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 this translation or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code: 8343)
June 4, 2019

To Shareholders with Voting Rights:

Akihiro Araya
President, Director
THE AKITA BANK, LTD.
2-1, Sanno 3-Chome, Akita-shi

NOTICE OF CONVOCATION OF THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 116th Annual General Meeting of Shareholders of THE AKITA 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 Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (described below) and exercise your voting rights by no later than 5:00 p.m. on Tuesday, June 25, 2019, Japan time.

1. Date and Time: Wednesday, June 26, 2019 at 10:00 a.m. Japan time

2. Place: Conference room, 10F Head Office of the Bank, 2-1, Sanno 3-Chome, Akita-shi

3. Meeting Agenda:

Matters to be reported:

(1) The Business Report and Non-consolidated Financial Statements for the Bank's 116th Fiscal Year (from April 1, 2018 to March 31, 2019)

(2) Consolidated Financial Statements for the Bank's 116th Fiscal Year (from April 1, 2018 to March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal No. 3: Determination of Amount and Content of Performance-linked Stock Compensation, etc. for Directors

4. Exercise of Voting Rights:

(1) Exercise of Voting Rights 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 the aforementioned deadline.

(2) Exercise of Voting Rights via the Internet
Please access the voting website specified by the Bank (https://evote.tr.mufg.jp/) using the "Login ID" and "Temporary Password" printed on the enclosed Voting Rights Exercise Form, and indicate your vote for or against the proposals by the aforementioned deadline.

For detail, please refer to the "Procedures for Exercise of Voting Rights via the Internet, etc." which is described below (Japanese version only).

(3) Handling of Duplicate Voting

If you exercise your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, only the vote placed via the Internet will be deemed valid.

If you exercise your voting rights more than once via the Internet, etc., only the last vote will be deemed valid.

End

Items to be disclosed via the Internet

- Of the documents required to be presented along with this notice of convocation, the items from (1) through (3) below are, in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Bank, posted on the Bank's website and are therefore not included in the documents attached to this notice of convocation.
  (1) "Matters Concerning the Bank's Subscription Rights to Shares, etc." of the business report
  (2) "Non-Consolidated Statements of Changes in Equity" and "Notes to Non-Consolidated Financial Statements" of the non-consolidated financial statements
  (3) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" of the consolidated financial statements
- In the event that revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or the Consolidated Financial Statements are required, revisions will be posted on the Bank's website.

The Bank's website: https://www.akita-bank.co.jp/aboutus/investor/kabusiki/soukai/

Request for shareholders attending the Annual General Meeting of Shareholders

- 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. If attending the meeting by proxy, please submit a document authorizing the proxy at the reception desk together with the Voting Rights Exercise Form. (The proxy must be another shareholder of the Bank having voting rights.)
- To conserve resources, please bring this Notice of Convocation with you.

Guide to Exercising Voting Rights

Please review the Reference Documents for the General Meeting of Shareholders on pages 4 to 19 (in English version), and exercise your voting rights.
Voting rights may be exercised with the following three methods.

Attending the General Meeting of Shareholders

Date and time of the Meeting: 10:00 a.m.
Wednesday, June 26, 2019

Please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank's head office.

Exercise of Voting Rights by Mail

Deadline for exercise: To arrive by 5:00 p.m.
Tuesday, June 25, 2019

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 deadline.

Exercise of Voting Rights via the Internet, etc.

Deadline for exercise: 5:00 p.m.
Tuesday, June 25, 2019

When exercising voting rights via the Internet, etc., please review the "Procedures for Exercise of Voting Rights via the Internet, etc." on the next page (Japanese version only) and exercise your voting rights by the deadline for exercise.

Handling of Cases when Voting Rights are Exercised Multiple Times

- If you exercise your voting rights both by mail and via the Internet, only the vote placed via the Internet, etc. will be deemed valid.
- If you exercise your voting rights more than once via the Internet, etc., only the last vote will be deemed valid.

For Institutional Investors

Institutional investors may use the "Electronic Voting System Platform" operated by ICJ, Inc. as a method of exercising voting rights.

For Inquiries Concerning Systems, etc. when Exercising Voting Rights via the Internet

Mitsubishi UFJ Trust and Banking Corporation, Securities Transfer Division (Help Desk)
Toll-free telephone number: 0120-173-027 (business hours: 9:00 – 21:00)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Bank proposes that appropriation of surplus be as following:

1. Matters concerning year-end dividends

The Bank proposes that year-end dividends for the 116th fiscal year be as following in consideration of continuing stable dividends and business results of the fiscal year and other factors.

(1) Type of dividend assets
Cash

(2) Matters concerning the allotment of dividend assets and the total amount
¥35.00 per common share of the Bank
The total amount: ¥628,269,915
Note: The annual dividend for this fiscal year including the interim dividend will be equivalent to ¥70.00 per share.

(3) Effective date of distribution of surplus
June 27, 2019

2. Matters concerning the provision of general reserve

With an aim to strengthen the financial structure, the Bank proposes that appropriation of surplus be as following:

(1) Item and amount of surplus to be increased
General reserve: ¥2,000,000,000

(2) Item and amount of surplus to be decreased
Retained earnings brought forward: ¥2,000,000,000

Proposal No. 2: Election of Eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)

As the terms of office of all of the current eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders, the election of eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members) is proposed.

This Proposal was deliberated upon by the Audit and Supervisory Committee, and there were no particular matters of note as the candidates were appropriately elected in accordance with the policy and procedure for the election of candidates for Directors set forth in the basic policy on corporate governance.

The candidates for Directors (excluding Directors Serving as Audit and Supervisory Committee Members) are as follows:

Candidate number	Name	Current positions at the Bank	
1	Takao Minatoya	Representative Director / Chairman	[Reappointment]
2	Akihiro Araya	Representative Director / President	[Reappointment]
3	Toshiyuki Sasaki	Senior Managing Director	[Reappointment]
4	Takanori Kudo	Managing Director	[Reappointment]
5	Naoki Handa	Managing Director	[Reappointment]
6	Masato Tsuchiya	Director	[Reappointment]
7	Takashi Kato	Director	[Reappointment]
8	Tsuyoshi Minakawa	Executive Officer	[New appointment]
9	Yoshiyuki Tsuji	Outside Director	[Reappointment] [Outside]
10	Junichi Sakaki	Outside Director	[Reappointment] [Outside] [Independent]
11	Naofumi Nakata	—	[New appointment] [Outside]

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares
of the Bank held</th></tr>
<tr><td rowspan="2">1</td><td>Takao Minatoya
(Sep. 25, 1951)

Reappointment</td><td>Apr. 1975 Joined the Bank
Jun. 1997 Deputy General Manager of Head Office Business Department / Manager of Foreign Exchange Section
Feb. 1999 General Manager of Sendai Branch
Jun. 2001 Director / General Manager of Loan Supervision Department / Manager of Corporate Management Support Office
Jun. 2005 Director / Executive Officer / General Manager of Business Headquarters / General Manager of Business Support Department
Jun. 2007 Managing Director
Jun. 2009 Representative Director, Senior Managing Director
Jun. 2011 Representative Director, Senior Managing Director / General Manager of Business Headquarters
Jun. 2013 Representative Director / President
Jun. 2017 Representative Director / Chairman (current position)</td><td>3,940 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Takao Minatoya has specialized abilities from a wealth of experience in overall banking operations, including various sectors such as corporate planning, business promotion, securities trading, and financing supervision, and is well-versed in a wide range of operations from experience as a branch manager, etc. After assuming the position of President in June 2013, he has created a medium to long term management vision, while formulating and leading the promotion of growth strategies based on management issues.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to supervise management while leading the Bank’s corporate group (the “Group”) and contributing to the continuous development of the Bank, and has nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">2</td><td>Akihiro Araya
(Feb. 9, 1955)

Reappointment</td><td>Apr. 1977 Joined the Bank
Apr. 1999 Deputy General Manager of HR Department
Mar. 2002 General Manager of Prefectural Office Branch
Jun. 2005 Executive Officer / General Manager of Head Office Business Department
Jun. 2007 Director / Executive Officer / General Manager of Corporate Planning Department / Manager of Public Relations Office
May 2010 Managing Director / General Manager of Corporate Planning Department / Manager of Public Relations Office / General Manager of Compliance Administration Department
Jun. 2011 Managing Director / General Manager of Operations Headquarters
Jun. 2013 Representative Director, Senior Managing Director
Jun. 2016 Representative Director / Deputy President
Jun. 2017 Representative Director / President (current position)</td><td>3,200 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Akihiro Araya has a wealth of experience in operations, including corporate planning, risk management, and HR, and is well-versed in a wide range of banking operations from experience as a branch manager, etc. He assumed the position of President in June 2017, and created a medium to long term management vision, while formulating and leading the promotion of growth strategies based on management issues.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to supervise management while leading the Group and contributing to the continuous development of the Bank, and has nominated him as a candidate for Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares
of the Bank held</th></tr>
<tr><td rowspan="2">3</td><td>Toshiyuki Sasaki
(May 16, 1959)

Reappointment</td><td>Apr. 1982 Joined the Bank
Mar. 2000 Deputy General Manager of Business Administration Department
Mar. 2004 General Manager of Akita Branch
Jun. 2006 General Manager of Koriyama Branch
Jun. 2009 General Manager of Tokyo Branch / General Manager of Tokyo Representative Office
Jun. 2011 Executive Officer / General Manager of Head Office Business Department
Jun. 2013 Director / Executive Officer / General Manager of Head Office Business Department
Jun. 2014 Director / Executive Officer / General Manager of Corporate Planning Department / Manager of Public Relations & CSR Office
Jun. 2015 Managing Director / General Manager of Operations Headquarters
Jun. 2017 Senior Managing Director / General Manager of Business Headquarters (current position)</td><td>2,200 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Toshiyuki Sasaki, based on a wealth of experience and achievements in executing operations, assumed the position of Senior Managing Director and General Manager of Business Headquarters in June 2017, contributing to improving the business results of the Bank in addition to cooperating with various local authorities within the prefecture, providing support for renewable energy and transport related business to work toward fostering industrial growth within the prefecture.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to execute proper operation in the areas of his responsibility and perform appropriate and fair supervision on management, and has nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Takanori Kudo
(Jan. 22, 1961)

Reappointment</td><td>Apr. 1983 Joined the Bank
Apr. 2005 Deputy General Manager of Corporate Planning Department
Apr. 2006 General Manager of Niigata Branch
Jun. 2008 General Manager of Securities & International Department
Jun. 2010 General Manager of Securities & International Department / Manager of Overseas Business Support Office
Jun. 2011 Executive Officer / General Manager of Corporate Planning Department / Manager of Public Relations & CSR Office
Jun. 2013 Director / Executive Officer / Deputy General Manager of Business Headquarters / General Manager of Regional Support Department
Jun. 2014 Director / Executive Officer / General Manager of Loan Supervision Department / Manager of Corporate Management Support Office
Jun. 2017 Managing Director / General Manager of Operations Headquarters
Jun. 2018 Managing Director (current position)</td><td>1,700 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Takanori Kudo, based on a wealth of experience and achievements in executing operations, assumed the position of Managing Director in June 2017, managing supervision division in addition to serving as the General Manager of Operations Headquarters, reinforcing system for administrative risk control, building financing structure focused on business evaluation, and taking initiatives for healthier loan assets.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to execute proper operation in the areas of his responsibility and perform appropriate and fair supervision on management, and has nominated him as a candidate for Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares
of the Bank held</th></tr>
<tr><td rowspan="2">5</td><td>Naoki Handa
(Jan. 29, 1960)

Reappointment</td><td>Apr. 1982 Joined the Bank
Mar. 2002 Manager of Customers Relations Section, Head Office Business Department
Apr. 2005 General Manager of Kushiro Branch
Mar. 2008 General Manager of Noshiro Station Branch
Jun. 2010 Deputy General Manager of Loan Supervision Department
Jun. 2011 General Manager of Securities & International Department / Manager of Overseas Business Support Office
Jun. 2014 Executive Officer / General Manager of Head Office Business Department, supervising Head Office and Yabase Area
Jun. 2016 Director / Executive Officer / General Manager of Corporate Planning Department / Manager of Public Relations & CSR Office
Jun. 2017 Managing Director (current position)</td><td rowspan="2">1,610 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Naoki Handa, based on a wealth of experience and achievements in executing operations, assumed the position of Managing Director in June 2017, managing corporate planning, compliance, internal audits, etc., addressing management issues and enhancing compliance systems.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to execute proper operation in the areas of his responsibility and perform appropriate and fair supervision on management, and has nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">6</td><td>Masato Tsuchiya
(Nov. 7, 1962)

Reappointment</td><td>Apr. 1986 Joined the Bank
Mar. 2007 General Manager of Tashiro Branch
Jun. 2009 General Manager of Ushijima Branch
Jun. 2011 General Manager of Akita-higashi Chuo Branch supervising East Akita Area
Jun. 2014 Executive Officer / General Manager of Regional Support Department
Apr. 2017 Executive Officer / General Manager of Regional Support Department / Manager of Public Affairs Office
Jun. 2017 Director / Executive Officer / Deputy General Manager of Business Headquarters / General Manager of Business Promotion Department (current position)</td><td rowspan="2">600 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Masato Tsuchiya, based on a wealth of experience and achievements in executing operations, assumed the position of Director in June 2017, serving as Deputy General Manager of the Business Headquarters and General Manager of the Business Promotion Department, contributing to improving the business results of the Bank.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to execute proper operation in the areas of his responsibility and perform appropriate and fair supervision on management, and has nominated him as a candidate for Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares
of the Bank held</th></tr>
<tr><td rowspan="2">7</td><td>Takashi Kato
(May 9, 1960)

Reappointment</td><td>Apr. 1983 Joined the Bank
Mar. 2003 Deputy General Manager of Tokyo Branch
Apr. 2005 Deputy General Manager of Head Office Business Department / Manager of Public Relations Section
Apr. 2007 Deputy General Manager of Head Office Business Department / Manager of Financing Section
Mar. 2008 General Manager of Oodate-ekimae Branch
Jun. 2011 General Manager of Business Planning Department
Jun. 2013 General Manager of Tokyo Branch / General Manager of Tokyo Representative Office
Jun. 2014 Executive Officer / General Manager of Tokyo Branch / General Manager of Tokyo Representative Office
Jun. 2015 Executive Officer / General Manager of Oomagari Branch, supervising Oomagari-minami Area / General Manager of Oomagari Personal Plaza, Retail Business Department
Jun. 2017 Director / Executive Officer / General Manager of Corporate Planning Department / Manager of Public Relations and CSR Office (current position)</td><td rowspan="2">900 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Takashi Kato, based on a wealth of experience and achievements in executing operations, assumed the position of Director in June 2017, serving as the General Manager of the Corporate Planning Department, addressing management issues and leading the formulation of plan for the sustainable growth of the Bank.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to execute proper operation in the areas of his responsibility and perform appropriate and fair supervision on management, and has nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">8</td><td>Tsuyoshi Minakawa
(Jul. 2, 1967)

New appointment</td><td>Apr. 1990 Joined the Bank
Jun. 2010 Deputy General Manager of Corporate Planning Department
Jun. 2011 General Manager of Sapporo Branch
Jun. 2014 General Manager of Honjo Branch
Jun. 2017 Executive Officer / General Manager of Regional Support Department
Jun. 2018 Executive Officer / General Manager of Regional Future Strategy Department (current position)</td><td rowspan="2">700 shares</td></tr>
<tr><td colspan="2">Reasons for nomination as a candidate for Director:
Mr. Tsuyoshi Minakawa, based on a wealth of experience and achievements in executing operations, assumed the position of Executive Officer in June 2017, serving as the General Manager of the Regional Future Strategy Department, and has since been contributing to the improvements of the business results of the Bank while addressing regional issues and customers' problems.
By utilizing these insights and abilities concerning management, the Bank has judged that he can continue to execute proper operation in the areas of his responsibility and perform appropriate and fair supervision on management, and has nominated him as a new candidate for Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="3">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares
of the Bank held</th></tr>
<tr><td rowspan="2">9</td><td>Yoshiyuki Tsuji
(Jul. 2, 1956)

Reappointment

Outside</td><td colspan="3">Dec. 1986 Director of AKITA ISUZU MOTORS LIMITED
May 1999 Director and Vice President of AKITA ISUZU MOTORS LIMITED
Apr. 2002 Representative Director and President of Tsujihyo Co., Ltd. (current position)
Jun. 2002 Representative Director and President of Tsuji Real Estate Services Co., LTD. (current position)
May 2004 Representative Director and President of AKITA ISUZU MOTORS LIMITED (current position)
Dec. 2008 Representative Director and Chairman of ATEC Co., Ltd. (current position)
Jun. 2011 Representative Director and Chairman of Komatsu Akita Co., Ltd. (current position)
Jun. 2011 Representative Director and Chairman of Akita Sogo Lease Co., Ltd. (current position)
Mar. 2015 Representative Director and Chairman of Royal Motor Co., Ltd. (current position)
Nov. 2016 Vice President of Akita Chamber of Commerce and Industry (current position)
Jun. 2017 Director of the Bank (current position)
Nov. 2018 Representative Director and Chairman of Akita Xerox Co., Ltd. (current position)</td><td>639 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Outside Director:
Mr. Yoshiyuki Tsuji has served for many years as the management of major corporate groups in the prefecture, and served in important positions at industry organizations such as the role of Vice President of the Akita Chamber of Commerce and Industry, etc. He assumed the position of Outside Director of the Bank in June 2017, taking active initiatives to provide the Board of Directors of the Bank with advice and suggestions, based on high character and a wealth of experience as a corporate manager and wide insights into various fields.
The Bank has judged that he is capable to supervise management and participate in important decision-making from an objective standpoint based on these professional insights, and has nominated him as a candidate for Outside Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="3">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares
of the Bank held</th></tr>
<tr><td rowspan="2">10</td><td>Junichi Sakaki
(Dec. 23, 1954)

Reappointment

Outside

Independent</td><td colspan="3">Apr. 1980 Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)
Jul. 2003 General Manager of Engineering Div., Private Sector Engine Business, Aero Engine and Space Business of Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)
Jul. 2004 Vice General Manager of Vehicle Turbocharger Business Div., Machinery Business / General Manager of Quality Management Div. of Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)
Apr. 2009 Vice General Manager of Vehicle Turbocharger Sector / General Manager of Planning Div. of Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)
Apr. 2010 Representative Director and President of IHI Compressor and Machinery Co., Ltd.
Apr. 2012 Executive Officer / General Manager of Compression and Machinery Sector of IHI Corporation
Apr. 2017 Managing Executive Officer / Vice President of Industrial Systems & General-Purpose Machinery Business Area / General Manager of Vehicle Turbocharger Business Unit of IHI Corporation
Apr. 2018 Advisor of IHI Corporation (current position)
Jun. 2018 Director of the Bank (current position)</td><td rowspan="2">0 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Outside Director:
Mr. Junichi Sasaki joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation), followed by serving as President of IHI Compressor and Machinery Co., Ltd. and assumed the position of Managing Executive Officer at IHI Corporation. He currently serves as Advisor at IHI Corporation. He assumed the position of Outside Director of the Bank in June 2018, and has since been taking active initiatives to provide the Board of Directors of the Bank with advice and suggestions, based on high character and a wealth of experience as a corporate manager and wide insights into various fields.
With a wealth of experience concerning corporate management and advanced knowledge into the field of transport machinery industry, etc., the Bank has judged that he is capable to supervise management and participate in important decision-making from an objective standpoint, and has nominated him as a candidate for Outside Director.</td></tr>
<tr><td rowspan="2">11</td><td>Naofumi Nakata
(Aug. 12, 1950)

New appointment

Outside</td><td colspan="3">Apr. 1978 Joined Odate Seisakusho Co., Ltd.
May 2009 Representative Director and President of Odate Seisakusho Co., Ltd. (current position)
Jun. 2009 Representative Director and President of Odate Katsura Kougyo Co., Ltd. (current position)
Jul. 2009 Representative Director and President of Odate Building Co., Ltd. (current position)
Oct. 2013 President of The Odate Chamber of Commerce & Industry (current position)</td><td rowspan="2">1,000 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Outside Director:
Mr. Naofumi Nakata has served for many years as representative director of major manufacturers in the prefecture, and served in important positions such as the role of President of the Odate Chamber of Commerce & Industry, etc.
With his high character and considerable insights as a corporate manager and based on wide insights into managerial challenges, the Bank has judged that he is capable to supervise management and participate in important decision-making from an objective standpoint, and has nominated him as a new candidate for Outside Director.</td></tr>
</table>

(Notes) 1. There are special interest relationships between the following candidates for Director and the Bank. There are no special interest relationships between the other candidates for Directors and the Bank.

(1) The Bank is engaged in regular banking transactions with AKITA ISUZU MOTORS LIMITED, Tsujihyo Co., Ltd., Tsuji Real Estate Services Co., LTD., ATEC Co., Ltd., Komatsu Akita Co., Ltd., Akita Sogo Lease Co., Ltd., Akita Xerox Co., Ltd., and Royal Motor Co., Ltd., to which Mr. Yoshiyuki Tsuji serves as Representative Director.

(2) The Bank has regular banking transactions with Odate Seisakusho Co., Ltd., Odate Katsura Kougyo Co., Ltd., and Odate Building Co., Ltd., to which Mr. Naofumi Nakata serves as Representative Director.

2. Mr. Yoshiyuki Tsuji, Mr. Junichi Sakaki, and Mr. Naofumi Nakata are candidates for Outside Directors.

3. The Bank has designated Mr. Junichi Sakaki as an Independent Director as stipulated by the Tokyo Stock Exchange. If the reelection of Mr. Junichi Sakaki is approved, the Bank plans to continue to designate him as an Independent Director.

4. The number of years since each candidate was first appointed as an Outside Director.

(1) Mr. Yoshiyuki Tsuji is an incumbent Outside Director and will have served as Outside Director for two years at the conclusion of this Annual General Meeting of Shareholders.

(2) Mr. Junichi Sakaki is an incumbent Outside Director and will have served as Outside Director for one year at the conclusion of this Annual General Meeting of Shareholders.

5. Liability limitation agreement with candidates for Outside Directors

Mr. Yoshiyuki Tsuji and Mr. Junichi Sakaki have entered into the liability limitation agreements based on Article 427, Paragraph 1 of the Companies Act with the Bank. If Mr. Yoshiyuki Tsuji and Mr. Junichi Sakaki are reelected, the Bank intends to enter into the liability limitation agreements with them. In addition, if Mr. Naofumi Nakata, a candidate for Outside Director, is elected, the Bank intends to enter into a similar liability limitation agreement with him.

The outline of the liability limitation agreements is as follows:

・In the event that Directors are liable to the Bank due to negligence of their duties, their liability shall be limited to the sum of the amount stipulated in each item of Article 425, Paragraph 1 of the Companies Act.

・The aforementioned liability limitation shall be applied only in cases where such Directors performed their duties giving rise to such liabilities in good faith and without gross negligence.

6. Refer also to pages 32 and 33 (Japanese only) for the positions and responsibilities at the Bank of the candidates for Director.

[Reference] Independence Standards for Outside Director

The Bank designates Outside Director who meets the following standards as an independent Director. An independent Director shall not fall under any of the items below currently or recently (note 1).

1. A party who has the Bank as a major business partner (note 2), or an executive person thereof if the party is a corporation, etc.
2. A party who is a major business partner of the Bank (note 3), or an executive person thereof if the party is a corporation, etc.
3. A shareholder who holds 10% or more of the total voting rights of the Bank, or an executive person thereof if the party is a corporation, etc.
4. A Consultant, accounting specialist or legal professional who has received money, etc., from the Bank for an average of more than 10 million yen annually for the last three years other than remuneration for Director (in the case where the party who receives money, etc., is an organization such as a corporation and association, a person who belongs to such organization)
5. A relative within the second degree of the following individual
   (1) An individual who falls under any of the above (1) to (4) (limited to significant person (note 4))
   (2) Director, Audit and Supervisory Board Member, Executive Officer and employee of the Bank or its subsidiary

(Note)

1. "Recently" is defined as the time when the contents of proposal(s) are finalized for submission to an annual general meeting of shareholders where Outside Director shall be elected.
2. "A party who has the Bank as a major business partner" is defined as that transaction amount between the Bank and such party accounts for 2% or more of the total consolidated sales for the most recent fiscal year of the said party, or that such party has the Bank as its major bank and transaction with the Bank has significant impact on business management of the said party.
3. "A major business partner of the Bank" is defined as that such party pays the Bank the amount equivalent to 2% or more of the total gross profit for the most recent fiscal year of the Bank.
4. "Significant person" is defined as a person who is, among executive persons, in the post of Director, Executive Officer, Manager or equivalent level, or a person who, among accounting specialists and legal professionals, holds a professional license such as certified public accountant and attorney-at-law.

Proposal No. 3: Determination of Amount and Content of Performance-linked Stock Compensation, etc. for Directors

1. Reason for the proposal and reason the remuneration is appropriate

Remuneration for Directors of the Bank (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors; hereinafter, the same applies in this Proposal) consists of "basic remuneration," "bonuses," and "stock compensation-type stock options," but the Bank proposes to introduce a new performance-linked stock compensation plan (the "Plan") in which shares of the Bank shall be delivered to Directors of the Bank in accordance with their rank, the level of achievement of business performance targets, and other factors, to replace the stock compensation-type stock options.

Furthermore, the Bank shall abolish the portion of remuneration for stock compensation-type stock options approved at the 115th Annual General Meeting of Shareholders held on June 27, 2018, and shall not grant any new subscription rights to shares as stock compensation-type stock options, subject to the approval of this Proposal. In addition, Directors eligible for the Plan shall waive any unexercised subscription rights to shares granted as stock compensation-type stock options and shall be granted points equivalent to the number of shares underlying the waived subscription rights to shares, as a means of transitioning from the stock compensation-type stock options, subject to the approval of this Proposal and start of the Plan.

The Bank believes the introduction of the Plan is appropriate, as its objective is to further clarify the link between Directors' remuneration and the Bank's business performance and share value, and enhance Directors' awareness of contributing to improving business performance over the medium- to long-term and increasing corporate value.

In this Proposal, the Bank proposes to introduce the Plan and provide Directors stock compensation, separately from the maximum amount of remuneration for Directors (excluding Directors serving as Audit and Supervisory Committee Members) approved at the 115th Annual General Meeting of Shareholders held on June 27, 2018 (up to ¥180 million per year; however, this excludes the portion of salary as an employee for Directors concurrently serving as employees).

The number of Directors of the Bank eligible for the Plan shall be eight (8), if Proposal No. 2 "Election of Eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)" is approved as originally proposed.

If this Proposal is approved as originally proposed, the future remuneration system for Directors of the Bank shall consist of "basic remuneration," "bonuses," and "performance-linked stock compensation."

This Proposal was deliberated upon by the Audit and Supervisory Committee, and there were no particular matters of note.

2. Amount and content of remuneration, etc. under the Plan, etc.

(1) Overview of the Plan

The Plan is a stock compensation plan in which the Bank's shares shall be acquired through a trust, using an amount of remuneration for Directors contributed by the Bank as funds, and the Bank's shares and cash equivalent to the conversion value of the Bank's shares (the "Bank's Shares, etc.") shall be delivered and paid ("Delivery (ed), etc.") to Directors. (The details are provided in the following item (2) onward.)

(i) Persons eligible for Delivery, etc. of the Bank's Shares, etc. under the Plan	・Directors of the Bank (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors)

(ii) Maximum amount of money to be contributed by the Bank (as set forth in item (2) below)	・A total of ¥120 million for three (3) fiscal years; ・However, in the initial Target Period starting from the fiscal year ending March 31, 2020 ("This Fiscal Year"), the Bank shall separately contribute a maximum of ¥110 million as funds to acquire the Bank's shares for points granted to Directors as a means of transitioning from the stock compensation-type stock options.

(iii) Maximum number of the Bank's Shares, etc. to be Delivered, etc. to eligible Directors (as set forth in item (3) below)	・The maximum total number of points to be granted to Directors per fiscal year shall be 21,600 points; ・However, for This Fiscal Year, the Bank shall separately grant a maximum of 26,570 points to Directors as a means of transitioning from the stock compensation-type stock options.

(iv) Method of acquiring the Bank's shares (as set forth in item (2) below)	・It is planned that the Bank's shares shall be acquired from the stock market or from the Bank (disposal of treasury stock) (it is planned that the trust to be established this fiscal year shall acquire shares from the stock market, and dilution will not occur); ・The proportion of the number of shares equivalent to the maximum total number of points to be granted to Directors per fiscal year to the number of outstanding shares (as of March 31, 2019; excluding treasury stock) is approximately 0.1%.

(v) Content of business performance achievement conditions (as set forth in item (3) below)	・The achievement conditions shall fluctuate within a range of 0% to 200%, depending on the level of achievement of business performance targets (net income, etc.), in each fiscal year and other factors.

(vi) Timing of Delivery, etc. of the Bank's Shares, etc. (as set forth in item (4) below)	・At the time of the Director's retirement (or the time of death, if the Director dies)

(2) Maximum amount to be contributed by the Bank

The Plan shall cover the three (3) fiscal years from the fiscal year ending March 31, 2020 to the fiscal year ending March 31, 2022 (the "Target Period").

The Bank shall contribute money up to a maximum of ¥120 million yen as remuneration for Directors of the Bank for each Target Period, and establish a trust (the "Trust"), with a trust period of three (3) years and Directors who fulfill the beneficiary requirements as beneficiaries (including any extensions of the trust period, as set forth below; hereinafter, the same applies). However, for the initial Target Period, the Bank shall contribute a maximum of ¥110 million as funds to acquire shares for points granted to Directors, as a means of transitioning from the stock compensation-type stock options, in addition to the above maximum amount of money to be contributed.

The Trust shall acquire the Bank's shares from the stock market or the Bank (disposal of treasury stock) using the money entrusted as funds, in accordance with the directions of the trust administrator (the Trust to be established in this fiscal year shall acquire the Bank's shares from the stock market). During the trust period, the Bank shall grant points to Directors (as set forth in item (3) below) and the Trust shall Deliver, etc. the Bank's Shares, etc.

Furthermore, at the end of the trust period of the Trust, the Bank may continue the Trust by amending the trust agreement and making additional entrustments, instead of establishing the Trust anew. In this case, the trust period shall be extended by three (3) years, and the Target Period shall cover the three (3) fiscal years from the extension of the trust period onward. For each extended trust period, the Bank shall make additional contributions of up to a maximum of ¥120 million, and shall continue granting points to Directors during the extended trust period, while the Trust shall continue Delivering, etc. the Bank's Shares, etc. during the extended trust period.

However, if there are any shares of the Bank (excluding shares of the Bank corresponding to points granted to Directors that have not yet been Delivered, etc.) and cash remaining in the trust assets on the final day of the trust period before extension ("Remaining Shares, etc.) when making such additional contributions, the total amount of the Remaining Shares, etc. and money additionally contributed by the Bank shall not exceed ¥120 million.

In addition, if the trust agreement is not amended and additional entrustments are made when the trust period ends (or when the extended trust period ends if the trust period is extended as described above), no new points shall be granted to Directors from that point forward. However, if there are Directors in office who may fulfill the beneficiary requirements at that time, the trust period of the Trust may be extended, up to a certain period, until the Delivery, etc. of the Bank's Shares, etc. to these Directors has been completed.

(3) Calculation method for the number of the Bank's Shares, etc. to be Delivered, etc. to Directors and the maximum number thereof

The Bank shall grant "fixed points" depending on rank and "performance-linked points" that fluctuate within a range from 0% to 200% depending on the level of achievement of business performance targets in each fiscal year and other factors to Directors at a prescribed time after the end of each fiscal year in the Target Period.

In addition, as described above, after the establishment of the Trust, the Bank shall also promptly grant points equivalent to the number of shares underlying waived subscription rights to shares to Directors who have waived subscription rights to shares granted as stock compensation-type stock options in line with the introduction of the Plan, as a means of transitioning from the stock compensation-type stock options.

Points granted shall accumulate each year, and the Bank's Shares, etc. shall be Delivered, etc. at the time of Directors' retirement, in accordance with the cumulative number of points (the "Cumulative Points").

Furthermore, one (1) point shall equal one (1) share of the Bank. However, if circumstances arise during the trust period where it is deemed reasonable to adjust the points, such as a share split or consolidation of shares in relation to the Bank's shares, the number of the Bank's shares per point shall be adjusted in accordance with the split or consolidation ratio, etc.

The total maximum number of points to be granted to Directors of the Bank per fiscal year shall be 21,600 points. This total maximum number of points has been established based on the maximum amount of money to be entrusted set forth in the above item (2), taking past share prices and other factors into consideration. However, for This Fiscal Year, the Bank shall grant a maximum of 26,570 points as a means of transitioning from stock compensation-type stock options, separately from this total number of points to be granted per fiscal year.

(4) Method and timing of Delivery, etc. of the Bank's Shares, etc. to Directors

Directors who fulfill the beneficiary requirements shall receive Delivery, etc. of a number of the Bank's Shares, etc. calculated based on the above item (3) at the time of their retirement. At this time, the Director shall receive delivery of a number of the Bank's shares equivalent to 70% of the Cumulative Points (with any shares less than one unit rounded down) and shall receive payment of cash equivalent to the conversion value of the remainder, after conversion within the Trust.

Furthermore, if a Director dies while in office, his or her successor shall receive payment of cash equivalent to the conversion value of the number of the Bank's shares corresponding to the Cumulative Points granted at that time, after conversion of the full amount within in the Trust, in principle.

(5) Voting rights related to the Bank's shares in the Trust

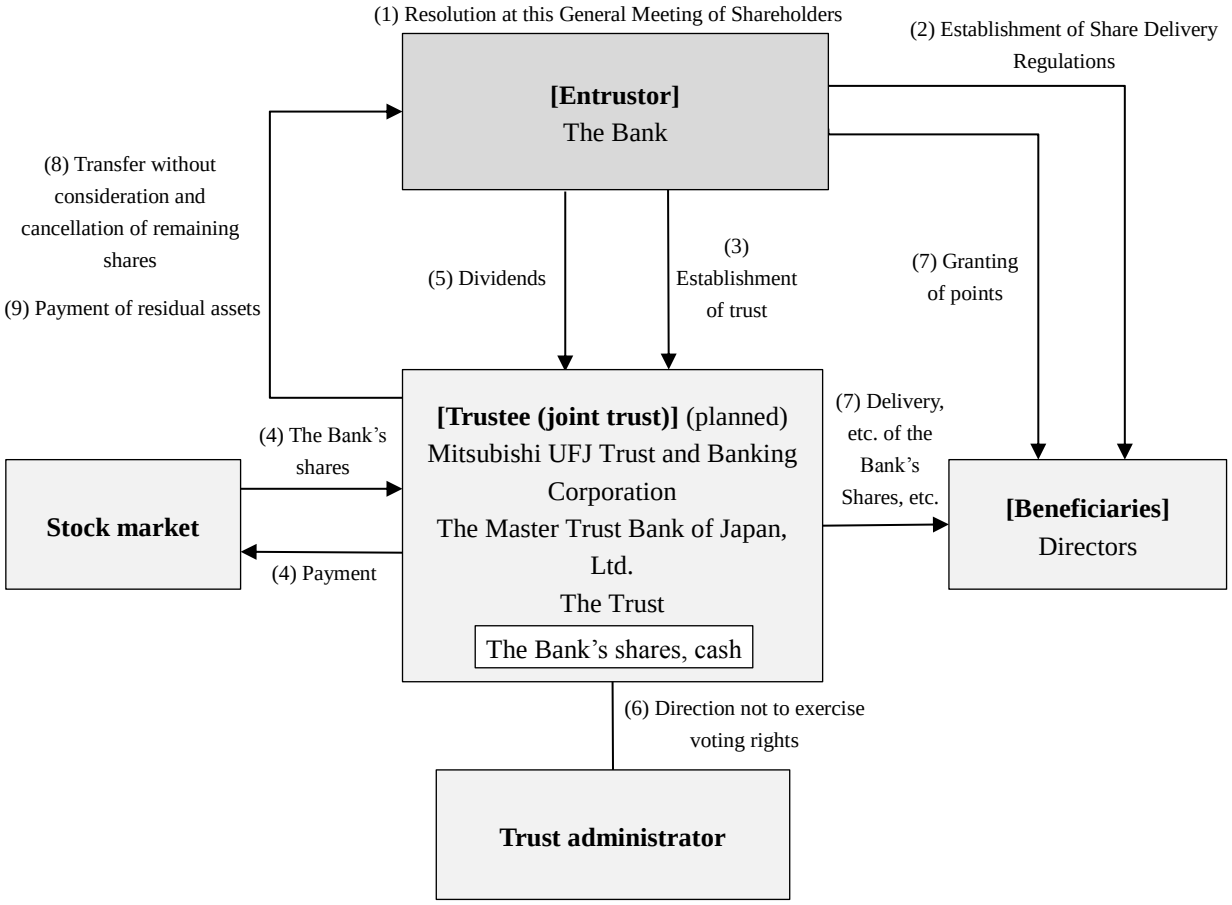
Voting rights for the Bank's shares in the Trust shall not be exercised, in order to ensure neutrality toward management.

(6) Other content of the Plan

Other content of the Plan shall be determined by the Board of Directors, each time the Trust is established, the trust agreement is amended, and additional contributions are made to the Trust.

Furthermore, please refer to ""Notice Regarding the Abolition of "Stock Compensation-type Stock Options" and the Introduction of "Performance-linked Stock Compensation Plan"" announced on May 27, 2019, for details of the Plan.

(Reference) Extract from press release dated May 27, 2019



(1) The Bank receives approval for a resolution regarding the introduction of the Plan at this General Meeting of Shareholders.

(2) The Bank establishes the Share Delivery Regulations with content pertaining to the Plan a meeting of the Board of Directors.

(3) The Bank entrusts cash to be used as funds for remuneration for Directors of the Bank, within the range approved by resolution at this General Meeting of Shareholders, as described in item (1), and establishes the Trust with Directors who fulfill the beneficiary requirements as the beneficiaries.

(4) In accordance with the directions of the trust administrator, the Trust acquires the Bank's shares from the stock market, using the cash contributed in item (3) as funds (if the trust period is extended, it is planned that the shares are acquired from the stock market or the Bank (disposal of treasury shares)). The number of shares to be acquired by the Trust is within the range approved by resolution at this General Meeting of Shareholders, as described in item (1).

(5) Dividends are paid for the Bank's shares in the Trust, in the same manner as other shares of the Bank.

(6) Voting rights for the Bank's shares in the Trust are not exercised throughout the trust period.

(7) During the trust period, Directors are granted a certain number of points at a certain time each year, depending on their rank and the level of achievement of business performance targets, etc. in each fiscal

year. In addition, after the establishment of the Trust, points equivalent to the number of shares underlying waived subscription rights to shares are also promptly granted to Directors who have waived subscription rights to shares granted as stock compensation-type stock options in line with the introduction of the Plan, as a means of transitioning from the stock compensation-type stock options. Directors who fulfill certain beneficiary requirements receive Delivery, etc. of the Bank's Shares, etc. in accordance with the Cumulative Points at the time of their retirement.

(8) If there are any remaining shares at the end of the trust period, owing to failure to achieve business performance targets, etc., the Bank intends to continue to use the Trust under the Plan or a new stock compensation plan of the same type by amending the trust agreement and making additional entrustments, or for the remaining shares to be transferred from the Trust to the Bank without consideration, and be cancelled by the Bank by resolution of the Board of Directors.

(9) At the end of the Trust, it is planned that any residual assets after distribution to beneficiaries revert to the Bank as the holder of vested right, within the range of the reserve for trust expenses after subtracting funds for the acquisition of shares from the trust money.

(Note) If there are no shares of the Bank in the Trust owing to the Delivery, etc. of the Bank's Shares, etc. to Directors who fulfill the beneficiary requirements, the Trust shall end when the trust period ends.
Furthermore, the Bank may entrust additional money to the Trust as funds for acquiring the Bank's shares, within the range approved by resolution at this General Meeting of Shareholders.

(Reference)

[Content of the Trust Agreement]

(1)	Type of trust	Monetary trust other than a specific individually operated monetary trust (third-party benefit trust)
(2)	Objective of trust	To provide incentive to Directors
(3)	Entrustor	The Bank
(4)	Trustee	Mitsubishi UFJ Trust and Banking Corporation (planned) (Joint trustee: The Master Trust Bank of Japan, Ltd. (planned))
(5)	Beneficiaries	Persons who have retired from the position of Director and who fulfill the beneficiary requirements
(6)	Trust administrator	Third party who is a specialist practitioner and has no special interest relationship with the Bank
(7)	Date of trust agreement	August 1, 2019 (planned)
(8)	Trust period	August 1, 2019 (planned) to August 31, 2022 (planned)
(9)	Start of the Plan	November 1, 2019 (planned)
(10)	Exercise of voting rights	Voting rights shall not be exercised.
(11)	Type of shares to be acquired	Common stock of the Bank
(12)	Maximum amount to be entrusted	¥230 million (planned) (including trust remuneration and trust expenses)
(13)	Timing of acquisition of shares	August 2, 2019 to October 31, 2019 (planned) (Furthermore, this excludes the period from five (5) business days before the final day of the accounting period (including interim and quarterly accounting periods) until the final day of the accounting period.)
(14)	Method of acquisition of shares	Acquisition from the stock market (if the trust period is extended, it is planned that shares shall be acquired from the stock market or the Bank (disposal of treasury stock))
(15)	Holder of vested right	The Bank
(16)	Residual assets	The residual assets that the Bank may receive as the holder of vested right shall be within the range of the reserve for trust expenses after subtracting funds for the acquisition of shares from the trust money

[Content of administrative tasks related to the trust and shares]

(1)	Trust-related administrative tasks	It is planned that Mitsubishi UFJ Trust and Banking Corporation and The Master Trust Bank of Japan, Ltd. shall perform trust-related administrative tasks as the trustees of the Trust.
(2)	Share-related administrative tasks	It is planned that Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. shall perform administrative tasks related to the delivery of the Bank's shares to beneficiaries based on an administration entrustment agreement.