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(Securities Code: 8349)

May 31, 2019

To shareholders with voting rights:

Naoto Murakami  
Director and President  
**THE TOHOKU BANK, LTD.**  
3-1, Uchimaru, Morioka, Iwate, Japan

## **NOTICE OF CONVOCAION OF THE 99TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 99th Annual General Meeting of Shareholders of THE TOHOKU BANK, LTD. (the “Bank”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by either of the methods stated below. Please reviewing the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

(Exercising your voting rights in writing [by postal mail])

Please indicate your approval or disapproval of the proposals on the enclosed voting form and return it by postal mail to reach us no later than 5:00 p.m., Thursday, June 20, 2019 (Japan Standard Time).

(Exercising your voting rights via the internet)

Please access to the website for exercising voting rights designated by the Bank (<https://evote.tr.mufg.jp/>) and enter your approval or disapproval of proposals to exercise your voting rights by no later than 5:00 p.m., Thursday, June 20, 2019 (Japan Standard Time).

- 1. Date and Time:** Friday, June 21, 2019 at 10:00 a.m.  
(The reception desk will open at 9:00 a.m.) (Japan Standard Time)
- 2. Venue:** 4th floor Hall, Head office of the Bank  
3-1, Uchimaru, Morioka, Iwate, Japan

### **3. Purposes of the Meeting:**

#### **Items to be reported:**

1. Business Report and Non-Consolidated Financial Statements for the 99th Term (from April 1, 2018 to March 31, 2019)
2. Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 99th Term (from April 1, 2018 to March 31, 2019)

#### **Items to be resolved:**

- Proposal 1:** Appropriation of surplus  
**Proposal 2:** Election of two (2) Corporate Auditors

### **4. Instructions on Exercise of Voting Rights**

Please refer to the “Instructions on Exercise of Voting Rights” (in Japanese only).

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of surplus

The Bank proposes the appropriation of surplus as follows:

Matters related to year-end dividends

1. Type of dividend property  
Cash
2. Allocation of dividend property and total amount thereof
  - (1) Common stock  
As year-end dividend for the 99th term, we plan to pay ¥25 per share of common stock, taking into consideration the performance in the fiscal year under review and business development plans in the future. The total amount of dividends will be ¥236,789,700.
  - (2) Class 1 preferred stock  
We plan to pay ¥0 per share of class 1 preferred stock as stipulated under the Articles of Incorporation. Dividends for class 1 preferred stock is calculated using the method stipulated in “Guidelines for Issuance of Class 1 Preferred Stock.” As the “Capital Participation Cost of Preferred Stock as Annual Dividend Ratio (FY2017)” based on Earthquake Special Provisions of Financial Functions, etc. announced on July 9, 2018 by the Deposit Insurance Corporation of Japan was 0.00%, the year-end dividend for shares of class 1 preferred stock was ¥0.
3. Effective date of distribution of dividends of surplus  
June 24, 2019

**Proposal 2:** Election of two (2) Corporate Auditors

The terms of office of Corporate Auditors Toshifumi Nanbu and Kenji Narazaki will expire at the conclusion of this meeting. We therefore propose that two (2) Corporate Auditors be elected.

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

The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Career summary and position in the Bank (Significant concurrent positions outside the Bank)		Number of the Bank's shares owned
1	Toshifumi Nanbu (April 8, 1970) Reelection Outside Independent	Aug. 2003	Representative Director of Orix Ceramic Limited Company (present)	Common Stock -
		Jan. 2009 Apr. 2009 Dec. 2009 June 2011	The 46th head of the Nanbu clan (present) Representative Director of Nanbu Corporation (present) President of Iwate Japan-British Society (present) Corporate Auditor of the Bank (present)	
<p>[Reasons for nominating as candidate for Corporate Auditor] As the 46th head of the Nanbu clan, Nanbu is the inheritor of the clan's tradition, but also has extensive experience from a wide range of relationships, as well as extensive experience and knowledge as a corporate manager. He has served as Outside Corporate Auditor of the Bank since 2011 and has properly fulfilled his duties and responsibilities. We judged that he will be able to monitor the Bank's management and provide the Bank with proper advice by utilizing his experience and knowledge. Accordingly we have nominated him as a candidate for Corporate Auditor.</p>				
2	Shinji Kayano (October 8, 1953) New election Outside	Apr. 1976 Aug. 2002 Jan. 2008 June 2012 June 2013 June 2017	Joined The Yomiuri Shimbun Editorial Committee Member of The Yomiuri Shimbun Tokyo Headquarters Deputy Chairman of Editorial Writings of The Yomiuri Shimbun Tokyo Headquarters Director of Miyagi Television Broadcasting Co., Ltd. Managing Director of Miyagi Television Broadcasting Co., Ltd. Representative Director and President of TELEVISION IWATE CORP. (present)	Common Stock -
		<p>[Reasons for nominating as candidate for Corporate Auditor] Being engaged at a news media company for many years, Kayano has extensive experience. He also has broad knowledge as a corporate manager. We judged that he will be able to monitor the Bank's management and provide the Bank with proper advice by utilizing his experience and knowledge. Accordingly we have nominated him as a candidate for Corporate Auditor.</p>		

- Notes:
1. None of the above candidates have any special interest in the Bank.
  2. Toshifumi Nanbu and Shinji Kayano are candidates for Outside Corporate Auditor.
  3. The Bank has submitted notification to the Tokyo Stock Exchange, Inc., that Toshifumi Nanbu has been designated as an independent officer as provided for by the aforementioned exchange. If he is reelected, the Bank plans for his appointment as an independent officer to continue.
  4. The term of office of Toshifumi Nanbu as Outside Corporate Auditor will be eight (8) years at the conclusion of this Annual General Meeting of Shareholders.
  5. The Bank has loans and other transactions with TELEVISION IWATE CORP. for which Shinji Kayano, candidate for Corporate Auditor, serves as Representative Director and President.