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(Securities Code: 8342)
June 4, 2018

To Shareholders with Voting Rights:

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

NOTICE OF CONVOCAION OF THE 110TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 110th 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 25, 2018, Japan time.

- 1. Date and Time:** Tuesday, June 26, 2018 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 110th Fiscal Year (from April 1, 2017 to March 31, 2018)
 2. Consolidated Financial Statements for the Bank’s 110th Fiscal Year (from April 1, 2017 to March 31, 2018) 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:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of four (4) Directors who are Audit and Supervisory Committee Members
- Proposal No. 5:** Determination of amount and content of performance-linked stock compensation, etc. for Directors, etc.

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 25, 2018, Japan time.

(2) Exercise of Voting Rights via the Internet

Please access the Bank's designated voting website (<https://evote.tr.mufg.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 53 to 54, and exercise your voting rights by 5:00 p.m. on Monday, June 25, 2018, Japan time.(Japanese only)

(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

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#### ◎ 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.

#### ◎ Notice

- Of the documents that should be provided with this notice, "Matters related to Share Acquisition Rights, etc. of the Bank" in the Business Report, "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 documents 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 in preparing the Accounting Audit Report, and part of the Business Report, the Non-Consolidated Financial Statements and Consolidated Financial Statements that were audited by the Audit and Supervisory Committee in preparing the Audit Report
- In case revisions are required to the Reference Documents for the General Meeting of Shareholders, the Business Report, and the Non-Consolidated Financial Statements, Consolidated Financial Statements, 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 30 yen per share of common stock be paid, and that the total amount be 611,196,180 yen.

Furthermore, effective October 1, 2017, the Bank conducted a share consolidation with 10 shares of common stock consolidated into 1 share. In the fiscal year under review, the Bank paid an interim dividend of 3 yen per share with a record date of September 30, 2017, prior to the share consolidation, and therefore, after conversion to a post-share consolidation basis, full-year dividends for the fiscal year under review will be equivalent to 60 yen per share, including an interim dividend of 30 yen and a year-end dividend of 30 yen.

(3) Effective date of distribution of surplus

June 27, 2018

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:** Partial Amendments to the Articles of Incorporation

1. Reason for proposal

In order to further enhance corporate governance systems, and further improve corporate value, the Bank has decided to strengthen the decision-making and supervisory functions of the Board of Directors by introducing a System of Executive Officers with Special Titles, thereby further separating the “supervision” and “execution” of management.

In line with the above, Directors concurrently engaged in business execution shall become Executive Officers, and therefore the Bank shall amend Article 28 of the current Articles of Incorporation to provide adaptability and flexibility when electing Directors with Special Titles, by amending where the current Articles of Incorporation state that the Board of Directors “shall elect” Managing Directors to “may elect.”

2. Contents of the amendments

The contents of the amendments are as follows.

In addition, these amendments shall take effect at the conclusion of this meeting.

(Amended parts are underlined.)

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Proposed Amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(Representative Director and Directors with Special Titles)<br/>                     Article 28 The Board of Directors shall elect one or more Representative Directors by resolution.</p> <p>2. The Board of Directors shall elect 1 Director / President <u>and a small number of Managing Directors</u> by resolution. Furthermore, the Board of Directors may elect 1 Director / Chairman and a small number of Director / Deputy Presidents <u>and/or</u> Senior Managing Directors, <u>depending on operational circumstances</u>.</p> <p>3. The Director / President shall represent the Bank.</p> | <p>(Representative Director and Directors with Special Titles)<br/>                     Article 28 The Board of Directors shall elect one or more Representative Directors <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by resolution.</p> <p>2. The Board of Directors shall elect 1 Director / President <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by resolution. Furthermore, the Board of Directors may elect 1 Director / Chairman and a small number of Director / Deputy Presidents, Senior Managing Directors, <u>and/or Managing Directors</u>.</p> <p>3. (Unchanged)</p> |

**Proposal No. 3:** Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting.

In order to strengthen the supervisory function of Directors and further clarify the system of business execution by Executive Officers, the Bank shall introduce a System of Executive Officers with Special Titles. Accordingly, the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members), including one (1) Outside Director is proposed

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.

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

| No. | Candidate name   | Current position at the Bank                                                   | Attendance at meetings of the Board of Directors |
|-----|------------------|--------------------------------------------------------------------------------|--------------------------------------------------|
| 1   | Satoshi Hamaya   | Director / Chairman<br>(Representative Director)<br><u>Reappointment</u>       | 17 / 17<br>(100%)                                |
| 2   | Susumu Narita    | Director / President<br>(Representative Director)<br><u>Reappointment</u>      | 17 / 17<br>(100%)                                |
| 3   | Akihiro Kawamura | Managing Director<br><u>Reappointment</u>                                      | 16 / 17<br>(94%)                                 |
| 4   | Hitoshi Takeuchi | Managing Director<br><u>Reappointment</u>                                      | 14 / 17<br>(82%)                                 |
| 5   | Naotake Atsumi   | <u>New candidate</u><br><u>Outside Director</u><br><u>Independent Director</u> | —                                                |

| No. | Name<br>(Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                      | Number of<br>shares of<br>the Bank<br>held |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1   | Satoshi Hamaya<br>(Dec. 11, 1950)<br><br><u>Reappointment</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Apr. 1973 Joined the Bank<br>Jun. 2003 Director / General Manager of Credit<br>Supervision Division<br>Jun. 2006 Director / General Manager of General<br>Planning Division<br>Jun. 2007 Managing Director<br>Jun. 2009 Senior Managing Director<br>Jun. 2010 Director / Deputy President<br>Apr. 2011 Director / President<br>Apr. 2015 Director / Chairman (current position)                           | 3,800<br>shares                            |
|     | [Reason for nomination as a candidate for Director]<br>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.    |                                                                                                                                                                                                                                                                                                                                                                                                           |                                            |
| 2   | Susumu Narita<br>(Sep. 27, 1954)<br><br><u>Reappointment</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Apr. 1978 Joined the Bank<br>Jun. 2008 Executive Officer / General Manager of Credit<br>Supervision Division<br>Jun. 2010 Executive Officer / General Manager of<br>Hirosaki Branch<br>Apr. 2011 Executive Officer / Hirosaki Area Supervisor<br>Jun. 2011 Managing Director<br>Jun. 2014 Senior Managing Director<br>Apr. 2015 Director / President (current position)<br>In charge of Auditing Division | 5,520<br>shares                            |
|     | [Reason for nomination as a candidate for Director]<br>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<br>(Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Number of<br>shares of<br>the Bank<br>held |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 3   | Akihiro Kawamura<br>(Sep. 11, 1957)<br><br><u>Reappointment</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Apr. 1981 Joined the Bank<br>Apr. 2005 General Manager of Minato Branch<br>Apr. 2007 General Manager of General Planning<br>Division and General Manager of Public<br>Relations Office<br>Jan. 2008 General Manager of Personal Banking<br>Division<br>Jun. 2009 General Manager of General Planning<br>Division<br>Apr. 2011 Executive Officer / General Manager of<br>Business Administration Division<br>Jun. 2012 Executive Officer / General Manager of<br>Credit Supervision Division<br>Jun. 2013 Director / Hirosaki Area Supervisor<br>Jun. 2015 Managing Director (current position)<br>In charge of Tokyo Liaison Office, General<br>Planning Division, and System Development<br>Division                                                                                                                         | 3,440<br>shares                            |
|     | <p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Akihiro Kawamura has served as General Manager of four headquarters divisions, including General Manager of the General Planning Division. He assumed the office of Director in June 2013 and has demonstrated superior leadership through his supervision over three 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.</p>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                            |
| 4   | Hitoshi Takeuchi<br>(Jul. 5, 1957)<br><br><u>Reappointment</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Apr. 1981 Joined the Bank<br>Mar. 2001 General Manager of Ishie Branch<br>Dec. 2002 Credit Supervisor of Credit Supervision<br>Division<br>Jul. 2004 General Manager of Corporate Support Office,<br>Credit Supervision Division<br>Jul. 2007 General Manager of Hakodate Branch<br>Jul. 2009 General Manager of Misawa Branch<br>Apr. 2011 General Manager of Hachinohe Branch<br>Jun. 2012 Executive Officer / Hachinohe Area<br>Supervisor<br>Jun. 2014 Director / Hachinohe Area Supervisor<br>Jun. 2015 Managing Director<br>Jun. 2016 Managing Director / Executive General<br>Manager of Regional Headquarters<br>(Seihokugo, Kamitousan and Shimokita Area)<br>Jun. 2017 Managing Director (current position)<br>In charge of Business Administration Division,<br>Personnel Division and General Affairs<br>Division | 2,970<br>shares                            |
|     | <p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Hitoshi Takeuchi has is well versed in operations in general and possesses adequate expertise from serving as General Manager of four branches, including General Manager of Hachinohe Branch. He assumed the office of Director in June 2014 and has supervised three headquarters divisions in recent years. The Bank has nominated him as a candidate for Director since he has accumulated adequate social credibility as an executive.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Name<br>(Date of birth)                                                                                                        | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Number of<br>shares of<br>the Bank<br>held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Naotake Atsumi<br>(Jun. 6, 1945)<br><br><u>New candidate</u><br><br><u>Outside Director</u><br><br><u>Independent Director</u> | Apr. 1968 Joined Nippon Aluminum Corporation<br>Nov. 1984 Joined Sumitomo Business Consulting Co.,<br>Ltd.<br>Apr. 1989 General Manager and Chief Consultant of<br>Osaka Consultant Division III, Sumitomo<br>Business Consulting Co., Ltd.<br>Apr. 1995 General Manager and Chief Researcher of<br>Marketing Strategy Division, Research<br>Business Headquarters, The Japan Research<br>Institute, Limited<br>Jul. 2005 Partner and Chief Researcher of Integrated<br>Research Division, The Japan Research<br>Institute, Limited<br>Apr. 2013 Representative of Anz Consulting (current<br>position) | 300<br>shares                              |
| <p>[Reason for nomination as a candidate for Outside Director]</p> <p>Mr. Naotake Atsumi has accumulated a high level of expertise in areas such as management strategy and marketing strategy as a management consultant. The Bank has nominated him as a candidate for Outside Director in the expectation that his knowledge and experience may contribute to further enhancement of the decision-making and supervisory functions of the Board of Directors.</p> <p>Furthermore, Mr. Atsumi does not have experience of participating directly in corporate management, but based on the above reasons, the Bank has judged that he will be able to appropriately execute his duties as Outside Director.</p> |                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                            |

- (Notes) 1. There is no special interest relationship between each candidate for Director and the Bank.
2. Mr. Naotake Atsumi is a candidate for Outside Director.
3. If the election of Mr. Naotake Atsumi is approved, the Bank intends to register him as an Independent Director with the Tokyo Stock Exchange as set forth in the regulations of the Exchange, and for him to become a new Independent Director.
4. Liability limitation agreement with Directors
- If the election of Mr. Naotake Atsumi is approved, the Bank intends to enter into an agreement with him to limit his liability pursuant to Article 427, paragraph (1) of the Companies Act. An overview of the content of the liability limitation agreement is as follows:
- In the event that a Director is liable for damages to the Bank owing to failure to perform his or her duties, his or her liability shall be limited to the total amount provided for in each item of Article 425, paragraph (1) of the Companies Act.
  - The aforementioned limitation of liability shall only be recognized in cases when the performance of duties by the Director that is the cause of the liability is done so in good faith and without serious negligence.



**Proposal No. 4:** Election of four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. Accordingly, the election of four (4) Directors who are Audit and Supervisory Committee Members is proposed.

Additionally, the Audit and Supervisory Committee has given their consent to this Proposal.

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

| No. | Candidate name      | Current position in the Bank                                                                                                         | Attendance at meetings of the Board of Directors |
|-----|---------------------|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|
| 1   | Katsuhiko Ogasawara | Executive Officer<br>General Manager of Personnel Division<br><u>New candidate</u>                                                   | —                                                |
| 2   | Norihisa Ishida     | Director<br>Audit and Supervisory Committee Member<br><u>Reappointment</u><br><u>Outside Director</u><br><u>Independent Director</u> | 17 / 17<br>(100%)                                |
| 3   | Toshisada Kushibiki | Director<br>Audit and Supervisory Committee Member<br><u>Reappointment</u><br><u>Outside Director</u><br><u>Independent Director</u> | 13 / 17<br>(76%)                                 |
| 4*  | Mie Ishida          | <u>New candidate</u><br><u>Outside Director</u><br><u>Independent Director</u>                                                       | —                                                |

\*Female candidate for Director.

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Name<br>(Date of birth)                                                                                                          | Career summary, positions, responsibilities,<br>and significant concurrent positions | Number of<br>shares of<br>the Bank<br>held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Katsuhiro Ogasawara<br>(Aug. 23, 1961)<br><br><u>New candidate</u>                                                               | Apr. 1985 Joined the Bank                                                            | 1,800<br>shares                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                  | Apr. 2006 General Manager of Rokkasho Branch                                         |                                            |
| Jun. 2008 Deputy General Manager of Treasury and International Division                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                  |                                                                                      |                                            |
| Apr. 2010 General Manager of Risk Administration Division                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                  |                                                                                      |                                            |
| Jul. 2011 General Manager of Shinmachi Branch                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                  |                                                                                      |                                            |
| Apr. 2013 General Manager of General Affairs Division                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                  |                                                                                      |                                            |
| Jun. 2015 Executive Officer / General Manager of Personnel Division (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                  |                                                                                      |                                            |
| [Reason for nomination as a candidate for Director]<br>Mr. Katsuhiro Ogasawara is well versed in banking operations in general and possesses abundant expertise and broad knowledge from serving as General Manager of two branches and three headquarters divisions. The Bank has nominated him as a candidate for Director in the expectation that he will help enhance the auditing and supervisory functions of the Bank.                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                  |                                                                                      |                                            |
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Norihisa Ishida<br>(Oct. 11, 1953)<br><br><u>Reappointment</u><br><br><u>Outside Director</u><br><br><u>Independent Director</u> | Apr. 1978 Joined Asahi Mutual Life Insurance Company                                 | 500<br>shares                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                  | Oct. 1982 General Manager of Enterprise Division, Aomori Tanaka Educational Academy  |                                            |
| Apr. 1998 Professor, Aomori Chuo Junior College (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                  |                                                                                      |                                            |
| Nov. 2007 Chairman of Aomori Tanaka Educational Academy (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                  |                                                                                      |                                            |
| Nov. 2007 Chairman of Chuoufukusikai, Social Welfare Corporation (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                  |                                                                                      |                                            |
| Dec. 2010 Representative Director and Chairman of Aomori Shinseikatsu Gojokai Co., Ltd. (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                  |                                                                                      |                                            |
| Nov. 2013 Vice Chairman of Aomori Chamber of Commerce and Industry (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                  |                                                                                      |                                            |
| Jun. 2015 Director of the Bank                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                  |                                                                                      |                                            |
| Jun. 2016 Director / Audit and Supervisory Committee Member (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                  |                                                                                      |                                            |
| [Reason for nomination as a candidate for Outside Director]<br>Mr. Norihisa Ishida is Chairman of Aomori Tanaka Educational Academy, and has abundant experience as manager of an educational institution. In addition, he also has achievements as a Director of the Bank. The Bank has nominated him as a candidate for Outside Director as his high level of knowledge based on his abundant record of achievements will contribute to further strengthening functions of the Board of Directors.<br>Furthermore, Mr. Ishida's period in office as Outside Director of the Bank will be three (3) years at the conclusion of this meeting, and his period in office as Outside Director (Audit and Supervisory Committee Member) of the Bank will be two (2) years at the conclusion of this meeting. |                                                                                                                                  |                                                                                      |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Name<br>(Date of birth)                                                                                                             | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                              | Number of<br>shares of<br>the Bank<br>held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Toshisada Kushibiki<br>(Sep. 3, 1952)<br><br><u>Reappointment</u><br><br><u>Outside Director</u><br><br><u>Independent Director</u> | Apr. 1977 Joined Yamanouchi Co., Ltd.<br>Apr. 1979 Joined Nakagawa Yasu Co., Ltd.<br>Apr. 1985 Joined kanesyoun Co., Inc.<br>May 1995 Representative Director and President of<br>kanesyoun Co., Inc. (current position)<br>May 2002 Chairman of Aomori Prefecture Brewed Food<br>Industry Cooperative (current position)<br>Dec. 2002 Chairman of Aomori Prefecture Public Safety<br>Commission<br>Jun. 2016 Director / Audit and Supervisory Committee<br>Member of the Bank (current position) | 300<br>shares                              |
| <p>[Reason for nomination as a candidate for Outside Director]</p> <p>Mr. Toshisada Kushibiki is Representative Director and President of kanesyoun Co., Inc., and has abundant experience as a corporate manager. He also has sufficient social credibility, including having served as Chairman of Aomori Prefecture Public Safety Commission in the past. The Bank has nominated him as a candidate for Outside Director as he will contribute to enhancing the governance of the Bank.</p> <p>Furthermore, Mr. Kushibiki's period in office as Outside Director (Audit and Supervisory Committee Member) of the Bank will be two (2) years at the conclusion of this meeting.</p>                                                                                         |                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                            |
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Mie Ishida<br>(Apr. 25, 1975)<br><br><u>New candidate</u><br><br><u>Outside Director</u><br><br><u>Independent Director</u>         | Sep. 2008 Registered as an attorney<br>Sep. 2008 Joined Ishida Law Office (current position)                                                                                                                                                                                                                                                                                                                                                                                                      | 0<br>shares                                |
| <p>[Reason for nomination as a candidate for Outside Director]</p> <p>Ms. Mie Ishida has a high level of knowledge and expertise regarding law as an attorney. The Bank has nominated her as a candidate for Outside Director based on the judgment that she may be expected to enhance the effectiveness of the decision-making function and the supervisory function of the Board of Directors from a standpoint independent of management, and thereby improve the corporate value of the Bank over the medium- to long-term.</p> <p>Furthermore, Ms. Ishida does not have experience of participating directly in corporate management, but based on the above reasons, the Bank has judged she will be able to appropriately execute her duties as Outside Director.</p> |                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                            |

- (Notes) 1. There are transactions, including lending, between the Bank and Aomori Shinseikatsu Gokukai Co., Ltd., where candidate for Director Mr. Norihisa Ishida serves as Representative Director and Chairman, and Aomori Chamber of Commerce and Industry, where he serves as Vice Chairman.  
There are transactions, including lending, between the Bank and kanesyoun Co., Inc., where candidate for Director Mr. Toshisada Kushibiki serves as Representative Director and President. Other than the above, there are no special interest relationships between each candidate for Director and the Bank.
- Mr. Norihisa Ishida, Mr. Toshisada Kushibiki, and Ms. Mie Ishida are candidates for Outside Director.
  - The Bank has registered Mr. Norihisa Ishida and Mr. Toshisada Kushibiki as Independent Directors with the Tokyo Stock Exchange as set forth in the regulations of the Exchange, and if their election is approved, intends for them to continue as Independent Directors. In addition, if the election of Ms. Mie Ishida is approved, the Bank intends for her to become a new Independent Director.
  - Liability limitation agreement with Directors

The Bank has entered into an agreement with Mr. Norihisa Ishida and Mr. Toshisada Kushibiki to limit their liability pursuant to Article 427, paragraph (1) of the Companies Act, and if the elections of Mr. Norihisa Ishida, Mr. Toshisada Kushibiki, and Ms. Mie Ishida are approved, the Bank intends to continue the agreement with Mr. Norihisa Ishida and Mr. Toshisada Kushibiki, and enter into a similar agreement with Ms. Mie Ishida.

An overview of the content of the liability limitation agreement is as follows:

- In the event that a Director is liable for damages to the Bank owing to failure to perform his or her duties, his or her liability shall be limited to the total amount provided for in each item of Article 425, paragraph (1) of the Companies Act.
- The aforementioned limitation of liability shall only be recognized in cases when the performance of duties by the Director that is the cause of the liability is done so in good faith and without serious negligence.

**Proposal No. 5: Determination of amount and content of performance-linked stock compensation, etc. for Directors, etc.**

1. Reason for proposal and reason the compensation is appropriate

Compensation for Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members, Outside Directors, and non-residents of Japan; the same applies hereinafter in this Proposal) consists of “basic compensation,” “bonuses,” and “stock compensation-type stock options,” but the Bank proposes the introduction of a new performance-linked stock compensation plan (the “Plan”), whereby shares of the Bank will be delivered to Directors and Executive Officers of the Bank (excluding non-residents of Japan; together with Directors, hereinafter referred to as “Directors, etc.”) according to position, the level of achievement of business performance targets, and other factors, to replace the stock compensation-type stock options.

The objective of the introduction of the Plan is to further clarify the link between the compensation of Directors, etc., the business performance of the Bank, and the share price, and to enhance the awareness of Directors, etc. of contributing to improving business performance over the medium- to long-term and increasing corporate value, and therefore the Bank believes the introduction of the Plan is appropriate.

Furthermore, the Audit and Supervisory Committee has considered this Proposal, and has judged that the amount of compensation and the content thereof are justified, taking into consideration the facts of its implementation, and other factors.

In this Proposal, the Bank proposes that stock compensation be paid to Directors, etc. separately from the maximum compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) approved at the 108th Annual General Meeting of Shareholders held on June 23, 2016 (within 216 million yen per year; however, this excludes the portion of salary as an employee for Directors concurrently serving as employees).

The number of Directors of the Bank eligible for the Plan will be four (4) Directors, if Proposal No. 3 “Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)” is approved as originally proposed. In addition, the number of Executive Officers not concurrently serving as Directors who will be eligible for the Plan will be nine (9).

Furthermore, as described above, Executive Officers are also eligible for the Plan, and compensation based on the Plan includes compensation for Executive Officers, but in this Proposal, the Bank is proposing an amount and content of compensation, etc. for Directors, etc. in regard to compensation based on the Plan as a whole, taking into consideration the fact that these Executive Officers may be newly appointed as Directors during the period covered by the Plan.

In addition, contingent upon the approval of this Proposal, the Bank shall discontinue the stock compensation-type stock options approved at the 108th Annual General Meeting of Shareholders held on June 23, 2016, and shall not grant any new share acquisition rights as stock compensation-type stock options, while stock compensation-type stock options that have already been granted to Directors, etc. eligible for the Plan and remain unexercised shall be waived by those Directors, etc., and a number of points equivalent to the number of shares underlying the waived share acquisition rights shall be granted under the Plan, as a measure for transitioning from the stock compensation-type stock options.

If this Proposal is approved as originally proposed, the future compensation structure of Directors, etc. of the Bank will consist of “basic compensation,” “bonuses,” and “performance-linked stock compensation.”

2. Amount and content, etc. of compensation, etc. under the Plan

(1) Outline of the Plan

The Plan is a stock compensation plan under which shares of the Bank will be acquired through a trust using the amount of compensation for Directors, etc. contributed by the Bank as funds, and shares of the Bank and money equivalent to the converted value of shares of the Bank (“Bank Shares, etc.”) will be delivered or paid (“Delivery(ed), etc.”) to Directors, etc. (See (2) and further for details.)

|                                                                                |                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) Persons eligible for the Delivery, etc. of Bank Shares, etc. under the Plan | <ul style="list-style-type: none"> <li>• Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members, Outside Directors, and non-residents of Japan)</li> <li>• Executive Officers of the Bank (excluding non-residents of Japan)</li> </ul> |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2) Impact of the shares of the Bank subject to the Plan on the number of outstanding shares of the Bank                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Maximum amount of money to be contributed by the Bank (as stated in (2) below)                                                                           | <ul style="list-style-type: none"> <li>• Total of 195 million yen for three (3) fiscal years</li> <li>• However, for the target period starting from this fiscal year, in addition to a total of up to 260 million yen to cover four (4) fiscal years, up to 332 million yen shall also be separately contributed, as a measure for transitioning from the stock compensation-type stock options.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Method of acquisition (as stated in (2) below) and maximum number of Bank Shares, etc. to be Delivered, etc. to Directors, etc. (as stated in (3) below) | <ul style="list-style-type: none"> <li>• Shares of the Bank will be acquired from the stock market or the Bank (disposal of treasury stock) (as the trust to be established in this fiscal year shall acquire shares of the Bank from the stock market, dilution will not occur).</li> <li>• The maximum total number of points to be granted to Directors, etc. in a single fiscal year shall be 30,000 points.</li> <li>• The ratio of the number of shares equivalent to the maximum total number of points to be granted to Directors, etc. in a single fiscal year to the number of outstanding shares (as of March 31, 2018; excluding treasury stock) is approximately 0.1%.</li> <li>• However, in this fiscal year, up to 55,460 points shall be separately granted, as a measure for transitioning from the stock compensation-type stock options.</li> </ul> |

|                                                                                     |                                                                                                                                                                         |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3) Contents of business performance achievement conditions (as stated in (3) below) | <ul style="list-style-type: none"> <li>• Varies according to the level of achievement of business performance targets in each fiscal year (net income, etc.)</li> </ul> |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                           |                                                                                                                                                                       |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4) Timing of Delivery, etc. of Bank Shares, etc. (as stated in (4) below) | <ul style="list-style-type: none"> <li>• Upon resignation or retirement of Directors, etc. (in the event that a Director, etc. dies, at the time of death)</li> </ul> |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|

(2) Maximum amount of money to be contributed by the Bank

The Plan will cover three (3) consecutive fiscal years (the “Target Period”). However, the initial Plan starting from this fiscal year shall cover a period of four (4) fiscal years (the “Initial Target Period”), consisting of the fiscal year ending March 31, 2019, which is the remaining period of the current medium-term business plan, and the period from the fiscal year ending March 31, 2020 until the fiscal year ending March 31, 2022, which is the period covered by the next medium-term business plan, and in the event that an extension to the trust period is conducted as described in paragraph 4 of this item (2), it shall cover the subsequent consecutive three (3) fiscal years.

The Bank will contribute money up to a maximum amount of 195 million yen as compensation for Directors, etc. of the Bank for each Target Period, and will establish a trust (the “Trust”), with a trust period of three (3) years (including extensions of the trust period as stated below; the same applies hereinafter), with Directors, etc. who satisfy the beneficiary requirements as beneficiaries. However, as the Initial Target Period covers four (4) fiscal years, as described above, the Bank shall contribute a total of up to 260 million yen, in addition to up to 332 million yen as funds to acquire shares in relation to points granted as a measure for transitioning from stock compensation-type stock options, as compensation for Directors, etc. of the Bank, and thereby establish the Trust.

In accordance with the directions of the trust administrator, the Trust will acquire shares of the Bank from the stock market or the Bank (disposal of treasury stock) using entrusted money as funds (the Trust to be established in this fiscal year shall acquire shares of the Bank from the stock market). The Bank will grant points (as described in (3) below) to Directors, etc. during the trust period and the Trust will Deliver, etc. Bank Shares, etc. from the Trust.

At the expiration of the trust period of the Trust, the Trust may be continued by making amendments to the trust agreement and additional entrustments instead of establishing a new trust. In this case, the trust period of the Trust shall be extended by three (3) fiscal years, and thus the Target Period shall be the three (3) fiscal years following the extension of the trust period. For each extended trust period, the Bank shall make additional contributions of up to 195 million yen, and shall continue granting points to Directors, etc. during the extended trust period, while the Trust shall continue to Deliver, etc. Bank Shares, etc. during the extended trust period.

However, when such additional contributions are made, if there are shares of the Bank (excluding shares of the Bank corresponding to the points granted to Directors, etc. that have yet to be Delivered, etc.) and money (“Residual Shares, etc.”) remaining in the trust assets on the final day of the trust period prior to extension, the sum of the monetary amount of Residual Shares, etc. and the trust money to be additionally contributed by the Bank shall be within the limit of 195 million yen.

In addition, if there are Directors, etc. who may satisfy the beneficiary requirements in office when the trust period expires, new points shall not subsequently be granted to Directors, etc., but the trust period of the Trust shall be extended, only for a certain period until Delivery, etc. of Bank Shares, etc. to these Directors, etc. is complete.

(3) Method of calculating the number of Bank Shares, etc. to be Delivered, etc. to Directors, etc. and the maximum number thereof

At a prescribed time after the end of each fiscal year during the trust period, Directors, etc. will be granted “fixed points,” corresponding to the position of Directors, etc. and “performance-linked points,” which will fluctuate according to the level of achievement of business performance targets of the Bank in each fiscal year.

In addition, under the Plan, a number of points equivalent to the number of shares underlying waived share acquisition rights shall be granted to Directors, etc. who have waived share acquisition rights in line with the introduction of the Plan, immediately after the Plan begins, as a measure for transitioning from the stock compensation-type stock options.

The points granted shall accumulate each year, and a number of Bank Shares, etc. shall be Delivered, etc. when Directors, etc. retire or resign, in accordance with the number of points accumulated (the “Accumulated Points”).

Furthermore, one (1) point shall equal one (1) share of the Bank. However, in the event that circumstances arise during the trust period whereby an adjustment to the points is deemed fair, such as a share split, consolidation of shares, etc., the number of shares of the Bank per point shall be adjusted in accordance with the split ratio, consolidation ratio, etc.

The maximum total number of points to be granted to Directors, etc. of the Bank in a single fiscal year shall be 30,000 points. Historical share prices and other factors have been referred to when

establishing this maximum total number of points, taking into consideration the maximum amount of money to be entrusted in the above item (2). However, separately from this total number of points to be granted in a single fiscal year, up to 55,460 points shall be granted to Directors, etc. of the Bank in this fiscal year, as a measure for transitioning from the stock compensation-type stock options.

(4) Timing of Delivery, etc. of Bank Shares, etc. to Directors, etc.

Delivery, etc. of a number of Bank Shares, etc. calculated based on (3) above will be made to Directors, etc., who satisfy the beneficiary requirements, at the time of their resignation or retirement. At this time, these Directors, etc. will receive Delivery, etc. of a number of shares of the Bank equivalent to 70% of the Accumulated Points (shares less than one unit will be rounded down), and will receive payment of money equivalent to the converted value of any remaining shares after conversion within the Trust.

Furthermore, if a Director, etc. dies during the trust period, their heir shall receive payment of money equivalent to the converted value of all shares of the Bank corresponding to the Accumulated Points at that time, after conversion within the Trust. In addition, if a Director, etc. becomes a resident of a foreign country during the trust period, they shall receive payment of money equivalent to the converted value of all shares of the Bank corresponding to the Accumulated Points at that time, after conversion within the Trust.

(5) Voting rights for shares of the Bank within the Trust

To ensure neutrality toward management, voting rights for shares of the Bank within the Trust shall not be exercised during the trust period

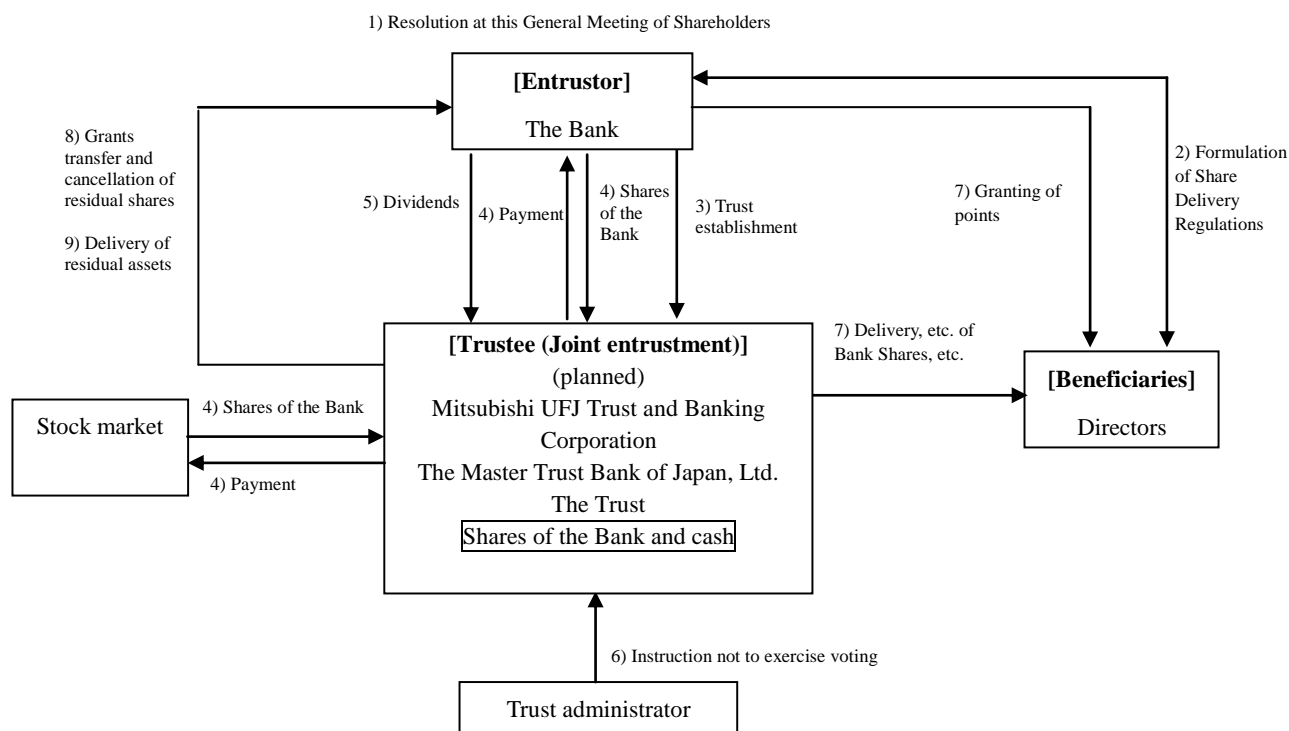
(6) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors each time the Trust is established, amendments are made to the trust agreement, and additional contributions to the Trust are made.

Furthermore, for details of the Plan, please refer to “Discontinuation of ‘Stock Compensation-type Stock Option Plan’ and Introduction of ‘Performance-linked Stock Compensation Plan’” dated May 15, 2018.(Japanese only)



(Reference) Extract from press release dated May 15, 2018  
 [Overview of the Plan]



- 1) The Bank will receive approval on the introduction of the Plan by resolution at this General Meeting of Shareholders.
- 2) At a meeting of the Board of Directors, the Bank will formulate the Share Delivery Regulations with regard to the content of the Plan.
- 3) The Bank will entrust money as funds for compensation for Directors, etc. of the Bank within the range approved by resolution at this General Meeting of Shareholders in 1), and establish the Trust with Directors, etc. of the Bank who satisfy the beneficiary requirements as the beneficiaries.
- 4) In accordance with the directions of the trust administrator, the Trust will acquire shares of the Bank from the stock market using entrusted money in 3) as funds. (If the trust period is extended, the Trust shall acquire shares of the Bank from the stock market or from the Bank (disposal of treasury stock).) The number of shares to be acquired by the Trust shall be within the range approved by resolution at this General Meeting of Shareholders in 1).
- 5) Dividends on the shares of the Bank within the Trust will be paid in the same manner as with other shares of the Bank.
- 6) Voting rights will not be exercised on the shares of the Bank within the Trust throughout the trust period.
- 7) Every year during the trust period, Directors, etc. will be granted a certain number of points based on their position and the level of achievement of business performance targets, etc. in each fiscal year. Directors, etc. who satisfy certain beneficiary requirements will receive Delivery, etc. of a number of Bank Shares, etc. corresponding to the Accumulated Points at the time of their resignation or retirement.
- 8) If there are shares remaining when trust period expires, owing to the failure to achieve business performance targets or any other reason, the Bank will continue to use the Trust as a new stock compensation plan by making amendments to the trust agreement and additional entrustments, or transfer these remaining shares from the Trust to the Bank without consideration, and cancel them by resolution of the Board of Directors.
- 9) Upon termination of the Trust, any assets remaining after distribution to beneficiaries will revert to the Bank, the rights holder, within the scope of the reserve for trust expenses, which is the trust money less share acquisition funds.

(Note) The Trust shall end before the expiration of the trust period in the event that there are no shares of the Bank in the Trust, owing to the Delivery, etc. of Bank Shares, etc. to Directors, etc. who satisfy the beneficiary requirements.

Furthermore, the Bank may entrust additional money to the Trust as funds for the acquisition of shares of the Bank, within the range approved at this General Meeting of Shareholders.

(Reference)

[Contents of the Trust Agreement]

- |                                     |                                                                                                                                                                                                                                                                          |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) Trust category                   | Money trust other than a specific individually operated monetary trust (third-party benefit trust)                                                                                                                                                                       |
| 2) Trust objective                  | To provide incentive to Directors, etc. of the Bank                                                                                                                                                                                                                      |
| 3) Entrustor                        | The Bank                                                                                                                                                                                                                                                                 |
| 4) Trustee                          | Mitsubishi UFJ Trust and Banking Corporation (planned)<br>(Joint Trustee: The Master Trust Bank of Japan, Ltd. (planned))                                                                                                                                                |
| 5) Beneficiaries                    | Persons who have retired or resigned as Directors, etc. and who meet beneficiary conditions                                                                                                                                                                              |
| 6) Trust administrator              | A professional expert who is also a third party with no relationship of interest with the Bank                                                                                                                                                                           |
| 7) Date of trust agreement          | August 1, 2018 (planned)                                                                                                                                                                                                                                                 |
| 8) Trust period                     | August 1, 2018 (planned) to August 31, 2022 (planned)                                                                                                                                                                                                                    |
| 9) Start of the Plan                | September 3, 2018 (planned)                                                                                                                                                                                                                                              |
| 10) Exercise of voting rights       | Not to be exercised                                                                                                                                                                                                                                                      |
| 11) Class of shares to be acquired  | Common stock of the Bank                                                                                                                                                                                                                                                 |
| 12) Maximum amount to be entrusted  | 592 million yen (planned) (including trust fees and trust expenses)                                                                                                                                                                                                      |
| 13) Timing of acquisition of shares | August 2, 2018 to September 14, 2018 (planned)<br>(Furthermore, this excludes the period from five (5) business days prior to the final day of the accounting period (including interim and quarterly accounting periods) until the final day of the accounting period.) |
| 14) Method of acquisition of shares | Acquisition from the stock market (if the trust period is extended, the Trust shall acquire shares of the Bank from the stock market or from the Bank (disposal of treasury stock))                                                                                      |
| 15) Rights holder                   | The Bank                                                                                                                                                                                                                                                                 |
| 16) Residual assets                 | The Bank, the rights holder, shall receive any residual assets within the scope of the reserve for trust expenses, which is the trust money less share acquisition funds.                                                                                                |

[Administrative tasks related to the trust and shares]

- |                                 |                                                                                                                                                                                                   |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) Trust-related administration | Mitsubishi UFJ Trust and Banking Corporation and The Master Trust Bank of Japan, Ltd. are to perform trust-related administrative tasks as the Trust's trustees.                                  |
| 2) Stock-related administration | Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. is to perform administrative tasks related to delivering shares of the Bank to beneficiaries based on an administration entrustment agreement. |

End