

**【TRANSLATION】**

*[NOTICE: This Notice of Convocation is a translation of the Japanese original for reference purposes only, and in the event of any discrepancy, the Japanese original shall prevail.]*

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# Aozora Bank, Ltd.

**Securities Code: 8304**

## The Convocation Notice for the **93 rd** Ordinary General Meeting of Shareholders

### ■ Date & Time

**June 23, 2026** (Tuesday)

**10:00 a.m.** (reception opens at 9:00 a.m.)

### ■ Venue

#### **KIOI CONFERENCE of TOKYO GARDEN TERRACE KIOICHO**

Kioicho1-4, Chiyoda-ku, Tokyo

(Please refer to map on the last page)

### ■ Proposals for Resolution

**Proposal No.1:** Appointment of Nine Directors

**Proposal No.2:** Appointment of One Audit & Supervisory Board Member

**Proposal No.3:** Appointment of Two Alternate Audit & Supervisory Board Members

**Proposal No.4:** Determination of Remuneration under Performance-linked Restricted  
Stock Remuneration Plan for Directors

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Note that the Board of Directors have resolved to pay a year-end common share dividend of 25 yen per share for the 93rd fiscal year (4th quarter).

As a result, the full-year dividend per common share for the 93rd fiscal year is 91 yen.

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■ The General Meeting of Shareholders will be livestreamed.

■ There will be no thank-you gift for attendees.

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## Message from the CEO

Representative Director, President and  
Chief Executive Officer  
Hideto Oomi



On behalf of the Aozora Group, I would like to express my sincere appreciation for your continued support. I am pleased to present herewith the Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders, which will be held on Tuesday, June 23, 2026.

In our FY2025 financial results, net revenue was 98.5 billion yen (104% of the forecast) and profit attributable to owners of parent was 25.7 billion yen (117% of the forecast), both of which exceeded our forecasts for the second time following the previous year. I would like to thank our shareholders once again for this support, which has enabled us to deliver strong results surpassing those of the previous year. Accordingly, we will pay a full-year dividend of 91 yen per share, an increase of 3 yen compared with the forecast.

In FY2025, supported by the recovery of the Japanese economy, the normalization of interest rates, and progress in capital market reforms, we focused on our domestic corporate business. Domestic loans increased by approximately 260 billion yen, and the Strategic Investments Business, including LBO finance, also continued to grow steadily. GMO Aozora Net Bank achieved positive net income on a full-year basis with corporate accounts exceeding 240,000, which has become a new earnings driver for our Group. Our alliance with the Daiwa Securities Group has contributed to strengthening our domestic corporate business, as well as driven a major transformation of our retail business toward a wealth management business model. The assets under management (AUM) of our newly introduced fund wrap products approached approximately 70 billion yen within six months of the launch, and total AUM, including investment trusts, increased by approximately 20%. At the same time, we made progress in addressing legacy assets, including a reduction in U.S. office loans and the commencement of the disposal of foreign securities, resulting in a further improvement in our financial soundness.

The year 2026 marks the 25<sup>th</sup> anniversary since our bank was renamed “Aozora Bank.” Over this period, we have pioneered new markets in business-evaluation-based corporate lending, LBO finance, and other new areas including GMO Aozora Net Bank. The spirit of “creating new paths in areas others may consider too challenging” is deeply embedded in the DNA of the Aozora Group.

This year is the second year of our Mid-term Plan “Aozora 2027.” Building on these strengths, we will place particular emphasis on expanding recurring businesses that are less susceptible to changes in the external environment. While continuing to conduct our business in a disciplined manner in accordance with our risk appetite framework, we will further enhance the Group’s overall competitiveness by focusing on our Strategic Investments Business, promoting the origination and distribution business, including asset securitization, and maximizing synergies with the Daiwa Securities Group.

Guided by our management philosophy of “Contributing to the development of society through the creation of new value-added financial services,” Aozora is committed to meeting the expectations of our shareholders by pursuing both sustainable growth and making a contribution to society. We would be grateful for your continued support.

## Reference

### FY2025 Financial and Dividend Results

Achieved a significant increase in profits, exceeding our earnings forecast, and implemented a dividend increase compared to the initial forecast

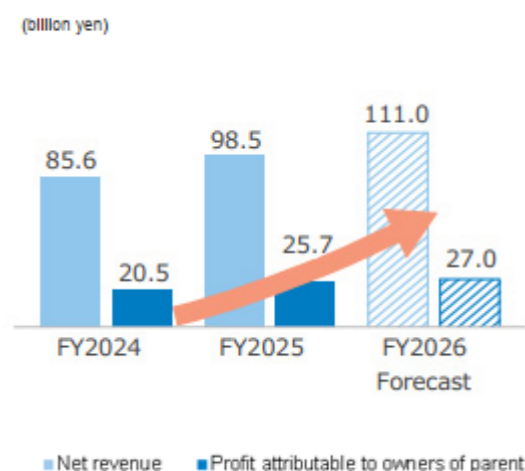


#### Business overview

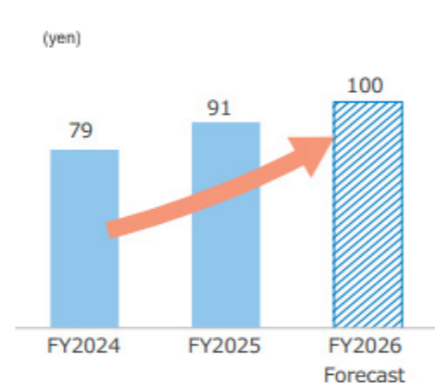
- The rise in yen interest rates and the increase in domestic loans led to an increase in domestic interest income
- Strategic Investments Business, including LBO finance, have grown significantly
- The alliance with Daiwa Securities Group has exceeded plan
- GMO Aozora Net Bank achieved its first net profit since the start of operations

### FY2025 Earnings and Dividend Forecasts

Earnings forecast (consolidated basis)



Dividend forecast



## Reference

### Mid-term plan "Aozora 2027" progress on key figures

	FY2024 Results	FY2025 Results	Final year of the Mid-term Plan FY2027 Plan	FY2029 Targets
Profit attributable to owners of parent	20.5 bn yen	25.7 bn yen	33.0 bn yen	50.0 bn yen
ROE	4.9%	5.5%	Approx. 7%	8% or higher
CET1 ratio	8.7%	9.6%	10–11%	10–11%
Earnings assets*	4.5 tn yen	4.7 tn yen	5.5 tn yen	-
Impact of alliance with Daiwa (business profit basis)	-	3.5 bn yen	10.0 bn yen	-

\* Total of loans and securities, excluding loans to the government, government bonds, etc.

### FY2026 Earnings and Dividend Forecasts

**Management Philosophy** Contribute to the development of society through the creation of new value-added financial services

Environment awareness	While domestic and overseas economies are both expected to grow moderately, close attention to tail risks and agile risk management are required amid lingering risk scenarios such as geopolitical tensions and a resurgence of inflation
Business strategy	Work to build a business structure that is resilient to external environment changes while striving to expand our strength in structured finance

#### Disciplined management in line with our risk appetite framework

- ✓ Pursue a balance between growth investments and financial soundness
- ✓ Allocate management resources on a priority basis to the Strategic Investments Unit
- ✓ Make necessary investments in human resources, IT, and other areas
- ✓ Reorganize the Bank's business groups into three units (Strategic Investments Unit, Market & International Business Unit, and "Customer Relations Unit)

#### Transforming earnings quality

- ✓ Focus on sustainable businesses: Accumulate domestic corporate loans and expand AUM of investment trusts, fund wraps, and other products
- ✓ Promote asset securitization: Diversify risks and improve capital efficiency primarily through the origination and distribution (O&D) business
- ✓ Expand collaboration with Daiwa Securities Group
- ✓ Increase deposits with funding costs in mind

## Before the General Meeting of Shareholders

From the date of receipt of the Convocation Notice to June 22, 2026 (Monday)

### See disclosure documents



- ▶ Aozora website  
<https://www.aozorabank.co.jp/english/ir/stock/meeting/>
- ▶ Tokyo Stock Exchange (TSE) website  
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>
- ▶ PRONEXUS website posting reference materials for the General Meeting of Shareholders  
<https://d.sokai.jp/8304/teiji/>
  - ▶ Major contents ("Smart Convocation")  
<https://p.sokai.jp/8304/>



### Exercise your voting rights in advance

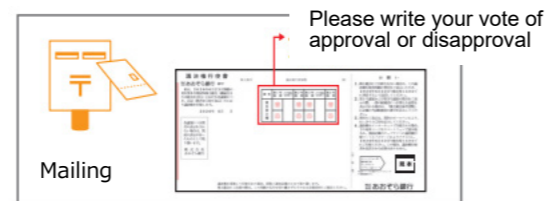
Validity Date: No later than 5:15 p.m. on June 22, 2026 (Monday)

We encourage you to exercise your voting rights via the Internet or by mail. If you participate in the General Meeting of Shareholders via livestream, we also ask that you please exercise your voting rights in advance.

▶ Please check pages 9–10 for details.



PC Smartphone



Mailing

### Send pre-planned questions



Acceptance period: No later than 5 p.m. on June 19 (Friday) 2026

We welcome you to send us pre-planned questions regarding meeting agenda in advance of the General Meeting of Shareholders either in writing or via e-mail. While we will be unable to respond individually to any question or comment, we will pick from those with a high interest among shareholders and respond to them during the General Meeting of Shareholders.

Mailing address: General Meeting of Shareholders Administration Group  
Corporate Communication Division, Aozora Bank, Ltd.  
6-1-1, Kojimachi, Chiyoda-ku, Tokyo 102-8660

E-mail address: [shitsumon2026@aozorabank.co.jp](mailto:shitsumon2026@aozorabank.co.jp)

## On the day of the General Meeting of Shareholders

### For those participating in the General Meeting of Shareholders in person



#### Venue, date and time

Kioicho1-4, Chiyoda-ku, Tokyo  
KIOI CONFERENCE  
of TOKYO GARDEN TERRACE KIOICHO

June 23 (Tuesday) 2026 10:00 a.m.  
(reception opens at 9:00 a.m.)

▶ For details, please see page 94.

Information regarding the General Meeting of Shareholders



There will be no thank-you gift for attendees

### For those participating in the General Meeting of Shareholders via livestream



#### Date of livestream

June 23, 2026  
on Tuesday from 10:00 a.m.  
(Login available from 9:30 a.m.)

▶ The General Meeting of Shareholders will be livestreamed via the Internet.

For details, please see page 11 as well as the "Notice on the General Meeting of Shareholders livestream" enclosed with the Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders.

## After the end of General Meeting of Shareholders



See post disclosure regarding the General Meeting of Shareholders

See presentation materials

See answers to questions submitted in advance of the General Meeting of Shareholders

See the result of exercised voting rights

We will upload a video of the General Meeting to the Aozora website. We plan to make the video available starting in early July once preparations are complete.

Please note that the Notice on Resolutions at the Ordinary General Meeting of Shareholders is no longer sent by mail but instead published on the Aozora website.

Aozora website dedicated to the General Meeting of Shareholders  
<https://www.aozorabank.co.jp/english/ir/stock/meeting/>



Securities Code: 8304

Dispatched on: June 4, 2026

Measures for electronic provision taken on: May 26, 2026

Dear Shareholders,

Hideto Oomi  
Representative Director and President, Chief Executive Officer  
Aozora Bank, Ltd.  
1-1, Kojimachi 6-chome, Chiyoda-ku, Tokyo

### The Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders


You are cordially invited to participate in Aozora Bank Ltd.'s 93<sup>rd</sup> Ordinary General Meeting of Shareholders as described below.

Upon the convocation of this General Meeting of Shareholders, electronic provision measures have been taken for information related to Reference Materials for the General Meeting of Shareholders (matters subject to measures for electronic provision), which is posted as "the Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders" on the websites mentioned below. We ask for your cooperation in visiting any one of these websites to see details.

<p>Aozora website A site dedicated to the General Meeting of Shareholders</p>	<p><a href="https://www.aozorabank.co.jp/english/ir/stock/meeting/">https://www.aozorabank.co.jp/english/ir/stock/meeting/</a></p>	
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<p>Tokyo Stock Exchange website: Information Service Regarding Companies Listed on the TSE</p>	<p><a href="https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Shou=Show">https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Shou=Show</a></p>	
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On the TSE website, please enter "Aozora Bank" in "Stock name (company name)" or "8304" (the Bank's securities code) in "Code", select "Basic information" and then "Publicly available documents / PR information", and see information in the "Convocation Notice of the General Meeting of Shareholders / General Meeting of Shareholders materials" section under "Publicly available documents".

<p>PRONEXUS website: A site for Reference Materials for the General Meeting of Shareholders</p>	<p><a href="https://d.sokai.jp/8304/teiji/">https://d.sokai.jp/8304/teiji/</a></p>	
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If you do not intend to visit the venue on the day of the General Meeting, you may exercise your voting rights in advance in writing or via the Internet. **We will ask for your cooperation in exercising your voting rights by no later than 5:15 p.m. on June 22 (Monday) 2026, in consideration of the following "Reference Materials for the General Meeting of Shareholders."**

**We will provide a livestream of the General Meeting (with viewer participation) for our shareholders** who reside in remote areas or do not intend to visit the venue, so please feel free to make use of this alternative.

Thank you for your cooperation.

(Note) For instructions on how to exercise voting rights, please refer to the "Notice on Exercise of Voting Rights" below.

**1. Date & Time** Tuesday, June 23, 2026 at 10:00 a.m.

**2. Place** KIOI CONFERENCE of TOKYO GARDEN TERRACE KIOICHO  
Kioicho1-4, Chiyoda-ku, Tokyo

### 3. Agenda of the meeting

- Reports**
1. Business Report, Consolidated Financial Statements and Reports of Audit Results of Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board for the 93<sup>rd</sup> fiscal year (from April 1, 2025 to March 31, 2026)
  2. Reports on the Financial Statements for the 93<sup>rd</sup> fiscal year (from April 1, 2025 to March 31, 2026)

### Proposals for Resolution:

**Proposal No. 1:** Appointment of Nine Directors

**Proposal No. 2:** Appointment of One Audit & Supervisory Board Member

**Proposal No. 3:** Appointment of Two Alternate Audit & Supervisory Board Members

**Proposal No. 4:** Determination of Remuneration under Performance-linked Restricted Stock Remuneration Plan for Directors

End

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- ◎ In the case of attendance by proxy, please present a document that proves the delegated authority at the reception desk as well as Exercise of Voting Rights Form (Under the Articles of Incorporation, attending the General Meeting of Shareholders as a proxy is limited to only one other shareholder with voting rights).
  - ◎ Among matters subject to measures for electronic provision, the following matters are not described in the documents we deliver to shareholders who have requested delivery of written documents, pursuant to the laws and regulations as well as the relevant provisions in the Bank's Articles of Incorporation. Audit & Supervisory Board Members and the Independent Auditor have audited the documents to be audited including the following matters:
    - (1) "Stock Options", "Matters Concerning Independent Accounting Auditors" and "Framework for Ensuring the Appropriateness of Business Operations" in the business report
    - (2) "Consolidated statements of changes in net assets" and "Notes to the consolidated financial statements" in the consolidated financial statements
    - (3) "Statements of changes in net assets" and "Notes to the financial statements" in the financial statements
  - ◎ In the event of any revision to the matters subject to measures for electronic provision, the occurrence of such revision and the matters before and after the revision will be posted on the Aozora website, the Tokyo Stock Exchange website, and the PRONEXUS website for Reference Materials for the General Meeting of Shareholders.

# Notice on Exercise of Voting Rights

## Exercise your Voting Rights via the Internet

- Validity Date:  
No later than 5:15 p.m.  
on June 22, 2026 (Monday)



### “Smart Voting” Method

- You can easily exercise your voting rights by scanning the QR code<sup>®\*</sup> located in the lower right of your Exercise of Voting Rights Form and entering your “Voting Right Exercise Code” and “Password”.



Note: If you wish to update or change your vote, it will be necessary to re-scan the QR code<sup>®\*</sup> and re-enter the “Voting Rights Exercise Code and the “Password” shown on the Exercise of Voting Rights Form.

- Next, follow the instructions on the screen to select your approval/disapproval



\* QR code is a registered trademark of DENSO WAVE INCORPORATED.

### Exercise of the Voting Rights Code and Password Method

- The exercise of voting rights via the Internet is possible either through the “Smart Voting” method or by accessing the dedicated website for the exercise of voting rights as designated by Aozora Bank (<https://www.web54.net>) using a PC or smartphone.



- Input the “Exercise Code” provided on the Enclosed “Exercise Voting Rights Form”



Input the “Exercise Code”  
Click “Log in”

- Input the “Password” provided on the enclosed “Exercise Voting Rights Form”



Enter your password.  
Please create a new password for use the next time you log in.

Click “Register”

- Next, follow the instructions on the screen to select your approval/disapproval.

If you have any questions about the exercise of voting rights via the Internet using a PC or smartphone, please contact the following department.

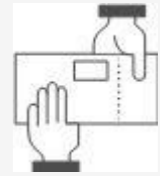
Web Support, Stock Transfer Agency Department,  
Sumitomo Mitsui Trust Bank, Limited.  
[Toll-free Hotline] 0120-652-031 (9:00a.m.–9:00p.m.)

### Electronic platform for executing voting rights (for institutional investors)

Institutional investors may exercise their voting rights for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders through the electromagnetic form operated by ICJ Inc.

## Attend the Shareholder’s Meeting

- Date & Time:  
June 23, 2026 (Tuesday) 10:00 a.m.

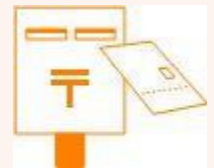


Please present the “Exercise of Voting Rights Form” enclosed with the Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders at the reception desk.

Please also have your Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders (this document) on hand.

## Exercise Your Voting Rights in Writing

- Validity Date:  
No later than 5:15 p.m.  
on June 22, 2026 (Monday)



Please write your vote of approval or disapproval on the “Exercise of Voting Rights Form” enclosed with the Convocation Notice for the 93<sup>rd</sup> Ordinary General Meeting of Shareholders and return the form to us by mail so that it arrives no later than the expiration of the Exercise Period.

### How to fill out the Exercise of Voting Rights Form



Please write your vote of approval or disapproval

Proposal No. 1 Proposal No. 3


Approval of all candidates >> ○ on 「賛」  
Disapproval of all candidates >> ○ on 「否」  
Disapproval of specific candidate(s) >> ○ on 「賛」, then fill in the identification number of the candidate(s) of whom you disapprove

Proposal No.2 ProposalNo.4

Approval >> ○ on 「賛」  
Disapproval >> ○ on 「否」

- If you decide to exercise your voting rights in writing or via the Internet more than once, please note the following.
  - If you exercise your voting rights more than once in writing, the exercise made with the most recent reissue of the Exercise of Voting Rights Form shall prevail.
  - If you exercise your voting rights more than once via the Internet, the last exercise made shall prevail.
  - If you exercise your voting rights both in writing and via the Internet, the exercise via the Internet shall prevail.
- If neither approve nor disapprove is selected for a proposal item, the proposal shall be considered to be approved.

## Information regarding the General Meeting of Shareholders livestream



Date and time of livestream: June 23, 2026 (Tuesday), from 10:00 a.m. until the conclusion of the General Meeting of Shareholders (Login available from 9:30 a.m.)

To view the livestream, please have the "Notice on the General Meeting of Shareholders livestream" enclosed with this Convocation Notice ready at hand.

## How to participate in the General Meeting of Shareholders livestream

- Please refer to the "Notice on the General Meeting of Shareholders livestream" enclosed with this Convocation Notice, and enter the meeting number indicated therein, together with your ID (shareholder number) stated on the voting form and password (zip code), on the login screen.
- The livestream display has a comment field, via which you may send comments to the General Meeting of Shareholders Administration Group while watching the video feed. Any comments forwarded to us are not deemed as questions nor motions under the Companies Act. However, we plan to post or reply to these comments on the Aozora website on the day of, or at a later date following, the General Meeting of Shareholders, unless they include any personal information or inappropriate content, such as a message that may constitute a personal attack.

### Other information regarding the General Meeting of Shareholders livestream

- Shareholders viewing the livestream are not considered attendees as defined in the Companies Act. As such, they cannot exercise their voting rights on the day of the General Meeting of Shareholders. We encourage them to cast their vote via the Internet or in writing (by mail) in advance.
- Video/sound distortion or temporary suspension may occur due to network issues or system failure. The Bank is not responsible for any damages incurred by shareholders for reasons mainly attributable to the aforementioned network issues or system failure.
- Any expenses incurred from accessing the livestream, including communication devices, Internet connection fees and communication charges, shall be borne by shareholders.
- The livestream is available only to shareholders who were on the Bank's shareholder list as of March 31, 2026. Other shareholders may not view the livestream.
- We have taken every possible measure in order to livestream the General Meeting. However, shareholders may be unable to join the General Meeting in cases where the livestream is suspended due to any contingency, such as an unstable network environment and system failure, or cancelled due to unforeseen circumstances.
- Actions including video/sound recording and broadcasting of the livestream are prohibited in order to protect shareholders' image rights.
- The livestream of the General Meeting will be recorded from the back of the venue, and due care will be taken not to include images of attending shareholders. However, please be aware that some shareholders may unavoidably appear on the stream for reasons mainly attributable to the venue.

## Contact

- ID (shareholder number) and password (zip code)

Sumitomo Mitsui Trust Bank, Limited. (Shareholders registry administrator):  
General Meeting of Shareholders Dedicated Virtual Support Line

TEL: 0120-782-041 (toll-free, Japanese only)

Weekdays: 9:00 a.m.–5:00 p.m. (excluding weekends and holidays)

- How to view the General Meeting of Shareholders livestream

General Meeting of Shareholders Virtual Help Desk

TEL: 0120-245-022 (toll-free, Japanese only)

Thursday, June 4, 2026 to Monday, June 22, 2026 — Weekdays: 9:00 a.m.–5:00 p.m. (excluding weekends and holidays)










Tuesday, June 23, 2026 (the date of the General Meeting): from 9:00 a.m. through until meeting's end

## Reference Materials for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal No.1 Appointment of Nine Directors

At the close of this Ordinary General Meeting of Shareholders, the term of office of all nine directors shall expire. This is to propose, therefore, that nine directors be elected. Names and other details of candidates are shown below.

Candidate No.	Name	Gender	Current Positions and Areas of Responsibility	Board Meeting Attendance during the relevant fiscal year	Tenure
1	 <span>For Reappointment</span> <span>Inside</span> Hideto Oomi	Male	Representative Director, President and Chief Executive Officer	All of 14	5 years
2	 <span>For Reappointment</span> <span>Inside</span> Masayoshi Ohara	Male	Representative Director, Deputy President and Executive Officer	All of 14	3 years
3	 <span>For Reappointment</span> <span>Inside</span> Takashi Kato	Male	Director, Deputy President and Executive Officer Chief Financial Officer (CFO)	All of 14	2 years
4	 <span>For Reappointment</span> <span>Outside</span> <span>Independent director</span> Sakie Tachibana Fukushima	Female	Director	All of 14	4 years
5	 <span>For Reappointment</span> <span>Outside</span> <span>Independent director</span> Hideyuki Takahashi	Male	Director	All of 14	3 years
6	 <span>For Reappointment</span> <span>Outside</span> <span>Independent director</span> Hideaki Saito	Male	Director	All of 14	3 years
7	 <span>For Reappointment</span> <span>Outside</span> <span>Independent director</span> Koichi Tadano	Male	Director	All of 14	2 years
8	 <span>For Reappointment</span> <span>Outside</span> Hiromasa Kawashima	Male	Director	All of 14	2 years
9	 <span>New Candidate</span> <span>Outside</span> <span>Independent director</span> Satoko Gibbs	Female	-	-	-

Candidate No.

1

## Hideto Oomi

60 years old  
(Date of birth: July 19, 1965)

For reappointment

Inside

Number of years served as director 5 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance Attended all 14 Board meetings during the relevant fiscal year (FY2025)



### Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1989	The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)
Aug. 2007	General Manager of Leveraged Finance Division
Dec. 2009	General Manager of Acquisition & Project Finance Division
Oct. 2011	General Manager of Hiroshima Branch
Nov. 2012	General Manager of Business Strategy Division
July 2016	Executive Officer, Special Assignment
July 2019	Managing Executive Officer, Head of Corporate Strategy Unit, Office of Corporate Secretary and Special Assignment
June 2020	Managing Executive Officer, Head of Corporate Strategy Unit, Head of Trust Business Group, Office of Corporate Secretary and Special Assignment
Apr. 2021	Managing Executive Officer, Head of Strategic Investments Group, Head of Trust Business Group, Head of Corporate Strategy Unit and Office of Corporate Secretary
June 2021	Representative Director, Deputy President and Executive Officer, Head of Strategic Investments Group, Head of Trust Business Group, Head of Corporate Strategy Unit and Office of Corporate Secretary
July 2021	Representative Director, Deputy President and Executive Officer, Head of Strategic Investments Group and Head of Trust Business Group
Apr. 2022	Representative Director, Deputy President and Executive Officer, Head of Institutional Business Promotion Group
Apr. 2024	Representative Director, President and Chief Executive Officer (CEO) (current)

Number of Bank's shares Owned by Candidate	23,534 The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)
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### Reason for nomination as a candidate for director

Mr. Hideto Oomi has been engaged in a broad range of banking businesses such as corporate banking and corporate strategy and has made a considerable contribution to the corporate management as an Executive Officer (since July 2016), supervising multiple groups/divisions. He has led all of the Aozora Group as Representative Director, President and Chief Executive Officer (since April 2024), after serving as Representative Director, Deputy President (since June 2021) and has a thorough knowledge of the Bank group's overall business operations. The Bank believes he is an adequate candidate because of his deep insight in financial businesses as well as extensive experience and sound judgment.

### Matters concerning interests

There are no other particular business related interests between Mr. Oomi and the Bank.

### Matters concerning Directors and Officers liability insurance contract

Mr. Oomi is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### Message to our shareholders

In FY2025, the first year of our Mid-term Plan "Aozora 2027," we achieved significant progress amidst interest rate normalization and increased corporate activity. We successfully expanded our Strategic Investments Business and fostered growth in GMO Aozora Net Bank. As a result, our profit attributable to owners of parent exceeded the FY2025 forecast. Furthermore, our alliance with the Daiwa Securities Group has begun to produce tangible results, building a solid foundation for sustainable growth. As "Aozora Bank—Creating Possibilities," we recognize FY2026 as a pivotal year. We will further accelerate our initiatives to realize lasting value creation and establish a robust earnings structure resilient to changes in the operating environment. To achieve this goal, we have strengthened our risk governance framework and are ensuring disciplined risk management. We are also enhancing the supervisory function of our Board of Directors by establishing a structure where independent outside directors constitute a majority. Fiscal 2026 marks our 25<sup>th</sup> anniversary operating under the name Aozora Bank. We respectfully ask our shareholders for their continued strong support.

Candidate No.

2

## Masayoshi Ohara

62 years old  
(Date of birth: August 28, 1963)

For reappointment

Inside

Number of years served as director 3 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance Attended all 14 Board meetings during the relevant fiscal year (FY2025)



### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1988	The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)
Oct. 2011	General Manager of Financial Institutions Division I
July 2012	General Manager of Human Resources Division
Aug. 2013	Deputy Chief Risk Officer (CRO) and General Manager of Market Risk Management Division
July 2014	Executive Officer, Head of Financial Markets Group
July 2017	Managing Executive Officer, Head of Financial Markets Group
July 2018	Managing Executive Officer, CRO and Chief Credit Risk Officer (CCRO)
July 2019	Senior Managing Executive Officer, CRO and CCRO
July 2021	Senior Managing Executive Officer and CRO
June 2023	Director, Senior Managing Executive Officer and CRO
Apr. 2024	Representative Director, Deputy President and Executive Officer (current)

Number of Bank's shares Owned by Candidate 8,155  
The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)

### ■ Reason for nomination as a candidate for director

Mr. Masayoshi Ohara has been engaged in a broad range of banking businesses such as the markets business and has made a considerable contribution to the corporate management as an Executive Officer and Head of Financial Markets Group (since July 2014) and subsequently CRO and CCRO. He has been responsible for a wide range of business operations and involved in the overall management of the Group as Representative Director and Deputy President (since April 2024) and he has a thorough knowledge of the Group's overall business operations. The Bank believes he is an adequate candidate because of his deep insight in financial businesses as well as extensive experience and sound judgment.

### ■ Matters concerning interests

There are no other particular business related interests between Mr. Ohara and the Bank.

### ■ Matters concerning Directors and Officers liability insurance contract

Mr. Ohara is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### ■ Message to our shareholders

In FY2025, we further strengthened our foundation for stable growth. We grew loans and investments focused on domestic corporate lending and structured finance, while steadily reducing our exposure to U.S. office loans. Facing a highly uncertain environment, including heightened geopolitical tensions in the Middle East, concerns over resurgent inflation, and accelerating technological innovation such as AI, the Aozora Group will further enhance its risk governance framework. We will manage increasing credit costs and cyber risk as key risks, ensuring sound risk-taking through the effective operation of our Risk Appetite Framework. For FY2026, we will further deepen our collaboration with the Daiwa Securities Group. Our focus will be on prioritizing investments in our Strategic Investments Business, expanding our wealth management business, and accelerating the growth of GMO Aozora Net Bank, all aimed at the sustainable enhancement of our corporate value. Guided by our mission to "Contribute to the development of society through the creation of new value-added financial services," we will continue to strive for steady growth and meet the expectations of our shareholders.

Candidate No.

3

## Takashi Kato

61 years old  
(Date of birth: January 20, 1965)

For reappointment

Inside

Number of years served as director 2 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance Attended all 14 Board meetings during the relevant fiscal year (FY2025)



### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1989	The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)
Aug. 2010	General Manager of Treasury Investment Division
July 2012	Deputy Head of Financial Markets Group, and General Manager of Treasury Investment Division
July 2014	Deputy Head of Financial Markets Group
July 2016	Executive Officer, General Manager of Kansai Branch, and General Manager of Kansai Financial Institutions Division
July 2018	Executive Officer, Head of Financial Markets Group
July 2019	Managing Executive Officer, Head of Financial Markets Group
July 2021	Senior Managing Executive Officer, Head of Allied Banking Group
July 2023	Senior Managing Executive Officer, Head of Corporate Strategy Unit and Office of Corporate Secretary
June 2024	Director, Senior Managing Executive Officer, Head of Corporate Strategy Unit and Office of Corporate Secretary
July 2024	Director, Senior Managing Executive Officer, Chief Financial Officer (CFO)
Apr. 2026	Director, Deputy President and Executive Officer, Chief Financial Officer (CFO) (current)

Number of Bank's shares Owned by Candidate	11,811 The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)
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### ■ Reason for nomination as a candidate for director

Mr. Takashi Kato has been engaged in a broad range of banking businesses such as the markets business and has made a considerable contribution to the corporate management as an Executive Officer (since July 2016) and Head of Financial Markets Group and subsequently Head of Allied Banking Group, as a Senior Managing Executive Officer and Head of Corporate Strategy Unit, and as a Director and Senior Managing Executive Officer, Chief Financial Officer (CFO) (since July 2024). He has been responsible for a wide range of business operations and involved in the overall management of the Group as Director, Deputy President and Executive Officer, Chief Financial Officer (CFO) (since April 2026), and he has a thorough knowledge of the Group's overall business operations. The Bank believes he is an adequate candidate because of his deep insight in financial businesses as well as extensive experience and sound judgment.

### ■ Matters concerning interests

There are no other particular business related interests between Mr. Kato and the Bank.

### ■ Matters concerning Directors and Officers liability insurance contract

Mr. Kato is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### ■ Message to our shareholders

In FY2025, we significantly strengthened our domestic customer base, a key management priority in our Mid-term Plan "Aozora 2027." This was achieved through deepening our capital and business alliance with Daiwa Securities Group and effectively responding to the active domestic capital markets. As a result, we exceeded our target for profit attributable to owners of parent for FY2025, building on our achievement of our FY2024 business plan, while also proactively addressing our legacy assets.

FY2026, the second year of "Aozora 2027," is anticipated to face an ongoing highly uncertain global environment.

As Director, Deputy President and CFO, I am committed to delivering management results that exceeds the expectations of all our stakeholders, especially our shareholders, as well as maintaining a steady growth trajectory. I plan to achieve this by ensuring the effective operation of our Risk Appetite Framework institutionalized across our management structure and by enhancing the quality of our financial services, which enables our customers to successfully meet the challenges that they face.

Candidate No.

4

## Sakie Tachibana Fukushima

76 years old  
(Date of birth: September 10, 1949)

For reappointment	Outside	Independent director
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Number of years served as director 4 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance (FY2025) Attended all 14 Board meetings during the relevant fiscal year



### Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Sept. 1974	Instructor, Department of East Asian Languages and Civilizations, Harvard University
June 1980	Braxton International
Sept. 1987	Bain & Company, Inc.
Aug. 1991	Korn/Ferry International-Japan (currently Korn/Ferry Japan)
May 1995	Member of the Board of Directors, Korn/Ferry International (U.S. Headquarters)
Sept. 2000	Regional Managing Director, Korn/Ferry International-Japan
July 2001	President and Representative Director, Korn/Ferry International-Japan
May 2009	Chairman and Representative Director, Korn/Ferry International-Japan
July 2010	President and Representative Director, G&S Global Advisors Inc. (current)
Apr. 2011	Vice Chairperson, Japan Association of Corporate Executives (through April 2015)
June 2016	Outside Director, Ushio Inc.
June 2019	Outside Director, KONICA MINOLTA, INC.
June 2020	Outside Director, Kyushu Electric Power Company, Incorporated (current) (*)
June 2022	Outside Director, Aozora Bank, Ltd. (current)

(\*) Ms. Sakie Tachibana Fukushima will retire from the position of Outside Director of Kyushu Electric Power Company, Incorporated at the close of the firm's ordinary general meeting of shareholders scheduled for June 25, 2026.

Number of Bank's shares Owned by Candidate 2,725  
The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)

### Reason for nomination as a candidate for director and expected roles

Ms. Sakie Tachibana Fukushima has served as Director of Korn/Ferry International (U.S. Headquarters), a U.S. listed firm, as well as President and Chairman of Korn/Ferry Japan. She has also served as an outside director of several Japanese listed companies and has a wealth of experience, credentials and deep insight as a member of senior management of corporate institutions, as well as extensive knowledge of the management of global human resources and corporate governance. She has appropriately supervised the management of the Bank as an Outside Director since June 2022. The Bank, having high regard for her experience and capabilities, requests the continued appointment as Outside Director, as the Bank expects her to provide overall oversight and advice on the execution of duties by executive officers, from an objective perspective, toward the enhancement of the Bank's corporate value over the medium- to long-term, if she is elected as an Outside Director.

### Matters concerning interests and independence

There are no other particular business related interests between Ms. Fukushima and the Bank. Ms. Fukushima is nominated as Outside Director and also as Independent Director in accordance with the requirements of the Tokyo Stock Exchange, Inc.

### Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

The Bank has an agreement with Ms. Fukushima regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1). If this proposal is approved and resolved, and she assumes the position of Outside Director, this agreement continues to be effective.

Ms. Fukushima is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which she is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and she assumes the position of Outside Director, she will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during her term of office.

(Note) The family register name of Sakie Tachibana Fukushima is Sakie Tachibana.

### Message to our shareholders

In fiscal 2025, global conditions continued to change dramatically, creating an unpredictable operating environment. Nevertheless, in the second year under the new management structure we further strengthened the foundations for the growth of our core Strategic Investments Business, in line with our fundamental mission of creating new added value in finance and contributing to the development of society. By clearly articulating our vision and actions, reorganizing into a three-unit structure to drive cross-organizational collaboration and foster a stronger sense of unity, and at the same time beginning to realize synergies, including personnel exchanges, through collaboration with the Daiwa Securities Group, we have begun to see tangible results. Challenges remain, but as an outside director I am determined, even if only in a modest capacity, to ensure timely progress and enhance corporate value so that our shareholders can fully understand our growth strategies. Drawing on 30 years of experience in corporate governance at Japanese and U.S. companies and my expertise in talent consulting, I will continue to provide oversight, contribute to the advancement of human capital management, which serves as the foundation of our growth, and support our management in executing these strategies.

Candidate No.

5

## Hideyuki Takahashi

69 years old  
(Date of birth: April 20, 1957)

For reappointment	Outside	Independent director
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Number of years served as director: 3 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance (FY2025): Attended all 14 Board meetings during the relevant fiscal year



### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1980	The Industrial Bank of Japan Ltd. (currently Mizuho Bank, Ltd.)
Apr. 2007	Senior Corporate Officer, Executive Officer, Strategic Planning Group, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)
Apr. 2009	Managing Executive Officer, Head of Financial Institutions, Mizuho Corporate Bank, Ltd.
Apr. 2010	Managing Executive Officer, CFO, Head of Financial Control & Accounting Group, Mizuho Corporate Bank, Ltd.
Apr. 2012	Managing Executive Officer, Group CFO, Mizuho Financial Group, Inc.
Apr. 2013	Director and Deputy President, Group CFO, Mizuho Financial Group, Inc.
Apr. 2014	Director, Mizuho Financial Group, Inc.
June 2014	Director and Deputy Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Risk Committee, Mizuho Financial Group, Inc.
June 2017	President & CEO, Mizuho Research Institute Ltd. (currently Mizuho Research & Technologies, Ltd.)
June 2019	Chairman, The Kyoritsu Co., Ltd. Outside Director, Sunshine City Corporation (current)
June 2020	Outside Corporate Auditor, Hanwa Co., Ltd. Outside Director, Audit & Supervisory Committee Member, WOWOW Inc.
Jan. 2022	Representative Director and President, Topaz Advisory, Inc.
Jan. 2023	Advisor, Topaz Capital Inc.
June 2023	Outside Director, Aozora Bank, Ltd. (current)
June 2025	Outside Director, Audit and Supervisory Committee Member, Hanwa Co., Ltd. (current)

Number of Bank's shares Owned by Candidate: 272  
The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)

### ■ Reason for nomination as a candidate for director and expected roles

Mr. Hideyuki Takahashi has served as Deputy President and Group CFO, and Deputy Chairman of the Board of Directors of Mizuho Financial Group, Inc. as well as Representative Director and President of Mizuho Research & Technologies, Ltd. and he has a wealth of experience, credentials and deep insight as a member of senior management of corporate institutions in the banking and non-financial sectors, as well as extensive knowledge of finance and accounting and corporate governance of financial institutions. He has appropriately supervised the management of the Bank as an Outside Director since June 2023.

The Bank, having high regard for his experience and capabilities, requests the continued appointment as Outside Director, as the Bank expects him to provide overall oversight and advice on the execution of duties by executive officers, from an objective perspective, toward the enhancement of the Bank's corporate value over the medium- to long-term, if he is elected as an Outside Director.

### ■ Matters concerning interests and independence

There are no other particular business related interests between Mr. Takahashi and the Bank. Mr. Takahashi is nominated as Outside Director and also as Independent Director in accordance with the requirements of the Tokyo Stock Exchange, Inc.

### ■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

The Bank has an agreement with Mr. Takahashi regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1). If this proposal is approved and resolved, and he assumes the position of Outside Director, this agreement continues to be effective.

Mr. Takahashi is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Outside Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### ■ Message to our shareholders

This past year, which marked the first year of our Medium-Term Management Plan, "Aozora 2027," the Bank actively implemented a management strategy centered on our Strategic Investments Business and achieved steady results, including strengthened collaboration with the Daiwa Securities Group and achieving profitability at GMO Aozora Net Bank. The Board of Directors monitored the progress of "Aozora 2027," engaged in in-depth discussions on our medium-term management strategy, and, by further strengthening the Board's risk governance function, succeeded in utilizing the Risk Appetite Framework as an integral component of the Bank's management framework. In the current fiscal year, responding to a challenging operating environment—marked by geopolitical risks such as the situation in Iran and domestic risks related to inflation and rising interest rates—has become our highest management priority. As an outside director and Chair of the Risk Governance Committee, I intend to contribute primarily through oversight and monitoring to building a more robust foundation for the Bank's sustainable growth.

Candidate No.

6

## Hideaki Saito

63 years old  
(Date of birth: May 6, 1963)

For reappointment	Outside	Independent director
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Number of years served as director 3 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance Attended all 14 Board meetings during the relevant fiscal year (FY2025)



### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1986	The Norinchukin Bank
Apr. 1989	Chief Researcher, Banking Bureau, Ministry of Finance
Apr. 1998	The Boston Consulting Group
July 2006	Partner and Managing Director, The Boston Consulting Group
Apr. 2010	Managing Director, Cisco Systems G.K.
Apr. 2011	Senior Managing Director, Cisco Systems G.K.
Feb. 2013	President and CEO, NEXTIA Life Insurance Co., Ltd. (currently AXA Life Insurance Co., Ltd.)
July 2019	Partner, Bain and Company
Aug. 2021	President and CEO, Japan Systems Co., Ltd.
Jan. 2022	Representative Director, NetCam Systems Corporation
May 2023	Director, Blueship. Co., Ltd.
June 2023	Outside Director, Aozora Bank, Ltd. (current)
Mar. 2024	Director and Representative Executive Officer, Blueship Co., Ltd.
Apr. 2025	Member of the Management Advisory Council, JAPAN POST INSURANCE Co., Ltd. (current)

(\*) Mr. Hideaki Saito is scheduled to assume the position of Outside Director of BELLSYSTEM24 Holdings, Inc., subject to approval at the firm's General Meeting of Shareholders to be held on May 27, 2026.

Number of Bank's shares Owned by Candidate 1,442  
The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)

### ■ Reason for nomination as a candidate for director and expected roles

Mr. Hideaki Saito has served as President and CEO of the former NEXTIA Life Insurance Co., Ltd., President and CEO of Japan Systems Co., Ltd. and Partner of consulting firms and he has a wealth of experience, credentials and deep insight as a member of senior management of corporate institutions and as a strategic consultant, as well as extensive knowledge of IT/Digital. He has appropriately supervised the management of the Bank as an Outside Director since June 2023.

The Bank, having high regard for his experience and capabilities, requests the continued appointment as Outside Director, as the Bank expects him to provide overall oversight and advice on the execution of duties by executive officers, from an objective perspective, toward the enhancement of the Bank's corporate value over the medium- to long-term, if he is elected as an Outside Director.

### ■ Matters concerning interests and independence

There are no other particular business related interests between Mr. Saito and the Bank. Mr. Saito is nominated as Outside Director and also as Independent Director in accordance with the requirements of the Tokyo Stock Exchange, Inc.

### ■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

The Bank has an agreement with Mr. Saito regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1). If this proposal is approved and resolved, and he assumes the position of Outside Director, this agreement continues to be effective.

Mr. Saito is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Outside Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### ■ Message to our shareholders

In fiscal 2025, we benefited from a macroeconomic environment characterized by a return to a "world of positive interest rates," while the tangible effects of our capital and business alliance with the Daiwa Securities Group and the shift of GMO Aozora Net Bank into profitability enabled us to deliver results that exceeded our plan. To build on this foundation and pursue further growth, I have adopted "balance" as a key theme. The first theme is achieving a balance between offense and defense. While further developing the Bank's DNA of pioneering new businesses, we will at the same time reinforce our defensive posture, grounded in our Risk Appetite Framework. The second is balancing supervision and support. In addition to discussions at the Board of Directors, I engage in dialogue with the relevant officers and departments as we work to identify and enhance the Bank's distinctive *raison d'être*. In the current fiscal year, I will continue to reinforce this stance and draw on the diverse experience I have gained across industries and business models to help maximize the Bank's corporate value.

Candidate No.

7

## Koichi Tadano

71 years old  
(Date of birth: July 3, 1954)

For reappointment	Outside	Independent director
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Number of years served as director: 2 years  
(At the close of this Ordinary General Meeting of Shareholders)

Board Meeting Attendance (FY2025): Attended all 14 Board meetings during the relevant fiscal year



### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1977	Marubeni Corporation
June 1988	Tadano Iron Works Co., Ltd. (currently Tadano Ltd.)
June 1991	General Manager of Office of the President, Tadano Ltd.
Jan. 1997	Director and President of FAUN GmbH (currently Tadano Faun GmbH)
June 1997	Director, Tadano Ltd.
Apr. 1999	Director and Managing Executive Officer, Tadano Ltd.
Apr. 2001	Director and Senior Managing Executive Officer, Tadano Ltd.
Apr. 2002	Representative Director and Senior Managing Executive Officer, Tadano Ltd.
June 2003	President, CEO, and Representative Director, Tadano Ltd.
Apr. 2021	Chairman of the Board and Representative Director, Tadano Ltd. (current)
June 2024	Outside Director, Aozora Bank, Ltd. (current)

Number of Bank's shares Owned by Candidate: 865  
The above states the sum of the shares held directly by the candidate and includes shares held through the Executive Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)

### ■ Reason for nomination as a candidate for director and expected roles

Mr. Koichi Tadano has served as President, CEO, and Representative Director and Chairman of the Board and Representative Director of Tadano Ltd. and has demonstrated leadership as the top manager of the Company for many years. He has a wealth of experience, credentials and deep insight by playing a pivotal role in management, as well as extensive knowledge of global business. He has appropriately supervised the management of the Bank as an Outside Director since June 2024. The Bank having high regard for his experience and capabilities, requests the continued appointment as Outside Director, as the Bank expects him to provide overall oversight and advice on the execution of duties by executive officers, from an objective perspective, toward the enhancement of the Bank's corporate value over the medium- to long-term, if he is elected as an Outside Director.

### ■ Matters concerning interests and independence

There are no other particular business related interests between Mr. Tadano and the Bank. Mr. Tadano is nominated as Outside Director and also as Independent Director in accordance with the requirements of the Tokyo Stock Exchange, Inc.

### ■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

The Bank has an agreement with Mr. Tadano regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1). If this proposal is approved and resolved, and he assumes the position of Outside Director, this agreement continues to be effective.

Mr. Tadano is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Outside Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### ■ Message to our shareholders

In fiscal 2025, we exceeded our plan and were able to make a solid start in the first year of our three-year Medium-Term Management Plan, "Aozora 2027."  
At the same time, rising geopolitical risks are increasing uncertainty in the global political and economic landscape, making future developments extremely difficult to predict. We must assume that we will continue to operate in an era of crises characterized by complex, rapid and extreme change.  
This environment demands a kind of instinctive resilience and flexibility that enables us to adapt to any change, and to that end, I believe it is essential that we remain firmly committed to the Bank's management philosophy as an unwavering axis.  
By steadily overcoming the issues and challenges before us, achieving the targets of "Aozora 2027" and building upon a strong foundation that will enable the Bank to continue growing thereafter, I intend to focus my efforts on providing supervision as well as support.

Candidate No.

8

## Hiromasa Kawashima

57 years old  
(Date of birth: July 18, 1968)

For reappointment	Outside
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Number of years served as director	2 years (At the close of this Ordinary General Meeting of Shareholders)
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Board Meeting Attendance (FY2025)	Attended all 14 Board meetings during the relevant fiscal year
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### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1992	Daiwa Securities Co. Ltd.
Oct. 2012	Head of Executive Office, Daiwa Securities Group Inc. Head of Executive Office, Daiwa Securities Co. Ltd.
Apr. 2016	Head of Internal Audit Department, Daiwa Securities Group Inc. Head of Internal Audit Department, Daiwa Securities Co. Ltd.
Apr. 2020	Audit & Supervisory Board Member, Daiwa Securities Co. Ltd. Audit & Supervisory Board Member, Daiwa Real Estate Asset Management Co. Ltd.
June 2020	Member of the Board, Daiwa Securities Group Inc.
Apr. 2024	Senior Managing Director, Daiwa Securities Group Inc. Executive Managing Director, Daiwa Securities Co. Ltd.
July 2024	Outside Director, Aozora Bank, Ltd. (current)
Apr. 2026	Executive Managing Director, Corporate Executive Officer, Daiwa Securities Group Inc. (current) Executive Managing Director, Member of the Board, Daiwa Securities Co. Ltd. (current)

Number of Bank's shares Owned by Candidate	-
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### ■ Reason for nomination as a candidate for director and expected roles

Mr. Hiromasa Kawashima, after serving in the Human Resources Division and the Investment Banking Division at Daiwa Securities Group Inc., served successively as Managing Director of the Executive Office and Internal Audit Department, and he is currently serving as Executive Managing Director, Corporate Executive Officer of Daiwa Securities Group Inc. He has a wealth of experience, credentials and knowledge in Human Resources and Internal Audit. He has appropriately supervised the management of the Bank as an Outside Director since July 2024. He is a candidate nominated by Daiwa Securities Group Inc. following the Bank's execution of the Capital and Business Alliance Agreement with Daiwa Securities Group Inc., on May 13, 2024. The Bank believes his participation in the management as an Outside Director will further deepen collaboration of the two companies, and the Bank expects him to provide appropriate advice to ensure the purpose of the alliance is achieved.

### ■ Matters concerning interests

There are no other particular business related interests between Mr. Kawashima and the Bank.

### ■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

The Bank has an agreement with Mr. Kawashima regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1). If this proposal is approved and resolved, and he assumes the position of Outside Director, this agreement continues to be effective.

Mr. Kawashima is currently a director of the Bank, and the Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, in which he is included as an insured party. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. If this proposal is approved and resolved, and he assumes the position of Outside Director, he will be included as an insured party. The Bank plans to renew the said insurance contract under the same terms and conditions during his term of office.

### ■ Measures for ensuring independence from other affiliated companies from the perspective of protecting minority shareholders

Mr. Kawashima was nominated by Daiwa Securities Group Inc. in accordance with the Capital and Business Alliance Agreement between the two parties on May 13, 2024, and then appointed as a director. If any item of business posing a conflict of interests between the Bank and Daiwa Securities Group Inc. is submitted to the Bank's Board of Directors, he will participate in neither the deliberations nor the resolutions.

### ■ Message to our shareholders

Almost two years have passed since the launch of our capital and business alliance in May 2024, and fiscal 2025 was a year in which the results of our collaboration with the Daiwa Securities Group clearly took shape.

In our corporate business, this collaboration has materialized in concrete transactions, including LBO finance deals. We are also making joint proposals to a wide range of clients—from large corporations to start-ups—and our track record in loans and investments continues to grow.

In the retail business, in October 2025 we began offering the "Aozora Mirai Irodori Wrap" discretionary investment service provided by Daiwa Securities, which has been very well received by far more customers than we initially expected.

Going forward, by combining our strengths in areas such as structured finance with those of the Daiwa Securities Group, we will continue working to provide customers with higher value-added services and to contribute to the Bank's sustainable growth.

Candidate No.

9

## Satoko Gibbs

60 years old  
(Date of birth: August 31, 1965)

New Candidate	Outside	Independent director
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Number of years served as director -

Board Meeting Attendance (FY2025) -



### ■ Brief Personal History, Positions, Areas of Responsibility and Concurrent Major Posts

Apr. 1988	The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited )
Apr. 1998	Shiseido Company, Limited
Apr. 1999	McKinsey & Company, Inc.
Mar. 2002	Oracle Corporation Japan – Vice President / Corporate Officer, CEO Office
Sept. 2005	NARS Cosmetics, Inc. – CEO & Chairwoman / Shiseido USA Inc. – Vice President
May 2008	Executive Coach & Facilitator (Independent Practice) (current)
Apr. 2016	Outside Director, Daido Life Insurance Company
Dec. 2018	Outside Director, EARCH-YOU Co., Ltd.
Apr. 2024	Outside Director, ALTEMIRA Co., Ltd. (currently ALTEMIRA Holdings Co., Ltd.) (current)

Number of Bank's shares Owned by Candidate -

### ■ Reason for nomination as a candidate for director and expected roles

Ms. Satoko Gibbs, after having worked at the former Long-Term Credit Bank of Japan, Ltd. and at a consulting firm, served as an Executive Officer of Oracle Corporation Japan. She has since served as an outside director at several domestic companies and has also been active as an executive coach and facilitator. She has a wealth of experience, credentials and deep insight in global corporate management, as well as extensive knowledge in particular of finance, human capital management, leadership development and succession.

The Bank having high regard for her experience and capabilities, requests her appointment as Outside Director candidate, as the Bank expects her to provide overall oversight and advice on the execution of duties by executive officers, from an objective perspective, toward the enhancement of the Bank's corporate value over the medium- to long-term, if she is elected as an Outside Director.

### ■ Matters concerning interests and independence

There are no other particular business related interests between Ms. Gibbs and the Bank.

Ms. Gibbs is nominated as Outside Director and also as Independent Director in accordance with the requirements of the Tokyo Stock Exchange, Inc.

### ■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

If this proposal is approved and resolved, and she assumes the position of Outside Director, the Bank will enter into an agreement with Ms. Gibbs regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1).

If this proposal is approved and resolved, and Ms. Gibbs assumes the position of Outside Director, she will be included as an insured party of the directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1), of the Companies Act, that the Bank has executed with insurance companies. The said contract covers compensation for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. The Bank plans to renew the said insurance contract under the same terms and conditions during her term of office.

### ■ Message to our shareholders

I would like to express my sincere gratitude to all of our shareholders for your continued and exceptional support.

Over the course of my career, I have been involved in M&A, corporate strategy and business operations at financial institutions and global companies, while also supporting executive decision-making, driving organizational transformation and working on the development of corporate leaders.

In addition, I have completed specialized training for non-executive directors (the Financial Times Non-Executive Director Diploma) and possess expertise in board dynamics and corporate governance. In recent years, through my advisory work with management teams, I have contributed not only to enhancing the effectiveness of strategy execution, but also to advancing governance aimed at improving corporate value and capital efficiency.

Drawing on this experience and expertise, at Aozora Bank I will provide advice and oversight from a constructive and independent standpoint, focusing on the effectiveness and soundness of management strategy, and will strive to contribute to the sustainable enhancement of the Bank's corporate value over the medium to long term. I look forward to working with you in this capacity.

**Proposal No.2** Appointment of One Audit & Supervisory Board Member

At the close of this Ordinary General Meeting of Shareholders, the term of office of Audit & Supervisory Board Member Mr. Satoshi Hashiguchi shall expire. This is to propose, therefore, One Audit & Supervisory Board Member to be elected, with the consent of the Audit & Supervisory Board.

Candidate is shown below.

Candidate for Audit & Supervisory Board Member

## Tomoko Yugeta

58 years old  
(Date of birth: May 26, 1968)

New Candidate Inside

Number of years served as  
Audit & Supervisory Board  
Member -

The meetings of the Audit &  
Supervisory Board attendance -  
(FY2025)



■ Brief Personal History, Positions and Concurrent Major Posts

Apr. 1991	The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)
Oct. 2013	Joint General Manager of Retail Business Promotion Division and Retail Strategy Division
Mar. 2018	Joint General Manager of Retail Strategy Division
July. 2019	Joint General Manager of Retail Strategy Division and Joint General Manager of BANK Branch
Oct. 2019	Co-General Manager of Retail Banking Management Division
Apr. 2023	Deputy Officer of Operations Group (current)

Number of Bank's shares Owned by Candidate	316 The above states the sum of the shares held directly by the candidate and includes shares held through the Employee Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)
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■ Reason for nomination as a candidate for Audit & Supervisory Board Member

Ms. Tomoko Yugeta has been a manager or deputy in multiple departments such as HR, IT, Retail, and Operations, and in addition to banking operations, possesses knowledge in organizational development, and talent development, so we have judged that she is suitable as an Audit & Supervisory Board member and have designated her as a candidate.

■ Matters concerning interests

There is no special conflict of interest between the auditor candidate Ms. Tomoko Yugeta and our bank.

■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

If this proposal is approved and resolved, and Ms. Yugeta assumes the position of Internal Auditor & Supervisory Board Member, the Bank will enter into an agreement with Ms. Yugeta regarding the liability limit stipulated in Article 423, Paragraph (1), of the Companies Act, pursuant to Article 427, Paragraph (1), which is stating that in case of "bona fides without any significant delinquency", the amount of the liability limit is in accordance with the amount stipulated in Article 425, Paragraph (1).

If this proposal is approved and resolved, and Ms. Yugeta assumes the position of Internal Auditor & Supervisory Board Member, she will be included as an insured party of the directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1), of the Companies Act, that the Bank has executed with insurance companies. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. The Bank plans to renew the said insurance contract under the same terms and conditions during her term of office.

(Note) The family register name of Tomoko Yugeta is Tomoko Nozawa.

■ Message to our shareholders

Since joining the bank, I have been involved in operations across multiple departments, including IT, Human Resources, Retail, and Operations. Building on the knowledge of systems and organizational development gained in the IT and Human Resources Division, I have promoted operational reform by, in Retail Banking, formulating strategy based on data analysis and launching the new channel "BANK," and in the Operations, working on building a sustainable operational foundation through visibility and redesign of business processes, among other initiatives.

When assuming the role of auditor at a critical time of transitioning to a management structure resilient to changes in the external environment under the medium-term management plan, I will leverage the perspectives developed in business and internal management to audit the legality and appropriateness of operational execution and, from an independent standpoint, provide recommendations. In order to meet the expectations of our shareholders, I am committed to contributing to our bank's sustainable growth and the enhancement of corporate value.

**Proposal No.3** Appointment of Two Alternate Audit & Supervisory Board Members

In order to prepare for a vacancy in the number of Audit & Supervisory Board Members as required by law, it is proposed to appoint two alternate Audit & Supervisory Board Members, with the consent of the Audit & Supervisory Board.

Mr. Koji Himeno is the candidate for a substitute to the Standing Audit & Supervisory Board Member and Mr. Kenzo Oka is the candidate for a substitute to the Audit & Supervisory Board Members other than the Standing Audit & Supervisory Board Member.

The candidates are shown below.

Candidates for Alternate Audit & Supervisory Board Member

Candidate No.

1

**Koji Himeno**

58 years old  
(Date of birth: December 3, 1967)

Inside



■ Brief Personal History, Positions and Concurrent Major Posts

Apr. 1991	The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)
Oct. 2011	Joint General Manager, HR Division
Aug. 2013	General manager, Ueno Branch
Oct. 2014	Joint General Manager, Corporate Business Division II
July 2016	Joint General Manager, attached to Chief Risk Officer and Chief Credit Risk Officer
Jan. 2017	Joint General Manager, Credit Risk Management Division
Apr. 2019	General manager, Kanazawa Branch
Apr. 2021	Joint General Manager, Corporate Administration and Service Division
July 2021	General Manager, Corporate Administration and Service Division
Apr. 2024	Joint General Manager, Office of Audit & Supervisory Board
July 2024	General Manager, Office of Audit & Supervisory Board (current)

Number of Bank's shares Owned by Candidate

310

The above states the sum of the shares held directly by the candidate and includes shares held through the Employee Stock Ownership Plan (ESOP). (Fractional shares are rounded off.)

■ Reason for nomination as a candidate for Alternate Audit & Supervisory Board Member

Mr. Koji Himeno is qualified for the responsibilities of a Standing Audit & Supervisory Board Member and is the candidate for alternate Standing Audit & Supervisory Board Member because he has enough experience and knowledge in the banking business.

■ Matters concerning interests

There are no other particular business related interests between Mr. Himeno and the Bank.

■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

When Mr. Himeno assumes the office of Audit & Supervisory Board Member, the Bank will enter into a contract with Mr. Himeno to the effect that, if he is without knowledge and is not grossly negligent in performing the duties of Audit & Supervisory Board Member, the liabilities of the Audit & Supervisory Board Member under Article 423, Paragraph (1), of the Companies Act, shall be limited to the amount stipulated by Article 425, Paragraph (1), of the Companies Act, in accordance with the provisions of Article 427, Paragraph (1), of the Companies Act.

Once Mr. Himeno assumes his office as an Audit & Supervisory Board Member, he will be included as an insured party of the directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1), of the Companies Act, that the Bank has executed with insurance companies. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. The Bank expects that the relevant insurance contract will be updated without amendment of its detail, regardless of his assumption.

Candidate No.

2

Kenzo Oka

68 years old  
(Date of birth: July 14, 1957)

Outside



■ Brief Personal History, Positions and Concurrent Major Posts

Apr. 1982	SEISHUN PUBLISHING Co., Ltd.
Apr. 1997	Registration CPA
Oct. 1998	Century Audit Corporation (currently Ernst & Young Shin Nihon LLC)
May 2000	Partner, Century Audit Corporation
July 2008	Senior Partner, Shin Nihon LLC (currently Ernst & Young Shin Nihon LLC)
June 2016	Chairman, Chiyoda Subchapter, Tokyo Chapter, JICPA
Dec. 2019	CPA Examination Commissioner (current)
July 2020	Kenzo Oka Certified Public Accountant Office (current)
Jan. 2022	Registration CFE
June 2023	Outside Audit & Supervisory Board Member, Yokohama Shintoshin Center Corporation (current)
Sept. 2023	Auditor, Yokohama City University (current)

■ Reason for nomination as a candidate for Alternate Audit & Supervisory Board Member

Mr. Kenzo Oka is qualified for the responsibilities of an outside Audit & Supervisory Board Member and is the candidate for alternate outside Audit & Supervisory Board Member because he is expected to contribute to the Bank's management from the following background: Holding a CPA, he has extensive experience, achievements and specialized knowledge as an accounting specialist and is independent from the day-to-day management responsibilities for the bank's operations and activities.

■ Matters concerning interests and independence

There are no other particular business related interests between Mr. Oka and the Bank. Mr. Oka is the candidate for alternate outside Audit & Supervisory Board Member, so when he assumes the office of Audit & Supervisory Board Member, he is the candidate for independent Audit & Supervisory Member in accordance with the requirements of the Tokyo Stock Exchange, Inc.

■ Matters concerning Limited Liability contract and Directors and Officers liability insurance contract

When Mr. Oka assumes the office of Audit & Supervisory Board Member, the Bank will enter into a contract with Mr. Oka to the effect that, if he is without knowledge and is not grossly negligent in performing the duties of Audit & Supervisory Board Member, the liabilities of the Audit & Supervisory Board Member under Article 423, Paragraph (1), of the Companies Act, shall be limited to the amount stipulated by Article 425, Paragraph (1), of the Companies Act, in accordance with the provisions of Article 427, Paragraph (1), of the Companies Act. Once Mr. Oka assumes his office as an Audit & Supervisory Board Member, he will be included as an insured party of the directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1), of the Companies Act, that the Bank has executed with insurance companies. The said contract covers compensations for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) based on their positions as directors and officers, and the Bank has assumed the costs of insurance premiums in full for all of the insured parties with respect to this insurance contract. The Bank expects that the relevant insurance contract will be updated without amendment of its detail, regardless of his assumption.

Number of Bank's shares Owned by Candidate	100
	The above states the shares held directly by the candidate. (Fractional shares are rounded off.)

**Proposal No.4** Determination of Remuneration under Performance-linked Restricted Stock Remuneration Plan for Directors

With regard to remuneration for the Bank's directors, the 73<sup>rd</sup> Ordinary General Meeting of Shareholders held on June 23, 2006 approved a maximum annual amount of 600 million yen (revised at the 82<sup>nd</sup> Ordinary General Meeting of Shareholders held on June 26, 2015 to cover the sum of base remuneration and bonuses). In addition, at the 81<sup>st</sup> Ordinary General Meeting of Shareholders held on June 26, 2014 it was resolved to allocate equity compensation-type stock options to full-time directors with a limit of 150 million yen per year.

We hereby seek shareholders' approval to terminate the existing plan for equity compensation-type stock options and, in its place, introduce a new performance-linked restricted stock remuneration plan ('the Plan') for our directors (excluding outside directors, 'Eligible Directors'), establishing a remuneration framework for the Plan separate from the existing remuneration framework. The purpose of the Plan is to strengthen our medium- to long-term incentives by more clearly defining the linkage between the remuneration of Eligible Directors and the Bank's performance, as well as to more closely align management's interests with those of our shareholders. We also aim to sustainably enhance corporate value by realizing our management philosophy: "Contribute to the development of society through the creation of new value-added financial services."

Provided that the proposal regarding the Plan is approved, the existing plan for equity compensation-type stock options that was previously approved will be discontinued. However, the unexercised portion of any stock options granted as the equity compensation-type stock options will remain in effect.

The number of Eligible Directors is currently four, and will be three provided that Proposal No. 1 is approved as proposed.

#### 1. Overview of the Plan

Under the Plan, the Board of Directors sets a specific time frame, such as a fiscal year, as a performance evaluation period ('Evaluation Period') as well as performance evaluation indicators for each Evaluation Period in advance. Following the conclusion of the Evaluation Period, the Bank's common shares are granted based on the number of shares that the Board of Directors determines by comprehensively taking into consideration the achievement of the performance evaluation indicators set for the Evaluation Period. The common shares to be granted will be subject to certain transfer restrictions. The performance evaluation indicators established by the Board of Directors will be set in accordance with our unique business model and from a perspective of appropriately reflecting business performance. These indicators will be based on two pillars: the exercise of financial intermediary functions (deepening existing business areas) and the creation of new added value in finance, and will be set in accordance with our management plan and basic risk appetite policy\*. Specifically, these evaluation indicators will be set based on a combination of quantitative indicators, which are comprised of profitability, capital efficiency, and capital strength during the Evaluation Period, and qualitative indicators that evaluate the implementation of a range of growth strategies contributing to the enhancement of corporate value.

\*The Aozora Group's basic risk appetite policy sets forth its long-term risk appetite, with the aim to "Contribute to the development of society through the creation of new value-added financial services" as the Group-wide management philosophy, by accumulating stable earnings, enhancing capital, and achieving corporate growth through the efficient management and utilization of management resources as well as sound risk-taking.

Restricted shares are granted to Eligible Directors subject to a resolution by the Board of Directors in either of the following methods: (i) issuance or disposal of Aozora's common shares as part of directors' remuneration without requiring payment of money or contribution of assets in kind; or (ii) issuance or disposition of the Bank's common shares by having the Eligible Directors contribute their entire monetary remuneration claims as assets in kind. In the case of using the above method (ii), the amount to be paid per share is determined by the Board of Directors within the amount that is not particularly advantageous to Eligible Directors, based on the closing price of Aozora's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution (or, in case where no trading occurred on that day, the closing price on the most recent trading day prior thereto).

#### 2. Maximum Amount and Number of Shares Granted to Eligible Directors

The total amount of remuneration for granting restricted shares to Eligible Directors under the Plan is capped at 250 million yen per year, separate from the existing plan framework, and the total number of Aozora's common shares to be issued or disposed of under the Plan is limited to 150,000 shares per year (provided, however, that if a stock split [including a gratis allotment] or stock consolidation of Aozora's common shares is conducted after the date on which the proposal is approved, this number is adjusted commensurate with the split or consolidation ratio).

With regard to the specific timing and allocation of grants to each Eligible Director, the Nomination and Remuneration Committee, the Board's advisory body of which the majority is comprised of outside directors, deliberates in a fair and transparent manner and the Board of Directors decides with due respect to the Committee's views.

#### 3. Requirements for Granting Shares

Whether shares will actually be granted, and if so, the number of shares to be granted will be determined by the Board of Directors following the conclusion of the Evaluation Period; therefore, neither shall be finalized until such determination is made by the Board of Directors. In addition, in the event of certain misconduct or other similar circumstances, or if the Board of Directors determines that it is inappropriate to grant restricted shares under the Plan, the Bank may not grant restricted shares under the Plan.

After the commencement of the Evaluation Period but before the granting of shares, a cash amount reasonably determined by the Board of Directors may be paid in lieu of granting Aozora's common shares at a time reasonably determined by the Board of Directors, where necessary, upon the occurrence of any of the following events: (i) an Eligible Director resigns or retires either from the position of Director of the Bank or from any other position designated by the Board of Directors due to death or other reasons deemed justifiable by the Board of Directors; (ii) matters relating to the execution of a merger agreement under which the Bank will become the dissolved company, a share exchange agreement under which the Bank will become a wholly owned subsidiary, or a share transfer plan, or any other organizational restructuring are approved at the General Meeting of Shareholders (or by the Board of Directors, if shareholder approval is not required for such organizational restructuring); or (iii) there is a reason deemed justifiable by the Board of Directors.

#### 4. Overview of Transfer Restrictions

Granting of Aozora's common shares under the Plan is subject to transfer restrictions, except in cases where an Eligible Director has resigned or retired either from the position of Director of the Bank or from any other position designated by the Board of Directors at the time of granting shares, and the Bank concludes with each of the Eligible Directors an agreement on the allocation of restricted shares ('the Allocation Agreement') that contains the following provisions, and other matters concerning this Agreement shall be determined by the Bank's Board of Directors. The provisions are as follows:

(1) Eligible Directors shall not transfer, pledge as collateral, or otherwise dispose of Aozora's common shares allocated under the Allocation Agreement ('the Allocated Shares') during the period from the date on which the Allocated Shares are granted until the date on which the director retires or resigns from the position of director of the Bank or any other position designated by the Board of Directors ('Transfer Restriction Period') (comprehensively 'Transfer Restrictions').

- (2) The Bank shall release the Transfer Restrictions on all of the Allocated Shares upon the expiration of the Transfer Restriction Period.
- (3) The Bank shall automatically acquire the Allocated Shares without consideration if, during the Transfer Restriction Period, an Eligible Director violates any laws and regulations, internal rules, or the Allocation Agreement, or falls under any of the events set out by the Board of Directors that justify the Bank's acquisition of the Allocated Shares without consideration.
- (4) Notwithstanding the above provision (1), in cases where matters relating to the execution of a merger agreement under which the Bank will become the dissolved company, a share exchange agreement under which the Bank will become a wholly owned subsidiary, or a share transfer plan, or any other organizational restructuring are approved at the General Meeting of Shareholders (or by the Board of Directors, if shareholder approval is not required for such organizational restructuring) during the Transfer Restriction Period, the Bank shall release the Transfer Restrictions on the number of the Allocated Shares as reasonably determined, pursuant to a resolution at the Board of Directors, prior to the effective date of such organizational restructuring.

#### 5. Clawback Provision

A clawback provision shall be introduced for the Bank's common shares delivered under the Plan, stipulating that in the event certain circumstances determined by the Bank's Board of Directors are discovered after the release of the transfer restrictions, including material accounting errors or fraudulent accounting practices, the Bank may, by resolution of the Board of Directors following consultation with the Nomination and Remuneration Committee, demand the return of all or part of the delivered shares or the payment of an amount equivalent to the value of such shares.

In introducing the Plan pursuant to this proposal, the Bank consulted in advance with its Nomination and Remuneration Committee, the Board's voluntary advisory body of which the majority is comprised of outside directors. Based on its recommendation, the Board of Directors has resolved to amend the policy regarding the determination of the details of each director's remuneration, subject to the approval of this proposal. An outline of the amended determination policy is as shown below. This proposal is in accordance with the above amended policy. Furthermore, the total number of restricted shares to be granted under this proposal represents approximately 0.1% of total outstanding shares (excluding treasury shares) as of March 31, 2026, and the dilution ratio is minimal. For these reasons, we consider the proposal to be reasonable.

<Outline of the Policy Regarding Decisions on Amendments to Remuneration for Individual Directors, etc.>

- (1) Determination of remuneration by the Nomination and Remuneration Committee:  
The Nomination and Remuneration Committee, which consists mainly of outside directors, is authorized by the Board of Directors to determine the amount of each director's remuneration from the perspective of ensuring transparency, independence and objectivity in the remuneration determination process.
- (2) Types of Remuneration and Annual Remuneration Ceiling:  
In principle, the remuneration for internal directors shall be composed of base remuneration (fixed-base remuneration), bonus (short-term performance-based remuneration), and performance-linked restricted stock remuneration (medium- to long-term performance-linked and non-cash remuneration), while for outside directors, remuneration shall consist solely of base remuneration (fixed-base remuneration).  
The maximum sum of base remuneration and bonuses for directors shall be 600 million yen per year. Performance-linked restricted stock remuneration shall be granted separately from these directors' basic remuneration and bonuses, within an annual limit of JPY 250 million and a maximum of 150,000 shares.

#### (3) Method of Calculating Remuneration

- (a) Base Remuneration (fixed-base remuneration)  
Base remuneration shall be fixed remuneration determined based on whether the director is an internal or an outside director, as well as the director's job title and responsibilities, and shall be paid monthly during their tenure.  
The level of base remuneration shall be determined after confirming its appropriateness based on survey data from an external specialized agency.
- (b) Bonus (short-term performance-based remuneration)  
With regard to the bonus, the actual amount shall be determined for each internal director by applying a coefficient ranging from 0% to 100% of the base remuneration, taking into account key performance indicators for the relevant fiscal year. Payment shall be made at a specified time following the end of each fiscal year.
- (c) Performance-linked restricted stock remuneration (medium- to long-term performance-linked and non-cash remuneration)

Performance-linked restricted stock remuneration shall be granted by delivering the Bank's common shares following the advance designation of performance indicators for each fiscal year and the evaluation of the achievement level of these performance indicators by the Bank's Board of Directors after the end of each fiscal year. The number of shares to be delivered shall be determined for each inside director by deciding a coefficient ranging from 0% to 100% of the basic remuneration, taking into account key performance indicators related to the performance during the relevant performance evaluation period, and the remuneration amount and number of shares to be delivered based on the coefficient.

The Bank's common shares granted as performance-linked restricted stock remuneration shall, in principle, be subject to transfer restrictions until the date on which the relevant director retires or resigns from the position of director of the Bank or any other position determined by the Bank's Board of Directors.

The Bank shall automatically acquire the Allocated Shares without consideration if, during the Transfer Restriction Period, an Eligible Director violates any laws and regulations, internal rules, or the Allocation Agreement, or falls under any of the events set out by the Board of Directors that justify the Bank's acquisition of the Allocated Shares without consideration.

In the event certain circumstances determined by the Bank's Board of Directors are discovered after the release of the transfer restrictions, including material accounting errors or fraudulent accounting practices, the Bank may, by resolution of the Board of Directors following consultation with the Nomination and Remuneration Committee, demand the return of all or part of the delivered shares or the payment of an amount equivalent to the value of such shares. Notwithstanding the foregoing, if, after the start of the Evaluation Period and prior to the delivery of shares: (i) an Eligible Director retires or resigns from the position of director of the Bank or any other position determined by the Bank's Board of Directors due to death or other reasons deemed legitimate by the Bank's Board of Directors; or (ii) a merger agreement where the Bank is the dissolving company, a share exchange agreement or share transfer plan where the Bank becomes a wholly-owned subsidiary, or other matters concerning organizational restructuring are approved by the Bank's General Meeting of Shareholders (provided that if approval by the Bank's General Meeting of Shareholders is not required for such organizational restructuring, by the Bank's Board of Directors); or (iii) the Bank's Board of Directors deems there is a legitimate reason, the Bank may, if necessary, pay a monetary amount reasonably determined by the Bank's Board of Directors instead of the Bank's common shares at a time reasonably determined by the Bank's Board of Directors.

## **Note 1      Composition of the Board of Directors**

1. The Board of Directors shall not have more than twelve (12) Directors, which is the maximum number of Directors stipulated in the Articles of Incorporation.
2. Nomination of Director candidates shall be based on “Basic Policy for Nominating Directors and Audit & Supervisory Board Member Candidates, and Appointing and Dismissing Senior Management Including the CEO”.
3. The Composition of the Board of Directors shall take into consideration diversity and combination, with wealth of knowledge and expertise in areas including banking and finance, financial accounting, risk management, legal and compliance and so forth in addition to deep insight of the Bank Group’s business.
4. The Board of Directors shall be composed of internal Directors who possess extensive knowledge and experience in business execution and outside Directors who supervise management from an objective standpoint. Judgement of outside Director’s independence shall be made based on “Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members” and the percentage of independent outside Directors, in principle, shall be a half or more.

## **Note 2      Basic Policy for Nominating Directors and Audit & Supervisory Board Member Candidates, and Appointing and Dismissing Senior Management Including the CEO**

### **Basic Guidelines for Nominating Director Candidates**

Candidates should:

1. Possess substantial management knowledge and expertise
2. Have superior insight, be able to make management decisions and exercise sound judgment
3. Be committed to the duties of director
4. Be able to earn the trust of the Bank’s stakeholders, including shareholders
5. In the case of outside directors, be able to conduct management oversight and offer appropriate advice

The Composition of the Board of Directors shall take into consideration diversity and combination, with wealth of knowledge and expertise in areas including banking and finance, financial accounting, risk management, legal and compliance and so forth in addition to deep insight of the Bank Group’s business.

### **Basic Guidelines for Nominating Audit & Supervisory Board Member Candidates**

Candidates should:

1. Possess substantial management knowledge and expertise
2. Have knowledge of core financial rules and regulations, finance and accounting
3. Be fair, impartial, and able to perform duties from an independent standpoint
4. Be able to earn the trust of the Bank’s stakeholders
5. Have the ability to communicate effectively with shareholders, the Board of Directors, and senior management to ensure management soundness and transparency

## **Reappointment of Directors and Audit & Supervisory Board Members**

For reappointment of Directors and Audit & Supervisory Board Members, the above basic guidelines, performance of his/her duties and contribution to the Bank’s management as Director/Audit & Supervisory Board Member during his/her term of office shall be considered each fiscal year.

The maximum term of office of each official corporate title of internal director shall be determined by the internal regulations of the Management Committee.

The maximum term of office of internal Audit & Supervisory Board Member shall be determined by the internal regulations of the Audit & Supervisory Board.

The maximum term of office of outside directors shall be generally 6 terms 6 years, but re-appointment shall be permitted up to a maximum of 8 terms 8 years.

The maximum term of office of outside Audit & Supervisory Board Members shall be 2 terms 8 years.

### **Basic Guidelines for Appointing and Dismissing Senior Management**

#### **(1) Basic Guidelines for Appointing Senior Management**

1. Possesses substantial knowledge and expertise required for proper business operations
2. Has superior insight, ability to make decisions on business operations and exercise sound judgment
3. Demonstrates leadership skills and ability to assume responsibility for important management functions related to the Bank’s business strategy

#### **(2) Basic Guidelines for Dismissing Senior Management**

1. Acts against the public interest
2. Becomes unable to perform duties due to health problems
3. Causes serious damage to the Bank’s corporate value due to negligence

### **Basic Guidelines for Appointing and Dismissing the CEO**

#### **(1) Basic Guidelines for Appointing the CEO**

In addition to the Basic Guidelines for Appointing Senior Management:

1. Has superior top management leadership skills
2. Has substantial management experience and achievements
3. Optimal candidate for the continued improvement of the Bank’s corporate value

#### **(2) Basic Guidelines for Dismissing the CEO**

In addition to the Basic Guidelines for Dismissing Senior Management:

1. Fails to exercise top management leadership
2. Determined to be unqualified as CEO due to failure in fulfilling shareholders’ mandate

### **Formulation of CEO succession plan**

Formulate a succession plan that includes the following, with the aim of securing potential CEO successors who can contribute to the sustainable enhancement of the Bank’s corporate value for a smooth transition in the future.

1. Overall policy including roadmap
2. Capability requirements for CEO in light of the strategic directions and environmental changes
3. Candidate selection and training plan

### Note 3 Procedures for Nominating Directors, etc.

#### Procedure for Nominating Directors, and Appointing and Dismissing Senior Management Including the CEO

The Nomination & Remuneration Committee, of which the majority comprises outside directors, deliberates on the nomination of director candidates as well as the appointment and dismissal of the CEO and other senior management, and makes recommendations to the Board of Directors.

The Board of Directors determines whether or not to accept the recommendations of the Nomination & Remuneration Committee for nominating Directors as well as appointing the CEO and other senior management in accordance with the basic guidelines for such nomination or appointment.

In cases where the CEO or other senior management falls under any of the above basic guidelines for dismissal, in principle, the Board of Directors will determine whether or not to dismiss them in accordance with the recommendations of the Nomination & Remuneration Committee.

#### Procedure for Nominating Audit & Supervisory Board Members

The Nomination & Remuneration Committee, of which the majority comprises outside directors, deliberates on the nomination of the Audit & Supervisory Board candidates and makes recommendations to the Board of Directors, taking into consideration the views of Audit & Supervisory Board Members.

The Board of Directors determines whether or not to accept the recommendations of the Nomination & Remuneration Committee with the consent of the Audit & Supervisory Board in accordance with the relevant basic guidelines.

### Note 4 Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members

Outside Directors, Outside Audit & Supervisory Board Members and its candidates who does not fall under any of the following categories shall deemed to be independent.

1. (1) A person who currently is, or has been during the last ten years prior to his/her appointment, an Executive (Executive Director, Executive Officer or other employee) of the Bank or its subsidiaries.  
  
(2) A person who had served as a Director, Accounting Advisor and/or Audit and Supervisory Board Member (excluding a person who served as an Executive) of the Bank or its subsidiaries at some time during the 10 years prior to his/her appointment, had also served as an Executive of the Bank or its subsidiaries in the 10 years prior to his/her appointment as such Director, Accounting Advisor and/or Audit and Supervisory Board Member.
2. (1) A person for which the Bank or its subsidiaries is a major business partner (2% or more of consolidated net sales of the said person) or an Executive thereof.  
  
(2) A person who is a major business partner of the Bank or its subsidiaries (2% or more of consolidated net sales of the Bank) or an Executive thereof.
3. A consultant, accounting expert and/or legal expert, who has received large amounts of money or other assets (more than an average of JPY 10 million per year over the last three years) from the Bank or its subsidiaries in addition to any compensation received as a director/an Audit & Supervisory Board Member, and/or a person who belongs to a consulting firm, accounting firm and/or legal firm, etc. which has received large amounts of money or other assets (2% or more of consolidated sale revenue of the said firm) from the Bank or its subsidiaries.
4. A person who has “recently” fallen under any of 2 through 3 above. (“recently” means where a time can be deemed to be substantively the same as the present. For example, a person is not independent if that person was a major business partner at the time when a matters to be proposed to the shareholders meeting regarding his/her appointment was decided.)
5. A person who has been any of the following (1) to (3) during the last ten years prior to his/her appointment.
  - (1) A person who has been an Executive and/or non-executive director of the parent company of the Bank
  - (2) An Audit & Supervisory Board Member of the parent company of the Bank (limited to cases when the Audit & Supervisory Board Member shall be designated as Independent)
  - (3) A person who has been an Executive of fellow subsidiaries of the Bank
6. A person who is a major shareholder of the Bank (holding 10% or more of the voting rights of the Bank). If the major shareholder is a corporation, etc., a person who is or was an Executive of the said corporation, its parent company, or its major subsidiaries within the past five years.
7. A close relative (a spouse or family member within the second degree of kinship, excluding those who is not an “important person”) falls under any of 1 through 6 above. (“important person” means, for example, an executive officer/manager-level employee of a company, and in the case of 3 above, a holder of professional qualification such as a Certified Public Accountant and Attorney-at-Law)  
In the case of 1 above, those who fall under each item at present.

**[ Expertise of Directors and Audit & Supervisory Board Members ]**

The Bank has established the Board of Directors, Audit & Supervisory Board Members and the Audit and Supervisory Board as a company with the Audit and Supervisory Board, and has adopted a corporate governance system to ensure management discipline and mutual supervision.

From the perspective of ensuring efficiency, objectivity and transparency, the Board of Directors consists of internal officers who are well-versed in business execution and outside officers who oversee management from an objective standpoint.




Under our management philosophy of “Contribute to the development of society through the creation of new value-added financial services”, the Bank will strive to achieve sustainable growth and to enhance corporate value over the medium to long term by addressing social issues, taking into account perspectives of sustainability such as ESG and DEI (\*).

In order to achieve our goal, the Bank set forth the skills and expertise of Directors and Audit & Supervisory Board Members as “global affairs,” and “IT/digital,” which require higher levels of expertise, in addition to a wealth of knowledge on “corporate management,” “financial accounting,” “legal, compliance and risk management”, “banking and finance and “human capital,” which are the foundations of financial institution management.

	Necessary expertise	Definition	Reasons for selection
Oversight Functions	Corporate Management	Experience in organizational management such as corporate head	We consider that insights and visions on organizational operations developed through management experience are necessary to achieve sustainable growth and medium- to long-term corporate value enhancement.
	Financial Accounting	Specialized knowledge and experience in financial strategy and financial reporting (accounting and tax affairs)	We intend to work to achieve sustainable growth by appropriately implementing our capital policy while ensuring financial soundness.
	Legal, Compliance/ Risk Management	Extensive and specialized knowledge and experience in laws and regulations, internal controls, and risk management	We intend to continue fair and sound business operations.
Aozora's Focus Areas	Banking and Finance	Insight and ability regarding traditional financial business, as well as ability to explore new areas and create new added-value financial services	We intend to continue to contribute to the development of society by creating new added-value financial services through our Strategic Investments Business focused on structured finance, which is our area of strength.
	Global affairs	Insight and ability regarding business expansion and market operations from a global perspective	We consider that activities that will lead to creating value from a global perspective is necessary to develop new services with reference to overseas business models.
	Human Capital	Insight into personnel and organizational development, as well as experience and ability to implement human resources strategies and human capital investment that are linked to our management strategy	Under the concept that “human capital” is our primary source of value creation, we regard human resources strategy as part of our management strategy and value human capital.
	IT/Digital	Understanding of IT and digital areas, ability of business innovation, and experience in the IT/digital business	We consider IT and digital areas as the foundation for our business and customer services and also as a significant means that contributes to solutions to challenges.

(\*). Diversity, Equity, Inclusion. These are said to be essential elements for the growth of organizations and society.

Upon approval of Proposal 1 and 2 following the close of this year’s General Meeting of Shareholders, the Bank plans to appoint the following Directors and Audit & Supervisory Board Members (to be decided at the Board of Director’s Meeting following the close of this year’s General Meeting of Shareholders).

Name	Committee to which the candidate is planned to belong	Expertise of Directors and Audit & Supervisory Board Members								
		Supervisory function				The Bank's areas of focus				
		Nomination and Remuneration Committee	Risk Governance Committee	Corporate management	Financial accounting	Legal, Compliance/Risk Management	Banking and finance	Global affairs	Human capital	IT/Digital
 Hideto Oomi Masayoshi Ohara Takashi Kato		●		●			●	●		●
			●	●		●	●	●		
				●	●		●	●		
 Sakie Tachibana Fukushima Independent director Hideyuki Takahashi Independent director Hideaki Saito Independent director Koichi Tadano Independent director Hiromasa Kawashima Satoko Gibbs Independent director	Chairperson	●		●			●	●		
	Chairperson		●	●	●	●	●			●
			●	●			●	●		●
		●		●						
							●	●		●
		●					●	●	●	
	Observer						●		●	
 Toraki Inoue Independent director Junichi Maeda Independent director	Observer			●	●	●		●		
	Observer			●		●	●		●	

(Notes) Not all of the expertise that each Director or Audit & Supervisory Board Member possesses.

(Attached Documents)

# Business Report

## - Fiscal Year 2025 -

(April 1, 2025 — March 31, 2026)

### 1. Current Status of the Bank

#### (1) Business Developments and Results of the Corporate Group

##### [Financial and Economic Environment]

In reviewing the economic environment during FY2025, global markets experienced turmoil in the first half of the fiscal year due to U.S. tariff policies. However, following the progress of individual negotiations, market uncertainty receded and the global economy remained generally resilient throughout the year. On the other hand, there were concerns about the potential impact on the global economy, including higher crude oil prices due to deteriorating conditions in the Middle East as well as heightened awareness of geopolitical risks. In the domestic economy, real wages showed signs of bottoming out, as the wage increase rates remained high among major corporations. The Bank of Japan raised its policy interest rate to 0.75% in December 2025 to sustainably and steadily achieve its 2% price stability target, based on the outlook that a virtuous cycle in which wages and prices rise moderately while influencing each other will continue.

In financial markets, Japan's long-term interest rates (10-year Japanese government bond yields) hovered around the 1.4% range at the beginning of the fiscal year, despite some turbulence caused by U.S. tariff policies, and then gradually rose in expectation of a rate hike by the Bank of Japan. Following the start of the new government in October, yields surged above 2% amid a weaker yen and market speculation over fiscal expansion, and reached the 2.3% range at fiscal year-end. The Nikkei Stock Average was in the 35,000 yen range at the beginning of the fiscal year, but temporarily rose to the 59,000 yen range in February, reflecting steady economic conditions, higher semiconductor-related stock prices amid the AI boom, and expectations for the new government's policies. From March onward, the index entered a downward trend due to concerns over the Middle East conditions and ended in the 51,000 yen range at fiscal year-end. The USD/JPY exchange rate appreciated from the upper 140 yen range at the beginning of the fiscal year to the 139 yen range temporarily in April, but subsequently weakened mainly due to progress in tariff negotiations and then rose to the upper 150 yen range from October onward. From March onward, the U.S. dollar further strengthen, reflecting higher crude oil prices, and an exchange rate in the 158 yen range was reached at fiscal year-end.

In the United States, long-term interest rates (10-year U.S. Treasury yields) temporarily rose to the 4.6% range in the first half of the fiscal year, but then traded in the lower 4% range around the middle of the year against a backdrop of easing inflationary concerns and FRB policy rate cuts. In February, yields temporarily declined to the 3.8% range primarily due to concerns over a slowdown in the labor market. However, from March onward, inflationary concerns reemerged, and yields reached the 4.3% range at fiscal year-end. In the U.S. equity market, the Dow Jones Industrial Average temporarily dropped sharply to the 36,000 range at the beginning of the fiscal year, but subsequently rose to the 50,000 range in February mainly due to strong corporate earnings. The DJIA then entered a downward trend primarily due to concerns over AI disruption in software services and conditions in the Middle East, and ended in the 46,000 range at fiscal year-end.

##### [Main Business Activities of the Corporate Group]

Aozora Bank Group consists of Aozora Bank, 23 consolidated subsidiaries and 1 affiliated company accounted for using the equity method that collectively provide a broad range of financial services, such as financial instruments, trust, investment management, investment advisory, M&A advisory services and venture capital investment, in addition to our primary banking business, and distressed loan servicing.

[Analysis of Operating Results and Financial Conditions]

The results of Aozora Group for FY2025 are as follows.

Figures less than one hundred million yen are truncated.

#### (i) Operating Results

(Unit: Billions of yen)

Net revenue	98.5	Net income attributable to owners of parent	25.7
Change from FY2024	+12.9	Change from FY2024	+5.1

Business profit ※1	35.2	Full-year dividend per common share	91 yen
Change from FY2024	+8.1	4Q dividend	25.00 yen

(Unit: Billions of yen)

	FY2024	FY2025	Change
<b>Net revenue ※2</b>	<b>85.6</b>	<b>98.5</b>	<b>12.9</b>
Net interest income	48.7	52.3	3.6
Non-interest income	36.9	46.2	9.3
General and administrative expenses	(62.8)	(66.9)	(4.0)
Gains (losses) on equity method investments	2.2	2.9	0.6
Business profit (excluding gains/losses on stock transactions, etc.) ※3	25.0	34.5	9.5
Credit-related expenses	(9.4)	(8.4)	0.9
Gains (losses) on stock transactions	3.2	1.1	(2.1)
Other	(1.2)	(0.0)	1.2
<b>Ordinary profit</b>	<b>17.5</b>	<b>27.1</b>	<b>9.6</b>
Extraordinary profit (loss)	1.8	(0.0)	(1.8)
Income before income taxes	19.3	27.1	7.7
Total income taxes	0.2	(0.5)	(0.8)
Net income	19.6	26.5	6.9
Net loss (income) attributable to non-controlling interests	0.8	(0.8)	(1.7)
<b>Net income attributable to owners of parent</b>	<b>20.5</b>	<b>25.7</b>	<b>5.1</b>

- ※1 Business profit = Business profit (excluding gains/losses on stock transactions, etc.)  
+ Gains/losses on stock transactions, etc.
- ※2 Net revenue = (Interest income – Interest expenses)  
+ (Trust fees + Fees and commissions - Fees and commissions payments)  
+ (Gain on trading account transactions - Loss on trading account transactions)  
+ (Other ordinary income - Other ordinary expenses)
- ※3 Business profit (excluding gains/losses on stock transactions, etc.) = Net revenue - General and administrative expenses + Gains (losses) on equity method investments
- ※4 Gains/losses on stock transactions, etc. = Gains/losses on stock transactions + Net provision of allowance for investment loss + Gains/losses on equity derivatives
- ※5 Regardless of nature of accounts, income or profits are shown as positive and expenses or losses are shown as negative amount on the table above.

For FY2025, net revenue was 98.5 billion yen, an increase of 12.9 billion yen year-on-year, and business profit was 35.2 billion yen, an increase of 8.1 billion. Net income attributable to owners of parent was 25.7 billion yen an increase of 5.1 billion yen.

Net interest income was 52.3 billion yen, an increase of 3.6 billion yen year on year due to higher domestic net interest income driven by larger differences in yields between loans and deposits resulting from the cumulative effect of higher yen interest rates, as well as an increase in domestic loan outstandings.

Net fees and commissions increased by 7.1 billion yen mainly due to an increase in loan-related fee income from LBO finance and GMO Aozora Net Bank's fee income. Gains from limited partnerships also increased due to capital gains from investments funds. Gains/losses on bond transactions decreased due to recognized losses on ALM securities as part of the repositioning of portfolio as well as on the disposal of legacy securities. As a result, non-interest income was 46.2 billion yen, an increase of 9.3 billion yen year-on-year.

The Bank continued investments in human capital and GMO Aozora Net Bank incurred higher costs associated with business expansion. As a result, General and administrative expenses were 66.9 billion yen, an increase of 4.0 billion yen from the previous year.

Gains/losses on equity method investments were a net gain of 2.9 billion yen and Gains/losses on stock transactions were a net gain of 1.1 billion yen, a decrease of 2.1 billion yen from the previous year.

Business profit was 35.2 billion yen, an increase of 8.1 billion yen.

Credit expenses were a net expense of 8.4 billion yen compared to a net expense of 9.4 billion yen in the previous year, primarily reflecting provisions recorded for newly originated domestic LBO loans and additional provisions recorded due to a revaluation of credit exposures, including certain North American corporate loans.

As a result of the above factors, ordinary profit was 27.1 billion yen, an increase of 9.6 billion yen year-on-year. Income before income taxes was 27.1 billion yen, an increase of 7.7 billion yen and net income attributable to owners of parent was 25.7 billion yen, an increase of 5.1 billion yen. Net income attributable to owners of parent per share (basic) was 185.75 yen, as compared to 154.26 yen per share (basic) in FY2024.

For this fiscal year, the Bank has decided to pay a full-year dividend per common share of 91 yen (an increase of 3 yen from the original full-year dividend forecast).

#### Business profit by reportable segments

(Unit: Billions of yen)

	FY2024	FY2025	Change
Strategic Investments Unit	27.7	38.6	10.8
Market & International Business Unit	7.5	3.9	(3.6)
Customer Relations Unit	1.4	1.1	(0.3)
GMO Aozora Net Bank	(0.4)	1.9	2.3

The Bank has designated Strategic Investments Unit, Market & International Business Unit, Customer Relations Unit, and GMO Aozora Net Bank as reportable segments for the purpose of the disclosures contained herein.

As of March 31, 2026, each reportable segment consists of the following business groups.

#### Strategic Investments Unit

: Corporate Banking Group, M&A Advisory Group, Acquisition & Structured Finance Group, Environment Business Group, Special Situations Group and Real Estate Finance Group

#### Market & International Business Unit

: Financial Markets Group, International Business Group and Real Estate Finance Group

#### Customer Relations Unit

: Allied Banking Group and Retail Banking Group

#### GMO Aozora Net Bank

: GMO Aozora Net Bank

(ii) Financial Conditions

Total assets were 8,601.6 billion yen as of March 31, 2026, an increase of 839.2 billion yen, compared to March 31, 2025.

Loans and bills discounted were 4,486.3 billion yen, an increase of 279.8 billion yen from March 31, 2025. Domestic loans increased by 261.4 billion yen. Overseas loans increased by 18.3 billion yen. Securities increased by 79.3 billion yen from March 31, 2025, to 1,434.8 billion yen.

Total liabilities were 8,110.0 billion yen, an increase of 807.3 billion yen compared to March 31, 2025. Total core funding (deposits, negotiable certificates of deposit and bonds payable) was 6,152.4 billion yen, an increase of 354.8 billion yen from March 31, 2025. The balance of retail deposits was 3,241.6 billion yen, a decrease of 49.2 billion yen compared to March 31, 2025.

Total equity was 491.6 billion yen, an increase of 31.9 billion yen from March 31, 2025. Net assets per common share were 3,463.73 yen, as compared to 3,258.51 yen per common share as of March 31, 2025.

[Issues to be addressed]

(i) Issues to be addressed

Outline of Mid-term Plan “Aozora 2027” and progress on KPIs

Outline of “Aozora 2027”

We aim to return to a growth trajectory for the three-year period from 2025 to 2027 by leveraging our underlying strengths and characteristics, spurred by changes in the external environment

Three growth drivers:

1. Growth of the Strategic Investments Business mainly in the Japan domestic market
2. Realization of synergies through the alliance with Daiwa Securities Group
3. Growth of GMO Aozora Net Bank

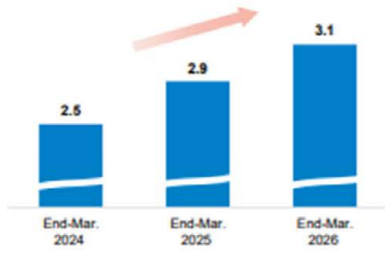
Results in the first year of “Aozora 2027”

1. In the Strategic Investments Business, LBO loans expanded against a backdrop of a growing M&A market. Domestic corporate loans also grew due to enhanced customer base following the alliance with Daiwa Securities
2. Strong sales of Daiwa Securities’ fund wrap products to retail customers
3. GMO Aozora Net Bank achieved positive net income, leveraging a high level of technical expertise and rapid response capabilities
4. Given the strong progress of the above three growth drivers, we commenced the disposal of legacy assets (credit ETFs) with a view to improving future profitability
5. The CET1 ratio improved to 9.6%, partly due to transition to FIRB

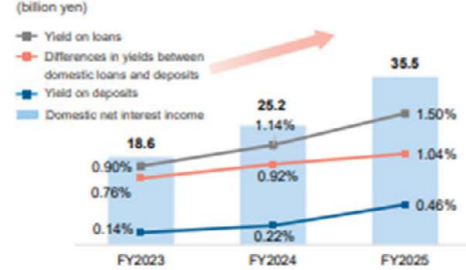
Progress on KPIs	FY2024 Results	FY2025 Plan	FY2025 Results	FY2026 Plan	Final year of the Mid-term Plan	
					FY2027 Plan	FY2029 Targets
Profit attributable to owners of parent	20.5 bn yen	22.0 bn yen	25.7 bn yen	27.0 bn yen	33.0 bn yen	50.0 bn yen
ROE	4.9%	-	5.5%	-	Approx. 7%	8% or higher
CET1 ratio	8.7%	-	9.6%	-	10–11%	10–11%
Earnings assets*	4.5 tn yen	-	4.7 tn yen	-	5.5 tn yen	-
Impact of alliance with Daiwa (business profit basis)	-	3.3 bn yen	3.5 bn yen	6.5 bn yen	10.0 bn yen	-

\* Total of loans and securities, excluding loans to the government, government bonds, etc.

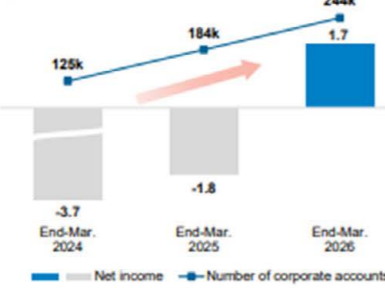
**Domestic loan outstandings**  
(billion yen)



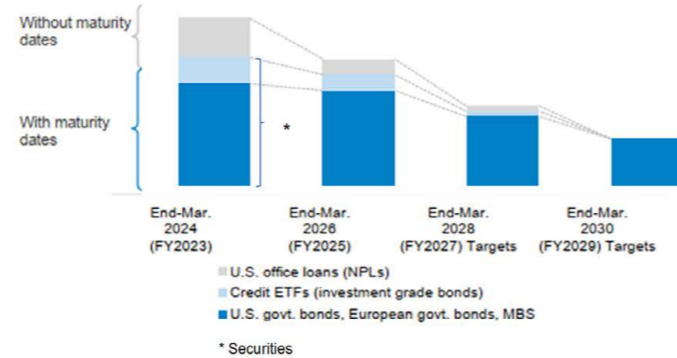
**Domestic net interest income and differences in yields between domestic loans and deposits**  
(billion yen)



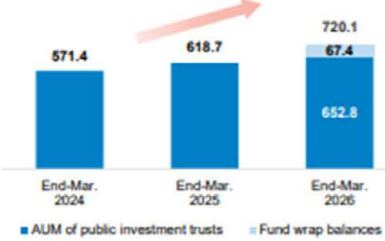
**Net income and number of corporate accounts of GMO Aozora Net Bank**  
(billion yen)



**Outstanding balance of legacy securities and outlook**



**AUM of investment trusts and fund wrap products for retail customers**  
(billion yen)



## FY2026 business strategy

### Environment in FY2026

While domestic and overseas economies are both expected to grow moderately, close attention to tail risks and agile risk management are required amid lingering risk scenarios such as geopolitical tensions and a resurgence of inflation

#### Political and social conditions

- Increasing instability in global politics and a further rise in geopolitical risks
- Promotion of growth strategies by the Japanese government and revitalization of the Japanese economy
- Difficulty in securing human resources amid a decreasing population

#### Economic and financial market environment

- Increasing business opportunities and intensifying competition, driven by the growing M&A market
- Intensifying competition for deposit acquisition amid a plateau in total domestic deposits
- Growing expectations for financial institutions to support regional revitalization
- Turmoil in monetary policies amid resurging inflation
- Higher financial systems risk

#### Technological innovation

- Increasing sophistication and scale of cyberattacks, and rising response costs
- Expansion of financial services and substitution of existing services by use of digital technologies
- Widening productivity gap between individuals and companies due to AI and other technologies

### FY2026 business strategy

Work to build a business structure that is resilient to external environment changes while striving to expand our strength in structured finance



#### Disciplined management in line with our risk appetite framework

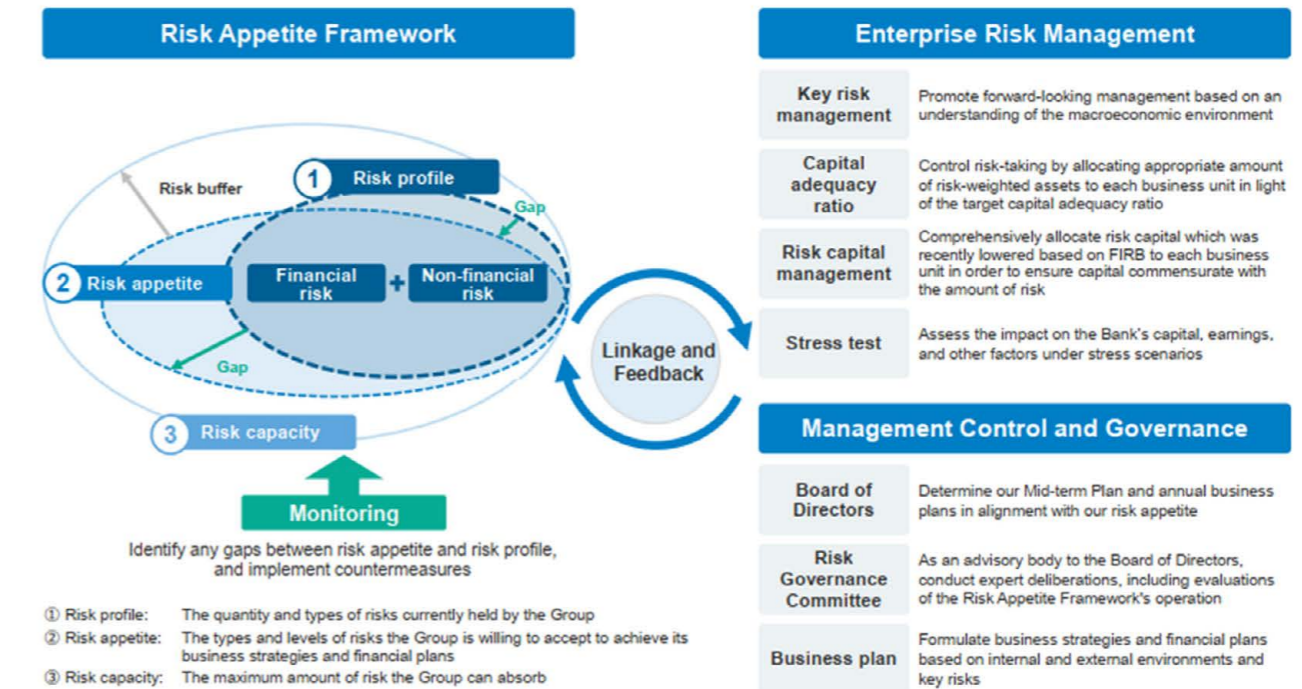
- ✓ Pursue a balance between growth investments and financial soundness
- ✓ Allocate management resources on a priority basis to the Strategic Investments Unit
- ✓ Make necessary investments in human resources, IT, and other areas
- ✓ Reorganize the Bank's business groups into three units (Strategic Investments Unit, Market & International Business Unit, and "Customer Relations Unit")



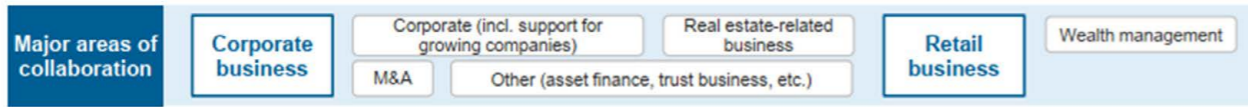
#### Transforming earnings quality

- ✓ Focus on sustainable businesses: Accumulate domestic corporate loans and expand AUM of investment trusts, fund wraps, and other products
- ✓ Promote asset securitization: Diversify risks and improve capital efficiency primarily through the origination and distribution (O&D) business
- ✓ Expand collaboration with Daiwa Securities Group
- ✓ Increase deposits with funding costs in mind

## Enhancement of risk governance

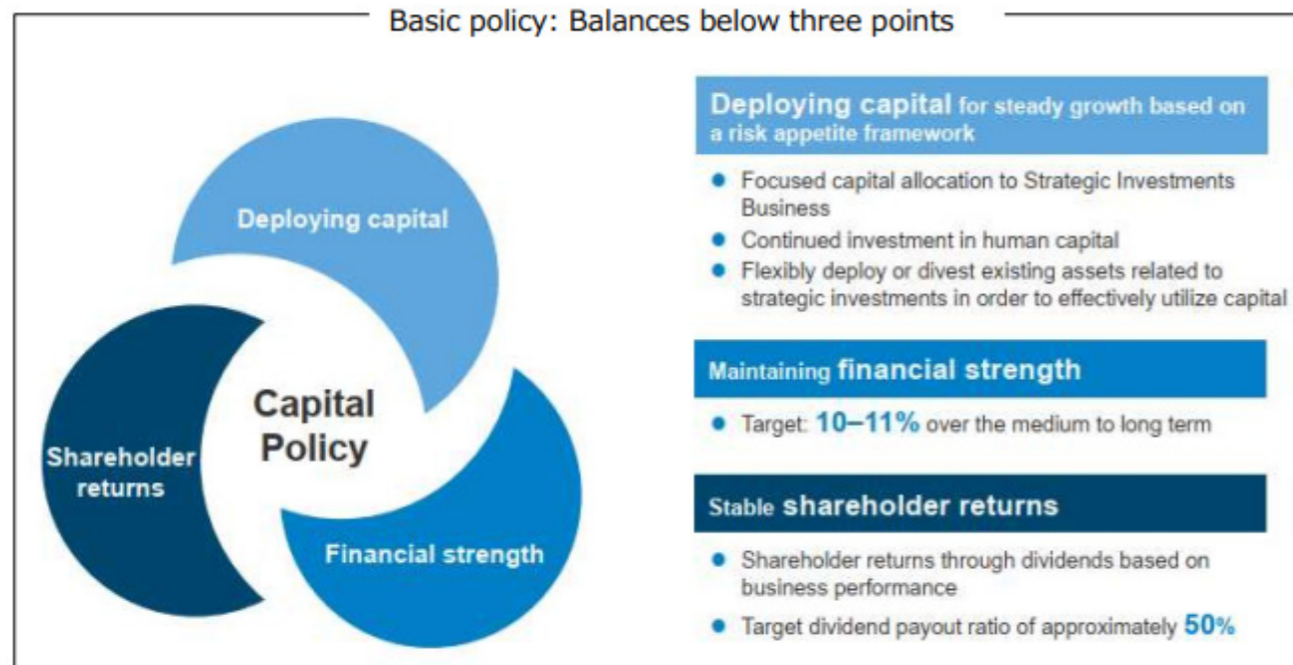


## Alliance with Daiwa Securities Group



Positive impact of alliance	FY2025 Plan	FY2025 Results	FY2026 Plan	FY2027 Targets
Business profit	3.3 bn yen	3.5 bn yen	6.5 bn yen	10.0 bn yen
Financing amount (total)	233.0 bn yen	286.0 bn yen	560.0 bn yen	730.0 bn yen
Fund wrap balances (total)	15.0 bn yen	67.4 bn yen	100.0 bn yen	-

## Capital policy



## Human resources strategy

Achieve goal of “fostering” Aozora’s employees in a manner that facilitates their “growth” into professionals who “create added value” in the financial area, thereby ensuring that all stakeholders are “fulfilled.” Also aim to become a bank where employees can take pride and feel job satisfaction

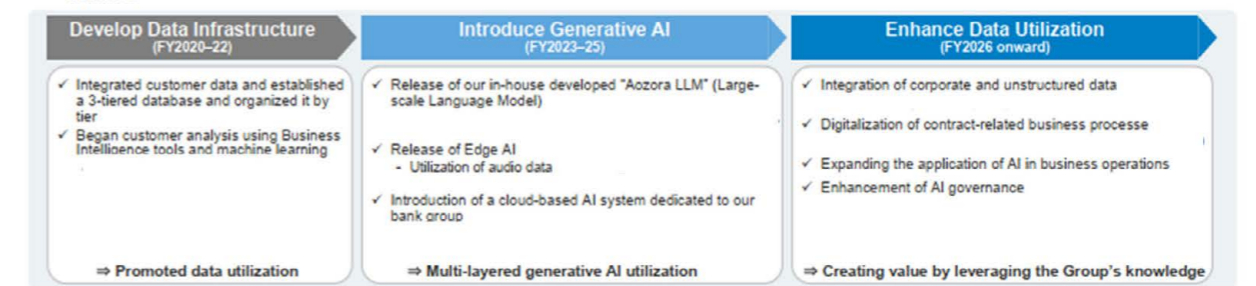


FY2025 Results	FY2025 Results	FY2025 Results	FY2025 Results
<ul style="list-style-type: none"> <li>Established Aozora HR Lab. &amp; Consulting Co., and consolidated the Group's human resource development system</li> <li>Commenced a Strategic Investments Seminar</li> <li>Strengthened alumni and referral hiring</li> </ul>	<ul style="list-style-type: none"> <li>Increased the headcount of the Strategic Investments Unit (+6% yoy)</li> <li>Promoted organizational streamlining</li> <li>Introduced a talent management system</li> </ul>	<ul style="list-style-type: none"> <li>Corrected the tendency toward an overemphasis on evaluations</li> <li>Strengthened the differentiation of bonuses</li> <li>Evaluated efforts to create added value</li> </ul>	<ul style="list-style-type: none"> <li>Introduced an incentive program through the Employee Stock Ownership Plan</li> <li>Improved employee engagement scores</li> <li>Promoted women's empowerment (e.g., leadership training for women, cross-industry exchanges)</li> </ul>

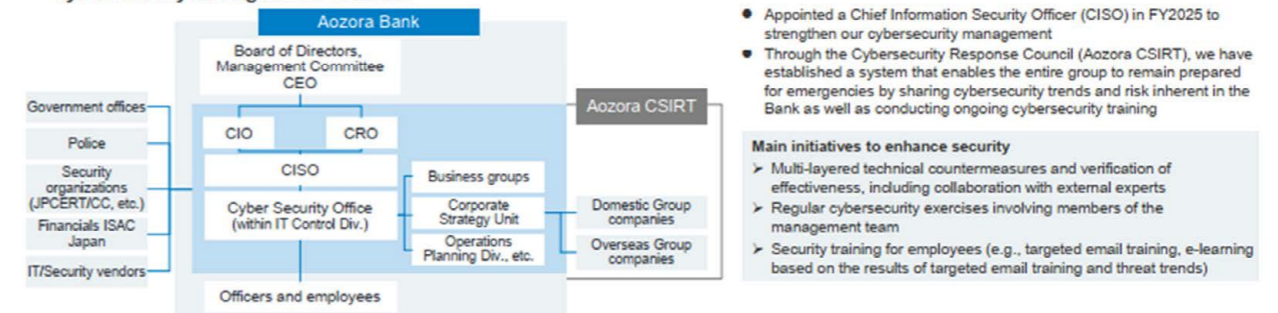
## Leveraging AI and cybersecurity

### Developing data infrastructure and leveraging AI

- We have been systematically implementing plans to develop our data infrastructure and introduce AI since FY2020
- By leveraging advanced data search technologies such as generative AI and legal tech, we aim to mitigate the constraints posed by labor shortages while supporting decision-making and task execution among young and less experienced employees
- We aim to enhance corporate value by redirecting the time saved through operational efficiencies toward new value creation and creative activities



### Cybersecurity Management Structure



## Aozora's Sustainability Targets

	Results* As of March 31, 2026 (Targets before revision)	Target		
		FY2030	FY2040	FY2050
<b>Target 1: Contribution to the future of economy and society</b>				
<b>Strategic investments business</b>				
Number of venture-related investments	Total: 170 (FY2027 total: 130)	Total: 300 (FY2030)		
Number of business recovery fund-based transactions	Total: 147 (FY2025 total: 150)	Total: 300 (FY2030)		
Number of equity investment transactions with a primary focus on engagement	Total: 159 (FY2025 total: 130)	Total: 250 (FY2030)		
LBO finance origination/syndication amount	New target	Total: 750 billion yen (FY2030)		
Number of business succession support agreements	New target	Total: 150 (FY2030)		
<b>Customer relations</b>				
Number of applications for testamentary trust and estate settlement services	New target	Total: 1,000 (FY2030)		
AUM of investment trusts and fund wrap products	New target	Total: 500 billion yen (FY2030)		
Number of business and asset succession consulting contracts	Total: 1,185 (Total as of March 31, 2025: 1,000)	(Target already achieved)		
<b>GMO Aozora Net Bank</b>				
Number of account openings by small businesses and start-ups	Total: Approx. 221 thousand (FY2025 total: 200 thousand)	Total: 400 thousand (FY2030)		
<b>Target 2: Response to environmental issues</b>				
Sustainable financing amount	Total: Approx. 1.016 trillion yen (FY2025 total: 1 trillion yen)	Total: 2 trillion yen (FY2035)		
↳ Including environmental financing	Total: Approx. 793 billion yen (FY2027 total: 700 billion yen)	Total: 1.5 trillion yen (FY2035)		
GHG emissions as a business entity (Scopes 1 & 2, compared to FY2020)	To be disclosed in the Annual Report (late July)	Net zero (FY2030)		
GHG emissions in investment and loan portfolio (Scope 3: category 15)	To be disclosed in the Annual Report (late July)	Net zero (FY2050)		
Balance of project financing for coal-fired power plant	Balance: 13.6 billion yen	Zero (FY2040)		
<b>Target 3: Enhancement of the value of human capital</b>				
Percentage of female managers / deputy managers	15.2% / 44.1%	20% / 40% (By March 31, 2028)		
Percentage of eligible male employees taking childcare leave	102%	100% (By March 31, 2028)		
Percentage of non-Japanese managers	2.6%	3% (By March 31, 2028)		
Percentage of mid-career managers	60.5%	40% (By March 31, 2028)		
Employee engagement score	New target	60pt (Maintain the same level)		

\* "Total" in the Results columns refers to a total from April 2021.

## Key Risks

The Aozora Group identifies the major risks that may have a material impact on its soundness, stability, and business strategy as key risks. We work to enhance our risk management primarily through early detection and prevention of potential risks, and also strive for a higher level of risk management by reviewing our risk appetite and discussing our business planning while taking into consideration these key risks. Key risks in our business operations for FY2026 are shown below.

Key Risks	Upper Section: Major Risk Factors
	Lower Section: Major Countermeasures
Increase in credit costs	<ul style="list-style-type: none"> <li>Accelerating inflation driven by surging crude oil prices due to worsening conditions in the Middle East</li> <li>Deterioration in the performance of borrowers affected by higher interest rates and supply chain disruptions</li> <li>Decline in the corporate value of investee companies, borrowers, and sectors with high market sensitivity due to volatility in domestic and overseas financial markets</li> <li>Accelerating inflation and economic downturn caused by delays in monetary policy responses</li> </ul> <ul style="list-style-type: none"> <li>Adhere to lending and investment management policies.</li> <li>Selectively originate high-quality transactions.</li> <li>Establish guidelines to limit credit concentration risk.</li> <li>Implement capital management, including stress testing.</li> </ul>
Instability of funding	<ul style="list-style-type: none"> <li>Decline in deposit balances driven by intense competition for attracting deposits amid a decreasing population and higher interest rates</li> <li>Deterioration in the foreign currency funding environment due to heightened political and geopolitical risks, including worsening conditions in the Middle East</li> <li>Sudden and unexpected cash flow pressures caused by the spread of rumors via social media</li> </ul> <ul style="list-style-type: none"> <li>Conduct predictive risk management using early warning indicators from multiple perspectives, with the aim to identify early any changes in the funding environment.</li> <li>Perform monitoring and verification through liquidity stress testing.</li> <li>Diversify countermeasures, including establishing a foreign currency funding facility available for emergencies.</li> </ul>
Deterioration in unrealized gains/losses on the securities portfolio	<ul style="list-style-type: none"> <li>Volatility in financial markets attributable to political and geopolitical risks, including deteriorating conditions in the Middle East</li> <li>Deterioration in unrealized gains and losses attributable to the accelerating inflation and economic downturn caused by delays in monetary policy responses</li> </ul> <ul style="list-style-type: none"> <li>Build an efficient and highly liquid portfolio diversified by interest rate, equity, and credit risks.</li> <li>Implement flexible risk control by taking into consideration market trends and the broader financial environment.</li> <li>Develop an early response framework by establishing points for discussions.</li> </ul>
Damage from cyberattacks	<ul style="list-style-type: none"> <li>Interruption of banking operations and damage to customer assets caused by cyberattacks</li> <li>Decline in corporate value resulting from information leaks</li> </ul> <ul style="list-style-type: none"> <li>Enhance knowledge related to cyberattacks among all officers and employees.</li> <li>Evolve technological countermeasures.</li> <li>Strengthen detection capabilities.</li> <li>Implement incident response drills involving executives and business groups.</li> <li>Strengthen operational and management frameworks, including those involving third parties.</li> </ul>
Damage from system failures	<ul style="list-style-type: none"> <li>Damage to customer assets due to critical system failures (including those at third parties)</li> <li>Decline in corporate value resulting from the misuse of information</li> </ul> <ul style="list-style-type: none"> <li>Share information with business groups regarding system changes.</li> <li>Implement drills for responding to the occurrence of system failures.</li> <li>Provide continued training to all officers and employees.</li> <li>Strengthen operational and management frameworks, including those involving third parties.</li> </ul>
Inadequate response to financial crimes	<ul style="list-style-type: none"> <li>Damage to customer assets and deterioration of corporate value resulting from inadequate measures against financial crimes</li> </ul> <ul style="list-style-type: none"> <li>Further strengthen measures to prevent financial crimes.</li> <li>Set quantitative targets to ensure the effectiveness of these measures.</li> <li>Conduct training and other programs designed to raise awareness of financial crimes.</li> <li>Promote collaboration with regulatory authorities and external experts as well as associated countermeasures.</li> </ul>
Risk of internal fraud and misconduct	<ul style="list-style-type: none"> <li>Misconduct by officers and employees (such as misappropriation of customer assets and violations of insider trading regulations)</li> <li>Criminal penalties, administrative sanctions, and impairment of corporate value due to any conduct deviating from customer-oriented business management</li> </ul> <ul style="list-style-type: none"> <li>Develop higher ethical standards and implement compliance programs.</li> <li>Enhance the level and effectiveness of the three-line defense framework for the prevention and early detection of misconduct.</li> <li>Enhance the reliability of our whistle-blower program.</li> <li>Ensure and promote initiatives for customer-oriented business management.</li> </ul>
Outbreak of large-scale disasters and other crises	<ul style="list-style-type: none"> <li>Interruption of banking operations, impact on the maintenance of social functions, and impairment of corporate value due to major disasters such as the Tokyo Inland Earthquake, as well as large-scale system failures and pandemics</li> </ul> <ul style="list-style-type: none"> <li>Ensure operational resilience by enhancing crisis management frameworks, business continuity plans (BCPs), and a range of infrastructures.</li> <li>Strengthen crisis response capabilities by conducting drills on a regular basis.</li> </ul>
Reduced competitiveness due to changes in the social structure or industrial structure	<ul style="list-style-type: none"> <li>Foregone growth opportunities due to delays in responding to irreversible changes in the business environment</li> <li>Advances in digital technologies and heightened competition with other business sectors</li> <li>Impairment of corporate value due to lower ESG evaluation provided to the Aozora Group</li> <li>Decline in the corporate value of investee companies and borrowers due to delays in their response to climate change and human rights issues, as well as the resulting losses</li> </ul> <ul style="list-style-type: none"> <li>Develop human resources (DX human resources) capable of utilizing data and information in business workplaces.</li> <li>Work on sustainability initiatives primarily related to the environment and human rights across the Aozora Group.</li> <li>Support the sustainability initiatives of investee companies and borrowers mainly through sustainable financing.</li> </ul>
Sustainability of human resources	<ul style="list-style-type: none"> <li>Shortage and departure of human resources who are effective at responding to changes in the business environment or possess the skill sets necessary for our focus business areas</li> </ul> <ul style="list-style-type: none"> <li>Conduct ongoing investment in human capital that will lead to sustainable growth and enhanced corporate value.</li> <li>Redeploy human resources to focus business areas through strategic personnel reassignment and promotion as well as external recruitment activities.</li> <li>Implement initiatives to develop human resources and enhance employee engagement mainly through a range of training programs.</li> </ul>

## (2) Assets and Profit or Loss of the Corporate Group and the Bank

## A) Assets and Profit or Loss of the Corporate Group

(Unit: Millions of yen)

	FY2022	FY2023	FY2024	FY2025
Ordinary Income	183,292	246,299	231,460	242,314
Ordinary Profit (loss)	7,356	(54,816)	17,561	27,183
Net income (loss) attributable to owners of parent	8,719	(49,904)	20,518	25,705
Comprehensive Income	(38,507)	(42,703)	21,561	41,523
Total Equity	431,119	391,078	459,685	491,611
Total Assets	7,184,070	7,603,002	7,762,434	8,601,673

(Note) Figures are rounded down to the nearest unit specified.

## B) Assets and Profit or Loss of the Bank

(Unit: Millions of yen)

	FY2022	FY2023	FY2024	FY2025
Deposits	5,115,374	5,184,442	4,756,277	4,905,962
Time deposits	2,232,558	2,273,276	2,567,238	2,800,381
Other	2,882,816	2,911,166	2,189,039	2,105,580
Bonds payable	147,773	181,397	124,640	57,962
Loans and bills discounted	3,710,072	3,880,684	3,852,978	4,084,018
Retail	14,213	10,129	6,660	4,048
Small/ Medium companies	2,777,723	2,899,556	2,797,483	2,936,478
Other	918,135	970,997	1,048,834	1,143,492
Trading account assets	151,229	173,713	262,803	501,566
Trading account liabilities	121,877	165,078	209,155	482,295
Securities	1,319,450	1,194,907	1,324,991	1,388,150
Government bonds	18,381	42,530	74,670	66,915
Other	1,301,068	1,152,376	1,250,320	1,321,235
Total assets	6,767,805	6,942,657	6,779,341	7,329,934
Domestic exchange transactions	8,559,530	10,350,288	10,780,201	13,733,234
Foreign exchange transactions	USD million 4,155	USD million 5,883	USD million 4,531	USD million 9,003
Ordinary profit (loss)	3,180	(60,992)	13,769	21,814
Net income (loss)	(8,127)	(50,792)	15,698	22,254
Net income (loss) per share	JPY (69.60)	JPY (434.82)	JPY 118.02	JPY 160.81
Trust assets	871,414	905,987	935,579	1,038,925
Trust fees	379	370	374	466

- (Notes) 1. Figures are rounded down to the nearest unit specified.  
2. The balance of 'Deposits' and 'Other' under 'Deposits' includes negotiable certificates of deposit.  
3. 'Trust assets' is assets in trust pertaining to trust business under the Act on Engagement in Trust Business by a Financial Institution (the Concurrent Business Act).

## (3) Employees of the Corporate Group

	March 31, 2026	
	Banking Business	Other Operations
Number of Employees	2,293	222

- (Notes) 1. The Number of Employees includes locally hired staff overseas.  
2. Subsidiaries which operate auxiliary businesses or operate businesses alternately for the Bank, are classified as 'Banking Business.' Other subsidiaries are classified as 'Other Operations.'

## (4) Major Branches and Offices of the Corporate Group

## A) Banking operations

## i. Major Branches and Number of Branches

## The Bank:

Domestic: Head office, Sapporo, Sendai, Shinjuku, Nihonbashi, Shibuya, Ueno, Ikebukuro, Chiba, Yokohama, Kanazawa, Nagoya, Kyoto, Kansai, Osaka, Umeda, Hiroshima, Takamatsu, Fukuoka, BANK Branch

Total 20

Overseas: None

In addition to the above, the Bank has 2 overseas representative offices:

New York Representative Office, Singapore Representative Office

The Shanghai Representative Office was closed on February 28, 2026.

## Major Subsidiaries:

GMO Aozora Net Bank, Ltd.: Tokyo head office  
Aozora Regional Consulting Co., Ltd.: Tokyo head office (Note)  
Aozora Europe Limited: London, United Kingdom  
Aozora North America, Inc.: New York, USA  
AZB Funding 12 Limited: Dublin, Ireland

(Note) Aozora Regional Consulting Co., Ltd. changed its name to Aozora HR Lab. & Consulting Co., Ltd on April 1, 2026.

## Major Affiliated corporation, etc:

Orient Commercial Joint Stock Bank : Ho Chi Minh, Vietnam

ii. List of agencies of the Bank

None

iii. Agent activities operated by the Bank

Corporate name of the Principal Bank
GMO Aozora Net Bank, Ltd.

B) Other operations

Major Subsidiaries:

Aozora Loan Services Co., Ltd.: Tokyo head office  
Aozora Securities Co., Ltd.: Tokyo head office (Note)  
Aozora Investment Management Co., Ltd.: Tokyo head office  
Aozora Real Estate Investment Advisors Co., Ltd.: Tokyo head office  
ABN Advisors Co., Ltd.: Tokyo head office  
Aozora Corporate Investment Co., Ltd.: Tokyo head office

(Note) Aozora Securities Co., Ltd. was dissolved on April 1, 2026 as a result of the absorption-type merger with Aozora Investment Management Co., Ltd. as the surviving company.

(5) Capital Investments of the Corporate Group

A) Total Capital Investments

(Millions of yen)

Operating Segment	Amount
Banking	6,828
Other	91
Total	6,920

B) Establishment of Material Facilities, etc.

(Millions of yen)

Operating Segment	Company Name	Description	Amount
Banking	The Bank	Market system development	1,022
		Network infrastructure and information system construction, etc.	472
	GMO Aozora Net Bank, Ltd.	Internet banking system development and enhancement, etc.	2,386

(Notes) 1. Figures are rounded down to the nearest unit specified.  
2. The amounts in the table above show fixed assets, etc. recorded in FY2025

(6) Parent company and major subsidiaries, etc.

A) Parent company

None

B) Major subsidiaries, etc.

(As of March 31, 2026)

Company Name	Location	Principal Business Activities	Stated Capital	Voting Rights held by the Bank (%)	Other
GMO Aozora Net Bank, Ltd.	Shibuya-ku, Tokyo	Banking business	(Millions of JPY) 26,629	85.12%	—
Aozora Loan Services Co., Ltd.	Chiyoda-ku, Tokyo	Distressed loan servicing	(Millions of JPY) 500	67.60%	—
Aozora Securities Co., Ltd.	Chiyoda-ku, Tokyo	Financial instruments business	(Millions of JPY) 3,000	100.00%	—
Aozora Regional Consulting Co., Ltd.	Chiyoda-ku, Tokyo	Business consulting services	(Millions of JPY) 10	100.00%	—
Aozora Investment Management Co., Ltd.	Chiyoda-ku, Tokyo	Investment management services	(Millions of JPY) 500	100.00%	—
Aozora Real Estate Investment Advisors Co., Ltd.	Chiyoda-ku, Tokyo	Investment advisory services	(Millions of JPY) 150	100.00%	—
ABN Advisors Co., Ltd.	Chiyoda-ku, Tokyo	M&A advisory services	(Millions of JPY) 200	100.00%	—
Aozora Corporate Investment Co., Ltd.	Chiyoda-ku, Tokyo	Venture capital investment	(Millions of JPY) 15	100.00%	—
Aozora Europe Limited	London, United Kingdom	Financial services	(Thousands of GBP) 1,000	100.00%	—
Aozora North America, Inc.	New York, USA	Financial services	(Thousands of USD) 411	100.00%	—
AZB Funding 12 Limited	Dublin, Ireland	Investment vehicle	(Thousands of USD) 0	—	—
Orient Commercial Joint Stock Bank	Ho Chi Minh, Vietnam	Banking business	(Billions of VND) 26,630	15.00%	—

(Notes) 1. The amounts are rounded down to the nearest unit specified. Percentages of voting rights held by the Bank are rounded down to two decimal places.

2. Aozora Securities Co., Ltd. was dissolved on April 1, 2026 as a result of the absorption-type merger with Aozora Investment Management Co., Ltd. as the surviving company.

3. Aozora Regional Consulting Co., Ltd. changed its name to Aozora HR Lab. & Consulting Co., Ltd on April 1, 2026.

C) Daiwa Securities Group Inc. designates the Bank as an affiliated company.

[Overview of Major Business Alliances]

We have partnered with the following financial institutions to provide cash withdrawal and balance inquiry services via ATMs:

Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, MUFG Bank, Ltd., Resona Bank, Limited, Saitama Resona Bank, Limited, Sumitomo Mitsui Trust Bank, Limited, Mizuho Trust & Banking Co., Ltd., Mitsubishi UFJ Trust and Banking Corporation, The Shoko Chukin Bank, Ltd., SBI Shinsei Bank, Limited

We have partnered with Japan Post Bank, Co., Ltd. ('Japan Post Bank') to provide cash deposit, cash withdrawal, and balance inquiry services via ATMs. In addition, we have placed Japan Post Bank's ATMs in our branches.

We have partnered with Seven Bank, Ltd. to provide cash deposit, cash withdrawal, balance inquiry, and cash card PIN change services via ATMs.

We have partnered with Tokio Marine & Nichido Life Insurance Co., Ltd. to jointly solicit life insurance products (excluding individual annuity insurance).

We have partnered with Visa Worldwide Japan Co., Ltd. to offer "Aozora Cash Card Plus" added with "Visa debit card" features.

We have formed a capital and business alliance with GMO Internet Group, Inc., GMO Financial Holdings, Inc., and GMO Aozora Net Bank, Ltd. to jointly operate internet banking business.

We have entered into a capital and business alliance agreement with Daiwa Securities Group Inc. and collaborate in wealth management and other business areas involving group companies.

We have formed business alliances regarding M&A services with the following companies: Sangyo Sosei Advisory Inc., DOGAN, Inc., Meinan M&A Co., Ltd., World Link Japan, Inc.

We have formed business alliances with domestic financial institutions regarding a range of services as stated below.

- Comprehensive business alliance between the two corporate groups: Sumitomo Mitsui Trust Bank, Limited
- Comprehensive business alliance in the area of strategic investments business for corporations: The Bank of Yokohama, Ltd.
- Comprehensive business alliance for loan businesses: The Toho Bank, Ltd.
- Strategic business alliance aimed to enhance the ability to respond to the diverse needs of customers: Tsukuba Bank, Ltd., The Kirayaka Bank, Ltd.
- Comprehensive business alliance in the agricultural sector: The Hokkaido Bank, Ltd.
- Business alliance regarding business matching: The Kirayaka Bank, Ltd., THE SENDAI BANK LTD., TOMATO BANK, LTD.
- Business alliance for business recovery support: The Howa Bank, Ltd., The Miyazaki Taiyo Bank, Ltd., The Minami-Nippon Bank, Ltd.
- Business alliance regarding regional revitalization: Bank of The Ryukyus, Limited
- Business alliance regarding customer support services aimed to revitalize regional economies: THE TOTTORI BANK, LTD., The Miyazaki Taiyo Bank, Ltd., The Ehime Bank, Ltd.

- Business alliance aimed to achieve decarbonization and carbon neutrality: THE TOTTORI BANK, LTD.
- Business alliance regarding digital transformation (DX) support services (in partnership with B Spark Inc., an affiliate of Aozora): The Ehime Bank, Ltd., THE TOTTORI BANK, LTD., TOMATO BANK, LTD., Osaka Prefectural Credit Federation of Agricultural Co-operatives, The Obihiro Shinkin Bank, Wakayama Shinren, and four other companies

We have formed business alliances with overseas financial institutions regarding a range of services as stated below.

- Business alliance regarding cross-border M&A services and support for customers' business in overseas countries: Oversea-Chinese Banking Corporation Limited (Head office: Singapore), PT Bank Central Asia TBK (Head office: Jakarta, Indonesia), KASIKORNBANK PUBLIC COMPANY LIMITED (Head office: Bangkok, Thailand), BDO Unibank, Inc. (Head office: Makati, Philippines)
- Comprehensive business alliance aimed to strengthen collaboration in the Asian region, with a focus on Taiwan: CTBC Financial Holding Co., Ltd. (Head office: Taipei, Republic of China)
- Comprehensive business alliance aimed to strengthen collaboration in two-way cross-border M&A services: Ho Chi Minh City Securities Corporation (Head office: Ho Chi Minh, Vietnam)
- Business alliance primarily aimed to strengthen relationships and expand business among three companies: Aozora, Beijing Zhongguancun Kejin Technology Co. Ltd., and Mercuria investment Co., Ltd.
- Business alliance primarily aimed to promote cross-border M&A services between Japan and China: China Renaissance Holdings Limited. (Head office: Beijing, China)
- Capital and business alliance aimed to collaborate and engage in investment banking operations, including M&A advisory services in Vietnam (with a 15% stake investment made on June 30, 2020): Orient Commercial Joint Stock Bank (Head office: Ho Chi Minh, Vietnam)
- Business alliance aimed to strengthen support for start-ups among three companies: Aozora, Genesis Alternative Ventures Pte Ltd (Head office: Singapore), and Aozora Corporate Investment Co., Ltd.

(7) Assignment of Operations

None

(8) Other Major Issues Concerning the Current Status of the Corporate Group

None

## 2. Matters Concerning Directors and Audit & Supervisory Board Members

(1) Directors and Audit & Supervisory Board Members

(As of March 31, 2026)

Name	Current Positions and Areas of Responsibility	Major Concurrent Post	Other
Koji Yamakoshi	Director and Chairman, Executive Officer	—	—
Hideto Oomi	President Executive Officer (Representative Director) CEO	—	—
Masayoshi Ohara	Deputy President Executive Officer (Representative Director)	—	—
Takashi Kato	Director and Senior Managing Executive Officer, Chief Financial Officer (CFO)	—	—
Sakie Tachibana Fukushima	Director (outside)	President and Representative Director, G&S Global Advisors Inc.	—
		Outside Director, Kyushu Electric Power Company, Incorporated	
Hideyuki Takahashi	Director (outside)	Outside Director, Sunshine City Corporation	—
		Outside Director, Audit and Supervisory Committee Member, Hanwa Co., Ltd.	
Hideaki Saito	Director (outside)	Member of the Management Advisory Council, JAPAN POST INSURANCE Co., Ltd.	—
Koichi Tadano	Director (outside)	Chairman of the Board and Representative Director, Tadano Ltd.	—
Hiromasa Kawashima	Director (outside)	Senior Managing Director, Daiwa Securities Group Inc.	—
		Executive Managing Director, Daiwa Securities Co. Ltd.	
Satoshi Hashiguchi	Standing Audit & Supervisory Board Member	—	—

Toraki Inoue	Audit & Supervisory Board Member (outside)	Toraki Inoue Certified Public Accountant Office	Holds CPA qualification
		Representative Director and President, Accounting Advisory Co., Ltd.	
		Supervisory Director, GLP J-REIT	
		Auditor, Kyulux, Inc.	
		Outside Audit & Supervisory Board Member, Hokuetsu Corporation	
Junichi Maeda	Audit & Supervisory Board Member (outside)	—	—

- (Notes) 1. Messrs. Hideyuki Takahashi, Hideaki Saito, Koichi Tadano and Ms. Sakie Tachibana Fukushima, outside directors, and Messrs. Toraki Inoue and Junichi Maeda, outside audit & supervisory board members, meet the definition of independent directors based on the rules of Tokyo Stock Exchange.
2. The “Current Positions and Areas of Responsibility” was partly changed on April 1, 2026 as follows:  
Takashi Kato Director, Deputy President and Executive Officer, CFO
3. Mr. Koji Yamakoshi is scheduled to retire from his position as Director upon the expiration of his term of office at the conclusion of the 93rd Ordinary General Meeting of Shareholders to be held on June 23, 2026.
4. Mr. Satoshi Hashiguchi is scheduled to retire from his position as Standing Audit & Supervisory Board Member upon the expiration of his term of office at the conclusion of the 93rd Ordinary General Meeting of Shareholders to be held on June 23, 2026.

## (2) Director and Audit & Supervisory Board Member Remuneration and Benefits

- 1) Total remuneration by director category, type of remuneration, and number of officers  
FY2025 (period as from April 1, 2025 through March 31, 2026) (Unit: Millions of yen)

Director category	Number of officers	Remuneration in total			
		Fixed Base	Performance Based (Bonus)	Non-cash Incentives (Stock Options)	
Directors (excl. Outside Directors)	4	327	175	106	46
Standing ASB Member (excl. Outside ASB Members)	1	29	29	—	—
Outside Directors	5	56	56	—	—
Outside ASB Members	2	24	24	—	—

(Note) The performance-based remuneration (bonus) represents the provision for bonuses for directors recorded for the above fiscal year.  
The performance-based remuneration (bonus) was finalized (85 million yen) at the Nomination and Remuneration Committee held on April 22, 2026, and is scheduled to be paid in June 2026.

### 2) Basic Policy for Determining Remuneration

The Bank determines remuneration for directors and executive officers and makes recommendation to each ASB member regarding remuneration for ASB members in accordance with the basic policy as set out below.

### (Policy for Determining Remuneration for Directors)

In order to pursue its mission to “contribute to the development of society through the creation of new value-added financial services,” Aozora recognizes the necessity of providing proper incentives and a work environment that allows successful and high potential employees to perform their duties consistently while maintaining high morale, motivation, and pride. To this end, the Bank has designed a remuneration system based on the following basic policy.

#### (a) Remuneration Framework in line with the Bank’s Vision

The Bank aims to build a compensation framework that reflects business performance in line with its objectives and values.

#### (b) Remuneration framework appropriately reflecting Bank’s performance

The Bank’s remuneration framework is based on “pay for performance” and reflects the Bank’s commitment to sustainable growth, sound risk-taking through appropriate risk management, compliance, and customer protection.

#### (c) Remuneration framework serving the interests of shareholders and other stakeholders

The Bank has adopted a remuneration framework that is consistent with the values of its shareholders and other stakeholders.

#### (d) Remuneration methodology that supports effective governance

The Bank ensures that remuneration decisions are made with full transparency and free from specific influence.

### (Policy on Determination of the Amount and Calculation Method of Remuneration for Directors)

In order to ensure that the process for determining individual directors’ remuneration is transparent, independent, and objective, the Nomination and Remuneration Committee (‘NRC’), which is established voluntarily and mainly comprises outside directors delegated by the Board of Directors, determines the amounts payable to each director based on the Bank’s policy of deciding the remuneration of directors as approved by the Board.

The NRC is comprised of the following members:

Chairperson of the Committee: Sakie Tachibana Fukushima, Outside Director

Other Committee Members: Koichi Tadano, Outside Director

Hideto Oomi, Representative Director and President

In principle, the Bank pays fixed-base remuneration, performance-based bonus, and equity compensation-type stock options (stock acquisition rights as non-cash remuneration) to full-time directors and only fixed-base remuneration to outside directors.

With regard to the amount of fixed-base remuneration and performance-based bonus for directors, a maximum annual amount of 600 million yen was approved at the 82<sup>nd</sup> Ordinary General Meeting of Shareholders held on June 26, 2015. The number of eligible directors under this resolution was eight (including four outside directors) as of the conclusion of this General Meeting of Shareholders.

(a) Base Remuneration (fixed base remuneration)

Base remuneration represents fixed base remuneration payable during each month of service, varying with the type of the position of director (full-time or part-time) as well as job title and responsibility.

We determine a base remuneration amount after checking and benchmarking the appropriateness of their level based on data available from an outside specialized agency. Base remuneration for the President and Deputy President(s) is determined based on the remuneration range applicable to each position (title) while also taking into consideration factors including their levels of responsibility and experience.

(b) Bonus (performance-based remuneration)

With regard to bonus (performance-based remuneration), a base bonus amount is set at the equivalent of 40% of the base remuneration amount. The NRC determines the actual payment amount for each full-time director by applying a coefficient ranging from 0% to 250% of the base bonus amount taking into account key performance indicators for the relevant fiscal year. Payment shall be made at a specified time following the end of each fiscal year. Specifically, the rate and bonus amount applicable to each director are determined by considering the Bank's achievement of performance during the applicable period as well as the key indicators shown below. With respect to the indicators that are taken into consideration in determining directors' bonus amounts as set forth in our policy for determining the content of remuneration for each director, they were revised to the items [1] through [9] below reflecting the Key Performance Indicators (KPIs) of the Mid-term Plan "Aozora 2027" at the Board of Directors meeting held on June 24, 2025.

<Quantitative assessment>

- [1] Profit attributable to owners of parent
- [2] ROE
- [3] CET1 ratio

<Qualitative evaluation>

- [4] Assessment of undue risk-taking and occurrence of serious compliance violations
- [5] Status of implementation and introduction of initiatives and strategies from a medium- to long-term perspective, including the development of new businesses
- [6] Progress and achievement of sustainability initiative targets announced by Aozora
- [7] Changes in earning assets\*
- [8] Impact of alliance with Daiwa Securities Group Inc. (business profit basis)
- [9] Trends in Aozora's share price

\* Total of loans and securities (excluding loans to the government, government bonds, etc.)

The above indicators from [1] to [3] are key targets as incorporated in the Bank's Mid-term Plan, and we take into consideration their level of achievement in our quantitative assessment. The above indicators from [4] to [9] are designed to encourage medium- to long-term initiatives, considered as important qualitative assessment items.

Targets and results (FY2025) of the indicators that were employed to calculate the performance-based remuneration for the current fiscal year are stated below.

	FY2025 forecast announced at the beginning of the year	FY2025 results
Profit attributable to owners of parent	22.0 billion yen	25.7 billion yen
ROE	4.8%	5.5%
CET1 ratio	9.2%	9.6%

(c) Equity compensation type stock options (as non-cash incentives)

With regard to equity compensation type stock options (as non-cash incentives), the NRC discusses and appropriately sets the ratio of cash remuneration and equity compensation type stock options so that the stock options can be one of the proper incentives for sustainable growth. The number of options to be granted is set at the equivalent of 25% of the base remuneration amount, determined based on the Board of Directors' resolution in accordance with the "Equity Compensation Type Stock Options Manual." These options are payable at a certain time after the close of each fiscal year.

A proposal for granting equity compensation type stock options to full-time directors, in addition to a maximum annual amount of 600 million yen for their fixed-base remuneration and performance-based bonus, within a limit of 150 million yen per year (up to 7,500 options per year) was approved at the 81st Ordinary General Meeting of Shareholders on June 26, 2014.

The number of eligible full-time directors was four as of the conclusion of this General Meeting of Shareholders.

(Changes to the Details and Determination Process Regarding the Policy on Directors' Remuneration and Its Calculation Method)

With respect to the remuneration structure for its directors (excluding outside directors), the Bank plans to submit a proposal at the 93rd Ordinary General Meeting of Shareholders ('General Meeting of Shareholders') to be held on June 23, 2026, to change the structure, effective from the performance evaluation period for the fiscal year ending 2026, to consist of: base remuneration (fixed-based remuneration), bonus (short-term performance-based remuneration), and performance-linked restricted stock remuneration (medium- to long-term performance-linked and non-cash remuneration). This change is intended to avoid excessive risk-taking and an undue focus on short-term performance that are not commensurate with the strength of the Bank's Group, while at the same time strengthening medium- to long-term incentives aimed at improving corporate value, thereby more closely aligning the interests of directors with those of shareholders. In addition, at the Board of Directors meeting held on April 22, 2026, the Bank resolved to change its policy regarding the determination of the details of individual directors' remuneration, etc., subject to approval of Item 4 on the agenda of the General Meeting of Shareholders. For an overview of the revised policy, please refer to Item 4 on the agenda of the Reference Documents for the General Meeting of Shareholders.

As for the total remuneration framework, in light of the aforementioned objectives, the Bank will maintain the maximum annual amount of 600 million yen for base remuneration and performance-based bonus. At the same time, to contribute to the enhancement of the Bank's medium- to long-term corporate value and shareholder value, the Bank will abolish the equity compensation-type stock options remuneration framework (currently a limit of 150 million yen per year), which has been granted at a uniform fixed rate, and instead establish a new annual framework of 250 million yen for performance-linked restricted stock remuneration, the amount of which will vary according to performance. As a general rule, performance-linked restricted stock will be subject to transfer restrictions until retirement as well as to malus and clawback provisions, in order to minimize any impairment of shareholder value.

(Grounds for the Board of Directors' Judgement that the Content of Remuneration for Each Director was Consistent with the Aforementioned Policies)

The content of remuneration for each director was determined by the NRC through a multifaceted review, including an analysis of the achievement of business results as well as each director's contribution to management, while also ensuring consistency with the remuneration determination policy. Following this, the Board of Directors respected the NRC's decision, in principle, and concluded that such decision was in line with the remuneration determination policy.

(Policy for Determining Remuneration for ASB Members and Calculation Method)

ASB members discuss and determine remuneration amounts for each ASB member by considering discussions and recommendations made by the NRC.

The Bank pays only base remuneration (fixed base remuneration) to ASB members during each month of service in accordance with the policy below. The upper limit of base remuneration for ASB members is 60 million yen per year as approved at the 73rd Ordinary General Meeting of Shareholders on June 23, 2006. The number of eligible ASB members was three as of the conclusion of this General Meeting of Shareholders.

Base remuneration (fixed base remuneration)

Base remuneration is fixed base remuneration that varies with work status (full-time or part-time), assigned audit duties, and the content and level of remuneration for directors. We determine a base remuneration amount after checking and benchmarking the appropriateness of their level based on data available from an outside specialized agency.

### (3) Limited Liability Contract

Name	Limited Liability Contract
Sakie Tachibana Fukushima	For each liability set out in Article 423-1 of the Companies Act, they are liable for up to the total monetary amount set out in Article 425-1 of the Companies Act.
Hideyuki Takahashi	
Hideaki Saito	
Koichi Tadano	
Hiromasa Kawashima	
Satoshi Hashiguchi	
Toraki Inoue	
Junichi Maeda	

### (4) Indemnity Agreement

No items to report.

### (5) Summary of Directors and Officers Liability Insurance Contract

The Bank has entered into a directors and officers liability insurance contract with insurance companies as stipulated in Article 430-3, Paragraph (1), of the Companies Act, insuring the Directors, Audit & Supervisory Board Members, and Executive Officers, etc., of the Bank and its subsidiaries. The said insurance contract covers compensation for damages and legal dispute fees that an insured party may incur due to claims for damages caused by the insured parties' acts (including failure to act) committed by them in connection with their duties as officers, etc. of the Bank and its subsidiaries.

The Bank and its subsidiaries bear the entire premium for the contract. However, in order to ensure that the appropriateness of the execution of duties by the insured is not impaired, there are certain exemptions; for example, damages that the insured has caused intentionally or with gross negligence will not be covered.

## 3. Matters Concerning Outside Directors and Audit & Supervisory Board Members

### (1) Concurrent Post and Other Status of Outside Directors and Audit & Supervisory Board Members

(As of March 31, 2026)

Name	Concurrent Post and Other Status	Relationship with the Bank
Sakie Tachibana Fukushima	President and Representative Director, G&S Global Advisors Inc.	—
	Outside Director, Kyushu Electric Power Company, Incorporated	—
Hideyuki Takahashi	Outside Director, Sunshine City Corporation	—
	Outside Director, Audit and Supervisory Committee Member, Hanwa Co., Ltd.	—
Hideaki Saito	Member of the Management Advisory Council, JAPAN POST INSURANCE Co., Ltd.	—
Koichi Tadano	Chairman of the Board and Representative Director, Tadano Ltd.	—
Hiromasa Kawashima	Senior Managing Director, Daiwa Securities Group Inc.	Major shareholder Any other associated company Customer (Securities, etc.)
	Executive Managing Director, Daiwa Securities Co. Ltd.	Customer (Other financial transactions, etc.)
Toraki Inoue	Toraki Inoue Certified Public Accountant Office	—
	Representative Director and President, Accounting Advisory Co., Ltd	—
	Supervisory Director, GLP J-REIT	Customer (Loans, etc.)
	Auditor, Kyulux, Inc.	—
	Outside Audit & Supervisory Board Member, Hokuetsu Corporation	—

## (2) Activity Status of Outside Directors and Audit &amp; Supervisory Board Members

(As of March 31, 2026)

Name	Term served	Attendance at Board meetings, etc.	Remarks or other activities performed at Board meetings, etc.
Sakie Tachibana Fukushima	3 yrs 10 ms	Attended all 14 Board meetings during the relevant fiscal year	She was expected to provide overall oversight and to offer advice on the execution of duties by executive officers, with an objective viewpoint, toward the enhancement of the Bank's corporate value over the mid- to long-term, based on her wealth of experience, credentials and deep insight as an executive of many domestic/global corporate institutions. She has fulfilled her role and conducted management oversight through actively expressing opinions at the Board meetings based on the said viewpoint.
Hideyuki Takahashi	2 yrs 10 ms	Attended all 14 Board meetings during the relevant fiscal year	He was expected to provide overall oversight and to offer advice on the execution of duties by executive officers, with an objective viewpoint, toward the enhancement of the Bank's corporate value over the mid- to long-term, based on his wealth of experience, credentials and deep insight as a member of senior management of corporate institutions in the banking and non-financial sectors. He has fulfilled his role and conducted management oversight through actively expressing opinions at the Board meetings based on the said viewpoint.
Hideaki Saito	2 yrs 10 ms	Attended all 14 Board meetings during the relevant fiscal year	He was expected to provide overall oversight and to offer advice on the execution of duties by executive officers, with an objective viewpoint, toward the enhancement of the Bank's corporate value over the mid- to long-term, based on his wealth of experience, credentials and deep insight as a member of senior management of corporate institutions and a strategic consultant. He has fulfilled his role and conducted management oversight through actively expressing opinions at the Board meetings based on the said viewpoint.
Koichi Tadano	1 yr 10 ms	Attended all 14 Board meetings during the relevant fiscal year	He was expected to provide overall oversight and to offer advice on the execution of duties by executive officers, with an objective viewpoint, toward the enhancement of the Bank's corporate value over the mid- to long-term, based on his wealth of experience, credentials and deep insight as the top management of corporate institution. He has fulfilled his role and conducted management oversight through actively expressing opinions at the Board meetings based on the said viewpoint.
Hiromasa Kawashima	1 yr 9 ms	Attended all 14 Board meetings during the relevant fiscal year	He is a director nominated by Daiwa Securities Group Inc. following the Bank's execution of the Capital and Business Alliance Agreement with Daiwa Securities Group Inc., on May 13, 2024. The Bank believed his participation in the management as an Outside Director would further deepen collaboration of the two companies, and the Bank expected him to provide appropriate advice to ensure the purpose of the alliance was achieved. He has fulfilled his role and conducted management oversight through actively expressing opinions at the Board meetings based on the said viewpoint. If any item of business posing a conflict of interests between the Bank and Daiwa Securities Group Inc. is submitted to the Bank's Board of Directors, he will participate in neither the deliberations nor the resolutions..
Toraki Inoue	9 yrs 10 ms	Attended all 14 Board meetings during the relevant fiscal year. Attended all 14 Audit & Supervisory Board meetings during the relevant fiscal year	Expressing opinions and making proposals at the Board meetings and the Audit & Supervisory Board meetings based on substantial experience in Auditor and Supervisor of business corporations and insight as a CPA.
Junichi Maeda	2yrs 10 ms	Attended all 14 Board meetings during the relevant fiscal year. Attended all 14 Audit & Supervisory Board meetings during the relevant fiscal year	Expressing opinions and making proposals at the Board meetings and the Audit & Supervisory Board meetings based on substantial experience and insight in the finance and banking business.

## (3) Remuneration and Benefits to Outside Directors and Audit &amp; Supervisory Board Members

(Unit: Millions of yen)

	Number of Recipients	Remuneration and Benefits from the Bank	Remuneration and Benefits from the Bank's Parent, etc.
Total Remuneration and Benefits	7	80	—

#### 4. Matters Concerning the Bank's Share

(1) Number of Shares	(In thousands)
Authorized shares:	289,828
Outstanding shares:	139,789

(Notes) 1. The number of outstanding shares includes treasury shares of 1,408 thousand.  
2. The number of shares is in thousands, rounded down to the nearest thousand.

(2) Number of Shareholders as of the End of This Fiscal Year	106,452
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#### (3) Major Shareholders

(As of March 31, 2026)

Name of Shareholder	Contributed Capital	
	Number of Shares Held (in thousands)	Percentage of Total Outstanding Shares
Daiwa Securities Group Inc.	33,056	23.88%
The Master Trust Bank of Japan, Ltd. (Trust Account)	15,081	10.89%
The Nomura Trust and Banking Co., Ltd. (Trust Account 2052255)	6,905	4.98%
Custody Bank of Japan, Ltd. (Trust Account)	2,646	1.91%
JP MORGAN CHASE BANK 385781	1,416	1.02%
STATE STREET BANK AND TRUST COMPANY 505001	1,412	1.02%
Morgan Stanley MUFG Securities Co., Ltd.	986	0.71%
MORGAN STANLEY & CO. LLC	915	0.66%
Matsui Securities Co., Ltd.	758	0.54%
ISHARES CORE MSCI EAFE ETF	747	0.54%

(Notes) 1. "Major Shareholders" in the above table are top 10 shareholders, excluding treasury shares held by the Bank (1,408 thousand shares).  
2. "Number of Shares Held" is in thousands and rounded down to the nearest thousand.  
3. "Percentage of Total Outstanding Shares" is rounded down to two decimal places.  
4. "Percentage of Total Outstanding Shares" is calculated excluding treasury shares held by the Bank (1,408 thousand shares).  
5. The above "Number of Shares Held" and "Percentage of Total Outstanding Shares" are calculated based on the Bank's Shareholder Registry as of March 31, 2026.

(4) Shares held by officers

None

(5) Other Major Issues Concerning Shares

None

## 5. Stock Options

As this provision is omitted from the printed convocation notice, please refer to the Bank's website (<https://www.aozorabank.co.jp/english/ir/stock/meeting/>).

## 6. Matters Concerning Independent Accounting Auditors

As this provision is omitted from the printed convocation notice, please refer to the Bank's website (<https://www.aozorabank.co.jp/english/ir/stock/meeting/>).

## 7. Policy towards Parties who can Influence the Financial and Operational Decision-making Process

None

## 8. Framework for Ensuring the Appropriateness of Business Operations

As this provision is omitted from the printed convocation notice, please refer to the Bank's website (<https://www.aozorabank.co.jp/english/ir/stock/meeting/>).

## 9. Matters Concerning Wholly-owned Subsidiaries

None

## 10. Matters Concerning Transactions with the Parent Company

None

## 11. Matters Concerning Accounting Advisor

None

## 12. Other

Policy on Execution of Authority Granted to the Board of Directors in accordance with the Articles of Incorporation Based on Article 459-1 of the Companies Act

(Policy on distribution of retained earnings and purchases of treasury stock)

The Bank has stipulated in the Articles of Incorporation that the Board of Directors is authorized to make resolutions in respect to Article 459-1 of the Companies Act, in order to secure the timely implementation of capital-related measures.

As announced in mid-term plan for 2025-2027, entitled 'Aozora 2027' in May 2025, the Bank will provide stable returns to shareholders in the form of dividend payment based on the result of net earnings in principle, while maintaining financial strength.

Regarding the execution by the Board of Directors of its entrusted authority for the distribution of retained earnings and purchases of treasury stock, the Bank considers comprehensively the business performance and business prospects, in order to enhance corporate value and make an appropriate return of profits to its shareholders.

Consolidated balance sheet as of March 31, 2026

		(Millions of yen)	
( Assets )		( Liabilities )	
<b>Cash and due from banks</b>	1,508,492	<b>Deposits</b>	6,030,775
<b>Call loans and bills bought</b>	81,283	<b>Negotiable certificates of deposit</b>	63,700
<b>Monetary claims bought</b>	55,280	<b>Call money and bills sold</b>	50,993
<b>Trading account assets</b>	501,566	<b>Securities sold under repurchase agreements</b>	38,123
<b>Money held in trust</b>	11,053	<b>Cash collateral received for securities lent</b>	375,943
<b>Securities</b>	1,434,823	<b>Trading account liabilities</b>	482,295
<b>Loans and bills discounted</b>	4,486,392	<b>Borrowed money</b>	784,400
<b>Foreign exchanges</b>	46,837	<b>Bonds payable</b>	57,962
<b>Other assets</b>	411,740	<b>Other liabilities</b>	192,791
<b>Tangible fixed assets</b>	22,874	<b>Provision for bonuses</b>	5,515
Buildings, net	10,114	<b>Provision for bonuses for directors (and other officers)</b>	110
Land	9,235	<b>Retirement benefit liability</b>	9,875
Leased assets, net	786	<b>Provision for credit losses on off-balance-sheet instruments</b>	1,348
Construction in progress	262	<b>Reserves under special laws</b>	8
Other tangible fixed assets	2,476	<b>Acceptances and guarantees</b>	16,218
<b>Intangible fixed assets</b>	18,091	<b>Total liabilities</b>	<b>8,110,061</b>
Software	18,024	( Equity )	
Other intangible fixed assets	67	<b>Share capital</b>	125,966
<b>Retirement benefit asset</b>	12,319	<b>Capital surplus</b>	113,483
<b>Deferred tax assets</b>	49,790	<b>Retained earnings</b>	254,992
<b>Customers' liabilities for acceptances and guarantees</b>	16,218	<b>Treasury shares</b>	(2,894)
<b>Allowance for loan losses</b>	(52,974)	<b>Total shareholders' equity</b>	491,547
<b>Allowance for investment loss</b>	(2,119)	<b>Valuation difference on available-for-sale securities</b>	(24,972)
		<b>Deferred gains or losses on hedges</b>	(545)
		<b>Foreign currency translation adjustment</b>	9,674
		<b>Remeasurements of defined benefit plans</b>	3,611
		<b>Total accumulated other comprehensive income</b>	(12,232)
		<b>Share acquisition rights</b>	626
		<b>Non-controlling interests</b>	11,669
		<b>Total equity</b>	<b>491,611</b>
<b>Total assets</b>	<b>8,601,673</b>	<b>Total liabilities and equity</b>	<b>8,601,673</b>

Consolidated statement of income  
(For the fiscal year ended March 31, 2026)

		(Millions of yen)	
<b>Ordinary income</b>			<b>242,314</b>
<b>Interest income</b>		<b>160,334</b>	
Interest on loans and discounts		119,804	
Interest and dividends on securities		26,328	
Interest on call loans and bills bought		330	
Interest income on securities purchased under resale agreements		0	
Interest on deposits with banks		598	
Other interest income		13,272	
<b>Trust fees</b>		<b>465</b>	
<b>Fees and commissions</b>		<b>39,387</b>	
<b>Gain on trading account transactions</b>		<b>4,827</b>	
<b>Other ordinary income</b>		<b>29,382</b>	
<b>Other income</b>		<b>7,917</b>	
Reversal of allowance for loan losses		1,864	
Recoveries of written off receivables		269	
Other		5,783	
<b>Ordinary expenses</b>			<b>215,130</b>
<b>Interest expenses</b>		<b>107,973</b>	
Interest on deposits		30,048	
Interest on negotiable certificates of deposit		406	
Interest on call money and bills sold		405	
Interest expenses on securities sold under repurchase agreements		1,367	
Interest expenses on cash collateral received for securities lent		14,691	
Interest on borrowings and rediscounts		5,364	
Interest expenses on bonds		5,839	
Interest expenses on interest rate swaps		23,969	
Other interest expenses		25,880	
<b>Fees and commissions payments</b>		<b>8,038</b>	
<b>Loss on trading account transactions</b>		<b>509</b>	
<b>Other ordinary expenses</b>		<b>19,283</b>	
<b>General and administrative expenses</b>		<b>65,999</b>	
<b>Other expenses</b>		<b>13,325</b>	
Provision of allowance for credit losses on off-balance-sheet instruments		130	
Other		13,195	
<b>Ordinary profit</b>			<b>27,183</b>
<b>Extraordinary income</b>			<b>0</b>
Gain on disposal of non-current assets		0	
<b>Extraordinary losses</b>			<b>12</b>
Loss on disposal of non-current assets		7	
Impairment losses		4	
<b>Income before income taxes</b>			<b>27,171</b>
Income taxes-current		2,213	
Income taxes-deferred		(1,639)	
<b>Total income taxes</b>			<b>574</b>
<b>Net income</b>			<b>26,597</b>
<b>Net income attributable to non-controlling interests</b>			<b>891</b>
<b>Net income attributable to owners of parent</b>			<b>25,705</b>

Non-consolidated balance sheet as of March 31, 2026 (93<sup>rd</sup> fiscal year end)

( Assets )		( Liabilities )	
<b>Cash and due from banks</b>	<b>742,046</b>	<b>Deposits</b>	<b>4,842,262</b>
Cash	3,252	Current deposits	41,211
Due from banks	738,794	Ordinary deposits	1,851,115
<b>Call loans</b>	<b>81,283</b>	Saving deposits	44,995
<b>Monetary claims bought</b>	<b>26,609</b>	Deposits at notice	370
<b>Trading account assets</b>	<b>501,566</b>	Time deposits	2,800,381
Trading account securities derivatives for hedging	2,934	Other deposits	104,187
Trading account financial derivatives	498,632	<b>Negotiable certificates of deposit</b>	<b>63,700</b>
<b>Money held in trust</b>	<b>5,610</b>	<b>Call money</b>	<b>50,993</b>
<b>Securities</b>	<b>1,388,150</b>	<b>Securities sold under repurchase agreements</b>	<b>38,123</b>
Government bonds	66,915	<b>Cash collateral received for securities lent</b>	<b>375,943</b>
Local government bonds	82,485	<b>Trading account liabilities</b>	<b>482,295</b>
Corporate bonds	93,737	Trading account securities derivatives for hedging	59
Stocks	57,524	Trading account financial derivatives	482,235
Other securities	1,087,488	<b>Borrowed money</b>	<b>784,400</b>
<b>Loans and bills discounted</b>	<b>4,084,018</b>	Borrowings from other banks	784,400
Bills discounted	96	<b>Bonds payable</b>	<b>57,962</b>
Loans on bills	956	<b>Other liabilities</b>	<b>165,951</b>
Loans on deeds	3,897,518	Income taxes payable	407
Overdrafts	185,447	Accrued expenses	13,396
<b>Foreign exchanges</b>	<b>46,837</b>	Unearned revenue	279
Due from foreign banks (our accounts)	46,837	Variation margins of futures markets	173
<b>Other assets</b>	<b>398,147</b>	Financial derivatives	103,274
Prepaid expenses	3,003	Cash collateral received for financial instruments	14,067
Accrued revenue	20,381	Lease liabilities	865
Margin deposits for futures transactions	962	Asset retirement obligations	2,590
Variation margins of futures markets	3	Other	30,896
Financial derivatives	78,425	<b>Provision for bonuses</b>	<b>4,445</b>
Cash collateral paid for financial instruments	188,781	<b>Provision for bonuses for directors (and other officers)</b>	<b>106</b>
Bond issuance costs	26	<b>Provision for retirement benefits</b>	<b>9,816</b>
Other	106,563	<b>Provision for credit losses on off-balance-sheet instruments</b>	<b>1,324</b>
<b>Tangible fixed assets</b>	<b>21,949</b>	<b>Acceptances and guarantees</b>	<b>22,218</b>
Buildings, net	9,794	<b>Total liabilities</b>	<b>6,899,543</b>
Land	9,235	( Equity )	
Leased assets, net	786	<b>Share capital</b>	<b>125,966</b>
Construction in progress	262	<b>Capital surplus</b>	<b>113,483</b>
Other tangible fixed assets	1,870	Legal capital surplus	113,280
<b>Intangible fixed assets</b>	<b>7,500</b>	Other capital surplus	203
Software	7,434	<b>Retained earnings</b>	<b>218,707</b>
Other intangible fixed assets	66	Legal retained earnings	12,686
<b>Prepaid pension costs</b>	<b>7,894</b>	Other retained earnings	206,020
<b>Deferred tax assets</b>	<b>49,535</b>	Retained earnings brought forward	206,020
<b>Customers' liabilities for acceptances and guarantees</b>	<b>22,218</b>	<b>Treasury shares</b>	<b>(2,894)</b>
<b>Allowance for loan losses</b>	<b>(51,316)</b>	<b>Total shareholders' equity</b>	<b>455,263</b>
<b>Allowance for investment loss</b>	<b>(2,119)</b>	<b>Valuation difference on available-for-sale securities</b>	<b>(24,953)</b>
		Deferred gains or losses on hedges	(545)
		<b>Total valuation and translation adjustments</b>	<b>(25,498)</b>
		<b>Share acquisition rights</b>	<b>626</b>
		<b>Total equity</b>	<b>430,391</b>
<b>Total assets</b>	<b>7,329,934</b>	<b>Total liabilities and equity</b>	<b>7,329,934</b>

Non-consolidated statement of income  
(For the fiscal year ended March 31, 2026 (93<sup>rd</sup> fiscal year))

		(Millions of yen)	
<b>Ordinary income</b>			<b>207,531</b>
<b>Interest income</b>		<b>149,044</b>	
Interest on loans and discounts		109,479	
Interest and dividends on securities		29,586	
Interest on call loans		330	
Interest income on securities purchased under resale agreements		0	
Interest on deposits with banks		520	
Interest income on interest rate swaps		2,685	
Other interest income		6,441	
<b>Trust fees</b>		<b>466</b>	
<b>Fees and commissions</b>		<b>21,365</b>	
Fees and commissions on domestic and foreign exchanges		152	
Other fees and commissions		21,213	
<b>Gain on trading account transactions</b>		<b>4,824</b>	
Net gain on trading account financial derivatives		4,824	
<b>Other ordinary income</b>		<b>27,502</b>	
Gain on foreign exchange transactions		1,114	
Gain on sale of bonds		3,147	
Gain on financial derivatives		676	
Other		22,564	
<b>Other income</b>		<b>4,326</b>	
Reversal of allowance for loan losses		2,460	
Recoveries of written off receivables		88	
Gain on sale of stocks and other securities		1,238	
Gain on money held in trust		87	
Other		451	
<b>Ordinary expenses</b>			<b>185,716</b>
<b>Interest expenses</b>		<b>105,727</b>	
Interest on deposits		27,803	
Interest on negotiable certificates of deposit		406	
Interest on call money		405	
Interest expenses on securities sold under repurchase agreements		1,367	
Interest expenses on cash collateral received for securities lent		14,691	
Interest on borrowings and rediscounts		5,364	
Interest expenses on bonds		5,839	
Interest expenses on interest rate swaps		23,969	
Other interest expenses		25,880	
<b>Fees and commissions payments</b>		<b>1,843</b>	
Fees and commissions on domestic and foreign exchanges		205	
Other fees and commissions		1,637	
<b>Loss on trading account transactions</b>		<b>509</b>	
Net loss on trading account securities		509	
<b>Other ordinary expenses</b>		<b>21,021</b>	
Loss on sale of bonds		11,075	
Loss on redemption of bonds		2,323	
Loss on devaluation of bonds		73	
Amortization of bond issuance costs		152	
Other		7,396	

<b>General and administrative expenses</b>	<b>47,307</b>	
<b>Other expenses</b>	<b>9,306</b>	
Write-off of loans	7,322	
Provision of allowance for investment loss	403	
Provision of allowance for credit losses on off-balance-sheet instruments	244	
Loss on sale of stocks and other securities	34	
Loss on devaluation of equity securities	64	
Other	1,237	
<b>Ordinary profit</b>		<b>21,814</b>
<b>Extraordinary income</b>		<b>0</b>
Gain on disposal of non-current assets	0	
<b>Extraordinary losses</b>		<b>6</b>
Loss on disposal of non-current assets	6	
<b>Income before income taxes</b>		<b>21,807</b>
Income taxes-current	(93)	
Income taxes-deferred	(353)	
<b>Total income taxes</b>		<b>(446)</b>
<b>Net income</b>		<b>22,254</b>

## Independent Auditors' Report for the Consolidated Financial Statements (COPY)

(TRANSLATION)

### INDEPENDENT AUDITOR'S REPORT

May 13, 2026

To the Board of Directors of  
Aozora Bank, Ltd.:

Deloitte Touche Tohmatsu LLC  
Tokyo office

Designated Engagement Partner,  
Certified Public Accountant: Shigehiko Matsumoto

Designated Engagement Partner,  
Certified Public Accountant: Arata Otake

Designated Engagement Partner,  
Certified Public Accountant: Eisuke Sugiura

### Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of Aozora Bank, Ltd. and its consolidated subsidiaries (the "Group"), namely, the consolidated balance sheet as of March 31, 2026, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2025 to March 31, 2026, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2026, and its consolidated financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, including the ethical requirements that are relevant to audits of the financial statements of public interest entities, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

## Independent Auditors' Report for the Financial Statements (COPY)

(TRANSLATION)

### INDEPENDENT AUDITOR'S REPORT

May 13, 2026

To the Board of Directors of  
Aozora Bank, Ltd.:

Deloitte Touche Tohmatsu LLC  
Tokyo office

Designated Engagement Partner,  
Certified Public Accountant: Shigehiko Matsumoto

Designated Engagement Partner,  
Certified Public Accountant: Arata Otake

Designated Engagement Partner,  
Certified Public Accountant: Eisuke Sugiura

#### Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the nonconsolidated financial statements of Aozora Bank, Ltd. (the "Company"), namely, the nonconsolidated balance sheet as of March 31, 2026, and the nonconsolidated statement of income and nonconsolidated statement of changes in equity for the 93rd fiscal year from April 1, 2025 to March 31, 2026, and a summary of significant accounting policies and other explanatory information, and the accompanying supplemental schedules.

In our opinion, the accompanying nonconsolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2026, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

#### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, including the ethical requirements that are relevant to audits of the financial statements of public interest entities, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the nonconsolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the nonconsolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the nonconsolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Nonconsolidated Financial Statements

Management is responsible for the preparation and fair presentation of the nonconsolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of nonconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the nonconsolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the nonconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these nonconsolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the nonconsolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the nonconsolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the nonconsolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the nonconsolidated financial statements, including the disclosures, and whether the nonconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

#### Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

### The Audit & Supervisory Board's Report (COPY)

(Translation) The Audit & Supervisory Board's Report

The Audit & Supervisory Board (hereafter "ASB") prepared this ASB's Report, following deliberation, based on the Audit & Supervisory Board Member's (hereafter "ASB Member") Report prepared by each ASB Member, and make the following report on the execution of duties by Directors for the 93<sup>rd</sup> business year that commenced on April 1, 2025 and ended on March 31, 2026.

1. The Method and Contents of the Audit by ASB Members and the ASB
  - (1) The ASB defined the audit policy, the division of duties, received reports on how audits were actually implemented and results thereof from each ASB Member, received reports on the actual execution of duties from Directors, etc. and the Accounting Auditor (Independent Auditor Tohmatsu), and sought any necessary explanations.
  - (2) Each ASB Member complied with the standard of ASB audit predefined by the ASB, followed the audit policy and the division of duties, communicated with Directors, Internal Audit Division and employees, etc., gathered information and improved the auditing environment, and implemented the audit in the following method:
    - 1) The ASB Member attended the Board of Directors meetings and other important meetings, received reports on the actual execution of duties from Directors and employees, etc. and sought any necessary explanations, inspected important documents for approval, and examined operations and assets concerning the Head Office and principal offices. As to subsidiaries, the ASB communicated and exchanged information with Directors and ASB Members, etc. of these subsidiaries, and received any necessary reports from them. As to audit implementation, the ASB utilized telephone/online communication measures as necessary.
    - 2) The ASB periodically received reports on the conditions of the establishment and operations of the system that has been installed and improved based on the resolution of the Board of Directors, that is written in the Business Report, on the improvement of the system provided in Article 100.1 and 100.3 of the Enforcement Regulation of the Companies Act (the internal control system) and contents thereof, to secure the system to ensure the compliance of the execution of duties by Directors with applicable laws and regulations of Japan as well as the Articles of Incorporation, and to secure the appropriateness of other operations of the corporation, from Directors and employees, etc. and sought any necessary explanations. And as for internal control over financial reporting, the ASB received reports of progress and assessment on it from Directors, etc. and the Auditor Deloitte Touche Tohmatsu LLC and sought any necessary explanation and expressed opinion.
    - 3) The ASB monitored and examined to see whether the Accounting Auditor retains its independent position and implements adequate audit, as well as received from the Accounting Auditor Reports on the actual execution of its duties, and sought any necessary explanation from the Accounting Auditor. The ASB also was informed by the Accounting Auditor that the Accounting Auditor has improved its "Systems to Ensure the Proper Conduct of Professional Duties" (the item listed in the each section of Article 131 of the Corporate Accounting Rules) in accordance with "Standards for Audit Quality Control" (by Business Accounting Council), etc., and the ASB sought any necessary explanation from the Accounting Auditor.

Based on the above-mentioned method, the ASB examined the Business Report and its supplementary schedule, the financial statements for the said business year (Balance Sheet, Income Statement, Statement of Changes in Net Assets, Significant accounting policies and other Notes) and their Supplementary schedule, as well as the consolidated financial statements (Consolidated Balance Sheet, Consolidated Income Statement, Consolidated Statements of Changes in Net Assets, Significant accounting policies applied in the preparation of the consolidated financial statements and other Notes).

2. Results of the Audit
  - (1) Results of the Audit on the Business Report and its Supplementary Schedule
    - 1) The ASB acknowledges that the Business Report and its supplementary schedule present the correct conditions of the Company in accordance with applicable laws and regulations of Japan as well as the Articles of Incorporation.
    - 2) There is no illegal act in the execution of duties of Directors or material fact in violation of applicable laws and regulations of Japan or the Articles of Incorporation.
    - 3) The ASB acknowledges that contents of the resolutions of the Board of Directors on the internal control system are reasonable, and there is no finding in the contents written in the Business Report and the execution of duties of Directors related to the said internal control system. And as for internal control over financial reporting, no material weakness has been reported neither from Directors, etc. nor the Auditor Deloitte Touche Tohmatsu LLC at the time of writing this report.
  - (2) Results of the Audit on the Financial Statements and their Supplementary Schedule  
The ASB acknowledges that the method and results of the audit implemented by the Accounting Auditor Deloitte Touche Tohmatsu LLC are reasonable.
  - (3) Results of the Audit on the Consolidated Financial Statements  
The ASB acknowledges that the method and results of the audit implemented by the Accounting Auditor Deloitte Touche Tohmatsu LLC are reasonable.

May 15, 2026

The Audit & Supervisory Board of Aozora Bank, Ltd.

Standing Audit & Supervisory Board Member

Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member) Satoshi Hashiguchi

Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member) Toraki Inoue

Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member) Junichi Maeda

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

End



## Information regarding the General Meeting of Shareholders

### Services and support available at the venue of the General Meeting of Shareholders

- Please feel free to use the following services and support:

Livestreaming	You can view the General Meeting of Shareholders. <a href="https://meetings.lumiconnect.com/">https://meetings.lumiconnect.com/</a>
Dedicated website for reading the convocation notice	You can listen to part of the convocation notice in audio on this website. <a href="https://p.sokai.jp/8304/">https://p.sokai.jp/8304/</a>
Receipt of pre-planned questions	We welcome you to submit your questions in advance in writing or via email. Mailing address: General Meeting of Shareholders Administration Group Corporate Communication Division, Aozora Bank, Ltd. 6-1-1, Kojimachi, Chiyoda-ku, Tokyo 102-8660  E-mail address: <a href="mailto:shitsumon2026@aozorabank.co.jp">shitsumon2026@aozorabank.co.jp</a>

- If you need assistance at the venue of the General Meeting of Shareholders, please feel free to contact our staff.
  - If you visit the venue of the General Meeting of Shareholders with a wheelchair, please follow the access route detailed below. At the venue, we will support wheelchair access upon request.  
Access route for from Nagatacho Station for wheelchair users:  
[https://www.tgt-kioicho.jp/access/pdf/kurumaisuroot\\_nagatacho.pdf](https://www.tgt-kioicho.jp/access/pdf/kurumaisuroot_nagatacho.pdf)  
Access route for from Akasaka-mitsuke Station for wheelchair users:  
[https://www.tgt-kioicho.jp/access/pdf/kurumaisuroot\\_akasakamitsuke.pdf](https://www.tgt-kioicho.jp/access/pdf/kurumaisuroot_akasakamitsuke.pdf)
  - At the venue of the General Meeting of Shareholders, we will provide support, including guiding to the seat and restroom as well as communicating in writing. Shareholders in need of assistance may attend the meeting with up to one caregiver. If you wish, please ask at the reception desk on the day of the meeting.
  - If a shareholder feels unwell during the General Meeting of Shareholders, we will respond by asking the shareholder's wishes to attend the General Meeting of Shareholders, and may escort the shareholder to another room.
  - There will be no thank-you gift for attendees.

### Contact

- Aozora Bank, Ltd.:  
General Meeting of Shareholders Administration Group, Corporate Communication Division  
TEL: 03-6752-1111 (main number, Japanese only)  
Weekdays: 9:00 a.m.–5:00 p.m. (excluding weekends and holidays)

### Information updates until the date of the General Meeting

- Details about the operation of the General Meeting of shareholders stated on this Convocation Notice for the 93rd Ordinary General Meeting of Shareholders are subject to change and updates. Shareholders are encouraged to check the latest information on the Aozora website (<https://www.aozorabank.co.jp/english/ir/stock/meeting/>) before visiting the venue on the date of the General Meeting.

### Post disclosure regarding the General Meeting

- We will upload a video of the General Meeting to the Aozora website (<https://www.aozorabank.co.jp/english/ir/stock/meeting/>). We plan to make the video available starting in early July once preparations are complete.

Aozora website

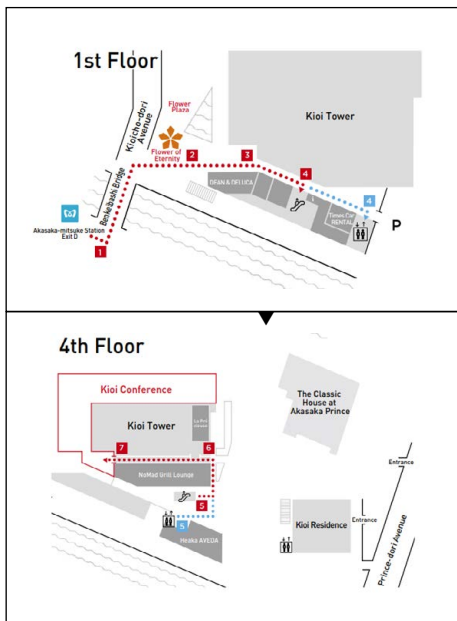


# Guide to the Venue for Ordinary General Meeting of Shareholders

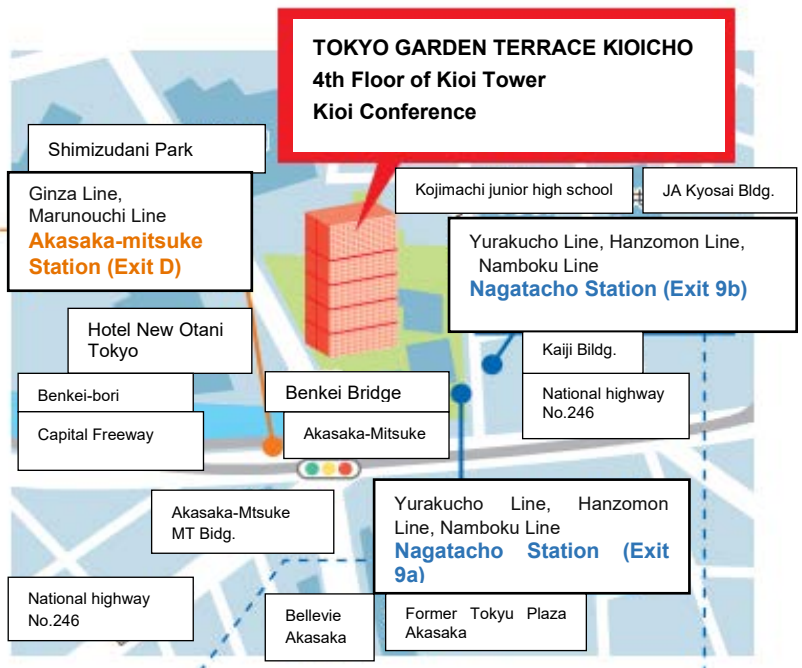
Place: **TOKYO GARDEN TERRACE KIOICHO Kioi Conference**  
Kioicho 1-4, Chiyoda-ku, Tokyo

Access: **Directly connected to Nagatacho Station/ 1-minute walk from Akasaka-mitsuke Station**  
Access to 5 Tokyo Metro lines (Yurakucho Line, Hanzomon Line, Namboku Line, Ginza Line and Marunouchi Line)

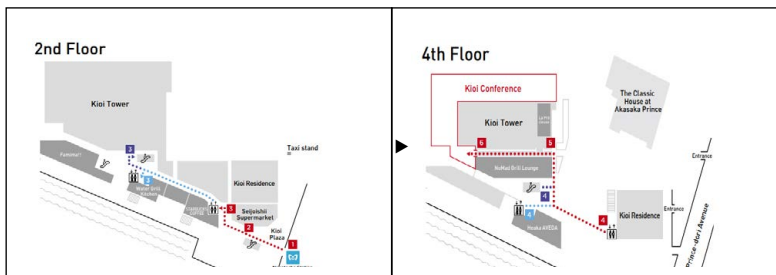
## From Akasaka-mitsuke Station (Exit D)



Cross the Benkeibashi Bridge to the Kioi Tower.  
From the first floor with restaurants and shops,  
take the elevator or escalator up to the fourth floor.

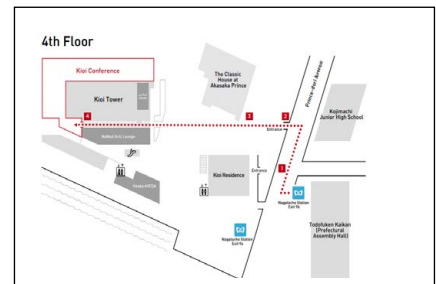


## From Nagatacho Station (Exit 9a)



Walk through the connecting passageway from Exit 9a of the  
Nagatacho Station to the second floor of Kioi Tower.  
From there, take the elevator or escalator up to the fourth floor.

## From Nagatacho Station (Exit 9b)



Walk straight from the entrance gate and enter  
through the automatic doors of Kioi Tower.