

These documents are partial translations of the Japanese originals for reference purposes only.  
In the event of any discrepancy between these translated documents and the Japanese originals, the originals shall prevail. The Bank assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code: 8366)  
June 5, 2019

**To Shareholders with Voting Rights:**

Shojiro Takahashi  
President  
THE SHIGA BANK, LTD.  
1-38, Hamamachi, Otsu,  
Shiga, Japan

## **NOTICE OF CONVOCAION OF THE 132nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 132nd Annual General Meeting of Shareholders of THE SHIGA 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 by writing or via electromagnetic means (the Internet). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Tuesday, June 25, 2019 at 5:00 p.m. Japan time.

- 1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. Japan time
- 2. Place:** 2F Hall, Head Office of the Bank, 1-38, Hamamachi, Otsu, Shiga, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Consolidated Financial Statements for the Bank’s 132nd 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
  2. Non-Consolidated Financial Statements for the Bank’s 132nd Fiscal Year (from April 1, 2018 to March 31, 2019)

**Proposals to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Ten (10) Directors

## **Guidance to Exercising Your Voting Rights**

### **Exercise of voting rights by attending the Meeting in person**

If attending the Meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.  
Time and date: Wednesday, June 26, 2019 at 10:00 a.m.

### **Exercise of voting rights in writing**

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return the form so that it will arrive no later than the deadline for exercise.  
Exercise deadline: 5:00 p.m., Tuesday, June 25, 2019

### **Exercise of voting rights via electromagnetic means (the Internet)**

Please access the website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) designated by the Bank and exercise your voting rights by following the on-screen guidance.  
Exercise deadline: 5:00 p.m., Tuesday, June 25, 2019

Please see pages 3 and 4 for details.

- (1) If you vote both in writing (Voting Rights Exercise Form) and via electromagnetic means (the Internet), the vote placed via electromagnetic means (the Internet) will be deemed valid.
- (2) If you exercise your vote multiple times via electromagnetic means (the Internet), the last vote exercised will be deemed valid.

End

1. Please note that persons other than shareholders, including proxies and their companions who are not shareholders, are not permitted to attend the General Meeting. When exercise your voting rights by proxy as stipulated in the Articles of Incorporation, please understand that the proxy must submit documentation proving power of attorney (a letter of attorney, etc.).
2. Pursuant to laws and regulations as well as Article 17 of the Articles of Incorporation of the Bank, the following items are posted on the Bank's website (<https://www.shigagin.com/investor/>) and are not included in the attached documents of this Notice of Convocation.
  - 1) "Matters concerning Share Subscription Rights of the Bank" and the "Systems to Ensure the Correctitude of Operations and Outline of the Operational Status of the Systems" of the Business Report
  - 2) "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
  - 3) "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial StatementsAccordingly, the attached documents in this Notice of Convocation are a part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board during preparation of the Accounting Auditor's Report and the Audit Reports, respectively.
3. Any updates to the Reference Documents, the Business Report, the Consolidated Financial Statements, and Non-consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Bank's website (<https://www.shigagin.com/investor/>).
4. The officers and employees of the Bank will implement semiformal dress code ("Eco - style") on the day of the meeting as a part of measures to prevent Global Warming, and as such we would like to ask shareholders to follow the same dress code when attending.

## **Guidance to Exercising Your Voting Rights via the Internet**

The exercise of voting rights via the Internet is only possible by accessing the Bank's website dedicated for the purpose of exercising voting rights (<https://evote.tr.mufg.jp/>) via a personal computer, smartphone or mobile phone.

### **Deadline for exercise of voting rights**

Until 5:00 p.m., Tuesday, June 25, 2019

\* Please note that this service is unavailable every day between 2:00 a.m. and 5:00 a.m.

### **Method for scanning the QR code**

For smartphones

The "login ID" and "temporary password" are not required for exercising voting rights using a smartphone. You can log in by scanning the "login QR code" which is provided in the enclosed Voting Rights Exercise Form Sub Slip (right side).

\* Your voting rights can be exercised only once by using the method above.

Enter your vote for or against each of the proposals according to the on-screen guidance.

- Second and subsequent logins

- If you are unable to log in by scanning the QR code due to your smartphone model

Next page

QR Code is a registered trademark of DENSO WAVE INCORPORATED.

<To institutional investors>

You may use the electronic voting platform for institutional investors operated by ICJ, Inc. subject to prior request for the use of the platform.

## Method for entering the “login ID” and “temporary password”

### For personal computers and second and subsequent logins from smartphones

#### 1. Access the website for exercising voting rights

<https://evote.tr.mufg.jp/>

Click “Next screen”

#### 2. Login

Enter the “login ID” and “temporary password” indicated in the Sub Slip (right side) of the enclosed Voting Rights Exercise Form

Enter and click “Login”

#### 3. Change your password

Enter your “present password,” “new password” and “new password (for confirmation)”

**Please be careful not to forget your new password**

Click “Send”

Enter your vote for or against each of the proposals according to the on-screen guidance.

Depending on the Internet user environment, shareholders using personal computers or smartphones may not be able to exercise voting rights via the dedicated voting site due to Internet firewalls, antivirus software, proxy servers, or lack of designating TLS-encrypted transmissions, etc.

### Exercise of voting rights via mobile phone

Access the website for exercising voting rights

<https://evote.tr.mufg.jp/>

Some shareholders may not be able to use the service if their mobile phone models are incapable of sending information or TLS-encrypted communication for security purposes.

### Important reminders

- To prevent people other than shareholders from illegally accessing the site and altering the content of voting selections (spoofing), we will ask shareholders who use the site to change their “temporary passwords” on the website for exercising voting rights.
- You will be provided with a new “login ID” and “temporary password” each time a General Meeting of Shareholders is convened.
- Costs arising from accessing the site for exercising voting rights (Internet connection fees, etc.) will be borne by the shareholder. In addition, when using a mobile phone, etc., to vote, there will be costs such as packet communication fees or other charges associated with using the mobile phone, and these fees will be borne by the shareholder.

Votes will be accepted via the Internet until **5:00 p.m., Tuesday, June 25, 2019.**

However, you are cordially requested to exercise your voting rights earlier, and call the Help Desk with any inquiries or questions.

<For inquiries concerning systems, etc. for exercising voting rights via the Internet>

Stock Transfer Agency Division (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027

[Business hours: 9:00 a.m. — 9:00 p.m.] (toll free)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

With “mutual prosperity with the regional community” as a pillar, the Bank works to secure the health and transparency of management while aiming to enrich internal reserves and strengthen the financial structure in preparation for a management environment that will be increasingly harsh and future investment. The Bank has also a basic policy of continuing to provide stable dividends to shareholders while making payment of dividends as great as possible.

Based on this policy, with the intent of returning profits to shareholders and taking into consideration the business performance for the fiscal year under review, the Bank proposes the year-end dividends to be 22.50 yen per share, adding special dividends of 5 yen to an ordinary dividend of 17.50 yen, and other surplus to be appropriated as follows.

1. Matters concerning year-end dividends
  - (1) Type of dividend property  
Cash
  - (2) Matters concerning the allotment of dividend property and the total amount  
22.50 yen per share of common stock, for a total of 1,150,550,303 yen  
(Reference) The Bank consolidated five of the Bank’s common shares into one share with an effective date of October 1, 2018. As the interim dividend on the record date September 30, 2018 (4 yen per share) is converted to 20 yen per share based on the number of shares after the share consolidation, the full year amount equates to 42.50 yen per share.
  - (3) Effective date of distribution of surplus  
June 27, 2019
2. Other matters concerning the appropriation of surplus
  - (1) Item and the amount of surplus to be increased  
General reserve 12,100,000,000 yen
  - (2) Item and amount of surplus to be decreased  
Retained earnings brought forward 12,100,000,000 yen

**Proposal No. 2:** Election of Ten (10) Directors

The term of office of all eleven (11) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of ten (10) Directors is proposed.

The candidates for Directors are as follows:

No.	Name		Current position at the Bank
1	Yoshio Daido	Reappointment	Chairman
2	Shojiro Takahashi	Reappointment	President
3	Etsuo Imai	Reappointment	Senior Managing Director
4	Yasunaga Ono	Reappointment	Managing Director
5	Motohiro Nishi	Reappointment	Managing Director and General Manager of Kyoto Branch
6	Takahiro Saito	Reappointment	Managing Director
7	Shinya Kubota	Reappointment	Managing Director
8	Katsuyoshi Horiuchi	New appointment	Executive Officer and General Manager of Business Promotion Dept.
9	Hajime Yasui	Reappointment Outside Director	Director
10	Minako Takeuchi	New appointment Outside Director	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	<u>Reappointment</u>  Yoshio Daido (Aug. 10, 1948)	Apr. 1972 Joined the Bank Jun. 2001 Director and General Manager of Credit Supervision Dept. Jun. 2002 Director and General Manager of Business Promotion Dept. Jun. 2003 Managing Director and General Manager of Business Promotion Dept. Jun. 2004 Managing Director Apr. 2006 Senior Managing Director Jun. 2007 Deputy President Jun. 2008 President Apr. 2016 Chairman (current position)	20,300
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Yoshio Daido has a wealth of operational experience through participation in the Credit Supervision Dept., Business Promotion Dept., and the Audit & Inspection Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	
2	<u>Reappointment</u>  Shojiro Takahashi (Aug. 20, 1956)	Apr. 1979 Joined the Bank Jun. 2006 General Manager of Business Promotion Dept. Jun. 2008 Director and General Manager of Business Promotion Dept. Jun. 2009 Director and General Manager of Kyoto Branch Jun. 2011 Managing Director Jun. 2014 Senior Managing Director Jun. 2015 Deputy President Apr. 2016 President (current position) In charge of Audit & Inspection Dept.	11,720
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Shojiro Takahashi has a wealth of operational experience through participation in the Business Promotion Dept., General Planning Dept., and the Audit & Inspection Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	
3	<u>Reappointment</u>  Etsuo Imai (Sep. 20, 1956)	Apr. 1979 Joined the Bank Jun. 2006 General Manager of Kusatsu Branch Jun. 2009 Director and General Manager of Credit Supervision Dept. Jun. 2011 Director and General Manager of Kyoto Branch Jun. 2013 Managing Director Jun. 2016 Senior Managing Director (current position) In charge of Credit Supervision Dept. and Administration Dept.	3,810
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Etsuo Imai has a wealth of operational experience through participation in the Credit Supervision Dept. and the Administration Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
4	<div>Reappointment</div> Yasunaga Ono (Jan. 28, 1961)	Apr. 1983 Joined the Bank Jun. 2009 General Manager of General Planning Dept. Jun. 2011 General Manager of Hikone Branch Jun. 2013 General Manager of Business Promotion Dept. Jun. 2014 Director and General Manager of Business Promotion Dept. Jun. 2015 Managing Director (current position) In charge of Assets & Liabilities Managing Dept. and Personnel Affairs Dept.	3,220
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Yasunaga Ono has a wealth of operational experience through participation in the General Planning Dept., Business Promotion Dept., and the Assets & Liabilities Managing Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	
5	<div>Reappointment</div> Motohiro Nishi (May 2, 1959)	Apr. 1982 Joined the Bank Jun. 2009 General Manager of Minakuchi Branch Jun. 2011 General Manager of Business Promotion Dept. Jun. 2013 Director and General Manager of Osaka Branch Apr. 2016 Director and General Manager of Kyoto Branch Jun. 2016 Managing Director and General Manager of Kyoto Branch (current position)	2,400
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Motohiro Nishi has a wealth of operational experience through participation in the Business Promotion Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	
6	<div>Reappointment</div> Takahiro Saito (Feb. 16, 1961)	Apr. 1983 Joined the Bank Jun. 2011 General Manager of Kusatsu Branch Feb. 2014 General Manager of Credit Supervision Dept. Jun. 2014 Director and General Manager of Credit Supervision Dept. Jun. 2017 Managing Director (current position) In charge of Business Promotion Dept. and Computer System Dept.	3,600
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Takahiro Saito has a wealth of operational experience through participation in the Credit Supervision Dept., Business Promotion Dept., and the Computer System Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	



No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
7	<div>Reappointment</div> <div>Shinya Kubota (Dec. 2, 1962)</div>	<div>Apr. 1986 Joined the Bank</div> <div>Apr. 2013 General Manager of Moriyama Branch</div> <div>Jun. 2015 General Manager of General Planning Dept.</div> <div>Jun. 2017 Director and General Manager of General Planning Dept.</div> <div>Jun. 2018 Managing Director (current position) In charge of General Planning Dept. and General Affairs Dept.</div>	4,600
	<div>&lt;Reasons for nomination as a candidate for Director&gt;</div> <div>In addition to experience as a General Manager at branch offices, Mr. Shinya Kubota has a wealth of operational experience through participation in the General Planning Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</div>		
8	<div>New appointment</div> <div>Katsuyoshi Horiuchi (Aug. 6, 1964)</div>	<div>Apr. 1987 Joined the Bank</div> <div>Jun. 2011 General Manager of Echigawa Branch</div> <div>Jun. 2014 General Manager of Assets &amp; Liabilities Managing Dept.</div> <div>Jun. 2017 Executive Officer and General Manager of Business Promotion Dept. (current position)</div>	2,000
	<div>&lt;Reasons for nomination as a candidate for Director&gt;</div> <div>In addition to experience as a General Manager at branch offices, Mr. Katsuyoshi Horiuchi has a wealth of operational experience through participation in the Assets &amp; Liabilities Managing Dept. and the Business Promotion Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</div>		
9	<div>Reappointment</div> <div>Outside Director</div> <div>Hajime Yasui (Aug. 4, 1952)</div>	<div>Apr. 1975 Joined the Bank of Japan</div> <div>Mar. 2003 Retired from the Bank of Japan</div> <div>Apr. 2003 Director, ChuoAoyama Audit Corporation</div> <div>Jul. 2006 Director, PricewaterhouseCoopers Aarata LLC</div> <div>Apr. 2008 Chief of PricewaterhouseCoopers Aarata Institute, PricewaterhouseCoopers Aarata LLC</div> <div>Jan. 2014 President and Representative Director, Yasui Associates Co., Ltd. (current position)</div> <div>Jun. 2014 Outside Auditor, the Bank</div> <div>Jul. 2014 Advisor, PricewaterhouseCoopers Aarata LLC</div> <div>Jul. 2014 Advisor, Japan Business Assurance Co., Ltd.</div> <div>Jun. 2017 Outside Director, the Bank (current position)</div> <div>(Significant concurrent positions) President and Representative Director, Yasui Associates Co., Ltd.</div>	0
	<div>&lt;Reasons for nomination as a candidate for Outside Director&gt;</div> <div>Mr. Hajime Yasui has a wealth of experience at the Bank of Japan and an audit firm, profound knowledge regarding corporate accounting, and high insight into finance. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</div>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
10	<div>New appointment</div> <div>Outside Director</div> Minako Takeuchi (Jan. 17, 1961)	Apr. 1983 Joined NEC Corporation Dec. 2002 Retired from NEC Corporation Jan. 2003 Joined STANTON CHASE INTERNATIONAL Apr. 2007 Executive Partner, and Representative Director and Vice President, STANTON CHASE INTERNATIONAL Aug. 2013 Representative Director, TM Future Corporation (current position) Sep. 2015 Director, JAPAN PROFESSIONAL BASKETBALL LEAGUE (current position) (Significant concurrent positions) Representative Director, TM Future Corporation	0
	<Reasons for nomination as a candidate for Outside Director> Ms. Minako Takeuchi has a wealth of experience and high insight into overall management as a corporate executive. Due to the above, the Bank has judged that she has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated her as a candidate for Director.		

(Notes)

- There are no special interest relationships between each candidate for Director and the Bank.
- Mr. Hajime Yasui and Ms. Minako Takeuchi are candidates for Outside Directors. Additionally, the Bank has designated Mr. Hajime Yasui as an independent officer pursuant to provisions of the Tokyo Stock Exchange and registered him to the same Exchange. In addition, the Bank also plans to designate Ms. Minako Takeuchi as an independent officer and register her to the same Exchange.
- Mr. Hajime Yasui's term of office as Outside Director will be two years at the conclusion of this General Meeting of Shareholders. For the three years before assuming office as an Outside Director, Mr. Hajime Yasui was an Outside Auditor at the Bank.
- Limited liability agreements with Outside Directors are as follows:  
The Bank has stipulated in the Articles of Incorporation to allow for the conclusion of agreements with Outside Directors that limit their liability for damages to a certain range. Based on this stipulation, the Bank has entered into a liability limitation agreement with Mr. Hajime Yasui.  
If the election of Mr. Hajime Yasui is approved as proposed, the Bank plans to continue the liability limitation agreement with him.  
Additionally, if the election of Ms. Minako Takeuchi is approved as proposed, the Bank plans to conclude the same liability limitation agreement with her.  
Overview of the agreement is as follows:  
- If an Outside Director is held liable for damages set forth in Article 423, Paragraph 1 of the Companies Act without willful misconduct or gross negligence, he/she will be responsible for such liability to the extent of the amount set forth by laws and regulations or 10 million yen, whichever is greater.

[Reference] Criteria for Independence

Outside Directors and Outside Auditors are considered to be independent if none of the following applies.

- A person involved in the execution of business at a Group Companies of the Bank
- A person for whom the Bank is a primary business partner or a person engaged in business execution of such person, or a primary business partner of the Bank or a person engaged in business execution of such business partner
- A consultant, accounting specialist, or legal specialist that receives a significant amount of monetary compensation or other assets from the Bank, aside from executive remuneration
- A person to which ① to ③ above applied at a recent time
- A relative of a person to which any of ① to ④ above applies (excluding insignificant persons)