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(Securities Code: 8359)  
June 3, 2015

**To Shareholders with Voting Rights:**

Shoichi Yumoto  
President  
The Hachijuni Bank, Ltd.  
178-8, Okada,  
Nagano-city, Japan

**NOTICE OF CONVOCAION OF  
THE 132ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 132nd Annual General Meeting of Shareholders of The Hachijuni 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 via one of the following methods. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Thursday, June 18, 2015 at 5:00 p.m., Japan time.

[Exercise of voting rights via mail]

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

[Exercise of voting rights via electromagnetic means (the Internet, etc.)]

Please access the Bank’s designated voting website (<http://www.evotep.jp>) using the “Login ID” and “Temporary Password” enclosed in the Voting Form, follow the instructions on the website, and indicate your vote “for” or “against” the proposals by the deadline. For details, please see the “Instructions for Exercise of Voting Rights via the Internet, etc.” on page 43.

**1. Date and Time:** Friday, June 19, 2015 at 10:00 a.m., Japan time

**2. Place:** Main Conference Room, 3F, Head Office of the Bank, 178-8, Okada,  
Nagano-city, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 132nd Fiscal Year (from April 1, 2014 to March 31, 2015)
  2. Consolidated Financial Statements for the Bank’s 132nd Fiscal Year (from April 1, 2014 to March 31, 2015) and results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Seven (7) Directors  
**Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members

#### 4. Guidance for Exercise of Voting Rights

(1) Handling of multiple voting

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

(2) Voting by proxy

If you cannot attend the General Meeting of Shareholders, you may designate one (1) shareholder of the Bank as your proxy who possesses voting rights to attend the General Meeting of Shareholders. Please note that the proxy will be required to submit his or her own Voting Form and documentation corroborating his or her status as your proxy.

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- ◎ When you attend the meeting on the day, please submit the enclosed Voting Form to the reception desk.
  - ◎ The following items are not included in this Notice. These documents are posted on the Bank's website (<http://www.82bank.co.jp/company/>) in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank.
    - (1) Notes to the Non-consolidated Financial Statements
    - (2) Notes to the Consolidated Financial Statements

Furthermore, the Audit Report, prepared by the Audit & Supervisory Board Members, and the Independent Auditor's Report, prepared by the Independent Auditor, are included in the Notes to the Non-consolidated Financial Statements and the Notes to the Consolidated Financial Statements as well as the Non-consolidated Financial Statements and the Consolidated Financial Statements included in the Attached Documents.

- ◎ If the need arises for the revision of the Reference Documents, the Business Report, the Non-consolidated Financial Statements, and Consolidated Financial Statements for the General Meeting of Shareholders, we will post the revised version on the Bank's website (<http://www.82bank.co.jp/company/>).
- ◎ To preserve resources, please bring this Notice to the meeting.
- ◎ Shareholders are cordially requested to appear in business casual style (Cool Biz) to the meeting.

# 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. Year-end dividends

The Bank's basic policy is to express our gratitude for the support from shareholders by providing stable dividends that correspond to business results.

Concerning year-end dividends, in view of net income, which was significantly higher than the 29th Long-Term Management Plan target of 20.0 billion yen, and the achievement of net income exceeding 20.0 billion yen for 3 consecutive years during the period of the Plan, the Bank proposes year-end dividends of 10.00 yen per share. Combined with the interim dividend of 5.00 yen per share, total full-year dividends will be 15.00 yen per share.

(1) Type of dividend property

Cash

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

10.00 yen per share of common stock, for a total of 5,013,494,950 yen

(3) Effective date of distribution

June 22, 2015

2. Appropriation of surplus

To strengthen the corporate structure in preparation for the future, the Bank proposes to reverse 16.0 billion yen of retained earnings brought forward and record it as general reserve.

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

General reserve 16,000,000,000 yen

(2) Item and amount of surplus to be decreased

Retained earnings brought forward 16,000,000,000 yen

**Proposal No. 2:** Election of Seven (7) Directors

With expiration of the terms of office of seven (7) Directors: Shoichi Yumoto, Fumiaki Magaribuchi, Tetsuo Komatsu, Kenichi Takehana, Hideyuki Ota, Teruyuki Koike, and Saburo Kusama, the following seven (7) Candidates are proposed to be Director.

Candidates for Director

No.	Name (Date of birth)	Career Summary (Positions, responsibilities, and significant concurrent positions at the Bank)	Number of shares of the Bank held
1	Shoichi Yumoto (Jul. 9, 1956)	<p>Apr. 1980 Joined the Bank</p> <p>Jun. 2000 General Manager, Nakano-nishi Branch, proceeded to General Manager, Shimosuwa Branch, General Manager, Nagoya Branch, General Manager, Financial Market Department</p> <p>Jun. 2008 Executive Officer and General Manager, Financial Market Department</p> <p>Jun. 2009 Managing Executive Officer and General Manager, Head Office Business Department</p> <p>Jun. 2011 Managing Director In charge of Risk Management Department, General Affairs Department, Loan Operations Center</p> <p>Jun. 2013 President In charge of Operations Administration Department, Computer Systems Department to the present</p>	43,012 shares
2	Fumiaki Magaribuchi (Oct. 30, 1954)	<p>Apr. 1978 Joined the Bank</p> <p>Feb. 2000 General Manager, Obuse Branch, proceeded to General Manager, Tokyo Liaison Office, General Manager, Minami-matsumoto Branch, General Manager, Risk Management Department</p> <p>Jun. 2007 Executive Officer and General Manager, Head Office Business Department</p> <p>Jun. 2008 Managing Executive Officer and General Manager, Head Office Business Department</p> <p>Jun. 2009 Managing Director In charge of Personnel Department, Financial Market Department, Tokyo Liaison Office</p> <p>Jun. 2011 Senior Managing Director In charge of Planning and Coordination Department, Loan Supervision Department</p> <p>Jun. 2013 Deputy President In charge of Risk Management Department, Personnel Department, General Secretariat to the present</p>	52,758 shares
3	Teruyuki Koike (Mar. 18, 1957)	<p>Apr. 1979 Joined the Bank</p> <p>Jun. 2001 General Manager, Ina-kita Branch, proceeded to General Manager, Okaya-higashi Branch, General Manager, Osaka Branch, General Manager, Loan Supervision Department</p> <p>Jun. 2008 Executive Officer and General Manager, Loan Supervision Department</p> <p>Jun. 2009 Executive Officer and General Manager, Loan Control Department</p> <p>Jun. 2011 Managing Executive Officer and General Manager, Tokyo Business Department</p> <p>Jun. 2013 Managing Director In charge of Loan Control Department, Loan Supervision Department to the present</p>	23,737 shares

No.	Name (Date of birth)	Career Summary (Positions, responsibilities, and significant concurrent positions at the Bank)	Number of shares of the Bank held
4	Takashi Nakamura (Dec. 10, 1958)	Apr. 1981 Joined the Bank Jun. 2005 Deputy General Manager, Iida Branch, proceeded to Deputy General Manager, Personnel Department, General Manager, Shiojiri Branch, General Manager, Shinonoi Branch Jun. 2013 Executive Officer and General Manager, Loan Control Department to the present	3,187 shares
5	Masaki Matsushita (Dec. 22, 1959)	Apr. 1982 Joined the Bank Feb. 2004 General Manager, Nagano-minami Branch, proceeded to General Manager, Sakaki Branch, General Manager, Planning and Coordination Department Jun. 2011 Executive Officer and General Manager, Suwa Branch, Jun. 2013 Managing Executive Officer and General Manager, Tokyo Business Department Jun. 2014 Managing Executive Officer and General Manager of Head Office Business Department to the present	12,906 shares
6	Yoshinori Matsuda (Sep. 11, 1958)	Apr. 1983 Joined the Bank Jun. 2002 General Manager, Osachi Branch, proceeded to assignment to Loan Control Department, General Manager of Tokyo Business Department II, General Manager, International and Treasury Department, General Manager, Komoro Branch Jun. 2012 Executive Officer and General Manager of Komoro Branch Jun. 2013 Executive Officer and General Manager, Suwa Branch to the present	4,130 shares
7	Saburo Kusama (Oct. 12, 1939)	Apr. 1963 Joined Suwa Seikosha Co., Ltd. (currently SEIKO EPSON CORPORATION) Jun. 1990 Director, SEIKO EPSON CORPORATION Jun. 1994 Managing Director, SEIKO EPSON CORPORATION Jun. 1996 Senior Managing Director, SEIKO EPSON CORPORATION Apr. 1997 Vice President, SEIKO EPSON CORPORATION Apr. 2001 President, SEIKO EPSON CORPORATION Apr. 2005 Chairman, SEIKO EPSON CORPORATION Jun. 2007 Director and Chairman, SEIKO EPSON CORPORATION Jun. 2008 Advisor, SEIKO EPSON CORPORATION (Retired in June 2014) Jun. 2013 Director, the Bank to the present	3,261 shares

- (Notes)
- There are no special interest relationships between the candidates and the Bank.
  - Mr. Saburo Kusama is a candidate for Outside Director. Additionally, the Bank has designated Mr. Saburo Kusama as an Independent Officer under regulations of the Tokyo Stock Exchange, and has made a submission to the aforementioned Exchange.
    - Reasons for selection as an Outside Director  
The Bank selects Mr. Saburo Kusama as a candidate for Outside Director because he has many years of experience and a wide range of advanced knowledge in management and we expect him to provide advice regarding the Bank's management from various viewpoints.
    - Term of office as Outside Director  
Mr. Saburo Kusama has served as Outside Director of the Bank since June 2013, and his term will have been two years as of the conclusion of this General Meeting of Shareholders.
    - Under Article 29 of the Bank's Articles of Incorporation, the Bank has made an agreement with Mr. Saburo Kusama to limit his liability for damages to the minimum liability amount to the extent that he acted in good faith and without gross negligence during the course of his duties. (See Article 423, Paragraph 1 and Article

425, Paragraph 1 of the Companies Act.) The Bank plans to continue said agreement when he is reappointed as a director.

- (4) There are no items other than the above, with regards to items required to be disclosed concerning the proposal to elect Directors under Article 74 of the Ordinance for Enforcement of the Companies Act.

**Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members**

With expiration of the terms of office of two (2) Audit & Supervisory Board Members: Asakazu Horii and Takeshi Kadota, the following two (2) Audit & Supervisory Board Members is proposed. This proposal has received approval from the Audit & Supervisory Board.

**Candidates for Audit & Supervisory Board Member**

No.	Name (Date of birth)	Career Summary (Positions, and significant concurrent positions at the Bank)	Number of shares of the Bank held
1	Takeshi Kadota (Apr. 18, 1947)	Jul. 1971 Joined Mitsubishi Corporation Jun. 1991 Representative Director and President, Mitsubishi Corporation Finance Plc. May 1997 General Manager, Corporate Investment Department, Mitsubishi Corporation Apr. 1999 President, Mitsubishi Corporation Capital Jan. 2002 Manager, Capital Markets Unit, Mitsubishi Corporation Apr. 2003 Senior Vice President and Division Chief Operating Officer, Financial Services Division, Mitsubishi Corporation Apr. 2007 Retired from Mitsubishi Corporation President, Kadota & Co., Inc. Jun. 2007 Audit & supervisory Board Member of the Bank to the present	29,035 shares
2	Yasuyoshi Wada (Jun. 17, 1951)	Apr. 1976 Joined Nagano Prefectural Government Apr. 2003 General Manager, Saku Regional Office Apr. 2005 General Manager, Nishikomago, Nagano Prefecture Social Welfare Corporation Nov. 2006 General Manager, Public Utilities Bureau, Nagano Prefectural Government Apr. 2008 General Manager, Social Department, Nagano Prefectural Government Apr. 2010 General Manager, Environmental Department, Nagano Prefectural Government Sep. 2010 Vice Governor, Nagano Prefectural Government Apr. 2015 Chairman, Nagano Prefecture Social Welfare Corporation to the present	0 shares

(Notes) 1. Takeshi Kadota, candidate for Outside Audit & Supervisory Board Member, has borrowed a residential loan from the Bank.

2. Other than 1. above, there are no special interest relationships between the candidates and the Bank.

3. Takeshi Kadota and Yasuyoshi Wada are candidates for Outside Audit & Supervisory Board Members. The Bank has designated Mr. Takeshi Kadota as an Independent Officer under regulations of the Tokyo Stock Exchange, and has made a submission to the aforementioned Exchange. Mr. Yasuyoshi Wada has met the requirements of an Independent Officer under regulations of the Tokyo Stock Exchange, and the Bank plans to make a submission to the aforementioned Exchange.

**(1) Reasons for selection as Outside Audit & Supervisory Board Members**

The Bank selects Mr. Takeshi Kadota as a candidate for Outside Audit & Supervisory Board Member because he has wide range of knowledge in international finance and corporate investing and we expect him to fulfill his duties as an Audit & Supervisory Board Member.

The Bank selects Mr. Yasuyoshi Wada as a candidate for Outside Audit & Supervisory Board Member because he has significant experience concerning regional governments. We expect him to provide advanced insights from his experience as a manager and Vice Governor of Nagano Prefecture and fulfill his duties as an Audit & Supervisory Board Member. We also expect him to provide advice from an impartial position to determine the appropriateness and so on of the business execution of the Bank.

(2) Mr. Yasuyoshi Wada has not been involved in corporate management previously, but the Bank is convinced he is fully capable of being an Audit & Supervisory Board Member for the above reasons.

**(3) Term of office for Outside Audit & Supervisory Board Members of the Bank**

Mr. Takeshi Kadota has served as an Outside Audit & Supervisory Board Member of the Bank since June 2007, and his term of office will have been eight years as of the conclusion of this General Meeting of Shareholders.

(4) Under Article 39 of the Bank's Articles of Incorporation, the Bank has made an agreement with Mr. Takeshi Kadota to limit his liability for damages to the minimum liability amount to the extent that he acted in good faith and without gross negligence during the course of his duties. (See Article 423, Paragraph 1 and Article

425, Paragraph 1 of the Companies Act.) The Bank plans to continue said agreement when he is reappointed. Furthermore, when Mr. Yasuyoshi Wada is elected as an Audit & Supervisory Board Member, the Bank plans to enter into a similar agreement with him.

- (5) There are no items other than the above, with regards to items required to be disclosed concerning the proposal to elect Audit & Supervisory Board Members as defined under Article 76 of the Ordinance for Enforcement of the Companies Act.