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(Securities Code: 8359)  
June 1, 2018

**To Shareholders with Voting Rights:**

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

## **NOTICE OF CONVOCATION OF THE 135TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 135th 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 21, 2018 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 22, 2018 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 135th Fiscal Year (from April 1, 2017 to March 31, 2018)
  2. Consolidated Financial Statements for the Bank’s 135th Fiscal Year (from April 1, 2017 to March 31, 2018) 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 Three (3) Directors

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

#### 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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<ul style="list-style-type: none"><li>• 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;<ol style="list-style-type: none"><li>(1) "Stock Acquisition Rights" of the Business Report</li><li>(2) "Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements</li><li>(3) "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements</li></ol>Additionally, the Business Report audited by the Audit &amp; 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 &amp; 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.</li><li>• 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.</li><li>• Shareholders are cordially requested to appear in business casual style (Cool Biz) to the meeting.</li></ul> <p>The Bank's website: <a href="https://www.82bank.co.jp/english/">https://www.82bank.co.jp/english/</a></p>
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# 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 7.00 yen per share. Combined with the interim dividend of 6.00 yen per share, total full-year dividends will be 13.00 yen per share.

(1) Type of dividend property

Cash

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

7.00 yen per share of common stock, for a total of 3,527,136,284 yen

(3) Effective date of distribution

June 25, 2018

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 Three (3) Directors

With the expiration of the terms of office of three (3) Directors: Yoshiyuki Yamaura, Kunio Hamamura, and Kayo Tashita, the following three (3) 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	Yoshiyuki Yamaura	Chairman	15 / 15 (100%)
2	To be newly appointed	Yuichi Sato	Managing Executive Officer	—
3	To be reappointed	Kayo Tashita	Outside Director Independent Director	15 / 15 (100%)

No.	Name (Date of birth)	Career Summary (Positions, responsibilities at the Bank and significant concurrent positions)	Number of shares of the Bank held
1	<p>To be reappointed</p> <p>Yoshiyuki Yamaura (Jul. 30, 1946)</p> <p>Attendance at Board of Directors meetings: 15 / 15 (100%)</p>	<p>Apr. 1969 Joined the Bank</p> <p>Feb. 1989 Deputy General Manager, International Department, proceeded to Deputy General Manager, International Department, concurrently serving as General Manager, London Representative Office, Deputy General Manager, Ueda Branch, General Manager, Prefectural Office Branch, General Manager, Ina Branch</p> <p>Jun. 1998 Director and Delegated General Manager, Inspection Department</p> <p>Jun. 1999 Managing Director and Delegated General Manager, Head Office Business Department</p> <p>Jun. 2001 Managing Director</p> <p>Jun. 2003 Senior Managing Director</p> <p>Jun. 2005 President</p> <p>Jun. 2013 Chairman In charge of Internal Audit Department to the present</p>	110,813 shares
<p>[Reasons for selection as a candidate]</p> <p>Mr. Yoshiyuki Yamaura has led management of the Bank for many years as President and Chairman, and has produced numerous results in accelerating business growth and strengthening the management structure. 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 newly appointed</p> <p>Yuichi Sato (Jun. 11, 1960)</p> <p>Attendance at Board of Directors meetings: —</p>	<p>Apr. 1984 Joined the Bank</p> <p>Jun. 2003 General Manager, Fujimi Branch, proceeded to General Manager, Kawanakajima Branch, assignment to Loan Control Department, General Manager, Risk Management Department, General Manager, Planning and Coordination Department</p> <p>Jun. 2013 Executive Officer and General Manager, Iida Branch</p> <p>Jun. 2015 Managing Executive Officer and General Manager, Tokyo Business Department</p> <p>Jun. 2017 Managing Executive Officer and General Manager, Head Office Business Department to the present</p>	14,367 shares
<p>[Reasons for selection as a candidate]</p> <p>Mr. Yuichi Sato possesses a wealth of operational experience from involvement in business and planning and coordination 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>			

No.	Name (Date of birth)	Career Summary (Positions, responsibilities at the Bank and significant concurrent positions)	Number of shares of the Bank held
3	To be reappointed  Outside Director  Independent Director  Kayo Tashita (Apr. 2, 1963)  Attendance at Board of Directors meetings: 15 / 15 (100%)	Apr. 1990 Registered as an attorney (Nagano Bar Association) Apr. 1991 Employed by Miyazawa Law Office Apr. 1996 Established Tashita Law Office Oct. 2007 Committee Member, Nagano Prefecture Personnel Committee (current position) Apr. 2014 Chairperson, Nagano Bar Association (retired in March 2015) Jun. 2016 Director, the Bank to the present	1,653 shares
[Reasons for selection as a candidate] Ms. Kayo Tashita possesses high specialization and wealth of experience from involvement in corporate law as an attorney, and is appropriately fulfilling her duties as an Outside Director through providing supervision and advice to the management of the Bank from an independent standpoint. Although Ms. Kayo Tashita has not previously participated in corporate management, the Bank has judged that she will continue to contribute to the management of the Bank through her high specialization and wealth of experience, and has thus selected her as a candidate for Outside Director.			

- (Notes)
1. There are no special interest relationships between the candidates for Director and the Bank.
  2. Ms. Kayo Tashita is a candidate for Outside Director. Additionally, the Bank has designated Ms. Kayo Tashita as an Independent Director under regulations of the Tokyo Stock Exchange, and made a submission designating her as such to the aforementioned Exchange.
  3. Ms. Kayo Tashita has served as Outside Director of the Bank since June 2016, and her term will have been two years as of the conclusion of this General Meeting of Shareholders.
  4. Under Article 29 of the current Articles of Incorporation, the Bank has made an agreement with Ms. Kayo Tashita to limit her liability for damages to the minimum liability amount to the extent that she has acted in good faith without gross negligence during the course of her duties. (See Article 423, Paragraph 1 and Article 425, Paragraph 1 of the Companies Act.) The Bank plans to continue said agreement when she is reappointed as a Director.
  5. Other than those provided 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.

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

With expiration of the term of office of Mr. Hiroshi Miyashita, it is proposed that the following one (1) Candidate is elected as Audit & Supervisory Board Member. This proposal has received approval from the Audit & Supervisory Board.

Candidate for Audit & Supervisory Board Member

Name (Date of birth)	Career Summary (Positions at the Bank and significant concurrent positions)	Number of shares of the Bank held
<p>To be newly appointed</p> <p>Yoshimi Kitazawa (Apr. 11, 1961)</p> <p>Attendance at Board of Directors meetings: —</p> <p>Attendance at Audit &amp; Supervisory Board meetings: —</p>	<p>Apr. 1984 Joined the Bank</p> <p>Jun. 2004 General Manager, Obuse Branch, proceeded to General Manager, Takasaki Branch, General Manager, Komagane Branch, General Manager, Takada Branch, General Manager, Operations Administration Department</p> <p>Jun. 2015 Executive Officer and General Manager, Operations Administration Department</p> <p>Jun. 2016 Executive Officer and General Manager, Ueda Branch to the present</p>	<p>17,662 shares</p>
<p>[Reasons for selection as a candidate]</p> <p>Mr. Yoshimi Kitazawa possesses a wealth of operational experience from involvement in business and back-office divisions, and is well versed in the operations of the Bank. Additionally, he possesses knowledge regarding finance and accounting, and the Bank has judged that he is capable of providing management supervision functions, and has thus selected him as a candidate for Audit &amp; Supervisory Board Member.</p>		

- (Notes)
1. There are no special interest relationships between the candidate and the Bank.
  2. Other than those provided above, there are no items required to be disclosed concerning the proposal to elect Audit & Supervisory Board Members as defined under Article 76 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 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.”