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(Securities Code: 8393)
June 6, 2017

To Shareholders with Voting Rights:

Nobuya Hirano
President
The Miyazaki Bank, Ltd.
4-3-5, Tachibana-dori-higashi,
Miyazaki City, Miyazaki, Japan

**NOTICE OF CONVOCATION OF
THE 132ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 132nd Annual General Meeting of Shareholders (the “Meeting”) of The Miyazaki 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 or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by 5:00 p.m. on Monday, June 26, 2017 Japan time.

- 1. Date and Time:** Tuesday, June 27, 2017 at 10:00 a.m. Japan time
- 2. Place:** 3F Large banquet hall “KOYO,” East Wing, MIYAZAKI KANKO HOTEL
1-1-1, Matsuyama, Miyazaki City, Miyazaki, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Non-consolidated Financial Statements for the Bank’s 132nd Fiscal Year (from April 1, 2016 to March 31, 2017)
 2. Consolidated Financial Statements for the Bank’s 132nd 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 Committee

Proposals to be resolved:

- Proposal No. 1:** Appropriation of surplus
- Proposal No. 2:** Consolidation of shares
- Proposal No. 3:** Partial amendments to the Articles of Incorporation
- Proposal No. 4:** Election of nine (9) Directors who are not Audit & Supervisory Committee Members
- Proposal No. 5:** Election of one (1) Director who is an Audit & Supervisory Committee Member

4. Exercise of Voting Rights:

Exercise of Voting Rights by Attending the Meeting	Exercise of Voting Rights by Mail	Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)
When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.	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 5:00 p.m. on Monday, June 26, 2017 Japan time.	Please access the Bank's designated voting website (http://www.e-sokai.jp), follow the instructions on the voting website, and indicate your vote for or against the proposals.
Date and time of the meeting: Tuesday, June 27, 2017, at 10:00 a.m. Japan time	Deadline: To arrive by no later than Monday, June 26, 2017 at 5:00 p.m. Japan time	Deadline: Exercised by no later than Monday, June 26, 2017 at 5:00 p.m. Japan time Please confirm the "Instructions for Exercise of Voting Rights via the Internet" on pages 3 to 4 (in Japanese) when voting via the Internet.

- (1) If you vote in duplicate both by the Voting Rights Exercise Form and via electromagnetic means (the Internet, etc.), only your vote placed via electromagnetic means (the Internet, etc.) will be valid.
- (2) If you submit your vote multiple times via electromagnetic means (the Internet, etc.), only the last vote will be valid.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk and bring this Notice of Convocation with you to conserve resources.
 - Of the documents that need to be attached to this notice of convocation, the matters below are posted on the Bank's website (<http://www.miyagin.co.jp/>) in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank. They are therefore not included with this Notice of Convocation.

1. Business Report

- (1) Matters related to stock acquisition rights of the Company
- (2) Basic policy on persons who control the Company's decisions on financial and business policies
- (3) Systems to ensure the properness of operations and operational status of said systems
- (4) Matters related to specified wholly-owned subsidiaries
- (5) Matters related to transactions with the parent company, etc.
- (6) Matters related to accounting advisors
- (7) Other

2. Financial Statements, etc.

- (1) Notes to Non-consolidated Financial Statements
- (2) Non-consolidated Statement of Changes in Net Assets
- (3) Notes to Consolidated Financial Statements
- (4) Consolidated Statement of Changes in Net Assets

Accordingly, the documents attached to this Notice of Convocation are a part of the Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Accounting Auditor for the preparation of their accounting audit reports, and also a part of the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Audit & Supervisory Committee for the preparation of their audit reports.

- Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Bank's website (<http://www.miyagin.co.jp/>).

Proposal No. 3: Partial amendments to the Articles of Incorporation

1. Reason for the Proposal

- (1) Provided that Proposal No. 2 “Consolidation of shares” is approved, this Proposal seeks to amend Article 6 of the Bank’s current Articles of Incorporation in order to reduce the total number of shares authorized based on the consolidation ratio. It also seeks to amend Article 7 of the Bank’s current Articles of Incorporation in order to change the number of shares per unit from 1,000 shares to 100 shares.
- (2) A supplementary provision is established making changes listed in (1) above effective on October 1, 2017, the date the consolidation of shares indicated in Proposal No. 2 becomes effective.

2. Content of the amendments

The content of the amendments is as follows:

(Underlines indicate changed sections.)

Current Articles of Incorporation	Proposed Amendments
<p>(Total number of authorized shares) Article 6 The total number of authorized shares of the Bank shall be <u>297,100,000 shares</u>.</p> <p>(Number of shares constituting one trading unit) Article 7 The number of shares of the Bank constituting one trading unit shall be <u>1,000 shares</u>.</p> <p>(Newly established)</p>	<p>(Total number of authorized shares) Article 6 The total number of authorized shares of the Bank shall be <u>29,710,000 shares</u>.</p> <p>(Number of shares constituting one trading unit) Article 7 The number of shares of the Bank constituting one trading unit shall be <u>100 shares</u>.</p> <p><u>Supplementary Provision</u> <u>Amendments to Article 6 (Total number of authorized shares) and Article 7 (Number of shares constituting one trading unit) shall take effect on October 1, 2017, and this supplementary provision shall be removed on the same date.</u></p>

Proposal No. 4: Election of nine (9) Directors who are not Audit & Supervisory Committee Members

The terms of office of all nine (9) incumbent Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter the same shall apply in this Proposal) will expire at the conclusion of this Meeting. Accordingly, the election of nine (9) Directors is proposed.

Additionally, this Proposal has obtained the opinion of the Audit & Supervisory Committee that each of the candidates is qualified for the position as Director of the Bank.

The candidates are as follows:

No.	Name	Current positions at the Bank, etc.
1	Koichi Koike [Reappointment]	Chairman and Representative Director
2	Nobuya Hirano [Reappointment]	President and Representative Director
3	Tetsuji Haraguchi [Reappointment]	Senior Executive Director
4	Taizo Sekimoto [Reappointment]	Executive Director
5	Koji Sugita [Reappointment]	Executive Director
6	Taizo Otsubo [Reappointment]	Director, General Manager, Head Office Business Division and General Manager, Ehira Branch
7	Kazuhiro Hoshihara [Reappointment]	Director, General Manager, Kagoshima Business Division
8	Katsunori Kawachi [Reappointment]	Director, General Manager, Corporate Planning Division and General Manager, Revenue Management Office and General Manager, Information System Strategy Office
9	Tomoki Yamada [Reappointment]	Director, General Manager, Miyakonojo Business Division

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	Koichi Koike (Nov. 30, 1947) [Reappointment]	<p>May 1970 Joined the Bank of Japan</p> <p>May 2000 Executive Director, the Bank of Japan</p> <p>Jun. 2002 Retired as Executive Director, the Bank of Japan</p> <p>Jun. 2002 Chairman and Representative Director, NTT DATA SYSTEM TECHNOLOGIES INC.</p> <p>May 2005 Retired as Chairman and Representative Director, NTT DATA SYSTEM TECHNOLOGIES INC.</p> <p>Jun. 2005 Senior Executive Director, the Bank</p> <p>Jun. 2007 Vice President and Representative Director</p> <p>Jun. 2008 President and Representative Director</p> <p>Jun. 2015 Chairman and Representative Director to present</p> <p>(Period in office as Director) 12 years (at the close of this meeting)</p>	32,758 shares
<p>Reasons for nomination as a candidate for Director</p> <p>After holding prominent positions at the Bank of Japan, Mr. Koichi Koike assumed the office of Executive Director of the said bank in 2000. He joined the Bank in 2005, and served as Senior Executive Director and Vice President and as President from 2008. The Bank has nominated him as a candidate for Director because he has accumulated abundant business experience in the financial field and a wealth of expertise in overall management through his career.</p>			
2	Nobuya Hirano (Jun. 12, 1952) [Reappointment]	<p>Apr. 1975 Joined the Bank</p> <p>Jun. 2004 Deputy General Manager, Credit Division</p> <p>Jun. 2005 General Manager, Nobeoka Branch</p> <p>Jun. 2007 Director, General Manager, Corporate Planning Division, General Manager, Revenue Management Office</p> <p>Jun. 2010 Executive Director, General Manager, Head Office Business Division</p> <p>Jun. 2011 Executive Director</p> <p>Jun. 2012 Senior Executive Director</p> <p>Jun. 2013 Senior Executive Director and Representative Director</p> <p>Jun. 2015 President and Representative Director to present</p> <p>(Responsibilities) Audit Division, Secretary Office</p> <p>(Significant concurrent positions) President, Miyagin Economic Research Institute</p> <p>(Period in office as Director) 10 years (at the close of this meeting)</p>	49,411 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Nobuya Hirano has accumulated abundant business experience in the Bank and a wealth of expertise in bank management through his career in international division, credit division, and corporate planning division of the Bank and as Senior Executive Director from 2012 and President from 2015. The Bank 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
3	Tetsuji Haraguchi (Aug. 13, 1956) [Reappointment]	<p>Apr. 1979 Joined the Bank Jun. 2006 Senior Assistant Manager, Business Management Division Jun. 2008 General Manager, Saito Branch Jun. 2010 General Manager, Oyodo Branch Jun. 2011 Director, General Manager, Kagoshima Business Division Oct. 2011 Director, General Manager, Kagoshima Business Division and General Manager, Kokubu Branch Preparatory Office Apr. 2012 Director, General Manager, Kagoshima Business Division Jun. 2014 Executive Director Jun. 2015 Executive Director, General Manager, Business Management Division and General Manager, Personal Loan Promotion Office and General Manager, Business Succession/M&A Support Office Jun. 2016 Executive Director Apr. 2017 Senior Executive Director to present</p> <p>(Responsibilities) Business Headquarters (Business Management Division, Regional Revitalization Division, Financial Consulting Division, International Division), General Affairs Division (Period in office as Director) 6 years (at the close of this meeting)</p>	22,854 shares
<p>Reasons for nomination as a candidate for Director Mr. Tetsuji Haraguchi has been leading and managing business strategy divisions of the Bank and made considerable achievements in revenue diversification and stabilization. The Bank has nominated him as a candidate for Director in the expectation that he can play a leading role in corporate banking and personal banking businesses.</p>			
4	Taizo Sekimoto (Aug. 6, 1957) [Reappointment]	<p>Apr. 1980 Joined the Bank Jan. 2002 Company Secretary, Secretary Office Jan. 2004 General Manager, Aobacho Branch Apr. 2006 Senior Assistant Manager, Human Resources Division Jun. 2008 General Manager, Tokyo Branch and General Manager, Tokyo Liaison Office, Corporate Planning Division Jun. 2010 General Manager, Credit Division Jun. 2012 Director, General Manager, Head Office Business Division Apr. 2013 Director, General Manager, Head Office Business Division and General Manager, Ehira Branch Jun. 2014 Director, General Manager, Corporate Planning Division, and General Manager, Revenue Management Office Jun. 2015 Executive Director to present</p> <p>(Responsibilities) Human Resources Division, Credit Division, Market Finance Division, Quality Improvement Promotion Office (Period in office as Director) 5 years (at the close of this meeting)</p>	20,842 shares
<p>Reasons for nomination as a candidate for Director Mr. Taizo Sekimoto has accumulated a wealth of expertise in asset quality improvement including loans, as well as human resource development through his career in human resources division, credit division, and corporate planning division and as General Manager of branches in our strategically important areas. The Bank 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
5	Koji Sugita (Oct. 22, 1958) [Reappointment]	<p>Apr. 1981 Joined the Bank</p> <p>Feb. 2000 General Manager, Tsumagaoka Branch</p> <p>Jun. 2000 General Manager, Tsumagaoka Branch and General Manager, Ichimanjo Branch</p> <p>Jun. 2003 Branch Advisor, Business Management Division</p> <p>Jun. 2006 General Manager, Kagoshima-minami Branch</p> <p>Jun. 2008 General Manager, Business Support Division</p> <p>Jun. 2010 General Manager, Business Management Division and General Manager, Business Support Division</p> <p>Apr. 2011 General Manager, Business Management Division</p> <p>Jun. 2012 Director, General Manager, Corporate Planning Division and General Manager, Revenue Management Office</p> <p>Jun. 2014 Director, General Manager, Head Office Business Division and General Manager, Ehira Branch</p> <p>Jun. 2015 Executive Director to present</p> <p>(Responsibilities) Corporate Planning Division, Risk Management Division, Operation Management Division, Group companies (Period in office as Director) 5 years (at the close of this meeting)</p>	18,287 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Koji Sugita has accumulated a wealth of expertise and experience in our business and corporate strategies through his career in international division, business strategy divisions, and corporate planning division, and as supervisor of Miyazaki area, the most strategically important area of the Bank. The Bank has thus nominated him as a candidate for Director.</p>			
6	Taizo Otsubo (Feb. 28, 1959) [Reappointment]	<p>Apr. 1982 Joined the Bank</p> <p>Jun. 2001 General Manager, Kano Branch</p> <p>May 2003 Deputy General Manager, Kagoshima Branch</p> <p>Apr. 2006 General Manager, Aobacho Branch</p> <p>Jun. 2008 General Manager, Gionmachi Branch</p> <p>Apr. 2011 General Manager, Kobayashi Branch</p> <p>Jun. 2012 General Manager, Credit Division</p> <p>Mar. 2014 Senior General Manager, Credit Division</p> <p>Jun. 2014 Director, General Manager, Kagoshima Business Division</p> <p>Apr. 2017 Director, General Manager, Head Office Business Division and General Manager, Ehira Branch to present</p> <p>(Period in office as Director) 3 years (at the close of this meeting)</p>	6,816 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Taizo Otsubo served as General Manager of branches in our strategically important areas and has abundant business experience. In addition, he has accumulated a wealth of expertise and experience of credit management through his career in credit division. The Bank 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
7	Kazuhiro Hoshihara (Feb. 7, 1960) [Reappointment]	<p>Apr. 1982 Joined the Bank Jan. 2002 Deputy General Manager, Fukuoka Branch Jun. 2005 General Manager, Daikumachi Branch Jun. 2008 General Manager, Kencho Branch Jun. 2010 General Manager, Tokyo Branch and General Manager, Tokyo Liaison Office, Corporate Planning Division Jun. 2012 General Manager, Human Resources Division and General Manager, Quality Improvement Promotion Office Apr. 2014 General Manager, Human Resources Division Jun. 2014 Director, General Manager, Miyakonojo Business Division Apr. 2017 Director, General Manager, Kagoshima Business Division to present (Period in office as Director) 3 years (at the close of this meeting)</p>	20,841 Shares
<p>Reasons for nomination as a candidate for Director Mr. Kazuhiro Hoshihara served as General Manager of branches in our strategically important areas and has abundant business experience. In addition, he has accumulated a wealth of expertise and experience of human resource development through his career in human resources division. The Bank has thus nominated him as a candidate for Director.</p>			
8	Katsunori Kawachi (May 21, 1960) [Reappointment]	<p>Apr. 1983 Joined the Bank Jan. 2004 Company Secretary, Secretary Office Jan. 2006 Assistant Manager, Securities International Division Apr. 2007 General Manager, Showamachi Branch Jun. 2008 Senior Assistant Manager, Corporate Planning Division Jun. 2011 General Manager, Personal Finance Division Apr. 2013 General Manager, Securities International Division Apr. 2014 General Manager, Market Finance Division Jun. 2015 Director, General Manager, Corporate Planning Division and General Manager, Revenue Management Office Apr. 2017 Director, General Manager, Corporate Planning Division and General Manager, Revenue Management Office and General Manager, Information System Strategy Office to present (Period in office as Director) 2 years (at the close of this meeting)</p>	9,053 Shares
<p>Reasons for nomination as a candidate for Director The Bank has nominated Mr. Katsunori Kawachi as a candidate for Director in the expectation that he can play a leading role toward sophisticated management and administration of the Bank by utilizing his experience in market division and corporate planning division.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
9	Tomoki Yamada (Apr. 30, 1960) [Reappointment]	<p>Apr. 1983 Joined the Bank</p> <p>Apr. 2004 General Manager, Chuo-ichiba Branch</p> <p>Apr. 2006 Deputy General Manager, Tokyo Branch</p> <p>Jun. 2009 General Manager, Sadowara Branch</p> <p>Jun. 2011 General Manager, Fukuoka Branch</p> <p>Jun. 2012 General Manager, Business Management Division</p> <p>Apr. 2014 General Manager, Business Management Division and General Manager, Personal Loan Promotion Office and General Manager, Business Succession/M&A Support Office</p> <p>Jun. 2015 Director, General Manager, Head Office Business Division and General Manager, Ehira Branch</p> <p>Apr. 2017 Director, General Manager, Miyakonojo Business Division to present</p> <p>(Period in office as Director) 2 years (at the close of this meeting)</p>	8,705 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Tomoki Yamada served as General Manager of branches in our strategically important areas and has abundant business experience. The Bank has thus nominated him as a candidate for Director in the expectation that he can play a role in further vitalization of business divisions.</p>			

- (Notes) 1. Mr. Nobuya Hirano also serves as President of the Miyagin Economic Research Institute. There are transactions between the Bank and the Miyagin Economic Research Institute, such as the purchase of magazines regarding economic trends, etc.
2. There are no special interest relationships between other candidates and the Bank.

Proposal No. 5: Election of one (1) Director who is an Audit & Supervisory Committee Member

Mr. Yuuichi Umezaki, Director who is an Audit & Supervisory Committee Member, will resign at the conclusion of this Meeting.

Thus, the Bank would like to request the appointment of Mr. Koji Yamashita, Director who is an Audit & Supervisory Committee Member.

We have obtained the approval of the Audit & Supervisory Committee for this Proposal.

The candidate for Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
Koji Yamashita (Aug. 7, 1962) [New]	Apr. 1985 Joined the Bank Jul. 2007 Manager, Nobeoka Business Division Jun. 2008 Assistant Manager, Human Resources Division and Assistant Manager, Secretary Office Jun. 2010 Senior Assistant Manager, Human Resources Division Jun. 2013 General Manager, Minami-miyazaki Branch Jun. 2015 General Manager, Personal Finance Division Apr. 2017 General Manager, Financial Consulting Division to present	15,807 shares
Reasons for nomination as a candidate for Director Mr. Koji Yamashita has abundant business experience in areas such as the human resources division and personal finance division, and is well-versed in the overall operations of the Bank. In expectation of active and vigorous exertion of authority toward the Board of Directors and the management team, the Bank has nominated him as a candidate for Director who is an Audit & Supervisory Committee Member.		

(Notes) There are no special interest relationships between the candidate and the Bank.

(Reference)

Composition of the Audit & Supervisory Committee upon election (planned)

Name	Positions at the Bank and significant concurrent positions
Norio Yano	Director who is an Audit & Supervisory Committee Member (full-time)
Koji Yamashita [New]	Director who is an Audit & Supervisory Committee Member (full-time)
Kenji Yamashita [Outside] [Independent]	Director who is an Audit & Supervisory Committee Member
Junko Yamauchi [Outside] [Independent]	Director who is an Audit & Supervisory Committee Member Outside Audit & Supervisory Board member, MIKUNI CORPORATION
Hisatomo Shimazu [Outside] [Independent]	Director who is an Audit & Supervisory Committee Member Representative Director, Shimazu Forestry Co., Ltd. Representative Director, Shimazu Chaen Co., Ltd. Outside Audit & Supervisory Board member, Handsman Co., Ltd.
Shigeki Hagimoto [Outside] [Independent]	Director who is an Audit & Supervisory Committee Member President, Hagimoto Attorney-at-Law Office

[Outside]: Outside Directors

[Independent]: Notification of independent directors submitted to the Stock Exchange

* Directors who are Audit & Supervisory Committee Members are appointed for two-year terms. Mr. Norio Yano, Mr. Kenji Yamashita, Ms. Junko Yamauchi, Mr. Hisatomo Shimazu and Mr. Shigeki Hagimoto were elected and assumed their respective positions at the 131st Annual General Meeting of Shareholders, held in June 2016.

<Reference>

Independence Standards for Independent Outside Directors

Outside Directors for whom the items below do not apply are determined to be independent.

1. A person that is a business executive or employee of the Bank or the Bank's Group companies or has been so within the last 10 years.
2. A person holding the Bank as a major customer or their business executives, or a major customer of the Bank. However, a "customer" does not include countries, prefectures, cities or related public institutions.
3. A person that has received an average of 10 million yen or more (including donations) per year over the past three years from the Bank or the Bank's Group (e.g. consultants, accounting or legal specialists, etc.), apart from directors' compensation.
4. A person to whom items 2 and 3 above are presently applicable or have been applicable in the past year.
5. A person whom their spouse, relative within the second degree of kinship, or person in the same residence apply to items 1 to 4 above.