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Securities code: 8363

June 1, 2017

To our shareholders:

Tateki Ataka
President (Representative Director)
The Hokkoku Bank, Ltd.
2-12-6 Hirooka, Kanazawa, Ishikawa, 920-8670 Japan

NOTICE OF THE 109TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 109th Ordinary General Meeting of Shareholders of The Hokkoku Bank, Ltd. (the "Bank"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights either by post or via internet. After reviewing the attached reference documents for the General Meeting of Shareholders, please exercise your voting rights no later than 5:30 p.m., Thursday, June 22, 2017 (Japan Standard Time).

1. Date and Time: Friday, June 23, 2017 at 10:00 a.m. (Japan Standard Time)

2. Venue: The Bank's Head Office, 3F, Main Hall,
2-12-6 Hirooka, Kanazawa, Ishikawa

3. Purposes:

Items to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 109th Term (from April 1, 2016 to March 31, 2017)
2. Consolidated Financial Statements for the 109th Term (from April 1, 2016 to March 31, 2017), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Consolidation of Shares After Change to the Number of Shares per Share Unit
- Proposal 3:** Election of Eleven (11) Directors who are not Audit and Supervisory Committee Members
- Proposal 4:** Election of Six (6) Directors who are Audit and Supervisory Committee Members
- Proposal 5:** Determination of Amount of Share Remuneration, etc. and Details for Directors who are not Audit and Supervisory Committee Members

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Considering the importance of stable and continual dividend payments, the business performance for the current fiscal year, the Bank's management environment and future business development, the Bank appropriates the surplus for the year as follows:

Matters related to year-end dividends:

- (1) Allocation of dividend and total amount thereof:
¥4.50 per common share of the Bank
Total amount of dividends: ¥1,347,101,640
- (2) Effective date of distribution of dividends of surplus is June 26, 2017

Proposal 2: Consolidation of Shares After Change to the Number of Shares per Share Unit

1. Reasons for the Consolidation of Shares

Stock exchanges nationwide are promoting its efforts to consolidate one (1) trading unit of standard shares for all public companies in Japan to one hundred (100) shares. The period by which these shares must be consolidated has been set to October 1, 2018.

As a bank listed on the Tokyo Stock Exchange, the Bank voted to respect this intention and change one (1) trading unit of the Bank share from one thousand (1,000) shares to one hundred (100) shares in the Board of Directors meeting held on May 10, 2017, on condition that this proposal is approved.

The Bank will set the investment price of Bank share to the standard for investment unit (¥50,000 or more but less than ¥500,000) deemed desirable by the Tokyo Stock Exchange, and the Bank has determined to conduct the consolidation of shares (consolidation of ten (10) shares into one (1) share) as described below by taking into consideration the fluctuation in stock prices in the medium to long term.

2. Description of Consolidation

(1) Types and Ratio of Shares to be Consolidated

The Bank will consolidate ten (10) shares into one (1) share for common shares that are issued by the Bank.

Please note that if any fractional shares of less than one (1) share which arise as a result of the consolidation of shares, such shares shall be subject to a bulk disposal in accordance with Article 235 of the Companies Act and the disposition value shall be divided according to the ratio of fractional shares to all shareholders that fractional shares arise.

(2) Effective Date for the Consolidation of Shares

October 1, 2017

(3) Total Number of Shares Authorized to be Issued on the Effective Date for the Consolidation of Shares

58,250,000 shares

(4) Other

Any other procedural issues that may need to be addressed shall be entrusted to the Board of Directors.

Note: The number of shares held by the shareholders will be one-tenth of the original number after the shares are consolidated, but the net asset before the consolidation of shares will not change. Therefore, the net asset of one (1) share of stock will be ten (10) times the value and the asset value of the Bank share held by the shareholders will not change, except for other factors such as fluctuations in the stock market.

Reference:

If this proposal is approved in its original form, amendments to the Articles of Incorporation shall take effect on October 1, 2017 without approval of partial amendments to the Articles of Incorporation in accordance with the stipulations in Article 182, paragraph 2 and Article 195, paragraph 1 of the Companies Act. The proposed amendments are as follows:

(Amendment underlined)

Current Articles of Incorporation	Proposed Amendments
Article 6. (Total Number of Shares Authorized to be Issued) The total number of shares authorized to be issued by the Bank shall be <u>582,500,000</u> .	Article 6. (Total Number of Shares Authorized to be Issued) The total number of shares authorized to be issued by the Bank shall be <u>58,250,000</u> .
Article 8. (Number of Shares per Share Unit) The number of shares constituting one unit of shares of the Bank shall be <u>1,000</u> .	Article 8. (Number of Shares per Share Unit) The number of shares constituting one unit of shares of the Bank shall be <u>100</u> .

Proposal 3: Election of Eleven (11) Directors who are not the Audit and Supervisory Committee Members

Mr. Akira Nakanishi will resign as Director as of June 18, 2017 and the terms of office of other Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Bank proposes the election of eleven (11) Directors to further enhance the management system.

Audit and Supervisory Committee considers, by taking into account the status of execution of duties by them in the fiscal year under review, that these candidates are suitable for the position of Director in the Bank.

The candidates for Directors are as follows:

No.	Name	Current position and responsibilities at the Bank	
1	Tateki Ataka	President (Representative Director)	For reelection
2	Shuji Tsuemura	Senior Managing Director (Representative Director)	For reelection
3	Junichi Maeda	Senior Managing Director (Representative Director)	For reelection
4	Hideaki Hamasaki	Senior Managing Director	For reelection
5	Kazuya Nakamura	Director, General Manager of Branch Management Department, Overseas Business Strategy Department, Customer Support Department, and Public Institution Business	For reelection
6	Koichi Nakada	Director, Business General Manager of Management Administration Division and Legal Office	For reelection
7	Kenichi Sakai	Director, General Manager of Head Office Sales Department	For reelection
8	Nobuhiro Torigoe	Director, General Manager of General Planning Department	For reelection
9	Yuji Kakuchi	Executive Officer, General Manager of Market Finance Department	New candidate
10	Toshiyuki Konishi	Executive Officer, General Manager of Toyama Area and Toyama Branch Manager	New candidate
11	Akira Nishita	Executive Officer, General Manager of Loan-Screening Department	New candidate

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
1	Tateki Ataka (Date of birth: July 13, 1950) For reelection	Apr. 1973 Joined the Bank June 1998 Director June 2002 Managing Director June 2004 Senior Managing Director June 2006 President (Representative Director) (present position) Significant concurrent positions outside the Bank Company Auditor, SHIBUYA CORPORATION	51,000
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Tateki Ataka was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance as Managing Director and Senior Managing Director, as well as his experience and track record working as President (Representative Director) since June 2006. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.</p>			
2	Shuji Tsuemura (Date of birth: July 6, 1961) For reelection	Apr. 1985 Joined the Bank June 2008 Executive Officer, General Manager of General Planning Department and System Department June 2009 Director and Executive Officer, General Manager of General Planning Department and General Clerical Department June 2010 Managing Director and Executive Officer, General Manager of General Planning Department and General Clerical Department Apr. 2011 Managing Director and Executive Officer, General Manager of General Planning Department Apr. 2013 Managing Director and Executive Officer June 2013 Senior Managing Director and Executive Officer June 2014 Senior Managing Director (present position) Significant concurrent positions outside the Bank Company Auditor, TAKAMATSU MACHINERY CO., LTD.	52,000
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Shuji Tsuemura was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance as Executive Officer and General Manager of General Planning Department and System Department, Director and General Manager of the General Planning Department and the General Clerical Department, and Managing Director, as well as his experience and track record working as Senior Managing Director since June 2013. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
3	Junichi Maeda (Date of birth: January 9, 1956) For reelection	Apr. 1978 Joined Bank of Japan Aug. 2006 Director-General of Personnel and Corporate Affairs Department, Bank of Japan Mar. 2009 General Manager of Nagoya Branch, Bank of Japan May 2011 Joined the Bank Corporate Advisor June 2011 Senior Managing Director Jan. 2012 Senior Managing Director, General Manager of Audit Department Apr. 2012 Senior Managing Director, General Manager of Management Administration Division and Legal Office Apr. 2013 Senior Managing Director (present position) Significant concurrent positions outside the Bank None	57,000
Reasons for nomination as candidate for Director Mr. Junichi Maeda possesses a wealth of experience and a broad discernment with his appointment in vital roles over many years, including the General Manager of Nagoya Branch for the Bank of Japan. The Bank selected him as a candidate for Director because he will be able to execute management of the Bank accurately, fairly and efficiently based on his experience and track record working as Senior Managing Director of the Bank since June 2011. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			
4	Hideaki Hamasaki (Date of birth: June 25, 1954) For reelection	Apr. 1978 Joined the Bank June 2007 Executive Officer, General Manager of Central Kanazawa Area and Kanazawa Chuo Branch Manager Apr. 2009 Executive Officer, General Manager of Sales Supervisory Department June 2009 Director and Executive Officer, General Manager of Sales Supervisory Department June 2012 Managing Director and Executive Officer, General Manager of Sales Supervisory Department Apr. 2016 Senior Managing Director (present position) Significant concurrent positions outside the Bank Director (Outside) and Audit and Supervisory Committee Member, Daiwa Co., Ltd.	17,000
Reasons for nomination as candidate for Director Mr. Hideaki Hamasaki was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Director and General Manager of Sales Supervisory Department, and Managing Director and General Manager of Sales Supervisory Department, as well as his experience and track record working as Senior Managing Director since April 2016. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
5	Kazuya Nakamura (Date of birth: July 6, 1959) For reelection	Apr. 1983 Joined the Bank Apr. 2011 Executive Officer, Tokyo Branch Manager and General Manager of Tokyo Office, General Planning Department Apr. 2013 Executive Officer, General Manager of General Planning Department and Human Resource Development Office June 2013 Director and Executive Officer, General Manager of General Planning Department and Human Resource Development Office Apr. 2016 Director, General Manager of Sales Supervisory Department Apr. 2017 Director, General Manager of Branch Management Department, Overseas Business Strategy Department, Customer Support Department, and Public Institution Business (present position) Significant concurrent positions outside the Bank Company Auditor, I-O DATA DEVICE, INC.	18,500
Reasons for nomination as candidate for Director Mr. Kazuya Nakamura was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer, Tokyo Branch Manager and General Manager of Tokyo Office, and Director and General Manager of General Planning Department and Human Resource Development Office, as well as his experience and track record working as Director and General Manager of Branch Management Department, Overseas Business Strategy Department, Customer Support Department and Public Institution Business since April 2017. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			
6	Koichi Nakada (Date of birth: September 11, 1960) For reelection	Apr. 1983 Joined the Bank Apr. 2011 Executive Officer, General Manager of Komatsu Area and Komatsu Branch Manager June 2013 Director and Executive Officer, General Manager of Komatsu Area and Komatsu Branch Manager Apr. 2015 Director and Executive Officer, Tokyo Branch Manager Apr. 2016 Director, Tokyo Branch Manager Apr. 2017 Director, General Manager of Management Administration Division and Legal Office (present position) Significant concurrent positions outside the Bank None	19,000
Reasons for nomination as candidate for Director Mr. Koichi Nakada was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer, General Manager of Komatsu Area and Komatsu Branch Manager, as well as his experience and track record working as Director and General Manager of Management Administration Division and Legal Office since April 2017. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
7	Kenichi Sakai (Date of birth: May 16, 1955) For reelection	Apr. 1979 Joined the Bank	31,000
		Apr. 2010 Executive Officer, General Manager of Matto Area and Matto Branch Manager	
Apr. 2011 Executive Officer, General Manager of Toyama Area and Toyama Branch Manager			
Apr. 2014 Executive Officer, General Manager of Head Office Sales Department			
June 2014 Director and Executive Officer, General Manager of Head Office Sales Department			
Apr. 2016 Director, General Manager of Head Office Sales Department and Kanazawa Chuo Branch Manager			
Feb. 2017 Director, General Manager of Head Office Sales Department (present position)			
Significant concurrent positions outside the Bank None			
Reasons for nomination as candidate for Director Mr. Kenichi Sakai was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer, General Manager of Matto Area and Matto Branch Manager, and Executive Officer, General Manager of Toyama Area and Toyama Branch Manager, as well as his experience and track record working as Director and General Manager of Head Office Sales Department since June 2014. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			
8	Nobuhiro Torigoe (Date of birth: January 2, 1960) For reelection	Apr. 1982 Joined the Bank	14,000
		Apr. 2014 Executive Officer, General Manager of General Clerical Department	
Apr. 2015 Executive Officer, General Manager of General Clerical Department and System Department			
Apr. 2016 Executive Officer, General Manager of General Planning Department			
June 2016 Director, General Manager of General Planning Department (present position)			
Significant concurrent positions outside the Bank None			
Reasons for nomination as candidate for Director Mr. Nobuhiro Torigoe was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer and General Manager of General Clerical Department and System Department, as well as his experience and track record working as Director and General Manager of General Planning Department since June 2016. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			
9	Yuji Kakuchi (Date of birth: July 15, 1960) New candidate	Apr. 1983 Joined the Bank	21,000
		Apr. 2014 Executive Officer, General Manager of Market Finance Department and International Department	
Apr. 2017 Executive Officer, General Manager of Market Finance Department (present position)			
Significant concurrent positions outside the Bank None			
Reasons for nomination as candidate for Director Mr. Yuji Kakuchi was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer and General Manager of Market Finance Department and International Department, as well as his experience and track record working as Executive Officer and General Manager of Market Finance Department since April 2017. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
10	Toshiyuki Konishi (Date of birth: October 28, 1961) New candidate	Apr. 1984 Joined the Bank	16,000
		Apr. 2013 Executive Officer, General Manager of Central Komatsu Area and Komatsu Chuo Branch Manager	
		Apr. 2014 Executive Officer, General Manager of Toyama Area and Toyama Branch Manager (present position)	
		Significant concurrent positions outside the Bank None	
Reasons for nomination as candidate for Director Mr. Toshiyuki Konishi was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer, General Manager of Central Komatsu Area and Komatsu Chuo Branch Manager as well as his experience and track record working as Executive Officer, General Manager of Toyama Area and Toyama Branch Manager since April 2014. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			
11	Akira Nishita (Date of birth: September 14, 1962) New candidate	Apr. 1985 Joined the Bank	13,300
		Apr. 2013 Executive Officer, General Manager of Takaoka Area and Takaoka Branch Manager	
		Apr. 2015 Executive Officer, General Manager of Komatsu Area and Komatsu Branch Manager	
		Apr. 2017 Executive Officer, General Manager of Loan Screening Department (present position)	
		Significant concurrent positions outside the Bank None	
Reasons for nomination as candidate for Director Mr. Akira Nishita was selected as a candidate for Director because the Bank judges that he will be able to execute management of the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer, General Manager of Takaoka Area and Takaoka Branch Manager, as well as his experience and track record working as Executive Officer and General Manager of the Loan Screening Department since April 2017. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			

Note: There is no special interest between any of the candidates and the Bank.

Proposal 4: Election of Six (6) Directors who are Audit and Supervisory Committee Members

The terms of office of all Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Bank proposes the election of six (6) Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name	Current position and responsibilities at the Bank	
1	Muneto Yamada	Director, Full-time Audit and Supervisory Committee Member	For reelection
2	Hidehiro Yamamoto	Director	For reelection
3	Hideo Nakashima	Director, Audit and Supervisory Committee Member	For reelection Outside
4	Masahiro Kijima	Director, Audit and Supervisory Committee Member	For reelection Outside
5	Ichiro Sasaki	Director, Audit and Supervisory Committee Member	For reelection Outside
6	Masako Osuna	Director, Audit and Supervisory Committee Member	For reelection Outside

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
1	Muneto Yamada (Date of birth: November 1, 1958) For reelection	Apr. 1981 Joined the Bank Apr. 2009 Executive Officer, General Manager of Nanao Area and Nanao Branch Manager Apr. 2012 Executive Officer, General Manager of Audit Department Apr. 2013 Executive Officer, General Manager of Audit Department June 2013 Full-time Audit and Supervisory Board Member June 2015 Director [Full-time Audit and Supervisory Committee Member] (present position) Significant concurrent positions outside the Bank None	47,400
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Muneto Yamada was selected as a candidate for Director because he will be able to execute auditing of legality of management for the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer, General Manager of Nanao Area and Nanao Branch Manager, and Executive Officer and General Manager of Audit Department, as well as his experience and track record working as a Director who is an Audit and Supervisory Committee Member since June 2015. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.</p>			
2	Hidehiro Yamamoto (Date of birth: January 26, 1958) For reelection	Apr. 1980 Joined the Bank Apr. 2009 Executive Officer, General Manager of Takaoka Area and Takaoka Branch Manager Apr. 2011 Executive Officer, General Manager of Personnel Department and Human Resource Development Office Apr. 2012 Executive Officer, General Manager of Personnel Department Apr. 2013 Executive Officer, Tokyo Branch Manager June 2013 Director and Executive Officer, Tokyo Branch Manager Apr. 2015 Director and Executive Officer, General Manager of Management Administration Division and Legal Office Apr. 2016 Director, General Manager of Management Administration Division and Legal Office Apr. 2017 Director (present position) Significant concurrent positions outside the Bank None	16,000
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Hidehiro Yamamoto was selected as a candidate for Director because he will be able to execute auditing of legality of management for the Bank accurately, fairly and efficiently based on his past performance in positions that include Executive Officer and General Manager of Personnel Department, and Director and Tokyo Branch Manager, as well as his experience and track record working as Director and General Manager of Management Administration Division and Legal Office since April 2015. The Bank expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
3	Hideo Nakashima (Date of birth: January 9, 1951) For reelection Outside	<p>Apr. 1973 Joined SUMITOMO CORPORATION</p> <p>Apr. 1977 Joined Nakashima Shouten Co., Ltd.</p> <p>Aug. 1978 Director, Nakashima Shouten Co., Ltd.</p> <p>Aug. 1982 Senior Managing Director, Nakashima Shouten Co., Ltd.</p> <p>Aug. 1985 Representative Director and President, Nakashima Shouten Co., Ltd. (present position)</p> <p>Feb. 1998 Representative Director and President, Kaga Paperboard Manufacturing Co., Ltd. (present position)</p> <p>June 2007 Audit and Supervisory Board Member, the Bank</p> <p>June 2015 Outside Director [Audit and Supervisory Committee Member] (present position)</p> <p>Significant concurrent positions outside the Bank</p> <p>Representative Director and President, Nakashima Shouten Co., Ltd.</p> <p>Representative Director and President, Kaga Paperboard Manufacturing Co., Ltd.</p>	965,000
<p>Reasons for nomination as candidate for outside Director</p> <p>Mr. Hideo Nakashima was selected as a candidate for outside Director because the Bank expects he will contribute to continually enhancing transparent and sound management as well as strengthening of corporate governance through his appropriate advice in decision-making related to the execution of business by the Bank based on his experience and broad discernment as Representative Director and President of Nakashima Shouten Co., Ltd.</p>			
4	Masahiro Kijima (Date of birth: January 16, 1957) For reelection Outside	<p>Apr. 1979 Joined Meiji Life Insurance Company</p> <p>July 2008 Executive Officer, General Manager of Finance Agent Channel Department, Meiji Yasuda Life Insurance Company</p> <p>Apr. 2011 Managing Executive Officer</p> <p>June 2011 Audit and Supervisory Board Member, the Bank</p> <p>Apr. 2014 Director and Vice President, Meiji Yasuda Real Estate Management Company Limited</p> <p>June 2015 Outside Director [Audit and Supervisory Committee Member], the Bank (present position)</p> <p>Apr. 2016 Chief Executive Officer and President, Meiji Yasuda Institute of Life and Wellness, Inc. (present position)</p> <p>Significant concurrent positions outside the Bank</p> <p>Chief Executive Officer and President, Meiji Yasuda Institute of Life and Wellness, Inc.</p>	0
<p>Reasons for nomination as candidate for outside Director</p> <p>Mr. Masahiro Kijima was selected as a candidate for outside Director because the Bank expects he will contribute to continually enhancing transparent and sound management as well as strengthening of corporate governance through his appropriate advice in decision-making related to the execution of business by the Bank based on his experience and broad discernment as Chief Executive Officer and President of Meiji Yasuda Institute of Life and Wellness, Inc.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank	Number of the Bank's shares owned
5	Ichiro Sasaki (Date of Birth: March 20, 1952) For reelection Outside	<p>Apr. 1975 Joined Komatsu Ltd.</p> <p>Jan. 1999 President, Komatsu (Changzhou) Construction Machinery Corp.</p> <p>Apr. 2003 General Manager of Production Division, Komatsu (China) Ltd.</p> <p>Apr. 2006 Executive Officer, Komatsu Ltd.</p> <p>Apr. 2011 Senior Executive Officer</p> <p>Apr. 2012 President, KOMATSU CASTEX LTD.</p> <p>Apr. 2015 Director</p> <p>June 2015 Outside Director [Audit and Supervisory Committee Member], the Bank (present position)</p> <p>July 2015 Corporate Advisor, Komatsu Ltd. (present position)</p> <p>Significant concurrent positions outside the Bank Corporate Advisor, Komatsu Ltd.</p>	0
<p>Reasons for nomination as candidate for outside Director</p> <p>Mr. Ichiro Sasaki possesses great discernment and a wealth of experience from his activities both inside and outside of Japan such as his past performance in positions that include a career at Komatsu Ltd. and President of KOMATSU CASTEX LTD. He was selected as a candidate for outside Director because the Bank expects that he will contribute to continually enhancing transparent and sound management as well as strengthening of corporate governance through his appropriate advice in decision-making related to the execution of business by the Bank based on his experience.</p>			
6	Masako Osuna (Date of birth: March 1, 1956) For reelection Outside	<p>Apr. 1979 Joined semi-governmental organization Japan External Trade Organization (current incorporated administrative agency Japan External Trade Organization (JETRO))</p> <p>July 2000 Assistant Manager of Singapore Centre</p> <p>July 2007 Manager of Regional Industry Cooperation Division</p> <p>Apr. 2009 Secretary General of International Exchange and Training Department, Institute of Developing Economies, Japan External Trade Organization</p> <p>Secretary General of IDE Advanced School (IDEAS)</p> <p>Mar. 2011 Manager, JETRO SEOUL</p> <p>Mar. 2011 Chairman, Seoul Japan Club (SJC)</p> <p>Feb. 2014 Professor, Kanazawa Institute of Technology (present position)</p> <p>June 2015 Outside Director [Audit and Supervisory Committee Member], the Bank (present position)</p> <p>Significant concurrent positions outside the Bank Professor, Kanazawa Institute of Technology</p>	0
<p>Reasons for nomination as candidate for outside Director</p> <p>Ms. Masako Osuna has never in the past been directly involved in the management of a company. However, she possesses great discernment and a wealth of experience in her activities both inside and outside of Japan based on her many years at Japan External Trade Organization (JETRO). She was selected as a candidate for outside Director because the Bank expects that she will contribute to continually enhancing transparent and sound management as well as strengthening of corporate governance through her appropriate advice in decision-making related to the execution of business by the Bank based on her experience.</p>			

- Notes: 1. The Bank and Mr. Hideo Nakashima have business dealings that include loans and bills discounted. He is the Representative Director and President of Nakashima Shouten Co., Ltd. and Kaga Paperboard Manufacturing Co., Ltd.
- The Bank and Nakashima Shouten Co., Ltd. and Kaga Paperboard Manufacturing Co., Ltd. have business dealings that include loans and bills discounted, and the Bank and Nakashima Shouten Co., Ltd. has dealings in products of the company.
2. There is no special interest between any other candidates and the Bank.

3. Mr. Hideo Nakashima, Mr. Masahiro Kijima, Mr. Ichiro Sasaki, and Ms. Masako Osuna are candidates for outside Director.
4. Regarding other matters related to family members of a person executing businesses of the Bank Nakashima is a relative of the third degree of kinship to a clerk of the Bank.
5. Regarding limited liability agreements with outside Directors
The Bank has entered into limited liability agreements with Mr. Hideo Nakashima, Mr. Masahiro Kijima, Mr. Ichiro Sasaki, and Ms. Masako Osuna pursuant to the provisions of Article 427, paragraph 1 of the Companies Act so that each outside Director can sufficiently execute the role expected of them. The details of the agreement are as follows:
 - The maximum amount of liability for damages under this agreement equals to the total amount stipulated in each provisions of Article 425, paragraph 1 of the Companies Act.
 - The limited liability recognized above is restricted to when the execution of the duties entrusted to a Director who is Audit and Supervisory Committee Member are conducted with good faith and without gross negligence.
Please note that if the reelection of Mr. Hideo Nakashima, Mr. Masahiro Kijima, Mr. Ichiro Sasaki, and Ms. Masako Osuna are approved, the Bank plans to renew the aforementioned agreements with them.
6. At the conclusion of this Ordinary General Meeting of Shareholders, the tenure of Mr. Hideo Nakashima, Mr. Masahiro Kijima, Mr. Ichiro Sasaki, and Ms. Masako Osuna as outside Directors or Directors who are Audit and Supervisory Committee Members will have been two (2) years.
7. The Bank has submitted notification to the Tokyo Stock Exchange, Inc. that Mr. Masahiro Kijima, Mr. Ichiro Sasaki, and Ms. Masako Osuna have been appointed independent officers in accordance with the rules stipulated by the Tokyo Stock Exchange, Inc., and the Bank plans for their appointment as independent officers to continue if each of their reelections is approved.

Proposal 5: Determination of Amount of Share Remuneration, etc. and Details for Directors who are not Audit and Supervisory Committee Members

1. Reasons for the Proposal and the Reasons Justifying Such Remuneration

By the resolution of the Board of Directors meeting held on May 15, 2009, the Bank revised the remuneration plan for Directors as a part of measures for management reform, and abolished the retirement benefit plan for Directors at the conclusion of the 101st Ordinary General Meeting of Shareholders held on June 26, 2009. Regarding the remuneration system of Directors, it was approved at the 101st Ordinary General Meeting of Shareholders held on June 26, 2009 to newly introduce a sum certain payment and a performance-linked payment as a remuneration plan, replacing the previous base salary and bonus, and to newly introduce share options in a share-based payment, replacing the previous retirement benefit plan. In accordance with the transition to a company with an Audit and Supervisory Committee, it was approved to introduce a sum certain payment, performance-linked payment and share options in a share-based payment as the remuneration plan for Directors who are not Audit and Supervisory Committee Members, at the 107th Ordinary General Meeting of Shareholders held on June 26, 2015. The remuneration of the Bank's Directors who are not Audit and Supervisory Committee Members (excluding outside Directors; hereinafter "Directors") has been provided in the form of a sum certain payment, performance-linked payments, and share options in a share-based payment. However, this proposal requests approval to abolish share options in a share-based payment and newly introduce a share-based payment system (hereinafter the "Plan") for Directors and Executive Officers (hereinafter "Officers"). The Plan further clarifies the link between the share value of the Bank and the remuneration for Officers, and not only offers Officers the benefits from increases in the share price but also shares the burden of risk for falling share prices. The purpose of the Plan is to strengthen Officers' awareness toward their contributions to improve the medium-to-long-term business performance and to increase the Bank's corporate value. More specifically, the Bank asks for approval to newly make a share-based payment to Officers of the Bank appointed during the period of five (5) years between the fiscal year ending March 31, 2018 to the fiscal year ending March 31, 2022 (hereinafter "Plan Period") in a plan separate from the maximum amount of remuneration for Directors (sum certain payment and performance-linked payments) approved at the 107th Ordinary General Meeting of Shareholders held on June 26, 2015 (¥220 million or less per year for sum certain payment, and the amount determined within a certain range based on net profit for performance-linked payments, provided, however, that employees' salaries were not included therein). The Bank would like to entrust the details of the Plan for item 2 below to the Board of Directors. The share options in share-based payment to Directors (¥90 million or less per year), a separate plan from the above remuneration plan for Directors, was approved at the Ordinary General Meeting of Shareholders held on June 26, 2015. Conditional upon the approval of this proposal, the remuneration plan for Directors related to share options in a share-based payment is abolished and the Directors waive the rights for subscription rights to shares as share options that have already been granted to the Directors and not exercised while the corresponding points are granted alternatively in accordance with the Plan. The same also applies to Executive Officers. Please note that if Proposal 3, "Election of Eleven (11) Directors who are not Audit and Supervisory Committee Members" is approved in its original form, the number of Directors eligible for the Plan would be eleven (11) at the conclusion of this Ordinary Meeting of Shareholders.

2. Amount of Remuneration and Details of the Plan

(1) Overview of the Plan

The Plan is a share-based payment plan under which the Bank contributes capital to establish a trust (hereinafter the "Trust") and the Trust acquires the Bank shares. The Bank shares are provided to each Officer corresponding to the number of points granted to each Officer through the Trust. In principle, Officers will receive delivery of the Bank shares at the time of their retirement as Officers.

(2) Upper Limit of Monetary Contributions from the Bank

The initial Trust period of the Trust shall be five (5) years. The Bank shall set up the Trust for Officers who satisfy certain requirements as recipients, by contributing capital up to a limit of ¥926 million (including capital to acquire the Bank shares necessary to provide to executive officers) as remuneration for Officers appointed in the Plan Period during the aforementioned Trust period as capital to acquire the necessary Bank shares to provide to Officers. Furthermore, the Officers waive the rights for subscription

rights to shares that have already been granted to aforementioned Officers and not exercised. Therefore, the transition to the Plan is made by granting corresponding points (one (1) subscription right to shares = ten (10) points) in accordance with the Plan, and the upper limit of Trust contributions above related to the initial Trust period is calculated with consideration based on that matter.

The Trust acquires the Bank shares in one lump using the fund entrusted by the Bank as a source of its funds (acquisition from the exchange market (including after-hours trading markets) or from subscribing to the disposition of Treasury Shares).

Note: The actual amount of capital entrusted to the Trust by the Bank shall be an amount that combines the estimated amount for the necessary costs of the acquisition capital for the Bank shares outlined above in addition to custodian charges, trust caretaker fees, and other expenses.

Furthermore, when the Trust period ends, the Bank may continue the Plan by extending the Trust period every five (5) years with the resolution of the Bank's Board of Directors (including a substantial extension to the trust contract by transferring the trust assets of the Trust to a trust with the same purpose as the Trust set up by the Bank; the same shall apply hereinafter). In this case, additional capital shall be contributed to the Trust with the upper limit of ¥500 million for each extension to the trust period as additional acquisition capital for the Bank shares necessary to provide shares to the Officers through the Plan. Furthermore, in the event of an extension, the Plan Period shall be extended according to the continuation of the Plan and the extension of the trust period to continue granting points described later in (3) (i) and providing of the Bank shares described later in (4) during the extended trust period.

However, even if the grant of points above shall not be continued, the Trust period of the Trust may be extended, at its expiry, until the aforementioned Officers retire and provision of the Bank shares is complete while Officers who have not yet already retired have points granted.

(3) Calculation Method and Upper Limit for the Number of Bank Shares to Provide to Officers

(i) Method and upper limit for points to grant to Officers

The Bank grants points corresponding to the rank and responsibilities on a designated day set by the Bank during the Trust period for each Officer based on the rules for providing shares stipulated at the Bank's Board of Directors meeting. The Bank plans to grant points (one (1) subscription right to shares = ten (10) points) following this transition without delay after setting up the Trust upon the transition to this Plan for subscription rights to shares as share options that have already been granted to the Directors and not exercised after the introduction of the Plan as outlined in (2) above.

However, the upper limit for the total number of points to grant to Officers by the Bank shall be 25,000 points for a fiscal year (this upper limit of points does not include the number of points granted as an alternative to share options that have already been granted to Officers that will be abolished).

(ii) Provision of the Bank shares in accordance with the number of points granted

Officers receive the Bank shares that are provided under the procedure in (4) described below in accordance with the number of points that are granted in (i) described above.

The number of Bank shares that should be provided to each Officer shall be the number of points multiplied by 10.0 (however, the Bank shares shall be adjusted rationally according to the division ratio and consolidation ratio in the event of matters that an adjustment to the number of the Bank shares that should be issued are deemed rational, such as a share split and share consolidation). Please note that if Proposal 2, "Consolidation of Shares After Change to the Number of Shares per Share Unit," is approved in its original form, the Bank plans for one (1) point to be equal to one (1) share of Bank stock after the consolidation of shares that will take effect on October 1, 2017.

(4) Provision of the Bank Shares to Directors

The Bank shares outlined in (3) above for each Officer shall be provided from the Trust in accordance with the prescribed procedure for establishing beneficiaries at the time of each Directors' retirement. However, a certain portion of the Company's shares shall be delivered in cash from monies realized through sale within the Trust in lieu of the Bank shares.