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(Securities Code: 8366)
June 5, 2017

To Shareholders with Voting Rights:

Shojiro Takahashi
President
THE SHIGA BANK, LTD.
1-38, Hamamachi, Otsu,
Shiga, Japan

**NOTICE OF CONVOCATION OF
THE 130TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 130th Annual General Meeting of Shareholders of THE SHIGA 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 by writing or via electromagnetic means (the Internet). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Monday, June 26, 2017 at 5:00 p.m. Japan time.

- 1. Date and Time:** Tuesday, June 27, 2017 at 10:00 a.m. Japan time
- 2. Place:** 2F Hall, Head Office of the Bank, 1-38, Hamamachi, Otsu, Shiga, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Consolidated Financial Statements for the Bank's 130th Fiscal Year (from April 1, 2016 to March 31, 2017) and 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 130th Fiscal Year (from April 1, 2016 to March 31, 2017)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Thirteen (13) Directors
- Proposal No. 3:** Election of One (1) Audit & Supervisory Board Member

Guide to Exercising Your Voting Rights

Exercise of voting rights by attending the Meeting in person

If attending the Meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
Time and date: Tuesday, June 27, 2017 at 10:00 a.m.

Exercise of voting rights in writing

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return the form so that it will arrive no later than the deadline for exercise.
Exercise deadline: 5:00 p.m., Monday, June 26, 2017

Exercise of voting rights via electromagnetic means (the Internet)

Please access the website for the exercise of voting rights (<http://www.evotep.jp/>) designated by the Bank and exercise your voting rights by following the on-screen guidance.
Exercise deadline: 5:00 p.m., Monday, June 26, 2017

Please see pages 3 and 4 for details.

- (1) If you vote both in writing (Voting Rights Exercise Form) and via electromagnetic means (the Internet), the vote placed via electromagnetic means (the Internet) will be deemed valid.
- (2) If you exercise your vote multiple times via electromagnetic means (the Internet), the last vote exercised will be deemed valid.

End

1. Please note that persons other than shareholders, including proxies and their companions who are not shareholders, are not permitted to attend the General Meeting. When exercise your voting rights by proxy as stipulated in the Articles of Incorporation, please understand that the proxy must submit documentation proving power of attorney (a letter of attorney, etc.).
2. Pursuant to laws and regulations as well as Article 17 of the Articles of Incorporation of the Bank, the following items are posted on the Bank's website (<http://www.shigagin.com/investor/>) and are not included in the attached documents of this Notice of Convocation.
 - 1) "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - 2) "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial StatementsAccordingly, the attached documents in this Notice of Convocation are a part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board during preparation of the Accounting Auditor's Report and the Audit Reports, respectively.
3. Any updates to the Reference Documents, the Business Report, the Consolidated Financial Statements, and Non-consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Bank's website (<http://www.shigagin.com/investor/>).
4. The officers and employees of the Bank will implement semiformal dress code ("Eco - style") on the day of the meeting as a part of measures to prevent Global Warming, and as such we would like to ask shareholders to follow the same dress code when attending.

Guide to Exercising Your Voting Rights via the Internet

Website for exercising voting rights

The exercise of voting rights via the Internet is only possible by accessing the Bank's website dedicated for the purpose of exercising voting rights (<http://www.evotep.jp/>) via a personal computer, smartphone or mobile phone (i-mode, EZweb and Yahoo! Keitai) *. (please note that this service is unavailable every day between 2:00 a.m. and 5:00 a.m.).

* i-mode, EZweb and Yahoo! Keitai are trademarks or registered trademarks of NTT DOCOMO, Inc., KDDI CORPORATION and Yahoo! Inc. [U.S.], respectively.

Exercise of voting rights via personal computer or smartphone

Depending on the Internet user environment, shareholders using personal computers or smartphones may not be able to exercise voting rights via the dedicated voting site due to Internet firewalls, antivirus software, proxy servers, or lack of designating TLS-encrypted transmissions, etc.

Website dedicated for the purpose of exercising voting rights (<http://www.evotep.jp/>)

Exercise of voting rights via mobile phone

To exercise voting rights on a mobile phone, i-mode, EZweb or Yahoo! Keitai service capability is necessary. Even if shareholders have access to one of the above services, some may not be able to use the service if their mobile phone models are incapable of sending information or TLS-encrypted communication for security purposes.

Important reminders

- To prevent people other than shareholders from illegally accessing the site and altering the content of voting selections (spoofing), we will ask shareholders who use the site to change their "temporary passwords" on the website for exercising voting rights.
- You will be provided with a new "login ID" and "temporary password" each time a General Meeting of Shareholders is convened.
- Costs arising from accessing the site for exercising voting rights (Internet connection fees, etc.) will be borne by the shareholder. When using a smartphone or a mobile phone to vote, there will be costs such as packet communication fees or other fees, and these fees will be borne by the shareholder.

<To institutional investors>

As an additional method for exercising voting rights using electronic means other than the method described above, any trust management bank or other nominal shareholder (including standing proxies) may use the electronic voting platform for institutional investors operated by ICJ, Inc., a joint venture established by the Tokyo Stock Exchange, Inc. and others, subject to prior request for the use of the platform.

Access Procedure

1. Access the website for exercising voting rights

<http://www.evote.jp/>

- 1) Click “Next screen”

2. Login

- 2) Enter the “login ID” and “temporary password” indicated in the lower right of the enclosed Voting Rights Exercise Form
- 3) Click “Login”

3. Change your password

- 4) Enter your “present password,” “new password” and “new password (for confirmation)”
Please be careful not to forget your new password
- 5) Click “Send”

Enter your vote for or against each of the proposals according to the on-screen guidance.

Votes will be accepted via the Internet until **5:00 p.m., Monday, June 26, 2017.**

However, you are cordially requested to exercise your voting rights earlier, and call the Help Desk with any inquiries or questions.

<For inquiries concerning systems, etc. for exercising voting rights via the Internet>

Stock Transfer Agency Division (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027

[Business hours: 9:00 a.m. — 9:00 p.m.] (toll free)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

With “mutual prosperity with the regional community” as a pillar, the Bank works to secure the health and transparency of management while aiming to enrich internal reserves and strengthen the financial structure in preparation for a management environment that will be increasingly harsh and future investment. The Bank has also a basic policy of continuing to provide stable dividends to shareholders while making payment of dividends as great as possible.

Based on this policy, with the intent of returning profits to shareholders and taking into consideration the business performance for the fiscal year under review, the Bank proposes the year-end dividends to be 4.50 yen per share, adding special dividends of 1 yen to an ordinary dividend of 3.50 yen, and other surplus to be appropriated as follows.

1. Matters concerning year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Matters concerning the allotment of dividend property and the total amount
4.50 yen per share of common stock, for a total of 1,171,377,500 yen
(Reference) As 3.50 yen per share was paid in December 2016 as an interim dividend,
dividends to be paid for the full year amount to 8 yen per share.
 - (3) Effective date of distribution of surplus
June 28, 2017
2. Other matters concerning the appropriation of surplus
 - (1) Item and the amount of surplus to be increased
General reserve 12,300,000,000 yen
 - (2) Item and amount of surplus to be decreased
Retained earnings brought forward 12,300,000,000 yen

Proposal No. 2: Election of Thirteen (13) Directors

The term of office of all fourteen (14) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of thirteen (13) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	<p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Yoshio Daido (Aug. 10, 1948)</p>	<p>Apr. 1972 Joined the Bank</p> <p>Jun. 2001 Director and General Manager of Credit Supervision Dept.</p> <p>Jun. 2002 Director and General Manager of Business Promotion Dept.</p> <p>Jun. 2003 Managing Director and General Manager of Business Promotion Dept.</p> <p>Jun. 2004 Managing Director</p> <p>Apr. 2006 Senior Managing Director</p> <p>Jun. 2007 Deputy President</p> <p>Jun. 2008 President</p> <p>Apr. 2016 Chairman (current position)</p>	101,000
		<p><Reasons for nomination as a candidate for Director></p> <p>In addition to experience as a General Manager at branch offices, Mr. Yoshio Daido has a wealth of operational experience through participation in the Credit Supervision Dept., Business Promotion Dept., and the Audit & Inspection Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>	
2	<p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Shojiro Takahashi (Aug. 20, 1956)</p>	<p>Apr. 1979 Joined the Bank</p> <p>Jun. 2006 General Manager of Business Promotion Dept.</p> <p>Jun. 2008 Director and General Manager of Business Promotion Dept.</p> <p>Jun. 2009 Director and General Manager of Kyoto Branch</p> <p>Jun. 2011 Managing Director</p> <p>Jun. 2014 Senior Managing Director</p> <p>Jun. 2015 Deputy President</p> <p>Apr. 2016 President (current position) In charge of Audit & Inspection Dept.</p>	49,100
		<p><Reasons for nomination as a candidate for Director></p> <p>In addition to experience as a General Manager at branch offices, Mr. Shojiro Takahashi has a wealth of operational experience through participation in the Business Promotion Dept., General Planning Dept., and the Audit & Inspection Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>	
3	<p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Etsuo Imai (Sep. 20, 1956)</p>	<p>Apr. 1979 Joined the Bank</p> <p>Jun. 2006 General Manager of Kusatsu Branch</p> <p>Jun. 2009 Director and General Manager of Credit Supervision Dept.</p> <p>Jun. 2011 Director and General Manager of Kyoto Branch</p> <p>Jun. 2013 Managing Director</p> <p>Jun. 2016 Senior Managing Director (current position) In charge of General Planning Dept. and Business Promotion Dept.</p>	19,050
		<p><Reasons for nomination as a candidate for Director></p> <p>In addition to experience as a General Manager at branch offices, Mr. Etsuo Imai has a wealth of operational experience through participation in the Credit Supervision Dept., General Planning Dept., and the Business Promotion Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
4	<u>Reappointment</u> Kazuyoshi Hayashi (Feb. 10, 1958)	Apr. 1980 Joined the Bank May 2005 General Manager of Hachiman Ekimae Branch Jun. 2008 Counsel of Assets & Liabilities Managing Dept. Jun. 2010 General Manager of Assets & Liabilities Managing Dept. Jun. 2011 Director and General Manager of Assets & Liabilities Managing Dept. Jun. 2014 Managing Director (current position) In charge of Administration Dept. and Computer System Dept.	16,000
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Kazuyoshi Hayashi has a wealth of operational experience through participation in the Assets & Liabilities Managing Dept., Administration Dept., and the Computer System Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	
5	<u>Reappointment</u> Yasunaga Ono (Jan. 28, 1961)	Apr. 1983 Joined the Bank Jun. 2009 General Manager of General Planning Dept. Jun. 2011 General Manager of Hikone Branch Jun. 2013 General Manager of Business Promotion Dept. Jun. 2014 Director and General Manager of Business Promotion Dept. Jun. 2015 Managing Director (current position) In charge of Assets & Liabilities Managing Dept. and Personnel Affairs Dept.	16,100
		<Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Yasunaga Ono has a wealth of operational experience through participation in the General Planning Dept., Business Promotion Dept., and the Assets & Liabilities Managing Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	
6	<u>Reappointment</u> Iwao Wakabayashi (Mar. 28, 1958)	Apr. 1980 Joined the Bank Sep. 2006 Deputy General Manager of Securities & International Dept. Jan. 2009 Senior Deputy General Manager of Financial Markets Dept. Jun. 2009 General Manager of Financial Markets Dept. Jun. 2011 Director and General Manager of Financial Markets Dept. Jun. 2016 Managing Director (current position) In charge of Secretariat, Financial Markets Dept., and International Dept.	11,050
		<Reasons for nomination as a candidate for Director> Mr. Iwao Wakabayashi has a wealth of operational experience through participation in the International Dept. and Financial Markets Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
7	<u>Reappointment</u> Motohiro Nishi (May 2, 1959)	Apr. 1982 Joined the Bank Jun. 2009 General Manager of Minakuchi Branch Jun. 2011 General Manager of Business Promotion Dept. Jun. 2013 Director and General Manager of Osaka Branch Apr. 2016 Director and General Manager of Kyoto Branch Jun. 2016 Managing Director and General Manager of Kyoto Branch (current position)	12,000
	<p><Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Motohiro Nishi has a wealth of operational experience through participation in the Business Promotion Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>		
8	<u>Reappointment</u> Takahiro Saito (Feb. 16, 1961)	Apr. 1983 Joined the Bank Jun. 2009 General Manager of Seta Ekimae Branch Jun. 2011 General Manager of Kusatsu Branch Feb. 2014 General Manager of Credit Supervision Dept. Jun. 2014 Director and General Manager of Credit Supervision Dept. (current position)	18,000
	<p><Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Takahiro Saito has a wealth of operational experience through participation in the Credit Supervision Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>		
9	<u>Reappointment</u> Masaru Morimoto (Dec. 20, 1958)	Apr. 1981 Joined the Bank Jun. 2009 General Manager of Kusatsu Branch Jun. 2011 General Manager of Osaka Branch Jun. 2012 Director and General Manager of Osaka Branch Jun. 2013 Director and General Manager of Kyoto Branch Apr. 2016 Director and General Manager of Head Office Business Dept. (current position)	29,050
	<p><Reasons for nomination as a candidate for Director> Mr. Masaru Morimoto has a wealth of operational experience through experience as General Manager at four area branches, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>		
10	<u>Reappointment</u> Masayoshi Kitagawa (Nov. 22, 1961)	Apr. 1984 Joined the Bank Jun. 2009 General Manager of Yasu Branch Jun. 2011 General Manager of General Planning Dept. Jun. 2015 General Manager of Business Promotion Dept. Jun. 2016 Director and General Manager of Business Promotion Dept. (current position)	30,150
	<p><Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Masayoshi Kitagawa has a wealth of operational experience through participation in the General Planning Dept. and the Business Promotion Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
11	<u>New appointment</u> Shinya Kubota (Dec. 2, 1962)	Apr. 1986 Joined the Bank Jun. 2011 General Manager of Seta Ekimae Branch Apr. 2013 General Manager of Moriyama Branch Jun. 2015 General Manager of General Planning Dept. (current position)	22,869
	<p><Reasons for nomination as a candidate for Director> In addition to experience as a General Manager at branch offices, Mr. Shinya Kubota has a wealth of operational experience through participation in the General Planning Dept., etc. at Head Office, and a deep understanding of overall business operations. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>		
12	<u>Reappointment</u> <u>Outside Director</u> Motoko Tsujita (Feb. 20, 1964)	Apr. 1988 Joined The Yomiuri Shimbun, Osaka Jun. 1998 Retired from The Yomiuri Shimbun, Osaka Apr. 2006 Associate Professor, Faculty of Economics, Ryukoku University Apr. 2014 Professor, Faculty of Economics, Ryukoku University (current position) Jun. 2015 Outside Director, the Bank (current position) (Significant concurrent positions) Professor, Faculty of Economics, Ryukoku University	1,000
	<p><Reasons for nomination as a candidate for Outside Director> Ms. Motoko Tsujita has specialized knowledge and experience as a university professor, and high insight into regional economics. Due to the above, although she has not been directly involved in corporate management, the Bank has judged that she has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated her as a candidate for Director.</p>		
13	<u>New appointment</u> <u>Outside Director</u> Hajime Yasui (Aug. 4, 1952)	Apr. 1975 Joined the Bank of Japan Mar. 2003 Retired from the Bank of Japan Apr. 2003 Director, ChuoAoyama Audit Corporation Jul. 2006 Director, Aarata Audit Corporation (currently PricewaterhouseCoopers Aarata LLC) Apr. 2008 Chief, Aarata Institute, Aarata Audit Corporation Jan. 2014 President and Representative Director, Yasui Associates Co., Ltd. (current position) Jun. 2014 Outside Auditor, the Bank (current position) Jul. 2014 Advisor, Aarata Audit Corporation Jul. 2014 Advisor, Japan Business Assurance Co., Ltd. (current position) Jun. 2015 Retired from Advisor, Aarata Audit Corporation (Significant concurrent positions) President and Representative Director, Yasui Associates Co., Ltd. Advisor, Japan Business Assurance Co., Ltd.	0
	<p><Reasons for nomination as a candidate for Outside Director> Mr. Hajime Yasui has a wealth of experience at the Bank of Japan and an audit firm, profound knowledge regarding corporate accounting, and high insight into finance. Due to the above, the Bank has judged that he has the knowledge, experience and sufficient social credibility to execute corporate management of banks in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Director.</p>		

(Notes)

1. There are no special interest relationships between each candidate for Director and the Bank.
2. Ms. Motoko Tsujita and Mr. Hajime Yasui are candidates for Outside Directors.
Additionally, the Bank has designated Ms. Motoko Tsujita and Mr. Hajime Yasui as independent officers pursuant to provisions of the Tokyo Stock Exchange and registered them to the same Exchange.
3. Ms. Motoko Tsujita's term of office as Outside Director will be two years at the conclusion of this General Meeting of Shareholders.
4. Mr. Hajime Yasui is scheduled to resign from the position of Outside Auditor of the Bank at the conclusion of this General Meeting of Shareholders.
Additionally, his term of office as Outside Auditor will be three years at the conclusion of this General Meeting of Shareholders.
5. Mr. Hajime Yasui is scheduled to resign from the position of Advisor of Japan Business Assurance Co., Ltd. on June 30, 2017.
6. Liability limitation agreements with Outside Directors are as follows:
The Bank has stipulated in the Articles of Incorporation to allow for the conclusion of agreements with Outside Directors that limit their liability for damages to a certain range. Based on this stipulation, the Bank has entered into a liability limitation agreement with Ms. Motoko Tsujita.
If the election of Ms. Motoko Tsujita is approved as proposed, the Bank plans to continue the liability limitation agreement with her.
Additionally, if the election of Mr. Hajime Yasui is approved as proposed, the Bank plans to conclude the same liability limitation agreement with him.
Overview of the agreement is as follows:
- If an Outside Director is held liable for damages set forth in Article 423, Paragraph 1 of the Companies Act without willful misconduct or gross negligence, he/she will be responsible for such liability to the extent of the amount set forth by laws and regulations or 10 million yen, whichever is greater.

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Mr. Hajime Yasui will resign at the conclusion of this Annual General Meeting of Shareholders, and the Bank would like to request the appointment of one (1) Audit & Supervisory Board Member.

We have obtained the approval of the Audit & Supervisory Board for this item.

The candidate for Audit & Supervisory Board Members is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Bank held
<p><u>New appointment</u></p> <p><u>Outside Auditor</u></p> <p>Yasuhito Matsui (Sep. 3, 1975)</p>	<p>Apr. 2000 Registered as a lawyer</p> <p>Apr. 2000 Joined Karasuma Law Office</p> <p>Jan. 2005 Registered as a lawyer in New York State</p> <p>May 2005 Joined Miyake & Partners</p> <p>May 2009 Appointed partner, Miyake & Partners (current position)</p> <p>May 2012 Registered as a patent attorney (Significant concurrent positions) Partner, Miyake & Partners</p>	0
<p><Reasons for nomination as a candidate for Outside Auditor> Mr. Yasuhito Matsui has been involved in corporate legal affairs as a lawyer, and has specialized knowledge and a wealth of experience. Due to the above, although he has not been directly involved in corporate management, the Bank has judged that he has the knowledge, experience and sufficient social credibility to audit the execution of operations of Directors of the Bank in a precise, fair, and efficient manner, and has thus nominated him as a candidate for Audit & Supervisory Board Member.</p>		

(Notes)

1. There are no special interest relationships between the candidate for Audit & Supervisory Board Member and the Bank.
2. Mr. Yasuhito Matsui is a candidate for Outside Auditor.
Additionally, the Bank has designated Mr. Yasuhito Matsui as an independent officer pursuant to provisions of the Tokyo Stock Exchange and registered him to the same Exchange.
3. Liability limitation agreements with Outside Auditors are as follows:
The Bank has stipulated in the Articles of Incorporation to allow for the conclusion of agreements with Outside Auditors that limit their liability for damages to a certain range. Based on this stipulation, if the election of Mr. Yasuhito Matsui is approved as proposed, the Bank plans to conclude the liability limitation agreement with him.
Overview of the agreement is as follows:

- If an Outside Auditor is held liable for damages set forth in Article 423, Paragraph 1 of the Companies Act without willful misconduct or gross negligence, he/she will be responsible for such liability to the extent of the amount set forth by laws and regulations or 10 million yen, whichever is greater.

[Reference] Criteria for Independence

Outside Directors and Outside Auditors are considered to be independent if none of the following applies.

- ① A person involved in the execution of business at a Group Companies of the Bank
- ② A person for whom the Bank is a primary business partner or a person engaged in business execution of such person, or a primary business partner of the Bank or a person engaged in business execution of such business partner
- ③ A consultant, accounting specialist, or legal specialist that receives a significant amount of monetary compensation or other assets from the Bank, aside from executive remuneration
- ④ A person to which ① to ③ above applied at a recent time
- ⑤ A relative of a person to which any of ① to ④ above applies (excluding insignificant persons)