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(Securities Code: 8368)
June 3, 2016

To Shareholders with Voting Rights:

Toshiyasu Ito
Director and President
THE HYAKUGO BANK, LTD.
21-27, Iwata,
Tsu City, Mie, Japan

NOTICE OF CONVOCATION OF THE 201ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 201st Annual General Meeting of Shareholders of THE HYAKUGO 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 enclosed Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Tuesday, June 21, 2016 at 5:15 p.m. Japan time.

1. **Date and Time:** Wednesday, June 22, 2016 at 10:00 a.m. Japan time (Reception begins at 9:00 a.m.)

2. **Place:** 2F, Auditorium, Marunouchi Headquarters Building of the Bank, 31-21, Marunouchi, Tsu City, Mie, Japan
   * Please note that the meeting venue is different from the one used last year. (Please refer to "The Venue Information for the Annual General Meeting of Shareholders" (Japanese only) at the back of document.)

3. **Meeting Agenda:**
   Matters to be reported:
   1. The Business Report and Non-consolidated Financial Statements for the Bank's 201st Fiscal Year (from April 1, 2015 to March 31, 2016)
   2. Consolidated Financial Statements for the Bank's 201st Fiscal Year (from April 1, 2015 to March 31, 2016) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors

   Proposals to be resolved:
   Proposal No. 1: Appropriation of Surplus
   Proposal No. 2: Election of Two (2) Corporate Auditors

4. Instructions on Exercising Voting Rights, etc.:

(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 the aforementioned deadline.

(2) Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)
To increase convenience for shareholders, the Bank has made the exercise of voting rights via electromagnetic means (the Internet, etc.) available from last year. Please access the Bank's designated voting website (http://www.evote.jp/) using the "Login ID" and "Temporary 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 the aforementioned deadline.

(3) Handling of Duplicate Voting
If you vote both in writing on the Voting Rights Exercise Form and via electromagnetic means (the Internet, etc.), only your vote placed via electromagnetic means (the Internet, etc.) will be valid. In addition, if you submit your vote multiple times via electromagnetic means (the Internet, etc.), only the last vote will be valid.

(4) The Items Provided through the Internet
Of the documents needed to be attached to this notice of convocation, the Notes to Non-consolidated Financial Statements and the Notes to Consolidated Financial Statements are, in accordance with laws and regulations as well as Article 18 of the Articles of Incorporation of the Bank, posted on the Bank's website (http://www.hyakugo.co.jp/) and are therefore not included with this Attached Documents.
Furthermore, regarding the Audit Report prepared by Corporate Auditors and the Independent Auditor's Report prepared by the Accounting Auditor, the Notes to the Non-consolidated Financial Statements and the Notes to the Consolidated Financial Statements have been audited in addition to the Non-consolidated Financial Statements and the Consolidated Financial Statements included in this Attached Documents.

End

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
◎ As no parking spaces are available, please use public transportation, etc. when attending the meeting.
◎ Any updates to the Reference Documents or the Attached Documents for the General Meeting of Shareholders will be posted on the Bank's website (http://www.hyakugo.co.jp/).
◎ Shareholders who wish to receive the items provided through the Internet by regular mail should inform the General Affairs Section of the General Affairs Division (tel.: 059-223-2305).
Please note that copies of the documents will be kept at reception on the day. Attending shareholders are welcome to take them.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

In order to secure a stable management base for the long term, the Bank holds a basic policy of taking enrichment of internal reserves into consideration, while also providing stable return of profits to shareholders. Concerning year-end dividends and other appropriation of surplus for the fiscal year under review, in consideration of business results and future business expansion, the Bank proposes the following.

1. Matters concerning year-end dividends
   (1) Type of dividend property
   Cash
   (2) Matters concerning the allotment of dividend property and the total amount
   4 yen per share of common stock,
   The total amount of dividends in this case is 1,014,910,264 yen
   (3) Effective date of distribution of surplus
   June 23, 2016
2. Other matters concerning the appropriation of surplus
   (1) Item and the amount of surplus to be increased
   General reserve 11,300,000,000 yen
   (2) Item and amount of surplus to be decreased
   Retained earnings brought forward 11,300,000,000 yen

Proposal No. 2: Election of Two (2) Corporate Auditors

The terms of office of Corporate Auditors Hitoshi Ohta and Sadao Kasai will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) Corporate Auditors is proposed.

The Board of Corporate Auditors has given consent to this proposal.

The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
1	Sadao Kasai (Feb. 8, 1955)	Apr. 1977 Joined the Bank Oct. 1998 General Manager, Ichishi Branch Jul. 2000 General Manager, Nakamura Branch Apr. 2002 General Manager, Matsusaka Chuo Branch and Hiraomachi Sub-branch Jun. 2004 General Manager, Kuwana Branch Jun. 2006 General Manager, Ise Regional Headquarters Apr. 2007 General Manager, Ise Toba Shima Regional Headquarters Jun. 2008 General Manager, Internal Audit Division Jun. 2010 General Manager, Personnel Division Jun. 2012 Standing Corporate Auditor To the present	36,000 shares
	<Reasons for nomination as a candidate for Corporate Auditor> As an employee of the Bank since 1977, Mr. Sadao Kasai has a wealth of operational experience of auditing and personnel management, etc., and is well-versed in the full range of banking activities. Additionally, as a Standing Corporate Auditor of the Bank, he has a wealth of auditing experience, and based on such experience and insights, he was judged able to appropriately carry out his duties as a Corporate Auditor and he continues to be a candidate for Corporate Auditor.		
2	*Kiyoharu Nakatsu (Sep. 8, 1957)	Apr. 1981 Joined the Bank Jan. 2004 General Manager, Matsusaka Ekimae Branch Oct. 2005 General Manager, Miyagawa Branch and Ise Shima Ichiba Sub-branch Apr. 2008 General Manager, Owase Branch Jun. 2010 General Manager, General Affairs Division Jun. 2012 General Manager, New Head Office Projects Division To the present	22,000 shares
	<Reasons for nomination as a candidate for Corporate Auditor> As an employee of the Bank since 1981, Mr. Kiyoharu Nakatsu has a wealth of operational experience of branch management and general affairs at the Head Office, etc. and is well-versed in the full range of banking activities. He was judged able to utilize such experience and insights in auditing activities of the Bank, and is therefore a new candidate for Corporate Auditor.		

(Notes) 1. There are no special interests between candidates for Corporate Auditor and the Bank.
2. * indicates a new candidate for Corporate Auditor.