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(Securities Code: 8356)

May 31, 2019

To Shareholders with Voting Rights:

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

NOTICE OF CONVOCATION OF THE 244TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 244th Annual General Meeting of Shareholders of the Bank. The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (on pages 3 to 12) and exercise your voting rights.

1. Date and Time: Friday, June 21, 2019 at 10:00 a.m. Japan time

2. Place: 3F Hall, Head Office of the Bank, 8-26, Kandamachi, Gifu-shi, Gifu, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report and Non-consolidated Financial Statements for the Bank's 244th Fiscal Year (from April 1, 2018 to March 31, 2019)

> 2. Consolidated Financial Statements for the Bank's 244th Fiscal Year (from April 1, 2018 to March 31, 2019) and results of audits of the Consolidated

Financial Statements by the Accounting Auditor and the Audit &

Supervisory Board

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus **Proposal No. 2:** Election of Nine (9) Directors

Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member

End

Information Disclosure on the Internet

The following items are posted on the Bank's website in accordance with laws and regulations as well as Article 17 of the Articles of Incorporation of the Bank, and are therefore not included in the documents attached to this notice of convocation.

1) Matters Concerning the Bank's Stock Acquisition Rights, etc.,

Basic Policy for Persons Who Control Decisions on Financial and Business Policies,

System to Ensure Appropriate Operations,

Overview of Management Status of System to Ensure Appropriate Operations,

Matters Concerning Specified Wholly-Owned Subsidiaries,

Matters Concerning Transactions with the Parent Company, etc., and

Matters Concerning Accounting Advisors in the Business Report

- 2) Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements as part of the Non-consolidated Financial Statements
- 3) Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements as part of the Consolidated Financial Statements

Bank's Website https://www.juroku.co.jp/

The Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements audited by the Audit & Supervisory Board Members consist of the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements attached to this notice of convocation as well as Items 1) to 3) above.

The Non-consolidated Financial Statements and Consolidated Financial Statements audited by the Accounting Auditors consist of the Non-consolidated Financial Statements and Consolidated Financial Statements attached to this notice of convocation as well as Items 2) and 3) above.

Guidance for Attending the General Meeting of Shareholders

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this "Notice of Convocation" to the meeting with you for the sake of resource saving.
- Please note that those other than shareholders with voting rights, such as their proxies and companions who are not shareholders, may not attend the meeting. However, shareholders who need a nursing attendant are kindly requested to contact us (at toll free number 0120-300-716) in advance so that we can make special arrangements for the meeting.
- Any updates to the Reference Documents for the General Meeting of Shareholders and the attached documents will be posted on the Bank's website (https://www.juroku.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as follows.

1. Matters concerning year-end dividends

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

As the Bank has paid the interim dividend of 35.00 yen per share for the current fiscal year, the annual dividend for the current fiscal year will be 70.00 yen per share.

- (1) Type of dividend property
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount 35 yen per share of common stock, for a total of 1,307,512,255 yen
- (3) Effective date of distribution of surplus June 24, 2019
- 2. Other matters concerning the appropriation of surplus

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

- (1) Item and the amount of surplus to be increased General reserve 8,000,000,000 yen
- (2) Item and amount of surplus to be decreased Retained earnings brought forward 8,000,000,000 yen

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

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

The candidates are as follows:

No.	N	ame	Current position at the Bank, etc.	Attendance at Board of Directors
1	(Reappointment) Yukio Murase		President and CEO	11/11
2	(Reappointment)	Naoki Ikeda	Deputy President	10/11
3	(Reappointment)	Kimio Hirose	Director and Managing Executive Officer	11/11
4	(Reappointment)	Kazuhito Akiba	Director and Managing Executive Officer	11/11
5	(Reappointment)	Yukiyasu Shiraki	Director and Managing Executive Officer and Chief General Manager, Business Integration Division	11/11
6	(Reappointment)	Akihide Ishiguro	Director and Executive Officer and General Manager, Corporate Administration Division	9/9
7	(New appointment)	Shin Mishima	Executive Officer and General Manager, Risk Management Division	-
8	(Reappointment)	Yuji Kume	Outside Director/Independent Officer	9/9
9	(New appointment)	Kikuo Asano	Outside Director/Independent Officer (planned)	-

No.	Name (Date of birth)		Pa	ast experience, positions and responsibilities	Number of shares of the Bank held	Attendance at Board of
		A	1070	Joined the Bank	Dank neid	Directors
		Apr.				
	(Reappointment)	Feb.		General Manager, Nagoya Ekimae Branch, the Bank		
		Apr.	1998	General Manager, Human Resources Division, the		
	X7 1' M	т.	2004	Bank		
	Yukio Murase	Jun.		Managing Director, the Bank		
	(Dec. 23, 1956)	Jun.		Senior Managing Director, the Bank		
		Sep.	2013	President and CEO, the Bank (current position) (Representative Director)		
	Significant concurren				9,500	
1				ommerce and Industry	shares	11/11
	Reasons for nomination				Shares	
				nk, Mr. Yukio Murase has consistently fulfilled his		
				nt decisions and supervising execution of duties by		
		ccurate manner. He possesses knowledge and				
				m the management of banking operations accurately,		
	fairly and efficiently					
	Bank and has renon					
	Special relationships:					
	There are no specia			tween Mr. Yukio Murase and the Bank.		
		Apr.		Joined the Bank		
		Apr.		General Manager, Takayama Branch, the Bank		
		Jun.	2008	Director and General Manager, Nagoya Branch, the Bank		
	(Reappointment)	Apr.	2012	Director and General Manager, Nagoya Main Office, the Bank		
		Jun.	2013	Managing Director and General Manager,		
	Naoki Ikeda			Operations Administration Division, the Bank		
	(Apr. 4, 1957)	Sep.	2013	Managing Director, the Bank		
		Jun.		Deputy President, the Bank (current position)		
				(Representative Director)	3,400	10/11
2				(Responsible for Secretariat and Corporate	shares	10/11
				Administration Division)		
	Reasons for nominati	on as a ca	andidate			
	As the Deputy Pres					
	of assisting the Pres					
	execution of duties					
	knowledge and exp	erience th	at enab	le him to perform the management of banking		
				ciently. Thus, the Bank believes that he is well		
				nd has renominated him as a candidate for Director.		
	Special relationships:					
	There are no specia	l relation:	ships be	tween Mr. Naoki Ikeda and the Bank.		

No.	Name (Date of birth)	1	Past experience, positions and responsibilities	Number of shares of the Bank held	Attendance at Board of Directors
3	responsible primari fulfilled his respons possesses knowled; banking operations well qualified as a Director. Special relationships:	Apr. 2008 Apr. 2010 Sep. 2011 Jun. 2013 Jun. 2014 Jun. 2016 Jun. 2016 on as a candidat Anaging Executly for credit scribilities as Gen ge and experien accurately, fair Director of the book	attive Officer of the Bank, Mr. Kimio Hirose has been beening and risk management functions and also has eral Manager of the Bank's major branches. He ce that enable him to perform the management of lay and efficiently. Thus, the Bank believes that he is Bank and has renominated him as a candidate for	924 shares	11/11
4	(Reappointment) Kazuhito Akiba (Jun. 16, 1959) Reasons for nomination As a Director and More planning a branches. He possess management of band believes that he is work candidate for Direct Special relationships:	Apr. 1983 Oct. 2008 Jun. 2010 Jun. 2012 Jun. 2014 Jun. 2016 Apr. 2019 Apr. 2019 on as a candidat lanaging Executy for business pund has extensive sees knowledge king operations ell qualified as or.	Joined the Bank General Manager, Kasugai Branch, the Bank General Manager, Tajimi Branch, the Bank Executive Officer and General Manager, Tajimi Branch, the Bank Executive Officer and General Manager, Corporate Planning Division, the Bank Director and General Manager, Corporate Planning Division, the Bank Director and Managing Executive Officer and Chief General Manager, Business Integration Division, the Bank Director and Managing Executive Officer, the Bank (current position) (Responsible for Corporate Planning, Operational Reform, and Treasury and Investment Divisions) e for Director: live Officer of the Bank, Mr. Kazuhito Akiba has been lanning. He has also fulfilled his responsibilities in e experience as General Manager of the Bank's major and experience that enable him to perform the accurately, fairly and efficiently. Thus, the Bank a Director of the Bank and has renominated him as a	2,179 shares	11/11

No.	Name (Date of birth)		I	Past experience, positions and responsibilities	Number of shares of the	Attendance at Board of
	(Date of Offili)				Bank held	Directors
5	responsible for branc Manager of the Bank him to perform the n Thus, the Bank belie renominated him as a Special relationships:	anaging lack operations of the operation	2010 2012 2014 2016 2017 2019 ndidate Executive ions in A branche ent of barnet is well atterned to Date the for D	re Officer of the Bank, Mr. Yukiyasu Shiraki has been Aich Prefecture with extensive experience as General as. He possesses knowledge and experience that enable anking operations accurately, fairly and efficiently. Il qualified as a Director of the Bank and has	661 shares	11/11
6	(Reappointment) Akihide Ishiguro (Sep. 19, 1963) Reasons for nomination As a Director and Experimental affairs operations a qualified as a Direct Special relationships:	Apr. Jun. Oct. Apr. Jun. Jun. Jun. on as a ca executive ex, Mr. Ak attions and e and exp accuratel or of the	1987 2009 2011 2014 2016 2017 2018 Indidate Officer a cihide Isilialso haberience y, fairly Bank ar	Joined the Bank General Manager, Tokai Branch, the Bank Manager, Human Resources Division, the Bank Deputy General Manager, Human Resources Division, the Bank General Manager, Corporate Administration Division, the Bank Executive Officer and General Manager, Corporate Administration Division, the Bank Director and Executive Officer and General Manager, Corporate Administration Division, the Bank (current position)	911 shares	9/9

					Number of	Attendance
No.	Name (Date of birth)	Past experience, positions and responsibilities		shares of the	at Board of	
					Bank held	Directors
		Apr.	1987	Joined the Bank		
		Jan.	2010	Manager, Risk Control Division, the Bank		
		Oct.	2015	General Manager, Sohara Branch, the Bank		
	(New appointment)	Jun.	2017	General Manager, Risk Management Division, the		
	(New appointment)			Bank		
	Shin Mishima	Jun.	2018	Executive Officer and General Manager, Risk		
	(Jul. 20, 1964)			Management Division, and Head, Anti-Money		
				Laundering Office, the Bank		
		Jan.	2019	Executive Officer and General Manager, Risk		
7				Management Division, the Bank (current position)	477	_
,					shares	
	Reasons for nomination					
		Manager, Risk Management Division of the Bank, Mr.				
				or various risk management functions and also has		
				operations. He possesses knowledge and experience		
		ement of banking operations accurately, fairly and				
	efficiently. Thus, the					
	has nominated him a					
	Special relationships:					
	There are no special	relationsh	nips bet	ween Mr. Shin Mishima and the Bank.		

No.	Name (Date of birth)		F	Past experience, positions and responsibilities	Number of shares of the	Attendance at Board of
	(= 3332 03 03 333)		1072	T' ICI I EI I' D' C I	Bank held	Directors
		Apr.	1972	Joined Chubu Electric Power Co., Inc.		
			2001	(hereinafter, "Chubu Electric Power")		
		Jul.	2001	General Manager and Head of Okazaki Regional		
		T	2002	Office, Chubu Electric Power		
		Jun.	2003	Director and General Manager of Large Account		
				Sales Department, Customer Service & Sales Division, Chubu Electric Power		
		Jun.	2005	Director & Executive Officer and General Manager		
		Juii.	2003	of Corporate Sales Department, Customer Service		
				& Sales Division, Chubu Electric Power		
	(Daamaintmant)	Jun.	2006	Managing Director & Executive Officer and		
	(Reappointment) (Outside Director)	0 0111	_000	General Manager of Customer Service & Sales		
	(Independent Officer)			Division, Chubu Electric Power		
	(macpendent Officer)	Jun.	2007	Director & Senior Managing Executive Officer and		
	Yuji Kume			General Manager of Customer Service & Sales		
	(Jul. 14, 1949)			Division, Chubu Electric Power		
	(0011 1 1, 15 15)	Jun.	2009	Director, Chubu Electric Power, Seconded to The		
				Federation of Electric Power Companies of Japan		
				(Senior Managing Director)		
		Jun.	2013	Special Advisor, Chubu Electric Power, Seconded		
				to The Federation of Electric Power Companies of		
8		_		Japan (Senior Managing Director)	0	9/9
		Jun.	2014	President and Representative Director, TOENEC	shares	
			2015	CORPORATION (hereinafter, "TOENEC")		
		Jun.	2017	Counselor, TOENEC (current position)		
		Jun.	2018	Director, the Bank (current position)		
	Significant concurrent					
	Counselor, TOENEO					
	Outside Director, Na					
	Reasons for nomination					
				ence and a wide range of insight in all aspects of		
				h his career as a top executive of private corporations.		
				le of providing opinions and advice that are beneficial		
		ne Bank believes that he is well qualified as a Director as a candidate for Outside Director.				
	Special relationships:	renomin	ateu IIIII	as a candidate for Outside Director.		
	_	relation	chine hot	ween Mr. Yuji Kume and the Bank.		
				as Counselor of TOENEC CORPORATION. There		
				etween the Bank and TOENEC CORPORATION.		
			-			
			•	rving as Outside Director of the Bank and his term of		
	office will be					
	Shareholders					

	Name				Number of	Attendance	
No.	(Date of birth)		P	ast experience, positions and responsibilities	shares of the	at Board of	
	(Date of offili)				Bank held	Directors	
		Apr.	1982	Joined Meiji Life Insurance Company			
		Apr.	2005	General Manager, Profit Management & Actuarial			
				Department, Meiji Yasuda Life Insurance Company			
				(hereinafter "Meiji Yasuda Life Insurance")			
	(New appointment)	Apr.	2012	Executive Officer and General Manager, Profit			
	(Outside Director)			Management & Actuarial Department, Meiji			
	(Independent Officer (planned))	A	2012	Yasuda Life Insurance			
	(plaineu))	Apr. Jul.	2013 2013	Executive Officer, Meiji Yasuda Life Insurance Managing Executive Officer, Meiji Yasuda Life			
	Kikuo Asano (Feb. 13, 1959)	Jui.	2013	Insurance			
		Apr.	2015	Senior Managing Executive Officer, Meiji Yasuda			
		p	2010	Life Insurance			
		Apr.	2017	President and Representative Director, Meiji Yasuda	0		
9		-		Real Estate Management Company Limited (current	shares	-	
				position)	Silares		
	Significant concurrent						
	President and Repre						
	Limited						
	Reasons for nomination						
		rience and a wide range of insight in the financial eer as a Senior Managing Executive Officer of Meiji					
	Yasuda Life Insuran						
		opinions and advice that are beneficial for management of the Bank. Thus, the Bank believes that he is well qualified as a Director of the Bank and has nominated him as a					
		candidate for Outside Director.					
	Special relationships:						
	*	relation	ships bet	ween Mr. Kikuo Asano and the Bank.			

(Notes)

- 1. Mr. Yuji Kume and Mr. Kikuo Asano are candidates for Outside Directors who satisfy the Criteria for Assessing Independence of the Bank as described on Page 12. They are also candidates for Independent Officers pursuant to the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
- 2. TOENEC CORPORATION, for which Mr. Yuji Kume served as President and Representative Director until June 2017, was subjected to a supervisory disposition (suspension of business) by Chubu Regional Bureau, Ministry of Land, Infrastructure, Transport and Tourism in May 2016 for entering into a subcontract exceeding the insignificance criteria with a construction company without having any permit or license. In addition, TOENEC CORPORATION was subjected to a supervisory disposition (instructive disposition) by the said bureau in November 2016 for an industrial accident that occurred during the construction of solar power generation facilities.
- 3. Liability limitation agreements with Outside Directors:

The Bank specifies in its Articles of Incorporation to allow the Bank and Outside Directors to enter into an agreement limiting their liability to the amount specified by laws and regulations so that they can fully perform their expected roles.

The Bank has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with an Outside Director candidate, Mr. Yuji Kume. When the relevant Outside Director has acted in good faith and has not been grossly negligent in performing his duties, he will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act under the agreement. The Bank plans to enter into the same liability limitation agreement with the Outside Director candidate upon his reappointment at this General Meeting of Shareholders. In case the appointment of Mr. Kikuo Asano is approved, the Bank plans to enter into the same liability limitation agreement with him.

Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member

The term of office of the current Substitute Audit & Supervisory Board Member will expire at the beginning of this Annual General Meeting of Shareholders. Accordingly, the Bank proposes to elect one (1) Substitute Audit & Supervisory Board Member to prepare for cases where the number of Audit & Supervisory Board Members falls below the minimum number specified by laws and regulations.

This resolution will be effective until the beginning of the Annual General Meeting of Shareholders in two years, pursuant to the provisions of the Articles of Incorporation of the Bank.

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

The candidate for the Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)			Past experience and positions	Number of shares of the Bank held	Attendance at Board of Directors	Attendance at Audit & Supervisory Board			
	Apr.	2000	Registered as Attorney at Law (Saitama						
(Outside Audit &			Prefecture)						
Supervisory Board		• • • •	Joined Shimizu Sogo Law Office						
Member)	Oct.	2005	Registered as Attorney at Law (Aichi						
(Independent Officer	0.4	2000	Prefecture)						
(planned))	Oct.	2008	Registered as Patent Attorney						
, , , , , , , , , , , , , , , , , , ,	Apr.	2009 2013	Joined Keimei Law Office (Partner) Sakura Godo/Sakura International Patent						
Akitsuyu Ogawa	May	2013	Law Firm (Partner)						
(Jul. 3, 1971)	Apr.	2019	President, Akitsuyu International and Patent						
	7 1 p1.	2017	Law Office (current position)						
Significant concurred	nt positio	ons:		0 shares	-				
_	-		nd Patent Law Office						
_), Business School, Nagoya University of			-			
Commerce & Busin				3-24-0-2					
Reasons for nominat	ion as a	candida	te for Outside Audit & Supervisory Board						
Member:									
Mr. Akitsuyu Ogav	wa has be	een activ	ve as an Attorney at Law as well as a Patent						
Attorney and the B	ank has	determi	ned that based on his experience and						
knowledge, he can	be expec								
duties, etc. accurate									
well qualified as ar									
nominated him as a candidate for Substitute Outside Audit & Supervisory Board									
Member.									
-	Special relationships:								
There are no special relationships between Mr. Akitsuyu Ogawa and the Bank.									

(Notes)

- 1. Mr. Akitsuyu Ogawa is a candidate for Substitute Outside Audit & Supervisory Board Member who meets the Bank's "Criteria for Assessing Independence" described on Page 12.
- 2. The Bank plans to register Mr. Akitsuyu Ogawa to Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. as Independent Officer pursuant to their provisions upon his appointment.
- 3. Liability limitation agreements with Outside Audit & Supervisory Board Members:

The Bank specifies in its Articles of Incorporation to allow the Bank and Outside Audit & Supervisory Board Members to enter into an agreement limiting their liability to the amount specified by laws and regulations so that they can fully perform their expected roles.

The Bank has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with Outside Audit & Supervisory Board Members. When the relevant Outside Audit & Supervisory Board Member has acted in good faith and has not been grossly negligent in performing his duties, he will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act under the agreement. The Bank plans to enter into the same liability limitation agreement with Mr. Akitsuyu Ogawa upon his appointment as Audit & Supervisory Board Member.

[Criteria for Assessing Independence]

The Bank shall establish the following criteria for assessing independence of Outside Directors and Outside Audit & Supervisory Board Members in addition to the "Independence Criteria" set by the Stock Exchanges on which the Bank is listed:

- 1. A person who falls under any of the following shall be a person who does not meet the requirements of independence.
 - (1) A person whose sales to the Bank is 2% or more of its consolidated net sales for the most recent fiscal year
 - (2) A person whose largest credit provider is the Bank and who shall receive a serious impact such as affecting the continuity of his business by the Bank's changes to its loan policies including immediate collection of the loan.
 - (3) A shareholder who holds over 5% of the total voting rights of all shareholders of the Bank
 - (4) A person who has received money or other properties of more than 10 million yen per year on average over the past three years from the Bank, excluding compensations for Director or Audit & Supervisory Board Member
- Notwithstanding the provisions of the preceding paragraph, independence can be recognized if it is judged that there is substantial independence as a result of comprehensive judgement including other reasonable reasons.
- 3. If a person in paragraph 1 above is a legal entity or the like, it shall mean a business executor of the legal entity or the like prescribed in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act.

End