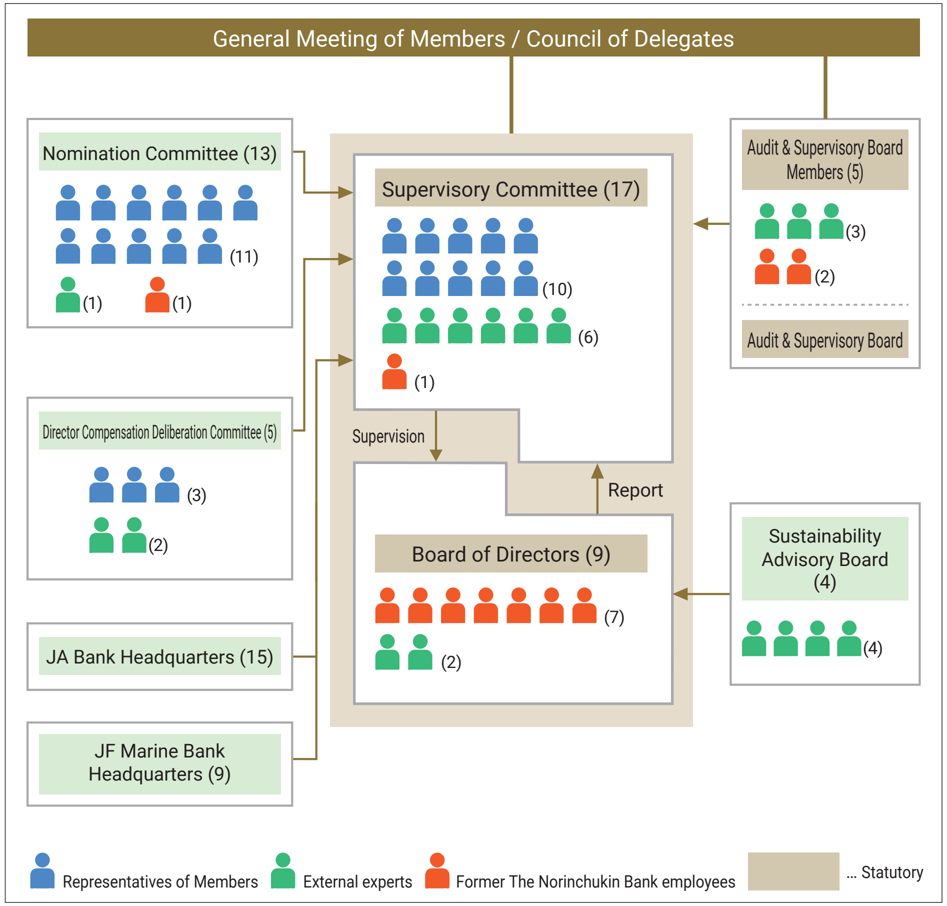
Governance of The Norinchukin Bank

The Norinchukin Bank's Management System

The Bank is both the national-level organization for Japan's AFF cooperatives and an institutional investor that plays a major role in the financial and capital markets through investment of large amounts of funds in Japan and overseas. Accordingly, while adhering to decisions made by the Council of Delegates, the Bank's decision-making duties are shared and coordinated by the Supervisory Committee and the Board of Directors, as stipulated by the Norinchukin Bank Act, while taking into consideration the internal and external situations of the cooperatives.

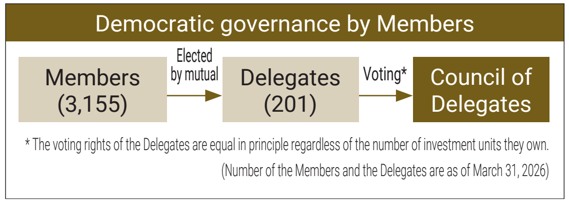
Management System of the Bank*1 (As of July 1, 2026*2)



*1 For a list of Supervisory Committee Members, Directors, and Audit & Supervisory Board Members, please refer to Pages 78-80.
*2 Reflecting the appointment of two external experts as Directors, the composition of the Board of Directors is presented as of July 2, 2026 only.

General Meeting of Members / Council of Delegates

The Norinchukin Bank Act and the Bank's Articles of Incorporation stipulate the General Meeting of Members as the supreme decision-making organization, and that the Council of Delegates is a decision-making organization that substitutes for the General Meeting of Members. The Bank's regular decision-making is based on the Council of Delegates. Unlike stock companies, where one share represents one vote, the voting rights of the Delegates, who are elected by the mutual vote of members, are equal in principle at the Council of Delegates, regardless of the number of investment units they own, where organizational decisions are made on business reports and appropriation of surplus, as well as amendments to the Articles of Incorporation and the election of the Supervisory Committee Members.



Supervisory Committee

The Supervisory Committee makes decisions regarding issues to be proposed at or reported to the Council of Delegates as well as important issues related to the AFF cooperatives. The Supervisory Committee also has the authority to oversee business activities performed by directors. This includes the authority to request that board members attend meetings to explain their business activities and to request the Council of Delegates to dismiss board members. The Supervisory Committee members have been selected from senior management of member cooperative organizations; people engaged in the AFF industries; and individuals with an in-depth knowledge of finance. Supervisory Committee members are recommended by the Nomination Committee, which mainly consists of representatives of the Bank's member cooperatives, and are then appointed by the Council of Delegates.
Under the jurisdiction of the Supervisory Committee are the Nomination Committee, the Director Compensation Deliberation Committee, the JA Bank Headquarters, and the JF Marine Bank Headquarters. (For details, see Page 75.)

Board of Directors

The Board of Directors makes decisions regarding the execution of business activities, excluding those matters under the jurisdiction of the Supervisory Committee, and the Directors mutually supervise the execution of their business affairs. Members of the Board are elected by the Supervisory Committee and assume their positions upon the approval of the Council of Delegates. Of the nine board members, one is appointed as a member of the Supervisory Committee. Hence, decisions made by the Supervisory Committee and the Board of Directors are closely coordinated.
Following the enactment of the amended The Norinchukin Bank Act in April 2026, which made it possible to appoint Outside Director*, we appoint two external experts as such directors.

*Outside, non-executive directors as defined in Article 24-5 of The Norinchukin Bank Act

Roles Expected of Supervisory Committee Members (Member Representatives and External Experts) and Outside Directors

Supervisory Committee Members	Outside Directors
The following roles are expected of representative members, from a standpoint of representing people engaged in the AFF industries and cooperative organizations, and of external experts from an independent and objective standpoint.	From the standpoint of external experts, they are expected to play the following roles based on an independent and objective perspective.
Supervise the Directors' business execution and conflicts of interest	Ensure diverse perspectives on economic conditions, organizational management, and other matters
Contribute to the achievement of our Purpose	
Make appropriate decisions in response to proposals from the business execution side	
Provide opinions and advice to the business executors based on skills and experience	

Audit & Supervisory Board Members / Audit & Supervisory Board

Audit & Supervisory Board Members are elected directly by the Council of Delegates and are responsible for auditing the decisions of the Supervisory Committee and the Board of Directors, as well as for general oversight of the Supervisory Committee and board members' business activities. Moreover, the Audit & Supervisory Board, comprising Audit & Supervisory Board Members, is established in accordance with the Norinchukin Bank Act. In addition, of the five Audit & Supervisory Board Members, three satisfy the conditions stated in Article 24-3* of the Norinchukin Bank Act and are equivalent to external auditors in publicly traded companies.

* According to Article 24-3 of the Norinchukin Bank Act, at least one of the Audit & Supervisory Board Members must satisfy all the following conditions:
1) The member must not be a director or employee of a corporation that is a member of The Norinchukin Bank.
2) The member must not have held the positions of director, member of the Supervisory Committee or employee of The Norinchukin Bank, or the position of director, accounting advisor (if the advisor is a corporation, then an employee who performs such duties), executive officer or employee of one of the Bank's subsidiaries, in the five years prior to their appointment.
3) The member must not be the spouse or relative within the second degree of kinship of a Norinchukin Bank director, Supervisory Committee member, manager or other principal employee.

Other Committees, etc.

Nomination Committee

In 2001, the Bank installed the Nomination Committee to deliberate on the selection of candidates for Supervisory Committee members, Directors, and Audit & Supervisory Board members and make recommendations to the Supervisory Committee and the Council of Delegates. As of July 1, 2026, it comprises 11 representative members, one external expert, and the CEO of the Bank.

Director Compensation Deliberation Committee

The Bank installed the Director Compensation Deliberation Committee in 2010 to deliberate on issues related to compensation and retirement benefits of officers as a subcommittee of the Supervisory Committee. As of July 1, 2026, the Director Compensation Deliberation Committee consists of three representative members and two external experts.

JA Bank Headquarters, JF Marine Bank Headquarters

Deliberate on basic policies of the banking business conducted by the agricultural and fishery cooperative organizations as well as on operational guidance for members acting under the name of the headquarters. As of July 1, 2026, the JA Bank Headquarters Committee consists of 10 representative members, etc., 3 external experts in the agricultural field, and 2 directors of the Bank, while the JF Marine Bank Headquarters Committee consists of seven representative members and two directors of the Bank.*

* As of July 1, 2026, the number of members of the JA Bank Headquarters has temporarily decreased due to procedures being undertaken to elect new members following the expiration of the terms of office of certain members and other reasons. As of March 31, 2026, the Committee consisted of 24 members in total: 19 representatives of members, etc., three external experts in the agricultural field, and two directors of the Bank.

Status of Activities of Decision-Making Bodies, Committees, etc. in FY2025

Name of meeting body, etc.	Number of meetings	Attendance ratio
Supervisory Committee	14 times	92.5%
Board of Directors	32 times	99.6%
Audit & Supervisory Board	18 times	96.6%
Nomination Committee	1 time	82.4%
Director Compensation Deliberation Committee	1 time	66.7%
JA Bank Headquarters Committee	12 times	86.7%
JF Marine Bank Headquarters Committee	12 times	88.0%

Sustainability Advisory Board

As an advisory body to the Board of Directors, the Sustainability Advisory Board was established to reflect the opinions of external experts in the advancement of our sustainability management. Members of the Sustainability Advisory Board are external experts with in-depth knowledge in such fields as financial business and corporate management as well as the domestic and international trends of regulations concerning sustainability. We will use discussions at the Advisory Board to strengthen our sustainable management, including by enhancing initiatives relating to climate and nature, as well as participating in rule-making.

Name	Affiliation / Position
SATO Takafumi	Member of the Supervisory Committee of the Bank (Former Vice-Chairman of the IFRS Foundation)
TAKAMURA Yukari	Professor, The University of Tokyo Institute for Future Initiatives
TAKEGAHARA Keisuke	Professor, National Graduate Institute for Policy Studies
MATSUOKA Shinji	Corporate Advisor, Meiji Holdings Co., Ltd.

(As of July 1, 2026, in Japanese phonetic order)

* For details on the activities of the Sustainability Advisory Board, please see Page 46

Basic Policy on Governance

The Bank is not subject to the Corporate Governance Code, However, it publishes the "Basic Policy on the Norinchukin Bank Governance," which was established given the spirit of the Code, as well as voluntary disclosures, on its website.

[Basic Policy on the Norinchukin Bank Governance] https://www.nochubank.or.jp/en/about/governance/
[Disclosures in the Corporate Governance Code] https://www.nochubank.or.jp/en/governance_code/

Effectiveness Evaluation of the Supervisory Committee and the Board of Directors

The Bank conducts evaluations of the effectiveness of the Supervisory Committee and the Board of Directors periodically. Effectiveness analyses and evaluations of these management bodies are performed based on the questionnaires and interviews targeted at Supervisory Committee Members, Directors, Audit & Supervisory Board Members, and Executive Officers. The result of the evaluations is reported at the Supervisory Committee and Board meetings to improve management. A summary of the effectiveness evaluation for FY2025 is as follows.

Process for Effectiveness Evaluation

- Questionnaire Survey of Committee and Board Members
- Review by an Independent Third-Party Organization*
- Consideration of the Bank's Evaluation and Improvement Measures Based on the Survey and Review Results
- Reporting to the Supervisory Committee and the Board of Directors

* Conducted approximately once every three years (last conducted in FY2022).

	FY2024 Evaluation	FY2025 Initiatives	FY2025 Evaluation	FY2026 Actions
Supervisory Committee	Enhanced effectiveness through the selection of highly important themes reflecting the Bank's operating environment.	Enhanced discussions on overall strategy and long-term vision, and strengthened coordination between oversight and execution.	Enhanced effectiveness through further refinement of agenda-setting and stronger feedback of discussion outcomes to the Board of Directors.	Plan agenda setting and stronger follow-up on opinions and recommendations from the Supervisory Committee
Board of Directors	Appropriate management decisions were made through discussions on key issues reflecting the Bank's management challenges	Enhanced discussions on medium- to long-term and cross-organizational themes, and strengthened coordination with the Supervisory Committee and the Executive Management Committee	Enhanced reporting from the Executive Committee and greater coordination among governance bodies improved the quality of discussions at the Board of Directors.	Strategic agenda setting from a medium- to long-term perspective and stronger coordination between the Chairperson and the Board Secretariat.

Strategic Shareholdings—Holding Business Partner Firm's Securities

Policy for Holding Strategic Shareholdings

Based on an understanding of the outline of the Corporate Governance Code, which the Bank has adopted, and the increasingly stringent environment around international financial regulations, the Bank has made it an overall policy to reduce the balance of its strategic shareholdings after detailed dialogue with its clients.

The Bank's strategic shareholdings are regularly examined for their merit and effectiveness from a comprehensive perspective based on quantitative criteria combined with qualitative evaluations, and the results are reported to the Board of Directors. The strategic shareholdings deemed to have merit and effectiveness refer to such shareholdings that contribute to supporting the AFF industries and the food/agricultural value chain through the enhancement of the Bank and its cooperative organizations' business value and the growth of food and agricultural businesses, based on the comprehensive business relationships with the business partners.

The Bank, in principle, will take action to sell the strategic shareholdings of which the merit and effectiveness of the holdings are not recognized as a result of its examination.

Criteria for Exercising Voting Rights

Concerning the voting rights associated with strategic shareholdings held by the Bank, the Bank exercises such voting rights, in principle, making judgment for or against each proposal based on the following criteria:

1. Whether the proposal contributes to improving the medium- to long-term corporate value of the business partner
2. Whether the proposal contributes to improving the value of the Bank's business

In particular, regarding the following proposals that could have a significant impact on the above viewpoints, the judgment will be made upon due consideration through dialogue with the issuers and other means.

Main proposals	
Proposal on appropriation of surplus (in the case of a significant lack of balance between growth investments and internal reserves)	Proposal on takeover defense measures
Proposal on election of directors and corporate auditors (in the case of violation of law or misconduct, etc., or negative earnings successively for a certain period, etc.)	Proposal on organizational restructuring (e.g., acquisitions, mergers)
Proposals on retirement benefits / increasing directors' compensation (in the case of performance-based compensation, compensation increase despite the event of misconduct, etc.)	Shareholder proposals
Proposal on appointment of the accounting auditor	Proposals on social issues and environmental problems

Directors' Compensation System

Directors' Compensation Policy

The Bank is a financial institution founded by AFF cooperative organizations based on The Norinchukin Bank Act. Through the provision of financial and various other functions for these cooperative organizations, the Bank aims to contribute to the development of the AFF industries and the nation's economy. To help the Bank realize this aim, the Bank has designed its directors' compensation system.

Compensation Structure

The compensation for the Bank's directors consists of directors' compensation and retirement benefits, in principle. The compensation for full-time Directors consists of fixed and variable compensation, whereas the compensation for Supervisory Committee Members, Audit & Supervisory Board Members, and Outside Directors consists only of fixed compensation from the standpoint of ensuring effective fulfillment of their responsibilities.
As for the retirement benefits, a common structure is applied for Supervisory Committee Members, Directors, and Audit & Supervisory Board Members.

Compensation Determination Process

The process for determination of the directors' compensation is as follows: Based on the result of deliberations by the Director Compensation Deliberation Committee, the Supervisory Committee determines proposals on the total amount of directors' compensation and presentation of retirement benefits. Said proposals are finally deliberated and adopted at a meeting of the Council of Delegates. The individual amounts of compensation for Supervisory Committee Members, Directors, and Audit & Supervisory Board Members are decided by the Supervisory Committee, the Board of Directors, and by consultation among the Audit & Supervisory Board Members, respectively, within the range of the total amount resolved by the Council of Delegates. In addition, upon the resolution of the Council of Delegates, the specific amounts, etc., of retirement benefits for Supervisory Committee Members, Directors, and Audit & Supervisory Board Members are decided by the Supervisory Committee, the Board of Directors, and by consultation among the Audit & Supervisory Board Members, respectively.

Overview of the Compensation Structure (Full-Time Directors)

Type of compensation		Description	
Directors' Compensation	Fixed compensation	● The fixed compensation is determined on the basis of the titles and positions, etc., of directors, while considering the Bank's special nature as the central bank and the specialized financial institution for cooperatives as well as the trends in cooperative organizations and other business sectors.	70%
	Variable compensation	● As a sound incentive for sustainable growth, goals are set based on annual initiatives under the Medium-Term Vision, which include the realization of a sustainable environment, society, and economy; the sustainable development of the AFF industries and local communities; value creation for the cooperative's members and users; and the achievement of a flexible and resilient organization. The variable compensation is determined based on the attainment of these goals. ● Part of the variable compensation is offered according to the quantitative and qualitative evaluations, etc., based on the degree of achievement of targets in the annual initiatives.	30%
Retirement benefits		● Retirement benefits are calculated by applying a fixed weighting based on a director's term of office and his or her compensation during the term in line with the retirement benefit payment rule	