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(Securities Code: 8356)
June 3, 2016

To Shareholders with Voting Rights:

Yukio Murase
President
The Juroku Bank, Ltd.
8-26, Kandamachi,
Gifu-shi, Gifu, Japan

NOTICE OF CONVOCATION OF THE 241ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

We express its deepest condolences to all those who have suffered from the Kumamoto Earthquake that occurred in April this year.

You are cordially invited to attend the 241st Annual General Meeting of Shareholders of The Juroku 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 in writing by submitting the Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (on pages 3 to 15) and exercise your voting rights.

- 1. Date and Time:** Friday, June 24, 2016 at 10:00 a.m. Japan time
- 2. Place:** 3F Hall, Head Office of the Bank, 8-26, Kandamachi, Gifu-shi, Gifu, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Non-consolidated Financial Statements for the Bank's 241st Fiscal Year (from April 1, 2015 to March 31, 2016)
 2. Consolidated Financial Statements for the Bank's 241st Fiscal Year (from April 1, 2015 to March 31, 2016) and 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 Nine (9) Directors
- Proposal No. 3:** Election of Four (4) Audit & Supervisory Board Members
- Proposal No. 4:** Partial Amendment to the Conditions for Exercising Stock Compensation-type Stock Options (Stock Acquisition Rights)

End

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this “Notice of Convocation” to the meeting with you for the sake of resource saving. Please be noted that those other than the shareholders with voting rights, such as their proxies and companions who are not shareholders, are not admitted to the meeting. However, for shareholders who need a nursing attendant are kindly requested to contact us (at +81-58-266-2562) in advance so that we can take special care in the meeting.

Any updates to the Reference Documents for the General Meeting of Shareholders and the attached document will be posted on the Bank’s website (<http://www.juroku.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as follows.

1. Matters concerning year-end dividends

Given the increasing diversity of risks associated with financial transactions, the Bank's basic policy is to pay dividends to shareholders in a stable and consistent manner with attention to further improvement of financial strength. Following this basic policy, it is proposed that the year-end dividend be paid as follows.

As the Bank has paid the interim dividend of 3.50 yen per share for the current fiscal year, the annual dividend for the current fiscal year will be 7.00 yen per share.

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property to shareholders and the total amount

3.50 yen per share of common stock, for a total of 1,307,773,418 yen

(3) Effective date of distribution of surplus

June 27, 2016

2. Other matters concerning the appropriation of surplus

It is proposed that the Bank transfer funds from retained earnings brought forward to general reserve in an effort to enhance internal reserve to establish a solid management foundation and maintain and improve its competitiveness.

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

General reserve 9,000,000,000 yen

(2) Item and amount of surplus to be decreased

Retained earnings brought forward 9,000,000,000 yen

Proposal No. 2: Election of Nine (9) Directors

The terms of office of all Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

The candidates are as follows:

No.	Name	Current position at the Bank, etc.
1	(Reappointment) Yukio Murase	President
2	(Reappointment) Naoki Ikeda	Vice President
3	(Reappointment) Hiroyuki Ota	Managing Director and General Manager, Business Planning Division
4	(Reappointment) Kenji Mori	Managing Director
5	(Reappointment) Kimio Hirose	Director and General Manager, Head Office
6	(Reappointment) Kazuhito Akiba	Director and General Manager, Corporate Planning Division
7	(New appointment) Tomonori Mizuno	Executive Officer and General Manager, Tajimi Branch
8	(Reappointment) Hitoshi Yoshida	Outside Director/Independent Officer
9	(Reappointment) Yasuharu Takamatsu	Outside Director/Independent Officer

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors
1	(Reappointment) Yukio Murase (Dec. 23, 1956)	Apr. 1979 Joined the Bank Feb. 1994 General Manager, Nagoya Ekimae Branch, the Bank Apr. 1998 General Manager, Human Resources Division, the Bank Jun. 2004 Managing Director, the Bank Jun. 2009 Senior Managing Director, the Bank Sep. 2013 President, the Bank (current position)	72,000 shares	11/11
	<p>Significant concurrent positions: Chairman, The Gifu Chamber of Commerce and Industry</p> <p>Reasons for nomination as a candidate for Director: As the President of the Bank, Mr. Yukio Murase has consistently fulfilled his role of making important management decisions and supervising execution of duties by each director in an appropriate and accurate manner, which demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Yukio Murase and the Bank.</p>			
2	(Reappointment) Naoki Ikeda (Apr. 4, 1957)	Apr. 1980 Joined the Bank Jun. 2008 Director and General Manager, Nagoya Branch, the Bank Apr. 2012 Director and General Manager, Nagoya Main Office, the Bank Jun. 2013 Managing Director and General Manager, Operations Administration Division, the Bank Sep. 2013 Managing Director, the Bank Jun. 2014 Vice President, the Bank (current position)	23,000 shares	11/11
	<p>Reasons for nomination as a candidate for Director: As the Vice President of the Bank, Mr. Naoki Ikeda has consistently fulfilled his role of assisting the President to make important management decisions and supervise execution of duties by each director in an appropriate and accurate manner, which demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Naoki Ikeda and the Bank.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors
3	(Reappointment) Hiroyuki Ota (Apr. 3, 1960)	Apr. 1983 Joined the Bank Jun. 2009 General Manager, Corporate Business Division, the Bank Jun. 2010 Director and Corporate Secretary, the Bank Jun. 2013 Director and General Manager, Toyota Branch, the Bank Apr. 2014 Director and General Manager, Business Planning Division, the Bank Jun. 2014 Managing Director and General Manager, Business Planning Division, the Bank (current position)	25,000 shares	11/11
<p>Reasons for nomination as a candidate for Director: As the Managing Director of the Bank, Mr. Hiroyuki Ota has been responsible for sales division with extensive experience in corporate-related services and international operations. Such a background demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Hiroyuki Ota and the Bank.</p>				
4	(Reappointment) Kenji Mori (Jun. 20, 1960)	Apr. 1983 Joined the Bank Jan. 2008 General Manager, Masagocho Branch and General Manager, Honjo Branch, the Bank Jun. 2010 General Manager, Human Resources Division, the Bank Jun. 2011 Director and General Manager, Human Resources Division, the Bank Sep. 2013 Director and General Manager, Operations Administration Division, the Bank Jun. 2014 Managing Director, the Bank (current position)	17,385 shares	11/11
<p>Reasons for nomination as a candidate for Director: As the Managing Director of the Bank, Mr. Kenji Mori has been responsible for administration and systems-related operations as well as risk management with ample knowledge in human resources operations. Such a background demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Kenji Mori and the Bank.</p>				

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors
5	(Reappointment) Kimio Hirose (Feb. 15, 1959)	Apr. 1982 Joined the Bank Apr. 2008 General Manager, Takatomi Branch, the Bank Apr. 2010 General Manager, Compliance Management Division, the Bank Sep. 2011 Executive Officer and General Manager, Compliance Management Division, the Bank Jun. 2013 Director and General Manager, Nagoya Main Office, the Bank Jun. 2014 Director and General Manager, Head Office, the Bank (current position)	8,242 shares	11/11
	<p>Reasons for nomination as a candidate for Director: Mr. Kimio Hirose has fulfilled his responsibilities as Director and General Manager, Head Office and General Manager of the Bank's major branches with extensive knowledge in the compliance division. Such a background demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Kimio Hirose and the Bank.</p>			
6	(Reappointment) Kazuhito Akiba (Jun. 16, 1959)	Apr. 1983 Joined the Bank Oct. 2008 General Manager, Kasugai Branch, the Bank Jun. 2010 General Manager, Tajimi Branch, the Bank Jun. 2012 Executive Officer and General Manager, Tajimi Branch, the Bank Oct. 2012 Executive Officer and General Manager, Corporate Planning Division, the Bank Jun. 2014 Director and General Manager, Corporate Planning Division, the Bank (current position)	21,791 shares	11/11
	<p>Reasons for nomination as a candidate for Director: Mr. Kazuhito Akiba has fulfilled his responsibilities as Director and General Manager, Corporate Planning Division with ample knowledge in core operations of the management control function as well as extensive experience in international operations and as General Manager of the Bank's major branches. Such a background demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Kazuhito Akiba and the Bank.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors
7	(New appointment) Tomonori Mizuno (Aug. 4, 1960)	Apr. 1983 Joined the Bank Jun. 2006 General Manager, Shikatsu Branch, the Bank Jun. 2008 Deputy General Manager, Nagoya Branch, the Bank Apr. 2012 Deputy General Manager, Nagoya Main Office, the Bank Oct. 2012 General Manager, Tajimi Branch, the Bank Jun. 2014 Executive Officer and General Manager, Tajimi Branch, the Bank (current position)	20,970 shares	-
	<p>Reasons for nomination as a candidate for Director: Mr. Tomonori Mizuno has fulfilled his responsibilities as Executive Officer with extensive knowledge in branch operations through his experience as General Manager of the Bank's major branches. Such a background demonstrates his knowledge and experience that enable him to perform the management of banking operations accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as a Director of the Bank and has nominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Tomonori Mizuno and the Bank.</p>			
8	(Reappointment) (Outside Director) (Independent Officer) Hitoshi Yoshida (Jan. 5, 1947)	Apr. 1969 Joined Chubu Electric Power Co., Inc. (hereinafter, "Chubu Electric Power") Jul. 1997 General Manager, Legal Affairs Dept., Chubu Electric Power Jul. 1999 General Manager, Manager Assessment Dept., Chubu Electric Power Jun. 2003 Corporate Auditor, Chubu Electric Power Jun. 2007 Senior Corporate Auditor, Chubu Electric Power Jun. 2011 Advisor, Chubu Electric Power (current position) Jun. 2014 Director, the Bank (current position)	0 shares	11/11
	<p>Significant concurrent positions: Advisor, Chubu Electric Power Co., Inc. Outside Audit & Supervisory Board Member, TOYOTA BOSHOKU CORPORATION</p> <p>Reasons for nomination as a candidate for Director: Mr. Hitoshi Yoshida has extensive experiences and a wide range of insight gained through his career as a head of the legal division of a private corporation and an Audit & Supervisory Board Member. Such a background makes him capable of providing opinions and advice that are beneficial for management of the Bank. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Hitoshi Yoshida and the Bank. The candidate Mr. Hitoshi Yoshida serves as Advisor of Chubu Electric Power Co., Inc. There are recurring business relationships between the Bank and Chubu Electric Power Co., Inc.</p> <p>(Note) Mr. Hitoshi Yoshida is currently serving as Outside Director of the Bank and his term of office will be two (2) years as of the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors
9	(Reappointment) (Outside Director) (Independent Officer) Yasuharu Takamatsu (Apr. 24, 1951)	<p>Apr. 1974 Joined Meiji Life Insurance Company (hereinafter “Meiji Life Insurance”)</p> <p>Jul. 2002 Director and General Manager, Corporate Planning Department, Meiji Life Insurance</p> <p>Jan. 2004 Executive Officer and Chief General Manager, Nagoya Marketing Headquarters, Meiji Yasuda Life Insurance Company (hereinafter “Meiji Yasuda Life Insurance”)</p> <p>Apr. 2005 Managing Executive Officer and Chief General Manager, Nagoya Marketing Headquarters, Meiji Yasuda Life Insurance</p> <p>Dec. 2005 Managing Executive Officer and Chief Executive, Investment, Meiji Yasuda Life Insurance</p> <p>Apr. 2006 Deputy President, Executive Officer and Chief Executive, Investment, Meiji Yasuda Life Insurance</p> <p>Jul. 2006 Director, Executive Officer, Deputy President and Chief Executive, Investment, Meiji Yasuda Life Insurance</p> <p>Jul. 2012 Chairman of the Board, Meiji Yasuda System Technology Company Limited</p> <p>Jun. 2015 Director, the Bank (current position)</p> <p>Apr. 2016 Advisor, Meiji Yasuda Life Insurance (current position)</p>	0 shares	9/9
<p>Significant concurrent positions: Advisor, Meiji Yasuda Life Insurance Company Outside Audit & Supervisory Board Member, Mitsubishi Paper Mills Limited</p> <p>Reasons for nomination as a candidate for Director: Mr. Yasuharu Takamatsu has extensive experiences and a wide range of insight gained through his career as manager of a financial institution. Such a background makes him capable of providing opinions and advice that are beneficial for management of the Bank. Thus, the Bank believes that he is well qualified as a Director of the Bank and has renominated him as a candidate for Director.</p> <p>Special interest relationship There are no special interest relationship between Mr. Yasuharu Takamatsu and the Bank. The Director candidate Mr. Yasuharu Takamatsu serves as Advisor of Meiji Yasuda Life Insurance Company. There are recurring business relationships between the Bank and Meiji Yasuda Life Insurance Company.</p> <p>(Note) Mr. Yasuharu Takamatsu is currently serving as Outside Director of the Bank and his term of office will be one (1) year as of the conclusion of this General Meeting of Shareholders.</p>				

(Notes)

1. Mr. Hitoshi Yoshida and Mr. Yasuharu Takamatsu are candidates for Outside Directors. The two of them are also candidates for Independent Officers pursuant to provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
2. Liability limitation agreement with Outside Directors:
The Bank specifies in its Articles of Incorporation to allow the Bank and Outside Directors to enter into an agreement limiting the liability to the amount specified by the laws and regulations so that they can fully perform their expected roles. The Bank has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with Outside Director candidates, Mr. Hitoshi Yoshida and Mr. Yasuharu Takamatsu. When the relevant Outside Director has acted in good faith and is not grossly negligent in performing his duties, the Outside Director will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act. The Bank plans to enter into the same liability limitation agreement with each Outside Director candidate upon their reappointment at this General Meeting of Shareholders.

Proposal No. 3: Election of Four (4) Audit & Supervisory Board Members

The terms of office of all Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Audit & Supervisory Board Members is proposed.

We have obtained the approval of the Board of Audit & Supervisory Board for this item.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name	Current position at the Bank, etc.
1	(New appointment) Akinori Sasaki	Director and General Manager, Operations Administration Division,
2	(New appointment) Koji Iwata	General Manager, Treasury and Investment Division
3	(Reappointment) Masahiro Hori	Outside Audit & Supervisory Board Member /Independent Officer
4	(New appointment) Hideo Kono	Candidate for Outside Audit & Supervisory Board Member/Independent Officer (scheduled)

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors	Number of attendance to Audit & Supervisory Board
1	(New appointment) Akinori Sasaki (Mar. 3, 1960)	Apr. 1982 Joined the Bank May 2006 General Manager, Audit & Supervisory Board Members' Office, the Bank Jun. 2008 General Manager, Treasury and Investment Division, the Bank Jun. 2010 General Manager, Risk Management Division, the Bank Jun. 2012 Executive Officer and General Manager, General Affairs Division, the Bank Jun. 2014 Director and General Manager, Operations Administration Division, the Bank (current position)	21,791 shares	11/11	-
<p>Reasons for nomination as a candidate for Audit & Supervisory Board Member: Mr. Akinori Sasaki has a wide range of knowledge and experience in the field of administration, systems-related operations, auditing, and risk management. Such a background makes him capable of auditing the legality of execution of duties by Directors and other aspects accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as an Audit & Supervisory Board Member of the Bank and has nominated him as a candidate for Audit & Supervisory Board Member.</p> <p>Special interest relationship There are no special interest relationship between Mr. Akinori Sasaki and the Bank.</p>					
2	(New appointment) Koji Iwata (May 25, 1961)	Apr. 1984 Joined the Bank Jan. 2006 Manager, International Treasury and Investment Division Jan. 2007 Manager, Treasury and Investment Division Jun. 2013 General Manager, International Market Division Apr. 2014 General Manager, Treasury and Investment Division (current position)	5,416 shares	-	-
<p>Reasons for nomination as a candidate for Audit & Supervisory Board Member: Mr. Koji Iwata has a wide range of knowledge and experience in the core operations of the Bank with extensive experience in market-related operations and international operations. Such a background makes him capable of auditing the legality of execution of duties by Directors and other aspects accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as an Audit & Supervisory Board Member of the Bank and has nominated him as a candidate for Audit & Supervisory Board Member.</p> <p>Special interest relationship There are no special interest relationship between Mr. Koji Iwata and the Bank.</p>					

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors	Number of attendance to Audit & Supervisory Board
3	(Reappointment) (Outside Audit & Supervisory Board Member) (Independent Officer) Masahiro Hori (Mar. 16, 1977)	Oct. 2004 Registered as Attorney at Law (Gifu Prefecture Bar Association) Oct. 2004 Joined Koide Kuriyama Law Office LPC Apr. 2012 Opened Hori Law Office (current position) Jun. 2012 Audit & Supervisory Board Member, the Bank (current position)	0 shares	11/11	12/12
	<p>Significant concurrent positions: Attorney at law, Hori Law Office Auditor, Gifu Prefectural Gero Hospital</p> <p>Reasons for nomination as a candidate for Audit & Supervisory Board Member: Mr. Masahiro Hori has been successful as an attorney at law with extensive experience and insight, making him capable of auditing the legality of execution of duties by Directors and other aspects accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as an Audit & Supervisory Board Member of the Bank and has renominated him as a candidate for Audit & Supervisory Board Member.</p> <p>Special interest relationship There are no special interest relationship between Mr. Masahiro Hori and the Bank.</p> <p>(Note) Mr. Masahiro Hori is currently serving as Outside Audit & Supervisory Board Member of the Bank and his term of office will be four (4) years as of the conclusion of this General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of shares of the Bank held	Number of attendance to Board of Directors	Number of attendance to Audit & Supervisory Board
4	(New appointment) (Outside Audit & Supervisory Board Member) (Independent Officer – scheduled) Hideo Kono (Apr. 15, 1945)	Apr. 1968 Joined Nagoya Railroad Co., Ltd. (hereinafter “Nagoya Railroad”) Jul. 1977 Seconded to Meitetsu Kyosho Co., Ltd. (hereinafter “Meitetsu Kyosho”) Dec. 1991 Director Equivalent, Meitetsu Kyosho Dec. 1992 Director, Meitetsu Kyosho Nov. 1995 Managing Director, Meitetsu Kyosho Jun. 2000 President, Meitetsu Auto Co., Ltd. May 2004 President, Meitetsu Kyosho Jun. 2010 Executive Vice-Chairman, Nagoya Railroad Jun. 2011 Chairman, Nagoya Railroad Jun. 2015 Director and Advisor, Nagoya Railroad (current position)	0 shares	-	-
	Significant concurrent positions: Director and Advisor, Nagoya Railroad Co., Ltd Outside Director, CHUBU-NIPPON BROADCASTING CO., LTD. Outside Audit & Supervisory Board Member, AICHI STEEL CORPORATION Reasons for nomination as a candidate for Audit & Supervisory Board Member: Mr. Hideo Kono has extensive experience and a wide range of insight into corporate management through his service as director of business enterprises. Such a background makes him capable of auditing the legality of execution of duties by Directors and other aspects accurately, fairly and efficiently. Thus, the Bank believes that he is well qualified as an Audit & Supervisory Board Member of the Bank and has nominated him as a candidate for Audit & Supervisory Board Member. Special interest relationship There are no special interest relationship between Mr. Hideo Kono and the Bank. The Audit & Supervisory Board Member candidate Mr. Hideo Kono serves as Director and Advisor of Nagoya Railroad Co., Ltd. There are recurring business relationships between the Bank and Nagoya Railroad Co., Ltd.				

(Notes)

- Mr. Masahiro Hori and Mr. Hideo Kono are candidates for Outside Audit & Supervisory Board Members.
Mr. Masahiro Hori is a candidate for Independent Officer pursuant to provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
In addition, the Bank plans to register Mr. Hideo Kono to Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. as Independent Officers pursuant to their provisions upon their election.
- Liability limitation agreement with Outside Audit & Supervisory Board Members:
The Bank specifies in its Articles of Incorporation to allow the Bank and Outside Audit & Supervisory Board Member to enter into an agreement limiting the liability to the amount specified by the laws and regulations so that he or she can fully perform his or her expected roles.
The Bank has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with Outside Audit & Supervisory Board Member candidate, Mr. Masahiro Hori. When the relevant Outside Audit & Supervisory Board Member has acted in good faith and is not grossly negligent in performing his duties, the Outside Audit & Supervisory Board Member will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act. The Bank plans to enter into the same liability limitation agreement with him upon his reappointment at this General Meeting of Shareholders. In case appointment of Mr. Hideo Kono was approved, the Bank plans to enter into the same liability agreement with him.

Proposal No. 4: Partial Amendment to the Conditions for Exercising Stock Compensation-type Stock Options (Stock Acquisition Rights)

In conjunction with a change in the Executive Officer system of the Bank from “employment-type” to “entrustment-type” in an aim to strengthen its functions to execute operations, the Bank has decided to allot the stock compensation-type stock options (stock acquisition rights) to its Executive Officers as well as its Directors.

In accordance with a change in the Executive Officer system, it is proposed that the resolution to Proposal No. 8 “Remuneration for Directors in the form of stock compensation-type stock options and their details” made at the 238th Annual General Meeting of Shareholders held on June 27, 2013 be partially amended. The proposed amendment is shown below.

(The underlined portions indicate changes to be made.)

Present	Proposed amendment
Omitted	No change
2. Details of stock acquisition rights Omitted	2. Contents of stock acquisition rights No change
(5) Main conditions for stock acquisition rights The holder of stock acquisition right may exercise his or her right collectively within ten (10) days (in cases where the tenth day falls on a non-business day, the next business day shall apply) from the day following the day he or she withdraws from <u>his or her position as Director of the Bank.</u>	(5) Main conditions for stock acquisition rights The holder of stock acquisition right may exercise his or her right collectively within ten (10) days (in cases where the tenth day falls on a non-business day, the next business day shall apply) from the day following the day he or she withdraws from <u>his or her position(s) as Director and/or Executive Officer of the Bank.</u>

<Reference>

2. Details of stock acquisition rights (after proposed amendment)

- (1) The total number of stock acquisition rights, the class of stock and the number of shares subject to stock acquisition rights

The total number of stock acquisition rights: 4,000 rights shall be the annual upper limit.

The stock subject to stock acquisition rights: 400,000 shares of common stock of the Bank shall be the annual upper limit.

The number shares of stock to be awarded upon the exercise of one stock acquisition right (hereinafter “the number of shares to be awarded”) shall be 100 shares.

In case the above number of shares needs to be adjusted due to mergers, company splits, gratis allotment, stock splits, reverse stock splits, etc., the Bank may adjust the number of shares to be awarded as necessary.

- (2) The required amount of payment for stock acquisition rights

The amount of payment for stock acquisition rights is given by multiplying the fair value of the stock option per share calculated using the Black-Scholes model on the allotment date by the number of shares to be awarded.

Meanwhile, those who are allotted stock acquisition rights (hereinafter “the holders of stock acquisition rights”) shall offset the amount of payment with their remuneration receivables from the Bank so that they need not pay in cash.

- (3) The value of property to be contributed upon exercise of stock acquisition rights

The value of the property to be contributed upon exercise of stock acquisition rights is equal to the amount of 1 yen (i.e. the per share amount of shares to be awarded upon exercise of stock acquisition rights) multiplied by the number of shares to be awarded.

- (4) The exercise period of stock acquisition rights

Within 30 years from the day following the day stock acquisition rights are allotted, provided, however, in case that the last day of the exercise period of stock acquisition rights falls on the Bank’s non-business day, the business day immediately preceding such non-business day shall be the last day.

- (5) Main conditions for stock acquisition rights

The holders of stock acquisition rights may exercise his or her right collectively within ten (10) days (in cases where the tenth day falls on a non-business day, the next business day shall apply) from the day following the day he or she withdraws from his or her position(s) as Director and/or Executive Officer of the Bank.

- (6) Restriction on the transfer of stock acquisition rights

The acquisition of stock acquisition rights through transfer shall require the approval of the Board of Directors of the Bank.

- (7) Other details for stock acquisition rights

Other details for stock acquisition rights shall be resolved at the Board of Directors for deciding the subscription procedures for stock acquisition rights.

End