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(Securities Code: 8338)  
June 6, 2018

**To Shareholders with Voting Rights:**

Masami Fujikawa  
President  
Tsukuba Bank, Ltd.  
2-11-7 Chuo, Tsuchiura City,  
Ibaraki Prefecture, Japan

## **NOTICE OF CONVOCAION OF THE 94TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 94th Annual General Meeting of Shareholders of The Tsukuba 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 the Internet. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights no later than 5:00 p.m. on Tuesday, June 26, 2018 by following the instructions described below.

- 1. Date and Time:** Wednesday, June 27, 2018 at 10 a.m. Japan time
- 2. Place:** 10F, Main Conference Room, Headquarter Building of the Bank, 1-7 Takezono, Tsukuba City, Ibaraki Prefecture, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Non-consolidated Financial Statements for the Bank’s 94th Fiscal Year (from April 1, 2017 to March 31, 2018)
  2. Consolidated Financial Statements for the Bank’s 94th Fiscal Year (from April 1, 2017 to March 31, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board  
**Proposal to be resolved:**  
**Proposal:** Election of Ten (10) Directors

#### 4. Exercise of Voting Rights:

(1) Exercise of Voting Rights in Writing

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Tuesday, June 26, 2018 Japan time.

(2) 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" indicated on the Voting Rights Exercise Form, follow the instructions on the voting website, and indicate your vote for or against the proposal by 5:00 p.m. on Tuesday, June 26, 2018.

Please confirm the "Instructions for Exercise of Voting Rights via the Internet" on page 4 of the Notice of Convocation of the 94th Annual General Meeting of Shareholders (Japanese only), when voting via the Internet.

(3) Handling of Duplicate Voting

If you vote both in writing on the Voting Rights Exercise Form and via the Internet, only your vote placed via the Internet will be valid, no matter when the votes are received.

In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.

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◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank's headquarter building on the day of the meeting for confirmation.

◎ The following matters 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 (<http://www.tsukubabank.co.jp/>) and are therefore not included with this Notice of Convocation of the Annual General Meeting of Shareholders. Therefore, the Attached Documents are part of the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members and the Accounting Auditors in preparing the Audit Report.

(1) Notes to the Non-consolidated Financial Statements

(2) Notes to the Consolidated Financial Statements

◎ Any amendments to the Reference Documents, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Bank's website (<http://www.tsukubabank.co.jp/>)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal:** Election of Ten (10) Directors

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

The candidates are as follows.

Furthermore, the selection of candidates for Director has been determined upon hearing the opinions of the Management Advisory Committee.

No.	Name		Current positions at the Bank
1	Reappointment	Makoto Ueki	Chairman
2	Reappointment	Masami Fujikawa	President
3	Reappointment	Masahiko Ikuta	Managing Director
4	Reappointment	Satoru Ochi	Managing Director
5	Reappointment	Satoru Shinohara	Managing Director
6	Reappointment	Ichiro Kimura	Managing Director
7	Reappointment	Tatsuro Seo	Director
8	New candidate	Takahisa Toyota	Managing Executive Officer, General Manager, Marketing Promotion Division
9	Reappointment	Yoshio Tsutsumi	Candidate for Outside Director Outside Director
10	Reappointment	Norie Yokoi	Candidate for Outside Director Outside Director

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
1	Makoto Ueki (Mar. 1, 1954)  Reappointment	<p>Apr. 1977 Joined the Ibaraki Mutual Bank, Limited</p> <p>Jun. 1998 General Manager, Tomobe Branch, the Ibaraki Bank, Limited</p> <p>Apr. 2001 General Manager, Tokyo Branch, the Ibaraki Bank, Limited</p> <p>Jan. 2003 General Manager, Ayase Branch and in charge of Tokyo Office Operation, General Planning Division, the Ibaraki Bank, Limited</p> <p>Jun. 2005 Director, General Manager, Examination Division, the Ibaraki Bank, Limited</p> <p>Apr. 2008 Director, General Manager, Business Control Division, the Ibaraki Bank, Limited</p> <p>Jun. 2008 Managing Director, General Manager, Risk Control Division, the Ibaraki Bank, Limited</p> <p>Oct. 2008 Managing Director, General Manager, Examination Division, the Ibaraki Bank, Limited</p> <p>Mar. 2010 Senior Managing Director, Executive General Manager, Loan Business Headquarters, the Bank</p> <p>Apr. 2011 Senior Managing Director, Executive General Manager, Business Headquarters, the Bank</p> <p>Apr. 2012 Senior Managing Director, the Bank</p> <p>Jun. 2012 Vice-President, the Bank</p> <p>Apr. 2016 Chairman, the Bank (current position)</p>	88,880 shares
	<p>[Reasons for selection as candidate for Director]</p> <p>In addition to the business division, Mr. Makoto Ueki has been involved in the loan business division, risk management division, and audit division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. He has served as Director (including the previous Ibaraki Bank) since June 2005, and as Vice-President since June 2012, appropriately fulfilling these duties and responsibilities. By utilizing these experiences and knowledge as Director, he was appointed Chairman in April 2016 and has been judged as a person that can continue to contribute to the management of the Bank, and was thus selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
2	Masami Fujikawa (Oct. 13, 1952)  Reappointment	<p>Apr. 1976 Joined the Kanto Bank, Limited</p> <p>Feb. 2002 General Manager, Hitachinaka Branch, the Kanto Bank, Limited</p> <p>Apr. 2003 General Manager, Hitachinaka Branch, the Kanto Tsukuba Bank, Limited</p> <p>Sep. 2003 General Manager, Kenkyu-gakuen-toshi Branch, General Manager, Tsukuba-asse Subbranch Office, Kenkyu-gakuen-toshi Branch, the Kanto Tsukuba Bank, Limited</p> <p>Jul. 2004 General Manager, General Planning Division, the Kanto Tsukuba Bank, Limited</p> <p>Jun. 2006 Director, General Manager, General Planning Division, the Kanto Tsukuba Bank, Limited</p> <p>Jun. 2007 Managing Director, General Manager, General Planning Division, the Kanto Tsukuba Bank, Limited</p> <p>Jul. 2007 Managing Director, the Kanto Tsukuba Bank, Limited</p> <p>Apr. 2008 Senior Managing Director, the Kanto Tsukuba Bank, Limited</p> <p>Mar. 2010 Senior Managing Director, the Bank</p> <p>Apr. 2011 Vice-President, the Bank</p> <p>Jun. 2012 President, the Bank (current position)</p>	112,800 shares
	<p>[Reasons for selection as candidate for Director]</p> <p>Mr. Masami Fujikawa has served in important posts such as Director of Regional Banks Association of Japan and Auditor of the Japanese Bankers Association, etc., and has a wealth of experience and ample knowledge. He has served as President and Representative Director of the Bank since June 2012, appropriately fulfilling these duties and responsibilities. By utilizing these experiences and knowledge as Director, he has been judged as a person that can continue to contribute to the management of the Bank, and was thus selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
3	Masahiko Ikuta (Oct. 12, 1960)  Reappointment	Apr. 1984 Joined the Kanto Bank, Limited	31,800 shares
		Apr. 2006 General Manager, Ishioka Branch, the Kanto Tsukuba Bank, Limited	
		Jul. 2007 Deputy General Manager, General Planning Division, the Kanto Tsukuba Bank, Limited	
		Mar. 2010 Deputy General Manager, General Planning Division, Office Manager, Computer Systems Joint Development Office, the Bank	
		Aug. 2010 General Manger, Kamisu Branch, Senior Chief Assistant, Business Headquarters, the Bank	
		Jul. 2012 Executive Officer, General Manager, General Planning Division, the Bank	
		Apr. 2014 Senior Executive Officer, General Manager, General Planning Division, the Bank	
		Apr. 2015 Senior Executive Officer, Executive General Manager, Business Headquarters, the Bank	
		Jun. 2015 Director, Executive General Manager, Business Headquarters, the Bank	
		Apr. 2016 Managing Director, the Bank	
		Jun. 2017 Managing Director in charge of General Planning Division, Administrative Supervisory Division, Operations Concentration Division and Secretarial Office, the Bank (current position)	
		[Reasons for selection as candidate for Director] In addition to the business division, Mr. Masahiko Ikuta has been involved in the corporate planning division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. By utilizing these experiences and knowledge as Director, he has been judged as a person that can contribute to the management of the Bank, and was thus selected as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
4	Satoru Ochi (Nov. 15, 1960)  Reappointment	<p>Apr. 1984 Joined the Ibaraki Mutual Bank, Limited</p> <p>Jun. 2006 General Manager, Ryugasaki Branch, the Ibaraki Bank, Limited</p> <p>Jun. 2008 General Manager, Operations Division, the Ibaraki Bank, Limited</p> <p>Mar. 2010 Senior Executive Officer in charge of Operations Division and Personnel Division, the Bank</p> <p>Apr. 2011 Senior Executive Officer, Block Manager (in charge of Ushiku Block), the Bank</p> <p>Oct. 2011 Senior Executive Officer, Block Manager (in charge of Mito Block), the Bank</p> <p>Apr. 2012 Senior Executive Officer, General Manager, Administrative Supervisory Division, the Bank</p> <p>Apr. 2013 Managing Executive Officer, Executive General Manager, Business Headquarters, the Bank</p> <p>Apr. 2015 Managing Executive Officer in charge of Financial Markets Division and General Affairs Division, the Bank</p> <p>Jun. 2015 Managing Director, the Bank</p> <p>Jun. 2017 Managing Director in charge of Personnel &amp; General Affairs Division and Financial Markets Division, the Bank (current position)</p>	33,100 shares
	<p>[Reasons for selection as candidate for Director]</p> <p>In addition to the business division, Mr. Satoru Ochi has been involved in the loan business division, financial markets division, administrative supervisory division, and general affairs division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. By utilizing these experiences and knowledge as Director, he has been judged as a person that can contribute to the management of the Bank, and was thus selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
5	Satoru Shinohara (Apr. 22, 1961)  Reappointment	<p>Apr. 1985 Joined the Kanto Bank, Limited</p> <p>Apr. 2005 General Manager, Yatabe Branch, the Kanto Tsukuba Bank, Limited</p> <p>Oct. 2007 Deputy General Manager, Corporate Division, the Kanto Tsukuba Bank, Limited</p> <p>Oct. 2010 General Manager, Chikusei Branch, the Bank</p> <p>Jul. 2012 Executive Officer, General Manager, Chikusei Branch, General Manager, Shimodate Branch, the Bank</p> <p>Nov. 2012 Executive Officer, Deputy Executive General Manager, Business Headquarters, the Bank</p> <p>Apr. 2014 Senior Executive Officer, Deputy Executive General Manager, Business Headquarters, the Bank</p> <p>Apr. 2015 Senior Executive Officer, General Manager, Marketing Promotion Division, Executive General Manager, Regional Headquarters, the Bank</p> <p>Jul. 2015 Managing Executive Officer, General Manager, Marketing Promotion Division, Executive General Manager, Regional Headquarters, the Bank</p> <p>Oct. 2015 Managing Executive Officer, General Manager, Marketing Promotion Division, the Bank</p> <p>Apr. 2016 Managing Executive Officer, Executive General Manager, Business Headquarters, the Bank</p> <p>Jun. 2016 Director, Executive General Manager, Business Headquarters, the Bank</p> <p>Jun. 2017 Managing Director, Executive General Manager, Business Headquarters, the Bank (current position)</p>	25,300 shares
<p>[Reasons for selection as candidate for Director]</p> <p>Mr. Satoru Shinohara has been involved in the business division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. By utilizing these experiences and knowledge as Director, he has been judged as a person that can contribute to the management of the Bank, and was thus selected as a candidate for Director.</p>			



No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of common shares of the Bank held	
6	Ichiro Kimura (Nov. 7, 1959)  Reappointment	Apr.	1984	Joined the Ibaraki Mutual Bank, Limited	16,200 shares
		Jun.	2000	General Manager, Johoku Branch, the Ibaraki Bank, Limited	
		Apr.	2002	Senior Assistant Manager, General Planning Division, the Ibaraki Bank, Limited	
		Jun.	2003	General Manager, Edosaki Branch, the Ibaraki Bank, Limited	
		Oct.	2003	General Manager, Edosaki Branch and Miho Branch, the Ibaraki Bank, Limited	
		Jun.	2006	General Manager, Takahagi Branch, the Ibaraki Bank, Limited	
		Jun.	2007	General Manager, Ushiku Branch, the Ibaraki Bank, Limited	
		Jun.	2008	General Manager, Ryugasaki Branch, the Ibaraki Bank, Limited	
		Jan.	2010	Deputy General Manager, Business Supervisory Division, the Ibaraki Bank, Limited	
		Mar.	2010	Block Manager, Business Headquarters (in charge of Kashima Block), the Bank	
		Apr.	2011	General Manager, Business Department, Mito Office, the Bank	
		Jul.	2012	Executive Officer, General Manager, Business Department, Mito Office, the Bank	
		Apr.	2014	Senior Executive Officer, Deputy Executive General Manager, Business Headquarters, the Bank	
		Apr.	2015	Senior Executive Officer, Executive General Manager, Regional Headquarters, the Bank	
		Apr.	2016	Senior Executive Officer, General Manager, Marketing Promotion Division, the Bank	
		Apr.	2017	Managing Executive Officer, Deputy Executive General Manager, Business Headquarters, the Bank	
		Jun.	2017	Managing Director in charge of Loan Business Division and Risk Control Division, the Bank (current position)	
		[Reasons for selection as candidate for Director] Mr. Ichiro Kimura has been involved in the business division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. By utilizing these experiences and knowledge as Director, he has been judged as a person that can contribute to the management of the Bank, and was thus selected as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
7	Tatsuro Seo (Aug. 28, 1963)  Reappointment	<p>Apr. 1986 Joined the Kanto Bank, Limited</p> <p>Jul. 2005 General Manager, Omika Branch, the Kanto Tsukuba Bank, Limited</p> <p>Oct. 2007 General Manager, Hitachinaka Branch, the Kanto Tsukuba Bank, Limited</p> <p>Mar. 2010 General Manager, Hitachinaka Branch, the Bank</p> <p>Oct. 2011 General Manager, Hitachi Branch, the Bank</p> <p>Apr. 2013 General Manager, Loan Business Division, the Bank</p> <p>Apr. 2014 Executive Officer, General Manager, Loan Business Division, the Bank</p> <p>Oct. 2015 Executive Officer, Area Manager, Head Office, General Manager, Business Department, Head Office, and General Manager, Tsuchiura-ekimae Branch, the Bank</p> <p>Apr. 2016 Senior Executive Officer, Area Manager, Head Office, General Manager, Business Department, Head Office, and General Manager, Tsuchiura-ekimae Branch, the Bank</p> <p>Jun. 2017 Director, Area Manager, Head Office, General Manager, Business Department, Head Office, and General Manager, Tsuchiura-ekimae Branch, the Bank (current position)</p>	13,100 shares
<p>[Reasons for selection as candidate for Director]</p> <p>Mr. Tatsuro Seo has been involved in the loan business division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. By utilizing these experiences and knowledge as Director, he has been judged as a person that can contribute to the management of the Bank, and was thus selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of common shares of the Bank held
8	Takahisa Toyota (Jul. 17, 1962)	Apr. 1985	Joined the Kanto Bank, Limited	30,563 shares
		Oct. 2004	General Manager, Ota Branch, the Kanto Tsukuba Bank, Limited	
		Oct. 2007	General Manager, Taga Branch, the Kanto Tsukuba Bank, Limited	
		Nov. 2008	General Manager, Hitachi Branch, the Kanto Tsukuba Bank, Limited	
		Mar. 2010	General Manager, Hitachi Branch, the Bank	
		Oct. 2011	General Manager, Marketing Promotion Division, the Bank	
		Dec. 2011	General Manager, Marketing Promotion Division, General Manager, Business Planning Division, the Bank	
		Apr. 2012	General Manager, Business Planning Division, the Bank	
		Apr. 2013	Executive Officer, General Manager, Business Department, Head Office, General Manager, Tsuchiura-ekimae Branch, the Bank	
		May 2013	Executive Officer, Area Manager, Head Office, General Manager, Business Department, Head Office, and General Manager, Tsuchiura-ekimae Branch, the Bank	
		Apr. 2015	Senior Executive Officer, Area Manager, Head Office, General Manager, Business Department, Head Office, and General Manager, Tsuchiura-ekimae Branch, the Bank	
		Oct. 2015	Senior Executive Officer, Executive General Manager, Regional Headquarters, the Bank	
	Apr. 2017	Senior Executive Officer, General Manager, Marketing Promotion Division, the Bank		
Apr. 2018	Managing Executive Officer, General Manager, Marketing Promotion Division, the Bank (current position)			
	[Reasons for selection as candidate for Director] Mr. Takahisa Toyota has been involved in the business division, etc., possessing a wealth of operational experience, and is well versed in the operations of the Bank. By utilizing these experiences and knowledge as Director, he has been judged as a person that can contribute to the management of the Bank, and was thus selected as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of common shares of the Bank held
9	Yoshio Tsutsumi (Aug. 13, 1946)  Reappointment Candidate for Outside Director	Apr. 1969	Joined Ibaraki Prefectural Government	6,900 shares
		Apr. 2000	Chief, Public Relations Department, Executive Office of the Governor	
		Apr. 2003	Secretary, General Affairs Division, Chief, General Affairs Department	
		Apr. 2004	Secretary General, Prefectural Labor Relations Commission	
		Apr. 2005	General Office Manager, West District of Ibaraki Prefecture	
		Mar. 2006	Resigned from Ibaraki Prefectural Government	
		Aug. 2006	Senior Managing Director, Credit Guarantee Corporation of Ibaraki Prefecture	
		Jan. 2010	Deputy Mayor, Chikusei City	
		Jun. 2013	Resigned from Chikusei City Office	
		Jun. 2013	Senior Managing Director, Ibaraki Pharmaceutical Association	
		Jun. 2013	Director, the Bank (part-time) (current position)	
		Mar. 2015	Resigned as Senior Managing Director, Ibaraki Pharmaceutical Association	
		May 2015	Senior Managing Director, Daisuki Ibaraki Kenminkaigi	
		May 2018	Resigned from Daisuki Ibaraki Kenminkaigi	
	[Reasons for selection as candidate for Outside Director] Mr. Yoshio Tsutsumi has been involved in regional governments for many years, and based on the wide-ranging insight fostered by these positions, he has been judged as a person that can be expected to continue to provide precise advice and checking functions, etc., for appropriate business execution and overall management of the Bank, and was thus selected as a candidate for Outside Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
10	Norie Yokoi (Jun. 27, 1972)  Reappointment Candidate for Outside Director	Mar. 1998 Joined Andersen Consulting	1,700 shares
		Jun. 2000 Resigned from Andersen Consulting	
		Jul. 2000 Joined TOHCS CORPORATION	
		Jun. 2003 Resigned from TOHCS CORPORATION	
		Jul. 2003 Joined The Distribution Economics Institute of Japan	
		Mar. 2011 Resigned from The Distribution Economics Institute of Japan	
		Apr. 2011 Full-time Instructor, Department of Distribution and Logistics Systems, Faculty of Distribution and Logistics Systems, Ryutsu Keizai University	
		Apr. 2014 Assistant Professor, Department of Distribution and Logistics Systems, Faculty of Distribution and Logistics Systems, Ryutsu Keizai University (current position)	
Jun. 2016 Director, the Bank (part-time) (current position)			
[Reasons for selection as candidate for Outside Director] Although Ms. Norie Yokoi has not been directly involved in corporate management, she has studied the economic industry for many years, and subsequently been involved in the fostering of personnel with broad perspectives in the entrepreneurial industry, etc. and participated in social activities regarding the vitalization of regional economics through university education, and based on such experience, she has been judged as a person that can be expected to provide checking functions for overall management of the Bank from a neutral perspective, and was thus selected as a candidate for Outside Director.			

- (Notes)
1. There is no special interest between the candidates and the Bank.
  2. Mr. Yoshio Tsutsumi and Ms. Norie Yokoi are candidates for Outside Director.
  3. Mr. Yoshio Tsutsumi and Ms. Norie Yokoi have been registered as Independent Directors with the Tokyo Stock Exchange, pursuant to the provisions stipulated by the Tokyo Stock Exchange. If each of their elections is approved, they will continue to be registered as Independent Directors.
  4. Mr. Yoshio Tsutsumi and Ms. Norie Yokoi are currently Outside Directors of the Bank, and Mr. Yoshio Tsutsumi's term of office will be five (5) years and Ms. Norie Yokoi's term of office will be two (2) year as of the conclusion of this Annual General Meeting of Shareholders.
  5. About liability limitation agreements with Outside Directors  
The Bank stipulates that Outside Directors shall be liable for damages caused in the course of their duties up to the minimum liability amount as stipulated by Article 425, Paragraph 1 of the Companies Act in the event that the their actions are in good faith and without gross negligence.  
If the election of the Outside Directors is approved at this General Meeting, the Bank plans to conclude such agreements with the Outside Directors.

End