry.

While we have pursued sustainable growth by always keeping in mind a sound yet innovative management, we believe that we must respond even more appropriately in the future to the movement towards deregulation in banking services and to the accelerating changes in the business environment.

[Approach so far]



[Purpose of Transformation to Holding Company Structure]



Based on these circumstances, the Shizuoka Bank (the "Bank") has decided that it needs to transform to a holding company structure in order to build a resilient management structure, which will enable the Group to further contribute to the wellbeing of all stakeholders, including the community, customers, employees, and shareholders, and to continue its sustainable growth.

By transforming to a holding company structure, the Bank intends, from a long-term perspective, to expand into new business fields that will contribute to regional growth and to further expand the existing lines of business and the customer base. The Bank is going to increase the Group's combined strength as a problem-solving corporate group by further enhancing the group management that the Bank has worked on thus far and by increasing the presence of each group company, through balancing between unifying force (i.e., cooperation) and centrifugal force (i.e., independence and autonomy) under the Holding Company.

The Bank also plans transformation from a bank-dependent business model, by developing an environment where employees, who will actually work on those measures, will be even more proud and satisfied with their work than before, and by cultivating an organizational culture where new ideas and innovations will be generated, through promoting diversity management.

Corporate Philosophy

Expand dreams and affluence with our community.

The Group's corporate philosophy under the holding company structure remains the same as the current corporate philosophy.

The philosophy broadly represents guideline to the future for the Group and all of those who work there; to share future dream with the region and to realize true affluence.

The Group will keep assisting people in realizing their dreams in lives and businesses by providing high-quality services as a comprehensive financial institution in the region.

10-year Vision

A corporate group committing itself to the future of the region and producing growth of the region

The Shizuoka Bank Group's 14th Medium-term Business Plan, which started in April 2020, contains the 10-year Vision, under which the Group is committed to the growth of industry and economy in the region from a medium- to long-term perspective for the purpose of realizing the corporate philosophy. By reinforcing its combined strength as a problem-solving corporate group through the transformation to a holding company structure, the Group intends to further contribute to the bright future of the region.

SHIZUOKA FINANCIAL GROUP

Ambitions expressed in the company name

The company name represents our thoughts that we keep our gratitude to various stakeholders who have helped us grow since our foundation in Shizuoka and our pride as a company headquartered in Shizuoka, and that our existence as a corporate group providing comprehensive financial services is a universal one while the whole Group intends to expand into new business fields by transformation to a holding company structure.

Company Name	Shizuoka Financial Group, Inc.
Head Office	10, Gofukucho 1-chome, Aoi-ku, Shizuoka-shi, Shizuoka
Representative	Representative Director Katsunori Nakanishi Representative Director Hisashi Shibata
Description of business	Business administration of banks and of companies whose ownership the Company is permitted by the Banking Act to acquire, and all businesses incidental or relating to the business set forth in the preceding item; Other businesses which a bank holding company is permitted by the Banking Act
Capital	90,000 million yen
Date of incorporation	October 3, 2022
Fiscal year end	March 31
Stock exchange for listing	"Prime Market" of the Tokyo Stock Exchange
Share unit number	100
Accounting auditors	Deloitte Touche Tohmatsu LLC
Shareholder register administrator	JAPAN SECURITIES AGENTS, LTD.

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Group Structure

STEP 1

The Bank becomes a wholly-owned subsidiary of the Holding Company by incorporating the Holding Company through the Share Transfer effective as of October 3, 2022.

STEP 2

For the purpose of further enhancing cooperation and synergies within the Group, among other things, the incorporation of the Holding Company will be followed by reorganization of a total of five companies -- four of the Bank's consolidated subsidiaries (Shizugin Management Consulting Co., Ltd., Shizugin Lease Co., Ltd., Shizuoka Capital Co., Ltd., and Shizugin TM Securities Co., Ltd.) and one of the Bank's equity-method affiliates (Monex Group, Inc.) -- into the Holding Company's directly invested companies, by such means as transferring all shares held by the Bank in these companies to the Holding Company as dividends in kind.

Current Before incorporation of the Holding Company

STEP 1 At incorporation of the Holding Company

STEP 2 After incorporation of the Holding Company

The Shizuoka Bank

- Shizugin Management Consulting
- Shizugin Lease
- Shizugin IT Solution
- Shizugin Credit Guaranty
- Shizugin DC Card
- Shizuoka Capital
- Shizugin TM Securities
- Shizugin General Service
- Shizugin Mortgage Service
- Shizugin Business Create
- Shizugin Heartful
- Shizuoka Bank (Europe) S.A.
- Shizuoka Liquidity Reserve Limited
- Three affiliates under Equity-method

Shizuoka Financial Group

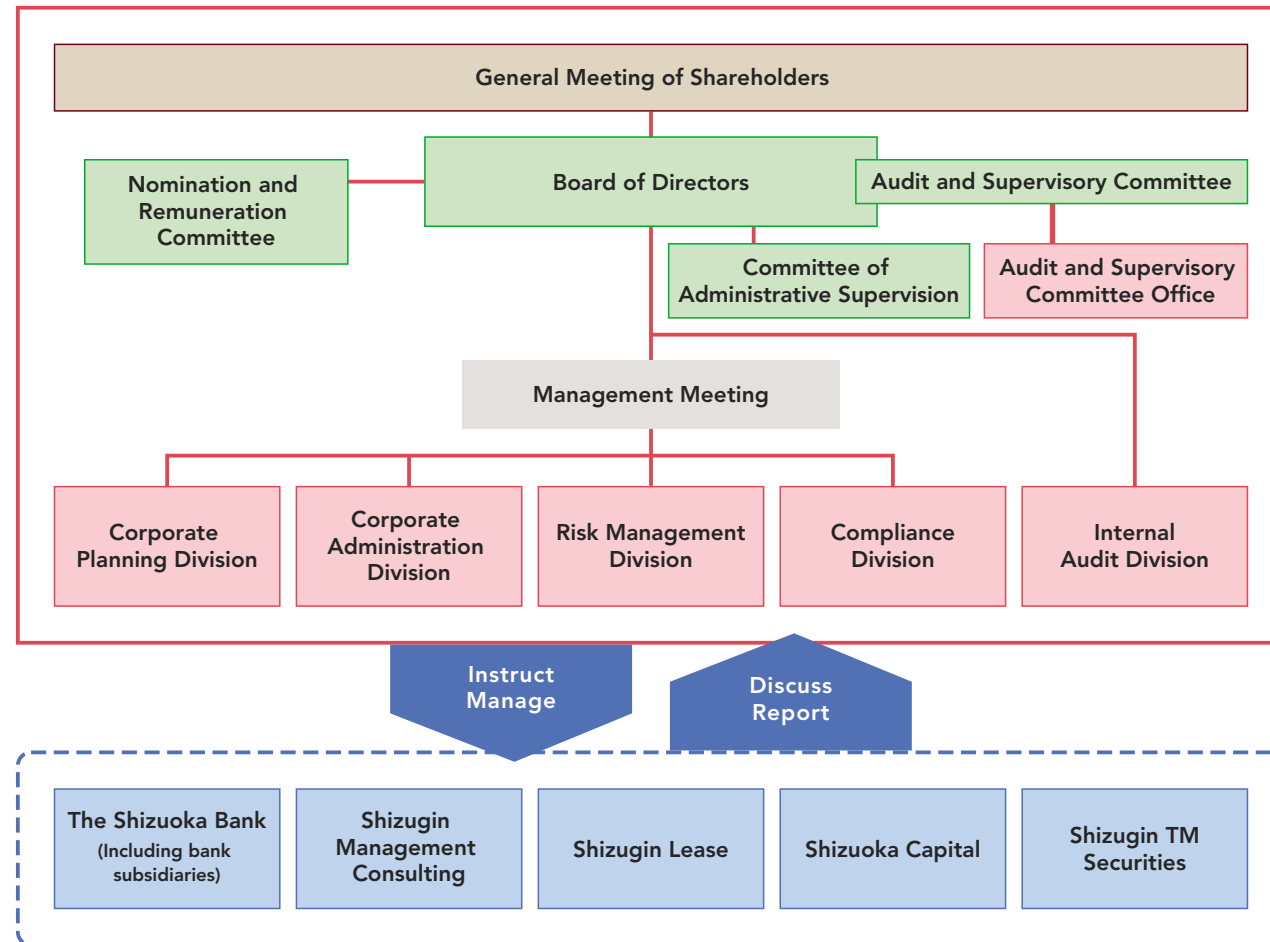
- The Shizuoka Bank
- Shizugin Management Consulting
- Shizugin Lease
- Shizugin IT Solution
- Shizugin Credit Guaranty
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- Three affiliates under Equity-method

Shizuoka Financial Group

- The Shizuoka Bank
- Shizugin Management Consulting
- Shizugin Lease
- Shizuoka Capital
- Shizugin TM Securities
- Monex Group [Affiliate under Equity-method]
- Shizugin IT Solution
- Shizugin Credit Guaranty
- Shizugin DC Card
- Shizugin General Service
- Shizugin Mortgage Service
- Shizugin Business Create
- Shizugin Heartful
- Shizuoka Bank (Europe) S.A.
- Shizuoka Liquidity Reserve Limited
- Two affiliates under Equity-method

Management (Governance) Structure of the Holding Company

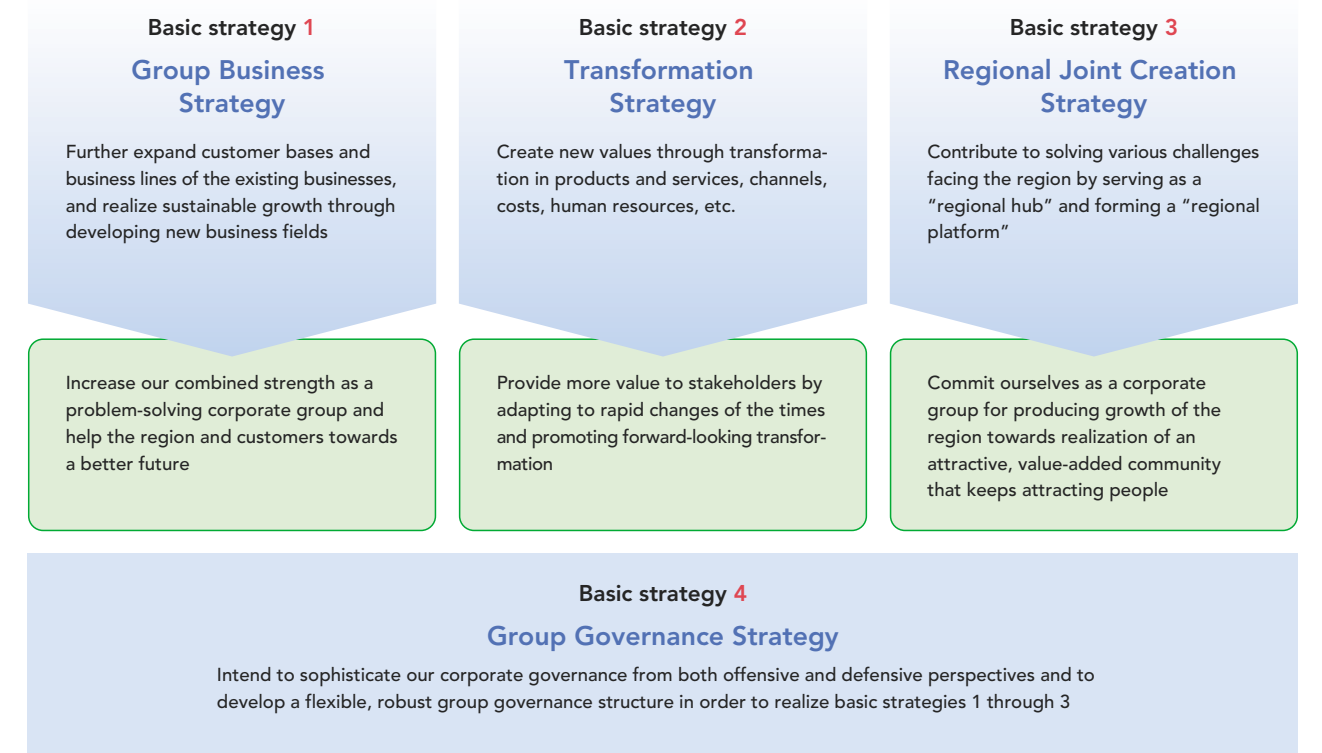
By making the Holding Company a company with audit and supervisory committee, the Bank intends to sophisticate the corporate governance from both offensive and defensive perspectives in order to make the governance structure flexible and robust in line with the expectations of stakeholders, and to create a highly objective and transparent management structure.



Direction of Strategy under Holding Company Structure

Under its 14th Medium-term Business Plan "COLORs" which started in fiscal 2020, the Shizuoka Bank Group has pursued its 10-year Vision of being a "corporate group committing itself to the future of the region and producing growth of the region" by aiming to "change to a problem-solving corporate group," in order to achieve sustainable growth together with the region in any era or business environment, and to create a new future for the region, ideally adapted to the times.

Shizuoka Financial Group intends to further develop and accelerate the existing efforts. The 1st Medium-term Business Plan under the holding company structure is based on the policy of realizing the "maximization of the value of all stakeholders," which is the purpose of the transformation to a holding company structure, through the following four basic strategies.



Shizuoka Financial Group will be established and listed on the "Prime Market" of the Tokyo Stock Exchange on October 3, 2022, on the assumption that transformation to holding company structure is approved at the general meeting of shareholders of the Bank and that the Group acquires necessary permits and licenses from the competent authorities

Friday, June 17, 2022	> Annual general meeting of shareholders to approve the share transfer plan
Thursday, September 29, 2022	> Date of delisting of the Bank's shares
Monday, October 3, 2022	> Date of registration of incorporation of the Holding Company (effective date) > Date of listing of the Holding Company's shares

Q What is a share transfer?

A Share transfer means transfer of all issued shares of one or more stock companies to a new stock company. In the present case, all issued shares of Shizuoka Bank will be transferred to Shizuoka Financial Group, and shares of Shizuoka Financial Group will be distributed to shareholders of Shizuoka Bank in exchange for their shares of Shizuoka Bank.

Q What will become of Shizuoka Bank shares that I hold? Is there anything I need to do for the share transfer?

A If you continue to hold your shares of Shizuoka Bank, one share of Shizuoka Financial Group will be automatically allotted for each share of Shizuoka Bank on October 3, 2022. No, there is nothing particular you need to do.

Q Until when can I trade the existing shares of Shizuoka Bank on the stock exchange? When will I be able to trade the existing shares of Shizuoka Financial Group on the stock exchange?

A The existing shares of Shizuoka Bank can be traded until Wednesday, September 28, 2022 (i.e., until the day before the delisting of Shizuoka Bank's shares on the Tokyo Stock Exchange). Shizuoka Financial Group's shares will be able to trade from October 3, 2022.

Q What will become of the interim dividend at the end of September 2022?

A The interim dividend will be paid in December 2022 to shareholders and registered pledgees of shares stated or recorded in Shizuoka Bank's shareholder registry as of the end of September 2022.