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(Securities Code: 8359)  
June 3, 2022

**To Shareholders with Voting Rights:**

Masaki Matsushita  
President  
The Hachijuni Bank, Ltd.  
178-8, Okada,  
Nagano-city, Japan

**NOTICE OF CONVOCATION OF  
THE 139TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The 139th 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 23, 2022 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 24, 2022 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 139th Fiscal Year (from April 1, 2021 to March 31, 2022)
  2. Consolidated Financial Statements for the Bank’s 139th Fiscal Year (from April 1, 2021 to March 31, 2022) 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:** Partial Amendments to the Articles of Incorporation

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

**Proposal No. 4:** 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.

- 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.," 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.

#### 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 10.00 yen per share. Combined with the interim dividend of 6.00 yen per share, total full-year dividends will be 16.00 yen per share.

1. Type of dividend property  
Cash
2. Allotment of dividend property to shareholders and the total amount  
10.00 yen per share of common stock, for a total of 4,896,577,240 yen
3. Effective date of distribution  
June 27, 2022

## **Proposal No. 2: Partial Amendments to the Articles of Incorporation**

### 1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Bank shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the Reference Documents for the General Meeting of Shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p>	
<p><u>Article 16 The Bank may, when convening a General Meeting of Shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p>	<p>&lt;Deleted&gt;</p>
<p>&lt;Newly established&gt;</p>	<p><u>(Measures for Electronic Provision, Etc.)</u></p>
<p>&lt;Newly established&gt;</p>	<p><u>Article 16 The Bank shall, when convening a General Meeting of Shareholders, provide information contained in the Reference Documents for the General Meeting of Shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Bank may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>&lt;Newly established&gt;</p>	<p><u>(Supplementary provisions)</u></p>
	<p><u>1. The amendments to Article 16 of the Articles of Incorporation shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>

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

At the close of this General Meeting of Shareholders, the terms of office of three (3) Directors, namely, Yuichi Sato, Shinji Sato and Kayo Tashita, will expire, and Sokichi Kurosawa will resign as Director.

Accordingly, 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	Shinji Sato		Managing Director	14/ 14 (100%)
2	To be reappointed	Kayo Tashita	Outside Director Independent Director	Director	14/ 14 (100%)
3	To be newly appointed	Takayuki Kanai	Outside Director Independent Director	—	—

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>Shinji Sato (Jul. 9, 1962) Age: 59 Male</p> <p>Attendance at Board of Directors meetings: 14 / 14 (100%)</p>	<p>Apr. 1985 Joined the Bank</p> <p>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</p> <p>Jun. 2017 Executive Officer and General Manager, Komoro Branch</p> <p>Jun. 2018 Executive Officer and General Manager, Ueda Branch</p> <p>Jun. 2020 Managing Director In charge of Business Planning Department, Business Promotion Department, International Department</p> <p>Jun. 2021 Managing Director and General Manager, Matsumoto Business Department to the present</p>	24,498 shares
<p>[Reasons for selection as a candidate]</p> <p>Mr. Shinji Sato possesses a wealth of operational experience from involvement in business divisions, and is well versed in the operations of the Bank. Since June 2020, he has served as a Director and fulfilled 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.</p>			
2	<p>To be reappointed</p> <p>Outside Director</p> <p>Independent Director</p> <p>Kayo Tashita (Apr. 2, 1963) Age: 59 Female</p> <p>Attendance at Board of Directors meetings: 14 / 14 (100%)</p>	<p>Apr. 1990 Registered as an attorney (Nagano Bar Association)</p> <p>Apr. 1991 Employed by Miyazawa Law Office</p> <p>Apr. 1996 Established Tashita Law Office</p> <p>Oct. 2007 Committee Member, Nagano Prefecture Personnel Committee (current position)</p> <p>Apr. 2014 Chairperson, Nagano Bar Association (retired in March 2015)</p> <p>Jun. 2016 Director, the Bank to the present</p>	8,922 shares
<p>[Reasons for selection as a candidate and expected roles]</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. The Bank expects that, if Ms. Tashita is elected, she will provide supervision and advice on the operation of the Bank's business execution from an expert perspective, especially in the legal field. The Bank also plans to enlist Ms. Tashita to serve as a member of the Nominating and Compensation Committee and be involved in the selection of executive candidates and decisions on executive remuneration of the Bank from an independent standpoint.</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 newly appointed</p> <p>Outside Director</p> <p>Independent Director</p> <p>Takayuki Kanai (Apr. 16, 1959) Age: 63 Male</p> <p>Attendance at Board of Directors meetings: —</p>	<p>Apr. 1982 Joined The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)</p> <p>Oct. 2008 Executive Officer, The Nippon Credit Bank, Ltd. (retired in September 2010)</p> <p>Oct. 2010 Joined Nishimoto Trading Co., Ltd.; Senior Managing Director</p> <p>Mar. 2012 President, Nishimoto Trading Co., Ltd.</p> <p>Mar. 2017 President &amp; COO, Nishimoto Co., Ltd. (retired in March 2020)</p> <p>Jun. 2020 Outside Director, KAMEDA SEIKA CO., LTD. (current position) to the present</p>	<p>— shares</p>
<p>[Reasons for selection as a candidate and expected roles]</p> <p>Mr. Takayuki Kanai possesses a wealth of knowledge, having served as Executive Officer of Aozora Bank Ltd. and President &amp; COO of Nishimoto Co., Ltd., among other jobs. The Bank has judged that his experience not only in the financial field but also as a corporate executive, as well as his advanced knowledge, will enable him to contribute inputs from broad perspectives, and has thus selected him as a candidate for Outside Director. The Bank expects that, if Mr. Kanai is elected, he will provide supervision and advice on the operation of the Bank's business execution from an expert perspective, especially in the corporate management and governance fields. The Bank also plans to enlist Mr. Kanai to serve as a member of the Nominating and Compensation Committee and be involved in the selection of executive candidates and decisions on executive remuneration of the Bank from an independent standpoint.</p>			



- (Notes)
1. Although Ms. Kayo Tashita has a deposit account with the Bank and engages in ordinary transactions, 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. Other than 1. above, there are no special interest relationships between the candidates for Director and the Bank.
  3. The Bank has entered into a directors and officers liability insurance contract, as outlined below, and plans to renew it on December 25, 2022. Of the individuals nominated as candidates for Director in this proposal, those who are to be reappointed are already covered by the contract and will continue to be covered. Mr. Takayuki Kanai will be covered by the contract if he is elected.  
[Outline of directors and officers liability insurance contract]
    - (i) Actual ratio of premiums paid by the insured  
The premiums are paid by the Bank, including for riders. The insured does not bear the actual premiums.
    - (ii) Outline of events insured against  
The contract, together with riders, will cover any damages, litigation costs, and other outlays that may arise due to the insured directors and officers assuming liability for the execution of their duties or receiving a claim related to the pursuit of such liability. However, there are certain exemptions, such as in case of actions taken with the knowledge that such actions are in violation of laws and regulations.
    - (iii) Measures to prevent appropriateness of directors' and officers' duties from being undermined  
The insurance contract provides for exemption from liability in certain amount, below which damages are not covered. It also provides for a reduced rate at which the Bank bears the risk at certain rate.
  4. Ms. Kayo Tashita and Mr. Takayuki Kanai are candidates for Outside Director. Additionally, the Bank has designated them as Independent Director under regulations of the Tokyo Stock Exchange, and made a submission designating them as such to the aforementioned Exchange.
  5. Ms. Kayo Tashita has served as Outside Director of the Bank since June 2016, and her term will have been six years as of the conclusion of this General Meeting of Shareholders.
  6. 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. The Bank plans to conclude a similar liability limitation agreement with Mr. Takayuki Kanai if he is elected as Outside Director.
  7. 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.
  8. The ages of the candidates are as of the date of this General Meeting of Shareholders.

**Proposal No. 4: Election of One (1) Audit & Supervisory Board Member**

With the expiration of the term of office of Audit & Supervisory Board Member Yoshimi Kitazawa, it is proposed that the following one (1) candidate be 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>Akihiro Kasahara (Aug. 5, 1965) Age: 56 Male</p> <p>Attendance at Board of Directors meetings: —</p> <p>Attendance at Audit &amp; Supervisory Board meetings: —</p>	<p>Apr. 1989 Joined the Bank</p> <p>Jun. 2009 General Manager, Azusagawa Branch, then assigned to Loan Control Department General Manager, Matsushiro Branch General Manager, General Affairs Department</p> <p>Jun. 2019 Executive Officer and General Manager, Planning and Coordination Department</p> <p>Jun. 2021 Executive Officer and General Manager, Internal Audit Department to the present</p>	<p>14,421 shares</p>
<p>[Reasons for selection as a candidate]</p> <p>Mr. Akihiro Kasahara possesses a wealth of operational experience from involvement in business, planning and audit 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 &amp; Supervisory Board Member.</p>		

- (Notes)
1. There are no special interest relationships between the candidate for Audit & Supervisory Board Member and the Bank.
  2. The Bank has entered into a directors and officers liability insurance contract, as outlined below, and plans to renew it on December 25, 2022. Mr. Akihiro Kasahara, who has been nominated as a candidate for Audit & Supervisory Board Member in this proposal is already covered by the contract and will continue to be covered.
 

[Outline of directors and officers liability insurance contract]

    - (i) Actual ratio of premiums paid by the insured  
The premiums are paid by the Bank, including for riders. The insured does not bear the actual premiums.
    - (ii) Outline of events insured against  
The contract, together with riders, will cover any damages, litigation costs, and other outlays that may arise due to the insured directors and officers assuming liability for the execution of their duties or receiving a claim related to the pursuit of such liability. However, there are certain exemptions, such as in case of actions taken with the knowledge that such actions are in violation of laws and regulations.
    - (iii) Measures to prevent appropriateness of directors' and officers' duties from being undermined  
The insurance contract provides for exemption from liability in certain amount, below which damages are not covered. It also provides for a reduced rate at which the Bank bears the risk at certain rate.
  3. 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.
  4. The age of the candidate is 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.”                                                                                                  |

(For your reference) Skills Matrix of Directors and Audit & Supervisory Board Members

In order for the Board of Directors to fulfill its roles and duties effectively, the Bank needs a certain number of internal individuals who have a thorough knowledge of the Bank's operations and its issues as members of the Board. In addition, the Bank believes that it is important that the diversity of knowledge, experiences and skills of the Board members is maintained.

Because of such viewpoint, the Bank maintains a basic policy of appointing Directors and Audit & Supervisory Board Members from among individuals who have diverse knowledge and backgrounds.

The skills matrix of the Directors and Audit & Supervisory Board Members, including candidates, is as below.

Note: The matrix below does not describe all knowledge and experiences possessed by each person. It indicates three areas in which each is expected especially to display his/her expertise, based on his/her experience and other characteristics.

Name	Position	Area in which expertise comes in most useful							
		Corporate management / organizational operation	Global	Finance / market	Business strategy / corporate support	Legal affairs / risk management	DX / IT technology	Human resources / diversity	Environment / society
Shoichi Yumoto	Chairman	•	•	•					
Masaki Matsushita	President	•			•	•			
Takahiko Asai	Deputy President	•			•			•	
Hiroyuki Miyahara	Managing Director				•	•		•	
Shinji Sato	Managing Director		•		•			•	
Shohei Hidai	Managing Director				•	•	•		
Kayo Tashita	Outside Director	•				•		•	
Miyako Hamano	Outside Director	•	•					•	
Eiji Kanzawa	Outside Director	•					•		•
Takayuki Kanai	Outside Director (candidate)	•	•	•					
Chishu Minemura	Fulltime Audit & Supervisory Board Member		•		•	•			
Akihiro Kasahara	Fulltime Audit & Supervisory Board Member (candidate)				•	•		•	
Takeshi Kadota	Outside Audit & Supervisory Board Member	•	•	•					
Yasuyoshi Wada	Outside Audit & Supervisory Board Member	•				•			•
Kiyohito Yamasawa	Outside Audit & Supervisory Board Member	•					•		•