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 these translations or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code: 8358)
June 2, 2016

To Shareholders:

Mitsuyoshi Okano
Director, President and Chief Executive Officer
Suruga Bank Ltd.
23 Toriyoko-cho, Numazu City,
Shizuoka, Japan

NOTICE OF CONVOCATION OF THE 205TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 205th Annual General Meeting of Shareholders of Suruga Bank Ltd. (the "Bank"), which will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights no later than 5:00 p.m. (JST) on June 22 (Wednesday), 2016.

[Exercise of Voting Rights in Writing]

Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach the Bank by the aforementioned deadline.

[Exercise of Voting Rights via the Internet etc.]

Please access the Bank's designated website for the exercise of voting rights (http://www.e-sokai.jp) using the "Voting Rights Exercise Code" and "Password" shown on the enclosed Voting Rights Exercise Form, follow the on-screen guidance, and enter your approval or disapproval for each of the proposals.
Please refer to the "Information on Exercising Voting Rights via the Internet etc." on pages 20 to 21 when voting via the Internet etc. and exercise your voting right by the aforementioned deadline.

1. Date and Time: June 23, 2016 (Thursday) at 10:00 a.m. Japan Standard Time
(Reception opens at 9:00 a.m.)

2. Place: Conference Room, 6F, Suruga Bank Head Office Annex,
23 Toriyoko-cho, Numazu City, Shizuoka, Japan

3. Meeting Agenda:

Matters to be reported:
(1) The Business Report and Consolidated Financial Statements for the Bank's 205th Fiscal Year (from April 1, 2015 to March 31, 2016) and the 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 205th Fiscal Year (from April 1, 2015 to March 31, 2016)

Proposals to be resolved:

Proposal No. 1: Election of Eleven (11) Directors
Proposal No. 2: Election of Three (3) Audit & Supervisory Board Members
Proposal No. 3: Granting of Retirement Benefits to Retiring Directors and a Retiring Audit & Supervisory Board Member
Proposal No. 4: Revision of the Amount of Compensation for Directors

4. Information on Convocation:

(1) If you choose to exercise your voting rights in writing and do not indicate your approval or disapproval for each of the proposals on the Voting Rights Exercise Form returned to the Bank, you will be deemed to indicate approval for the proposals.
(2) If you exercise your voting rights in writing in duplicate, the last Voting Rights Exercise Form to reach the Bank will be deemed to be valid.
(3) If you exercise your voting rights both in writing and via the Internet etc., your exercise via the Internet etc. will be deemed to be valid. In addition, if you exercise your voting rights multiple times via the Internet etc., your last exercise will be deemed to be valid.
(4) If you intend to engage in split voting, you are required to submit a written notice to the Bank indicating your intention to engage in split voting and the reasons for the split voting at least three days prior to the General Meeting of Shareholders.

The Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, as well as the Copy of the Accounting Auditor's Report concerning Consolidated Financial Statements and the Copy of the Accounting Auditor's Report are as stated in the "Attached Documents."

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
◎ Of the documents required to be appended to this Notice of Convocation, Matters relating to Subscription Rights to Shares of the Company, Consolidated Statement of Shareholders' Equity, the Notes to the Consolidated Financial Statements, Non-consolidated Statement of Shareholders' Equity, and the Notes to the Non-consolidated Financial Statements are posted on the Bank's website (http://www.surugabank.co.jp/) (Japanese only) in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Bank, and are therefore not included in the documents attached to this Notice of Convocation.
The Consolidated Financial Statements and the Non-consolidated Financial Statements included in the documents attached to this Notice of Convocation are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that were subject to audit by the Accounting Auditor and by the Audit & Supervisory Board Members for the purpose of preparation of the Independent Auditors' Report and the Audit Report, respectively.
◎ Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements will be posted on the Bank's website (http://www.surugabank.co.jp/)
◎ We appreciate if you could bring this reference documents with you to the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Eleven (11) Directors

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

The candidates are as follows:

No.	Name	Positions and responsibilities at the Bank	Candidate attributes
1	Mitsuyoshi Okano	Representative Director and President Chief Executive Officer (CEO)	Reappointment
2	Kinosuke Okano	Representative Director and Executive Vice President Chief Operating Officer (COO)	Reappointment
3	Toshihiko Shirai	Representative Director and Senior Managing Director Responsible for Management Planning Division Chief Compliance Officer (CCO)	Reappointment
4	Kazuya Mochizuki	Senior Managing Director Responsible for Corporate Administration Division and Market Finance Division Chief Financial Officer (CFO)	Reappointment
5	Yoshihiro Okazaki	Senior Managing Director Responsible for Business Promotion, Customer Support Division	Reappointment
6	Takeshi Yagi	Director Responsible for Credit Division	Reappointment
7	Akihiro Yoneyama	Executive Officer General Manager of Systems Division	New appointment
8	Michio Arikuni	Management Planning Division, General Manager of Casting Department	New appointment
9	Makoto Naruke	Director	Reappointment Outside Director Independent Director
10	Yoshinori Ando	Director	Reappointment Outside Director Independent Director
11	Kanoko Oishi	Director	Reappointment Outside Director Independent Director

Candidates for Directors

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">1</td><td>Mitsuyoshi Okano
(February 5, 1945)

[Reappointment]</td><td>Apr. 1969 Joined The Fuji Bank, Limited
Mar. 1975 Joined the Bank
Jan. 1983 Senior Managing Director
May 1985 Representative Director and President
Jun. 1998 Representative Director, President and Chief Executive Officer
to present</td><td>245,091 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Mr. Mitsuyoshi Okano is leading the Bank’s management, serving as Representative Director, President and CEO. He is performing his duties and fulfilling his responsibilities appropriately and demonstrating strong leadership based on his wealth of experience and wide-ranging knowledge. He is a person of abundant intelligence, perceptiveness, and high integrity capable of leading the Bank’s management in the right direction. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Okano will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">2</td><td>Kinosuke Okano
(July 8, 1947)

[Reappointment]</td><td>Jul. 1973 Joined the Bank
Apr. 1985 Managing Director
May 1985 Senior Managing Director
Jun. 1986 Representative Director and Deputy President
Jun. 1998 Representative Director and Executive Vice President
to present</td><td>121,580 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Mr. Kinosuke Okano is leading the Bank’s business execution, serving as Representative Director, Executive Vice President and COO. He is demonstrating strong leadership in the Bank’s efforts to enhance corporate value and is performing his duties and fulfilling his responsibilities appropriately. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Okano will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">3</td><td>Toshihiko Shirai
(November 11, 1953)

[Reappointment]</td><td>Apr. 1976 Joined the Bank
Apr. 1995 General Manager of Hong Kong Branch
Apr. 2002 General Manager of External Public Relations Department, Sales Division
Apr. 2003 General Manager of Planning Department, Management Planning Division
Jun. 2008 Managing Director, responsible for Management Planning Division
Jun. 2011 Senior Managing Director, responsible for Management Planning Division
Apr. 2012 Representative Director and Senior Managing Director, responsible for Management Planning Division
to present</td><td>41,000 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Mr. Toshihiko Shirai serves as Representative Director and Senior Managing Director, responsible for Management Planning Division. As Chief Compliance Officer, he has been contributing to the reinforcement of the Bank’s compliance systems and the establishment of management control systems and is performing his duties and fulfilling his responsibilities appropriately. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Shirai will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Kazuya Mochizuki
(November 18, 1953)

[Reappointment]</td><td>Apr. 1977 Joined the Bank
Jul. 1997 General Manager of ALM Department, Management Planning Division
May 2000 Managing Executive Officer and General Manager of Management Planning Division
Oct. 2009 Senior Managing Executive Officer and General Manager of Management Planning Division
Apr. 2011 Senior Managing Executive Officer, responsible for Corporate Administration Division
Jun. 2011 Senior Managing Director, responsible for Corporate Administration Division and Market Finance Division
to present</td><td>54,000 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Mr. Kazuya Mochizuki serves as Senior Managing Director, responsible for Corporate Administration Division and Market Finance Division. As Chief Financial Officer, he has been contributing to the strengthening of the Bank’s financial position and the establishment of management control systems and is performing his duties and fulfilling his responsibilities appropriately. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Mochizuki will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.</td></tr>
</table>

<table>
<tr><td rowspan="2">No.</td><td>Name
(Date of birth)</td><td colspan="2">Career summary, positions, responsibilities and significant concurrent positions</td><td>Number of shares of the Bank held</td></tr>
<tr><td>5</td><td>Yoshihiro Okazaki
(July 23, 1955)

[Reappointment]</td><td>Apr. 1979 Joined the Bank
May 2000 Executive Officer and General Manager of Business Planning Department, Operations Division
Apr. 2004 Managing Executive Officer and General Manager of Community Bank Department, Operations Division
Oct. 2009 Senior Managing Executive Officer, General Manager of Operations Division and Assistant to COO
Jun. 2015 Senior Managing Director, responsible for Business Promotion, Customer Support Division
to present</td><td>23,100 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Mr. Yoshihiro Okazaki serves as Senior Managing Director, responsible for Business Promotion, Customer Support Division. He has been contributing to the promotion of the Bank’s management strategies and business strategies, and is performing his duties and fulfilling his responsibilities appropriately. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Okazaki will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">6</td><td>Takeshi Yagi
(August 5, 1964)

[Reappointment]</td><td>Apr. 1987 Joined the Bank
Apr. 2003 General Manager of Shizuoka Prefectural Government Branch
Apr. 2004 Deputy General Manager of Customer Services, Quality Management Department
Apr. 2005 General Manager of Customer Services, Quality Management Department
Apr. 2010 General Manager of Quality Support Department, Customer Support Division
Jun. 2012 Director, responsible for Customer Support Division
Apr. 2015 Director, responsible for Credit Division
to present</td><td>8,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Mr. Takeshi Yagi serves as Director, responsible for Credit Division. He has been contributing to the establishment of the Bank’s credit risk management systems and asset appraisal management systems and is performing his duties and fulfilling his responsibilities appropriately. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Yagi will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">7</td><td>Akihiro Yoneyama
(September 18, 1965)

[New appointment]</td><td>Apr. 1989 Joined the Bank
Apr. 2002 General Manager of Planning and Administration Department, Credit Division
Apr. 2004 General Manager of Numazu Central Branch
Oct. 2005 General Manager of Yokohama Totsuka Branch
Apr. 2007 Senior Manager of Quality Support Department
Apr. 2009 Manager of Planning Group, System Planning, Systems Division
Apr. 2014 Senior Manager of Planning Group, Systems Division
Apr. 2015 Executive Officer and General Manager of Systems Division
to present</td><td>4,485 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Having served as General Manager of Yokohama Totsuka Branch, Senior Manager of Quality Support Department, Senior Manager of Planning Group, Systems Division, and now serving as an Executive Officer and General Manager of Systems Division, Mr. Akihiro Yoneyama has gained a wealth of business experience and is well versed in operations. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Yoneyama will make a great contribution to the Bank, and thus nominated him as a new candidate for Director.</td></tr>
<tr><td rowspan="2">8</td><td>Michio Arikuni
(May 22, 1966)

[New appointment]</td><td>Apr. 1989 Joined the Bank
Apr. 2002 General Manager of Numazu Central Branch
Apr. 2004 Senior Manager of Casting Department, Management Planning Division
Jul. 2007 Deputy General Manager of Personal Bank Department, Operations Division
Apr. 2009 General Manager of Life Support Office, Operations Division
Apr. 2011 General Manager of Compliance Department, Management Planning Division
Apr. 2012 General Manager of Casting Department, Management Planning Division
to present</td><td>1,000 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Having served as General Manager of Numazu Central Branch, General Manager of Life Support Office, General Manager of Compliance Department and General Manager of Casting Department of Management Planning Division, Mr. Michio Arikuni has gained a wealth of business experience and is well versed in operations. In view of his knowledge and experience, he is able to perform management control precisely, fairly, and efficiently. The Bank judges that Mr. Arikuni will make a great contribution to the Bank, and thus nominated him as a new candidate for Director.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Bank held
9	Makoto Naruke (September 4, 1955) [Reappointment] [Outside Director] [Independent Director]	Sep. 1982 Joined ASCII Co., Ltd. Jun. 1986 Joined Microsoft Co., Ltd. Nov. 1991 Representative Director and President of Microsoft Co., Ltd. May 2000 Director and Special Advisor of Microsoft Co., Ltd., Representative Director and President of Inspire Corporation Jun. 2000 Outside Director of the Bank (current position) Oct. 2000 Visiting Professor, Waseda University Graduate School of Commerce (currently Waseda Business School (Graduate School of Business and Finance)) (current position) Aug. 2008 Director and Founder of Inspire Corporation (current position) to present	54,000 shares
	[Reasons for nomination as a candidate for Outside Director] Mr. Makoto Naruke has great experience and a distinguished record of accomplishment as well as a wealth of knowledge and insight in the IT field and management gained through his long career in corporate management as President of Microsoft Co., Ltd. The Bank judges that Mr. Naruke, from his objective standpoint independent of the Bank's management team responsible for execution of operations, will continue to make a great contribution to the Bank as Outside Director, and thus nominated him as a candidate for Outside Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Bank held
10	Yoshinori Ando (February 7, 1957) [Reappointment] [Outside Director] [Independent Director]	Apr. 1981 Joined Mitsubishi Heavy Industries, Ltd. Feb. 1992 Joined McKinsey & Company Nov. 1994 Director and Executive Vice President of Electronics Data Systems Corporation Apr. 1999 Vice President of A.T. Kearney, Inc. Jan. 2004 Representative of Asia-Pacific, A.T. Kearney, Inc. Apr. 2008 Visiting Professor of Ritsumeikan University Business School (current position) Jun. 2011 Outside Director of the Bank (current position) Dec. 2011 Outside Director of EPS Corporation (currently EPS Holdings, Inc.) (current position) Mar. 2012 Outside Director of ATM Japan, Ltd. (current position) to present	-
	[Reasons for nomination as a candidate for Outside Director] Mr. Yoshinori Ando has great experience and a distinguished record of accomplishment as well as extensive knowledge and insight in management gained through his years of experience in corporate management as the Representative of Asia-Pacific, A.T. Kearney, Inc. The Bank judges that Mr. Ando, from his objective standpoint independent of the Bank's management team responsible for execution of operations, will make a great contribution to the Bank as Outside Director, and thus nominated him as a candidate for Outside Director.		
11	Kanoko Oishi (March 24, 1961) [Reappointment] [Outside Director] [Independent Director]	Apr. 1983 Joined Nippon Life Insurance Company Jun. 1988 Completed MBA at Harvard Business School Nov. 1988 Joined McKinsey & Company Jan. 1993 Partner of McKinsey & Company Jun. 2000 Founder and CEO of Mediva Inc. (current position) Jul. 2000 Founder and CEO of Seinan MEDIVA Co., Ltd. (currently Seeds1 Co., Ltd.) (current position) Aug. 2004 Founder and COO of Platanus Medical Corp. (current position) Jun. 2015 Outside Director of Ezaki Glico Co., Ltd. (current position) Jun. 2015 External Board Member of Santen Pharmaceutical Co., Ltd. (current position) Jun. 2015 Outside Director of the Bank (current position) Mar. 2016 External Director of Shiseido Corporation (current position) to present	-
	[Reasons for nomination as a candidate for Outside Director] Ms. Kanoko Oishi has a career in corporate management as a partner of McKinsey & Company and has great experience and a distinguished track record as well as a wealth of knowledge and insight in a wide range of fields, in particular in the healthcare field as the CEO of a medical consulting firm Mediva Inc. and the COO of a medical corporation Platanus Medical Corp. The Bank judges that Ms. Oishi, from her objective standpoint independent of the Bank's management team responsible for execution of operations, will make a great contribution to the Bank as Outside Director, and thus nominated her as a candidate for Outside Director.		

Notes
1. No special interest exists between any of the candidates for Directors and the Bank.
2. Mr. Makoto Naruke, Mr. Yoshinori Ando, and Ms. Kanoko Oishi are candidates for Outside Directors as provided for in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Bank has registered them as independent directors with Tokyo Stock Exchange, Inc.
3. Mr. Makoto Naruke, Mr. Yoshinori Ando, and Ms. Kanoko Oishi will have served as Outside Directors of the Bank for sixteen years, five years, and one year, respectively, upon conclusion of this Annual General Meeting of Shareholders.
4. Limited liability agreements with the candidates for Outside Directors
   No agreement pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act (limited liability agreement) has been concluded with any of the candidates for Outside Directors.

Proposal No. 2: Election of Three (3) Audit & Supervisory Board Members

The terms of office of three (3) Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three (3) Audit & Supervisory Board Members is proposed.

The Audit & Supervisory Board has approved this proposal in advance.

The candidates are as follows:

No.	Name	Positions at the Bank	Candidate attributes
1	Takashi Tsuchiya	Full-time Audit & Supervisory Board Member	Reappointment
2	Toshiyuki Haibara	Director, responsible for Audit Division	New appointment
3	Seiichi Shimada	Outside Audit & Supervisory Board Member	Reappointment Outside Audit & Supervisory Board Member Independent Auditor

Candidates for Audit & Supervisory Board Member

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Bank held
1	Takashi Tsuchiya (July 17, 1955) [Reappointment]	Apr. 1978 Joined the Bank Apr. 1997 General Manager of Planning Department, Management Planning Division May 2000 Executive Officer and General Manager of Planning Department, Management Planning Division Apr. 2003 Executive Officer and General Manager of Tokyo Branch Jun. 2004 Director, responsible for Internal Audit Division (current Audit Division) Jun. 2012 Audit & Supervisory Board Member to present	12,900 shares
	[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Mr. Takashi Tsuchiya served as Executive Officer and General Manager of Tokyo Branch and as Director, responsible for Internal Audit Division (current Audit Division). Based on his ample knowledge and experience concerning business execution of the Bank, he is capable of auditing the performance of duties by Directors precisely, fairly and efficiently. The Bank judges that Mr. Tsuchiya will continue to make a great contribution to the enhancement of soundness and transparency of the Bank's management, and thus nominated him as a candidate for Audit & Supervisory Board Member.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">2</td><td>Toshiyuki Haibara
(April 23, 1960)

[New appointment]</td><td>Apr. 1984 Joined the Bank
Aug. 2001 Senior Manager of Customer Service, Operations Division
Apr. 2002 Senior Manager of Personnel Planning, Management Planning Division
Apr. 2007 General Manager of Casting Department, Management Planning Division
Jun. 2012 Director, responsible for Audit Division to present</td><td>10,155 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Audit & Supervisory Board Member]
Mr. Toshiyuki Haibara served as General Manager of Casting Department, Management Planning Division, and as Director, responsible for Audit Division. Based on his ample knowledge and experience concerning business execution of the Bank, he is capable of auditing the performance of duties by Directors precisely, fairly and efficiently. The Bank judges that Mr. Haibara will make a great contribution to the enhancement of soundness and transparency of the Bank’s management by utilizing his knowledge, experience and insight, and thus nominated him as a new candidate for Audit & Supervisory Board Member.</td></tr>
<tr><td rowspan="2">3</td><td>Seiichi Shimada
(October 21, 1937)

[Reappointment]
[Outside Audit & Supervisory Board Member]
[Independent Auditor]</td><td>Apr. 1961 Joined MITSUI & CO., LTD.
Feb. 1985 Executive Vice President of MITSUI DE MEXICO, S. DE R.L. DE C.V.
Feb. 1986 Completed Advanced Management Program, Harvard Business School
Jun. 2000 Representative Director, Vice President and Chief Information Officer of MITSUI & CO., LTD.
Jun. 2001 Representative Director, President and Chief Executive Officer of Nihon Unisys, Ltd.
Aug. 2005 Governor of Government Housing Loan Corporation
Apr. 2007 President of Japan Housing Finance Agency
Apr. 2011 Special Advisor of Nihon Unisys, Ltd. (current position)
Jun. 2012 Outside Audit & Supervisory Board Member of the Bank (current position)
Dec. 2012 Director of Tsuda College
Apr. 2013 Chairman of the Board of Directors of Tsuda College (current position) to present</td><td>-</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Audit & Supervisory Board Member]
Mr. Seiichi Shimada was involved in corporate management for many years, serving as Representative Director, Vice President and Chief Information Officer of MITSUI & CO., LTD., Representative Director, President and Chief Executive Officer of Nihon Unisys, Ltd., and Governor of Government Housing Loan Corporation. He has a wealth of experience, a distinguished record of accomplishment, as well as extensive knowledge and insight concerning corporate management. The Bank judges that Mr. Shimada will continue to perform audits from an objective and neutral standpoint, independent of the Bank’s management team responsible for execution of operations, and thus nominated him as a candidate for Outside Audit & Supervisory Board Member.</td></tr>
</table>

Notes
1. No special interest exists between each of the candidates for Audit & Supervisory Board Member and the Bank.
2. Mr. Seiichi Shimada is a candidate for an Outside Audit & Supervisory Board Member as provided for in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. The Bank has registered him as an independent Audit & Supervisory Board Member with the Tokyo Stock Exchange, Inc.
3. Mr. Seiichi Shimada will have served as Outside Audit & Supervisory Board Member of the Bank for four years upon conclusion of this Annual General Meeting of Shareholders.
4. Limited liability agreements with the candidates for Outside Audit & Supervisory Board Member
   No agreement pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act (limited liability agreement) has been concluded with the candidate for Outside Audit & Supervisory Board Member.

Proposal No. 3: Granting of Retirement Benefits to Retiring Directors and a Retiring Audit & Supervisory Board Member

Director Mr. Yoshiro Uchiyama, Director Mr. Toshiyuki Haibara, and Audit & Supervisory Board Member Mr. Masaaki Hirose are to retire due to expiry of their terms of office at the conclusion of this General Meeting of Shareholders.

To reward them of their services during their terms of office, the Bank proposes that the retirement benefits be paid to them within a certain amount under the applicable standard of the Bank.

The Bank also proposes that the decisions on the specific amount, time, and method of granting of the retirement benefits to be entrusted to the Board of Directors for the retiring Directors and to the Audit & Supervisory Board for the retiring Audit & Supervisory Board Member.

The career summaries of the retiring Directors and the retiring Audit & Supervisory Board Member are as follows:

Name	Career summary
Yoshiro Uchiyama	Jun. 2002 Director of the Bank to present
Toshiyuki Haibara	Jun. 2012 Director of the Bank to present
Masaaki Hirose	Jun. 2008 Audit & Supervisory Board Member of the Bank to present

Proposal No. 4: Revision of the Amount of Compensation for Directors

It was approved at the 195th Annual General Meeting of Shareholders held on June 27, 2006 that the maximum amount of compensation for Directors of the Bank shall be ¥500 million a year.

The amount of compensation for Directors consists of basic compensation and performance-linked compensation. Taking into consideration the subsequent change in the economic environment etc. and in order to increase the effects of the incentives for Directors to improve the business performance of Directors, it is proposed that the amount of performance-linked compensation be increased by ¥100 million a year and the maximum amount of compensation for Directors be revised to ¥600 million a year (including ¥40 million for Outside Directors).

It is also proposed that the decisions as to the allocation be entrusted to the Board of Directors.

Currently, the Bank has eleven (11) Directors (including three (3) Outside Directors). The number of Directors will remain the same even if Proposal No. 1 is approved as proposed.

Consolidated Balance Sheet

(As of March 31, 2016)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Cash and due from banks	897,074	**Deposits**	4,049,494
Call loans and bills bought	3,006	**Borrowed money**	2,085
Trading account securities	50	**Foreign exchanges**	13
Money held in trust	1,046	**Other liabilities**	27,653
Securities	230,078	**Provision for bonus**	716
Loans and bills discounted	3,137,164	**Provision for directors' bonus**	153
Foreign exchanges	3,534	**Net defined benefit liability**	258
Lease receivables and investment assets	5,531	**Provision for directors' retirement benefits**	3,248
Other assets	43,196	**Provision for reimbursement of deposits**	276
Tangible fixed assets	50,849	**Provision for contingent loss**	262
Buildings	13,097	**Deferred tax liabilities**	271
Land	25,427	**Acceptances and guarantees**	3,476
Leased assets	9	**Total liabilities**	4,087,908
Construction in progress	235	(Net assets)	
Other tangible fixed assets	12,079	**Capital stock**	30,043
Intangible fixed assets	30,007	**Retained earnings**	253,182
Software	27,308	**Treasury stock**	(750)
Goodwill	2,071	**Total shareholders' equity**	282,475
Leased assets	11	**Valuation difference on available-for-sale securities**	16,121
Software development in progress	231	**Deferred gains or losses on hedges**	(83)
Other intangible fixed assets	384	**Remeasurements of defined benefit plans**	1,517
Net defined benefit asset	5,276	**Total accumulated other comprehensive income**	17,556
Deferred tax assets	2,120	**Subscription rights to shares**	61
Customers' liabilities for acceptances and guarantees	3,476	**Minority interests**	2,144
Allowance for loan losses	(22,265)	**Total net assets**	302,237
Total assets	4,390,146	**Total liabilities and net assets**	4,390,146

Consolidated Statement of Income

(From April 1, 2015 to March 31, 2016)

(Millions of yen)

Accounts	Amount	
Ordinary income		139,430
Interest income	118,650	
Interest on loans and discounts	113,552	
Interest and dividends on securities	3,989	
Interest on call loans and bills bought	112	
Interest on deposits with banks	830	
Other interest income	164	
Fees and commissions	13,022	
Other ordinary income	4,932	
Gains on sales of bonds	39	
Gains on redemption of bonds	797	
Other	4,095	
Other income	2,824	
Recoveries of written off claims	923	
Gain on sales of stocks and other securities	187	
Share of profit of entities accounted for using equity method	18	
Other	1,696	
Ordinary expenses		83,035
Interest expenses	4,685	
Interest on deposits	4,557	
Interest on borrowings and rediscounts	21	
Other interest expenses	106	
Fees and commissions payments	14,915	
Other ordinary expenses	3,703	
Loss on redemption of bonds	199	
Other	3,503	
General and administrative expenses	48,940	
Other expenses	10,791	
Provision of allowance for doubtful accounts	879	
Written-off of loans	4,477	
Losses on devaluation of stocks and other securities	0	
Other	5,167	
Ordinary profit		56,395
Extraordinary income		26
Gain on disposal of fixed assets	26	
Extraordinary loss		509
Loss on disposal of fixed assets	489	
Impairment loss	19	
Profit before income taxes		55,912
Income taxes - current	19,426	
Income taxes - deferred	(387)	
Total income taxes		19,039
Profit		38,873
Profit attributable to non-controlling interests		156
Profit attributable to owners of parent		36,717

Consolidated Statement of Shareholders' Equity

(From April 1, 2015 to March 31, 2016)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of the year	30,043	21,013	229,924	(16,110)	264,870
Changes of items during the year					
Dividends of surplus			(4,983)		(4,983)
Profit attributable to owners of parent			36,717		36,717
Purchase of treasury stock				(14,364)	(14,364)
Disposal of treasury stock		92		143	235
Retirement of treasury stock		(21,106)	(8,474)	29,581	-
Net changes of items other than shareholders' equity					
Total changes of items during the year	-	(21,013)	23,258	15,360	17,604
Balance at the end of the year	30,043	-	253,182	(750)	282,475

	Accumulated other comprehensive income			
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Remeasurements of defined benefit plans	Total accumulated other comprehensive income
Balance at the beginning of the year	21,673	(101)	3,613	25,185
Changes of items during the year				
Dividends of surplus				
Profit attributable to owners of parent				
Purchase of treasury stock				
Disposal of treasury stock				
Retirement of treasury stock				
Net changes of items other than shareholders' equity	(5,552)	18	(2,095)	(7,629)
Total changes of items during the year	(5,552)	18	(2,095)	(7,629)
Balance at the end of the year	16,121	(83)	1,517	17,556

	Subscription rights to shares	Minority interests	Total net assets
Balance at the beginning of the year	112	1,959	292,128
Changes of items during the year			
Dividends of surplus			(4,983)
Profit attributable to owners of parent			36,717
Purchase of treasury stock			(14,364)
Disposal of treasury stock			235
Retirement of treasury stock			-
Net changes of items other than shareholders' equity	(51)	185	(7,495)
Total changes of items during the year	(51)	185	10,109
Balance at the end of the year	61	2,144	302,237

Non-consolidated Balance Sheet

(As of March 31, 2016)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Cash and due from banks	896,454	**Deposits**	4,056,482
Cash	26,515	Current deposits	59,595
Due from banks	869,939	Ordinary deposits	1,190,612
Call loans	3,006	Saving deposits	17,626
Trading account securities	50	Deposits at notice	92,700
Trading government bonds	2	Time deposits	2,540,483
Trading local government bonds	48	Other deposits	155,463
Money held in trust	1,046	**Foreign exchanges**	13
Securities	234,032	Foreign bills sold	13
Government bonds	145,059	**Other liabilities**	22,452
Local government bonds	4,159	Income taxes payable	10,744
Corporate bonds	2,003	Accrued expenses	5,775
Stocks	56,282	Unearned revenue	114
Other securities	26,526	Deposits received from employees	795
Loans and bills discounted	3,137,614	Lease obligations	539
Bills discounted	1,557	Derivatives other than for trading – liabilities	1,958
Loans on bills	27,885	Other	2,525
Loans on deeds	2,741,061	**Provision for bonus**	674
Overdrafts	367,109	**Provision for directors' bonus**	153
Foreign exchanges	3,534	**Provision for retirement benefits**	78
Due from foreign banks (our accounts)	2,018	**Provision for directors' retirement benefits**	3,246
Foreign bills bought	0	**Provision for reimbursement of deposits**	276
Foreign bills receivable	1,515	**Provision for contingent loss**	262
Other assets	34,412	**Acceptances and guarantees**	4,096
Prepaid expenses	1,777	**Total liabilities**	4,087,737
Accrued income	9,169	(Net assets)	
Initial margins of futures markets	200	**Capital stock**	30,043
Derivatives other than for trading – assets	286	**Capital surplus**	18,585
Other	22,979	Legal capital surplus	18,585
Tangible fixed assets	49,463	**Retained earnings**	230,096
Buildings	12,430	Legal retained earnings	30,043
Land	24,855	Other retained earnings	200,052
Leased assets	538	(Reserve for advanced depreciation of fixed assets)	(59)
Construction in progress	235	(General reserve)	(103,032)
Other tangible fixed assets	11,403	(Retained earnings brought forward)	(96,961)
Intangible fixed assets	27,462	**Treasury stock**	(750)
Software	26,886	**Total shareholders' equity**	277,974
Software in progress	201	**Valuation difference on available-for-sale securities**	15,525
Other intangible fixed assets	375	**Deferred gains or losses on hedges**	(78)
Prepaid pension cost	3,177	**Total valuation and translation adjustments**	15,446
Deferred tax assets	2,477	**Subscription rights to shares**	61
Customers' liabilities for acceptances and guarantees	4,096	**Total net assets**	293,482
Allowance for loan losses	(15,607)		
Total assets	4,381,220	**Total liabilities and net assets**	4,381,220

Non-consolidated Statement of Income

(From April 1, 2015 to March 31, 2016)

(Millions of yen)

Accounts	Amount	
Ordinary income		127,267
Interest income	112,248	
Interest on loans and discounts	107,171	
Interest and dividends on securities	3,968	
Interest on call loans	112	
Interest on deposits with banks	830	
Interest on interest rate swaps	0	
Other interest income	164	
Trust fees	0	
Fees and commissions	12,004	
Fees and commissions on domestic and foreign exchanges	2,387	
Other fees and commissions	9,616	
Other ordinary income	911	
Gains on foreign exchange transactions	73	
Gains on trading account securities transactions	0	
Gains on sales of bonds	39	
Gains on redemption of bonds	797	
Other income	2,103	
Reversal of allowance for loan losses	684	
Recoveries of written off claims	618	
Gain on sales of stocks and other securities	183	
Other	617	
Ordinary expenses		72,835
Interest expenses	4,681	
Interest on deposits	4,558	
Interest on interest swaps	5	
Other interest expenses	117	
Fees and commissions payments	14,952	
Fees and commissions on domestic and foreign exchanges	873	
Other fees and commissions	14,078	
Other ordinary expenses	199	
Loss on redemption of bonds	199	
General and administrative expenses	45,482	
Other expenses	7,519	
Written-off of loans	2,916	
Losses on devaluation of stocks and other securities	0	
Loss on money held in trust	182	
Other	4,419	
Ordinary profit		54,432
Extraordinary income		26
Gain on disposal of fixed assets	26	
Extraordinary loss		488
Loss on disposal of fixed assets	468	
Impairment loss	19	
Profit before income taxes		53,970
Income taxes - current	18,672	
Income taxes - deferred	(508)	
Total income taxes		18,163
Profit		35,807

Non-consolidated Statement of Shareholders' Equity

(From April 1, 2015 to March 31, 2016)

(Millions of yen)

	Shareholders' equity			
	Capital stock	Capital surplus		
		Legal capital surplus	Other capital surplus	Total capital surplus
Balance at the beginning of the year	30,043	18,585	1,511	20,097
Changes of items during the year				
Dividends of surplus				
Profit				
Purchase of treasury stock				
Disposal of treasury stock			92	92
Retirement of treasury stock			(1,604)	(1,604)
Provision of reserve for reduction entry				
Net changes of items other than shareholders' equity				
Total changes of items during the year	-	-	(1,511)	(1,511)
Balance at the end of the year	30,043	18,585	-	18,585

	Shareholders' equity						
	Retained earnings					Treasury stock	Total shareholders' equity
	Legal retained earnings	Other retained earnings			Total retained earnings		
		Reserve for advanced depreciation of fixed assets	General reserve	Retained earnings brought forward			
Balance at the beginning of the year	30,043	57	103,032	94,115	227,248	(16,110)	261,279
Changes of items during the year							
Dividends of surplus				(4,983)	(4,983)		(4,983)
Profit				35,807	35,807		35,807
Purchase of treasury stock						(14,364)	(14,364)
Disposal of treasury stock						143	235
Retirement of treasury stock				(27,976)	(27,976)	29,581	-
Provision of reserve for reduction entry		1		(1)	-		-
Net changes of items other than shareholders' equity							
Total changes of items during the year	-	1	-	2,846	2,847	15,360	16,695
Balance at the end of the year	30,043	59	103,032	96,961	230,096	(750)	277,974

(Millions of yen)

	Valuation and translation adjustments			Subscription rights to shares	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments		
Balance at the beginning of the year	21,157	(99)	21,058	112	282,450
Changes of items during the year					
Dividends of surplus					(4,983)
Profit					35,807
Purchase of treasury stock					(14,364)
Disposal of treasury stock					235
Retirement of treasury stock					-
Provision of reserve for reduction entry					-
Net changes of items other than shareholders' equity	(5,632)	20	(5,611)	(51)	(5,663)
Total changes of items during the year	(5,632)	20	(5,611)	(51)	11,032
Balance at the end of the year	15,525	(78)	15,446	61	293,482

Information on Exercising Voting Rights via the Internet etc.

Please read the following before exercising your voting rights via the Internet etc.

◆ Voting rights can be exercised via the Internet by accessing the website designated by the Bank for the purpose of exercising voting rights (http://www.e-sokai.jp).
This website for the exercise of voting rights is not accessible via the Internet from mobile phones except for certain mobile phone terminals (smartphones etc.).

◆ You are cordially requested to exercise your voting rights by 5:00 p.m. on June 22, 2016 (Wednesday) to facilitate the timely recording of votes.
The Password is a means to identify the voter is the shareholder.
You are requested to keep the Password safely until the closure of this General Meeting of Shareholders.
Please note that we are unable to respond to any inquiries about the Voting Rights Exercise Code or the Password.

◆ For institutional investors
Management trust banks and other nominee shareholders (including standing proxies), by applying in advance to use the Electronic Voting Platform for Institutional Investors managed by ICJ Inc., a joint company established by the Tokyo Stock Exchange Group Inc. and other entities, are able to use the Platform as an alternative to the method for exercising the voting rights via the Internet described above.

◆ The following system environment is required for the use of the website for the exercise of voting rights.

1) Computer with Internet access
2) Microsoft® Internet Explorer Version 5.01 SP2 or later must be installed as your browser.
3) Hardware environment in which the above browser can be used.
4) The Notice of Convocation and the Reference Documents for the General Meeting of Shareholders can be viewed on the website for the exercise of voting rights only if Adobe Acrobat Reader Version 4.0 or later or Adobe Reader Version 6.0 or later is installed on your computer.

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Website for the exercise of voting rights

《Inquiries regarding the Exercise of Voting Rights via the Internet》

If you have any inquiries about the exercise of voting rights via the Internet, please call the following number.

Transfer agent:	Agency Department, JAPAN SECURITIES AGENTS, LTD.
Web support direct line:	0120-707-743 (toll-free)
Business hours:	Open from 9:00 a.m. to 9:00 p.m. (including Saturdays, Sundays, and national holidays).

◆ All charges required for accessing the website for the exercise of voting rights, such as service charge by the Internet service provider and communication fees charged by carriers (telephone charges etc.), shall be borne by shareholders.