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(Securities Code: 8551)
June 2, 2016

To Shareholders with Voting Rights:

Yasunori Sato
Director and President
The Kita-Nippon Bank, Ltd.
6-7, Chuodori 1-chome, Morioka,
Iwate, Japan

NOTICE OF CONVOCATION OF THE 112TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 112th Annual General Meeting of Shareholders of the Kita-Nippon Bank, Ltd. (the "Bank"). The meeting will be held in the manner described below.

If you are unable to attend the meeting on the day of the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet. In that case, please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by no later than 5:00 p.m. on Thursday, June 23, 2016 Japan time.

1. Date and Time: Friday, June 24, 2016 at 10:00 a.m. Japan time
(Doors will open at 9:00 a.m. Please arrive early, as the venue will be extremely crowded immediately before opening.)

2. Place: 3F, Large Meeting Room, Head Office of the Bank, 6-7, Chuodori 1-chome, Morioka, Iwate, Japan

3. Meeting Agenda:

Matters to be reported:

1. The Business Report and the Non-consolidated Financial Statements for the Bank's 112th Fiscal Year (from April 1, 2015 to March 31, 2016)
2. The Consolidated Financial Statements for the Bank's 112th 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 Board of Corporate Auditors

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Five (5) Corporate Auditors

4. Exercise of Voting Rights:

(1) Exercise of Voting Rights in Writing (by mail)
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 no later than 5:00 p.m. on Thursday, June 23, 2016 Japan time.

(2) Exercise of Voting Rights via the Internet
Please access the Bank's designated voting website (http://www.e-sokai.jp) and use the "Voting Rights Exercise Code" and "Password" printed on the enclosed Voting Rights Exercise Form, and indicate your vote for or against the proposals following the instructions on the screen no later than 5:00 p.m. on Thursday, June 23, 2016 Japan time.
Before exercising voting rights via the Internet, please read the "Procedures for Exercise of Voting Rights via the Internet" below (from page 43 to page 44). (Japanese only)

(3) Handling of Duplicate Voting
If you exercise your voting rights both in writing (by mail) and via the Internet, regardless of the dates on which the votes are received, only the vote placed via the Internet is deemed valid.
If you exercise your voting rights more than once via the Internet, only the last vote is deemed valid.

End of Notice

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank's head office on the day of the meeting for confirmation.
◎ The following items, in accordance with laws and regulations, and Article 16 of the Articles of Incorporation of the Bank, are published on the Bank's website (http://www.kitagin.co.jp/) and are thus omitted from this notice.
1) Notes to Non-consolidated Financial Statements
2) Notes to Consolidated Financial Statements
Accordingly, the Non-consolidated Financial Statements and the Consolidated Financial Statements attached to this notice are part of the Non-consolidated Financial Statements and Consolidated Financial Statements that have been audited by the Corporate Auditors for the preparation of the Audit Report and by the Accounting Auditor for the preparation of the Accounting Audit Report.
◎ Please note that, if there are any corrections to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements, the corrected documents will be posted on the Bank's website (https://www.kitagin.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal No. 1: Appropriation of Surplus

In order to prepare for changes in the business environment surrounding financial institutions, paying heed to internal reserves to strengthen management structure while also taking into account the continuous provision of stable dividends to shareholders and the business results of this fiscal year in a comprehensive manner, the following payout is proposed.

1. Matters concerning year-end dividends
   (1) Type of dividend property
   Cash
   (2) Matters concerning the allotment of dividend property and the total amount
   30 yen per share of common stock of the Bank
   The total amount of dividends 256,509,060 yen
   (3) Effective date of distribution of surplus
   Monday, June 27, 2016

2. Other matters concerning the appropriation of surplus
   (1) Item and amount of surplus to be decreased
   Retained earnings brought forward 2,300,000,000 yen
   (2) Item and amount of surplus to be increased
   General reserve 2,300,000,000 yen

Proposal No. 2: Election of Five (5) Corporate Auditors

Mr. Hisao Kita, Corporate Auditor, resigned from office as of May 13, 2016, and the term of office of the other four (4) Corporate Auditors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the election of five (5) Corporate Auditors is proposed.

Additionally, in order to increase transparency and fairness, taking into account the recommendation by the Nomination Advisory Committee, this Proposal has obtained the consent of the Board of Corporate Auditors and has been approved by the Board of Directors.

The candidates are as follows:

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="3">Career summary
and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="3">1</td><td rowspan="2">Masamitsu Toisawa
(May 10, 1956)

Reappointment</td><td>Apr.</td><td>1980</td><td>Joined the Bank</td><td rowspan="2">1,700 shares</td></tr>
<tr><td>Jun.
May

Apr.
Jun.</td><td>2007
2009

2012
2012</td><td>Director, Branch Manager of Kitakami Branch
Director, Branch Manager of Tokyo Branch and Head of Tokyo Liaison Office
Director, Assistant to President
Full-time Corporate Auditor (to present)</td></tr>
<tr><td colspan="5">[Reason for Nomination as Candidate for Corporate Auditor]
Mr. Masamitsu Toisawa has been involved in branch management for many years and has abundant experience in business duties and management as well as the knowledge and experience required to accurately, fairly, and efficiently audit the business execution by Directors.
As improvements to corporate governance and enhancements to audit functions are needed, the Bank expects that its audit structure will be strengthened through making use of the candidate’s experience and knowledge and has therefore nominated him as a candidate for Corporate Auditor once again.</td></tr>
<tr><td></td><td colspan="5">[Special Interests]
There are no special interests between candidate Masamitsu Toisawa and the Bank.</td></tr>
<tr><td rowspan="3">2</td><td rowspan="2">Kei Kikuchi
(May 24, 1959)

New appointment</td><td>Apr.</td><td>1982</td><td>Joined the Bank</td><td rowspan="2">115 shares</td></tr>
<tr><td>Oct.
Apr.
Apr.
Apr.</td><td>2008
2012
2014
2015</td><td>Branch Manager of Ishinomaki Branch
Branch Manager of Sendai Branch
Branch Manager of Oodori Branch
Manager of General Affairs Division (to present)</td></tr>
<tr><td colspan="5">[Reason for Nomination as Candidate for Corporate Auditor]
Mr. Kei Kikuchi has been involved in branch management for many years and has also been involved in Head Office operations as Manager of General Affairs Division, and has abundant experience in business duties and management as well as the knowledge and experience required to accurately, fairly, and efficiently audit the business execution by Directors.
As improvements to corporate governance and enhancements to audit functions are needed, the Bank expects that its audit structure will be strengthened through making use of the candidate’s experience and knowledge and has therefore newly nominated him as a candidate for Corporate Auditor.</td></tr>
<tr><td></td><td colspan="5">[Special Interests]
There are no special interests between candidate Kei Kikuchi and the Bank.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary
and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="4">3</td><td>Yoshiharu Shibata
(Feb. 24, 1941)

Reappointment
Outside Auditor</td><td>Jun. 1977 President and Representative Director of DAIICHI SHOJI CO., LTD. (to present)
Jun. 2004 Corporate Auditor of the Bank (to present)
(Significant concurrent positions)
President and Representative Director of DAIICHI SHOJI CO., LTD.</td><td>600 shares</td></tr>
<tr><td colspan="3">[Reason for Nomination as Candidate for Outside Auditor]
Mr. Yoshiharu Shibata is a candidate for Outside Auditor.
Drawing on his abundant experience and broad insight gained through his many years as a corporate executive, Mr. Shibata has given beneficial opinions and advice regarding the Bank’s management and has audited the conformity and adequacy of the execution of the Directors’ duties in light of laws and regulations as well as the Articles of Incorporation in an objective and neutral manner. For these reasons, the Bank has determined that it would be most appropriate for him to continue auditing the Bank’s management as Outside Auditor.</td></tr>
<tr><td colspan="3">[Term of Office]
Mr. Yoshiharu Shibata has served as Outside Auditor for twelve (12) years as of the conclusion of this General Meeting of Shareholders.</td></tr>
<tr><td colspan="3">[Special Interests and Independence]
While the Bank has business transactions such as loans with DAIICHI SHOJI CO., LTD., Mr. Yoshiharu Shibata fulfills the Independence Criteria established by the Bank.</td></tr>
<tr><td rowspan="4">4</td><td>Katsuhiro Yamazoe
(Sep. 12, 1943)

Reappointment
Outside Auditor</td><td>Jun. 2003 Full-time Corporate Auditor of IWATE NIPPO CO., LTD.
Jun. 2004 Director, Manager of General Affairs Department of IWATE NIPPO CO., LTD.
Jun. 2008 Managing Director, Manager of General Affairs Department of IWATE NIPPO CO., LTD.
Jun. 2008 Corporate Auditor of the Bank (to present)
Jun. 2009 Senior Managing Director, Manager of General Affairs Department of IWATE NIPPO CO., LTD.
Jun. 2014 Senior Managing Director, Manager of New Production Center Construction Division, and General Manager of IWATE NIPPO CO., LTD. (to present)
(Significant concurrent positions)
Senior Managing Director, Manager of New Production Center Construction Division, and General Manager of IWATE NIPPO CO., LTD.</td><td>0 shares</td></tr>
<tr><td colspan="3">[Reason for Nomination as Candidate for Outside Auditor]
Mr. Katsuhiro Yamazoe is a candidate for Outside Auditor.
Drawing on his abundant experience and broad insight gained through his many years as a corporate executive, Mr. Yamazoe has given beneficial opinions and advice regarding the Bank’s management and has audited the conformity and adequacy of the execution of the Directors’ duties in light of laws and regulations as well as the Articles of Incorporation in an objective and neutral manner. For these reasons, the Bank has determined that it would be most appropriate for him to continue auditing the Bank’s management as Outside Auditor.</td></tr>
<tr><td colspan="3">[Term of Office]
Mr. Katsuhiro Yamazoe has served as Outside Auditor for eight (8) years as of the conclusion of this General Meeting of Shareholders.</td></tr>
<tr><td colspan="3">[Special Interests and Independence]
While the Bank has business transactions such as loans with IWATE NIPPO CO., LTD., Mr. Katsuhiro Yamazoe fulfills the Independence Criteria established by the Bank.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary
and significant concurrent positions</th><th>Number of shares of the Bank held</th></tr>
<tr><td rowspan="4">5</td><td>Koji Ogasawara
(Jun. 12, 1944)

Reappointment
Outside Auditor</td><td>Oct. 1984 President and Representative Director of SUPERMARKET MARUICHI Co., Ltd. (currently MARUICHI Co., Ltd.)
Jun. 2011 Corporate Auditor of the Bank (to present)
Oct. 2012 Chairman and Representative Director of SUPERMARKET MARUICHI Co., Ltd. (currently MARUICHI Co., Ltd.) (to present)
(Significant concurrent positions)
Chairman and Representative Director of MARUICHI Co., Ltd.</td><td>12,800 shares</td></tr>
<tr><td colspan="3">[Reason for Nomination as Candidate for Outside Auditor]
Mr. Koji Ogasawara is a candidate for Outside Auditor.
Drawing on his abundant experience and broad insight gained through his many years as a corporate executive, Mr. Ogasawara has given beneficial opinions and advice regarding the Bank’s management and has audited the conformity and adequacy of the execution of the Directors’ duties in light of laws and regulations as well as the Articles of Incorporation in an objective and neutral manner. For these reasons, the Bank has determined that it would be most appropriate for him to continue auditing the Bank’s management as Outside Auditor.</td></tr>
<tr><td colspan="3">[Term of Office]
Mr. Koji Ogasawara has served as Outside Auditor for five (5) years as of the conclusion of this General Meeting of Shareholders.</td></tr>
<tr><td colspan="3">[Special Interests and Independence]
While the Bank has business transactions such as loans MARUICHI Co., Ltd., Mr. Koji Ogasawara fulfills the Independence Criteria established by the Bank.</td></tr>
</table>

(Note) Regarding Liability Limitation Agreements with Corporate Auditors

The Bank has entered into liability limitation agreements with Messrs. Yoshiharu Shibata, Katsuhiro Yamazoe, and Koji Ogasawara in accordance with Article 427, Paragraph 1 of the Companies Act (the “Act”) and the Articles of Incorporation to limit their liabilities for damages under Article 423, Paragraph 1 of the Act. The amount of their liabilities under the agreements is the minimum liability amount stipulated by laws and regulations in cases where their actions were made in good faith and no gross negligence is found.

If this proposal is approved, the Bank intends to continue the said agreements.

(Reference)

Independence Criteria for Outside Officers

In cases where the results of the Bank's investigation of a reasonably possible scope determine that an External Director or Outside Auditor (hereinafter collectively referred to as "Outside Officer") does not fall under any of the following, said Outside Officer shall be judged to be independent.

1. An officer or employee of the corporate group consisting of the Bank and its subsidiaries (hereinafter the "Group")
2. A major shareholder with 5% or greater stake of the Bank, or its executive officers (Note 1)
3. A business partner whose sum of transactions with the Group exceeds 2% of the consolidated sales volume of that business partner's group in the most recent fiscal year, or its executive officers
4. An individual who, as of the end of the most recent fiscal year, has transactions with the Bank in the form of deposits or loans and the remaining balance of such deposits and loans with whom exceeds 1% of the Group's consolidated total assets, or its executive officers
5. A consultant, accounting professional, or legal professional who receives over 10 million yen in a year in monetary or other compensation from the Group aside from officer's compensation, or a legal entity or association that he/she belongs to
6. An individual who has fallen under any of the above items 1 through 5 in the past 10 years
7. A close relative of an individual who has fallen under any of items 1 through 6 (a spouse or relative within the second degree)

(Note 1)

"Executive officers" refer to executive officers as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act and includes not only executive directors but employees as well.