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(Securities Code: 8368)
May 31, 2019

To Shareholders with Voting Rights:

Toshiyasu Ito
Director and President
THE HYAKUGO BANK, LTD.
21-27, Iwata,
Tsu City, Mie, Japan

NOTICE OF CONVOCAION OF THE 204TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 204th Ordinary General Meeting of Shareholders of THE HYAKUGO 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 enclosed 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 by Thursday, June 20, 2019 at 5:15 p.m. Japan time.

1. Date and Time: Friday, June 21, 2019 at 10:00 a.m. Japan time (Reception begins at 9:00 a.m.)

2. Place: 2F, Auditorium, Marunouchi Headquarters Building of the Bank, 31-21, Marunouchi, Tsu City, Mie, Japan

* (Please refer to “The Venue Information for the General Meeting of Shareholders” (Japanese only) at the back of this document.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 204th Fiscal Term (from April 1, 2018 to March 31, 2019)
 2. Consolidated Financial Statements for the Bank’s 204th Fiscal Term (from April 1, 2018 to March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

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

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

4. Instructions on Exercising Voting Rights, etc.:

(1) 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 aforementioned deadline.

(2) Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)

Please access the Bank's designated voting website (<https://evote.tr.mufg.jp/>), follow the instructions on the voting website, and indicate your vote for or against the proposals by the aforementioned deadline.

(3) Handling of Duplicate Voting

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

(4) The Items Provided through the Internet

Of the documents needed to be attached to this notice of convocation, the items in 1) to 3) below are, in accordance with laws and regulations as well as Article 18 of the Articles of Incorporation of the Bank, posted on the Bank's website (<https://www.hyakugo.co.jp/>) and are therefore not included with this Attached Documents.

- 1) Matters Regarding Stock Acquisition Rights, etc., of the Bank in the Business Report
- 2) Non-consolidated Statement of Changes in Shareholders' Equity and Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements
- 3) Consolidated Statement of Changes in Shareholders' Equity and the Notes to Consolidated Financial Statements in the Consolidated Financial Statements

Furthermore, the Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements audited by the Corporate Auditors include the Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements attached to this Notice of Convocation, as well as the items in 1) to 3) above.

Additionally, the Non-consolidated Financial Statements and Consolidated Financial Statements audited by the Accounting Auditor include the Non-consolidated Financial Statements and Consolidated Financial Statements attached to this Notice of Convocation, as well as the items in 2) and 3) above.

End

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - As no parking spaces are available, please use public transportation, etc. when attending the meeting.
 - Any updates to the Reference Documents or the Attached Documents for the General Meeting of Shareholders will be posted on the Bank's website (<https://www.hyakugo.co.jp/>).
 - Shareholders who wish to receive the items provided through the Internet by regular mail should inform the General Affairs Section of the General Affairs Division (tel.: 059-223-2305).
- Please note that copies of the documents will be kept at reception on the day. Attending shareholders are welcome to take them.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

In order to secure a stable management base for the long term, the Bank holds a basic policy of taking enrichment of internal reserves into consideration, while also providing stable return of profits to shareholders. Concerning year-end dividends and other appropriation of surplus for the fiscal year under review, in consideration of business results and future business expansion, the Bank proposes the following.

1. Matters concerning year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Matters concerning the allotment of dividend property and the total amount
4.5 yen per share of common stock,
The total amount of dividends in this case is 1,141,790,954 yen
 - (3) Effective date of distribution of surplus
June 24, 2019
2. Other matters concerning the appropriation of surplus
 - (1) Item and the amount of surplus to be increased
General reserve 8,500,000,000 yen
 - (2) Item and the amount of surplus to be decreased
Retained earnings brought forward 8,500,000,000 yen

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

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

The candidates for Director are as follows:

No.		Name	Current position and responsibility at the Bank
1	Reelection	Tsuyoshi Ueda	Director and Chairman
2	Reelection	Toshiyasu Ito	Director and President
3	Reelection	Masakazu Sugiura	Director and Senior Managing Executive Officer
4	Reelection	Hideto Tanaka	Director and Managing Executive Officer
5	New election	Norimitsu Nago	Executive Officer, General Manager, Aichi Regional Headquarters
6	New election	Tsuyoshi Yanagitani	Executive Officer, General Manager, Credit Division
7	Reelection	Nagahisa Kobayashi	[Outside Director] [Independent Director]
8	Reelection	Hisashi Kawakita	[Outside Director] [Independent Director]
9	Reelection	Ichiro Wakasa	[Outside Director] [Independent Director]

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Tsuyoshi Ueda (Jun. 13, 1951) [Re-election]	Apr. 1974 Joined the Bank Jan. 1997 General Manager, Takajaya Branch, General Manager Shiroyama Sub-branch Apr. 1999 Senior Assistant Manager, Corporate Planning Division Jun. 1999 General Manager, Staff of Management Committee Jun. 2000 Manager, Corporate Planning Group Jun. 2001 General Manager, Corporate Planning Group Apr. 2002 General Manager, Operation Planning & System Group Jun. 2003 Director and General Manager, Operation Planning & System Group Apr. 2007 Director and General Manager, Operation Planning & Administration Division, General Manager, Computer Systems Planning & Administration Division Jun. 2007 Managing Director Jun. 2009 Director and President (Representative Director) Apr. 2015 Director and Chairman (Representative Director) (current) (Significant concurrent positions) Outside Director, Kintetsu Group Holdings Co., Ltd.	150,100
Reasons for nomination as a candidate for Director He has a wealth of operational experience, including in the Corporate Planning Division, Operation Planning & Administration Division, and Computer Systems Planning & Administration Division, and is very familiar with the Bank's operations. Additionally, he has served as Director and President since June 2009, and Director and Chairman since April 2015, and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.			
2	Toshiyasu Ito (Jul. 29, 1953) [Re-election]	Apr. 1976 Joined the Bank Dec. 1998 General Manager, Kyonan Branch Jun. 2001 General Manager, Tokyo Business Division, General Manager, Tokyo Office, Staff of Management Committee Apr. 2002 General Manager, Corporate Planning Group Jun. 2004 General Manager, Treasury & Securities Group Jun. 2005 Director and General Manager of Tsu Regional Headquarters Jun. 2006 Director and General Manager of Nagoya Regional Headquarters Jun. 2007 Managing Director Jun. 2009 Director and Deputy President (Representative Director) Apr. 2015 Director and President (Representative Director) (current)	208,900
Reasons for nomination as a candidate for Director He has a wealth of operational experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the Corporate Planning Division and Treasury & Securities Division, and is very familiar with the Bank's operations. Additionally, he has served as Director and Deputy President since June 2009, and Director and President since April 2015, and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions			Number of shares of the Company held
3	Masakazu Sugiura (Jan. 31, 1957) [Re-election]	Apr.	1980	Joined the Bank	85,700
		Jan.	2004	General Manager, Yokkaichi-nishi Branch	
		Jun.	2005	General Manager, Yokkaichi Branch	
		Jun.	2007	General Manager, Corporate Planning Division	
		Jun.	2009	Director, General Manager, Corporate Planning Division	
		Apr.	2010	Director and General Manager, Nansei Regional Headquarters	
		Jun.	2012	Director and General Manager, Treasury & Securities Division	
		Jun.	2013	Managing Director	
		Jun.	2017	Senior Managing Director	
		Jun.	2018	Director and Senior Managing Executive Officer (current) (Responsible for Business Planning & Promotion Headquarters, Business Promotion Division, Solution Business Division, Retail Loan Division, Public Institutions Division, International Division)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the Corporate Planning Division and Treasury & Securities Division, and is very familiar with the Bank’s operations. Additionally, he has served as Director since June 2009, and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.					
4	Hideto Tanaka (Jul. 23, 1955) [Re-election]	Sep.	1980	Joined the Bank	69,050
		Dec.	2003	General Manager, Taki Branch	
		Jun.	2005	General Manager, Kameyama Branch, General Manager, Higashimiyuki Sub-branch	
		Jun.	2006	General Manager, Kuwana Branch	
		Jun.	2008	General Manager, Personal Banking Division	
		Jun.	2009	Director and General Manager, Credit Supervision Division	
		Jun.	2011	Director and General Manager, Treasury & Securities Division	
		Jun.	2012	Director and General Manager, Personnel Division	
		Jun.	2015	Managing Director	
		Jun.	2018	Director and Managing Executive Officer (current) (Responsible for System & Operations Headquarters, Operation Planning & Administration Division, Computer Systems Planning & Administration Division, Credit Division, Compliance Management Division)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager as well as being involved in the Credit Division and Personnel Division, and is very familiar with the Bank’s operations. Additionally, he has served as Director since June 2009, and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.					

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions			Number of shares of the Company held
5	Norimitsu Nago (Sep. 23, 1959) [New candidate]	Apr.	1982	Joined the Bank	35,200
		Jun.	2007	Deputy General Manager, Risk Management Division, Manager, Credit Risk Management Group	
		Jun.	2008	General Manager, Risk Management Division	
		Apr.	2010	General Manager, Osaka Business Division	
		Jun.	2011	General Manager, Yokkaichi Branch	
		Jun.	2013	Director, General Manager, Treasury & Securities Division	
		Jun.	2015	Director, General Manager, Hokusei Regional Headquarters	
		Jun.	2017	Director, General Manager, Aichi Regional Headquarters	
		Jun.	2018	Executive Officer, General Manager, Aichi Regional Headquarters (current)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the Risk Management Division and Treasury & Securities Division, and is very familiar with the Bank’s operations. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore nominated him as a new candidate for Director.					
6	Tsuyoshi Yanagitani (Sep. 25, 1959) [New candidate]	Apr.	1983	Joined the Bank	15,600
		Apr.	2004	General Manager, Futamigaura Branch	
		Jun.	2006	Manager, Toba-Shima Regional Headquarters	
		Apr.	2007	General Manager, Yada Branch	
		Jun.	2009	General Manager, Matsuzaka Branch	
		Jun.	2011	General Manager, Nagoya Branch	
		Jun.	2013	General Manager, Head Office Business Division	
		Jun.	2014	General Manager, Chusei Regional Headquarters	
		Jun.	2015	Director, General Manager, Nansei Regional Headquarters	
		Jun.	2018	Executive Officer, General Manager, Credit Division (current)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the Credit Division, and is very familiar with the Bank’s operations. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore nominated him as a new candidate for Director.					

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions			Number of shares of the Company held
7	Nagahisa Kobayashi (Nov. 8, 1943) [Re-election] [Outside Director] [Independent Director]	Mar.	1966	Joined Yokkaichi Warehouse Co., Ltd. (currently Japan Transcity Corporation)	38,000
		Jun.	1991	General Manager, Tokyo Branch	
		Aug.	1994	General Manager, Transport Planning Division, Transport Business Department, General Manager, Chubu Transport Division, Transport Business Department	
		Jun.	1995	Director	
		Jun.	1999	Managing Director	
		Jun.	2001	Representative Director and Senior Managing Director	
		Jun.	2003	Representative Director and President	
		Jun.	2011	Representative Director and Chairman (current)	
		Jun.	2013	Outside Director of the Bank (current)	
		(Significant concurrent positions) Representative Director and Chairman of Japan Transcity Corporation (Scheduled to become Director and Advisor, Japan Transcity Corporation, on June 27, 2019)			
Reasons for nomination as a candidate for Outside Director He has a wealth of experience and broad insight as a corporate manager, having been involved in the management of publicly-listed companies for many years. Based on this experience and insight, as he is providing advice and making proposals, in addition to actively making remarks and expressing opinions in the Board of Directors, while fulfilling the appropriate roles of determining important management matters and supervising the business execution of Directors, the Bank has renominated him as a candidate for Outside Director.					
8	Hisashi Kawakita (Aug. 30, 1946) [Re-election] [Outside Director] [Independent Director]	Apr.	1969	Joined Toyota Motor Sales Co., Ltd. (currently Toyota Motor Corporation)	61,345
		Jul.	1978	Joined Mie Toyopet Co., Ltd.	
		Jun.	1980	Director, Mie Toyopet Co., Ltd.	
		Jun.	1981	Representative Director and Managing Director, Mie Toyopet Co., Ltd.	
		Jun.	1984	Representative Director and President, Mie Toyopet Co., Ltd. (current)	
		Jun.	2007	Outside Corporate Auditor of the Bank	
		Jun.	2014	Representative Director and President,.	
		Jun.	2015	Director, Chitose Co., Ltd (current)	
		Jun.	2015	Outside Director, the Bank (current)	
		(Significant concurrent positions) Representative Director and President, Mie Toyopet Co., Ltd.			
Reasons for nomination as a candidate for Outside Director He has a wealth of experience and broad insight as a corporate manager, having been involved in the management of private-sector companies for many years. Based on this experience and insight, as he is providing advice and making proposals, in addition to actively making remarks and expressing opinions in the Board of Directors, while fulfilling the appropriate roles of determining important management matters and supervising the business execution of Directors, the Bank has renominated him as a candidate for Outside Director.					

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
9	<p>Ichiro Wakasa (Jan. 1, 1955)</p> <p>[Re-election] [Outside Director] [Independent Director]</p>	<p>Apr. 1977 Joined the Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Jul. 2005 Director</p> <p>Jul. 2006 Executive Officer</p> <p>Apr. 2008 Managing Executive Officer</p> <p>Apr. 2012 Senior Managing Executive Officer</p> <p>Apr. 2014 Deputy President</p> <p>Jul. 2014 Vice Chairman, The Life Insurance Association of Japan</p> <p>Jul. 2017 Representative Director and Chairman, Meiji Yasuda Real Estate Management Company Limited</p> <p>Jun. 2018 Outside Director, the Bank (current)</p> <p>Apr. 2019 Representative Director and Chairman, Meiji Yasuda Research Institute, Inc. (current)</p> <p>(Significant concurrent positions) Representative Director and Chairman, Meiji Yasuda Research Institute, Inc.</p>	0 shares
<p>Reasons for nomination as a candidate for Outside Director</p> <p>He has a wealth of experience and broad insight in the finance industry, having been involved in the management of a life insurance company for many years. Based on this experience and insight, as he is providing advice and making proposals, in addition to actively making remarks and expressing opinions in the Board of Directors, while fulfilling the appropriate roles of determining important management matters and supervising the business execution of Directors, the Bank has renominated him as a candidate for Outside Director.</p>			

- (Notes)
1. There is a lending relationship between the Bank and Japan Transcity Corporation, for which candidate for Director Mr. Nagahisa Kobayashi is Representative Director and Chairman. There is a lending relationship between the Bank and Mie Toyopet Co., Ltd., for which candidate for Director Mr. Hisashi Kawakita is Representative Director and President. There are no special interests between the Bank and any other candidates for Director.
 2. Mr. Nagahisa Kobayashi, Mr. Hisashi Kawakita, and Mr. Ichiro Wakasa are candidates for Outside Director. Furthermore, the Bank has currently designated the three (3) individuals Mr. Nagahisa Kobayashi, Mr. Hisashi Kawakita, and Mr. Ichiro Wakasa as Independent Directors as prescribed by Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. If Mr. Nagahisa Kobayashi, Mr. Hisashi Kawakita, and Mr. Ichiro Wakasa are reelected as Outside Directors, they are scheduled to continue to serve as Independent Directors..
 3. The term of office of Mr. Nagahisa Kobayashi as Outside Director of the Bank will be six (6) years at the conclusion of this General Meeting of Shareholders. The term of office of Mr. Hisashi Kawakita as Outside Director of the Bank will be four (4) years at the conclusion of this General Meeting of Shareholders. The term of office of Mr. Ichiro Wakasa as Outside Director of the Bank will be one (1) year at the conclusion of this General Meeting of Shareholders.
 4. A summary of liability limitation agreements with Outside Directors is as follows.
As stipulated in the Articles of Incorporation and based on stipulations of Article 427, Paragraph 1 of the Companies Act, the Bank has concluded liability limitation agreements with Outside Directors to limit liabilities as set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability borne under the agreement shall be limited to the lower limit amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that there is no willful misconduct or gross negligence during the execution of duties by the Outside Director.
If Mr. Nagahisa Kobayashi, Mr. Hisashi Kawakita, and Mr. Ichiro Wakasa are each reelected as Outside Directors at this General Meeting, the Bank is scheduled to conclude this agreement with them.

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

The term of office of Corporate Auditors Mr. Teiji Watanabe and Mr. Yasunari Kawabata will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) new Corporate Auditors is proposed.

The Board of Corporate Auditors has given consent to this proposal.

The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
1	Shinji Tsuruoka (Nov. 10, 1954) [New candidate] [Outside Corporate Auditor] [Independent Auditor]	Jun. 1989 Assistant Professor, Faculty of Engineering, Mie University Apr. 2000 Professor, Faculty of Engineering, Mie University Apr. 2005 Director, Practical Education Department, Common Education Center, Mie University Apr. 2007 Assistant to President, Mie University Apr. 2009 Dean, Graduate School of Regional Innovation Studies, Mie University Apr. 2015 Director and Vice President, Mie University Apr. 2019 Vice President, Mie University (current) Apr. 2019 Professor, Dept. of Electrical and Electronic Engineering, Mie University (current) (Significant concurrent positions) Vice President, Mie University Professor, Dept. of Electrical and Electronic Engineering	0 shares
Reasons for nomination as a candidate for Outside Corporate Auditor In addition to possessing broad knowledge as a university professor, as Director and Vice President of a university, he has a wealth of experience and broad insight regarding managing organizations. Although he does not have experience being directly involved in corporate management, the Bank has judged that, based on his experience and insight, he will be able to effectively provide advice and supervision with respect to management overall. Therefore, the Bank has nominated him as a new candidate for Outside Corporate Auditor.			

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
2	Ikuko Kawabata (Jul. 7, 1971) [New candidate] [Outside Corporate Auditor] [Independent Auditor]	Apr. 1998 Prosecutor, Appointment Aug. 2010 Registered attorney (Joined Mie Bar Association) Aug. 2010 Representative Attorney, Kawabata Law Office (current) (Significant concurrent positions) Representative Attorney, Kawabata Law Office	0 shares
<p>Reasons for nomination as a candidate for Outside Corporate Auditor</p> <p>She has worked as a prosecutor and a lawyer for many years, and as a legal expert she possesses abundant experience and broad insight. Although she does not have experience being directly involved in corporate management, the Bank has judged that, based on her experience and insight, she will be able to effectively provide advice and supervision with respect to management overall. Therefore, the Bank has nominated her as a new candidate for Outside Corporate Auditor.</p>			

- (Notes)
1. There are no special interests between the Bank and candidates for corporate auditor Mr. Shinji Tsuruoka and Ms. Ikuko Kawabata.
 2. Mr. Shinji Tsuruoka and Ms. Ikuko Kawabata are candidates for Outside Corporate Auditor. Furthermore, both individuals satisfy the requirements for independent auditor as stipulated by the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. If both candidates are elected, the Bank plans to designate them as independent auditors.
 3. Ms. Ikuko Kawabata is the spouse of Corporate Auditor Mr. Yasunari Kawabata, who will resign from office at the conclusion of this Annual General Meeting of Shareholders.
 4. A summary of liability limitation agreements with Outside Corporate Auditors is as follows.
As stipulated in the Articles of Incorporation and based on stipulations of Article 427, Paragraph 1 of the Companies Act, the Bank has concluded liability limitation agreements with Outside Corporate Auditors to limit liabilities as set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability borne under the agreement shall be limited to the lower limit amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that there is no willful misconduct or gross negligence during the execution of duties by the Outside Corporate Auditor. If Mr. Shinji Tsuruoka and Ms. Ikuko Kawabata are elected as Outside Corporate Auditors at this General Meeting, the Bank is scheduled to conclude this agreement with them.