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(Securities Code: 8346)
June 2, 2015

To Shareholders with Voting Rights:

Seishi Kitamura
President
The Toho Bank, Ltd.
3-25, Ohmachi, Fukushima City,
Fukushima, Japan

NOTICE OF CONVOCATION OF THE 112TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 112th Annual General Meeting of Shareholders of The Toho 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 (described hereinafter) and exercise your voting rights.

- 1. Date and Time:** Wednesday, June 24, 2015 at 10:00 a.m. Japan time
- 2. Place:** 8F, Main Conference Room, Head Office of the Bank, 3-25, Ohmachi, Fukushima City, Fukushima, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Non-consolidated Financial Statements for the Bank’s 112th Fiscal Year (from April 1, 2014 to March 31, 2015)
 2. Consolidated Financial Statements for the Bank’s 112th Fiscal Year (from April 1, 2014 to March 31, 2015) 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 Thirteen (13) Directors
 - Proposal No. 3:** Election of Three (3) Audit & Supervisory Board Members
 - Proposal No. 4:** Lump Sum Payment to Full-time Directors due to Abolition of the Officer Retirement Allowance Program and Payment of Retirement Allowance to Resigning Directors
 - Proposal No. 5:** Revision to Amount of Fixed-amount Remuneration for Directors

4. Exercise of Voting Rights:

The following three methods are available to exercise voting rights.

(1) Attending the General Meeting of Shareholders

Please submit the enclosed Voting Rights Exercise Form to the receptionist at the venue.

Date and time of General Meeting of Shareholders: Wednesday, June 24, 2015 at 10:00 a.m. Japan time

(2) 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 exercise deadline.

Exercise deadline: Tuesday, June 23, 2015, at 5:15 p.m. Japan time

(3) Exercise of Voting Rights via Electromagnetic Means (the Internet)

Please access the Bank's designated voting website (<http://www.evvote.jp>) and indicate your vote for or against the proposals by the exercise deadline.

Exercise deadline: Tuesday, June 23, 2015, at 5:15 p.m. Japan time

Please see the following page for details.

- If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid.
- If you submit your vote multiple times via the Internet, only the most recent vote will be valid.
- If you submit in duplicate via computer and smartphone, only the most recent vote will be valid.

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- ◎ When attending the meeting, please bring these documents with you as reference materials.
 - ◎ Of the documents required to be attached to this notice of convocation, the following are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, posted on the Bank's website and are therefore not included with this document.
 1. The Consolidated Statements of Changes in Net Assets
 2. The Notes to the Non-consolidated Financial Statements
 3. The Statements of Changes in Net Assets
 4. The Notes to the Consolidated Financial Statements(<http://www.tohobank.co.jp/ir/stocks/sokai.html>)
 - ◎ Any updates to the Reference Documents and the Attached Documents for the General Meeting of Shareholders will be posted on the Bank's website.
(<http://www.tohobank.co.jp/ir/stocks/sokai.html>)
 - ◎ 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.

Proposal No. 1: Appropriation of Surplus

The Bank proposes the appropriation of surplus as follows.

1. Matters concerning year-end dividends

The dividend policy for the Bank is to aim for further soundness of management by enhancing the amount of its internal reserves while continuing to provide stable dividends. To that end, the Bank works to provide returns of profits to shareholders in a flexible manner according to its business results. Under this policy, with regard to the year-end dividends for the 112th fiscal year, comprehensively taking into account the business results of the Bank for the fiscal year under review, and to respond to the support of shareholders, the Bank proposes 4.25 yen per share of common stock. As a result, combined with the interim dividend of 3.75 yen per share that has been paid out, full-year dividends will amount to 8 yen per share, an increase of 0.50 yen.

- (1) Matters concerning the allotment of dividend property to shareholders and the total amount
4.25 yen per share of common stock, for a total of 1,071,302,948 yen
- (2) Effective date of distribution of surplus
June 25, 2015

2. Other matters concerning the appropriation of surplus

Concerning other appropriation of surplus, in consideration of the future management environment and to strengthen the Bank's financial standing, the Bank proposes the following.

- (1) Item and the amount of surplus to be increased
General reserve 7,000,000,000 yen
- (2) Item and amount of surplus to be decreased
Retained earnings brought forward 7,000,000,000 yen

Proposal No. 2: Election of Thirteen (13) Directors

The terms of office of all fourteen (14) Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of thirteen (13) Directors, including two (2) Outside Directors, is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	Seishi Kitamura (Apr. 14, 1947)	<p>Apr. 1970 Joined the Bank</p> <p>Mar. 1990 Acting General Manager, Planning Department and Section Manager, Planning Section</p> <p>Mar. 1992 Branch Manager, Hokida Branch</p> <p>Mar. 1994 Branch Manager, Sukagawa Branch</p> <p>Jun. 1996 General Manager, Treasury Department</p> <p>Jun. 1998 General Manager, General Planning Department</p> <p>Jun. 1999 Director and General Manager, General Planning Department</p> <p>Jun. 2001 Managing Director and General Manager, Headquarter Business Promotion Department</p> <p>Jun. 2002 Managing Director</p> <p>Jun. 2004 Vice President</p> <p>Jun. 2007 President</p> <p>Apr. 2011 President and General Manager, Business Promotion Headquarters</p> <p>Jul. 2011 President (current position)</p> <p>[Responsibilities] Audit Department (Main)</p>	83,000 shares
2	Masayuki Sakaji (Mar. 15, 1959)	<p>Apr. 1981 Joined the Bank</p> <p>Mar. 2000 Section Manager, Planning Section, General Planning Department</p> <p>Mar. 2001 Deputy General Manager, General Planning Department, and Section Manager, Planning Section</p> <p>Mar. 2002 Branch Manager, Tomita Branch</p> <p>Mar. 2004 Branch Manager, Hokida Branch and Branch Manager, Omori Branch</p> <p>Mar. 2006 Branch Manager, Shinjuku Branch</p> <p>Jun. 2007 Deputy General Manager, Financial Markets Department</p> <p>Oct. 2007 General Manager, Financial Markets Department</p> <p>May 2010 General Manager, General Planning Department</p> <p>Apr. 2011 General Manager, General Planning Department, General Manager, Management Strategy Adjustment Office</p> <p>Jun. 2011 Director and General Manager, General Planning Department, and General Manager, Management Strategy Adjustment Office</p> <p>Jun. 2012 Managing Director</p> <p>Sep. 2012 Managing Director and General Manager, Personnel Department</p> <p>Jun. 2013 Managing Director (current position)</p> <p>[Responsibilities] Compliance (Sub) Management Strategy Adjustment, General Planning Department, General Management Department, Audit Department (Sub)</p>	41,000 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
3	Seiji Takeuchi (Jun. 21, 1958)	<p>Apr. 1981 Joined the Bank</p> <p>Mar. 2000 Deputy Manager, Credit Department</p> <p>Mar. 2002 Branch Manager, Koriyama-omachi Branch</p> <p>Jun. 2004 Branch Manager, Yabuki Branch</p> <p>Jun. 2006 Branch Manager, Kitakata Branch</p> <p>Mar. 2008 General Manager, Corporate Banking Department, Business Promotion Headquarters</p> <p>May 2010 Deputy General Manager, Business Promotion Headquarters, and General Manager, Corporate Banking Department</p> <p>Jun. 2010 Director and Deputy General Manager, Business Promotion Headquarters, and General Manager, Corporate Banking Department</p> <p>Apr. 2011 Director and Deputy General Manager, Business Promotion Headquarters</p> <p>May 2011 Director and Deputy General Manager, Business Promotion Headquarters, and General Manager, Business Administration Department</p> <p>Jun. 2011 Director and Deputy General Manager, Business Promotion Headquarters</p> <p>Jun. 2012 Managing Director and General Manager, Business Promotion Headquarters; General Manager, Business Administration Department; and General Manager, Credit Card Business Department</p> <p>Mar. 2013 Managing Director and Branch Manager, Koriyama Branch</p> <p>Apr. 2013 Managing Director and General Manager, Koriyama Banking Department (current position)</p>	27,000 shares
4	Kenichi Kogure (Jun. 20, 1956)	<p>Apr. 1980 Joined the Bank</p> <p>Mar. 2001 Deputy Manager, Taira Branch</p> <p>Jan. 2002 Branch Manager, Loan Plaza Aizu Branch</p> <p>Apr. 2002 Branch Manager, Loan Plaza Aizu Branch, and Senior Deputy Branch Manager, Aizu Branch</p> <p>Mar. 2004 Branch Manager, Koriyama-higashi Branch</p> <p>Mar. 2006 Branch Manager, Nihonmatsu Branch</p> <p>Mar. 2008 Branch Manager, Kitakata Branch</p> <p>Jun. 2010 Director and General Manager, Aizu Branch</p> <p>Jul. 2011 Director and General Manager Taira Branch</p> <p>Jun. 2013 Managing Director and Branch Manager, Taira Branch</p> <p>Apr. 2014 Managing Director and General Manager, Iwaki Banking Department</p> <p>Sep. 2014 Managing Director (current position)</p> <p>Assigned to Iwaki Houbu Office</p>	32,000 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
5	Satoshi Aji (Jan. 13, 1958)	<p>Apr. 1980 Joined the Bank</p> <p>Mar. 2000 Deputy Manager, System Department</p> <p>Sep. 2000 Deputy Manager assigned to Personnel Department</p> <p>Sep. 2004 Chief Researcher, Inspection Department</p> <p>Oct. 2007 Senior Deputy Manager, Audit Department</p> <p>Mar. 2008 Deputy General Manager, Audit Department, and Section Manager, Audit Planning Section</p> <p>Mar. 2009 General Manager, Business Operations Administration Department, Business Operations Headquarters</p> <p>Jun. 2009 Deputy General Manager, Business Operations Headquarters, and General Manager, Business Operations Administration Department</p> <p>Mar. 2010 Deputy General Manager, Business Operations Headquarters, General Manager, Operations Administration Department</p> <p>Jun. 2011 Director and Deputy General Manager, Business Operations Headquarters, and General Manager, Operations Administration Department</p> <p>Jun. 2012 Director and Deputy General Manager, Business Operations Headquarters; General Manager, Operations Administration Department; and General Manager, System Department</p> <p>Sep. 2012 Director and Deputy General Manager, Business Operations Headquarters, and General Manager, System Department</p> <p>Jun. 2013 Managing Director and Deputy General Manager, Business Operations Headquarters; General Manager, System Department; General Manager, Operations Support Department; and General Manager, Financial Markets Department</p> <p>Sep. 2013 Managing Director and Deputy General Manager, Business Operations Headquarters; General Manager, System Department; and General Manager, Financial Markets Department</p> <p>Mar. 2014 Managing Director and Deputy General Manager, Business Operations Headquarters</p> <p>Sep. 2014 Managing Director and General Manager, Business Operations Headquarters (current position)</p> <p>[Responsibilities] General Affairs Department, Financial Markets Department, Business Operations Headquarters</p>	16,000 shares
6	Minoru Sato (Nov. 27, 1960)	<p>Apr. 1983 Joined the Bank</p> <p>Mar. 2002 Deputy Manager, General Planning Department</p> <p>Oct. 2003 Section Manager, Planning Section, General Planning Department</p> <p>Mar. 2006 Branch Manager, Hokida Branch, and Branch Manager, Omori Branch</p> <p>Oct. 2007 Branch Manager, Hokida Branch</p> <p>Jun. 2008 Branch Manager, Sukagawa Branch</p> <p>Jun. 2010 General Manager, Financial Markets Department</p> <p>Jun. 2012 Director and General Manager, General Planning Department, and General Manager, Management Strategy Adjustment Office</p> <p>May 2014 Director and General Manager, Headquarter Business Promotion Department</p> <p>Jun. 2014 Managing Director and General Manager, Headquarter Business Promotion Department (current position)</p>	16,000 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
7	Katsuo Kato (Nov. 4, 1959)	<p>Apr. 1983 Joined the Bank</p> <p>Mar. 2003 Branch Manager, Fukushima Chuo-ichiba Branch</p> <p>Jun. 2005 Branch Manager, Hitachi Branch</p> <p>Mar. 2007 Deputy General Manager, Loan Department</p> <p>Sep. 2008 Branch Manager, Onahama Branch</p> <p>Jun. 2010 General Manager, Loan Department</p> <p>May 2013 Branch Manager, Tokyo Branch</p> <p>Jun. 2013 Director and Branch Manager, Tokyo Branch</p> <p>May 2015 Director and Deputy General Manager, Business Promotion Headquarters (current position)</p>	38,000 shares
8	Michio Sakai (May 5, 1959)	<p>Apr. 1983 Joined the Bank</p> <p>Mar. 2002 Deputy General Manager, General Planning Department, and Section Manager, ALM Section</p> <p>Oct. 2006 Deputy General Manager, General Planning Department</p> <p>Mar. 2008 General Manager in charge of General Planning Department</p> <p>Apr. 2011 General Manager in charge of General Planning Department, and General Manager, Compliance Administration Office</p> <p>Nov. 2011 General Manager in charge of General Planning Department</p> <p>Jun. 2012 General Manager in charge of General Planning Department; Section Manager, Risk Administration Section; and General Manager in charge of Personnel Department</p> <p>Sep. 2012 General Manager, General Management Department</p> <p>Jun. 2013 Director and General Manager, General Management Department (current position)</p>	20,000 shares
9	Kazuaki Ishii (Apr. 3, 1957)	<p>Apr. 1981 Joined the Bank</p> <p>Mar. 2001 Branch Manager, Iwaki-Ohara Branch</p> <p>Sep. 2002 Deputy Manager, Credit Department</p> <p>Mar. 2003 Deputy General Manager, Loan Department, and Section Manager, Credit Section I</p> <p>Jun. 2004 Branch Manager, Hobara Branch</p> <p>Jun. 2006 Branch Manager, Sukagawa Branch</p> <p>Jun. 2008 General Manager, Consumer Finance Department</p> <p>Mar. 2009 General Manager, Business Administration Department</p> <p>Jun. 2010 General Manager, General Affairs Department</p> <p>Jun. 2013 General Manager, Loan Department</p> <p>May 2014 Branch Manager, Aizu Branch</p> <p>Jun. 2014 Director and Branch Manager, Aizu Branch</p> <p>May 2015 Director and Branch Manager, Tokyo Branch (current position)</p>	12,000 shares

10	Hideho Suto (Jun. 5, 1961)	<p>Apr. 1984 Joined the Bank</p> <p>Mar. 2003 Deputy Manager, Headquarter Banking Promotion Department</p> <p>Jun. 2003 Deputy General Manager, Headquarter Banking Promotion Department, and Section Manager, Credit Section I</p> <p>Oct. 2006 Deputy General Manager, Personnel Department</p> <p>Mar. 2008 Branch Manager, Koriyama-minami Branch</p> <p>Jun. 2010 Deputy General Manager, Corporate Banking Department, Business Promotion Headquarters, and Section Manager, Public Relations Section</p> <p>Apr. 2011 General Manager, Corporate Banking Department, Business Promotion Headquarters</p> <p>Sep. 2012 Deputy General Manager, Business Promotion Headquarters, and General Manager, Corporate Banking Department</p> <p>Jun. 2013 Deputy General Manager, Business Promotion Headquarters</p> <p>Mar. 2014 Deputy General Manager, Business Promotion Headquarters, and General Manager in charge of General Planning Department</p> <p>May 2014 General Manager, General Planning Department, and General Manager, Management Strategy Adjustment Office</p> <p>Jun. 2014 Director and General Manager, General Planning Department, and General Manager, Management Strategy Adjustment Office (current position)</p>	8,000 shares
11 (New)	Takayuki Ishii (Sep. 30, 1960)	<p>Apr. 1983 Joined the Bank</p> <p>Mar. 2002 Senior Deputy Branch Manager, Taira Branch, and Section Manager, Credit Section</p> <p>Oct. 2003 Section Manager, Credit Section, Taira Branch</p> <p>Mar. 2005 Branch Manager, Fukushima-oroshimachi Branch</p> <p>Mar. 2007 Branch Manager, Inawashiro Branch</p> <p>Jun. 2009 Branch Manager, Aizu-ichinomachi Branch</p> <p>Jun. 2011 General Manager, Business Administration Department</p> <p>Mar. 2012 General Manager, Business Administration Department, and General Manager, Credit Card Business Department</p> <p>Jun. 2012 Branch Manager, Shirakawa Branch</p> <p>Sep. 2014 General Manager, Iwaki Banking Department (current position)</p>	14,000 shares
12	Shintaro Taguchi (Oct. 30, 1949)	<p>Apr. 1974 Joined Aomori Broadcasting Station, Japan Broadcasting Corporation</p> <p>Jun. 1998 Deputy Manager, Broadcasting Section, Matsuyama Broadcasting Station</p> <p>May 2000 Manager, Research Center, News Department</p> <p>Jun. 2001 General Manager, Economic Section, Research Center, News Department</p> <p>Jun. 2003 General Manager, Fukushima Broadcasting Station</p> <p>Jul. 2006 Transferred to NHK SERVICE CENTER, INC.</p> <p>Jul. 2011 Director</p> <p>Jun. 2012 Resigned from the position as Director, NHK SERVICE CENTER, INC.</p> <p>Jun. 2012 Director, the Bank (current position)</p>	0 shares

13 (New)	Asao Aono (Jun. 13, 1970)	Apr. 1995	Joined American Family Life Assurance Company of Columbus	0 shares
		Mar. 1996	Retired from American Family Life Assurance Company of Columbus	
		Oct. 2002	Registered with Tokyo Bar Association Joined Yamaura Law Office	
		Apr. 2005	Retired from Yamaura Law Office	
		Oct. 2005	Joined NAKASHIMA Naru Comprehensive Law Office	
		Apr. 2008	Retired from NAKASHIMA Naru Comprehensive Law Office	
		May 2008	Joined Okuno & Partners	
		Jul. 2009	Assigned to Frontier Management Inc.	
		Jun. 2010	Returned to Okuno & Partners	
		Oct. 2012	Assigned to Frontier Management Inc.	
		Mar. 2014	Returned to Okuno & Partners (current position)	

- (Notes)
1. There is no special interest between the candidates and the Bank.
 2. Mr. Shintaro Taguchi and Mr. Asao Aono are candidates for Outside Director.
 3. Director Shintaro Taguchi has been notified to the Tokyo Stock Exchange as an Independent Director pursuant to the regulations of the aforementioned Exchange, and if he is elected, he will continue to serve as an Independent Director. Furthermore, if Mr. Asao Aono is elected as proposed, he will newly become an Independent Director.
 4. Reason for selection as candidates for Outside Director
 - (1) Mr. Shintaro Taguchi has a wide range of knowledge and a wealth of experience, and is expected to provide advice based on his high level of insight on management in general at the Bank, and to serve as a supervisory role for the Board of Directors from his objective and neutral standpoint. Thus, the Bank proposes his election. Additionally, his term of office as Outside Director of the Bank will be three years as of the close of this General Meeting of Shareholders.
 - (2) Mr. Asao Aono has specialist knowledge and experience as an attorney, and is expected to leverage them to strengthen the management of the Bank including the enhancement of soundness of management. Although he has not been involved in corporate management, due to the above reasons, the Bank believes that he can appropriately fulfill his duties.
 5. Liability limitation agreements with Outside Directors

As stipulated in Article 32 of the Articles of Incorporation of the Bank, to enable Outside Directors to fully execute their expected roles, the Bank allows for the conclusion of liability limitation agreements with Outside Directors that limit their liability to the amounts defined in laws and regulations. If Mr. Shintaro Taguchi's reelection as Outside Director is approved at this General Meeting of Shareholders, the Bank plans to continue with this agreement. Furthermore, if the election of Mr. Asao Aono is approved, the Bank plans to conclude the same agreement with him.

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

The terms of office of Audit & Supervisory Board Members Hiroshi Fukuda and Hisako Murase will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, Audit & Supervisory Board Member Kunio Ebata will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three (3) Audit & Supervisory Board Members is proposed.

This proposal has been approved by the Audit & Supervisory Board.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
1 (New)	Shinsuke Tanno (Mar. 14, 1954)	<p>Apr. 1977 Joined the Bank</p> <p>Mar. 1997 Senior Deputy Branch Manager, Koriyama Branch, and Section Manager, Loan Section</p> <p>Jun. 1997 Branch Manager, Takizawa Branch</p> <p>Mar. 1999 Deputy Manager, Credit Department</p> <p>Mar. 2000 Deputy Manager, Credit Department, and Section Manager, Credit Section I,</p> <p>Jun. 2002 Branch Manager, Yabuki Branch</p> <p>Jun. 2004 Assistant to Manager, Personnel Department</p> <p>Jun. 2006 General Manager, General Affairs Department</p> <p>Jun. 2007 Branch Manager, Taira Branch</p> <p>Jun. 2008 Director and Branch Manager, Taira Branch</p> <p>Jun. 2011 Managing Director and Branch Manager, Taira Branch</p> <p>Jul. 2011 Managing Director and Branch Manager, Koriyama Branch</p> <p>Mar. 2013 Managing Director and General Manager, Business Promotion Headquarters; General Manager, Business Administration Department; and General Manager, Credit Card Business Department</p> <p>Jun. 2013 Senior Managing Director (current position)</p>	62,232 shares
2 (New)	Keiichi Akagi (Dec. 18, 1950)	<p>Apr. 1974 Joined Fukushima Prefectural Government</p> <p>Apr. 2000 Manager, Policy Planning Section, Secretary Department</p> <p>Apr. 2002 Manager, Financial Administration Department</p> <p>Apr. 2003 In charge of Policy, General Affairs Division</p> <p>Apr. 2005 General Manager, Secretary Office, The University of Aizu (currently National University Corporation of The University of Aizu)</p> <p>Mar. 2006 Director, General Affairs Division, Fukushima Prefectural Government (General Manager, Secretary Office, National University Corporation of The University of Aizu)</p> <p>Apr. 2007 General Manager, Health and Welfare Division, and Director in charge of Children Measures and Policies</p> <p>Apr. 2009 General Manager, General Affairs Division</p> <p>Mar. 2010 Retired from Fukushima Prefectural Government</p> <p>May 2010 Senior Managing Director, Fukushima Prefecture Credit Guarantee Corporation of Fukushima</p> <p>May 2014 Retired from Senior Managing Director, Fukushima Prefecture Credit Guarantee Corporation of Fukushima (current position)</p>	0 shares

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
3 (New)	Toru Hara (Oct. 6, 1952)	<p>Apr. 1977 Joined Bank of Japan</p> <p>Apr. 1998 General Manager, Planning Section, Information System Services Department</p> <p>Apr. 1999 General Manager, Kumamoto Branch</p> <p>Feb. 2001 Assistant to General Manager, Information System Services Department</p> <p>Aug. 2003 Assistant to General Manager, Personnel Affairs Department (in charge of Corporate Affairs)</p> <p>May 2004 General Manager, Information System Services Department</p> <p>Apr. 2007 General Manager, Internal Auditors' Office</p> <p>Jun. 2009 Retired from Bank of Japan</p> <p>Jun. 2009 Outside Full-time Audit & Supervisory Board Member, Bank of Yokohama</p> <p>Jun. 2013 Retired from Outside Full-time Audit & Supervisory Board Member, Bank of Yokohama</p> <p>Jul. 2013 Advisor, Security Transport Business Division, NIPPON EXPRESS CO., LTD.</p> <p>Mar. 2014 Outside Corporate Auditor, Asahi Glass Co., Ltd.</p> <p>Apr. 2015 Retired from Advisor, Security Transport Business Division, NIPPON EXPRESS CO., LTD. (current position)</p>	0 shares

- (Notes)
- There is no special interest between the candidates and the Bank.
 - Mr. Keiichi Akagi and Mr. Toru Hara are candidates for Outside Audit & Supervisory Board Members and if their election is approved as proposed, they will be deemed as Independent Auditors as stipulated by the Tokyo Stock Exchange.
 - Reason for selection as candidates for Outside Audit & Supervisory Board Member
 - Mr. Keiichi Akagi has many years of experience of being engaged in the operation of regional governments, and to allow for him to conduct audits from an objective and neutral standpoint, the Bank has selected him as a candidate for Outside Audit & Supervisory Board Member.
Additionally, although he does not have direct experience in corporate management, due to the above reasons, the Bank believes that he can appropriately fulfill his duties.
 - Mr. Toru Hara has been selected as a candidate for Outside Audit & Supervisory Board Member as the Bank wishes to have him conduct audits stemming from his extensive specialized experience in financial business operations.
 - Liability limitation agreements with Outside Audit & Supervisory Board Members
As stipulated in Article 42 of the Articles of Incorporation of the Bank, to enable Outside Audit & Supervisory Board Members to fully execute their expected roles, the Bank allows for the conclusion of liability limitation agreements with Outside Audit & Supervisory Board Members that limit their liability to the amounts defined in laws and regulations. If the election of Outside Audit & Supervisory Board Members Keiichi Akagi and Toru Hara is approved at this General Meeting of Shareholders, the Bank plans to continue with their agreements.

Proposal No. 4: Lump Sum Payment to Full-time Directors due to Abolition of the Officer Retirement Allowance Program and Payment of Retirement Allowance to Resigning Directors

As a result of the reform of the remuneration structure for officers, the Board of Directors resolved on May 15, 2015 to approve the abolition of the current retirement allowance program which applies to full-time Directors with effect from the conclusion of this Annual General Meeting of Shareholders.

Due to the abolition of the Officer Retirement Allowance Program, the Bank plans to provide for the payment of a lump sum amount equivalent to the retirement allowance that would have otherwise been paid in accordance with the Bank's regulations to ten (10) full-time Directors to cover their periods of directorship up to the closing of this Annual General Meeting of Shareholders, and reward their contributions and service to the Bank for these periods. These Directors will be re-elected to their Director positions if Proposal No. 2 is approved in its original form at this Annual General Meeting of Shareholders.

The payment schedule shall be on their respective retirements as Directors of the Bank, and the specific payment amount and payment method shall be entrusted to the Board of Directors.

The service histories of the directors eligible for the above lump sum payments of retirement allowance are as shown below.

Name	Past E	
Seishi Kitamura	Jun. 1999	Director of the Bank
	Jun. 2001	Managing Director
	Jun. 2004	Vice President
	Jun. 2007	President (current position)
Masayuki Sakaji	Jun. 2011	Director of the Bank
	Jun. 2012	Managing Director (current position)
Seiji Takeuchi	Jun. 2010	Director of the Bank
	Jun. 2012	Managing Director (current position)
Kenichi Kogure	Jun. 2010	Director of the Bank
	Jun. 2013	Managing Director (current position)
Satoshi Aji	Jun. 2011	Director of the Bank
	Jun. 2013	Managing Director (current position)
Minoru Sato	Jun. 2012	Director of the Bank
	Jun. 2014	Managing Director (current position)
Katsuo Kato	Jun. 2013	Director of the Bank (current position)
Michio Sakai	Jun. 2013	Director of the Bank (current position)
Kazuaki Ishii	Jun. 2014	Director of the Bank (current position)
Hideho Suto	Jun. 2014	Director of the Bank (current position)

In line with the above, the Bank proposes payment of retirement allowances, within certain standards set by the Bank, to Directors Takahiro Kato, Shinsuke Tanno, and Atsushi Tsuchida whose terms of office will expire at the close of this Annual General Meeting of Shareholders for their time of service to the Bank.

However, the specific payment amount, payment timing, and payment method, etc., shall be entrusted to the Board of Directors.

The past service of the retiring Directors is as follows.

Name	Past Experience	
Takahiro Kato	Jun. 2008	Director of the Bank
	Jun. 2009	Managing Director
	Jun. 2013	Senior Managing Director (current position)
Shinsuke Tanno	Jun. 2008	Director of the Bank
	Jun. 2011	Managing Director
	Jun. 2013	Senior Managing Director (current position)
Atsushi Tsuchida	Jun. 2012	Director of the Bank (current position)

Additionally, to Full-time Audit & Supervisory Board Members, Outside Directors, and Outside Audit & Supervisory Board members, the Bank presently does not issue payment of retirement allowances.

Proposal No. 5: Revision to Amount of Fixed-amount Remuneration for Directors

The Bank's remuneration structure for Directors comprises of fixed-amount remuneration, performance-linked remuneration, and retirement allowance for officers.

Fixed-amount remuneration for Directors of the Bank was approved by the 108th Annual General Meeting of Shareholders held on June 27, 2011, to be within 250 million yen per year, and it has been in place until this point. In addition, the retirement allowance program for full-time Directors will be abolished as of the conclusion of this General Meeting of Shareholders.

Therefore, we propose that Directors' fixed-amount remuneration be within 350 million yen per year (including 25 million yen for Outside Directors), and that the decision regarding the payment amount to each Director be entrusted to the Board of Directors.

As in the past, the fixed-amount remuneration amounts shall not include the portion of payment for employees of the Directors who concurrently serve as regular employees.

There are currently fourteen (14) incumbent Directors (including one (1) Outside Director), and the number of Directors will be Thirteen (13) (including two (2) Outside Directors) if Proposal No. 2 is approved at this General Meeting of Shareholders.