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(Securities Code: 8359)  
June 2, 2017

**To Shareholders with Voting Rights:**

Shoichi Yumoto  
President  
The Hachijuni Bank, Ltd.  
178-8, Okada,  
Nagano-city, Japan

**NOTICE OF CONVOCATION OF  
THE 134TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 134th Annual General Meeting of Shareholders of The Hachijuni Bank, Ltd. (the "Bank"). The meeting shall be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights via mail or the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Thursday, June 22, 2017 at 5:00 p.m., Japan time.

\*"Procedures for exercise of voting rights" is omitted from the English translation.

**1. Date and Time:** Friday, June 23, 2017 at 10:00 a.m., Japan time

**2. Place:** Main Conference Room, 3F, Head Office of the Bank  
178-8, Okada, Nagano-city, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank's 134th Fiscal Year (from April 1, 2016 to March 31, 2017)
  2. Consolidated Financial Statements for the Bank's 134th Fiscal Year (from April 1, 2016 to March 31, 2017) and results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Seven (7) Directors

#### 4. Guidance for Exercise of Voting Rights

##### (1) Handling of multiple voting

If you vote both in writing on the Voting Form and via electronic means (the Internet, etc.), only the vote via electronic means (the Internet, etc.) will be valid. In addition, if you submit your vote multiple times via electronic means (the Internet, etc.), only the last vote will be valid.

##### (2) Voting by proxy

If you cannot attend the General Meeting of Shareholders, you may designate one (1) shareholder of the Bank as your proxy who possesses voting rights to attend the General Meeting of Shareholders. Please note that the proxy will be required to submit his or her own Voting Form and documentation corroborating his or her status as your proxy.

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- The following items are not included in this Notice. These documents are to be found on the Bank's website in accordance with laws and regulations in addition to Article 16 of the Articles of Incorporation of the Bank;
  - (1) "Stock Acquisition Rights" of the Business Report
  - (2) "Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
  - (3) "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial StatementsAdditionally, the Business Report audited by the Audit & Supervisory Board Members during the course of preparing the Audit Report includes the above "Stock Acquisition Rights" in addition to the matters stated in the documents attached hereto.  
Furthermore, the Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Audit & Supervisory Board Members during the course of preparing the Audit Report and by the Independent Auditor during the course of preparing the Independent Auditor's Report include the above "Statement of Changes in Shareholders' Equity," "Notes to the Non-consolidated Financial Statements," "Consolidated Statement of Changes in Shareholders' Equity," and "Notes to the Consolidated Financial Statements" in addition to the matters stated in the documents attached hereto.
- If the need arises for the revision of the Reference Documents, the Business Report, the Non-consolidated Financial Statements, and Consolidated Financial Statements for the General Meeting of Shareholders, the revised version shall be posted on the Bank's website.
- Shareholders are cordially requested to appear in business casual style (Cool Biz) to the meeting.

The Bank's website: <http://www.82bank.co.jp/english/>

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as follows.

1. Year-end dividends

The Bank's basic policy is to implement the active return of profits to shareholders with a minimum dividend of 5.00 yen per share and through the acquisition of treasury stock.

Based on this policy, the Bank proposes year-end dividends of 8.00 yen per share. Combined with the interim dividend of 6.00 yen per share, total full-year dividends will be 14.00 yen per share.

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and the total amount

8.00 yen per share of common stock, for a total of 4,053,494,904 yen

(3) Effective date of distribution

June 26, 2017

2. Appropriation of surplus

To strengthen the corporate structure in preparation for the future, the Bank proposes to reverse 17.0 billion yen of retained earnings brought forward and record it as a general reserve.

(1) Item and the amount of surplus to be increased

General reserve 17,000,000,000 yen

(2) Item and the amount of surplus to be decreased

Retained earnings brought forward 17,000,000,000 yen

**Proposal No. 2: Election of Seven (7) Directors**

With the expiration of the terms of office of seven (7) Directors: Shoichi Yumoto, Fumiaki Magaribuchi, Teruyuki Koike, Takashi Nakamura, Masaki Matsushita, Yoshinori Matsuda, and Saburo Kusama, the following seven (7) Candidates are proposed to be elected as Directors.

**(Reference) List of Candidates for Director**

No.		Name	Current position	Attendance at Board of Directors meetings
1	To be reappointed	Shoichi Yumoto	President	15 / 15 (100%)
2	To be reappointed	Masaki Matsushita	Managing Director	15 / 15 (100%)
3	To be reappointed	Takashi Nakamura	Managing Director	15 / 15 (100%)
4	To be reappointed	Yoshinori Matsuda	Managing Director	15 / 15 (100%)
5	To be newly appointed	Hideo Funami	Executive Officer	—
6	To be newly appointed	Muneo Yoshie	Executive Officer	—
7	To be newly appointed	Sokichi Kurosawa	Outside Director Independent Director	—

No.	Name (Date of birth)	Career Summary (Positions, responsibilities and significant concurrent positions at the Bank)	Number of shares of the Bank held
1	<p>To be reappointed</p> <p>Shoichi Yumoto (Jul. 9, 1956)</p> <p>Attendance at Board of Directors meetings: 15 / 15 (100%)</p>	<p>Apr. 1980 Joined the Bank</p> <p>Jun. 2000 General Manager, Nakano-nishi Branch, proceeded to General Manager, Shimosuwa Branch, General Manager, Nagoya Branch, General Manager, Financial Market Department</p> <p>Jun. 2008 Executive Officer and General Manager, Financial Market Department</p> <p>Jun. 2009 Managing Executive Officer and General Manager, Head Office Business Department</p> <p>Jun. 2011 Managing Director In charge of Risk Management Department, General Affairs Department, Loan Operations Center</p> <p>Jun. 2013 President In charge of Operations Administration Department, Computer Systems Department</p> <p>Jun. 2015 President In charge of Tokyo Liaison Office to the present</p>	57,856 shares
<p>[Reasons for selection as a candidate]</p> <p>Mr. Shoichi Yumoto possesses a wealth of operational experience from involvement in market and international divisions, and is well versed in the operations of the Bank. Additionally, he has served as Director from June 2011 and President from June 2013, and is appropriately fulfilling his duties and responsibilities. The Bank has judged that he will continue to contribute to the management of the Bank through his wealth of experience and advanced views, and has thus selected him as a candidate for Director.</p>			
2	<p>To be reappointed</p> <p>Masaki Matsushita (Dec. 22, 1959)</p> <p>Attendance at Board of Directors meetings: 15 / 15 (100%)</p>	<p>Apr. 1982 Joined the Bank</p> <p>Feb. 2004 General Manager, Nagano-minami Branch, proceeded to General Manager, Sakaki Branch, General Manager, Planning and Coordination Department</p> <p>Jun. 2011 Executive Officer and General Manager, Suwa Branch</p> <p>Jun. 2013 Managing Executive Officer and General Manager, Tokyo Business Department</p> <p>Jun. 2014 Managing Executive Officer and General Manager, Head Office Business Department</p> <p>Jun. 2015 Managing Director and General Manager, Matsumoto Business Department to the present</p>	16,391 shares
<p>[Reasons for selection as a candidate]</p> <p>Mr. Masaki Matsushita possesses a wealth of operational experience from involvement in planning and coordination divisions, and is well versed in the operations of the Bank. Additionally, he has served as Director from June 2015, and is appropriately fulfilling his duties and responsibilities. The Bank has judged that he will continue to contribute to the management of the Bank through his wealth of experience and advanced views, and has thus selected him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career Summary (Positions, responsibilities and significant concurrent positions at the Bank)	Number of shares of the Bank held
3	To be reappointed  Takashi Nakamura (Dec. 10, 1958)  Attendance at Board of Directors meetings: 15 / 15 (100%)	Apr. 1981 Joined the Bank Jun. 2005 Deputy General Manager, Iida Branch, proceeded to Deputy General Manager, Personnel Department, General Manager, Shiojiri Branch, General Manager, Shinonoi Branch Jun. 2013 Executive Officer and General Manager, Loan Control Department Jun. 2015 Managing Director In charge of Loan Control Department, Loan Operations Center, Loan Supervision Department to the present	16,170 shares
	[Reasons for selection as a candidate] Mr. Takashi Nakamura possesses a wealth of operational experience from involvement in loan control and personnel divisions, and is well versed in the operations of the Bank. Additionally, he has served as Director from June 2015, and is appropriately fulfilling his duties and responsibilities. The Bank has judged that he will continue to contribute to the management of the Bank through his wealth of experience and advanced views, and has thus selected him as a candidate for Director.		
4	To be reappointed  Yoshinori Matsuda (Sep. 11, 1958)  Attendance at Board of Directors meetings: 15 / 15 (100%)	Apr. 1983 Joined the Bank Jun. 2002 General Manager, Osachi Branch, proceeded to assignment to Loan Control Department, General Manager, Tokyo Business Department II, General Manager, International and Treasury Department, General Manager, Komoro Branch Jun. 2012 Executive Officer and General Manager, Komoro Branch Jun. 2013 Executive Officer and General Manager, Suwa Branch Jun. 2015 Managing Director In charge of Branch Support Department, Corporate Banking Department, Personal Banking Department, and International and Treasury Department to the present	12,489 shares
	[Reasons for selection as a candidate] Mr. Yoshinori Matsuda possesses a wealth of operational experience from involvement in international and business divisions, and is well versed in the operations of the Bank. Additionally, he has served as Director from June 2015, and is appropriately fulfilling his duties and responsibilities. The Bank has judged that he will continue to contribute to the management of the Bank through his wealth of experience and advanced views, and has thus selected him as a candidate for Director.		
5	To be newly appointed  Hideo Funami (Sep. 19, 1958)  Attendance at Board of Directors meetings: —	Apr. 1982 Joined the Bank Apr. 2003 General Manager, Asamaonsen Branch, proceeded to Deputy General Manager, Business Supervision Department General Manager, Komagane Branch, General Manager, Takada Branch General Manager, Personnel Department Jun. 2012 Executive Officer and General Manager, Ueda Branch Jun. 2014 Executive Officer and General Manager, Planning and Coordination Department to the present	6,478 shares
	[Reasons for selection as a candidate] Mr. Hideo Funami possesses a wealth of operational experience from involvement in personnel, planning and coordination, and business divisions, and is well versed in the operations of the Bank. The Bank has judged that he will contribute to the management of the Bank through his wealth of experience and advanced views, and has thus selected him as a candidate for Director.		

No.	Name (Date of birth)	Career Summary (Positions, responsibilities and significant concurrent positions at the Bank)	Number of shares of the Bank held
6	To be newly appointed  Muneo Yoshie (Jan. 31, 1960)  Attendance at Board of Directors meetings: —	Apr. 1984 Joined the Bank Mar. 2002 General Manager, Koumi Branch, proceeded to assignment to Credit Department II, Loan Control Department General Manager, Yashiro Branch General Manager, Showadori Business Department General Manager, Corporate Banking Department General Manager, Suzaka Branch Jun. 2014 Executive Officer and General Manager, Suzaka Branch Jun. 2015 Executive Officer and General Manager, Iida Branch to the present	1,204 shares
	<p>[Reasons for selection as a candidate]</p> <p>Mr. Muneo Yoshie possesses a wealth of operational experience from involvement in business divisions, and is well versed in the operations of the Bank. The Bank has judged that he will contribute to the management of the Bank through his wealth of experience and advanced views, and has thus selected him as a candidate for Director.</p>		
7	To be newly appointed  Outside Director  Independent Director  Sokichi Kurosawa (Mar. 1, 1936)  Attendance at Board of Directors meetings: —	Apr. 1958 Joined The Dai-Ichi Bank, Ltd. Jun. 1988 Director, The Dai-Ichi Kangyo Bank, Ltd., delegated to General Manager, General Department Jun. 1991 Managing Director, The Dai-ichi Kangyo Bank, Ltd. Apr. 1993 President, DKB Information Systems Inc. (retired in June 2001) Jun. 1994 Part-time Audit & Supervisory Board Member, Suwa Warehouse Co., Ltd. Jun. 2003 Part-time Director, Suwa Warehouse Co., Ltd. to the present	250,000 shares
	<p>[Reasons for selection as a candidate]</p> <p>Mr. Sokichi Kurosawa possesses many years of experience and advanced knowledge in the financial field, serving as Director and Managing Director of the Dai-Ichi Kangyo Bank, Ltd. He also has a wealth of operational experience as a manager of a banking system company and Outside Director of a business company. The Bank expects further strengthening of management supervision functions, and thus has selected him as a candidate for Outside Director.</p>		

- (Notes)
1. There are no special interest relationships between the candidates and the Bank.
  2. Mr. Sokichi Kurosawa is a candidate for Outside Director. Additionally, Mr. Sokichi Kurosawa satisfies the requirements of an Independent Director under regulations of the Tokyo Stock Exchange and the standards for determining independence of the Bank, and the Bank plans to make a submission designating him as such to the aforementioned Exchange.
  3. If Mr. Sokichi Kurosawa is elected as an Outside Director under Article 29 of the current Articles of Incorporation, the Bank plans to make an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as stipulated under Article 425, Paragraph 1 of same law to the extent that he has acted in good faith without gross negligence during the course of his duties.
  4. Other than those provided for above, there are no items required to be disclosed concerning the proposal to elect Directors as defined under Article 74 of the Ordinance for Enforcement of the Companies Act.

(For your reference) Standards for Selection of Outside Officers and Determining Independence

■ Standards for selection of Outside Directors and Outside Audit & Supervisory Board Members

The selection of candidates for the position of Outside Director or candidates for the position of Outside Audit & Supervisory Board Member are determined according to the following “Standards for Determining Independence,” under the assumption that the standards for independence stipulated by the Tokyo Stock Exchange, Inc. are satisfied.

■ Standards for Determining Independence of Outside Officers

In principle, candidates for Outside Director and candidates for Outside Audit & Supervisory Board Member of the Bank shall be parties to which none of the following items currently apply, or have applied recently.

- (1) A party that holds the Bank as a major transaction counterparty, or in the case where the party is a corporation, etc., a person who executes its business.
- (2) A party that is a major transaction counterparty of the Bank, or in the case where the party is a corporation, etc., a person who executes its business.
- (3) A consultant, accounting specialist, or legal specialist, etc., who receives a significant amount of cash or other assets from the Bank, aside from executive remuneration.
- (4) An employee, etc., of a consulting firm, accounting firm, or legal firm, etc., that holds the Bank as a major transaction counterparty.
- (5) A party that receives a significant amount of donations, etc., from the Bank, or in the case where the party is a corporation, etc., a person who executes its business.
- (6) A major shareholder of the Bank, or in the case where the party is a corporation, etc., a person who executes its business.
- (7) A close relative of a person listed below (excluding insignificant persons).
  - Parties to which (1) to (6) above apply.
  - A Director, Audit & Supervisory Board Member, Executive Officer, or significant employee, etc., of the Bank or its subsidiaries.

- Definition of “recently” Refers to cases that can be viewed as effectively current; for example, includes cases that were not applicable at the time that the content of the proposal for election of the Outside Director or Outside Audit & Supervisory Board Member at the General Meeting of Shareholders was determined, etc.
- Definition of “major transaction counterparty” Evaluation shall be made based on the standard of whether or not such transactions constitute greater than 1% of consolidated sales (consolidated operating gross business profit in the Bank’s case) for the most recent fiscal year. Additionally, if the company in question applies IFRS, the standard shall be based on a standard of whether or not such transactions constitute greater than 1% of revenue.
- Definition of “corporation, etc.” Includes organizations other than corporations.
- Definition of “significant amount” An average of over 10 million yen per year over the past three years. Provided however, it excludes cases of donations to corporations with business objectives of public welfare (limited to corporations established under the “Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations”).
- Definition of “close relative” Relatives within the second degree.
- Definition of “insignificant persons” Persons who are the Executive or General Manager level of companies, and persons who are affiliated with accounting firms and legal firms, etc., and are certified public accountants or attorneys, etc., are deemed “significant.” Persons who are not included in the above persons are deemed “insignificant.”