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(Securities Code: 8364)
June 3, 2016

To Shareholders with Voting Rights:

Katsuichiro Toyoshima
President and Representative Director
The Shimizu Bank, Ltd.
2-1 Fujimicho, Shimizu-ku,
Shizuoka-shi, Shizuoka, Japan

NOTICE OF CONVOCATION OF THE 141ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 141st Annual General Meeting of Shareholders of the Shimizu Bank, Ltd. (the "Bank"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or by electromagnetic means (via the Internet etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by 5:00 p.m. on Wednesday, June 22, 2016 (Japan standard time).

1. **Date and Time:** Thursday, June 23, 2016 at 10:00 a.m. (Japan standard time)

2. **Place:** Large Hall, 3F, Shimizu Bank Tenjin Head Office,
7-30, Tenjin 1-chome, Shimizu-ku, Shizuoka-shi, Shizuoka, Japan

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Non-consolidated Financial Statements for the Bank's 141st Fiscal Year (from April 1, 2015 to March 31, 2016)
2. Consolidated Financial Statements for the Bank's 141st 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

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of One (1) Substitute Audit & Supervisory Board Member

4. Guide for Exercise of Voting Rights>

The following three methods are available for exercising voting rights.

Exercise of Voting Rights by Attending the Meeting
Date and time: Thursday, June 23, 2016 at 10:00 a.m. Japan standard time

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for confirmation. You are also kindly requested to bring this Notice of Convocation in order to save resources.

Exercise of Voting Rights by Proxy

In the case of attendance by proxy, please present, to the receptionist at the General Meeting of Shareholders, a document evidencing authority of the proxy to act as such, together with the Voting Rights Exercise Form. (Please note that the proxy must be one other shareholder of the Bank entitled to exercise voting rights at the General Meeting of Shareholders.)

Exercise of Voting Rights in Writing
Deadline: Wednesday, June 22, 2016 by 5:00 p.m. Japan standard time (time of receipt)

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us by the deadline.

Exercise of Voting Rights via the Internet etc.
Deadline: Wednesday, June 22, 2016 by 5:00 p.m. Japan standard time (time of transmission)

Please access the Bank's designated website for the exercise of voting rights (http://www.it-soukai.com/) using the "Voting Rights Exercise Code" and "Password" shown on the enclosed Voting Rights Exercise Form, follow the on-screen guidance, and indicate your vote for or against the proposals by the deadline. You must change your password when you first log in to ensure security.

Please refer to the "Information on Exercising Voting Rights via the Internet" on pages 28 to 29 when voting via the Internet.

Handling of Duplicate Voting

If you vote both in writing on the Voting Rights Exercise Form and via the Bank's designated website for the exercise of voting rights on the Internet, only your vote placed via the Internet will be valid, irrespective of the date and time your votes arrive. In addition, if you place your votes multiple times via the Internet, only the last vote will be treated as valid.

Split Voting

If you intend to engage in split voting, please submit a written notice indicating the reasons for the split voting at least three days prior to the General Meeting of Shareholders.

Matters disclosed on the Internet

Of the documents required to be appended to this Notice of Convocation as attachments, the Matters related to Subscription Rights to the Bank's Shares, the Non-consolidated Statement of Changes in Equity, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Equity, and the Notes to the Consolidated Financial Statements have been posted on the Bank's website (http://www.shimizubank.co.jp/) in accordance with laws and regulations and Article 17 of the Articles of Incorporation of the Bank, and are therefore not included in the attached documents.

The Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Report and the Independent Auditors' Report, respectively, comprise the Matters related to Subscription Rights to the Bank's Shares, the Non-consolidated Statement of Changes in Equity, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Equity, and the Notes to the Consolidated Financial Statements, in addition to the documents included in the attached documents.

Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, or the Consolidated Financial Statements will be posted on the Bank's website (http://www.shimizubank.co.jp/).

Requests

1. The air conditioning at the venue is set to a relatively high temperature to save energy, and therefore we request all the shareholders to wear light clothing when attending the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

With respect to the appropriation of surplus, the Bank's basic policy is to maintain stable distribution of dividends to shareholders while securing internal reserve to enhance management quality and to prepare for changes in the operating environment. Accordingly, it is proposed that the surplus be appropriated as follows:

1. Matters concerning year-end dividends of surplus
   (1) Type of dividend property
   Cash
   (2) Allotment of dividend property to shareholders and the total amount
   30 yen per share of common stock of the Bank
   Total amount: 286,102,080 yen
   Including interim dividend, dividends to be paid for the full year amount to 60 yen per share.
   (3) Effective date of distribution of surplus
   June 24, 2016
2. Other matters concerning appropriation of surplus
   (1) Item and the amount of surplus to be increased
   General reserve 2,500,000,000 yen
   (2) Item and the amount of surplus to be decreased
   Retained earnings brought forward 2,500,000,000 yen

Proposal No. 2: Election of One (1) Substitute Audit & Supervisory Board Member

In order to ensure that the number of incumbent Audit & Supervisory Board Members does not fall short of that required by laws and regulations, the election of one (1) Substitute Audit & Supervisory Board Member is proposed.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Brief personal history, positions, and significant concurrent positions	Number of the Bank's shares held
Makoto Kono (November 12, 1970)	Oct. 2000 Registered as attorney-at-law with Tokyo Bar Association Joined Aikawa Law Office Apr. 2005 Registered as attorney-at-law with Shizuoka Bar Association Joined Kono Law Office (to present)	0 share

(Notes) 1. Special interest relationship between the candidate for substitute Audit & Supervisory Board Member and the Bank
Mr. Makoto Kono, a candidate for substitute Audit & Supervisory Board Member, is the Bank's legal counsel and the Bank pays him counseling fees.

2. Mr. Makoto Kono is a candidate for substitute Outside Audit & Supervisory Board Member. He is also a candidate for independent officer as stipulated by the Tokyo Stock Exchange, Inc.

3. Reasons for selecting Mr. Makoto Kono as a candidate for substitute Audit & Supervisory Board Member
Mr. Makoto Kono has extensive knowledge and experience as an attorney-at-law over many years. It is the Bank's judgment that Mr. Kono is capable of performing duties as the Bank's Outside Audit & Supervisory Board Member and proposes his election as a substitute Outside Audit & Supervisory Board Member.

4. Limited liability agreements with Outside Audit & Supervisory Board Members
As provided in the Articles of Incorporation, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Bank may conclude agreements with Outside Audit & Supervisory Board Members to limit their liabilities in the event that they neglect their duties and that the limit of the liability under such agreements shall be the amount provided by laws and regulations. If election of Mr. Makoto Kono is approved and he assumes the office of Audit & Supervisory Board Member, the Bank intends to conclude a limited liability agreement with him.