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(Securities Code: 8359)
May 31, 2019

To Shareholders with Voting Rights:

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

NOTICE OF CONVOCATION OF THE 136TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 136th 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 20, 2019 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 21, 2019 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 136th Fiscal Year (from April 1, 2018 to March 31, 2019)
 2. Consolidated Financial Statements for the Bank's 136th Fiscal Year (from April 1, 2018 to March 31, 2019) 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

Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members

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," "Basic Policies Regarding Parties Controlling the Determination of Financial and Business Policies," "Systems for Ensuring the Appropriateness of Business Activities," "Matters Regarding Specified Wholly-Owned Subsidiaries," "Matters Regarding Transactions between a Stock Company and its Parent Company, etc.," "Matters Regarding Accounting Advisor," and "Others" 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 Statements

The Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Audit & Supervisory Board Members include the above (1) to (3) in addition to those attached to the Japanese version of this document.

The Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Independent Auditor include the above (2) and (3) in addition to those attached to the Japanese version of this document.

- 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: <https://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 3,967,295,400 yen

(3) Effective date of distribution

June 24, 2019

2. Appropriation of surplus

To strengthen the corporate structure in preparation for the future, the Bank proposes to reverse 14.0 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 14,000,000,000 yen

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

Retained earnings brought forward 14,000,000,000 yen

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

With the expiration of the terms of office of seven (7) Directors: Shoichi Yumoto, Masaki Matsushita, Takashi Nakamura, Yoshinori Matsuda, Hideo Funami, Muneo Yoshie, Sokichi Kurosawa, 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	14/ 15 (93.3%)
2	To be reappointed	Masaki Matsushita	Deputy President	15/ 15 (100%)
3	To be reappointed	Hideo Funami	Managing Director	15/ 15 (100%)
4	To be reappointed	Muneo Yoshie	Managing Director	15/ 15 (100%)
5	To be newly appointed	Hiroyuki Miyahara	Executive Officer	—
6	To be newly appointed	Takahiko Asai	Managing Executive Officer	—
7	To be reappointed	Sokichi Kurosawa	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>Shoichi Yumoto (Jul. 9, 1956)</p> <p>Attendance at Board of Directors meetings: 14 / 15 (93.3%)</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, Tokyo Liaison Office</p> <p>Jun. 2018 President In charge of Internal Audit Department, Tokyo Liaison Office to the present</p>	74,831 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</p> <p>Jun. 2017 Deputy President In charge of Planning and Coordination Department, Financial Market Department, General Secretariat</p> <p>Jun. 2018 Deputy President In charge of Risk Management Department, Personnel Department, General Secretariat to the present</p>	24,420 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 as Deputy President from June 2017, 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 at the Bank and significant concurrent positions)	Number of shares of the Bank held
3	<p>To be reappointed</p> <p>Hideo Funami (Sep. 19, 1958)</p> <p>Attendance at Board of Directors meetings: 15 / 15 (100%)</p>	<p>Apr. 1982 Joined the Bank</p> <p>Apr. 2003 General Manager, Asamaonsen Branch, proceeded to Deputy General Manager, Business Supervision Department</p> <p>General Manager, Komagane Branch, General Manager, Takada Branch General Manager, Personnel Department</p> <p>Jun. 2012 Executive Officer and General Manager, Ueda Branch</p> <p>Jun. 2014 Executive Officer and General Manager, Planning and Coordination Department</p> <p>Jun. 2017 Managing Director In charge of Branch Support Department, Corporate Banking Department, Personal Banking Department, and International and Treasury Department to the present</p>	16,030 shares
[Reasons for selection as a candidate]			
<p>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. Additionally, he has served as Director from June 2017, 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>			
4	<p>To be reappointed</p> <p>Muneo Yoshie (Jan. 31, 1960)</p> <p>Attendance at Board of Directors meetings: 15 / 15 (100%)</p>	<p>Apr. 1984 Joined the Bank</p> <p>Mar. 2002 General Manager, Koumi Branch, proceeded to assignment to Credit Department II, Loan Control Department</p> <p>General Manager, Yashiro Branch General Manager, Showadori Business Department General Manager, Corporate Banking Department General Manager, Suzaka Branch</p> <p>Jun. 2014 Executive Officer and General Manager, Suzaka Branch</p> <p>Jun. 2015 Executive Officer and General Manager, Iida Branch</p> <p>Jun. 2017 Managing Director In charge of Loan Control Department, Loan Operations Center, Loan Supervision Department</p> <p>Jun. 2018 Managing Director In charge of Operations Administration Department, General Affairs Department to the present</p>	4,235 shares
[Reasons for selection as a candidate]			
<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. Additionally, he has served as Director from June 2017, 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 at the Bank and significant concurrent positions)	Number of shares of the Bank held
5	To be newly appointed Hiroyuki Miyahara (Sep. 26, 1962) Attendance at Board of Directors meetings: —	Apr. 1986 Joined the Bank Jun. 2008 Senior Deputy General Manager, Iida Branch, proceeded to General Manager, Tokyo Liaison Office General Manager, Yashiro Branch General Manager, Personnel Department Jun. 2016 Executive Officer and General Manager, Personnel Department Jun. 2017 Executive Officer and General Manager, Iida Branch to the present	14,382 shares
[Reasons for selection as a candidate] Mr. Hiroyuki Miyahara possesses a wealth of operational experience from involvement in business and personnel 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.			
6	To be newly appointed Takahiko Asai (Oct. 17, 1963) Attendance at Board of Directors meetings: —	Apr. 1987 Joined the Bank Sep. 2005 General Manager, Karuizawa Branch, proceeded to assignment to Loan Control Department General Manager, Matsushiro Branch General Manager, Tokyo Business Department I General Manager, Risk Management Department General Manager, Loan Control Department Jun. 2017 Executive Officer and General Manager, Loan Control Department Jun. 2018 Managing Executive Officer and General Manager, Head Office Business Department to the present	7,844 shares
[Reasons for selection as a candidate] Mr. Takahiko Asai possesses a wealth of operational experience from involvement in business and loan control 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 at the Bank and significant concurrent positions)	Number of shares of the Bank held
7	To be reappointed Outside Director Independent Director Sokichi Kurosawa (Mar. 1, 1936) Attendance at Board of Directors meetings: 15 / 15 (100%)	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. (current position) Jun. 2017 Director, the Bank to the present	250,000 shares
[Reasons for selection as a candidate] 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, and is appropriately fulfilling his duties as an Outside Director through providing supervision and advice to the management of the Bank from an independent standpoint. The Bank has judged that he will continue to contribute to the management of the Bank, and has thus selected him as a candidate for Director.			

- (Notes)
1. There are no special interest relationships between the candidates for Director and the Bank.
 2. Mr. Sokichi Kurosawa is a candidate for Outside Director. Additionally, the Bank has designated Mr. Sokichi Kurosawa as an Independent Director under regulations of the Tokyo Stock Exchange, and made a submission designating him as such to the aforementioned Exchange.
 3. Mr. Sokichi Kurosawa has served as Outside Director of the Bank since June 2017, and his 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 Mr. Sokichi Kurosawa to limit his liability for damages to the minimum liability amount to the extent that he has acted in good faith without gross negligence during the course of his duties. (See Article 423, Paragraph 1 and Article 425, Paragraph 1 of the Companies Act.) The Bank plans to continue said agreement when he 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 Two (2) Audit & Supervisory Board Members

With expiration of the term of office of two (2) Audit & Supervisory Board Members: Takeshi Kadota and Yasuyoshi Wada, it is proposed that the following two (2) candidates are elected as Audit & Supervisory Board Members. This proposal has received approval from the Audit & Supervisory Board.

Candidates for Audit & Supervisory Board Member

No.	Name (Date of birth)	Career Summary (Positions at the Bank and significant concurrent positions)	Number of shares of the Bank held
1	To be reappointed Outside Audit & Supervisory Board Member Independent Auditor Takeshi Kadota (Apr. 18, 1947) Attendance at Board of Directors meetings: 14 / 15 (93.3%) Attendance at Audit & Supervisory Board meetings: 14 / 14 (100%)	Jul. 1971 Joined Mitsubishi Corporation Jun. 1991 Representative Director and President, Mitsubishi Corporation Finance Plc. May 1997 General Manager, Corporate Investment Department, Mitsubishi Corporation Apr. 1999 President, Mitsubishi Corporation Capital Jan. 2002 Manager, Capital Markets Unit, Mitsubishi Corporation Apr. 2003 Senior Vice President and Division Chief Operating Officer, Financial Services Division, Mitsubishi Corporation Mar. 2007 Retired as Division Chief Operating Officer, Financial Services Division, Mitsubishi Corporation Apr. 2007 Retired from Mitsubishi Corporation President, Kadota & Co., Inc. (current position) Jun. 2007 Audit & Supervisory Board Member, the Bank to the present	37,326 shares
[Reasons for selection as a candidate] Mr. Takeshi Kadota possesses many years of experience as a management executive and advanced knowledge about corporate governance, international finance and corporate investment, and is appropriately fulfilling his duties as an Outside Audit & Supervisory Board Member through providing supervision to the management of the Bank from an independent standpoint. The Bank has judged that he will continue to be capable of providing management supervision functions, and has thus selected him as a candidate for Audit & Supervisory Board Member.			

No.	Name (Date of birth)	Career Summary (Positions at the Bank and significant concurrent positions)	Number of shares of the Bank held
2	To be reappointed Outside Audit & Supervisory Board Member Independent Auditor Yasuyoshi Wada (Jun. 17, 1951) Attendance at Board of Directors meetings: 14 / 15 (93.3%) Attendance at Audit & Supervisory Board meetings: 13 / 14 (92.8%)	Apr. 1976 Joined Nagano Prefectural Government Apr. 2003 General Manager, Saku Regional Office, Nagano Prefectural Government Apr. 2005 General Manager, Nishikomago, Nagano Prefecture Social Welfare Corporation Nov. 2006 General Manager, Public Utilities Bureau, Nagano Prefectural Government Apr. 2008 General Manager, Social Department, Nagano Prefectural Government Apr. 2010 General Manager, Environmental Department, Nagano Prefectural Government Sep. 2010 Vice Governor, Nagano Prefectural Government Apr. 2015 Chairman, Nagano Prefecture Social Welfare Corporation (current position) Jun. 2015 Audit & Supervisory Board Member, the Bank to the present	3,824 shares

[Reasons for selection as a candidate]

Mr. Yasuyoshi Wada possesses a wealth of experience regarding local government and opinions cultivated in leadership for Nagano Prefecture as Vice Governor, Nagano Prefectural Government, and is appropriately fulfilling his duties as an Outside Audit & Supervisory Board Member through providing supervision to the management of the Bank from an independent standpoint. The Bank has judged that he will continue to be capable of providing management supervision functions, and has thus selected him as a candidate for Audit & Supervisory Board Member.

- (Notes)
1. Mr. Takeshi Kadota, a candidate for Outside Audit & Supervisory Board Member, has borrowed a housing-related loan from the Bank.
 2. Other than that provided in Note 1., there are no special interest relationships between the candidate and the Bank.
 3. Mr. Takeshi Kadota and Mr. Yasuyoshi Wada are candidates for Outside Audit & Supervisory Board Members. Additionally, the Bank has designated Mr. Takeshi Kadota and Mr. Yasuyoshi Wada as Independent Auditors under regulations of the Tokyo Stock Exchange, and made a submission designating them as such to the aforementioned Exchange.
 4. Mr. Takeshi Kadota has served as Outside Audit & Supervisory Board Member of the Bank since June 2007, and his term will have been twelve years as of the conclusion of this General Meeting of Shareholders. Mr. Yasuyoshi Wada has served as Outside Audit & Supervisory Board Member of the Bank since June 2015, and his term will have been four years as of the conclusion of this General Meeting of Shareholders.
 5. Under Article 39 of the current Articles of Incorporation, the Bank has made agreements with Mr. Takeshi Kadota and Mr. Yasuyoshi Wada to limit their liability for damages to the minimum liability amount to the extent that they have acted in good faith without gross negligence during the course of their duties. (See Article 423, Paragraph 1 and Article 425, Paragraph 1 of the Companies Act.) The Bank plans to continue said agreements when they are reappointed as Directors.
 6. 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 of Outside Officers,” 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.”