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(Securities Code: 8338)
June 5, 2015

To Shareholders with Voting Rights:

Masami Fujikawa
President
Tsukuba Bank, Ltd.
2-11-7 Chuo, Tsuchiura City,
Ibaraki Prefecture, Japan

NOTICE OF CONVOCATION OF THE 91ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 91st Annual General Meeting of Shareholders of The Tsukuba 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 in writing by submitting the Voting Rights Exercise Form, or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights no later than 5:05 p.m. on June 24, 2015 (Wednesday) by following the instructions described below.

1. **Date and Time:** Thursday, June 25, 2015 at 10 a.m. Japan time

2. **Place:** 10F, Main Conference Room, Headquarter Building of the Bank, 1-7 Takezono, Tsukuba City, Ibaraki Prefecture, Japan

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Non-consolidated Financial Statements for the Bank's 91st Fiscal Year (from April 1, 2014 to March 31, 2015)
2. Consolidated Financial Statements for the Bank's 91st Fiscal Year (from April 1, 2014 to March 31, 2015) 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: Partial Amendments to the Articles of Incorporation
Proposal No. 2: Election of Nine (9) Directors
Proposal No. 3: Election of Five (5) Audit & Supervisory Board Members

4. Exercise of Voting Rights:

(1) 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 5:05 p.m. on Wednesday, June 24, 2015 Japan time.

(2) Exercise of Voting Rights via the Internet, etc.
Please access the Bank's designated voting website (http://www.it-soukai.com/) using the "Voting Rights Exercise Code" and "Password" enclosed with the Voting Rights Exercise Form, follow the instructions on the voting website, and indicate your vote for or against the proposals by 5:05 p.m. on Wednesday, June 24, 2015.
Please confirm the "Instructions for Exercise of Voting Rights via the Internet, etc." on pages 38 to 39 when voting via the Internet, etc. (Japanese only)

(3) Handling of Duplicate Voting
If you vote both in writing on the Voting Rights Exercise Form and via the Internet, etc., only your vote placed via the Internet, etc. will be valid, no matter when the votes are received.
In addition, if you submit your vote multiple times via the Internet, etc., only the last vote will be valid.

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank's headquarter building on the day of the meeting for confirmation.
◎ The following matters are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, posted on the Bank's website (http://www.tsukubabank.co.jp/) and are therefore not included with this Notice of Convocation of the Annual General Meeting of Shareholders. Therefore, the Attached Documents are part of the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members and the Accounting Auditors in preparing the Audit Report.
(1) Notes to the Non-Consolidated Financial Statements
(2) Notes to the Consolidated Financial Statements
◎ Any updates to the Reference Documents, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Bank's website (http://www.tsukubabank.co.jp/)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments
   (1) To enable Directors (excluding Executive Directors, etc.) and Audit & Supervisory Board Members to fully execute their expected roles, and to allow for appropriate personnel to participate in the Company's business, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank proposes to newly establish provisions to Article 32 (Liability Limitation Agreement with Directors) and Article 42 (Liability Limitation Agreement with Audit & Supervisory Board Members) of the Articles of Incorporation.
   Furthermore, the proposal to establish new provisions to Article 32 of the Articles of Incorporation has been approved by all Audit & Supervisory Board Members.
   (2) In line with the above changes, the Bank proposes change to the Article numbers.

2. Contents of the amendment
   Contents of the amendment are as follows

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
Chapter IV Directors and the Board of Directors	Chapter IV Directors and the Board of Directors
(Newly established)	(Liability Limitation Agreement with Directors) Article 32 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank may conclude agreements with Directors (excluding Executive Directors, etc.) to limit liability resulting from negligence of duties. However, the limit of liability under such agreements shall be the amount stipulated by laws and regulations.
Chapter V Audit & Supervisory Board Members and the Audit & Supervisory Board Article 32 – Article 40 (Omitted)	Chapter V Audit & Supervisory Board Members and the Audit & Supervisory Board Article 33 – Article 41 (Unchanged)
(Newly established)	(Liability Limitation Agreement with Audit & Supervisory Board Members) Article 42 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank may conclude agreements with Audit & Supervisory Board Members to limit liability resulting from negligence of duties. However, the limit of liability under such agreements shall be the amount stipulated by laws and regulations.
Article 41 – Article 47 (Omitted)	Article 43 – Article 49 (Unchanged)

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

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, in order to further strengthen the management structure, we would like to increase the number of candidate by one (1), thereby propose the election of nine (9) Directors.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
1	Masami Fujikawa (Oct. 13, 1952)	Apr. 1976 Joined the Kanto Bank, Limited Feb. 2002 General Manager, Hitachinaka Branch Apr. 2003 General Manager, Hitachinaka Branch, the Kanto Tsukuba Bank, Limited Sep. 2003 General Manager, Kenkyu-gakuen-toshi Branch, General Manager, Tsukuba-asse Subbranch Office, Kenkyu-gakuen-toshi Branch Jul. 2004 General Manager, General Planning Division Jun. 2006 Director, General Manager, General Planning Division Jun. 2007 Managing Director, General Manager, General Planning Division Jul. 2007 Managing Director Apr. 2008 Senior Managing Director Mar. 2010 Senior Managing Director, the Bank Apr. 2011 Vice-President Jun. 2012 President (to the present)	74,500 shares
2	Makoto Ueki (Mar. 1, 1954)	Apr. 1977 Joined the Ibaraki Mutual Bank, Limited Jun. 1998 General Manager, Tomobe Branch, the Ibaraki Bank, Limited Apr. 2001 General Manager, Tokyo Branch Jan. 2003 General Manager, Ayase Branch and in charge of Tokyo Office Operation, General Planning Division Jun. 2005 Director, General Manager, Examination Division Apr. 2008 Director, General Manager, Business Control Division Jun. 2008 Managing Director, General Manager, Risk Control Division Oct. 2008 Managing Director, General Manager, Examination Division Mar. 2010 Senior Managing Director, the Bank Apr. 2011 Senior Managing Director, Executive General Manager, Business Headquarters Apr. 2012 Senior Managing Director Jun. 2012 Vice-President Apr. 2014 Vice-President and in charge of Audit Division (to the present)	56,680 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
3	Yoshio Saku (Aug. 30, 1953)	Apr. 1978 Joined the Kanto Bank, Limited May 2001 General Manager, Fujishiro Branch Aug. 2002 General Manager, Matsudo Branch Apr. 2003 General Manager, Matsudo Branch, the Kanto Tsukuba Bank, Limited Jul. 2004 General Manager, Personal Loan Division Jul. 2005 General Manager, Personnel Division Jul. 2007 Executive Officer, General Manager, Personnel Division Jun. 2008 Director Jun. 2009 Managing Director Mar. 2010 Managing Director, the Bank Apr. 2012 Managing Director, Executive General Manager, Business Headquarters Jun. 2012 Senior Managing Director, Executive General Manager, Business Headquarters Apr. 2013 Senior Managing Director Apr. 2014 Senior Managing Director and in charge of Secretariat and General Planning Division (to the present)	54,408 shares
4	Nobuyuki Takahashi (Feb. 24, 1956)	Apr. 1978 Joined the Kanto Bank, Limited Jun. 2002 General Manager, Arakawa-oki Branch, General Manager, Tsuchiura-shi Kosetsu-shijo Subbranch Office, Arakawa-oki Branch Apr. 2003 General Manager, Arakawa-oki Branch, General Manager, Tsuchiura-shi Kosetsu-shijo Subbranch Office, Arakawa-oki Branch, the Kanto Tsukuba Bank, Limited Sep. 2003 General Manager, Chiyoda Branch Jul. 2007 General Manager, General Planning Division Jun. 2008 Director, General Manager, General Planning Division Jun. 2009 Managing Director, General Manager, General Planning Division Jul. 2009 Managing Director Mar. 2010 Managing Director, the Bank Jun. 2012 Senior Managing Director Apr. 2015 Senior Managing Director and in charge of Management Control Division and Personnel Division (to the present)	54,100 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
5	Hiroshi Kishiro (Jun. 21, 1956)	Apr. 1979 Joined the Kanto Bank, Limited Apr. 2004 General Manager, Ishioka Branch, the Kanto Tsukuba Bank, Limited Apr. 2006 General Manager, Ushiku Branch Apr. 2008 Executive Officer, Block Manager (General Manager, TX relations and in charge of educational institutions), General Manager, Kenkyu-gakuen-toshi Branch Nov. 2008 Executive Officer, General Manager, Kenkyu-gakuen-toshi Branch Jul. 2009 Senior Executive Officer, General Manager, General Planning Division Mar. 2010 Senior Executive Officer, General Manager, General Planning Division, the Bank Jun. 2012 Director, General Manager, General Planning Division Jul. 2012 Director, General Manager, Personnel Division Apr. 2014 Managing Director Apr. 2015 Managing Director and in charge of Administrative Supervisory Division and Centralized Operations Division (to the present)	28,200 shares
6	* Satoru Ochi (Nov. 15, 1960)	Apr. 1984 Joined the Ibaraki Mutual Bank, Limited Jun. 2006 General Manager, Ryugasaki Branch, the Ibaraki Bank, Limited Jun. 2008 General Manager, Operations Division Mar. 2010 Senior Executive Officer, General Manager, Operations Division and Personnel Division, the Bank Apr. 2011 Senior Executive Officer, Block Manager (in charge of Ushiku Block) Oct. 2011 Senior Executive Officer, Block Manager (in charge of Mito Block) Apr. 2012 Senior Executive Officer, General Manager, Administrative Supervisory Division Apr. 2013 Managing Executive Officer, Executive General Manager, Business Headquarters Apr. 2015 Managing Executive Officer and in charge of Financial Markets Division and General Affairs Division (to the present)	11,500 shares
7	* Masahiko Ikuta (Oct. 12, 1960)	Apr. 1984 Joined the Kanto Bank, Limited Apr. 2006 General Manager, Ishioka Branch, the Kanto Tsukuba Bank, Limited Jul. 2007 Deputy General Manager, General Planning Division Mar. 2010 Deputy General Manager, General Planning Division, Office Manager, Computer Systems Joint Development Office, the Bank Aug. 2010 General Manger, Kamisu Branch, Senior Chief Assistant, Business Headquarters Jul. 2012 Executive Officer, General Manager, General Planning Division Apr. 2014 Senior Executive Officer, General Manager, General Planning Division Apr. 2015 Senior Executive Officer, Executive General Manager, Business Headquarters (to the present)	11,700 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of common shares of the Bank held
8	* Satoshi Ozaki (Mar. 24, 1962)	Apr. 1984 Joined the Kanto Bank, Limited Aug. 2010 General Manager, Ushiku Branch, the Bank Oct. 2011 General Manager, Loan Control Division Jul. 2012 General Manager, Loan Supervision Division Apr. 2013 Executive Officer, Deputy Executive General Manager, Loan Business Headquarters Jul. 2013 Executive Officer, Executive General Manager, Loan Business Headquarters Apr. 2014 Senior Executive Officer, Executive General Manager, Loan Business Headquarters (to the present)	9,300 shares
9	Yoshio Tsutsumi (Aug. 13, 1946)	Apr. 1969 Joined Ibaraki Prefectural Government Apr. 2000 Chief, Public Relations Department, Executive Office of the Governor Apr. 2003 Secretary, General Affairs Division, Chief, General Affairs Department Apr. 2004 Secretary General, Prefectural Labor Relations Commission Apr. 2005 General Office Manager, West District of Ibaraki Prefecture Mar. 2006 Resigned Ibaraki Prefectural Government Aug. 2006 Senior Managing Director, Credit Guarantee Corporation of Ibaraki Prefecture Jan. 2010 Deputy Mayor, Chikusei City Jun. 2013 Director, the Bank Jun. 2013 Senior Managing Director, Ibaraki Pharmaceutical Association (Resigned in March 2015) May 2015 Senior Managing Director, Daisuki Ibaraki Kenminkaigi (to the present)	1,600 shares

(Notes) 1. There is no special interest between the candidates and the Bank.
2. Mr. Yoshio Tsutsumi is a candidate for Outside Director.
3. Mr. Yoshio Tsutsumi has been registered with the Tokyo Stock Exchange as an Independent Director pursuant to the securities listing regulations.
4. Mr. Yoshi Tsutsumi has many years of experience being engaged in the operation of regional governments, and is expected to provide precise advice and supervisory functions for overall management at the Bank. Therefore, the Bank proposes his election as Outside Director.
Additionally, his term of office as Outside Director of the Bank will be two (2) years as of the conclusion of this Annual General Meeting of Shareholders.
5. New candidates are marked with *

Proposal No. 3: Election of Five (5) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Yuusuke Goshima, Tsuneo Ando, Kunio Ono and Yoshihiro Murakami will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, Audit & Supervisory Board Member Akira Ichiba will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of five (5) Audit & Supervisory Board Members is proposed.

Furthermore, Mr. Toshio Noguchi will be elected as a substitute for Akira Ichiba, and pursuant to the Articles of Incorporation of the Bank, his term of office will be until the end of the term of office of the retiring Audit & Supervisory Board Members.

This proposal has been approved by the Audit & Supervisory Board.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of common shares of the Bank held
1	Yuusuke Goshima (Mar. 13, 1955)	Apr. 1977 Joined the Ibaraki Mutual Bank, Limited Apr. 1994 General Manager, Iwai Branch, the Ibaraki Bank, Limited Jun. 2001 General Manager, Edosaki Branch Oct. 2002 General Manager, Tsuchiura Branch Jun. 2003 General Manager, Ayase Branch and in charge of Tokyo Office Operation, General Planning Division Jun. 2005 General Manager, Financial Support Division Jun. 2006 Assistant to General Manager, Financial Support Division Jun. 2007 General Manager, Operations Division Jun. 2008 Audit & Supervisory Board Member Mar. 2010 Audit & Supervisory Board Member, the Bank (to the present)	25,340 shares
2	*Toshio Noguchi (May 16, 1956)	Apr. 1979 Joined the Ibaraki Mutual Bank, Limited Jun. 2006 General Manager, Ayase Branch and in charge of Tokyo Office Operation, General Planning Division, the Ibaraki Bank, Limited Jan. 2008 General Manager, Risk Control Division Jun. 2008 General Manager, General Planning Division Mar. 2010 Director, General Manager, Management Control Division, the Bank Jun. 2012 Managing Director, General Manager, Management Control Division Jul. 2012 Managing Director Apr. 2015 Managing Director and in charge (sub) of Financial Markets Division (to the present)	39,200 shares

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of common shares of the Bank held
3	Kunio Ono (May 30, 1945)	Apr. 1969 Joined Credit Guarantee Corporation of Ibaraki Prefecture Oct. 1991 Chief, General Management Department, Management Division Apr. 1996 Chief, Business Management Department, Business Division Apr. 1998 Secretary, General Affairs Division, Chief , General Affairs Department Apr. 1999 Deputy General Manager, General Affairs Division, Chief, General Affairs Department Apr. 2000 Branch Manager, Tsuchiura Branch (General Manager) Apr. 2002 Director, General Manager, General Affairs Division Apr. 2004 Managing Director Aug. 2005 Senior Managing Director Aug. 2006 Full-time Supervisor Apr. 2008 Advisor (temporary) Jun. 2009 Audit & Supervisory Board Member (part-time), the Ibaraki Bank, Limited Jun. 2009 Retired from Credit Guarantee Corporation of Ibaraki Prefecture Mar. 2010 Audit & Supervisory Board Member, the Bank (to the present)	7,200 shares
4	Yoshihiro Murakami (Apr. 18, 1966)	Apr. 1990 Joined Yamaichi Securities Co., Ltd. Oct. 1992 Retired from Yamaichi Securities Co., Ltd. Apr. 1996 Joined the Legal Training And Research Institute Apr. 1998 Registered as attorney-at-law Joined Matsuo & Kosugi May 2003 Founding partner of Aoi Law Office Nov. 2009 Founded Sakuragawa Law Office Jun. 2014 Audit & Supervisory Board Member, the Bank (to the present)	600 shares
5	* Akira Shinozaki (Apr. 23, 1951)	Apr. 1974 Joined the Yasuda Fire and Marine Insurance Co., Ltd. Apr. 1992 Mito Branch Manager, Ibaraki Branch Apr. 1997 General Manager, Ibaraki Branch Jul. 1999 General Manager, Agency Business Development Division Jul. 2002 General Manager, Agency Business Promotion Division, Sompo Japan Insurance Inc. Apr. 2004 Executive Officer, General Manager, Sendai Branch Jul. 2004 Executive Officer, General Manager, Operation Audit Division Apr. 2007 President, Sompo Japan Heartful Line Inc. Apr. 2008 Corporate Auditor, Sompo Japan DC Securities Inc. Jun. 2010 Corporate Auditor, Nippon Automated Cargo And Port Consolidated System, Inc. Jul. 2014 Adviser, Sompo Japan Insurance Inc. Sep. 2014 Adviser, Sompo Japan Nipponkoa Holdings, Inc. Mar. 2015 Retired from Sompo Japan Nipponkoa Holdings, Inc. (to the present)	0 shares

(Notes) 1. There is no special interest between the candidates and the Bank.

2. Mr. Kunio Ono, Yoshihiro Murakami and Akira Shinozaki are candidates for Outside Audit & Supervisory Board Member.
Mr. Kunio Ono has been registered with the Tokyo Stock Exchange as an Independent Auditor as stipulated by the Tokyo Stock Exchange.

3. Mr. Yoshihiro Murakami is not currently serving as a counsel for the Bank.

4. Matters of note for Outside Audit & Supervisory Board Members are as follows.
   (1) Reason for selection as candidates for Outside Audit & Supervisory Board Member
   1) Mr. Kunio Ono has been involved in finance for small and medium sized business for many years as officer at public service corporations, and is expected to reflect his experience in the auditing of the Bank. Therefore, the Bank proposes his election as Outside Audit & Supervisory Board Member.
   2) Mr. Yoshihiro Murakami is capable of providing advice concerning the appropriateness, etc., of business execution of the Bank from a fair standpoint through his specialized knowledge as an attorney, and is expected to provide further strength to the supervisory functions in management. Therefore, the Bank proposes his election as Outside Audit & Supervisory Board Member.
   3) Mr. Akira Shinozaki has experience as officer at corporations, and is expected to reflect his experience in the auditing of the Bank. Therefore, the Bank proposes his election as Outside Audit & Supervisory Board Member.
   (2) Number of years serving as Audit & Supervisory Board Member since he/she assumed office
   1) Mr. Kunio Ono is currently an Outside Audit & Supervisory Board Member of the Bank, and his term of office as Outside Audit & Supervisory Board Member will be five (5) years and four (4) months at the conclusion of this Meeting of Shareholders.
   2) Mr. Yoshihiro Murakami is currently an Outside Audit & Supervisory Board Member of the Bank, and his term of office as Outside Audit & Supervisory Board Member will be one (1) year at the conslusion of this Meeting of Shareholders.
5. New candidates are marked with *

End