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(Securities Code: 8527)

June 5, 2018

To our shareholders:

Katsuyuki Yazawa  
President  
**The Aichi Bank, Ltd.**  
14-12, Sakae 3-chome, Naka-ku, Nagoya

## Notice of the 109th Annual General Meeting of Shareholders

You are cordially invited to attend the 109th Annual General Meeting of Shareholders of The Aichi Bank, Ltd. (the "Bank"), which will be held as indicated below.

**If you are unable to attend the Meeting in person, you can exercise your voting rights using the enclosed voting form or by electronic and magnetic means (via the internet, etc.). Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights before Thursday, June 21, 2018, at 5:30 p.m. (JST).**

- 1. Date and Time:** Friday, June 22, 2018, at 10:00 a.m. (JST)  
(Reception starts at 9:00 a.m.)
- 2. Venue:** Hall on the 8th Floor of Head Office, The Aichi Bank, Ltd.  
14-12, Sakae 3-chome, Naka-ku, Nagoya

### 3. Purpose of the Meeting

#### Matters to be reported

1. The Business Report and the Non-consolidated Financial Statements for the 109th fiscal year (from April 1, 2017 to March 31, 2018)
2. The Consolidated Financial Statements for the 109th fiscal year (from April 1, 2017 to March 31, 2018), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee

#### Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of 9 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of 6 Directors Who Are Audit and Supervisory Committee Members

#### 4. Regarding Exercise of Voting Rights, etc.

(1) Voting by mail

Please be sure to indicate your approval or opposition for each proposal on the enclosed voting form and to return that form so that it arrives by the aforementioned exercise deadline.

(2) Voting by electronic and magnetic means (via the internet, etc.)

Please access the website for exercising voting rights designated by the Bank (<https://evote.tr.mufg.jp/>) (in Japanese only), use the “login ID” and the “temporary password” shown on the enclosed voting form, and follow the on-screen instructions to enter your approval or opposition for each proposal by the aforementioned exercise deadline.

(3) Treatment of duplicate voting

If you exercise your voting rights both by the voting form and electronic and magnetic means (via the internet, etc.), only the exercise of the voting rights by electronic and magnetic means (via the internet, etc.) shall be deemed to be valid.

If the voting right is exercised by electronic and magnetic means (via the internet, etc.) more than once, the latest vote shall be deemed to be valid.

(4) Internet Disclosure Items

Pursuant to laws and regulations and Article 16 of the Bank’s Articles of Incorporation, the following items are posted on the Bank’s website (<http://www.aichibank.co.jp/>) (in Japanese only) and are not attached to this notice. Accordingly, the attached documents to this notice make up a part of the documents that were audited by the Audit and Supervisory Committee and the Financial Auditor in preparing the Audit Reports.

- (1) Matters Concerning Share Acquisition Rights of the Bank
- (2) Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements
- (3) Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements

- When you attend the Meeting in person, you are kindly requested to present the enclosed voting form at the reception. Also, in regard to the exercise of voting rights by proxy, voting rights may be exercised through one proxy who is also a shareholder with voting rights in the Bank, upon submission of a document evidencing the authority of proxy. For the purpose of saving resources, please be sure to bring this notice with you.
- Please note that the public transportation is recommended as parking lots will not be available.
- Please note that if all seats are full on the day of the Annual General Meeting of Shareholders, you are kindly requested to be seated at the second venue.
- If any changes are made to items in the Reference Documents for General Meeting of Shareholders and the Business Report, or to Non-consolidated Financial Statements and Consolidated Financial Statements, such changes will be posted on the Bank’s website (<http://www.aichibank.co.jp/>) (in Japanese only).

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of Surplus

The Bank proposes appropriation of surplus as follows in fitting with its basic policy of delivering long-term, stable dividends while striving to secure stable managerial resources over the long term and provide financial services in the region with a public nature of banks in mind, and to strengthen its corporate structure for improvement in earnings.

##### 1. Year-end dividends

For the 109th fiscal year, the Bank has given comprehensive consideration to matters including business environment and financial condition, and proposes to pay ¥45 per share as an ordinary dividend.

As such, the annual dividend for this fiscal year will be ¥90 per share (ordinary dividends of ¥90).

##### (1) Type of dividend property

To be paid in cash.

##### (2) Allotment of dividend property and their aggregate amount

The Bank proposes to pay a dividend of ¥45 per common share of the Bank.

In this event, the total dividends will be ¥487,912,410.

##### (3) Effective date of dividends of surplus

The effective date of dividends will be June 25, 2018.

##### 2. Other appropriation of surplus

##### (1) Item of surplus to be increased and amount of increase

General reserve: ¥4,000,000,000

##### (2) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥4,000,000,000

**Proposal No. 2: Election of 9 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all 11 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders.

The Bank has adopted an executive officer system and has been in an effort to further strengthen corporate governance through revitalization and speedier decision making of the Board of Directors and enhancement of the business execution function. In line with this, the Bank proposes a decrease in the number of Directors and the election of 9 Directors.

Deliberations were conducted on this proposal at the meeting of the Audit and Supervisory Committee, and the Committee expressed its opinion that this proposal is appropriate.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Bank
1	Reelection Shinichi Koide	Chairman
2	Reelection Katsuyuki Yazawa	President
3	Reelection Masato Kobayashi	Managing Director
4	Reelection Yoshihiro Ito	Managing Director
5	Reelection Yukinori Ito	Managing Director
6	Reelection Tomoyuki Takahashi	Managing Director
7	Reelection Wataru Ota	Director
8	Reelection Hiroyasu Matsuno	Director
9	Reelection Nobuhiko Kuratomi	Director

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
1	Shinichi Koide (November 10, 1939)	<p>April 1963 Joined The Mitsubishi Bank, Limited</p> <p>January 1983 General Manager of Kanazawa Branch</p> <p>May 1985 Joined the Bank</p> <p>June 1985 Director, General Manager of Head Office</p> <p>March 1986 Senior Managing Director</p> <p>June 1987 Director and Vice President</p> <p>February 1989 Japanese title changed. English translation continued to be Director and Vice President</p> <p>June 1989 President</p> <p>June 2009 Chairman (to present)</p> <p>(Significant concurrent positions outside the Bank) Chairman of AIGIN EDUCATION &amp; CULTURE FOUNDATION</p>	4,005
<p>[Reasons for nomination as candidate for Director]</p> <p>Shinichi Koide has served as the General Manager of Head Office, Senior Managing Director, and Vice President. He assumed the office of President in 1989, and the position of Chairman in 2009.</p> <p>The Bank has judged him to be suitable as a Director of the Bank because he proactively provides appropriate opinions and suggestions to each Director while executing business in an appropriate, fair, and efficient manner based on extensive business knowledge and experience related to bank operations. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			
2	Katsuyuki Yazawa (February 22, 1951)	<p>April 1975 Joined the Bank</p> <p>June 2005 General Manager of Operational Audit Department</p> <p>June 2007 Director, General Manager of Operational Audit Department</p> <p>June 2009 Managing Director</p> <p>June 2013 Senior Managing Director</p> <p>June 2015 President (to present)</p>	1,100
<p>[Reasons for nomination as candidate for Director]</p> <p>Katsuyuki Yazawa has extensive sales experience as a General Manager at a branch. He assumed the office of Director and General Manager of Operational Audit Department after serving as Deputy General Manager of Business Planning &amp; Promotion Department, Deputy General Manager and General Manager of Operational Audit Department at the Bank's Head Office. Since assuming the office of Managing Director and Senior Managing Director, he has been in charge of a wide variety of responsibilities of the Risk Management, General Planning, Securities &amp; Foreign Business, Corporate Administration, and Compliance Departments, and in 2015 assumed the office of President.</p> <p>The Bank has judged him to be suitable as a Director of the Bank because he executes business in an appropriate, fair, and efficient manner based on extensive business knowledge and experience related to bank operations. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
3	Masato Kobayashi (April 4, 1956)	April 1979 Joined the Bank June 2009 General Manager of Corporate Administration Department June 2011 General Manager of Compliance Management Department June 2013 Director, General Manager of Corporate Administration Department June 2015 Director, General Manager of Operations Administration Department June 2016 Managing Director June 2017 Managing Director, in charge of Corporate Administration Department and Credit Supervision Department (to present)	1,400
<p>[Reasons for nomination as candidate for Director]</p> <p>Masato Kobayashi, after working at a sales branch and in the Personnel and Secretarial Departments and after serving as Deputy General Manager and General Manager of Corporate Administration Department, and General Manager of Compliance Management Department, has served as Director, General Manager of Corporate Administration Department, and General Manager of Operations Administration Department. Since assuming the office of Managing Director, he has been in charge of the responsibilities of the Compliance &amp; Risk Management, Operations Administration, and Operations Support Departments, and currently is in charge of the responsibilities of the Corporate Administration Department and Credit Supervision Department. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related primarily to the administration of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
4	Yoshihiro Ito (March 1, 1958)	April 1980	Joined the Bank	1,700
		June 2011	General Manager of Operational Audit Department	
June 2013	Director, General Manager of Operations Administration Department			
June 2015	Director, General Manager of Business Planning & Promotion Department			
June 2016	Managing Director			
June 2017	Managing Director, General Manager of Business Administration Division In charge of Business Planning & Promotion Department and Personal Banking Department (to present)			
<p>[Reasons for nomination as candidate for Director]  Yoshihiro Ito, after being a General Manager at a branch and after serving as Deputy General Manager of Corporate Administration Department, Deputy General Manager of Credit Supervision Department, and General Manager of Operational Audit Department, has served as Director, General Manager of Operations Administration Department, and General Manager of Business Planning &amp; Promotion Department. Since assuming the office of Managing Director, he serves as General Manager of Business Administration Division and is in charge of the responsibilities of the Business Planning &amp; Promotion and Personal Banking Departments.  The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>				
5	Yukinori Ito (January 1, 1958)	April 1980	Joined the Bank	1,000
		June 2007	Deputy General Manager of Operations Administration Department	
June 2010	General Manager of Operations Administration Department			
June 2013	Director, General Manager of Operational Audit Department			
June 2015	Director, General Manager of Securities & Foreign Business Department			
June 2017	Managing Director, in charge of Compliance & Risk Management Department, Operations Administration Department, and Operations Support Department (to present)			
<p>[Reasons for nomination as candidate for Director]  Yukinori Ito, after being a General Manager at a branch and after serving as Deputy General Manager and General Manager of Operations Administration Department, has served as Director, General Manager of Operational Audit Department, and General Manager of Securities &amp; Foreign Business Department. Since assuming the office of Managing Director, he is in charge of the responsibilities of the Compliance &amp; Risk Management Department, Operations Administration Department, and Operations Support Department.  The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
6	Tomoyuki Takahashi (November 22, 1957)	April 1980	Joined the Bank	900
		June 2007	Deputy General Manager of Securities & Foreign Business Department	
June 2011	General Manager of Securities & Foreign Business Department			
June 2015	Director, General Manager of General Planning Department			
June 2017	Managing Director, in charge of General Planning Department, Securities & Foreign Business Department, and Tokyo Office (to present)			
<p>[Reasons for nomination as candidate for Director] Tomoyuki Takahashi, after being a General Manager at a branch and after serving as Deputy General Manager and General Manager of Securities &amp; Foreign Business Department, assumed the office of Director and General Manager of General Planning Department. Since assuming the office of Managing Director, he is in charge of the responsibilities of the General Planning and Securities &amp; Foreign Business Departments. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>				
7	Wataru Ota (May 14, 1957)	April 1983	Joined the Bank	900
		June 2009	General Manager of Imaiike Branch	
June 2011	General Manager of Ozone Branch			
June 2013	General Manager of Credit Supervision Department			
June 2015	Director, General Manager of Credit Supervision Department (to present)			
June 2017	Director, General Manager of Head Office (to present)			
<p>[Reasons for nomination as candidate for Director] Wataru Ota, after being a General Manager at major branches and after serving as General Manager of Credit Supervision Department at the Bank's Head Office, assumed the office of General Manager of Credit Supervision Department, and he is currently a Director and General Manager of Head Office. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to various aspects of bank operations, including experience in sales, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>				
8	Hiroyasu Matsuno (July 24, 1958)	April 1982	Joined the Bank	1,200
		January 2010	General Manager of Showabashi Branch	
June 2011	General Manager of Tokodori Branch			
June 2013	General Manager of Personal Banking Department			
June 2015	Director, General Manager of Head Office			
June 2017	Director, General Manager of Credit Supervision Department (to present)			
<p>[Reasons for nomination as candidate for Director] Hiroyasu Matsuno, after being a General Manager at major branches and after serving as General Manager of Personal Banking Department at the Bank's Head Office, assumed the office of Director and General Manager of Head Office, and he is currently a Director and General Manager of Credit Supervision Department. The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to bank operations, primarily focused on sales, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>				



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
9	Nobuhiko Kuratomi (February 15, 1959)	April 1981	Joined the Bank	500
		June 2013	Deputy General Manager of Compliance Management Department	
June 2014	General Manager of Compliance Management Department			
June 2016	Director, General Manager of Compliance & Risk Management Department			
June 2017	Director, General Manager of Audit Department (to present)			
<p>[Reasons for nomination as candidate for Director]  Nobuhiko Kuratomi, after working at a sales branch and in the Credit Supervision Department, and after serving as Deputy General Manager and General Manager of Compliance Management Department, assumed the office of Director and General Manager of Compliance &amp; Risk Management Department, and he is currently a Director and General Manager of Audit Department.  The Bank has judged him to be suitable as a Director of the Bank because he has extensive knowledge and experience related to bank operations, primarily focused on internal administration, and he executes business in an appropriate, fair, and efficient manner. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>				

Note: The Bank makes donations to the AIGIN EDUCATION & CULTURE FOUNDATION, at which candidate for Director Shinichi Koide serves as Chairman.  
There is no special interest between any other candidates and the Bank.

**Proposal No. 3: Election of 6 Directors Who Are Audit and Supervisory Committee Members**

The terms of office of all 6 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders.

Therefore, the Bank proposes the election of 6 Directors who are Audit and Supervisory Committee Members. The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidates for Director who is Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Bank
1	Reelection Shigemasa Yoshida	Director (Full-time Audit and Supervisory Committee Member)
2	Reelection Akira Katsuragawa	Director (Audit and Supervisory Committee Member) (Outside Director) (Independent Officer)
3	Reelection Akio Hayashi	Director (Audit and Supervisory Committee Member) (Outside Director) (Independent Officer)
4	Reelection Ichio Miwa	Director (Audit and Supervisory Committee Member)
5	Reelection Toshiyasu Hayashi	Director (Audit and Supervisory Committee Member) (Outside Director) (Independent Officer)
6	New election Yasutoshi Emoto	- (Outside Director) (Independent Officer)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
1	Shigemasa Yoshida (October 18, 1955)	<p>April 1978      Joined the Bank</p> <p>June 1999      General Manager of Hitotsugi Branch</p> <p>June 2001      Leader of Property Management Group, General Affairs Department</p> <p>June 2005      General Manager of Shinmichi Branch</p> <p>June 2007      General Manager of Tokyo Branch and Tokyo Office</p> <p>January 2009   Deputy General Manager of Corporate Administration Department</p> <p>June 2014      Retired from the Bank</p> <p>June 2014      Representative Director of Aigin DC Card Co., Ltd.</p> <p>June 2016      Retired from Representative Director of Aigin DC Card Co., Ltd.</p> <p>June 2016      Director (Audit and Supervisory Committee Member) of the Bank (to present)</p>	900
<p>[Reasons for nomination as candidate for Director]</p> <p>Shigemasa Yoshida has served as a General Manager at three branches, a group leader and a Deputy General Manager of the General Affairs and Personnel Departments at the Bank's Head Office. After retiring, he assumed the office of Representative Director at Aigin DC Card Co., Ltd., an affiliated company of the Bank, and was involved in corporate management. After retiring from Aigin DC Card Co., Ltd., he assumed the office of a Director who is Full-time Audit and Supervisory Committee Member of the Bank.</p> <p>The Bank has judged him to be able to execute business in an appropriate manner as a Director who is Audit and Supervisory Committee Member because he has extensive knowledge and experience related to various aspects of bank operations including experience in the Sales Department. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			
2	Akira Katsuragawa (February 2, 1938)	<p>April 1956      Joined Nagoya Branch Office of Tax Training Office, seconded to General Affairs Department of Nagoya Regional Taxation Bureau</p> <p>July 1989      District Director of Kuwana Tax Office</p> <p>July 1991      Chief of Corporation Tax Section, Tax Department II, Nagoya Regional Taxation Bureau</p> <p>July 1995      District Director of Nagoyanaka Tax Office</p> <p>July 1996      Retired from Nagoyanaka Tax Office</p> <p>September 1996 Established Akira Katsuragawa Certified Tax Accountant Office</p> <p>June 2003      Audit and Supervisory Board Member of the Bank</p> <p>June 2016      Director (Audit and Supervisory Committee Member) (to present)</p> <p>(Significant concurrent positions outside the Bank) Manager of Akira Katsuragawa Certified Tax Accountant Office</p>	400
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Akira Katsuragawa is an active tax accountant, and has been providing views and advices on bank-related tax accounting and accounting method as an Outside Director of the Bank, contributing to ensure financial accuracy and transparency.</p> <p>From the above reasons, the Bank has judged him to be able to execute business in an appropriate manner as a Director who is Audit and Supervisory Committee Member, notwithstanding the fact that he does not have experience participating in corporate management other than serving as an outside officer in the past. Accordingly, the Bank nominated him as a candidate to continue serving as Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
3	Akio Hayashi (March 11, 1948)	April 1971      Joined Nagoya City Government as administrative staff April 1998      General Manager of Environment Management Department, Environment Conservation Bureau April 2000      General Manager of Finance Department, Finance Bureau April 2001      Director of Administration Bureau June 2002      Director General of Finance Bureau March 2008      Retired from Nagoya City Government June 2008      Director of Nagoya City Archives May 2009      Chairman of Nagoya City Credit Guarantee Corporation May 2013      Retired from Nagoya City Credit Guarantee Corporation June 2013      Director of the Bank June 2016      Director (Audit and Supervisory Committee Member) <span style="float: right;">(to present)</span>	-
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Akio Hayashi has been involved in the administration of Nagoya City over the years and is a former chairman of Nagoya City Credit Guarantee Corporation. He has insight in corporate governance and management required in regional financial institutions through such career, and is demonstrating supervisory functions in management from the view point of an Outside Director.</p> <p>From the above reasons, the Bank has judged him to be able to execute business in an appropriate manner as a Director who is Audit and Supervisory Committee Member, notwithstanding the fact that he does not have experience participating in corporate management other than serving as an outside officer in the past. Accordingly, the Bank nominated him as a candidate to continue serving as Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
4	Ichio Miwa (January 11, 1959)	<p>April 1983      Joined the Bank</p> <p>June 2009      Deputy General Manager of General Planning Department</p> <p>June 2013      General Manager of Tokodori Branch</p> <p>June 2015      Audit and Supervisory Board Member</p> <p>June 2016      Director (Audit and Supervisory Committee Member) (to present)</p> <p>(Significant concurrent positions outside the Bank) Audit and Supervisory Board Member of Aigin Lease Co., Ltd.</p>	300
<p>[Reasons for nomination as candidate for Director]</p> <p>Ichio Miwa has experienced being a General Manager at three branches including major branches, and after working as a group leader (Public Relations, Corporate Planning, and Accounting) and Deputy General Manager in the General Planning Department at the Bank's Head Office, he assumed the office of Audit and Supervisory Board Member of the Bank. After the Bank shifted to a Company with Audit and Supervisory Committee, he assumed the office of Director who is Audit and Supervisory Committee Member of the Bank. The Bank has judged him to be able to execute business in an appropriate manner as a Director who is Audit and Supervisory Committee Member because he has extensive knowledge and experience related to various aspects of bank operations including experience in the Sales Department. Accordingly, the Bank nominated him as a candidate to continue serving as Director.</p>			
5	Toshiyasu Hayashi (February 12, 1949)	<p>March 1972      Joined Matsuzakaya Co., Ltd.</p> <p>May 2007      Director, Executive Officer, and General Manager of Accounting and Finance Department, Business Management Division</p> <p>January 2009    Director of Daimaru Co., Ltd.</p> <p>May 2010      Director, Executive Officer, and Senior Executive General Manager of Administration Unit of J. FRONT RETAILING Co., Ltd.</p> <p>May 2011      Director and Managing Executive Officer of J. FRONT RETAILING Co., Ltd.</p> <p>May 2015      Retired from Director of J. FRONT RETAILING Co., Ltd. and assumed the office of Advisor of the same company</p> <p>June 2016      Director (Audit and Supervisory Committee Member) of the Bank (to present)</p>	100
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Toshiyasu Hayashi has been working in important positions in management over the years such as being involved in business operations related to finance and accounting in Matsuzakaya Co., Ltd. and J. FRONT RETAILING Co., Ltd.</p> <p>Utilizing such experience and insight, he is demonstrating supervisory functions in management from the view point of an Outside Director.</p> <p>The Bank has judged him to be able to execute business in an appropriate manner as a Director who is Audit and Supervisory Committee Member. Accordingly, the Bank nominated him as a candidate to continue serving as Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank (Significant concurrent positions outside the Bank)	Number of the Bank's shares owned
*6	Yasutoshi Emoto (January 28, 1955)	<p>April 1992 Registered as an attorney at law</p> <p>April 1992 Joined Fuji Law Office</p> <p>March 1997 Retired from Fuji Law Office</p> <p>April 1997 Established Emoto Law Office</p> <p>October 2007 Domestic Relations Conciliator (part-time judge) of Nagoya Family Court</p> <p>September 2009 Retired from Domestic Relations Conciliator (part-time judge) of Nagoya Family Court</p> <p>April 2016 Auditor of Aichi Bar Association</p> <p>March 2017 Retired from Auditor of Aichi Bar Association (to present)</p> <p>(Significant concurrent positions outside the Bank) Manager of Emoto Law Office</p>	—
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Yasutoshi Emoto has professional legal knowledge and extensive experience as a lawyer, and the Bank expects that he will utilize such knowledge and experience when giving advice and supervision and others toward the management of the Bank as an Outside Director who is Audit and Supervisory Committee Member.</p> <p>From the above reasons, the Bank has judged him to be able to execute business in an appropriate manner as a Director who is Audit and Supervisory Committee Member, notwithstanding the fact that he does not have experience participating in corporate management other than serving as an outside officer in the past.</p> <p>Accordingly, the Bank nominated him as a candidate to serve as Outside Director.</p>			

- Notes: 1. The new candidate for Director who is Audit and Supervisory Committee Member is indicated by an asterisk (\*).
2. There is no special interest between any of the candidates and the Bank.
3. Akira Katsuragawa, Akio Hayashi, Toshiyasu Hayashi, and Yasutoshi Emoto are candidates for Outside Director.
4. Akira Katsuragawa, Akio Hayashi, and Toshiyasu Hayashi are currently Outside Directors who are Audit and Supervisory Committee Members of the Bank, and at the conclusion of this meeting, their tenure will have been 2 years.
5. The Bank, in order for its Audit and Supervisory Committee Members to perform their expected roles fully, has entered into an agreement with Shigemasa Yoshida, Akira Katsuragawa, Akio Hayashi, Ichio Miwa, and Toshiyasu Hayashi to limit their liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the said Act. The maximum amount of liability for damages in accordance with the agreement shall be 10 million yen or the minimum amount of the liability stipulated in Article 425, paragraph 1 of the said Act, whichever is higher. If their reelection is approved, the Bank plans to renew this agreement with them. In addition, if the election of Yasutoshi Emoto is approved, the Bank plans to enter into the same limited liability agreement with him.
6. The Bank has submitted notification to the Tokyo Stock Exchange and Nagoya Stock Exchange that Akira Katsuragawa, Akio Hayashi, and Toshiyasu Hayashi have been designated as independent officers as provided for by the aforementioned exchanges. If this proposal is approved and adopted, the Bank plans to continue to submit notification to the aforementioned exchanges concerning their appointment as independent officers. In addition, if the election of Yasutoshi Emoto is approved, the Bank plans to submit notification to the aforementioned exchanges concerning his appointment as independent officer.

### **(Reference) Independence Criteria for Outside Directors**

The Bank has established the independence criteria for Outside Directors as follows.

- (1) Not being a party whose major client is the Bank or an executive thereof
- (2) Not being a major client of the Bank or an executive thereof
- (3) Not being a consultant, accounting professional or legal professional who receives substantial monetary consideration and/or other economic benefits from the Bank besides officer remuneration (if the entity receiving the stated economic benefits is a corporation, union or other organization, then any individual belonging to said organization)
- (4) Not being one of the Bank's major shareholders or an executive thereof
- (5) Not being a party who recently has fallen under any of (1) through (4) above
- (6) Not being a close relative of the following persons (excluding those who are not significant persons)
  - (i) A person who falls under any of (1) through (5) above
  - (ii) An executive of a subsidiary of the Bank
  - (iii) A director who is not an executive of a subsidiary of the Bank
  - (iv) A person who recently has fallen under (ii), (iii), or an executive of the Bank

\* "Recently"

- "Recently" means a situation which can be practically treated the same as the present. An example is the point in time when details of proposal to elect Outside Directors at the General Meeting of Shareholders are determined.

\* "Significant"

- "Significant persons" mean those who are officer or general manager class in the case of executive, and those who possess professional qualifications such as certified public accountants or attorneys at law in the case of accounting professional or legal professional.

\* "Close relative"

- A relative within the second degree of kinship