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(Securities Code: 7161)

November 16, 2018

To our shareholders:

Manabu Awano, Representative Director and President
Jimoto Holdings, Inc.
2-1-1, Ichibancho, Aoba-ku, Sendai-shi, Miyagi

Notice of the Extraordinary General Meeting of Shareholders

You are cordially invited to attend the Extraordinary General Meeting of Shareholders of Jimoto Holdings, Inc. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by the end of the business day prior to the meeting (5:10 p.m. on Monday, December 10, 2018 (JST)).

Information about the venue

Please be aware that the Extraordinary General Meeting of Shareholders will be held only at the 9F Auditorium Hall in the Head Office of The Sendai Bank, Ltd. in Sendai City, and a live conference feed will not be provided in Yamagata City.

- 1. Date and Time:** Tuesday, December 11, 2018, at 10:00 a.m. (JST)
- 2. Venue:** 9F Auditorium Hall, Head Office of The Sendai Bank, Ltd.
2-1-1, Ichibancho, Aoba-ku, Sendai-shi, Miyagi

3. Purpose of the Meeting

Matter to be resolved:

Proposal Election of One Director

- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception. In addition, please bring this notice with you in order to save resources.
- If any changes are made to items in the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company’s website.

Company’s Website (<https://www.jimoto-hd.co.jp/>; in Japanese only)

Reference Documents for General Meeting of Shareholders

Proposal and Reference Information

Proposal Election of One Director

To further enhance the management system, the Company will increase the number of Directors by one, and it proposes the election of one Director as an outside Director.

The candidate for Director is as follows.

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p>New candidate Candidate for outside Director Independent Officer</p> <p>Masayuki Oyama (August 26, 1943)</p>	<p>Apr. 1966 Joined Tohoku Electric Power Co., Inc.</p> <p>June 2001 Director and General Manager of Corporate Planning Department</p> <p>June 2003 Managing Director and General Manager of Corporate Planning Department</p> <p>June 2005 Representative Director & Vice President</p> <p>Sept. 2006 Representative Director & Vice President and General Manager of Power Distribution Division</p> <p>June 2009 Retired from Representative Director & Vice President and General Manager of Power Distribution Division Director and President of Yurtec Corporation</p> <p>June 2014 Director and Chairman</p> <p>June 2015 Advisor (current position)</p> <p>[Significant concurrent position outside the Company] None.</p>	<p>– common shares</p>

[Special matters regarding the candidate for outside Director]

There is no special interest between Masayuki Oyama and the Company.

He is a candidate for outside Director.

He possesses extensive experience and broad knowledge as a corporate manager. The Company has nominated him as a candidate for outside Director because it judges that it will be able to utilize his suggestions and opinions to secure fair and appropriate decision-making of the Board of Directors from a fair and neutral standpoint.

The Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned exchange if his election is approved.

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act if his election is approved. The maximum amount of liability for damages under this agreement is set to be the minimum liability amount provided for under laws and regulations.

<For Reference>

The Company determines the independence of candidates for outside Directors and outside Audit & Supervisory Board Members according to the following standards:

Standards for independence of outside officers

1. (1) An outside officer may not be an executive Director, executive officer, manager or other employee (hereinafter collectively referred to as “a person performing an executive role, etc.”) of the Company group nor may he/she has been a person performing an executive role, etc. of the Company group during the past ten years prior to his/her appointment.
However, in case of a candidate for outside Audit & Supervisory Board Member, there shall be an additional requirement that he/she may not have been a non-executive Director (Note 1) of the Company group during the past ten years prior to his/her appointment.
- (2) A candidate for outside Director who was a non-executive Director or an Audit & Supervisory Board Member of the Company group during the past ten years before his/her appointment may not have been a person performing an executive role, etc. of the Company group prior to his/her appointment to the said office.
A candidate for outside Audit & Supervisory Board Member who was an Audit & Supervisory Board Member of the Company group during the past ten years prior to his/her appointment may not have been a person performing an executive role, etc. or a non-executive Director of the Company group during the past ten years prior to his/her appointment to the said office.
- (3) An outside officer may not be a spouse or a relative within the second degree of an officer, etc. (Note 2), manager or other important employee (excluding a person falling under an officer, etc.).
2. An outside officer may not be a major shareholder (Note 3) of the Company nor he/she may be an officer, etc. or an employee (excluding a person falling under an officer, etc.) of a company in which the Company group is a major shareholder.
3. (1) An outside officer may not be a person for whom the Company or any of its core subsidiaries (Note 4) is a major customer (Note 5), nor a parent company or an important subsidiary thereof, nor, if that person is a company, may he/she be a person performing an executive role, etc. thereof and may he/she have been a person performing an executive role, etc. thereof during the past three years.
- (2) An outside officer may not be a person who is a major customer of the Company or any of its core subsidiaries or a parent company or an important subsidiary of the major customer, nor, if that person is a company, may he/she be a person performing an executive role, etc. thereof and may he/she have been a person performing an executive role, etc. thereof in the past three years.
- (3) An outside officer may not be an employee, etc. of an organization that has received donations or grants exceeding a certain amount (an annual average of ¥10 million over the past three years) from the Company or any of its core subsidiaries.
4. An outside officer may not be an officer, etc. of a company, or a parent or a subsidiary thereof, that has accepted an officer, etc. from the Company group.
5. An outside officer may not be a Financial Auditor or a member, etc. thereof for the Company group and may not have been in charge of auditing the Company group as such member, etc. in the past three years.
6. An outside officer may not be an attorney, certified public accountant, or other consultant etc. who, in addition to his/her remuneration as an officer, has obtained, from the Company or any of its core subsidiaries, cash and other property benefits that have averaged at least ¥10 million annually over the past three years.
7. An outside officer shall be a person for whom there is no risk that a substantive conflict of interest will ever occur between him/her and the Company’s general shareholders for a reason not covered by the provisions above.

- (Notes)
1. “A non-executive Director” is a Director not falling under an executive Director.
 2. “An officer, etc.” is a Director (including an outside Director) and an Audit & Supervisory Board Member (including an outside Audit & Supervisory Board Member).
 3. “A major shareholder” is a person or an entity etc. that directly or indirectly holds at least 10% of the voting rights as of the end of the latest business year.
 4. The “core subsidiaries” are Kirayaka Bank, Ltd. and The Sendai Bank Ltd.
 5. “A major customer” is a customer whose purchases accounted for at least 2% of total annual consolidated sales (annual consolidated ordinary revenue in case of the Company) in the latest business year.