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(Securities Code: 8337)  
June 4, 2019

**To Shareholders with Voting Rights:**

Hitoshi Umeda  
President (CEO)  
The Chiba Kogyo Bank, Ltd.  
1-2, Saiwaicho 2-chome,  
Mihama-ku, Chiba, Japan

## **NOTICE OF CONVOCAION OF THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 97th Annual General Meeting of Shareholders of The Chiba Kogyo Bank, Ltd. (the “Bank”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by no later than 5:00 p.m., Tuesday, June 25, 2019 Japan time.

### **<Exercise of Voting Rights in Writing>**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline set forth above.

### **<Exercise of Voting Rights via the Internet>**

Please access the Bank’s designated voting website (<https://soukai.mizuho-tb.co.jp/>) using the “Voting Rights Exercise Code” and “Password” printed on the Voting Rights Exercise Form, follow the instructions on the voting website, and indicate your vote for or against the proposals by the deadline set forth above.

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.

- 1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. Japan time
- 2. Place:** 7F Conference Hall, Head Office of the Bank, 1-2, Saiwaicho 2-chome, Mihama-ku, Chiba, Japan
- 3. Meeting Agenda:**  
**(Annual General Meeting of Shareholders)**  
**Matters to be reported:** 1. The Business Report and Non-consolidated Financial Statements for the Bank's 97th Fiscal Year (from April 1, 2018 to March 31, 2019)  
2. Consolidated Financial Statements for the Bank's 97th Fiscal Year (from April 1, 2018 to March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
- Proposals to be resolved:**  
**Proposal No. 1:** Dividends of Surplus  
**Proposal No. 2:** Election of Eight (8) Directors  
**Proposal No. 3:** Election of Two (2) Corporate Auditors  
**Proposal No. 4:** Election of One (1) Substitute Corporate Auditor  
**Proposal No. 5:** Change in Total Number of Stock Acquisition Rights

End

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Of the documents needed to be attached to this notice of convocation, "Matters Concerning Stock Acquisition Rights, Etc. of the Bank," "Notes to Non-consolidated Financial Statements" and "Notes to Consolidated Financial Statements" in the Business Report are provided to the Bank's shareholders by posting on the Bank's website (<https://www.chibakogyo-bank.co.jp/>) (in Japanese), in accordance with laws and regulations as well as Article 27 of the Articles of Incorporation of the Bank, and are therefore not included in the documents attached hereto. The Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by Corporate Auditors in preparing the Audit Report and by the Accounting Auditor in preparing the Accounting Audit Report include those "Matters Concerning Stock Acquisition Rights, Etc. of the Bank," "Notes to Non-consolidated Financial Statements" and "Notes to Consolidated Financial Statements" in addition to the matters set forth in the documents attached hereto.
- ◎ Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Bank's website (<https://www.chibakogyo-bank.co.jp/>) (in Japanese).
- ◎ If you exercise your voting rights by proxy, you are allowed to appoint one (1) other shareholder with voting rights as your proxy. Please note that your proxy is required to submit a document evidencing the authority as proxy.
- ◎ If you exercise your voting rights diversely, you are required to provide notice specifying your intention to do so and reasons therefor in writing at least three (3) days prior to the date of the General Meeting of Shareholders.
- ◎ For the purpose of energy conservation, semiformal dress code (Cool Biz) will be implemented on the day of the meeting, and as such we would like to ask shareholders to follow the same dress code when attending.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Dividends of Surplus

In view of the public nature of the banking industry, the Bank's basic policy is to seek to maintain stable dividend distribution while increasing internal reserves to secure the sound management of the Bank. The proposed year-end dividend for the fiscal year ended March 31, 2019 is as follows:

- |  |                     |                          |
|--|---------------------|--------------------------|
| (1) Matters concerning the allotment of dividend property to shareholders and the total amount |                     |                          |
| Common stock of the Bank   | 3 yen per share     | Total of 186,621,342 yen |
| Class 2 Preferred Stock of the Bank  | 104 yen per share   | Total of 520,000,000 yen |
| First Series of Class 6 Preferred Stock of the Bank  | 550 yen per share   | Total of 330,000,000 yen |
| First Series of Class 7 Preferred Stock of the Bank  | 34.53 yen per share | Total of 22,548,090 yen  |
| (2) Effective date of dividends of surplus   |                     |                          |
| June 27, 2019  |                     |                          |

**Proposal No. 2:** Election of Eight (8) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Bank proposes to elect eight (8) Directors, an increase of two (2) persons, in order to strengthen the management system. The candidates are as follows:

(The List of Candidates for Directors)

No.	Name		Current positions at the Bank
1	<b>Shunichi Aoyagi</b>	Reappointment	Chairman of the Board
2	<b>Hitoshi Umeda</b>	Reappointment	President (CEO)
3	<b>Ryuichi Matsumaru</b>	Reappointment	Deputy President (COO)
4	<b>Yoshiaki Tateno</b>	Reappointment	Senior Managing Director and Senior Executive Officer
5	<b>Shigeki Ikeda</b>	New appointment	Managing Executive Officer
6	<b>Hisako Toya</b>	Reappointment Outside Director	Director (Outside Director)
7	<b>Eiji Yamada</b>	Reappointment Outside Director	Director (Outside Director)
8	<b>Tetsuro Sugiura</b>	New appointment Outside Director	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Class and number of shares of the Bank held
1	Shunichi Aoyagi (Jul. 12, 1955)  Reappointment	Apr. 1980	Joined the Bank	3,200 shares of common stock
		Aug. 1996	Assistant General Manager, International Division and General Manager, New York Representative Office, the Bank	
		Jul. 2003	Associate Director-General and General Manager in charge of Management Planning Division, the Bank	
		May 2004	Associate Director-General and General Manager, Management Planning Division, the Bank	
		Jun. 2004	Executive Officer and General Manager, Management Planning Division, the Bank	
		May 2007	Managing Executive Officer, the Bank	
		Jun. 2007	Managing Director and Managing Executive Officer, the Bank	
		Jun. 2009	President (CEO), the Bank	
		Apr. 2019	Chairman of the Board, the Bank	
			To present	
<p>&lt;Reasons for nomination as a candidate for Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as international business, management planning, and sales as a member of the Bank since 1980.</p> <p>As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as Chairman of the Board of the Bank in April 2019 after serving as President (CEO) of the Bank from June 2009, we nominate him as a candidate for Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions			Class and number of shares of the Bank held
2	Hitoshi Umeda (Dec. 24, 1962)  Reappointment	Apr.	1986	Joined the Bank	2,700 shares of common stock
		Jan.	2004	Deputy General Manager, Financial Markets Division, the Bank	
		Apr.	2006	General Manager, Yakuendai Branch, the Bank	
		Oct.	2010	Deputy General Manager, Management Planning Division, the Bank	
		Jul.	2012	Associate Director-General and General Manager in charge of Management Planning Division, the Bank	
		Apr.	2014	Associate Director-General and General Manager, Management Planning Division, the Bank	
		Jun.	2014	Executive Officer and General Manager, Management Planning Division, the Bank	
		Apr.	2016	Executive Officer and General Manager, Sales Division of Head Office, the Bank	
		May	2016	Managing Executive Officer and General Manager, Sales Division of Head Office, the Bank	
		Apr.	2017	Managing Executive Officer, the Bank	
		Jun.	2018	Managing Director and Managing Executive Officer, the Bank	
		Apr.	2019	President (CEO), the Bank	
				To present	
<Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank’s business such as management planning and sales as a member of the Bank since 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank’s Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as President (CEO) of the Bank in April 2019 after serving as Managing Director and General Manager of Sales Unit of the Bank, we nominate him as a candidate for Director.					

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
3	Ryuichi Matsumaru (Aug. 1, 1959)  Reappointment	<p>Apr. 1983 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Oct. 1989 Seconded to Fuji Bank (Schweiz) AG (current Mizuho Bank (Switzerland) Ltd.)</p> <p>Nov. 1994 Seconded to Fuji Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>Apr. 2002 General Manager, Capital Markets Department IV, Mizuho Securities Co., Ltd.</p> <p>Feb. 2008 General Manager, Funabashi Branch, Mizuho Bank, Ltd.</p> <p>Aug. 2010 Executive Officer, Mizuho Investors Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>Jun. 2014 President and Representative Director, Defined Contribution Plan Services Co., Ltd.</p> <p>May 2017 Managing Executive Officer, the Bank</p> <p>Jun. 2017 Deputy President (COO), the Bank</p> <p>To present</p> <p>&lt;Current Responsibilities &gt; Management Planning Division, Risk Management Division, Personnel Division</p>	1,100 shares of common stock
		<p>&lt;Reasons for nomination as a candidate for Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in international business, securities business, sales, etc. as a member of The Fuji Bank, Limited (current Mizuho Bank, Ltd.) since he joined the same bank in 1983. He also has ample experience in the corporate management as Deputy President (COO) of the Bank since he joined the Bank in 2017.</p> <p>As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Director in charge of Management Planning Division and Personnel Division, we nominate him as a candidate for Director.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
4	Yoshiaki Tateno (Aug. 8, 1957) Reappointment	<p>Apr. 1981 Joined the Bank</p> <p>May 2004 Deputy General Manager, Credit Supervision Division, the Bank</p> <p>Jul. 2007 Associate Director-General and General Manager in charge of Credit Supervision Division, the Bank</p> <p>Jun. 2009 Executive Officer and General Manager, Credit Supervision Division, the Bank</p> <p>Apr. 2012 Executive Officer and General Manager, Sales Division of Head Office, the Bank</p> <p>Apr. 2013 Executive Officer, the Bank</p> <p>May 2013 Managing Executive Officer, the Bank</p> <p>Jun. 2016 Managing Director and Managing Executive Officer, the Bank</p> <p>Jun. 2018 Senior Managing Director and Senior Executive Officer, the Bank</p> <p>To present</p> <p>&lt;Current Responsibilities &gt; Credit Supervision Division, General Administration Division, Customer Service Promotion Division, Financial Markets Division</p>	3,010 shares of common stock
		<p>&lt;Reasons for nomination as a candidate for Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as credit supervision and sales as a member of the Bank since 1981.</p> <p>As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Credit Supervision Division and General Administration Division, we nominate him as a candidate for Director.</p>	



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
5	Shigeki Ikeda (Jun. 10, 1961)  New appointment	<p>Apr. 1984 Joined the Bank</p> <p>May 2006 General Manager, Tateyama Branch, the Bank</p> <p>Apr. 2008 General Manager, Second Area Sales Department, Branch Support Division, the Bank</p> <p>Apr. 2009 General Manager, Goi Branch, the Bank</p> <p>Jul. 2010 Associate Director-General and General Manager, Goi Branch, the Bank</p> <p>Apr. 2012 Associate Director-General and General Manager, Matsudo Branch, the Bank</p> <p>Apr. 2014 Associate Director-General and General Manager, Branch Support Division, the Bank</p> <p>Jun. 2014 Executive Officer and General Manager, Branch Support Division, the Bank</p> <p>Apr. 2015 Executive Officer and General Manager, Chiba Branch, the Bank</p> <p>Apr. 2017 Executive Officer, the Bank</p> <p>May 2017 Managing Executive Officer, the Bank</p> <p>To present</p> <p>&lt;Current Responsibilities &gt;</p> <p>Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division</p>	3,220 shares of common stock
		<p>&lt;Reasons for nomination as a candidate for Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as sales and other businesses as a member of the Bank since 1984.</p> <p>As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Director in charge of Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division, we nominate him as a candidate for Director.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
6	Hisako Toya (Aug. 1, 1952)  Reappointment Outside Director	<p>Apr. 1975 Joined Chiba Prefectural Government</p> <p>Apr. 2000 Assistant General Manager, Children and Families Division, Health and Welfare Department and Head, Declining Birthrate Countermeasure Office, Chiba Prefectural Government</p> <p>Apr. 2002 Director-General, Women's Support Center, General Planning Department, Chiba Prefectural Government</p> <p>Apr. 2004 Manager, Gender Equality Division, General Planning Department and Deputy Counselor, General Affairs Department, Chiba Prefectural Government</p> <p>Apr. 2007 Deputy Director, Commerce and Labor Department and Counselor, General Affairs Department, Chiba Prefectural Government</p> <p>Apr. 2008 Deputy Director, Health and Welfare Department, Chiba Prefectural Government</p> <p>Apr. 2009 Director, Health and Welfare Department, Chiba Prefectural Government</p> <p>Apr. 2011 Director, Environmental and Community Affairs Department, Chiba Prefectural Government</p> <p>Mar. 2013 Retired from Chiba Prefectural Government</p> <p>Apr. 2013 Executive Advisor, Federation of National Health Insurance Associations of Chiba Prefecture</p> <p>Jun. 2015 Outside Director, the Bank</p> <p>To present</p>	800 shares of common stock
<p>&lt;Reasons for nomination as a candidate for Outside Director&gt;</p> <p>Based on her long-term experience and performance, etc. in the area of regional administration in the Chiba Prefecture, we believe that the candidate is a suitable person with knowledge and experience to serve as Outside Director of the Bank. Thus, we nominate her as a candidate for Outside Director.</p> <p>The candidate previously has not been directly involved in the management of a corporation other than by serving as an outside director; however, for the reasons above, the Bank believes that she will appropriately perform her duties as Outside Director.</p> <p>The term of her office as Outside Director will be four (4) years at the conclusion of this Annual General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Class and number of shares of the Bank held	
7	Eiji Yamada (Jul. 18, 1955)  Reappointment Outside Director	Apr.	1978	Joined Nippon Telegraph and Telephone Public Corporation (current Nippon Telegraph and Telephone Corporation)	300 shares of common stock
		Jun.	2001	General Manager, Financial Business Planning Division, Financial Systems Sector, NTT DATA Corporation	
		Apr.	2002	General Manager, Payment Business Division, IT Business Development Sector, NTT DATA Corporation	
		May	2004	Deputy General Manager, Payment Solutions Sector, NTT DATA Corporation	
		Jun.	2005	Senior Vice President, NTT DATA Corporation	
		Jun.	2011	Director and Executive Vice President, NTT DATA Corporation	
		Jun.	2012	Representative Director and Senior Executive Vice President, NTT DATA Corporation	
		Jun.	2015	Advisor, NTT DATA Corporation	
				President and Representative Director, Japan Information Processing Service Co., Ltd. (incumbent)	
		Jun.	2017	Outside Director, the Bank	
				To present	
		<Significant Concurrent Positions> President and Representative Director, Japan Information Processing Service Co., Ltd.			
<Reasons for nomination as a candidate for Outside Director> The candidate is currently the President and Representative Director of Japan Information Processing Service Co., Ltd. Based on his experience and achievements in system development, etc. (related to NTT DATA Regional Bank Integrated Services Center, etc.), we believe that the candidate is a suitable person with knowledge and experience to serve as Outside Director of the Bank. Thus, we nominate him as a candidate for Outside Director. For the reasons above, the Bank believes that he will appropriately perform his duties as Outside Director. The term of his office as Outside Director will be two (2) years at the conclusion of this Annual General Meeting of Shareholders.					

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
8	Tetsuro Sugiura (Jul. 30, 1954)  New appointment Outside Director	<p>Apr. 1977 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Apr. 2002 Related Business Department, Mizuho Bank, Ltd. Seconded to Fuji Research Institute Corporation (current Mizuho Research Institute Ltd.) Executive Board Member and Chief Economist</p> <p>Apr. 2003 Group Strategy Department I, Mizuho Financial Group, Inc. Seconded to Mizuho Research Institute Ltd. Chief Economist</p> <p>Apr. 2004 Corporate Planning Department, Mizuho Financial Group, Inc. Seconded to Mizuho Research Institute Ltd. Chief Economist</p> <p>Apr. 2005 Executive Officer, Corporate Planning Department, Mizuho Financial Group, Inc. Managing Executive Officer and Chief Economist, Mizuho Research Institute Ltd.</p> <p>Apr. 2007 Senior Executive Officer, Mizuho Research Institute Ltd.</p> <p>Jul. 2011 Vice-chairman, Mizuho Research Institute Ltd.</p> <p>Apr. 2014 Senior Director, Japan Economic Research Institute (incumbent) To present</p> <p>&lt;Significant Concurrent Positions&gt; Senior Director, Japan Economic Research Institute</p>	0 shares of common stock
<p>&lt;Reasons for nomination as a candidate for Outside Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall business operations as he has engaged in corporate planning business, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1977. He also has ample experience in corporate management, having served as Vice-chairman of Mizuho Research Institute Ltd.</p> <p>Based on his experience and achievements, we believe that the candidate is a suitable person with knowledge and experience to serve as Outside Director of the Bank. Thus, we nominate him as a candidate for Outside Director.</p> <p>For the reasons above, the Bank believes that he will appropriately perform his duties as Outside Director.</p>			

(Notes)

1. There is no special interest relationship between the candidates and the Bank.
2. Ms. Hisako Toya, Mr. Eiji Yamada, and Mr. Tetsuro Sugiura are candidates for Outside Directors. The Bank has submitted a notification designating Ms. Hisako Toya and Mr. Eiji Yamada as independent officers to Tokyo Stock Exchange, Inc. as stipulated in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange. If the election of Ms. Hisako Toya and Mr. Eiji Yamada is approved, they will continue to be independent officers of the Bank. If the election of Mr. Tetsuro Sugiura is approved, the Bank will submit a notification designating Mr. Tetsuro Sugiura as an independent officer to the Tokyo Stock Exchange.
3. Mr. Eiji Yamada was a business executor of NTT DATA Corporation that is a specified related business operator of the Bank in the past five years.
4. Liability limitation agreements with Outside Directors  
The Bank has entered into liability limitation agreements with Ms. Hisako Toya and Mr. Eiji Yamada to limit their liability for damages as specified in Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, Paragraph 1 of the same Act and pursuant to the Bank's Articles of Incorporation. If the election of Ms. Hisako Toya and Mr. Eiji Yamada is approved, the Bank will renew their liability limitation agreements with the same content as the liability limitation agreements set forth above. If the election of Mr. Tetsuro Sugiura is approved, the Bank will enter into a liability limitation agreement with him under the same conditions of the liability limitation agreement set forth above.

**Proposal No. 3:** Election of Two (2) Corporate Auditors

Corporate Auditor Kazuto Matsui will resign and the term of office of Corporate Auditor Takahiro Itsukaichi will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) Corporate Auditors is proposed. We have obtained the approval of the Board of Corporate Auditors for this proposal.

The candidate is as follows. As Mr. Shigeto Katoh will be elected as a substitute for Mr. Kazuto Matsui, who will resign before the expiry of his term of office as Corporate Auditor, the term of office of Mr. Katoh shall be until the expiry date of the term of office of his predecessor, as provided under the Bank's Articles of Incorporation.

No.	Name (Date of birth)	Career summary and significant concurrent positions		Class and number of shares of the Bank held	
1	Shigeto Katoh (Jun. 24, 1959)  New appointment	Apr.	1982	Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)	1,800 shares of common stock
		Oct.	2002	Associate Director-General, Finance and Public Corporation Planning Department, Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.) Seconded to the Bank	
		Feb.	2005	Deputy General Manager, Loan and Work-site Operations Department, Mizuho Bank, Ltd.	
		Mar.	2006	General Manager, Loan Operations Department, Mizuho Bank, Ltd.	
		Feb.	2009	Seconded to the Bank Associate Director-General, Risk Management Division	
		Apr.	2009	Seconded to the Bank Associate Director-General and General Manager, Risk Management Division	
		Jun.	2009	Executive Officer and General Manager, Risk Management Division, the Bank	
		May	2010	Managing Executive Officer and General Manager, Risk Management Division, the Bank	
		Apr.	2013	Managing Executive Officer, the Bank	
		Apr.	2019	Executive Officer, the Bank	
				To present	
<Reasons for nomination as a candidate for Corporate Auditor> The candidate has ample business experience and is familiar with overall business operations as he has engaged in loan operations, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1982, and has served as Director in charge of Business Procedures and Operations Division since he joined the Bank. He also has ample knowledge and experience to perform auditing procedures through his practice at the Bank. As we believe that he will appropriately perform his duties as Corporate Auditor, we nominate him as a candidate for Corporate Auditor.					

No.	Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
2	Junichi Sakamoto (May 25, 1956)  New appointment Outside Corporate Auditor	Apr. 1981 Joined Yasuda Fire and Marine Insurance Co.,Ltd. (current Sompo Japan Nipponkoa Insurance Inc.) Apr. 2006 General Manager, Market Development Office, Sompo Japan Insurance Inc. (current Sompo Japan Nipponkoa Insurance Inc.) Apr. 2008 General Manager, North Hokkaido Branch, Sompo Japan Insurance Inc. Apr. 2010 General Manager, Kobe Branch, Sompo Japan Insurance Inc. Apr. 2012 Executive Officer and General Manager, Ibaraki Branch, Sompo Japan Insurance Inc. Apr. 2013 Executive Officer; Deputy General Manager, Kanto Area; General Manager, Ibaraki Branch; and General Manager, South Ibaraki Branch, Sompo Japan Insurance Inc. Apr. 2014 President and Representative Director, Sompo Business Solutions Inc. Apr. 2018 Chairman of the Board, Sompo Business Solutions Inc. Mar. 2019 Retired from Office To present	0 shares of common stock
<Reasons for nomination as a candidate for Outside Corporate Auditor> Based on his experience and achievements in his career at Sompo Japan Nipponkoa Insurance Inc., etc., we believe that the candidate is a suitable person with knowledge and experience to serve as Outside Corporate Auditor of the Bank from the objective auditing viewpoint. Thus, we nominate him as a candidate for Outside Corporate Auditor.			

(Notes)

1. There is no special interest relationship between the candidates and the Bank.
2. Mr. Junichi Sakamoto is a candidate for Outside Corporate Auditor. If the election of Mr. Junichi Sakamoto is approved, the Bank will submit a notification designating him as an independent officer to the Tokyo Stock Exchange as stipulated in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.
3. Liability limitation agreements with Outside Corporate Auditor  
If the election of Mr. Junichi Sakamoto is approved, the Bank will enter into a liability limitation agreement with him to limit his liability for damages as specified in Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, Paragraph 1 of the same Act and pursuant to the Bank's Articles of Incorporation.

**Proposal No. 4:** Election of One (1) Substitute Corporate Auditor

To prepare for a contingency in which the number of Corporate Auditors of the Bank falls below that required by laws and regulations, the Bank proposes to elect one (1) Substitute Outside Corporate Auditor.

We have obtained the approval of the Board of Corporate Auditors for this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
Hideyuki Yonekura (Jun. 4, 1952)	Apr. 1984 Registered as a lawyer Apr. 1984 Joined Sugimoto, Yanagawa & Okuyama Law Office (currently, Tokyo Marunouchi Law Offices) To present	0 shares of common stock
<Reasons for nomination as a candidate for Substitute Outside Corporate Auditor> As we intend to utilize the candidate’s legal knowledge accumulated through his experience over the years as a lawyer to the Bank’s auditing system in the case where he assumes office as a Corporate Auditor, we nominate him as a candidate for Outside Corporate Auditor. The candidate previously has not been directly involved in the management of a corporation; however, as he is familiar with corporate legal affairs as a lawyer and has sufficient insight to supervise the management of a corporation, the Bank believes that he will appropriately perform his duties as Outside Corporate Auditor.		

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. Mr. Hideyuki Yonekura is a candidate for Substitute Outside Corporate Auditor.
3. If Mr. Hideyuki Yonekura assumes office of Corporate Auditor of the Bank, the Bank will enter into a liability limitation agreement with him to limit his liability for damages as specified in Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, Paragraph 1 of the same Act and pursuant to the Bank's Articles of Incorporation.
4. If Mr. Hideyuki Yonekura assumes office as Corporate Auditor of the Bank, the Bank will submit a notification designating him as an independent officer to the Tokyo Stock Exchange as stipulated in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

**Proposal No. 5: Change in Total Number of Stock Acquisition Rights**

At the 92nd Annual General Meeting of Shareholders held on June 27, 2014, the Bank introduced share remuneration-type stock options in order to further enhance Directors' willingness to contribute to increasing business performances and corporate value as well as shareholder-oriented management awareness more than ever. Based on the above, it has been approved that the amount of stock acquisition rights to be allocated to Directors (excluding Outside Directors) shall be not more than 30 million yen per annum and the maximum total number of stock acquisition rights to be issued on a date within one (1) year from the date of an Annual General Meeting of Shareholders pertaining to each fiscal year shall be 600 units.

If Proposal No. 2 is approved as originally proposed, the number of Directors will increase from six (6) persons (including two (2) Outside Directors) to eight (8) persons (including three (3) Outside Directors) as of the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Bank proposes to revise the maximum total number of stock acquisition rights to be issued on a date within one (1) year from the date of an Annual General Meeting of Shareholders pertaining to each fiscal year to "750 units," while the amount of stock option remuneration for Directors per annum (excluding Outside Directors) shall remain unchanged.