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)
May 31, 2017

To Shareholders:

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

NOTICE OF CONVOCATION OF THE 206TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 206th 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 20 (Tuesday), 2017.

[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 75 to 76 when voting via the Internet etc. and exercise your voting right by the aforementioned deadline.

1. **Date and Time:** June 21, 2017 (Wednesday) 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 206th Fiscal Year (from April 1, 2016 to March 31, 2017) 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 206th Fiscal Year (from April 1, 2016 to March 31, 2017)

Proposals to be resolved:

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

Proposal No. 2: Granting of Condolence Money for the Late Representative Director and Executive Vice President Mr. Kinosuke Okano

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 would appreciate it if you could bring this reference documents with you to the meeting.

◎ Please note that we will no longer be handing out gifts to shareholders on the day of the meeting. We appreciate your understanding.

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 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 Chairman Chief Executive Officer (CEO)	Reappointment
2	Akihiro Yoneyama	Representative Director and 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 General Manager of Operations Division	Reappointment
6	Takeshi Yagi	Director Responsible for Administration Division	Reappointment
7	Michio Arikuni	Director Responsible for Systems Division	Reappointment
8	Nobuaki Yanagisawa	Managing Executive Officer Responsible for Credit Division	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

1 Mitsuyoshi Okano [Reappointment]

Date of birth: February 5, 1945
Current positions and responsibilities at the Bank: Representative Director, Chairman and Chief Executive Officer
Number of shares of the Bank held: 245,091 shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

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
Jun.	2016	Representative Director, Chairman and Chief Executive Officer to present

[Reasons for nomination as a candidate for Director]

Mr. Mitsuyoshi Okano is leading the Bank's management, serving as Representative Director, Chairman 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.

DREAM NAVIGATOR

We are working to establish a sustainable, robust business foundation for the future by further deepening our relationships of trust with customers. Based on a distinctive business strategy, we aim to enhance our fundamental earnings power and shareholders' equity while improving operational efficiency and safety. Furthermore, we will vigorously address the environmental, social and governance criteria related to our business. We will strive to be considerate to the environment, fulfill our role as a good corporate citizen, enhance intellectual imagination of our officers and employees, and improve the quality of life. Inspired by our long-term management vision "Aim 25" launched in April 2016, everyone at the Suruga Bank Group will make a concerted effort to help customers make their dreams come true by engaging in communication with stakeholders more vigorously and proactively.

Mitsuyoshi Okano
Representative Director, Chairman and Chief Executive Officer

2 Akihiro Yoneyama [Reappointment]

Date of birth: September 18, 1965
Current positions and responsibilities at the Bank: Representative Director, President and Chief Operating Officer
Number of shares of the Bank held: 4,400 shares
Attendance of Board of Directors' meetings: 8/9
Career summary, positions, responsibilities and significant concurrent positions

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
Jun.	2016	Representative Director, President and Chief Operating Officer to present

[Reasons for nomination as a candidate for Director]

Mr. Akihiro Yoneyama is leading the Bank's business execution, serving as Representative Director, President and COO. In regard to the Bank's efforts to enhance corporate value, he is performing his duties and fulfilling his responsibilities appropriately. He has a wealth of business experience in such fields as international business, credit management, and systems planning & management. 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 continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.

DREAM NAVIGATOR

The progress of IT has brought about diversification and increasing complexity of the social environment and lifestyles. Besides the great changes in the economic environment, the environment surrounding our customers is changing dramatically in ways that cannot be addressed effectively by traditional approaches. In these circumstances, we will step up our efforts to reflect "knowledge and wisdom" gathered from inside and outside the Suruga Bank Group in the Bank's management in order to equip ourselves with superior capabilities to respond to change. By offering value unique to Suruga, we will strive to achieve sustainable, superior profitability and establish a robust financial position.

Akihiro Yoneyama
Representative Director, President and Chief Operating Officer

3 Toshihiko Shirai [Reappointment]

Date of birth: November 11, 1953
Current positions and responsibilities at the Bank: Representative Director and Senior Managing Director, responsible for Management Planning Division
Chief Compliance Officer
Number of shares of the Bank held: 41,000 shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

Apr.	1976	Joined the Bank
Apr.	1995	General Manager of Hong Kong Branch
Apr.	2002	General Manager of External Public Relations Department, Operations 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
Jun.	2016	Representative Director and Senior Managing Director, responsible for Management Planning Division and Systems Division
Apr.	2017	Representative Director and Senior Managing Director, responsible for Management Planning Division to present

[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 operation and establishment of effective corporate governance 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.

DREAM NAVIGATOR

With the aim of becoming a financial institution that offers customers peace of mind and with which customers wish to have a long relationship, we will partner our customers and fulfill our social responsibility. We will pursue a sustainable business model through efforts to ensure corporate governance and offer financial intermediary functions that exceed customers' expectations. The Bank has always pursued management with integrity that goes beyond legal compliance. Fully recognizing my role as a member of the management team, I will do my utmost to ensure the Bank realizes its corporate value as a financial institution.

Toshihiko Shirai
Representative Director and Senior Managing Director

4 Kazuya Mochizuki [Reappointment]

Date of birth: November 18, 1953
Current positions and responsibilities at the Bank: Senior Managing Director, responsible for Corporate Administration Division and Market Finance Division
Chief Financial Officer
Number of shares of the Bank held: 31,000 shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

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

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[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.

DREAM NAVIGATOR

We will strive to strengthen the financial position in order to tackle new initiatives and offer the multifaceted financial services envisaged in our long-term vision "Aim 25." In the banking sector, competition on lowering lending rates is continuing since the Bank of Japan's introduction of the negative interest rate policy, and securing a spread has become a major issue. I am resolved to do my utmost to contribute to enhancement of the Bank's corporate value by working to ensure that the Bank maintains financial soundness, enhances profitability, and achieves sustainable growth despite such business environment.

Kazuya Mochizuki
Senior Managing Director

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5 Yoshihiro Okazaki [Reappointment]

Date of birth: July 23, 1955
Current positions and responsibilities at the Bank: Senior Managing Director, General Manager of Operations Division
Number of shares of the Bank held: 37,100 shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

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
Jun.	2016	Senior Managing Director, responsible for Customer Support Division
Apr.	2017	Senior Managing Director, General Manager of Operations Division to present

[Reasons for nomination as a candidate for Director]

Mr. Yoshihiro Okazaki serves as Senior Managing Director and General Manager of Operations 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.

DREAM NAVIGATOR

In view of the trend toward diversification and specialization of needs in society, in order to precisely and swiftly meet such needs, we aim to become a bank capable of flexibly offering diverse, ingenious solutions.

Proactively listening to the voices of customers by engaging in customer relations with integrity, we aim to become a life and business navigator ("DREAM NAVIGATOR") that assists customers at the various stages of their professional and personal lives, helping them advance toward a brighter future. I am resolved to do my best so that the Bank can contribute to the realization of a more affluent society.

Yoshihiro Okazaki
Senior Managing Director

6 Takeshi Yagi [Reappointment]

Date of birth: August 5, 1964
Current positions and responsibilities at the Bank: Director, responsible for Administration Division
Number of shares of the Bank held: 8,000 shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

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
Apr.	2017	Director, responsible for Administration Division to present

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[Reasons for nomination as a candidate for Director]

Mr. Takeshi Yagi, having served as Director, responsible for Credit Division, contributed to the establishment of the Bank's appropriate credit portfolio. Serving as Director, responsible for Administration Division, since April 2017, he 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.

DREAM NAVIGATOR

The Bank aspires to always be a "DREAM NAVIGATOR" that offers multifaceted financial services and helps customers realize their dreams by responding to the changes in the environment surrounding the financial services industry and by swiftly incorporating advanced ICT.
In order to accomplish various strategies formulated in our long-term vision "Aim 25" launched in April 2016 and offer new customer value through appropriate risk taking, I will do my best to contribute to the Bank's sustainable growth and enhancement of corporate value.

Takeshi Yagi
Director

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7 Michio Arikuni [Reappointment]

Date of birth: May 22, 1966
Current positions and responsibilities at the Bank: Director, responsible for Systems Division
Number of shares of the Bank held: 2,000 shares
Attendance of Board of Directors' meetings: 9/9
Career summary, positions, responsibilities and significant concurrent positions

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
Jun.	2012	General Manager of Casting Department, Management Planning Division
Jun.	2016	Director, responsible for Audit Division
Apr.	2017	Director, responsible for Systems Division
		to present

[Reasons for nomination as a candidate for Director]

Mr. Michio Arikuni, having served as Director, responsible for Audit Division, contributed to securing the Bank's soundness and enhancement of efficiency. Serving as Director, responsible for Systems Division, since April 2017, he 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. Arikuni will continue to make a great contribution to the Bank, and thus nominated him as a candidate for Director.

DREAM NAVIGATOR

In an era characterized by rapid change in the social and economic environment, we believe that pursuing the Bank's universal mission, namely, to help our customers make their dreams come true on a timeline, will lead to enhancement of the Bank's social value.

As a Board member, I will strive to derive new knowledge from my experience cultivated so far and do my utmost to cultivate relationships with customers and other stakeholders based on shared excellent values.

Michio Arikuni
Director

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8 Nobuaki Yanagisawa [New appointment]

Date of birth: November 2, 1962
Current positions and responsibilities at the Bank: Managing Executive Officer, responsible for Credit Division
Number of shares of the Bank held: 8,100 shares
Attendance of Board of Directors' meetings: -
Career summary, positions, responsibilities and significant concurrent positions

Apr.	1985	Joined the Bank
Apr.	2001	General Manager of Business Planning Department, Operations Division
Apr.	2004	General Manager of Chigasaki Branch
Oct.	2006	General Manager of Fujisawa Branch
Apr.	2007	Executive Officer, General Manager of Fujisawa Branch
Apr.	2009	Executive Officer, General Manager of Kanagawa Community Division, Operations Division
Apr.	2012	Executive Officer, General Manager of Credit Division
Apr.	2015	Managing Executive Officer, General Manager of Credit Division
Apr.	2017	Managing Executive Officer, responsible for Credit Division to present

[Reasons for nomination as a candidate for Director]

Having served as General Manager of Business Planning Department, General Manager of Chigasaki Branch, General Manager of Kanagawa Community Division, and General Manager of Credit Division, Mr. Nobuaki Yanagisawa 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. Yanagisawa will make a great contribution to the Bank, and thus nominated him as a new candidate for Director.

DREAM NAVIGATOR

The environment surrounding financial institutions is rapidly changing, including a shrinking labor force owing to population aging, growing sophistication and diversification of customer needs, and the implementation of the negative interest rate policy.
In these circumstances, we have been striving to "be unique" by offering value-added financial services unavailable from others. We will refine and continue these initiatives while endeavoring to always be the "only one" financial institution meeting customers' expectations.

Nobuaki Yanagisawa
Managing Executive Officer

9 Makoto Naruke [Reappointment] [Outside Director] [Independent Director]

Date of birth: September 4, 1955
Current positions and responsibilities at the Bank: Director
Number of shares of the Bank held: 62,000 shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

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

[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.

DREAM NAVIGATOR

The business environment for financial institutions is changing at tremendous speed, as evidenced by the pressing need to respond effectively to Fintech, cybersecurity and other issues. The Bank is offering customer-centric financial services emphasizing uniqueness. The Board of Directors is engaged in vigorous discussion from the viewpoint of risk management and corporate governance. In my capacity as an Outside Director, I will continue my efforts to contribute to effective corporate governance and creation of corporate value.

Makoto Naruke
Director

Notes
1. No special interest exists between the candidate for Director and the Bank.
2. Mr. Makoto Naruke is a candidate for Outside Director as provided for in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Bank has registered him as an independent director with Tokyo Stock Exchange, Inc.
3. Mr. Makoto Naruke will have served as Outside Director of the Bank for seventeen years upon conclusion of this Annual General Meeting of Shareholders.

10 Yoshinori Ando [Reappointment] [Outside Director] [Independent Director]

Date of birth: February 7, 1957
Current positions and responsibilities at the Bank: Director
Number of shares of the Bank held: - shares
Attendance of Board of Directors' meetings: 11/11
Career summary, positions, responsibilities and significant concurrent positions

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.

DREAM NAVIGATOR

In line with the change in the economic and social environment, customer needs are increasingly diverse and complex, and rapid technological innovation is spurring change. In its long-term management vision "Aim 25" that was launched in April 2016 and covers 10 years, the Bank aims to further enhance corporate value through sustainable business growth and creation of new customer value.
I will do my utmost to oversee implementation of business strategies and provide advice so that the Bank can continue on a sound growth trajectory.

Yoshinori Ando
Director

Notes
1. No special interest exists between the candidate for Director and the Bank.
2. Mr. Yoshinori Ando is a candidate for Outside Director as provided for in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Bank has registered him as an independent director with Tokyo Stock Exchange, Inc.
3. Mr. Yoshinori Ando will have served as Outside Director of the Bank for six years upon conclusion of this Annual General Meeting of Shareholders.

11 Kanoko Oishi [Reappointment] [Outside Director] [Independent Director]

Date of birth: March 24, 1961
Current positions and responsibilities at the Bank: Director
Number of shares of the Bank held: - shares
Attendance of Board of Directors' meetings: 10/11
Career summary, positions, responsibilities and significant concurrent positions

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 industry 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.

DREAM NAVIGATOR

Japan is experiencing rapid population aging and population decrease. Amid social and economic changes, the role and responsibilities of financial institutions are becoming increasingly important. I recognize that continuing to meet customer needs as a bank that helps customers realize their dreams will eventually lead to the Bank's sustainable growth. Capitalizing on my experience, I intend to offer appropriate advice to the Bank and contribute to enhancement of corporate value so that the Bank, as a partner of customers, can deliver services that exceed customers' expectations.

Kanoko Oishi
Director

Notes
1. No special interest exists between the candidate for Director and the Bank.
2. Ms. Kanoko Oishi is a candidate for Outside Director as provided for in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Bank has registered her as an independent director with Tokyo Stock Exchange, Inc.
3. Ms. Kanoko Oishi will have served as Outside Director of the Bank for two years upon conclusion of this Annual General Meeting of Shareholders.

Proposal No. 2: Granting of Condolence Money for the Late Representative Director and Executive Vice President Mr. Kinosuke Okano

Representative Director and Executive Vice President Mr. Kinosuke Okano passed away on July 13, 2016 and the Bank proposes that condolence money be granted. Since assuming the office of Director in June 1983, Mr. Kinosuke Okano has demonstrated strong leadership in establishing the Bank's business model and greatly contributed to the enhancement of corporate value, as a Director, a Director with titles and a Representative Director for 33 years and 1 month.

To reward him for his service during his term of office, the Bank proposes that condolence money in lieu of the retirement benefit be granted 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 condolence money be entrusted to the Board of Directors.

The career summary of the late Representative Director and Executive Vice President Mr. Kinosuke Okano is as follows:

Name	Career summary
Kinosuke Okano	Jun. 1983 Director Apr. 1985 Managing Director May 1985 Senior Managing Director Jun. 1986 Representative Director and Deputy President Jun. 1998 Representative Director and Executive Vice President Jul. 2016 Passed away

Consolidated Balance Sheet

(As of March 31, 2017)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Cash and due from banks	927,519	**Deposits**	4,095,509
Call loans and bills bought	2,276	**Borrowed money**	1,540
Trading account securities	72	**Foreign exchanges**	40
Money held in trust	1,149	**Other liabilities**	25,503
Securities	148,527	**Provision for bonus**	715
Loans and bills discounted	3,253,723	**Provision for directors' bonus**	173
Foreign exchanges	2,885	**Net defined benefit liability**	279
Lease receivables and investment assets	5,479	**Provision for directors' retirement benefits**	3,280
Other assets	56,909	**Provision for reimbursement of deposits**	287
Tangible fixed assets	51,906	**Provision for contingent loss**	169
Buildings	13,983	**Deferred tax liabilities**	505
Land	25,564	**Acceptances and guarantees**	3,340
Leased assets	12	**Total liabilities**	4,131,346
Construction in progress	0	(Net assets)	
Other tangible fixed assets	12,345	**Capital stock**	30,043
Intangible fixed assets	28,591	**Capital surplus**	4
Software	25,681	**Retained earnings**	291,063
Goodwill	1,942	**Treasury stock**	(606)
Leased assets	8	**Total shareholders' equity**	320,504
Software development in progress	571	**Valuation difference on available-for-sale securities**	17,153
Other intangible fixed assets	388	**Deferred gains or losses on hedges**	(61)
Net defined benefit asset	7,787	**Remeasurements of defined benefit plans**	433
Deferred tax assets	860	**Total accumulated other comprehensive income**	17,525
Customers' liabilities for acceptances and guarantees	3,340	**Subscription rights to shares**	24
Allowance for loan losses	(19,305)	**Non-controlling interests**	2,325
		Total net assets	340,379
Total assets	4,471,725	**Total liabilities and net assets**	4,471,725

Consolidated Statement of Income

(From April 1, 2016 to March 31, 2017)

(Millions of yen)

Accounts	Amount	
Ordinary income		145,753
Interest income	124,718	
Interest on loans and discounts	121,045	
Interest and dividends on securities	2,578	
Interest on call loans and bills bought	38	
Interest on deposits with banks	805	
Other interest income	250	
Fees and commissions	13,443	
Other ordinary income	4,393	
Gains on sales of bonds	2	
Gains on redemption of bonds	473	
Other	3,917	
Other income	3,198	
Reversal of allowance for doubtful accounts	927	
Recoveries of written off claims	1,339	
Gain on sales of stocks and other securities	129	
Share of profit of entities accounted for using equity method	1	
Other	800	
Ordinary expenses		87,530
Interest expenses	4,287	
Interest on deposits	4,069	
Interest on borrowings and rediscounts	14	
Other interest expenses	203	
Fees and commissions payments	14,326	
Other ordinary expenses	3,647	
Loss on redemption of bonds	310	
Other	3,336	
General and administrative expenses	51,500	
Other expenses	13,768	
Written-off of loans	9,381	
Loss on sales of stocks and other securities	7	
Losses on devaluation of stocks and other securities	636	
Other	3,744	
Ordinary profit		58,222
Extraordinary income		2,170
Gain on disposal of fixed assets	36	
Gain on revision of retirement benefit plan	2,134	
Extraordinary loss		335
Loss on disposal of fixed assets	335	
Profit before income taxes		60,057
Income taxes - current	15,781	
Income taxes - deferred	1,488	
Total income taxes		17,270
Profit		42,787
Profit attributable to non-controlling interests		159
Profit attributable to owners of parent		42,627

Consolidated Statement of Shareholders' Equity

(From April 1, 2016 to March 31, 2017)

(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	-	253,182	(750)	282,475
Changes of items during the year					
Dividends of surplus			(4,745)		(4,745)
Profit attributable to owners of parent			42,627		42,627
Purchase of treasury stock				(4)	(4)
Disposal of treasury stock		4		148	152
Net changes of items other than shareholders' equity					
Total changes of items during the year	-	4	37,881	143	38,029
Balance at the end of the year	30,043	4	291,063	(606)	320,504

	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	16,121	(83)	1,517	17,556
Changes of items during the year				
Dividends of surplus				
Profit attributable to owners of parent				
Purchase of treasury stock				
Disposal of treasury stock				
Net changes of items other than shareholders' equity	1,031	21	(1,084)	(31)
Total changes of items during the year	1,031	21	(1,084)	(31)
Balance at the end of the year	17,153	(61)	433	17,525

	Subscription rights to shares	Non-controlling interests	Total net assets
Balance at the beginning of the year	61	2,144	302,237
Changes of items during the year			
Dividends of surplus			(4,745)
Profit attributable to owners of parent			42,627
Purchase of treasury stock			(4)
Disposal of treasury stock			152
Net changes of items other than shareholders' equity	(36)	180	112
Total changes of items during the year	(36)	180	38,141
Balance at the end of the year	24	2,325	340,379

Non-consolidated Balance Sheet

(As of March 31, 2017)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Cash and due from banks	926,783	**Deposits**	4,105,455
Cash	26,917	Current deposits	63,147
Due from banks	899,866	Ordinary deposits	1,265,642
Call loans	2,276	Saving deposits	17,297
Trading account securities	72	Deposits at notice	76,239
Trading government bonds	2	Time deposits	2,557,174
Trading local government bonds	70	Other deposits	125,954
Money held in trust	1,149	**Foreign exchanges**	40
Securities	154,340	Foreign bills sold	40
Government bonds	45,001	**Other liabilities**	20,232
Local government bonds	28,243	Income taxes payable	8,000
Corporate bonds	2,666	Accrued expenses	6,730
Stocks	57,426	Unearned revenue	104
Other securities	21,002	Deposits received from employees	798
Loans and bills discounted	3,253,790	Lease obligations	497
Bills discounted	1,676	Derivatives other than for trading – liabilities	867
Loans on bills	22,047	Other	3,233
Loans on deeds	2,844,173	**Provision for bonus**	667
Overdrafts	385,892	**Provision for directors' bonus**	173
Foreign exchanges	2,885	**Provision for directors' retirement benefits**	3,277
Due from foreign banks (our accounts)	1,834	**Provision for reimbursement of deposits**	287
Foreign bills bought	0	**Provision for contingent loss**	169
Foreign bills receivable	1,050	**Deferred tax liabilities**	18
Other assets	48,611	**Acceptances and guarantees**	3,951
Prepaid expenses	2,779	**Total liabilities**	4,134,274
Accrued income	9,723	(Net assets)	
Initial margins of futures markets	200	**Capital stock**	30,043
Derivatives other than for trading – assets	846	**Capital surplus**	18,590
Other	35,062	Legal capital surplus	18,585
Tangible fixed assets	50,569	Other capital surplus	4
Buildings	13,335	**Retained earnings**	267,078
Land	24,991	Legal retained earnings	30,043
Leased assets	496	Other retained earnings	237,034
Construction in progress	0	(Reserve for advanced depreciation of fixed assets)	(59)
Other tangible fixed assets	11,744	(General reserve)	(103,032)
Intangible fixed assets	26,212	(Retained earnings brought forward)	(133,943)
Software	25,309	**Treasury stock**	(606)
Software in progress	523	**Total shareholders' equity**	315,104
Other intangible fixed assets	379	**Valuation difference on available-for-sale securities**	16,480
Prepaid pension cost	7,165	**Deferred gains or losses on hedges**	(58)
Customers' liabilities for acceptances and guarantees	3,951	**Total valuation and translation adjustments**	16,422
Allowance for loan losses	(11,983)	**Subscription rights to shares**	24
		Total net assets	331,551
Total assets	4,465,825	**Total liabilities and net assets**	4,465,825

Non-consolidated Statement of Income

(From April 1, 2016 to March 31, 2017)

(Millions of yen)

Accounts	Amount	
Ordinary income		134,286
Interest income	117,238	
Interest on loans and discounts	113,588	
Interest and dividends on securities	2,558	
Interest on call loans	38	
Interest on deposits with banks	804	
Other interest income	248	
Trust fees	1	
Fees and commissions	12,001	
Fees and commissions on domestic and foreign exchanges	2,441	
Other fees and commissions	9,559	
Other ordinary income	546	
Gains on foreign exchange transactions	70	
Gains on sales of bonds	2	
Gains on redemption of bonds	473	
Other income	4,497	
Reversal of allowance for loan losses	2,590	
Recoveries of written off claims	1,004	
Gain on sales of stocks and other securities	129	
Gain on investments in money held in trust	150	
Other	622	
Ordinary expenses		77,125
Interest expenses	4,299	
Interest on deposits	4,069	
Interest on interest swaps	8	
Other interest expenses	221	
Fees and commissions payments	14,327	
Fees and commissions on domestic and foreign exchanges	885	
Other fees and commissions	13,441	
Other ordinary expenses	310	
Loss on trading account securities transactions	0	
Loss on redemption of bonds	310	
General and administrative expenses	47,436	
Other expenses	10,752	
Written-off of loans	7,160	
Losses on devaluation of stocks and other securities	636	
Other	2,955	
Ordinary profit		57,160
Extraordinary income		2,170
Gain on disposal of fixed assets	36	
Gain on revision of retirement benefit plan	2,134	
Extraordinary loss		316
Loss on disposal of fixed assets	316	
Profit before income taxes		59,013
Income taxes - current	15,214	
Income taxes - deferred	2,071	
Total income taxes		17,285
Profit		41,728

Non-consolidated Statement of Shareholders' Equity

(From April 1, 2016 to March 31, 2017)

(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	-	18,585
Changes of items during the year				
Dividends of surplus				
Profit				
Purchase of treasury stock				
Disposal of treasury stock			4	4
Net changes of items other than shareholders' equity				
Total changes of items during the year	-	-	4	4
Balance at the end of the year	30,043	18,585	4	18,590

	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	59	103,032	96,961	230,096	(750)	277,974
Changes of items during the year							
Dividends of surplus				(4,745)	(4,745)		(4,745)
Profit				41,728	41,728		41,728
Purchase of treasury stock						(4)	(4)
Disposal of treasury stock						148	152
Net changes of items other than shareholders' equity							
Total changes of items during the year	-	-	-	36,982	36,982	143	37,129
Balance at the end of the year	30,043	59	103,032	133,943	267,078	(606)	315,104

(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	15,525	(78)	15,446	61	293,482
Changes of items during the year					
Dividends of surplus					(4,745)
Profit					41,728
Purchase of treasury stock					(4)
Disposal of treasury stock					152
Net changes of items other than shareholders' equity	954	20	975	(36)	938
Total changes of items during the year	954	20	975	(36)	38,068
Balance at the end of the year	16,480	(58)	16,422	24	331,551

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 20, 2017 (Tuesday) 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.

* Microsoft and Internet Explorer are registered trademarks or trademarks of Microsoft Corporation (U.S.A.) in the U.S.A. and other countries.
* Adobe Acrobat Reader and Adobe Reader are registered trademarks or trademarks of Adobe Systems Incorporated (U.S.A.) in the U.S.A. and other countries.

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.