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(Securities Code: 8359)
May 29, 2020

To Shareholders with Voting Rights:

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

NOTICE OF CONVOCATION OF THE 137TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

The 137th Annual General Meeting of Shareholders of The Hachijuni Bank, Ltd. (the “Bank”) 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 18, 2020 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 19, 2020 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 137th Fiscal Year (from April 1, 2019 to March 31, 2020)
 2. Consolidated Financial Statements for the Bank’s 137th Fiscal Year (from April 1, 2019 to March 31, 2020) 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 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;

(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 Notice.

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 Notice.

- 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.

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 3,914,104,384 yen

(3) Effective date of distribution

June 22, 2020

2. Appropriation of surplus

To strengthen the corporate structure in preparation for the future, the Bank proposes to reverse 13.0 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 13,000,000,000 yen

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

Retained earnings brought forward 13,000,000,000 yen

Proposal No. 2: Election of Three (3) Directors

With the expiration of the terms of office of three (3) Directors: Yoshiyuki Yamaura, Yuichi Sato, 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	Yuichi Sato		Managing Director	15/ 15 (100%)
2	To be newly appointed	Shinji Sato		Executive Officer	—
3	To be reappointed	Kayo Tashita	Outside Director Independent Director	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	To be reappointed Yuichi Sato (Jun. 11, 1960) Age: 60 Male Attendance at Board of Directors meetings: 15 / 15 (100%)	Apr. 1984 Joined the Bank Jun. 2003 General Manager, Fujimi Branch, then became General Manager, Kawanakajima Branch, assigned to Loan Control Department, General Manager, Risk Management Department, General Manager, Planning and Coordination Department Jun. 2013 Executive Officer and General Manager, Iida Branch Jun. 2015 Managing Executive Officer and General Manager, Tokyo Business Department Jun. 2017 Managing Executive Officer and General Manager, Head Office Business Department Jun. 2018 Managing Director In charge of Planning and Coordination Department, Financial Market Department To the present	19,220 Shares
[Reasons for selection as a candidate] 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. Additionally, he has served as Director from June 2018, and is fulfilling his duties and responsibilities appropriately. 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.			
2	To be newly appointed Shinji Sato (Jul. 9, 1962) Age: 57 Male Attendance at Board of Directors meetings: —	Apr. 1985 Joined the Bank Jun. 2004 General Manager, Sakuchuo Branch, assigned to Loan Control Department General Manager, Ikebukuro Branch General Manager, Personal Banking Department General Manager, Nagoya Branch General Manager, Showadori Business Department General Manager, Komoro Branch Jun. 2017 Executive Officer and General Manager, Komoro Branch Jun. 2018 Executive Officer and General Manager, Ueda Branch to the present	16,181 Shares
[Reasons for selection as a candidate] Mr. Shinji Sato 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.			

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) Age: 57 Female 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	4,250 Shares
<p>[Reasons for selection as a candidate]</p> <p>Ms. Kayo Tashita possesses high specialization and wealth of experience from involvement in corporate law as an attorney, and is fulfilling her duties as an Outside Director appropriately by 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.</p>			

- (Notes)
1. There are no special interest relationships between the candidates for Director and the Bank. Although Ms. Kayo Tashita has a deposit account with the Bank and engages in ordinary transactions on a consistent basis, there should be no impact on judgements by shareholders and investors in light of the scale of transactions to the Bank's deposits and their nature.
 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 four years as of the conclusion of this General Meeting of Shareholders.
 4. Under Article 29 of the 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.
 6. Age of each candidate is stated in Western style method as of the date of this General Meeting of Shareholders.

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

With the expiration of the term of office of two (2) Audit & Supervisory Board Members: Koichi Sakai and Kiyohito Yamasawa, it is proposed that the following two (2) candidates be 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 newly appointed Chishu Minemura (Mar. 28, 1966) Age: 54 Male Attendance at Board of Directors meetings: — Attendance at Audit & Supervisory Board meetings: —	Apr. 1988 Joined the Bank Feb. 2009 Senior Deputy General Manager, Komoro Branch, then became General Manager, Iidaekimae Branch, General Manager, International and Treasury Department Jun. 2017 General Manager, Risk Management Department to the present	9,806 shares

[Reasons for selection as a candidate]

Mr. Chishu Minemura possesses a wealth of operational experience from involvement in business, international and risk management divisions, and is well versed in the operations of the Bank. Additionally, he has insights into finance and accounting. The Bank has judged that he is 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 Kiyohito Yamasawa (Aug. 4, 1944) Age: 75 Male Attendance at Board of Directors meetings: 13 / 15 (86.6%) Attendance at Audit & Supervisory Board meetings: 12 / 14 (85.7%)	Apr. 1980 Assistant Professor, Faculty of Engineering, Shinshu University Oct. 1993 Professor, Faculty of Engineering Oct. 2009 President of Shinshu University (retired September 2015) Jun. 2016 Audit & Supervisory Board Member, the Bank to the present	7,985 shares

[Reasons for selection as a candidate]

Mr. Kiyohito Yamasawa possesses advanced views as an educator through many years of service as a university instructor, and a wealth of experience in university management as a dean. He is fulfilling his duties as an Outside Audit & Supervisory Board Member appropriately by 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. There are no special interest relationships between the candidates for Audit & Supervisory Board Members and the Bank. Although Mr. Kiyohito Yamasawa has a deposit account with the Bank and engages in ordinary transactions on a consistent basis, there should be no impact on judgements by shareholders and investors in light of the scale of transactions to the Bank's deposits and their nature. In addition, Mr. Kiyohito Yamasawa served as a dean at Shinshu University, and the Bank has general transactions with the university, including deposits and loans, and also makes donations to the university.
 2. Mr. Kiyohito Yamasawa is a candidate for Outside Audit & Supervisory Board Member. Additionally, the Bank has designated Mr. Kiyohito Yamasawa as an Independent Auditor under regulations of the Tokyo Stock Exchange, and made a submission designating him as such to the aforementioned Exchange.
 3. Mr. Kiyohito Yamasawa has served as Outside Audit & Supervisory Board Member of the Bank since June 2016, and his term will have been four years as of the conclusion of this General Meeting of Shareholders.
 4. Under Article 39 of the Articles of Incorporation, the Bank has made an agreement with Mr. Kiyohito Yamasawa 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 an Outside Audit & Supervisory Board Member.
 5. 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.
 6. Age of each candidate is stated in Western style method as of the date of this General Meeting of Shareholders.

(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.”