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(Securities Code: 8382)  
June 4, 2019

**To Shareholders with Voting Rights:**

Masato Miyanaga  
President  
The Chugoku Bank, Ltd.  
1-15-20 Marunouchi, Kita-ku,  
Okayama, Japan

## **NOTICE OF CONVOCATION OF THE 138TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 138th Ordinary General Meeting of Shareholders of The Chugoku 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 either in writing or via the Internet, etc. 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:** 3F Auditorium, Head Office, the Bank, 1-15-20 Marunouchi, Kita-ku, Okayama, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report and Non-consolidated Financial Statements for the Bank’s 138th Fiscal Year (from April 1, 2018 to March 31, 2019)
    2. Consolidated Financial Statements for the Bank’s 138th 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 and Supervisory Committee
  - Proposals to be resolved:**
    - Proposal No. 1:** Appropriation of Surplus
    - Proposal No. 2:** Election of Ten (10) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
    - Proposal No. 3:** Election of One (1) Director Serving as Audit and Supervisory Committee Member

## Exercise of Voting Rights

### Exercise of Voting Rights by Attending the Meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

### 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.

### Exercise of Voting Rights via the Internet, etc.

If voting via the Internet, etc., please confirm the “Procedures to Exercise of Voting Rights via the Internet, etc.” and exercise your voting rights by the aforementioned deadline.

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

End

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, please bring this Notice of Convocation with you to conserve resources.
  - ◎ The venue will be extremely crowded during the time immediately before the meeting begins; please arrive early. Additionally, the reception is scheduled to begin at 9:00 a.m. Japan time.
  - ◎ Pursuant to laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, the following items are posted on the Bank’s website and are not included in this Notice of Convocation.
    1. Business Report
      - (1) “Matters Concerning Stock Acquisition Rights of the Bank, etc.”
      - (2) “Basic Policy Regarding the Desirable State of Parties Controlling the Determination of the Bank’s Financial and Business Policies”
      - (3) “Systems to Secure the Appropriateness of Operations”
      - (4) “Matters Concerning Specified Wholly-Owned Subsidiaries”
      - (5) “Matters Concerning Transactions with the Parent Company”
      - (6) “Matters Concerning Accounting Advisor”
    2. Financial Statements
      - (1) “Non-Consolidated Statements of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements”
      - (2) “Consolidated Statements of Changes in Net Assets” and “Notes to the Consolidated Financial Statements”

Accordingly, the attached documents in this Notice of Convocation are a part of the documents audited by the Accounting Auditor and the Audit and Supervisory Committee during preparation of the Audit Reports. Additionally, concerning the documents posted on the Bank’s website, shareholders may request a copy to be mailed by contacting the Bank’s personnel in charge of stock, Public Relations & CSR Center (Telephone: 086-223-3111 (mainboard)).

- ◎ Revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Bank’s website.

The Bank’s Website	<a href="https://www.chugin.co.jp/">https://www.chugin.co.jp/</a>
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# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

The Bank proposes the following regarding appropriation of surplus.

1. Matters concerning year-end dividends

The Bank's policy on dividends, in view of working to provide further profit returns to shareholders, is to have a stable annual dividend of 18 yen per share which is unaffected by business results, and to have a shareholder return ratio, the sum of dividends and purchases of treasury stock, of 35% of net income. Based on this policy, the Bank proposes the following year-end dividends for the 138th fiscal year.

(1) Matters concerning the allotment of dividend property to shareholders and the total amount  
12 yen per share of common stock, for a total of 2,259,802,296 yen

\*As 10 yen was paid as an interim dividend, dividends to be paid for the full fiscal year amount to 22 yen, an increase of 2 yen from the previous fiscal year.

(2) Effective date of distribution of surplus

Thursday, June 27, 2019

2. Other matters concerning the appropriation of surplus

In consideration of strengthening the Bank's management structure and future business expansion, etc., the Bank proposes the following for other matters concerning the appropriation of surplus.

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

General reserve 10,000,000,000 yen

(2) Item and amount of surplus to be decreased

Retained earnings brought forward 10,000,000,000 yen

**Proposal No. 2:** Election of Ten (10) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of eleven (11) Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same applies in the rest of this Proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, to further revitalize the meetings of the Board of Directors and to expedite decision-making, the election of ten (10) Directors is proposed, a decrease in the number by one.

Additionally, this Proposal had been deliberated by the Nominating and Compensation Committee in which outside directors compose the majority of members with an outside director as chairman, and then was considered in the Audit and Supervisory Committee, and the Bank judges that each of the candidates is qualified for a Director of the Bank.

The candidates for Director are as follows:

No.	Name	Current position at the Bank		Attendance at meetings of the Board of Directors
1	Masato Miyanaga	Director and President	[Reappointment]	11/11 (100%)
2	Sadanori Kato	Senior Managing Director	[Reappointment]	11/11 (100%)
3	Koji Terasaka	Managing Director	[Reappointment]	11/11 (100%)
4	Ikuhide Harada	Managing Director	[Reappointment]	11/11 (100%)
5	Shinichi Taniguchi	Managing Director	[Reappointment]	11/11 (100%)
6	Tatsuo Hiramoto	Managing Executive Officer	[New candidate]	-
7	Hiroyuki Ohara	Executive Officer	[New candidate]	-
8	Hiromichi Kato	Executive Officer	[New candidate]	-
9	Yoshio Sato	Outside Director	[Reappointment] [Outside] [Independent]	11/11 (100%)
10	Akira Kodera	Outside Director	[Reappointment] [Outside] [Independent]	11/11 (100%)

# 1 Masato Miyanaga

[Reappointment]

**Date of birth**

September 12, 1954

**Term of office as Director:**

14 years (at the conclusion of this General Meeting of Shareholders)

**Attendance at meetings of the Board of Directors:**

11/11 (100%)

**Number of shares of the Bank held:**

23,000 shares

**Past experience, positions, responsibilities, and significant concurrent positions**

Apr.	1977	Joined the Bank
Jun.	1999	General Manager, Tanokuchi Branch
Oct.	2000	General Manager, Credit Administration Department
Jun.	2003	General Manager, Fukuyama Branch and Senior Deputy General Manager, Bingo Regional Headquarters
Jun.	2005	Director and General Manager, Credit Supervision Department
Jun.	2006	Director, General Manager, Credit Supervision Department and General Manager, Credit Rating Center
Jun.	2007	Managing Director
Jun.	2011	Director and President (Representative Director) (current position)

**Responsibilities:**

Overall business, Secretariat and NEXT 10 Promotion Department

**Reasons for selecting the candidate for Director:**

Since joining the Bank in 1977, he has gained examination and planning experience in the Credit Supervision Department, served as General Manager of the Credit Administration Department, General Manager of the Fukuyama Branch, General Manager of the Credit Supervision Department, and has also held the posts of supervisor of the Management Planning Department, Risk Management Department, Compliance Department, as Managing Officer. He possesses wide range of knowledge from his wealth of experience in a wide range of business, in addition to a high sense of balance. He has served as Director and President since 2011, and has formulated and implemented the 10-year long-term management plan, "Vision 2027: Plan for Creating the Future Together", by quickly responding to changes in the business environment. The Bank nominates him as a candidate for Director with the expectation that he will continue to contribute to the Bank's business performance development by using his wealth of management experience and deep knowledge mainly in the Bank's external activities.

## 2 Sadanori Kato

[Reappointment]

**Date of birth**

August 23, 1957

**Term of office as Director:**

6 years (at the conclusion of this General Meeting of Shareholders)

**Attendance at meetings of the Board of Directors:**

11/11 (100%)

**Number of shares of the Bank held:**

18,457 shares

**Past experience, positions, responsibilities, and significant concurrent positions**

Apr.	1981	Joined the Bank
Feb.	2003	General Manager, Kamogata Branch
Feb.	2005	General Manager, Konan Branch
Feb.	2008	Senior Deputy General Manager, Computer System Department
Jun.	2008	General Manager, Computer System Department
Jun.	2012	Commissioner and General Manager, Computer System Department
Jun.	2013	Director and General Manager, Personnel Department
Jun.	2015	Managing Director
Jun.	2017	Senior Managing Director (Representative Director) (current position)

**Responsibilities:**

Overall business, Management Planning Department, Compliance Department and Tokyo Liaison Office

**Reasons for selecting the candidate for Director:**

Since joining the Bank in 1981, he has gained experience in the Management Planning Department and Business Planning Department, has served as General Manager of the Konan Branch, the Computer System Department, and the Personnel Department, and has held the posts of supervisor of the Management Planning Department, Compliance Department, Computer System Department and Risk Management Department, as Managing Officer. He possesses deep knowledge of a wide range of operations from his wealth of experience, with a sense of balance and high trustworthiness. He has served as Senior Managing Director since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director, as it judges that he is the most qualified person to be a candidate for Director and President, as he has high management planning ability and a sense of balance, and is expected to utilize his wealth of experience and wide range of knowledge to lead the Bank's business performance development.

### 3

## Koji Terasaka

[Reappointment]

#### Date of birth

October 25, 1957

#### Term of office as Director:

6 years (at the conclusion of this General Meeting of Shareholders)

#### Attendance at meetings of the Board of Directors:

11/11 (100%)

#### Number of shares of the Bank held:

9,176 shares

#### Past experience, positions, responsibilities, and significant concurrent positions

Apr. 1980 Joined the Bank  
 Feb. 2003 General Manager, Hinase Branch  
 Jun. 2005 General Manager, Fuchu Branch  
 Jun. 2009 General Manager, Credit Supervision Department and General Manager, Credit Rating Center  
 Oct. 2011 General Manager, Credit Supervision Department  
 Jun. 2012 Commissioner and General Manager, Credit Supervision Department  
 Jun. 2013 Director and General Manager, Shikoku Regional Headquarters  
 Feb. 2015 Director and General Manager, Head Office Business Department  
 Jun. 2017 Managing Director (current position)

#### Responsibilities:

Credit Supervision Department, Administrative Planning Department and Treasury Administration Department

#### Reasons for selecting the candidate for Director:

Since joining the Bank in 1980, he has gained experience in the Credit Supervision Department, served as a General Manager of the Credit Supervision Department, Shikoku Regional Headquarters, and Head Office Business Department, and has held the posts of supervisor of the Credit Supervision Department, Administrative Planning Department and Treasury Administration Department as Managing Officer. He possesses deep knowledge in precise credit decision, operation and risk administration business from a wealth of business experience. He has been serving as Managing Director since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director, as he has strong skill at building customer relationships and has a great network, and he is expected to utilize his wealth of experience and wide range of knowledge to contribute to the Bank's business performance development.

### 4

## Ikuhide Harada

[Reappointment]

#### Date of birth

April 6, 1961

#### Term of office as Director:

2 years (at the conclusion of this General Meeting of Shareholders)

#### Attendance at meetings of the Board of Directors:

11/11 (100%)

#### Number of shares of the Bank held:

10,263 shares

#### Past experience, positions, responsibilities, and significant concurrent positions

Apr. 1985 Joined the Bank  
 Oct. 2007 General Manager, Hirai Branch  
 Jun. 2009 General Manager, Fuchu Branch  
 Jun. 2011 General Manager, Osaka Branch  
 Jun. 2013 General Manager, Fukuyama Branch and Senior Deputy General Manager, Bingo Regional Headquarters  
 Jun. 2015 Executive Officer and General Manager, Personnel Department  
 Jun. 2017 Managing Director (current position)

#### Responsibilities:

Computer System Department and Risk Management Department

#### Reasons for selecting the candidate for Director:

Since joining the Bank in 1985, he has gained experience in the Business Promotion Department, served as General Manager of the Osaka Branch, Fukuyama Branch, and Personnel Department and has held the posts of supervisor of Computer System Department and Risk Management Department, as Managing Officer. He possesses deep knowledge in business promotion, personnel planning, system, and risk management from a wealth of business experience. He has been serving as Managing Director since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director, as he has excellent logicity and sense of balance, planning and creative skills, and he is expected to utilize his wealth of experience and wide range of knowledge to contribute to the Bank's business performance development.

## 5 Shinichi Taniguchi

[Reappointment]

### **Date of birth**

October 21, 1964

### **Term of office as Director:**

2 years (at the conclusion of this General Meeting of Shareholders)

### **Attendance at meetings of the Board of Directors:**

11/11 (100%)

### **Number of shares of the Bank held:**

6,735 shares

### **Past experience, positions, responsibilities, and significant concurrent positions**

Apr.	1987	Joined the Bank
Jun.	2008	General Manager, Kakogawa Branch
Jun.	2011	General Manager, Tanokuchi Branch
Jun.	2013	General Manager, Management Planning Department
Jun.	2015	Executive Officer and General Manager, Tsuyama Branch
Jun.	2017	Managing Director and General Manager, Bingo Regional Headquarters (current position)

### **Reasons for selecting the candidate for Director:**

Since joining the Bank in 1987, he has gained experience in the Management Planning Department, served as General Manager of the Management Planning Department and Tsuyama Branch, and has held the posts of supervisor of Bingo Regional Headquarters as Managing Officer. He possesses deep knowledge in management planning and business promotion from a wealth of business experience. He has been serving as Managing Director since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director with the expectation that he will utilize his wealth of experience and wide range of knowledge to contribute to the Bank's business performance development.

## 6 Tatsuo Hiramoto

[New candidate]

### **Date of birth**

January 16, 1964

### **Number of shares of the Bank held:**

6,629 shares

### **Past experience, positions, responsibilities, and significant concurrent positions**

Apr.	1987	Joined the Bank
Jun.	2009	General Manager, Mizushima Higashi Branch
Jun.	2011	General Manager, Tamashima Branch
Jun.	2013	General Manager, Tokyo Branch
Jun.	2015	Executive Officer and General Manager, Management Planning Department
Jun.	2017	Managing Executive Officer and General Manager, Management Planning Department
Apr.	2019	Managing Executive Officer, General Manager, Management Planning Department and General Manager, Cost Management Center
May	2019	Managing Executive Officer, General Manager, Management Planning Department, General Manager, Cost Management Center and General Manager, General Affairs Department (current position)

### **Reasons for selecting the candidate for Director:**

Since joining the Bank in 1987, he has gained experience in the Credit Supervision Department, served as a General Manager of Tokyo Branch and Management Planning Department. He possesses deep knowledge in management planning and credit decision operation from a wealth of business experience. He has been serving as Managing Executive Officer since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director with the expectation that he will utilize his wealth of experience and wide range of knowledge to contribute to the Bank's business performance development.



## 7 Hiroyuki Ohara

[New candidate]

### **Date of birth**

July 10, 1962

### **Number of shares of the Bank held:**

4,179 shares

### **Past experience, positions, responsibilities, and significant concurrent positions**

Apr.	1985	Joined the Bank
Feb.	2006	General Manager, Takehara Branch
Feb.	2008	General Manager supervising Credit Supervision Department and General Manager, Management Support Center
Jun.	2011	General Manager, Yonago Branch
Jun.	2013	General Manager, Credit Supervision Department
Jun.	2017	Executive Officer and General Manager, Personnel Department (current position)

### **Reasons for selecting the candidate for Director:**

Since joining the Bank in 1985, he has gained experience in the Credit Supervision Department, served as General Manager of the Credit Supervision Department and Personnel Department. He possesses deep knowledge in personnel planning and credit decision operation from a wealth of business experience. He has been serving as Executive Officer since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director with the expectation that he will utilize his wealth of experience and wide range of knowledge to contribute to the Bank's business performance development.

## 8 Hiromichi Kato

[New candidate]

### **Date of birth**

September 20, 1962

### **Number of shares of the Bank held:**

1,498 shares

### **Past experience, positions, responsibilities, and significant concurrent positions**

Apr.	1986	Joined the Bank
Jun.	2009	General Manager, Hiroshima Funairi Branch
Jun.	2011	General Manager, Hirai Branch
Jun.	2013	General Manager, Himeji Branch
Jun.	2015	General Manager, Financial Business Department and General Manager, Structured Finance Center
Jun.	2017	Executive Officer and General Manager, Tsuyama Branch (current position)

### **Reasons for selecting the candidate for Director:**

Since joining the Bank in 1986, he has gained experience in the Funds & Securities Department, served as General Manager of the Financial Business Department and Tsuyama Branch. He possesses deep knowledge in fund operations from a wealth of business experience. He has been serving as Executive Officer since 2017, and has been aptly fulfilling those duties and responsibilities. The Bank nominates him as candidate for Director with the expectation that he will utilize his wealth of experience and wide range of knowledge to contribute to the Bank's business performance development.

## 9 Yoshio Sato

[Reappointment]  
[Outside]  
[Independent]

**Date of birth**  
February 14, 1949

**Term of office as Director:**  
5 years (at the conclusion of this General Meeting of Shareholders)

**Attendance at meetings of the Board of Directors:**  
11/11 (100%)

**Number of shares of the Bank held:**  
1,900 shares

### Past experience, positions, responsibilities, and significant concurrent positions

Jul.	1974	Joined Arthur Andersen & Co.
Jul.	1979	Resigned from Arthur Andersen & Co.
Aug.	1979	Joined Tohmatsu Aoki Audit Firm
Mar.	1981	Registered as Certified Public Accountant
Aug.	1986	Resigned from Tohmatsu Aoki Audit Firm
Sep.	1986	Established Yoshio Sato CPA Firm
Jun.	2006	Outside Audit & Supervisory Board Member, the Bank
Jun.	2014	Outside Director (current position)

### Reasons for selecting the candidate for Outside Director:

Through his many years of experience as a certified public accountant, he has gained a wealth of experience and a high level of knowledge and specialization in finance and accounting, in addition to being sufficiently familiar with the local economic community. The Bank nominates him as candidate for Outside Director with the expectation that he will give advice that utilizes his knowledge and strengthen the viability of the decision-making functions and supervisory functions of the Board of Directors from his position of being independent from management.

## 10 Akira Koderu

[Reappointment]  
[Outside]  
[Independent]

**Date of birth**  
April 23, 1947

**Term of office as Director:**  
3 years (at the conclusion of this General Meeting of Shareholders)

**Attendance at meetings of the Board of Directors:**  
11/11 (100%)

**Number of shares of the Bank held:**  
1,400 shares

### Past experience, positions, responsibilities, and significant concurrent positions

Apr.	1970	Joined ITOCHU Corporation
Jun.	2000	Executive Officer, ITOCHU Corporation
Apr.	2002	Managing Executive Officer, ITOCHU Corporation
Jun.	2004	Representative Director and Managing Executive Officer, ITOCHU Corporation
Jun.	2006	Resigned from ITOCHU Corporation Assumed the office of Representative Director, ITOCHU ENEX CO., LTD.
Jun.	2012	Chairman of the Board of Directors, ITOCHU ENEX CO., LTD.
Mar.	2015	Resigned from ITOCHU ENEX CO., LTD.
Jun.	2016	Outside Director, the Bank (current position)

### Reasons for selecting the candidate for Outside Director:

He has held the posts of Representative Director and Managing Executive Officer of the ITOCHU Corporation and Representative Director, President and Chairman of ITOCHU ENEX CO., LTD. He possesses a wealth of corporate management experience and a high level of knowledge. The Bank nominates him as candidate for Outside Director with the expectation that he will give advice that utilizes his knowledge and experience as a corporate manager, and strengthen the viability of the decision-making functions and supervisory functions of the Board of Directors from his position of being independent from management.

- (Notes)
1. There are no special interests between the candidates and the Bank.
  2. Messrs. Yoshio Sato and Akira Koderu are candidates for Outside Director. The Bank has registered Messrs. Yoshio Sato and Akira Koderu at the Tokyo Stock Exchange as Independent Director/Auditor stipulated by the aforementioned Exchange. If this Proposal is approved as proposed, the Bank plans to designate Messrs. Yoshio Sato and Akira Koderu as Independent Director/Auditor.
  3. The Bank has concluded a liability limitation agreement with Messrs. Yoshio Sato and Akira Koderu based on provisions under Article 427, Paragraph 1 of the Companies Act. If this Proposal is approved as proposed, the Bank plans to continue with the above liability limitation agreement with Messrs. Yoshio Sato and Akira Koderu based on provisions under Article 427, Paragraph 1 of the Companies Act. The liability amount for Outside Directors pursuant to such agreement shall be the minimum amount stipulated by laws and regulations.

**Proposal No. 3:** Election of One (1) Director Serving as Audit and Supervisory Committee Member

Mr. Yasuo Okazaki, Director serving as Audit and Supervisory Committee Member, will resign from his position as of the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of one (1) Director serving as Audit and Supervisory Committee Member is proposed to fill a vacancy.

In addition, the term of office of the Director serving as Audit and Supervisory Committee Member elected at this Ordinary General Meeting of Shareholders shall be the remaining term of office of the predecessor, which is until the conclusion of the 139th Ordinary General Meeting of Shareholders scheduled in June 2020, as stipulated in the Bank's Articles of Incorporation.

This proposal has received the approval of the Audit and Supervisory Committee.

The candidate for Director serving as Audit and Supervisory Committee Member is as follows:

<b>Kotaro Kogame</b>  [New candidate]  <b>Date of birth</b> February 26, 1961  <b>Number of shares of the Bank held:</b> 3,329 shares	<b>Past experience, positions, responsibilities, and significant concurrent positions</b>	
	Apr.	1984      Joined the Bank
	Jun.	2007      General Manager, Marugame Branch
	Feb.	2010      General Manager, Risk Management Department
	Jun.	2013      General Manager, Hiroshima Branch
	Jun.	2015      Commissioner and General Manager, Hiroshima Branch
	Jun.	2016      Commissioner and General Manager, NEXT 10 Promotion Department
	Jun.	2017      Executive Officer and General Manager, Audit & Inspection Department (current position)
	<b>Reasons for selecting the candidate for Director serving as Audit and Supervisory Committee Member:</b>	
	Since joining the Bank in 1984, he has gained experience in the Risk Management Department, has served as General Manager of the Risk Management Department and Audit & Inspection Department. He possesses a wealth of business experience and a wide range of knowledge. The Bank nominates him as candidate for Director serving as Audit and Supervisory Committee Member with the expectation that he will audit the execution of duties by Directors in fair and appropriate manner as Audit and Supervisory Committee Member.	

(Note) There are no special interests between the candidate and the Bank.