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(Securities Code: 8355)
May 29, 2017

To Shareholders with Voting Rights:

Katsunori Nakanishi
President & Chief Executive
Officer
The Shizuoka Bank, Ltd.
10, Gofukucho 1-chome, Aoi-ku,
Shizuoka City, Shizuoka, Japan

NOTICE OF CONVOCATION OF THE 111TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 111th Annual General Meeting of Shareholders of the Shizuoka Bank, Ltd. (the "Bank"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by referring to the Guide for Exercise of Voting Rights (pages 3-4).

- 1. Date and Time:** Friday, June 16, 2017 at 10:00 a.m. Japan standard time
(Reception desk opens at 9:00 a.m.)
- 2. Place:** Large Hall, 2F, Shizuoka Bank Training Center,
2-1, Kusanagi-Kita, Shimizu-ku, Shizuoka City, Shizuoka, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank's 111th Fiscal Year (from April 1, 2016 to March 31, 2017)
 2. Consolidated Financial Statements for the Bank's 111th Fiscal Year (from April 1, 2016 to March 31, 2017) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Ten (10) Directors

Matters disclosed on the Internet

- Of the documents required to be appended to this Notice of Convocation as attachments, items 1) to 3) below have been posted on the Bank's website according to laws and regulations and Article 16 of the Articles of Incorporation of the Bank, and are therefore not included in the attached documents.
 - 1) **“Matters concerning Subscription Rights to Shares,” “Matters concerning Specified Wholly Owned Subsidiaries,” “Matters concerning Transactions with the Parent etc.,” “Matters concerning the Accounting Advisor,” and “Other” as part of the Business Report**
 - 2) **“Non-consolidated Statement of Changes in Net Assets” and the “Notes to the Non-consolidated Financial Statements” as part of Non-consolidated Financial Statements**
 - 3) **“Consolidated Statement of Changes in Net Assets” and the “Notes to the Consolidated Financial Statements” as part of Consolidated Financial Statements**

The business report, the non-consolidated financial statements, and the consolidated financial statements audited by the Audit & Supervisory Board include not only the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statement provided as attached documents of this Notice of Convocation but also the above 1) to 3).

The non-consolidated financial statements and the consolidated financial statements audited by the Accounting Auditor include not only the Non-consolidated Financial Statements and the Consolidated Financial Statement provided as attached documents of this Notice of Convocation but also the above 2) and 3).
- Any updates to the Reference Documents, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Bank's website.

Bank's website: <http://www.shizuokabank.co.jp/>

Guide for Convocation

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for confirmation.
You are also kindly requested to bring this Notice of Convocation, to save resources.
- If you are unable to attend the General Meeting of Shareholders, you may exercise your voting rights by proxy by having another shareholder who holds voting rights attend the General Meeting of Shareholders on your behalf, provided that his or her Voting Rights Exercise Form and a document certifying him or her as your proxy are submitted.
- If you intend to engage in split voting, please submit a written notice indicating the reasons for the split voting at least three days prior to the General Meeting of Shareholders.

Guide for Exercise of Voting Rights

Please exercise your voting rights by one of the following methods.

If you are able to attend the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and time: Friday, June 16, 2017 at 10:00 a.m. Japan standard time

If you are unable to attend the meeting

Voting Rights Exercise Form

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us by the deadline.

Deadline: Thursday, June 15, 2017 Japan standard time (time of receipt)

*If there is no indication of your vote for or against each proposal, the Bank will deem that you have voted in favor of the proposals.

How to mark on the Voting Rights Exercise Form

Please indicate your vote for or against each of the proposals here.

Proposal 1

If “for,” please circle “For.”

If “against,” please circle “Against.”

Proposal 2

If “for” for all candidates, please circle “For.”

If “against” for all candidates, please circle “Against.”

* If you wish to vote against certain candidates, please circle “For,” thereby initially voting for all candidates, and then indicate the candidate(s) whom you are voting against by stating the Candidate No. assigned to the candidate(s) in the Reference Documents for the General Meeting of Shareholders.

Internet

Please access the Bank’s designated website for the exercise of voting rights (<http://www.e-sokai.jp>), follow the on-screen instructions, and exercise your voting rights.

Deadline: Thursday, June 15, 2017 by 5:00 p.m. Japan standard time

*Please note that your votes via the Internet will be cancelled if you attend the meeting.

For details, please refer to the following page.

Guide for Exercise of Voting Rights via the Internet

Step 1

Access the website for the exercise of voting rights.

<http://www.e-sokai.jp>

- * If you have a mobile phone with barcode-reading functions, you can access the exclusive website for the exercise of voting rights by scanning the “QR Code®” shown at the right. For instructions, please see the owner’s manual or operating instructions for your mobile phone. (“QR Code” is a registered trademark of DENSO WAVE INCORPORATED.)



Step 2

Read “Guide for Exercise of Voting Rights via the Internet” and click “Proceed.”

Step 3

Enter the “proxy code” noted on the enclosed Voting Rights Exercise Form and click “Log in.”

Step 4

Enter the “password” noted on the enclosed Voting Rights Exercise Form and click “Proceed.”

Step 5

Follow the instructions on screen and indicate your vote for or against each proposal.

[Notes]

- All the cost for using the website for the exercise of voting rights, including the provider fee and communication charges, shall be borne by shareholders.
- If you exercise your voting rights both via the Internet and in writing on the Voting Rights Exercise Form, only the vote via the Internet will be deemed as valid regardless of the date and time of receipt of the Voting Rights Exercise Form.
- If you exercise your voting rights via the Internet etc. more than once, only your last vote will be deemed as valid.

Platform for the Electronic Exercise of Voting Rights

Management trust banks and other nominee shareholders (including standing proxies) are able to use the Electronic Voting Platform for Institutional Investors managed by ICJ Inc. when applied in advance for use of the Platform.

《Inquiries regarding the Exercise of Voting Rights via the Internet》

If you have any inquiries about the exercise of voting rights via the Internet, please call the following number.

Transfer Agent: JAPAN SECURITIES AGENTS, LTD.

Agency Department Web Support

[Direct Line (Toll free)] 0120-707-743

Open from 9:00 a.m. to 9:00 p.m. on business days (including Saturdays, Sundays, and national holidays).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

With respect to the appropriation of surplus, the Bank maintains the basic policy of distributing dividends to shareholders steadily while paying attention to the internal reserve to enhance the management quality.

1. Matters concerning year-end dividends of surplus

With due consideration given to the business results and current management environment, the Bank proposes to pay a year-end dividend for the fiscal year ended March 31, 2017 as follows.

(1) Type of property dividend

Cash

(2) Allotment of property dividend to shareholders and the total amount

10.00 yen per share of common stock of the Bank, for a total of 6,037,688,250 yen

As 10.00 yen per share was paid as an interim dividend, the total amount of annual dividends will be 20.00 yen per share for the fiscal year ended March 31, 2017.

(3) Effective date of distribution of surplus

June 19, 2017

2. Other matters concerning appropriation of surplus

(1) Item and the amount of surplus to be increased

Special reserve 5,000,000,000 yen

(2) Item and the amount of surplus to be decreased

Retained earnings brought forward 5,000,000,000 yen

Proposal No. 2: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of ten (10) Directors is proposed.

The candidates are as follows:

Candidates for Directors

No.		Name	Present position at the Bank
1	Reappointment	Katsunori Nakanishi	President & Chief Executive Officer
2	Reappointment	Hisashi Shibata	Director & Senior Executive Officer
3	Reappointment	Hirotohi Sugimoto	Director & Senior Executive Officer
4	Reappointment	Minoru Yagi	Director & Senior Executive Officer
5	Reappointment	Yoshihiro Nagasawa	Director & Senior Executive Officer
6	New appointment	Hidehito Iio	Senior Executive Officer
7	New appointment	Mitsuru Kobayashi	Executive Officer
8	Reappointment	Masahiro Goto	Director
9	Reappointment Candidate for Outside Director	Kumi Fujisawa	Outside Director
10	Reappointment Candidate for Outside Director	Kazuyasu Kato	Outside Director

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
1	Katsunori Nakanishi (June 15, 1953) (Reappointment)	Apr. 1976 Joined the Bank Dec. 1998 Deputy General Manager of Personnel Dept. Apr. 1999 Senior General Manager of Personnel Dept. Jun. 1999 Senior General Manager of Corporate Administration Dept. Jun. 2001 Director & Executive Officer, General Manager of Corporate Planning Dept. Jun. 2003 Director & Senior Executive Officer Apr. 2005 Director & Senior Executive Officer, Deputy General Manager of Corporate Center in charge of planning and administration Jun. 2005 President & Chief Executive Officer (to present) Mar. 2017 Director, Shizuoka Gas Co., Ltd. (to present)	58,300 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Katsunori Nakanishi has experience and extensive knowledge necessary for management of a bank. His previous positions included General Manager of Corporate Administration Dept. and General Manager of Corporate Planning Dept. Serving as the Bank's President & Chief Executive Officer since June 2005, he has long been responsible for the Bank's management and fulfilling his role, including in decision-making on important management matters and supervision of business execution. Thus, we selected Mr. Nakanishi as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
2	Hisashi Shibata (November 18, 1963) (Reappointment)	<p>Apr. 1986 Joined the Bank</p> <p>Jan. 2003 Deputy General Manager, Head Office</p> <p>Jun. 2004 Dispatched to Regional Banks Association of Japan as Deputy General Manager and Deputy General Manager of Tokyo Liaison Office, Corporate Planning Dept.</p> <p>Jun. 2005 General Manager of Corporate Planning Group, Corporate Planning Dept.</p> <p>Jun. 2009 Senior General Manager of Corporate Planning Dept.</p> <p>Apr. 2011 Senior General Manager of Gofukucho Branch</p> <p>Jun. 2011 Executive Officer, General Manager of Gofukucho Branch</p> <p>Jun. 2012 Senior Executive Officer, Deputy General Manager of Banking Division in charge of securities and international business, General Manager of Metropolitan Business Unit and General Manager of Tokyo Branch</p> <p>Apr. 2013 Senior Executive Officer, Deputy General Manager of Banking Division in charge of Metropolitan Division, General Manager of Metropolitan Business Unit and General Manager of Tokyo Branch</p> <p>Oct. 2013 Senior Executive Officer, Deputy General Manager of Banking Division in charge of Metropolitan Division, General Manager of Metropolitan Business Unit, General Manager of Tokyo Office</p> <p>Jun. 2014 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of credit</p> <p>Jun. 2016 Director & Senior Executive Officer, Deputy General Manager of Corporate Center in charge of corporate planning and corporate administration, and in charge of Corporate Planning Dept. and Corporate Administration Dept. (to present)</p>	10,000 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hisashi Shibata has a wealth of business experience and is well versed in banking operations. His previous positions included General Manager of Gofukucho Branch, General Manager of Metropolitan Business Unit, and General Manager of Tokyo Office. Serving as the Bank's Director since June 2014, he has been fulfilling his role, including in decision-making on important management matters and supervision of business execution. Thus, we selected Mr. Shibata as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
3	Hirotooshi Sugimoto (June 27, 1957) (Reappointment)	Apr. 1980 Joined the Bank Apr. 1997 Deputy General Manager of Business Promotion Division in charge of Branch Offices Dec. 1998 General Manager of Nagoyanaruko Branch Oct. 1999 Deputy General Manager of Western Area Business Unit Nov. 1999 General Manager of Tenmacho Branch Apr. 2002 Senior Deputy General Manager of Fujichuo Branch Jun. 2003 General Manager of Fujisawa Branch Apr. 2005 General Manager of Western Area Business Unit in charge of sales and marketing Jun. 2006 General Manager of Yamashita Branch Jun. 2008 General Manager of Hamamatsuchuo Branch Jun. 2009 General Manager of Business Promotion Dept. Jan. 2010 Senior General Manager of Business Promotion Dept. Apr. 2010 Executive Officer and General Manager of Hamamatsu Office Jun. 2013 Senior Executive Officer of Western Area Business Unit Jun. 2015 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of sales, marketing and operations Jun. 2016 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of sales and marketing, General Manager of Metropolitan Business Unit, and in charge of Business Promotion Dept., Corporate Banking Dept., and Personal Banking Dept. (to present)	7,000 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hirotooshi Sugimoto has a wealth of business experience and is well versed in banking operations. His previous positions included General Manager of Hamamatsu Office and Senior Executive Officer of Western Area Business Unit. Serving as the Bank's Director since June 2015, he has been fulfilling his role, including in decision-making on important management matters and supervision of business execution. Thus, we selected Mr. Sugimoto as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
4	Minoru Yagi (May 7, 1963) (Reappointment)	Apr. 1987 Joined the Bank Jun. 2003 Dispatched to Shizugin Management Consulting Co., Ltd. as Deputy General Manager Jun. 2004 General Manager of Human Resources Development Group, Corporate Administration Dept. Jun. 2008 General Manager of Shintori Branch Jan. 2010 General Manager of Yaizu Branch Apr. 2011 Senior General Manager of Corporate Planning Dept. Jun. 2012 Executive Officer, General Manager of Corporate Planning Dept. Jun. 2014 Director & Senior Executive Officer, Deputy General Manager of Corporate Center in charge of corporate planning and corporate administration Jun. 2016 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of credit, and in charge of Credit Dept. and Business Support Dept. (to present)	12,000 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Minoru Yagi has a wealth of business experience and is well versed in banking operations. His previous positions included General Manager of Yaizu Branch and General Manager of Corporate Planning Dept. Serving as the Bank's Director since June 2014, he has been fulfilling his role, including in decision-making on important management matters and supervision of business execution. Thus, we selected Mr. Yagi as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
5	Yoshihiro Nagasawa (November 30, 1956) (Reappointment)	Apr. 1980 Joined the Bank Dec. 1996 Deputy General Manager of Fujichuo Branch Dec. 1997 General Manager of Shizuhata Branch Jun. 1999 General Manager of Research Group, Credit Dept. Jun. 2002 Deputy General Manager of Head Office Jun. 2004 General Manager of Mishima Branch Jun. 2005 Senior General Manager of Mishima Branch Jan. 2007 Senior General Manager of Credit Dept. Apr. 2010 Executive Officer, General Manager of Credit Dept. Jun. 2011 Executive Officer, General Manager of Head Office Jun. 2013 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of credit Jun. 2014 Director & Senior Executive Officer, Deputy General Manager of Corporate Center in charge of risk management and compliance Jun. 2015 Director & Senior Executive Officer, General Manager of Corporate Center in charge of Risk Management Dept. and Compliance Dept. (to present)	12,000 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Yoshihiro Nagasawa has a wealth of business experience and is well versed in banking operations. His previous positions included General Manager of Credit Dept. and General Manager of Head Office. Serving as the Bank's Director since June 2013, he has been fulfilling his role, including in decision-making on important management matters and supervision of business execution. Thus, we selected Mr. Nagasawa as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
6	Hidehito Iio (November 10, 1957) (New appointment)	Apr. 1980 Joined the Bank Apr. 1997 Deputy General Manager of Hamamatsu Branch Apr. 1998 General Manager of Hamamatsunishi Branch Jun. 2000 Dispatched to Shizugin General Service Co., Ltd. as Deputy General Manager Jun. 2002 Senior Deputy General Manager of Nagoya Branch May 2003 General Manager of Audit Group, Audit Dept. Jun. 2004 General Manager of System Planning Group, Operation Planning Dept. Oct. 2004 General Manager of System Risk Group, Operation Planning Dept. Apr. 2005 General Manager of Operational Risk Management Group, Risk Management Dept. Jun. 2005 General Manager of Operations Planning Dept. Jun. 2008 Senior General Manager of Operations Planning Dept. Oct. 2009 Joint General Manager of Corporate Planning Dept. Representative Director & Senior Managing Executive Officer, Shizuoka Computer Service Co., Ltd. (currently Shizugin Computer Service Co., Ltd.) Jun. 2010 Director & Executive Officer in charge of IT Operation Jun. 2012 President and Representative Director, Shizuoka Computer Service Co., Ltd. (currently Shizugin Computer Service Co., Ltd.) Apr. 2015 Senior Executive Officer in charge of Next-Generation System Planning Oct. 2015 Senior Executive Officer in charge of systems, Deputy General Manager of Corporate Center (to present)	20,000 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hidehito Iio has a wealth of business experience and is well versed in banking operations. His previous positions included Director of the Bank and Representative Director of Shizuoka Computer Service Co., Ltd. (currently Shizugin Computer Service Co., Ltd.). He has been serving as the Bank's Senior Executive Officer (in charge of Next-Generation System Planning Dept.) since April 2015. In view of his achievements so far, we judge that Mr. Iio is a suitable person to be in charge of the Bank's management, and thus we selected him as a new candidate for Director.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
7	Mitsuru Kobayashi (October 5, 1958) (New appointment)	Apr. 1981 Joined the Bank Jun. 1998 Deputy General Manager, Personnel Dept. Jun. 1999 Deputy General Manager of Human Resources Development Group, Corporate Administration Dept. Dec. 2001 General Manager of Human Resources Development Group, Corporate Administration Dept. Oct. 2002 General Manager of Oimachi Branch Jun. 2005 General Manager of Fujiedaeki Branch Apr. 2007 General Manager of Compliance Dept. Jun. 2012 Senior General Manager of Audit Dept. Jun. 2016 Executive Officer, General Manager of Audit Dept. (to present)	13,000 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Mitsuru Kobayashi has a wealth of business experience and is well versed in banking operations. His previous positions included General Manager of Compliance Dept. and General Manager of Audit Dept. He has been serving as the Bank's Executive Officer since June 2016. In view of his achievements so far, we judge that Mr. Kobayashi is a suitable person to be in charge of the Bank's management, and thus we selected him as a new candidate for Director.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
8	Masahiro Goto (July 7, 1952) (Reappointment)	<p>Apr. 1976 Joined the Bank</p> <p>Jun. 2000 Senior General Manager of Atami Branch</p> <p>Dec. 2000 Senior General Manager of Fujichuo Branch</p> <p>Nov. 2002 Executive Officer, General Manager of Numazu Branch</p> <p>Jun. 2003 Senior Executive Officer, Eastern Area Business Unit</p> <p>Jun. 2005 Senior Executive Officer, Central Area Business Unit</p> <p>Apr. 2007 Senior Executive Officer, Deputy General Manager of Banking Division in charge of sales and marketing</p> <p>Jun. 2007 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of administration</p> <p>Jun. 2008 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of sales and marketing</p> <p>Jun. 2010 Director & Senior Managing Executive Officer, General Manager of Banking Division</p> <p>Jun. 2012 Deputy President & Chief Operating Officer, General Manager of Banking Division, in charge of special assignment on cross-organizational challenges</p> <p>Jun. 2014 Deputy President & Chief Operating Officer, General Manager of Corporate Center, in charge of special assignment on cross-organizational challenges</p> <p>Jun. 2015 Director, member of Committee of Administrative Supervision (to present) Chairman and Representative Director of Shizugin Business Create Co., Ltd. (to present) Chairman and Representative Director of Shizugin General Service Co., Ltd. (to present)</p> <p>[Significant concurrent positions] Chairman and Representative Director of Shizugin Business Create Co., Ltd. Chairman and Representative Director of Shizugin General Service Co., Ltd.</p>	55,508 shares
<p>[Reasons for selection as a candidate for Director] Mr. Masahiro Goto previously served as the Bank's Deputy President and now serves as Chairman and Representative Director of Group companies. Based on his wealth of experience and insight, he provides advice and suggestions and has been fulfilling his role, including in decision-making on important management matters and supervision of business execution. Thus, we selected Mr. Goto as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
9	Kumi Fujisawa (March 15, 1967) (Reappointment, Candidate for Outside Director)	<p>Apr. 1995 Established IFIS Limited Representative Director of the same (retired in July 1999)</p> <p>Jun. 2004 Executive Director, The Investment Trusts Association, Japan (to present)</p> <p>Nov. 2004 Director, SophiaBank Limited</p> <p>Apr. 2005 Visiting Professor, Hosei University Graduate School (retired in March 2015)</p> <p>Jun. 2006 Audit & Supervisory Board Member, Trenders Inc. (retired in June 2010)</p> <p>Jul. 2006 Director, Symmetry Japan Inc. (retired in March 2015)</p> <p>Jun. 2011 Public Governor, Japan Securities Dealers Association (to present)</p> <p>Feb. 2012 Director, Incorporated Organization for Supporting the Turnaround of Businesses Damaged by the Great East Japan Earthquake (retired in June 2016)</p> <p>Jun. 2013 Director of the Bank, member of Committee of Administrative Supervision (to present) Audit & Supervisory Board Member, Music Securities, Inc. (retired in June 2015)</p> <p>Aug. 2013 President, SophiaBank Limited (to present)</p> <p>Jun. 2014 Director, Toyota Tsusho Corporation (to present) Director, SCINEX CORPORATION (retired in June 2016)</p> <p>Jul. 2014 Director, MONEY DESIGN Co., Ltd. (to present)</p> <p>May 2016 Director, Creek and River Co., Ltd. (to present)</p> <p>(Significant concurrent positions) President, SophiaBank Limited</p>	0 shares
<p>[Reasons for selection as a candidate for Outside Director]</p> <p>Ms. Kumi Fujisawa founded Japan's first investment trust evaluation firm and served as its representative director. She also participated in forming SophiaBank Limited and is currently serving as its representative director. She has served in various public positions, including as a committee member of the Financial System Council of the Financial Services Agency. Based on her wealth of experience and knowledge, she has vigorously stated her views and opinions and provided advice and suggestions at meetings of the Board of Directors. As she has been fulfilling her role as the Bank's Outside Director, including in decision-making on important management matters and supervision of business execution, we selected her as a candidate for Outside Director. The term of office as Outside Director of Ms. Kumi Fujisawa will be four years upon the conclusion of this Annual General Meeting of Shareholders.</p>			
<p>[Matters concerning independence]</p> <p>The Bank has registered Ms. Kumi Fujisawa as an independent officer with Tokyo Stock Exchange Inc. (hereinafter referred to as the "Tokyo Stock Exchange"), as she is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Bank.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
10	Kazuyasu Kato (November 24, 1944) (Reappointment, Candidate for Outside Director)	<p>Apr. 1968 Joined Kirin Brewery Company, Limited</p> <p>Mar. 2000 Director of the Board, Kirin Brewery Company, Limited</p> <p>Mar. 2003 Senior Executive Officer of Kirin Brewery Company, Limited</p> <p>Apr. 2004 Senior Director of the Board and Senior Executive Officer of Kirin Brewery Company, Limited</p> <p>Mar. 2006 President and CEO of Kirin Brewery Company, Limited</p> <p>Jul. 2007 President and CEO of Kirin Holdings Co., Ltd.</p> <p>Mar. 2010 Chairman of the Board of Kirin Holdings Co., Ltd.</p> <p>Mar. 2012 Advisor of Kirin Holdings Co., Ltd.</p> <p>Mar. 2015 Special Advisor of Kirin Holdings Co., Ltd. (to present)</p> <p>Jun. 2015 Director of the Bank, member of Committee of Administrative Supervision (to present)</p>	4,000 shares
<p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Kazuyasu Kato served as the President and CEO of Kirin Holdings Co., Ltd. and has a wealth of experience and knowledge as a corporate manager. Based on his experience and knowledge, he has vigorously stated his views and opinions and provided advice and suggestions at meetings of the Board of Directors. As he has been fulfilling his role as the Bank's Outside Director, including in decision-making on important management matters and supervision of business execution, we selected him as a candidate for Outside Director. The term of office as Outside Director of Mr. Kazuyasu Kato will be two years upon the conclusion of this Annual General Meeting of Shareholders.</p>			
<p>[Matters concerning independence]</p> <p>The Bank has registered Mr. Kazuyasu Kato as an independent officer with Tokyo Stock Exchange Inc. (hereinafter referred to as the "Tokyo Stock Exchange"), as he is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Bank.</p>			

- (Notes)
1. No special interest exists between any of the candidates for Director and the Bank.
 2. Ms. Kumi Fujisawa and Mr. Kazuyasu Kato are candidates for Outside Director.
 3. Limited liability agreements with Outside Directors
In order to ensure that the Bank is able to secure suitable individuals as its Outside Directors, the Bank has established a provision concerning limited liability agreements with the Outside Directors in the current Articles of Incorporation. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Bank has concluded agreements (hereinafter referred to as the "limited liability agreements") with Ms. Kumi Fujisawa and Mr. Kazuyasu Kato to limit their liability provided for in Article 423, paragraph 1 of the Companies Act and the agreements are to be continued when they are re-elected as Outside Directors of the Bank. The limitation of liability under the agreement shall be the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
 4. There are no matters other than those stated above that should be included in the proposals concerning the election of directors as stipulated by Article 74 of the Ordinance for Enforcement of the Companies Act of Japan.
 5. With regard to Ms. Kumi Fujisawa, the candidate for Outside Director, the name "Kumi Fujisawa" is used for professional purpose only, and stated above as such due to its high recognition to the public, whereas her name in the domiciliary register is Kumi Tsunoda.