These documents are partial translations of the Japanese originals for reference purposes only.
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(Securities Code: 8381)
June 2, 2016

To Shareholders with Voting Rights:

Fumio Ishimaru
President and Chief Executive Officer
THE SAN-IN GODO BANK, LTD.
10, Uomachi, Matsue, Shimane, Japan

NOTICE OF CONVOCATION OF THE 113TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our sincere sympathy to people who suffered from the Kumamoto Earthquake.

You are cordially invited to attend the 113th Annual General Meeting of Shareholders of THE SAN-IN GODO 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 the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Wednesday, June 22, 2016 at 5:15 p.m. Japan time.

1. **Date and Time:** Thursday, June 23, 2016 at 10:00 a.m. Japan time
2. **Place:** Auditorium, 3F, Head Office of the Bank, 10, Uomachi, Matsue, Shimane, Japan

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Non-consolidated Financial Statements for the Bank's 113th Fiscal Year (from April 1, 2015 to March 31, 2016)
2. Consolidated Financial Statements for the Bank's 113th 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 Eight (8) Directors
Proposal No. 3: Election of One (1) Corporate Auditor
Proposal No. 4: Decision on Stock-based Remuneration Amounts and Contents for Directors
Proposal No. 5: Revision of Remuneration Amounts for Corporate Auditors

4. Exercise of Voting Rights:

Exercise of Voting Rights Via Meeting Attendance:
When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time: Thursday, June 23, 2016 at 10:00 a.m. Japan time

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 following deadline.

Deadline: Wednesday, June 22, 2016 at 5:15 p.m. Japan time

Exercise of Voting Rights via the Internet, etc.
Please access the voting website (http://www.e-sokai.jp), follow the instructions on the screen, and indicate your vote for or against the proposals by the following deadline.

Deadline: Wednesday, June 22, 2016 at 5:15 p.m. Japan time

Please refer to pages 45 and 46 for details. (Japanese Only)

● 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.
In addition, if you submit your vote multiple times via the Internet, etc., only the last vote will be valid.

5. Other matters regarding the notice of convocation
Of the documents that are required to be provided with this notice of convocation,
1) "Items Regarding Subscription Rights to Shares of the Bank, etc." in the Business Report
2) The "Non-consolidated Financial Statement of Changes in Net Assets" and the "Notes to the Non-consolidated Financial Statements"
3) The "Consolidated Financial Statement of Changes in Net Assets" and the "Notes to the Consolidated Financial Statements"
are posted on the Bank's website (http://www.gogin.co.jp/www/contents/1000000043000/index.html), in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank. Additionally, the Non-consolidated Financial Statements and the Consolidated Financial Statements included in this notice of convocation are extracted from the documents that have been audited by the Accounting Auditor on preparation for the Independent Auditor's Report and by the Board of Corporate Auditors on preparation for the Audit Report.
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.gogin.co.jp/). (Japanese Only)

End

◎ To save resources, please bring this "Notice of Convocation" with you.
◎ The meeting will be held with semiformal dress code ("COOL BIZ"), and we appreciate your understanding for attending with semiformal wear (no neckties, etc.).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding appropriation of surplus, under the basic policy of securing internal reserves while providing proactive and stable return of profits to shareholders, the Bank proposes the following.

1. Matters concerning year-end dividends
   Regarding dividends, the Bank has employed "performance-linked dividends", which maintain stability and provide dividends according to business results. Based on the above, year-end dividends under review are proposed to be 10.50 yen per share, and in combination with interim dividends, annual dividends amount to 15 yen per share.
   (1) Type of dividend property
   Cash
   (2) Matters concerning the allotment of dividend property and the total amount
   10.50 yen per share of common stock of the Bank
   The total amount of dividends in this case is 1,665,166,387 yen
   (3) Effective date of distribution of surplus
   June 24, 2016
2. Other matters concerning the appropriation of surplus
   (1) Item and amount of surplus to be increased
   General reserve 5,000,000,000 yen
   (2) Item and amount of surplus to be decreased
   Retained earnings brought forward 5,000,000,000 yen

Proposal No. 2: Election of Eight (8) Directors

The terms of office of all Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	Ichiro Kubota (Nov. 4, 1951) (Reappointment)	Apr. 1974 Joined the Bank Apr. 1996 General Manager of Nogi Branch Jul. 1998 General Manager of Izumo-ekimae Branch Jun. 2000 General Manager of Osaka Branch Nov. 2002 General Manager of Head Office Business Dept. Jun. 2004 Director and General Manager of Tottori Business Dept. Jun. 2005 Managing Director and General Manager of Tottori Business Dept. Jun. 2007 Senior Managing Director Jun. 2011 President and Chief Executive Officer Jun. 2015 Chairman and Representative Director (current position)	29,006 shares
	<Reasons for nomination as a candidate for Director> Mr. Ichiro Kubota has held the posts of General Manager of Head Office Business Department and General Manager of Tottori Business Department, and assumed the office of Director in June 2004. After that, he assumed the office of President in June 2011 and Chairman in June 2015, and is aptly performing the duties and responsibilities of said positions. The Bank has determined that he is a person capable of contributing to management by utilizing his knowledge and experience regarding bank management, and thus continues to nominate him as a candidate for Director.		
2	Fumio Ishimaru (Oct. 28, 1954) (Reappointment)	Apr. 1977 Joined the Bank Jul. 1998 General Manager of Sakuradani Branch Jun. 2001 General Manager of ALM Office in General Planning Dept. Jun. 2003 General Manager of Hiroshima Branch Apr. 2006 General Manager of Tottori Business Dept. Jun. 2007 Director and General Manager of Tottori Business Dept. Apr. 2008 Director and General Manager of Management Planning Dept. Jun. 2009 Managing Director and General Manager of Management Planning Dept. Jun. 2010 Managing Director Jun. 2011 Director, Senior Managing Executive Officer and Chief of Tottori Headquarters, Stationed in Tottori Jun. 2013 Director and Senior Managing Executive Officer Jun. 2015 President and Chief Executive Officer (current position) (Current responsibilities) Personnel	13,000 shares
	<Reasons for nomination as a candidate for Director> Mr. Fumio Ishimaru has held posts of General Manager of Tottori Business Department and General Manager of Management Planning Department, and assumed the office of Director in June 2007. After that, he has served as President since June 2015, and he possesses the knowledge and experience to be able to execute the Bank's business management precisely, fairly, and efficiently. The Bank has determined that he is a person capable of contributing to management by utilizing his knowledge and experience regarding bank management, and thus continues to nominate him as a candidate for Director.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">3</td><td>Takakazu Aoyama
(Jan. 15, 1957)
(Reappointment)</td><td>Apr. 1979 Joined the Bank
Jun. 2003 General Manager of Kobe Branch
Jun. 2005 General Manager of Relationship Management Promotion Dept.
Jul. 2005 General Manager of Business Planning Dept.
Jun. 2009 Director and General Manager of Compliance and Risk Management Dept.
Jun. 2010 Director and General Manager of Management Planning Dept.
Jun. 2011 Executive Officer and General Manager of Management Planning Dept.
Jun. 2012 Managing Executive Officer and Chief of Yonago Headquarters, Stationed in Yonago
Jun. 2015 Director and Senior Managing Executive Officer (current position)
(Current responsibilities) Customer Service, Credit Screening, Operations Administration, Systems</td><td rowspan="2">10,000 shares</td></tr>
<tr><td colspan="2"><Reasons for nomination as a candidate for Director>
Mr. Takakazu Aoyama has held posts of General Manager of Compliance and Risk Management Department and General Manager of Management Planning Department, and has been serving as Director since June 2015, so he possesses the knowledge and experience to be able to execute the Bank’s business management precisely, fairly, and efficiently. The Bank has determined that he is a person capable of contributing to management by utilizing his knowledge and experience regarding bank management, and thus continues to nominate him as a candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Yoichiro Yamamoto
(Feb. 5, 1957)
(Reappointment)</td><td>Apr. 1979 Joined the Bank
Jul. 2004 General Manager of Tottori-ekinan Branch
Jun. 2007 General Manager of Kakogawa Branch
Jun. 2010 Director and General Manager of Compliance and Risk Management Dept.
Jun. 2011 Executive Officer and General Manager of Compliance and Risk Management Dept.
Apr. 2013 Managing Executive Officer
Jun. 2015 Director and Senior Managing Executive Officer, Chief of Tottori Headquarters, Stationed in Tottori (current position)</td><td rowspan="2">8,000 shares</td></tr>
<tr><td colspan="2"><Reasons for nomination as a candidate for Director>
Mr. Yoichiro Yamamoto has held the posts of General Manager of Kakogawa Branch and General Manager of Compliance and Risk Management Department, and has been serving as Director since June 2015, so he possesses the knowledge and experience to be able to execute the Bank’s business management precisely, fairly, and efficiently. The Bank has determined that he is a person capable of contributing to management by utilizing his knowledge and experience regarding bank management, and thus continues to nominate him as a candidate for Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">5</td><td>Toru Yamasaki
(Aug. 20, 1958)
(Reappointment)</td><td>Apr. 1982 Joined the Bank
Jun. 2006 General Manager of Yonago-nishi Branch
Jun. 2009 General Manager of Business Planning Dept.
Jun. 2012 Executive Officer and General Manager of Management Planning Dept.
Jun. 2014 Managing Executive Officer
Jun. 2015 Director and Senior Managing Executive Officer (current position)
(Current responsibilities) Management Planning, Compliance and Risk Management, Personnel (sub), General Operations Center</td><td rowspan="2">7,000 shares</td></tr>
<tr><td colspan="2"><Reasons for nomination as a candidate for Director>
Mr. Toru Yamasaki has held the posts of General Manager of Business Planning Department and General Manager of Management Planning Department, and has been serving as Director since June 2015, so he possesses the knowledge and experience to be able to execute the Bank’s business management precisely, fairly, and efficiently. The Bank has determined that he is a person capable of contributing to management by utilizing his knowledge and experience regarding bank management, and thus continues to nominate him as a candidate for Director.</td></tr>
<tr><td rowspan="2">6</td><td>Hideto Tago
(Nov. 2, 1951)
(Reappointment)
(Outside Director)</td><td>Apr. 1974 Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
Aug. 1988 General Manager of Capital Markets, Tokyo Branch of Banque Indosuez
Jan. 1992 General Manager of Business Promotion Department, Tokyo Branch of National Westminster Bank
Apr. 1997 Representative Director of Tago Office Co., Ltd. (current position)
Apr. 1999 Partner (Executive Officer) of Deloitte Tohmatsu Consulting LLC. (currently ABeam Consulting Ltd.)
Jun. 2003 Advisor of ABeam Consulting Ltd.
Jun. 2004 Corporate Auditor of THE KAGOSHIMA BANK, LTD.
Jun. 2007 Director of the Bank (current position)
Jun. 2007 Director of THE KAGOSHIMA BANK, LTD. (current position)</td><td rowspan="2">7,000 shares</td></tr>
<tr><td colspan="2"><Reasons for nomination as a candidate for Outside Director>
The Bank expects that Mr. Hideto Tago will use his high level of acumen from his wealth of experience and specialist knowledge in the management consulting field, which was centered mainly around regional financial institutions, to give advice for the Bank’s general management from his objective and neutral position and provide checks and balances in the Board of Directors, and thus has nominated him as a candidate for Director.
<Special interest relationships with the candidate>
There is no special interest between Mr. Hideto Tago and the Bank.
<Other matters>
Mr. Hideto Tago is a candidate for Outside Director. Furthermore, his term of office as Outside Director for the Bank will be 9 years at the conclusion of this Annual General Meeting of Shareholders.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="2">7</td><td>Choemon Tanabe
(Aug. 4, 1979)
(Reappointment)
(Outside Director)</td><td>Apr. 2010 Representative Director and President of Tanabe Corporation (current position)
Apr. 2010 Representative Director and President of Jutoku Industries Co., Ltd.
Apr. 2010 Representative Director and President of Shoyo Printing Inc. (current position)
Jun. 2010 Director of San-in chuo television broadcasting co., ltd.
Apr. 2011 Representative Director of THE TANABE MUSEUM OF ART (current position)
Jun. 2011 Representative Director and President of JUTOKU CORPORATION (current position)
Jun. 2011 Director of the Bank (current position)
Jun. 2012 Representative of Green Power Unnan LLC. (current position)
May 2014 Danobeta International CO., LTD. Representative Director and President (current position)
Jun. 2014 Managing Director of San-in chuo television broadcasting co., ltd. (current position)</td><td rowspan="2">2,000 shares</td></tr>
<tr><td colspan="2"><Reasons for nomination as a candidate for Outside Director>
Mr. Choemon Tanabe represents his local economic community, and the Bank expects that he will use his high level of acumen to give advice and checking functions on the Board of Directors regarding overall management of the Bank from an objective and neutral standpoint and thus has nominated him as a candidate for Director.
<Special interest relationships with the candidate>
There exist transactions such as loans, etc. from the Bank to Tanabe Corporation, JUTOKU CORPORATION, and Danobeta International CO., LTD., where Mr. Chouemon Tanabe serves as Representative Director and President.
<Other Matters>
Mr. Choemon Tanabe is a candidate for Outside Director. Furthermore, his term of office as Outside Director for the Bank will be 5 years at the conclusion of this Annual General Meeting of Shareholders.</td></tr>
<tr><td rowspan="2">8</td><td>Koichiro Fukui
(Oct. 26, 1947)
(Reappointment)
(Outside Director)</td><td>Jul. 1971 Joined Japan Development Bank
Sep. 1997 Advisor for International Cooperation of Japan Development Bank
Oct. 1999 General Manager of International Cooperation Department of Development Bank of Japan Inc.
Oct. 2000 Director of KDDI CORPORATION
Jul. 2004 Ambassador Extraordinary and Plenipotentiary (Stationed in Bulgaria)
Mar. 2008 Representative Director and President of Japan Carbon Finance, Ltd.
Apr. 2011 Special Advisor of Japan Carbon Finance, Ltd.
Apr. 2011 Counselor of Japan Economic Research Institute Inc.
Jun. 2011 Director of the Bank (current position)
May 2013 Director of Kasumigaseki Association (current position)</td><td rowspan="2">5,000 shares</td></tr>
<tr><td colspan="2"><Reasons for nomination as a candidate for Outside Director>
The Bank expects that Mr. Koichiro Fukui will use his high level of acumen from his wide range of knowledge and wealth of experience primarily in the field of general finance to give advice and checking functions on the Board of Directors regarding overall management of the Bank from an objective and neutral standpoint, and thus has nominated him as a candidate for Director.
<Special interest relationships with the candidate>
There is no special interest between Mr. Koichiro Fukui and the Bank.
<Other matters>
Mr. Koichiro Fukui is a candidate for Outside Director. Furthermore, his term of office as Outside Director of the Bank will be 5 years at the conclusion of this Annual General Meeting of Shareholders.</td></tr>
</table>

(Note) According to “Independence Criteria for Outside Officers,” determined by the Bank, there is no possibility that a conflict of interest between Messrs. Hideto Tago and Koichiro Fukui and the general shareholders will occur, and the Bank has judged that they possess sufficient independence. They have been submitted to the Tokyo Stock Exchange, Inc. as Independent Directors as stipulated by the aforementioned Exchange, and if they are reelected as proposed, they will continue to serve as Independent Directors.

Proposal No. 3: Election of One (1) Corporate Auditor

The terms of office of Corporate Auditor Shuichi Kawanaka will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed.

The Board of Corporate Auditors has given consent to the submitted Proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
Tamaki Adachi (Feb. 25, 1971) (New Appointment) (Outside Corporate Auditor)	Oct. 2001 Registered as attorney-at-law (Admission to Tottori Bar Association) Started practice in Yonago Jan. 2011 Representative of Adachi Tamaki Law Office (current position) Apr. 2016 Auditor of Tottori University (current position)	—
<Reasons for nomination as a candidate for Outside Corporate Auditor> Ms. Tamaki Adachi possesses a high level of acumen and expert knowledge concerning laws and regulations as a lawyer, so the Bank requests her nomination with the expectation that she will audit the Bank's management from a fair and independent position. Additionally, while she does not have experience in directly contributing to corporate management, the Bank has determined that she is capable of aptly executing her duties as an Outside Corporate Auditor for the aforementioned reasons. <Special interest relationships with the candidate> There is no special interest between Ms. Tamaki Adachi and the Bank. <Other matters> Ms. Tamaki Adachi is a new candidate for Outside Corporate Auditor.		

(Note) According to "Independence Criteria for Outside Officers" determined by the Bank, there is no possibility that a conflict of interest between Ms. Tamaki Adachi and the general shareholders will occur, and Ms. Tamaki Adachi will be submitted to the Tokyo Stock Exchange, Inc. as an Independent Auditor as stipulated by the aforementioned Exchange.

(Reference)

Independence Criteria for Outside Officers

The Bank determines that Outside Directors or Outside Corporate Auditors (referred to collectively as "Outside Officers" hereinafter) possess independence if they do not fall under any of the items listed below.

1. In the Bank or an associated company of the Bank (*1), persons who are business executives (*2) and persons who were previously business executives within ten years of assuming the position
2. Persons or business executives who hold the Bank as a major transaction partner (*3), or persons who were such business executives within the last three years
3. A major transaction partner of the Bank or the business executive of said partner, or a person who was such a business executive within the last three years
4. A certified public accountant, lawyer, or other consultant who has received sums of money or other assets in excess of 10 million yen on average for the past three years, from the Bank, excluding Director/Corporate Auditor remunerations
5. In the event that an organization such as a specialized corporation, association, etc., including auditing firms, law offices, and consulting firms, has made the Bank a major transaction partner or is a major transaction partner of the Bank, a person belonging to such an organization or a person who has belonged to such an organization in the last three years
6. Persons or business executives who have received donations in excess of 10 million yen on average for the past three years from the Bank
7. Persons belonging to auditing firms that conduct the Bank's legal audits, or persons who have belonged to such an auditing firm within the past three fiscal years
8. In the event that a business executive of the Bank is at present or has at any time within the past three years served as an Outside Director at other company, a business executive of said other company
9. The spouse or relation to the second degree of any of the following persons:
   (1) A major business executive (*4) of the Bank or an associated company of the Bank
   (2) Persons listed in items 2. through 8. above

   However, in items 2., 3., 6., and 8., this is limited to major business executives. In items 4. and 5., this is limited to persons with specialized credentials, such as certified public accountants and lawyers. In 7., this is limited to major business executives and persons with specialized credentials such as certified public accountants.

*1. "Associated companies" refers to subsidiaries and affiliated companies.
*2. "Business executives" refers to executive directors at a corporation or other organization, executive officers or other officers who execute business at a corporation, etc., or persons who execute business as corporate members, administration officers, or other managers and employees under the Companies Act.
*3. "Major transaction partner" refers to persons who have a transactional relationship that can potentially have the same level of influence as an associated company, defined in *1 above, toward the decision making of the opposite party's operations, etc. in light of the actual situation of the transaction.
*4. "Major business executive" refers to executive directors, executive officers, or other persons who execute important business as officers or section managers who execute operations at a corporation, and who fall under business executives as defined in *2 above.

Proposal No. 4: Decision on Stock-based Remuneration Amounts and Contents for Directors

1. Reasons for the proposal

Remuneration for the Bank's Directors is composed of basic remuneration, performance-linked remuneration, and stock options, and the process for determining the amount of remuneration for each Director is as follows: Remuneration is determined pursuant to the management level criteria decided in the "Remuneration Regulations for Directors," which was established by the Board of Directors based on the resolution by the General Meeting of Shareholders and the reference table that coordinates with business performance. With the objective of clarifying the connection with the Bank's stock value so that the Bank's Directors and Executive Officers (Includes Outside Directors. Hereinafter collectively referred to as Directors) share the benefit and the risk arising from fluctuation of stock prices, and using this to raise awareness toward contributing to mid-term business results and expanding corporate value, the Bank is proposing to introduce a new stock-based remuneration system called Board Benefit Trust (BBT) (referred to as the System hereinafter) in order to achieve the aforementioned objective more effectively than with conventional stock options.

At the 108th Annual General Meeting of Shareholders held on June 24, 2011, the basic remuneration for Directors was determined to be within 250 million yen annually (of which the portion for Outside Directors was 30 million yen), and at the 112th Annual General Meeting of Shareholders held on June 24, 2015, the performance-linked remuneration category for Directors was determined to be within 98 million yen (of which the portion for Outside Directors was 14 million yen), with the amount of net profit (non-consolidated) for the fiscal year under review as a baseline, and this situation continues to the present day.

Additionally, at the 108th Annual General Meeting of Shareholders held on June 24, 2011, the amount of remuneration regarding stock acquisition rights as stock options was determined to be within 75 million yen annually (of which the portion for Outside Directors was 7.5 million yen), and this situation continues to the present day. However, as a condition for the approval of this Proposal, the stock option remuneration category for Directors relation to the resolution above will be abolished. As an exception, however, not yet exercised stock acquisition rights that have already been distributed to Directors as stock options will continue. If Proposal 2, "Election of Eight (8) Directors," is approved in its original form, the number of Directors at the Bank who fall under the System will be eight (8), including three (3) Outside Directors.

2. Remuneration amount under the System and reference information

(1) Outline of the System

The System is a stock-based remuneration system in which the Bank's stock is acquired through a trust (hereinafter, the trust established based on the System is referred to as the Trust) with money contributed by the Bank as a resource, and both the Bank's shares and monetary amounts corresponding to the amount that the Bank's shares convert to at market value on the date that they are retired (hereinafter referred to collectively as Bank Shares) are provided to Directors from the Trust, etc., pursuant to the Executive Officer Stock Benefit Regulations as stipulated by the Bank. Furthermore, the Directors, etc., shall, in principle, receive the benefits of the Bank Shares at their time of retirement as Director, etc.

(2) Beneficiaries of the System

Directors and Executive Officers of the Bank (including Outside Directors)

(3) Calculation methods for the number of Bank Shares provided to Directors, etc.

A number of points determined based on the Executive Officer Stock Benefit Regulations is distributed to the Directors, etc., each fiscal year.

The upper limit for the total number of points that are distributed to Directors, etc., in a single fiscal year shall be 300,000 points to correspond with 300,000 shares of the Bank's common stock (of which the portion for Directors is 150,000 points (of which the portion for Outside Directors is 15,000 points) and for executive officers is 150,000 points).

Furthermore, points distributed to Directors, etc., shall be converted at 1 share of common stock for 1 point at the time of Bank Share payment in (6) below (However, after this Proposal is approved, in the event of a stock split, a gratis allocation of shares, or a reverse stock split, the Bank shall conduct reasonable adjustments of the conversion ratio according to the ratio of the aforementioned three cases.).

The number of points for Directors, etc., which become the basis when paying the Bank Shares in (6) below, shall be fixed at the number (hereinafter referred to as Fixed Point Number) that totals the points distributed to Directors, etc., until the time of retirement.

(4) Acquisition method and upper limit of Bank Shares

The acquisition of Bank Shares through the Trust shall be carried out through the stock market or the method of accepting the disposal of the Bank's treasury shares, using the capital provided in (5) below as a resource.

The initial period of coverage (defined in (5) below) shall be the acquisition of 900,000 shares as an upper limit, without delay, after the establishment of the Trust (August, 2016 (tentative)) as shares for the purpose of carrying out payment to Directors, etc. Further notifications regarding the details of acquisition methods of Bank Shares via the Trust shall be released as soon as they have been determined.

(5) Money provided for the Trust

The Bank shall provide a total amount of 200 million yen per fiscal year (of which the portion for Directors is 100 million yen (of which the portion for Outside Directors is 10 million yen) and for executive officers is 100 million yen) as the upper limit, as the necessary capital for the Trust to acquire the portion of a number of shares reasonably anticipated to be necessary for the System for a fixed period of time in advance.

Specifically, the Bank shall establish the Trust by providing 600 million yen (of which the portion for Directors is 300 million yen (of which the portion for Outside Directors is 30 million) and for executive officers is 300 million) as an upper limit, as the necessary capital for the three fiscal years (hereinafter referred to as the Coverage Period) starting from the fiscal year that concludes on March 31, 2017 and ending on the fiscal year that concludes on March 31, 2019.

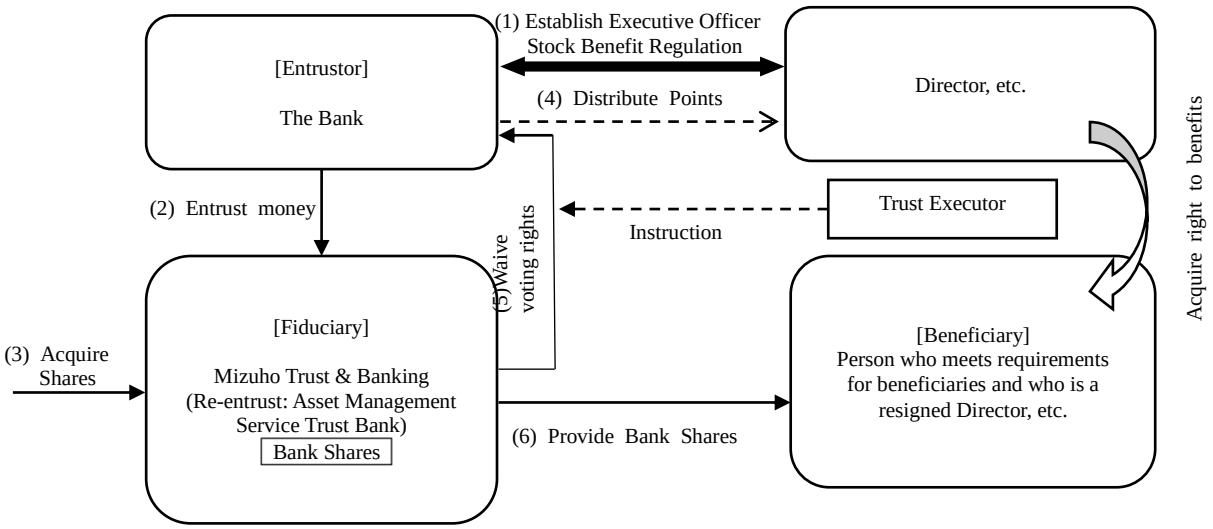
Furthermore, even after the initial Coverage Period ends, in principle, every three fiscal years, the Bank shall additionally provide 600 million yen (of which the portion for Directors is 300 million yen (of which the portion for Outside Directors is 30 million yen) and for executive officers is 300 million yen) as an upper limit to the Trust for the following three fiscal years (hereinafter referred to as Next Coverage Period), until the System comes to an end. However, in the case of carrying out additional provisions, when there are remaining Bank Shares (Bank Shares that correspond to the number of points distributed to Directors, etc., excluding those in which the payment of Bank Shares, etc., to Directors, etc., has not been completed) and cash (hereinafter referred to collectively as Remaining Shares) in the Trust assets on the day before the beginning of the Next Coverage Period that the said additional provision is being carried out for, the Remaining Shares shall be appropriated to the resource for payments based on the System in the Next Coverage Period, and to obtain the upper limit of the monetary amount that can be additionally provided by the Bank in the Next Coverage Period, the amount of the Remaining Shares (the Shares shall undergo cash conversion corresponding to the amount of market value on the day preceding the Next Coverage Period in question) shall be deducted from 600 million yen (of which the portion for Directors is 300 million yen (of which the portion for Outside Directors is 30 million yen) and for executive officers is 300 million yen). Additional provisions by the bank shall be disclosed promptly and adequately when they have been decided.

(6) Payment timing of Bank Shares

In the event that a Director, etc., of the Bank resigns and he/she fulfills the beneficiary requirements stipulated in the Executive Officer Stock Benefit Regulations, the Director, etc., concerned shall receive payment of the number of Bank Shares that corresponds to the Fixed Point Number from the Trust after resignation, by conducting the predetermined beneficiary settlement procedures. However, in the event that he/she fulfills the separately specified requirements of the Executive Officer Stock Benefit Regulations in addition to the beneficiary requirements, the Director, etc., concerned shall receive payment of cash that corresponds to the amount converted at market value at the time of retirement of the Bank Shares in exchange for provision of Bank Shares, for a constant rate of the distributed points.

[Reference]

<Structure of the System>



1) The Bank shall establish the Executive Officer Stock Benefit Regulations within the scope of approval.
2) The Bank shall entrust an amount of money within the range of approval.
3) The Trust shall acquire the Bank Shares that use the entrusted money in 2) as a resource through the stock market or by the method of accepting the Bank's treasury shares.
4) The Bank shall distribute points to Directors, etc., based on the Executive Officer Stock Benefit Regulations.
5) The Trust shall waive voting rights relating to the Bank Shares contained in this trust account, in accordance with the instructions from the independent trust executor.
6) For those who have resigned as Director, etc., and fulfill the beneficiary requirements (hereinafter referred to as Beneficiaries) stipulated in the Executive Officer Stock Benefit Regulations, the Trust shall provide Bank Shares that correspond to the number of points distributed to said Beneficiary. However, in the event that the Director, etc., fulfills the requirements stipulated separately in the Executive Officer Stock Benefit Regulations, the Director, etc., in question shall be provided with money that corresponds to the monetary value when converting the Bank Shares at market value at the time of resignation in substitution of being provided with Bank Shares, for a certain ratio of the points distributed to said Director, etc.

Proposal No. 5: Revision of Remuneration Amounts for Corporate Auditors

The remuneration for Corporate Auditors are composed of the basic remuneration (within 55 million yen annually) that was approved at the 91st Annual General Meeting of Shareholders held on June 29, 1994, and the stock options (within 20 million yen annually) that was approved at the 105th Annual General Meeting of Shareholders held on June 26, 2008. Recently, with the objective of strengthening Corporate Auditors' independence and improving corporate governance, the Bank would like to abolish the stock options, which are linked to performance, and revise the basic remuneration amount to within 75 million yen annually. Furthermore, the Bank would also like to entrust timing of payments, allocation, etc., to Corporate Auditors' discussions. If this Proposal is approved, then the stock options for Corporate Auditors will be abolished, but unexercised stock acquisition rights as stock options already distributed to the Corporate Auditors will remain. Additionally, if Proposal 3 (Election of One (1) Corporate Auditor) is approved in its original form, the number of Corporate Auditors at the Bank will be five (5), including three (3) Outside Corporate Auditors.