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(Securities Code: 8342)

June 5, 2017

# To Shareholders with Voting Rights:

Susumu Narita President The Aomori Bank, Ltd. 9-30, Hashimoto 1-chome, Aomori City, Aomori, Japan

# NOTICE OF CONVOCATION OF THE 109TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 109th Annual General Meeting of Shareholders of The Aomori Bank, Ltd. (the "Bank"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights by submitting the Voting Rights Exercise Form or via electromagnetic means (the Internet). Please review the Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by 5:00 p.m. on Monday, June 26, 2017, Japan time.

**1. Date and Time:** Tuesday, June 27, 2017 at 10:00 a.m. Japan time

**2. Place:** 8F, Main Conference Room, Head Office of the Bank, 9-30, Hashimoto

1-chome, Aomori City, Aomori, Japan

3. Meeting Agenda:

**Matters to be reported:** 1. The Business Report and Non-Consolidated Financial Statements for the Bank's 109th Fiscal Year (from April 1, 2016 to March 31, 2017)

2. Consolidated Financial Statements for the Bank's 109th Fiscal Year (from April 1, 2016 to March 31, 2017) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and

**Supervisory Committee** 

Proposals to be resolved:

**Proposal No. 1:** Appropriation of surplus **Proposal No. 2:** Consolidation of shares

Proposal No. 3: Election of nine (9) Directors (excluding Directors who are Audit and

**Supervisory Committee Members**)

## 4. Exercise of Voting Rights:

## (1) Exercise of Voting Rights by Mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Monday, June 26, 2017, Japan time.

## (2) Exercise of Voting Rights via the Internet

Please access the Bank's designated voting website (http://www.evote.jp/), use the "Login ID" and "Temporary Password" printed on the enclosed Voting Rights Exercise Form, and indicate your vote for or against the proposals following the instructions on the screen.

For details, please view the "Procedures for Exercise of Voting Rights via the Internet" on pages 49 to 50, and exercise your voting rights by 5:00 p.m. on Monday, June 26, 2017, Japan time.

## (3) Handling of Duplicate Voting

If you exercise your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, the vote placed via the Internet will be deemed valid.

If you exercise your voting rights multiple times via the Internet, the final vote will be deemed valid.

End

## Requests to the shareholders

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception upon arrival.
  - For conservation of resources, please bring this "notice of convocation" with you.
- In order to save electricity, the air conditioning at the venue will be set moderately. We would appreciate your attendance in light attire.

#### O Notice

- Of the documents that should be provided with this notice, "Non-Consolidated Statements of Changes in Net Assets" and "Notes to the Non-Consolidated Financial Statements," as well as "Consolidated Statements of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" are posted on the Bank's website (http://www.a-bank.jp/) in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank. They are therefore not included in the Appendix to this notice. Accordingly, the Non-Consolidated Financial Statements and Consolidated Financial Statements included in the Appendix to this notice are part of the Non-Consolidated Financial Statements and Consolidated Financial Statements that were audited by the Accounting Auditor and the Audit and Supervisory Committee in preparing the Accounting Audit Report and the Audit Report.
- In case revisions are required to the Business Report, the Non-Consolidated Financial Statements, Consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders, the revised information will be posted on the Bank's website (http://www.a-bank.jp/).

# **Reference Documents for the General Meeting of Shareholders**

# **Proposals and References**

## Proposal No. 1: Appropriation of surplus

The Bank's basic policy is to maintain stable dividends while striving for long-term enhancement of its business foundation. Under this policy, the Bank proposes that the surplus for the fiscal year under review be appropriated as follows.

- 1. Matters concerning year-end dividends
  - (1) Type of dividend property Cash
  - (2) Matters concerning the allotment of dividend property to shareholders and the total amount
     It is proposed that 3 yen per share of common stock be paid.
     In this case, the total amount will be 611,245,767 yen.
     As a result, including the 3 yen paid as an interim dividend, full-year dividends for the fiscal year under review will amount to 6 yen per share.
  - (3) Effective date of distribution of surplus June 28, 2017
- 2. Matters concerning the appropriation of surplus
  - (1) Item and amount of surplus to be decreased Unappropriated retained earnings 3,000,000,000 yen
  - (2) Item and amount of surplus to be increased Appropriated retained earnings 3,000,000,000 yen

## **Proposal No. 2:** Consolidation of shares

#### 1. Reason for proposal

Under the "Action Plan for Consolidating Trading Units," Japan's stock exchanges are promoting measures to standardize the trading units (the number of shares constituting one unit) of common stock of all listed domestic corporations at 100 shares.

The Bank respects this policy, and has resolved at its Board of Directors meeting held on May 12, 2017 to change the number of shares of its common stock constituting one unit from 1,000 shares to 100 shares as of October 1, 2017, subject to the approval of this Proposal.

Accordingly, to maintain the price level for each of its share trading units at a level deemed to be appropriate by Japan's stock exchanges (50,000 yen or more but less than 500,000 yen) even after the change in the trading units of shares (the number of shares constituting one unit) of common stock, as well as to keep the number of voting rights held by each shareholder unchanged, the Bank will consolidate its shares (10 shares will be consolidated into one share).

#### 2. Contents of the share consolidation

(1) Class of stock to be consolidated and consolidation ratio

Every 10 shares of common stock in the Bank will be consolidated into one share.

If any fractional shares of less than one share arise as a result of the share consolidation, the Bank will collectively dispose such fractional shares and distribute the proceeds to shareholders having fractional shares in proportion to their respective fractions pursuant to Article 235 of the Companies Act.

## (2) Effective date of share consolidation October 1, 2017

(3) Number of authorized shares as of effective date of share consolidation 29,400,000 shares

### (4) Other

The Bank requests that the method of disposal of fractional shares and other procedural requirements be entrusted to the Board of Directors

## [Reference]

Pursuant to the provisions of Article 182, Paragraph 2 and Article 195, Paragraph 1 of the Companies Act, Article 6 and Article 8 of the current Articles of Incorporation shall be deemed amended as follows without a resolution of a General Meeting of Shareholders for the partial amendments to the Articles of Incorporation.

In addition, these amendments are subject to the approval of Proposal No. 2, and shall take effect on October 1, 2017, the effective date of the share consolidation.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments			
(Number of authorized shares)	(Number of authorized shares)			
Article 6 The Bank is authorized to issue 294,000,000	Article 6 The Bank is authorized to issue <u>29,400,000</u>			
shares.	shares.			
(Number of Shares Constituting One Unit) Article 8 Number of shares constituting one unit of the Bank shall be 1,000 shares.	(Number of Shares Constituting One Unit) Article 8 Number of shares constituting one unit of the Bank shall be 100 shares.			

Note: As a result of the share consolidation, the total number of outstanding shares will decrease to one tenth of the current number. However, as there is no change in the amount of net assets, etc., the amount of net assets per share increases tenfold. Therefore, excluding other factors such as market fluctuations, there is no change in the asset value of the Bank's shares held by shareholders.

**Proposal No. 3:** Election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Accordingly, to further strengthen the management structure, the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed by increasing the number of Directors by one (1).

Additionally, as a result of deliberation of this Proposal, the Audit and Supervisory Committee determined that these candidates are qualified for the position of Director, in light of the status of their business execution and performance, etc. during the fiscal year.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions			
		Apr.	1973	Joined the Bank		
		Jun.	2003	Director / General Manager of Credit		
				Supervision Division		
	Satoshi Hamaya	Jun.	2006	Director / General Manager of General		
	(Dec. 11, 1950)			Planning Division	36,000	
		Jun.	2007	Managing Director	shares	
	Reappointment	Jun.	2009	Senior Managing Director		
		Jun.	2010	Director / Deputy President		
1		Apr.	2011	Director / President		
		Apr.	2015	Director / Chairman (current position)		

[Reason for nomination as a candidate for Director]

Mr. Satoshi Hamaya has been engaged in the management of the Bank, accumulating abundant experience and achievements. He has driven the management of the Bank as the Representative Director / President since April 2011. The Bank has nominated him as a candidate for Director in the expectation that his experience may contribute to the enhancement of the management structure through the improvement of the decision-making and supervisory functions of the Board of Directors.

		Apr.	1978	Joined the Bank	
		Jun.	2008	Executive Officer / General Manager of Credit	
				Supervision Division	
	Susumu Narita	Jun.	2010	Executive Officer / General Manager of	
	(Sep. 27, 1954)			Hirosaki Branch	54,200
	_	Apr.	2011	Executive Officer / Hirosaki Area Supervisor	shares
	Reappointment	Jun.	2011	Managing Director	
		Jun.	2014	Senior Managing Director	
2		Apr.	2015	Director / President (current position)	
				In charge of Auditing Division	

[Reason for nomination as a candidate for Director]

Mr. Susumu Narita is well versed in operations both of branches and headquarters, backed by abundant experience. He has driven the management of the Bank with precision since his assumption of office as Representative Director in June 2014, and has accumulated adequate social credibility. The Bank has nominated him as a candidate for Director in the expectation that he will fulfill his role as the chief officer in charge of management, administration and business execution.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions				
3	Reiji Tatebe (May 20, 1956) Reappointment	Apr. Apr. Jul. Jun. Jul. Oct. Jun. Jun. Jun. Jun. Jun. Jun.	2013 2015	Director / Hirosaki Area Supervisor Managing Director Senior Managing Director (current position) In charge of Business Administration Division, Corporate Banking Division and Regional Development Division	31,500 shares		
	[Reason for nomination as a candidate for Director]						

Mr. Reiji Tatebe assumed the office of Director in June 2012, and has demonstrated leadership through his supervision over the Business Administration Division, the Corporate Banking Division and the Regional Development Division in recent years. The Bank has nominated him as a candidate for Director since he possesses expertise and experience that enables the execution of a fair management and administration of a bank as well as adequate social credibility.

		Apr.	1979	Joined the Bank	
		Jun.	2001	General Manager of Namiuchi Branch	
		Jun.	2003	General Manager of Tokyo Liaison Office	
		Jul.	2006	General Manager of Towada Branch	
		Jun.	2008	General Manager of Shinmachi Branch	
		Jun.	2010	General Manager of Auditing Division	
	Fumitaka Demachi	Apr.	2011	Executive Officer / General Manager of Head	
				Office	22 400
	(Dec. 9, 1956)	Jun.	2013	Director / General Manager of General	32,400 shares
	Reappointment			Planning Division	snares
	кеарропшиенц	Jun.	2014	Managing Director / Aomori Area Supervisor	
		Jun.	2016	Managing Director / Executive General	
4				Manager of Regional Headquarters (Aomori	
				Area) (current position)	
				In charge of Tokyo Liaison Office, General	
				Planning Division and Treasury and	
				International Division	

[Reason for nomination as a candidate for Director]

Mr. Fumitaka Demachi has served in many important positions such as General Manager of Tokyo Liaison Office, General Manager of Auditing Division and Executive Officer / General Manager of Head Office. He has strived for the Bank as its officer since his assumption of office as Director / General Manager of General Planning Division in June 2013. The Bank has nominated him as a candidate for Director since he has experienced a wide range of fields and is gifted with a balanced business capability.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions			
5	Akihiro Kawamura (Sep. 11, 1957)  Reappointment	Apr. Apr. Apr. Jan. Jun. Apr. Jun. Jun. Jun. Jun.	1981 2005 2007 2008 2009 2011 2012 2013 2015	Joined the Bank General Manager of Minato Branch General Manager of General Planning Division and General Manager of Public Relations Office General Manager of Personal Banking Division General Manager of General Planning Division Executive Officer / General Manager of Business Administration Division Executive Officer / General Manager of Credit Supervision Division Director / Hirosaki Area Supervisor Managing Director (current position) In charge of Risk Administration Division, Credit Supervision Division, System Development Division and Operations Administration Division	held 32,400 shares	

[Reason for nomination as a candidate for Director]

Mr. Akihiro Kawamura has served in many important positions such as General Manager of Personal Banking Division, General Manager of General Planning Division, General Manager of Business Administration Division and General Manager of Credit Supervision Division. He assumed the office of Director in June 2013 and has demonstrated superior leadership through his supervision over four headquarters divisions in recent years. The Bank has nominated him as a candidate for Director as a person capable of contributing to its business development.

		Apr.	1981	Joined the Bank	
		Mar.	2001	General Manager of Ishie Branch	
		Dec.	2002	Credit Supervisor of Credit Supervision	
		Dec.	2002	Division	
		Jul.	2004	General Manager of Corporate Support Office,	
		0 011	_00.	Credit Supervision Division	
		Jul.	2007	General Manager of Hakodate Branch	
	TT'. 1'. TD 1 1'	Jul.	2009	General Manager of Misawa Branch	
	Hitoshi Takeuchi	Apr.	2011	General Manager of Hachinohe Branch	27.700
	(Jul. 5, 1957)	Jun.	2012	Executive Officer / Hachinohe Area	27,700
	Reappointment			Supervisor	shares
	кеарропшненц	Jun.	2014	Director / Hachinohe Area Supervisor	
6		Jun.	2015	Managing Director	
0		Jun.	2016	Managing Director / Executive General	
				Manager of Regional Headquarters	
				(Seihokugo, Kamitousan and Shimokita Area)	
				(current position)	
				In charge of Personnel Division and General	
				Affairs Division	

[Reason for nomination as a candidate for Director]

Mr. Hitoshi Takeuchi is well versed in operations in general and possesses adequate expertise through his achievements from serving as General Manager of four branches. He assumed the office of Director in June 2014 and has supervised the Personnel Division and the General Affairs Division in recent years. The Bank has nominated him as a candidate for Director since he has accumulated adequate social credibility as an executive.

No.	Name (Date of birth)			er summary, positions, responsibilities, nd significant concurrent positions	Number of shares of the Bank		
			1000		held		
		Apr.	1983	Joined the Bank			
		Apr.	2004	General Manager of Matsuzonocho Branch			
		Oct.	2009				
	Tomohiko Sasaki	Jun.	2011	,			
	(Apr. 25, 1960)			Division	16,000		
		Jun.	2012		shares		
7	Reappointment	Jun.	2014	Executive Officer / General Manager of			
				General Planning Division			
		Jun.	2015	Director / General Manager of General			
				Planning Division (current position)			
	[Reason for nomination as a candidate for Director]						
	Mr. Tomohiko Sasaki has served as General Manager of three branches, General Manager of two						
	headquarters divisions, and assumed the office of Director in June 2015. Based on his balanced						
	qualities as an executive, the Bank has nominated him as a candidate for Director in the expectation						
	_			ecision-making as Director.	•		
		Apr.	1984				
		Jun.	2005	General Manager of Oominato Branch			
		Jun.	2008				
		Nov.	2009	General Manager of Minato Branch and			
				Honchou Branch			
	TZ 1. T 1.1	Apr.	2010	General Manager of Personnel Division			
	Keitaro Ishikawa	Apr.	2011	General Manager of General Planning Division	10.600		
	(Apr. 26, 1961)	Jun.	2013		19,000		
	<b>D</b> : ( )	Jun.	2014	Executive Officer / General Manager of Head	shares		
	Reappointment			Office			
8		Jun.	2015	Executive Officer / General Manager of			
0		1		5 ·	I		

[Reason for nomination as a candidate for Director]

Jun.

Mr. Keitaro Ishikawa has served as General Manager of three branches, General Manager of three headquarters divisions, and assumed the office of Director in June 2016. He has supervised Hirosaki Area in recent years as Executive General Manager of Regional Headquarters. The Bank has nominated him as a candidate for Director in the belief that he is a person capable of adequately contributing to its business development.

(current position)

**Business Administration Division** 

Director / Executive General Manager of Regional Headquarters (Hirosaki Area)

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions			
9	Satoru Ishibashi (May 5, 1959) New candidate	Apr. Jul. Dec. Apr. Nov. Apr. Jun. Apr. Jun. Jun.	<ul><li>2015</li><li>2015</li></ul>	Honchou Branch General Manager of Minato Branch	25,100 shares	

[Reason for nomination as a candidate for Director]

Mr. Satoru Ishibashi has served as General Manager of four branches and is well versed in operations in general. He assumed the office of Executive Officer in April 2015 and has supervised Hachinohe Area in recent years as Executive General Manager of Regional Headquarters. The Bank has nominated him as a candidate for Director in the expectation that he will help enhance the management structure of the Bank.

(Note) There is no special interest relationship between each candidate for Director and the Bank.

End