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(Securities Code: 8527)

June 4, 2019

To our shareholders:

Katsuyuki Yazawa
President
The Aichi Bank, Ltd.
14-12, Sakae 3-chome, Naka-ku, Nagoya

Notice of the 110th Annual General Meeting of Shareholders

You are cordially invited to attend the 110th Annual General Meeting of Shareholders of The Aichi Bank, Ltd. (the “Bank”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you can exercise your voting rights in writing or by electronic and magnetic means (via the internet, etc.). Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by either indicating your approval or disapproval of each proposal on the enclosed voting form and returning the form, or by accessing the website for exercising voting rights designated by the Bank (<https://evote.tr.mufg.jp/>) and entering your approval or disapproval of each proposal, by 5:30 p.m., Thursday, June 20, 2019 (JST).

- 1. Date and Time:** Friday, June 21, 2019, at 10:00 a.m. (JST)
(Reception starts at 9:00 a.m.)
- 2. Venue:** Hall on the 8th Floor of Head Office, The Aichi Bank, Ltd.
14-12, Sakae 3-chome, Naka-ku, Nagoya

3. Purpose of the Meeting:

Matters to be reported

1. The Business Report and the Non-consolidated Financial Statements for the 110th fiscal year (from April 1, 2018 to March 31, 2019)
2. The Consolidated Financial Statements for the 110th fiscal year (from April 1, 2018 to March 31, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of 7 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

4. Internet Disclosure Items

Pursuant to laws and regulations and Article 16 of the Bank's Articles of Incorporation, the following items are posted on the Bank's website (<https://www.aichibank.co.jp/>) (in Japanese only) and are not attached to this notice. Accordingly, the attached documents to this notice make up a part of the documents that were audited by the Audit and Supervisory Committee and the Financial Auditor in preparing the Audit Reports.

- (1) Matters Concerning Share Acquisition Rights of the Bank
- (2) Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements
- (3) Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements

- When you attend the Meeting in person, you are kindly requested to present the enclosed voting form at the reception. Also, in regard to the exercise of voting rights by proxy, voting rights may be exercised through one proxy who is also a shareholder with voting rights in the Bank, upon submission of a document evidencing the authority of proxy. For the purpose of saving resources, please be sure to bring this notice with you.
- Please note that the public transportation is recommended as parking lots will not be available.
- Please note that if all seats are full on the day of the Annual General Meeting of Shareholders, you are kindly requested to be seated at the second venue.
- If any changes are made to items in the Reference Documents for General Meeting of Shareholders and the Business Report, or to Non-consolidated Financial Statements and Consolidated Financial Statements, such changes will be posted on the Bank's website (<https://www.aichibank.co.jp/>) (in Japanese only).

Instructions on the Exercise of Your Voting Rights

You can exercise your voting rights using one of the three following methods.

Attending the Meeting in person

Please turn in the voting form enclosed here at the reception desk in the Meeting hall (no signature or affixing of seal necessary).

Date for the Meeting: 10:00 a.m., Friday, June 21, 2019
(Reception starts at 9:00 a.m.)
Venue: Hall on the 8th Floor of Head Office,
The Aichi Bank, Ltd.

Exercising voting rights by mail

Please indicate your approval or disapproval of each proposal on the enclosed voting form and post it without affixing a postage stamp.

Deadline: Voting forms that arrive by the deadline of
5:30 p.m., Thursday, June 20, 2019 will be deemed valid.

Exercising voting rights via the internet

Please access the website (<https://evote.tr.mufg.jp/>) and enter approval or disapproval by the deadline.

Deadline: The deadline for exercising your voting rights via the internet is
5:30 p.m., Thursday, June 20, 2019.

Treatment of duplicate voting

If you exercise your voting rights both by the voting form and electronic and magnetic means (via the internet, etc.), only the exercise of the voting rights by electronic and magnetic means (via the internet, etc.) shall be deemed to be valid.

If the voting right is exercised by electronic and magnetic means (via the internet, etc.) more than once, the latest vote shall be deemed to be valid.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Bank seeks to actively return profits to our shareholders while also securing internal reserves to strengthen our earnings base.

1. Year-end dividends

For the 110th fiscal year, although the Bank was planning to pay a year-end dividend of ¥45 per share, the Bank proposes to increase the year-end dividend by ¥10 per share to ¥55 per share as an ordinary dividend in overall consideration of business performance, etc.

As such, the annual dividend for this fiscal year will be ¥100 per share (ordinary dividends of ¥100).

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Bank proposes to pay a dividend of ¥55 per common share of the Bank.

In this event, the total dividends will be ¥596,605,350.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 24, 2019.

2. Other appropriation of surplus

(1) Item of surplus to be increased and amount of increase

General reserve: ¥3,000,000,000

(2) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥3,000,000,000

Proposal No. 2: Election of 7 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 9 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders.

The Bank has adopted an executive officer system and has been in an effort to further strengthen corporate governance through revitalization and speedier decision making of the Board of Directors and enhancement of the business execution function. In line with this, the Bank proposes a decrease in the number of Directors and the election of 7 Directors.

Candidates for Director are determined by the Board of Directors after discussions have been carried out by the Personnel Committee, a majority of which are Outside Directors.

Furthermore, with regards to this proposal, the Audit and Supervisory Committee has stated its opinion that in accordance with the Bank's management philosophy, each candidate is expected to be capable of facilitating the Bank's sustainable growth and helping to increase its medium- to long-term corporate value, and that all of the candidates for Director are suitably qualified.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Bank
1	Reelection Shinichi Koide	Chairman
2	Reelection Yukinori Ito	Managing Director
3	Reelection Masato Kobayashi	Managing Director
4	Reelection Yoshihiro Ito	Managing Director
5	Reelection Tomoyuki Takahashi	Managing Director
6	Reelection Hiroyasu Matsuno	Director
7	Reelection Nobuhiko Kuratomi	Director

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
1	Shinichi Koide (November 10, 1939) Reelection	<p>April 1963 Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>April 1985 Retired from General Manager of Kanazawa Branch</p> <p>May 1985 Joined the Bank</p> <p>June 1985 Director, General Manager of Head Office</p> <p>March 1986 Senior Managing Director</p> <p>June 1987 Director and Vice President</p> <p>February 1989 Japanese title changed. English translation continued to be Director and Vice President</p> <p>June 1989 President</p> <p>June 2009 Chairman (to present)</p> <p>(Significant concurrent positions outside the Bank) Chairman of AIGIN EDUCATION & CULTURE FOUNDATION</p>	4,005
<p>[Reasons for nomination as candidate for Director]</p> <p>Shinichi Koide has served as the General Manager of Head Office, Senior Managing Director, and Vice President. He assumed the office of President in 1989, and the position of Chairman in 2009.</p> <p>The Bank has judged him to be suitable as a Director of the Bank because he proactively provides appropriate opinions and suggestions to each Director while executing business in an appropriate, fair, and efficient manner based on extensive business knowledge and experience related to bank operations. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			
2	Yukinori Ito (January 1, 1958) Reelection	<p>April 1980 Joined the Bank</p> <p>June 2010 General Manager of Operations Administration Department</p> <p>June 2013 Director, General Manager of Operational Audit Department</p> <p>June 2015 Director, General Manager of Securities & Foreign Business Department</p> <p>June 2017 Managing Director</p> <p>June 2018 Managing Director, in charge of General Planning Department, Securities & Foreign Business Department, and Tokyo Office (to present)</p>	1,200
<p>[Reasons for nomination as candidate for Director]</p> <p>Yukinori Ito, after being a General Manager at a branch and after serving as Deputy General Manager and General Manager of Operations Administration Department, has served as Director, General Manager of Operational Audit Department, and General Manager of Securities & Foreign Business Department. Since assuming the office of Managing Director, he has been in charge of the responsibilities of the Compliance & Risk Management Department, Operations Administration Department, and Operations Support Department (integrated into Operations Administration Department in October 2018), and he is currently in charge of the responsibilities of the General Planning Department, Securities & Foreign Business Department, and Tokyo Office.</p> <p>The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)			Number of the Bank's shares owned
3	Masato Kobayashi (April 4, 1956) Reelection	April	1979	Joined the Bank	1,600
		June	2009	General Manager of Corporate Administration Department	
		June	2011	General Manager of Compliance Management Department	
		June	2013	Director, General Manager of Corporate Administration Department	
		June	2015	Director, General Manager of Operations Administration Department	
		June	2016	Managing Director	
		June	2017	Managing Director, in charge of Corporate Administration Department and Credit Supervision Department (to present)	
	[Reasons for nomination as candidate for Director] Masato Kobayashi, after working at a sales branch and in the Personnel and Secretarial Departments and after serving as Deputy General Manager and General Manager of Corporate Administration Department, and General Manager of Compliance Management Department, has served as Director, General Manager of Corporate Administration Department, and General Manager of Operations Administration Department. Since assuming the office of Managing Director, he has been in charge of the responsibilities of the Compliance & Risk Management, Operations Administration, and Operations Support (integrated into Operations Administration Department in October 2018) Departments, and he is currently in charge of the responsibilities of the Corporate Administration Department and Credit Supervision Department. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related primarily to the administration of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.				
4	Yoshihiro Ito (March 1, 1958) Reelection	April	1980	Joined the Bank	1,900
		June	2011	General Manager of Operational Audit Department	
		June	2013	Director, General Manager of Operations Administration Department	
		June	2015	Director, General Manager of Business Planning & Promotion Department	
		June	2016	Managing Director	
		June	2017	Managing Director, General Manager of Business Administration Division In charge of Business Planning & Promotion Department and Personal Banking Department	
		October	2018	Reorganization of divisions General Manager of Business Administration Division, in charge of Business Planning & Promotion Department, Corporate Business Department, and Personal Business Department (to present)	
	[Reasons for nomination as candidate for Director] Yoshihiro Ito, after being a General Manager at a branch and after serving as Deputy General Manager of Corporate Administration Department, Deputy General Manager of Credit Supervision Department, and General Manager of Operational Audit Department, has served as Director, General Manager of Operations Administration Department, and General Manager of Business Planning & Promotion Department. Since assuming the office of Managing Director, he has served as General Manager of Business Administration Division and has been in charge of the responsibilities of the Business Planning & Promotion Department, Corporate Business Department (newly established in October 2018), and Personal Business Department (renamed from Personal Banking Department in October 2018). The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)		Number of the Bank's shares owned	
5	Tomoyuki Takahashi (November 22, 1957) Reelection	April	1980	Joined the Bank	1,000
		June	2011	General Manager of Securities & Foreign Business Department	
		June	2015	Director, General Manager of General Planning Department	
		June	2017	Managing Director	
		June	2018	Managing Director, in charge of Compliance & Risk Management Department, Operations Administration Department, and Operations Support Department	
		October	2018	Reorganization of divisions In charge of Compliance & Risk Management Department and Operations Administration Department (to present)	
	[Reasons for nomination as candidate for Director] Tomoyuki Takahashi, after being a General Manager at a branch and after serving as Deputy General Manager and General Manager of Securities & Foreign Business Department, assumed the office of Director and General Manager of General Planning Department. Since assuming the office of Managing Director, he has been in charge of the responsibilities of the General Planning and Securities & Foreign Business Departments, and he is currently in charge of the responsibilities of the Compliance & Risk Management Department and Operations Administration Department (integrating the Operations Support Department in October 2018). The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.				
6	Hiroyasu Matsuno (July 24, 1958) Reelection	April	1982	Joined the Bank	1,400
		January	2010	General Manager of Showabashi Branch	
		June	2011	General Manager of Tokodori Branch	
		June	2013	General Manager of Personal Banking Department	
		June	2015	Director, General Manager of Head Office	
		June	2017	Director, General Manager of Credit Supervision Department (to present)	
	[Reasons for nomination as candidate for Director] Hiroyasu Matsuno, after being a General Manager at major branches and after serving as General Manager of Personal Banking Department at the Bank's Head Office, assumed the office of Director and General Manager of Head Office, and he is currently a Director and General Manager of Credit Supervision Department. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to bank operations, primarily focused on sales, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)		Number of the Bank's shares owned	
7	Nobuhiko Kuratomi (February 15, 1959) Reelection	April	1981	Joined the Bank	600
		June	2013	Deputy General Manager of Compliance Management Department	
		June	2014	General Manager of Compliance Management Department	
		June	2016	Director, General Manager of Compliance & Risk Management Department	
		June	2017	Director, General Manager of Internal Audit Department (to present)	
	[Reasons for nomination as candidate for Director] Nobuhiko Kuratomi, after working at a sales branch and in the Credit Supervision Department, and after serving as Deputy General Manager and General Manager of Compliance Management Department, assumed the office of Director and General Manager of Compliance & Risk Management Department, and he is currently a Director and General Manager of Internal Audit Department. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to bank operations, primarily focused on internal administration, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.				

Note: The Bank makes donations to the AIGIN EDUCATION & CULTURE FOUNDATION, at which candidate for Director Shinichi Koide serves as Chairman.

There is no special interest between any other candidates and the Bank.

(Reference I) Policy and Criteria, Etc. for Nomination of Director Candidates and Dismissal of Directors

[Policy for Nomination of Director Candidates and Dismissal of Directors]

The Board of Directors is structured in a manner that achieves diversity combined with appropriate size, thereby striking a positive balance among knowledge, experience and proficiency of its members sufficient for it to effectively fulfill its roles and responsibilities based on factors such as the Bank's corporate philosophy, specific management strategies, and the business environment in which it operates.

[Procedures for Nomination of Director Candidates and Dismissal of Directors]

The Board of Directors makes decisions on proposals after discussions regarding nomination or dismissal have been carried out by the Personnel Committee, a majority of whose members are Outside Directors.

[Criteria for Nomination of Director Candidates and Dismissal of Directors]

(Criteria for Nomination of Internal Director Candidates)

1. An internal Director candidate is expected to be capable of facilitating the Bank's sustainable growth and helping to increase its medium- to long-term corporate value acting as a Director.
2. An internal Director candidate is to have character and insights befitting a Director, with respect to performing his or her duties in good faith in accordance with the Bank's management philosophy as well as its code of business ethics and conduct.
3. An internal Director candidate is to have extensive experience in banking services, an outstanding track record of achievements, as well as knowledge and proficiency as required for business management.

(Criteria for Nomination of Outside Director Candidates)

1. An Outside Director candidate is expected to be capable of facilitating the Bank's sustainable growth and helping to increase its medium- to long-term corporate value acting as a Director.
2. An Outside Director candidate is to have character and insights befitting a Director, with respect to understanding and adhering to the Bank's management philosophy as well as its code of business ethics and conduct.
3. An Outside Director candidate is to be capable of providing advice and oversight with respect to business management, drawing on his or her expertise and extensive experience in business management, legal affairs, finance and accounting, governmental affairs, education, and other such fields.
4. An Outside Director candidate is to meet the criteria for independence stipulated by the Bank.

(Criteria for Dismissal of Internal and Outside Directors)

The Personnel Committee is to discuss matters of dismissal with respect to a Director in the event that,

1. the Director has engaged in conduct that violates laws, regulations or the Articles of Incorporation;
2. the Director has caused significant impairment to corporate value as a result of having acted negligently with respect to his or her professional duties;
3. the Director has encountered difficulties with respect to performing his or her professional duties due to health reasons or other such circumstances; or
4. the Director has otherwise become unable to satisfy any one of the criteria stipulated in the criteria for nomination.

(Reference II) Independence Criteria for Outside Directors

The Bank has established the independence criteria for Outside Directors as follows.

- (1) Not being a party whose major client is the Bank or an executive thereof
 - (2) Not being a major client of the Bank or an executive thereof
 - (3) Not being a consultant, accounting professional or legal professional who receives substantial monetary consideration and/or other economic benefits from the Bank besides officer remuneration (if the entity receiving the stated economic benefits is a corporation, union or other organization, then any individual belonging to said organization)
 - (4) Not being one of the Bank's major shareholders or an executive thereof
 - (5) Not being a party who recently has fallen under any of (1) through (4) above
 - (6) Not being a close relative of the following persons (excluding those who are not significant persons)
 - (i) A person who falls under any of (1) through (5) above
 - (ii) An executive of a subsidiary of the Bank
 - (iii) A director who is not an executive of a subsidiary of the Bank
 - (iv) A person who recently has fallen under (ii), (iii), or an executive of the Bank
- * "Recently"
- "Recently" means a situation which can be practically treated the same as the present. An example is the point in time when details of proposal to elect Outside Directors at the General Meeting of Shareholders are determined.
- * "Significant"
- "Significant persons" mean those who are officer or general manager class in the case of executive, and those who possess professional qualifications such as certified public accountants or attorneys at law in the case of accounting professional or legal professional.
- * "Close relative"
- A relative within the second degree of kinship