

3 Management Base That Supports the Realization of Purpose

Corporate Governance

Basic Perspective

While always keeping in mind the development of regional communities, the Bank's basic policy is to respond appropriately to the financial needs of customers, enhance corporate value by ensuring asset soundness and strengthening its profitability, and to be highly evaluated by shareholders and the market. To realize this basic policy, we have positioned the enhancement of corporate governance as the most important management challenge, and are

working on the following three points:

- (1) Decision-making for appropriate management and establishment of an efficient business operations system
- (2) Enhancement of compliance and risk management systems that form the basis of sound management
- (3) Timely and appropriate disclosure of corporate information and active IR activities aimed at transparent management

Corporate Governance System

The Bank has a corporate auditor system with the five members of the Audit and Supervisory Board (including three Outside Auditors).

The Board of Directors consists of nine Directors, including three Outside Directors.

To achieve our management goals, we believe that it is effective to enhance the corporate auditor system by appointing Inside and Outside Auditors, as well as to strengthen management oversight functions by the presence of Outside Directors and Outside Auditors.

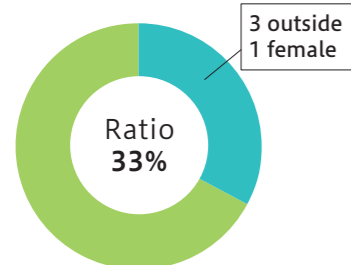
Outside Directors are responsible of management oversight for the Board of Directors, and Outside Auditors are responsible of the auditing in the corporate auditor system, and all have the role of management monitoring and supervising for corporate governance.

In addition, to enhance corporate governance and manage oversight functions of the entire Group, the Group Management Meeting is held every six months to report and discuss management policies and operational status of each Group company on the executive level.

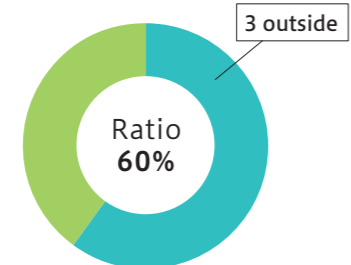
[Corporate Governance System]



<Ratio of Outside Directors>



<Ratio of Outside Auditors>



Fiscal Year	Main Governance Initiatives
2005	• Appointment of Outside Directors
2012	• Introduction of share remuneration-type stock options
2015	• Start of effectiveness assessments for Board of Directors
2018	• Establishment of Nomination Advisory Committee • Establishment of Compensation Advisory Committee
2019	• Release of basic policy for executive remuneration • Introduction of "Restricted Share Remuneration Plan and Performance-linked Share Remuneration Plan"
2020	• Appointment of female Outside Director • Elevation of the Outside Director ratio to one-third
2021	• Preparation and disclosure of skills matrix
2022	• Establishment of a Sustainability Committee

Board of Directors

The Board of Directors consists of six Inside Directors and three Outside Directors (one third of total are Outside Directors), makes decisions on basic management related matters and important business operations, and supervises the performance duties of each Director.

In order to execute important business operations based on management policies determined by the Board of Directors, the Executive Committee, which is a consultative body to the President, meets once a week in principle to conduct thorough deliberations for decision-making to ensure prompt and smooth execution.

The term of Directors is limited to one year to build a management system that can respond more quickly to changes in the business environment.

In nominating Outside Director candidates, we are strongly aware that the structure of the Board of Directors should consist of members with diverse values and perspectives based on different types of knowledge, experience, and attributes.

Nomination and Compensation Advisory Committees

In order to establish a system in which Independent Outside Directors are appropriately involved in the decision-making process for nomination and remuneration of the Directors, to increase the objectivity and transparency of the process, and to enhance corporate governance, the Nomination Advisory Committee and the Compensation Advisory Committee were established as advisory bodies to the Board of Directors. The majority of the members of both committees are independent Outside Directors.

Audit & Supervisory Board

The Audit & Supervisory Board meets once a month in principle, and its members make decisions based on discussions on how to resolve various issues. Additionally, each member of the Audit & Supervisory Board reports on the results of audits, and shares information, and exchanges opinions with the others when necessary.

Also, the Audit & Supervisory Board Office consisting of dedicated staff members, has been set up directly under the Audit & Supervisory Board, and is working to maintain a more effective audit system.

The members of the Audit & Supervisory Board conduct audits in accordance with the auditing policies, audit plans, and assignment of audit duties established by the Audit & Supervisory Board. The performance of duties by the Directors is monitored and verified through attendance at the Board of Directors and other important meetings, audits of the headquarters, visits to branch offices, investigations of Group company operations, examinations of important documents, and surveys of the operations and assets of the Bank. In addition, the Bank is working to share awareness of management policies, management issues, and important auditing issues by meeting regularly with the President and Outside Directors.

Executive Officer System

The Bank has adopted an executive officer system to enhance corporate governance and separate management decision-making from business operations and promote the role of the Board of Directors.

Accounting Audit

Our accounting auditor is Ernst & Young ShinNihon LLC. The firm conducts accounting audits in accordance with the Companies Act and the Financial Instruments and Exchange Act. There are no special interests between the executive officers of Ernst & Young ShinNihon LLC and the Bank.

• Accounting audit fee for fiscal year 2022 paid by us	67 million yen
• Total amount of remuneration paid by our Group	88 million yen

Internal Audit

For internal audits, the Inspection & Audit Department, which is independent of the audited departments, conducts audits of the headquarters, sales branches, and the entire Group based on the audit plan and audit policy determined by the Board of Directors each fiscal year.

Support System for Outside Directors and Outside Auditors

The Secretariat, which is responsible as the secretariat of the Board of Directors, has a key role in supporting Outside Directors while distributing materials for the Board of Directors in advance. In order to allow for sufficient time to prepare for deliberations, the Outside Directors receive the materials at the same time as Inside Directors. Along with supplying information on the Bank's new initiatives in advance, they are also provided with opportunities for information exchange with the President and Auditors. Through these efforts, we are working to create an environment where the Outside Directors can always make useful recommendations to the Board.

Outside Audit & Supervisory Board members are also provided with the materials for the Board of Directors in advance, and the dedicated staff in the Audit & Supervisory Board Members' Office offers the necessary support for auditing operations by distributing materials for the Audit & Supervisory Board in advance.

In addition, at the Audit & Supervisory Board, the Standing Audit & Supervisory Board member explains the agenda of the Board of Directors and minutes of the Executive Committee in detail to the Outside Audit & Supervisory Board Member to share information such as reports on the status of audits conducted by the Standing Audit & Supervisory Board Member.

Evaluation Criteria for Independence of Outside Directors and Outside Auditors

Candidates for Outside Director or Outside Auditor of the Bank are deemed to be independent from the Bank when they do not come under any of the following conditions

- (1) A person whose main business partner is the Bank, or, if it is a corporate or legal entity, its executive officer,
- (2) A person who is a major business partner of the Bank, or, if it is a corporate or legal entity, its executive officer,
- (3) A consultant, professional accountant or legal professional who has gained a "large amount" (Note 1) of fees or other properties in addition to executive remuneration from the Bank,
- (4) A person who "recently" (Note 2) fell under (1), (2), or (3), and
- (5) A "close relative" (Note 4) of a person who falls under any of the following items from A to D (excluding those who are not considered "important" (Note 3)).
 - A. A person who falls under (1) to (4) above
 - B. An executive officer of the Bank's subsidiary
 - C. A director who is not an executive officer of the Bank's subsidiary
 - D. A person who "recently" fell under B or C above or was an executive officer of the Bank

Note 1: "Large amount" refers to an amount of 10 million yen or more on average over the past three years.

Note 2: "Recently" can be regarded as being almost equal to "presently." For example, at the time when the content of the proposals was determined for the General Meeting of Shareholders where the person was elected as an Outside Director or Outside Auditor.

Note 3: "Important" refers to those who are directors, general managers and the like (executive officers); and certified public accountants and lawyers (accounting professionals and legal experts).

Note 4: "Close relative" refers to first and second-degree relatives.

Ensuring the Effectiveness of the Board of Directors

Every fiscal year, the Bank analyzes and evaluates each of the directors and auditors based on their respective self-analyses in order to evaluate the effectiveness of the Board of Directors as a whole.

Regarding deepening discussions on themes that should be addressed from a medium- to long-term perspective, which was assessed as an issue in FY2021, we worked to improve the situation by creating opportunities to deepen discussions on medium- to long-term themes and by providing multiple opportunities to discuss key measures depending on the stage of consideration.

For the fiscal 2022 effectiveness evaluation, we conducted a questionnaire survey using the opinions of external consultants on items such as “Composition and operation of the Board of Directors,” “Management and business strategy,” “Corporate ethics and risk management,” “Evaluation and remuneration of management,” and “Dialogue with shareholders, etc.” Furthermore, in order to ensure anonymity and objectivity, we outsourced the collection and analysis to an external consultant.

Based on the results and analysis of the survey, an evaluation was made at the Board of Directors held in April 2023 where it was confirmed that the effectiveness of the Board of Directors has been ensured.

To further enhance the effectiveness of the Board of Directors, Gunma Bank will engage in free and open discussions on themes that should be addressed from a broader perspective, and will review the content and volume of discussion materials to ensure smooth operation and better discussions so that the Board of Directors can perform their duties properly.

Executive Remuneration

The remuneration of the Directors, excluding the Outside Directors, is comprised of fixed-amount remuneration, bonus, and share remuneration. As for share remuneration plan, we reviewed the Directors’ remuneration system in June 2019 to further encourage our management to operate from the same perspective as our shareholders and to provide appropriate incentives for the sustainable improvement of the Bank’s performance and value. Therefore, we abolished the conventional share remuneration-type stock option plan and introduced restricted share remuneration plan and performance-linked share remuneration plan.

The Outside Directors and Auditors receive only fixed-amount remuneration, taking into account that they are required to play a role of auditing and supervising.

The remuneration limit was determined by the resolutions of the General Meeting of Shareholders in 2012 and 2019 as follows:

<Remuneration Limit>

	Fixed-amount remuneration	Bonus	RS and PS
Director	Total 360 million yen per year	—	120 million yen per year, 500,000 shares
Audit & Supervisory Board Member	80 million yen per year	—	—

Note: RS stands for “Restricted Share Remuneration,” and PS stands for “Performance-linked Share Remuneration.”

<Total amount of remuneration, etc. by board member category, total amount by type of remuneration, etc., and number of eligible board members>

Board member category	Total compensation (millions of yen)	Total compensation (millions of yen)				Number of eligible board members (people)
		Monthly compensation (non-performance linked)	Bonus (performance linked)	Stock compensation with transfer restrictions (non-performance linked)	Performance share (performance linked)	
Directors (excluding Outside Directors)	287	174	56	43	11	10
Auditors (excluding Outside Auditors)	44	44	—	—	—	3
Outside board members	46	46	—	—	—	7

Basic Policy for Executive Remuneration

We formulated the “Basic policy for executive remuneration,” and the Bank determines the Directors’ and Auditors’ remuneration in accordance with the perspectives and procedures based on this policy.

Basic Policy for Executive Remuneration

- 1. Basic perspective on the directors’ remuneration system**
 - In order to create a directors’ remuneration system that contributes to realization of the Bank’s management policy, our basic perspective on the directors’ remuneration system is based on the principles of the Corporate Governance Code as follows:
 - To further motivate the Directors to contribute to sustainable growth of the Bank and increase the corporate value of the Bank over the mid- to long-term,
 - To share profit awareness with shareholders and raise management awareness focusing on shareholders,
 - To maintain proper linkage with business performance and give a sound incentive,
 - To avoid inappropriate risk taking,
 - To be able to hire or secure excellent managerial talent,
 - Because the Directors are primarily responsible for the performance of the entire Bank, individual evaluation for incentive remuneration is more focused on contributing to the overall performance of the Bank than the performance of the business in which the Director is in charge, and
 - To show an objective and transparent decision-making process.
- 2. Governance for determining remuneration**
 - In accordance with the Compensation Advisory Committee Regulations set forth separately, the Board of Directors determines the following items based on the advice and recommendations from the Compensation Advisory Committee consisting of three or more members (at least half of them are Independent Outside Directors) after the committee has deliberated the items in response to the request by the Board of Directors.
 - Proposal for the General Meeting of Shareholders on Director and Auditor Remuneration,
 - Policy for remuneration of Directors (including this policy),
 - Remuneration system for Directors (including amount of remuneration by individuals),
 - Items such as policies needed when deliberating each of the above items, which are deemed necessary by the Compensation Advisory Committee, and
 - Remuneration for Auditors is determined through discussions by the Audit & Supervisory Board Members.

3. Remuneration structure

(1) Directors, excluding Outside Directors

[Summary of remuneration structure]

Features of remuneration	Base remuneration	Variable remuneration		
		Short-term incentive remuneration	Mid-to long-term incentive remuneration	
Cash/Share	Cash remuneration	Share remuneration		
Performance-linked remuneration	Non-performance-linked remuneration	Short-term performance-linked remuneration	Non-performance-linked remuneration	Mid-to long-term performance-linked remuneration
Type of remuneration	Monthly remuneration	Bonus	Restricted share	Performance-linked share

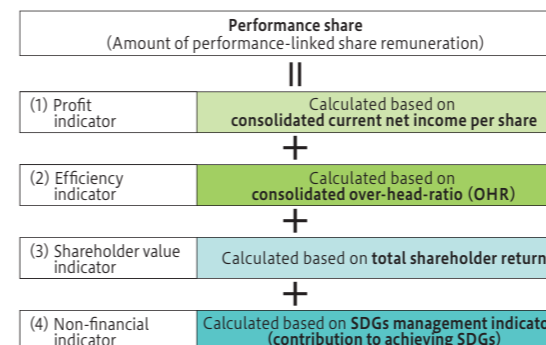
- The executive remuneration for individuals shall be set at a ratio of 3:1:1 in the following order: 1) Base remuneration, 2) Short-term incentive remuneration, and 3) Mid- to long-term incentive remuneration, taking into account the absolute amount of remuneration.
- Outside Directors and Auditors
 - Remuneration for Outside Directors and Auditors shall consist of only base remuneration, considering their role and independent status.

4. Remuneration level

- The Bank determines the appropriate amount of remuneration based on its business performance, the environment surrounding the Bank, social and economic conditions, and industry trends.
- Also, as a leading company in the region, we are aware of the appropriate level of remuneration received by executives of regional businesses through survey data from obtained by regularly participating in surveys conducted by external research organizations (so-called executive remuneration survey, etc.) and use this information as a reference in determining our own remuneration.

5. Performance-linked remuneration

- Bonus**
 - Due to the nature of short-term incentive remuneration, consolidated current net income is adopted as an evaluation indicator with the aim of increasing motivation to contribute to business performance for each fiscal year. For the performance-linked portion, the amount of remuneration is determined within the range of 0 to 200% depending on the status of achievement of consolidated current net income.
- Performance-linked share**
 - The following four indicators are adopted as evaluation indicators, with the aim of enhancing corporate value over the mid- to long-term as well as sharing profit awareness with shareholders and raising management awareness that values the shareholders. The amount of remuneration is determined within the range of 0 to 200% depending on the status of achievement.



- In principle, the Bank issues the Bank’s common shares equivalent to the above remuneration in each fiscal year after being reasonably adjusted in accordance with the executive tenure during the evaluation period (the immediately preceding three fiscal years).

[Evaluation indicators to calculate the amount of remuneration for performance-linked share]

- Consolidated earnings per share (Consolidated EPS/Earnings Per Share)**
 - We have set profit as our number one indicator for measuring medium- to long-term results, and we have set consolidated EPS, which is a key indicator for shareholders, as our benchmark.
- Consolidated over-head-ratio (OHR) (Consolidated OHR/Over Head Ratio)**
 - We will use consolidated OHR, which is also a key indicator in the numerical targets of our mid-term business plan, as a benchmark.
- Total shareholder return (TSR / Total Shareholders Return)**
 - The Bank’s shareholder value index, which shows the return on investment, will be used to raise awareness of the benefits to shareholders and the importance of shareholder-oriented management.
- SDGs management indicator (Metric that measures our contribution to achieving the SDGs)**
 - The Bank’s evaluation indicators will be selected from among management indicators associated to the ten goals set out in our SDGs declaration.

6. Perspective on the forfeiture and recovery clauses for remuneration

- To prevent excessive risk taking and ensure the soundness of management, and to prevent serious scandals, such as accounting fraud or significant corrections required for past fiscal year financial statements, which may be caused by excessive incentives, we established the clauses (Clawback clause and Malus clause) for the recovery and forfeiture of all or part of the share remuneration in the event of the circumstances.

7. Perspective on holding treasury shares

- In order to share awareness of the interest with shareholders and raise awareness of management with the emphasis on shareholders, we introduce a share remuneration plan to the Directors, excluding Outside Directors, and encourage them to hold a certain amount or more of the Bank’s common shares depending on their positions in accordance with the “Share Ownership Guidelines.”

8. Disclosure policy

- We release this disclosure policy publicly to the stakeholders appropriately through media and the following disclosure materials: securities reports, reference documents for the General Meeting of Shareholders, reports on corporate governance, our website, etc.