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(Securities Code: 8327)  
June 4, 2015

**To Shareholders with Voting Rights:**

Hiromichi Tanigawa  
President  
**THE NISHI-NIPPON CITY BANK, LTD.**  
1-1, Hakata-ekimae 3-chome, Hakata-ku,  
Fukuoka, Japan

**NOTICE OF CONVOCATION OF  
THE 105TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 105th Annual General Meeting of Shareholders of THE NISHI-NIPPON CITY 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 in writing or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders attached to this document and exercise your voting rights by 5:00\* p.m. on Thursday, June 25, 2015.**

**\*Japan Standard Time (JST)**

- 1. Date and Time:** Friday, June 26, 2015 at 10:00 a.m. JST
- 2. Place:** Meeting Room on the third floor, Annex of Head Office of the Bank,  
3-6, Hakata-ekimae 1-chome, Hakata-ku, Fukuoka, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report and Non-consolidated Financial Statements for the Bank's 105th Fiscal Year (from April 1, 2014 to March 31, 2015)
    2. Consolidated Financial Statements for the Bank's 105th Fiscal Year (from April 1, 2014 to March 31, 2015) and the results of the audits of the Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors
  - Proposals to be resolved:**
    - Proposal No. 1:** Appropriation of Surplus
    - Proposal No. 2:** Election of 13 Directors
    - Proposal No. 3:** Election of 4 Corporate Auditors

#### **4. Instructions for Exercise of Voting Rights:**

**(1) Exercise of Voting Rights by Post (in Writing)**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it has been received by 5:00 p.m. on Thursday, June 25, 2015 JST.

**(2) Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)**

- 1) Please access the Bank's designated voting website (<http://www.e-sokai.jp>) on the Internet, follow the instructions on the voting website, and indicate your vote for or against the proposals using the "Voting Rights Exercise Code" and "Password" printed on the Voting Rights Exercise Form.
- 2) When exercising your voting rights via the Internet, exercise them by 5:00 p.m. on Thursday, June 25, 2015 JST.
- 3) If you vote both in writing on the Voting Rights Exercise Form and via the Internet, only your vote placed via the Internet will be valid.
- 4) If you submit your vote multiple times via the Internet, only the last vote will be valid.

End

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for confirmation. To conserve resources, please bring your own copy of this notice of convocation.
  - ◎ Of the documents to be provided with this notice of convocation, the Notes to the Non-consolidated Financial Statements and the Notes to the Consolidated Financial Statements are posted on the Bank's website (<http://www.ncbank.co.jp>) in accordance with laws and regulations as well as Article 17 of the Articles of Incorporation of the Bank. Therefore, they are not included in the Attached Documents to this notice of convocation. Accordingly, the Attached Documents to this notice of convocation include only part of the Non-consolidated Financial Statements and the Consolidated Financial Statements which have been audited by the Corporate Auditors and the Independent Auditor when they prepared the Audit Report and the Independent Auditor's Report, respectively.
  - ◎ Any modification to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Bank's website (<http://www.ncbank.co.jp>)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Bank's basic policy is to strengthen its financial standing via appropriate enrichment of internal reserves and to implement stable and continuous dividends. In the medium term, with an annual dividend of 5 yen per share as a base, the Bank aims to provide returns to shareholders equivalent to approximately 25% of the consolidated net income through dividends and share repurchases.

Based on the above policy, the Bank proposes the year-end dividends and the other appropriation of surplus for the 105th fiscal year as follows:

1. Matters concerning year-end dividends
  - (1) Kind of dividend property  
Cash
  - (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof  
4.00 yen per share of common stock  
The total amount dividends            3,163,664,880 yen  
Furthermore, as 2.50 yen were paid per share as an interim dividend during this fiscal period, annual dividends to be paid amount to 6.50 yen per share.
  - (3) Effective date of the distribution of surplus  
June 29, 2015
  
2. Other matters concerning the appropriation of surplus
  - (1) The item and the amount of surplus to be increased  
General reserve                            15,900,000,000 yen
  - (2) The Item and the amount of surplus to be decreased  
Unappropriated retained earnings    15,900,000,000 yen

**Proposal No. 2:** Election of 13 Directors

The terms of office of all of the 13 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 13 Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (Significant concurrent positions)	Number of shares of the Bank held
1	Isao Kubota (Dec. 6, 1942)	<p>Apr. 1966 Joined the Ministry of Finance</p> <p>Jun. 1995 Director General of the Customs and Tariff Bureau, the Ministry of Finance</p> <p>Jul. 1997 Deputy Vice Minister of Director-General's Secretariat, the National Land Agency</p> <p>Jul. 1999 Administrative Vice-Minister, the National Land Agency</p> <p>Sep. 2000 Vice-president, the Urban Development Corporation</p> <p>Jul. 2002 Chairman, Lone Star Japan Acquisitions, LLC</p> <p>May 2006 Joined the Bank Advisor, the Bank</p> <p>Jun. 2006 President(Representative Director), the Bank</p> <p>Jun. 2014 Chairman(Representative Director), the Bank (current position)</p> <p>(Significant concurrent positions) Chairman of Fukuoka Association of Corporate Executives</p>	10,000 shares
2	Hiromichi Tanigawa (Jul. 17, 1953)	<p>Apr. 1976 Joined the Ministry of Finance</p> <p>Jun. 2005 Director-General, Yokohama Customs, the Ministry of Finance</p> <p>Jul. 2008 Deputy Director-General of Minister's Secretariat, the Ministry of Finance</p> <p>Oct. 2008 Managing Director, the Japan Finance Corporation</p> <p>May 2011 Joined the Bank Advisor, the Bank</p> <p>Jun. 2011 Executive Director, the Bank</p> <p>Jun. 2012 Representative Executive Director(Representative Director), the Bank</p> <p>May 2013 Representative Executive Director(Representative Director) Head of Kitakyushu &amp; Yamaguchi Region, the Bank</p> <p>Jun. 2013 Deputy President(Representative Director) Head of Kitakyushu &amp; Yamaguchi Region, the Bank</p> <p>May 2014 Deputy President(Representative Director), the Bank</p> <p>Jun. 2014 President(Representative Director), the Bank (current position)</p>	13,000 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (Significant concurrent positions)	Number of shares of the Bank held
3	Seiji Isoyama (Jun. 22, 1951)	<p>Apr. 1975 Joined the Bank</p> <p>Jun. 2004 Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office, the Bank</p> <p>Oct. 2004 Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank</p> <p>May 2007 Director Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2007 Managing Director Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2009 Executive Director Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2010 Representative Executive Director(Representative Director) Regional Headquarters Management Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2011 Representative Executive Director(Representative Director) Regional Headquarters Management Head of Fukuoka Regional Headquarters, the Bank</p> <p>May 2013 Representative Executive Director(Representative Director) Regional Headquarters Management, the Bank</p> <p>Jun. 2013 Deputy President(Representative Director) Regional Headquarters Management, the Bank</p> <p>Oct. 2014 Deputy President(Representative Director), the Bank</p> <p>May 2015 Deputy President(Representative Director) In charge of Internal Audit Division, Group Companies Management Division and Corporate Administration Division, the Bank (current position)</p> <p>(Significant concurrent positions) Vice Chairman, The Fukuoka Chamber of Commerce and Industry</p>	21,177 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (Significant concurrent positions)	Number of shares of the Bank held
4	Souichi Kawamoto (Sep. 19, 1957)	<p>Apr. 1980 Joined Fukuoka SOGO Bank (Fukuoka City Bank)</p> <p>Jun. 2008 Director Deputy Head of Kita-Kyushu Regional Headquarters General Manager of Kita-Kyushu Head Office General Manager of Kokura Branch, the Bank</p> <p>May 2010 Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2010 Managing Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2011 Managing Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2012 Executive Director Head of Kita-Kyushu General Headquarters, the Bank</p> <p>May 2014 Executive Director Head of Kitakyushu &amp; Yamaguchi Region, the Bank</p> <p>Jun. 2014 Deputy President(Representative Director) Head of Kitakyushu &amp; Yamaguchi Region, the Bank</p> <p>Oct. 2014 Deputy President(Representative Director) Head of Kitakyushu &amp; Yamaguchi Region Regional Headquarters Management, the Bank</p> <p>May 2015 Deputy President(Representative Director) Head of Kitakyushu &amp; Yamaguchi Region Regional Headquarters Management In charge of Business Planning Division, Business Promotion Division, Retail Business Division and Personal Loan Transaction Division, the Bank (current position)</p>	6,300 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (Significant concurrent positions)	Number of shares of the Bank held
5	Shigeru Urayama (Apr. 25, 1953)	Apr. 1977 Joined the Bank Jun. 2007 Director, the Bank Jun. 2008 Managing Director, the Bank Jun. 2011 Executive Director, the Bank Jun. 2013 Representative Executive Director(Representative Director), the Bank May 2014 Representative Executive Director(Representative Director) In charge of Credit Risk Management Division, Credit Supervision Division and Corporate Business Solution Division (current position)	6,000 shares
6	Kiyota Takata (Jan. 5, 1954)	Apr. 1978 Joined the Bank Jun. 2007 Director General Manager of Executive Secretariat, the Bank May 2009 Director, the Bank Jun. 2010 Managing Director, the Bank Jun. 2011 Managing Director, the Bank Jun. 2012 Executive Director, the Bank May 2014 Executive Director In charge of Public Relations Division, Executive Secretariat and Human Resources Division, the Bank (current position)	25,354 shares
7	Yasuyuki Ishida (Aug. 14, 1954)	Apr. 1979 Joined the Bank Jun. 2008 Director General Manager of Corporate Planning Division, the Bank May 2011 Director Head of Kyushu Regional Headquarters, the Bank Jun. 2011 Managing Director Head of Kyushu Regional Headquarters, the Bank Jun. 2013 Executive Director Head of Kyushu Regional Headquarters, the Bank May 2014 Executive Director Head of Tokyo Headquarters In charge of IT Strategy Division and Operations Planning & Management Division, the Bank (current position)	11,000 shares
8	Hiroyuki Irie (Nov. 11, 1957)	Apr. 1981 Joined the Bank Oct. 2009 Executive Officer Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank Jun. 2010 Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank Jun. 2011 Managing Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank May 2013 Managing Director, the Bank May 2015 Managing Director In charge of Regional Relationship Management Division, the Bank (current position)	17,000 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (Significant concurrent positions)	Number of shares of the Bank held
9	Shinya Hirota (Nov. 30, 1958)	<p>Apr. 1981 Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>May 2009 Senior Manager, Internal Audit Office, Internal Audit &amp; Credit Examination Division</p> <p>Dec. 2009 Joined the Bank General Manager of International Business Division, the Bank</p> <p>Jan. 2010 General Manager of International Business Division, the Bank</p> <p>May 2010 General Manager of International Business Division, the Bank</p> <p>Jun. 2011 Executive Officer General Manager of International Business Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer General Manager of International Business Division, the Bank</p> <p>Jun. 2013 Managing Director General Manager of International Business Division, the Bank</p> <p>May 2014 Managing Director In charge of Treasury &amp; Portfolio Investment Division, Treasury &amp; Securities Transaction Division and International Business Division, the Bank (current position)</p>	1,000 shares
10	Hideyuki Murakami (Mar. 14, 1961)	<p>Apr. 1983 Joined the Bank</p> <p>May 2008 General Manager of Human Resources Division and Human Resource Development Office, the Bank</p> <p>Jun. 2010 Executive Officer General Manager of Human Resources Division and Human Resource Development Office, the Bank</p> <p>May 2012 Executive Officer General Manager of Corporate Planning Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer General Manager of Corporate Planning Division, the Bank</p> <p>May 2014 Senior Executive Officer, the Bank</p> <p>Jun. 2014 Managing Director, the Bank</p> <p>May 2015 Managing Director, the Bank In charge of Corporate Planning Division and Corporate Risk Management &amp; Compliance Division, the Bank (current position)</p>	15,000 shares
11	Toshihiko Sadano (Jan. 11, 1957)	<p>Apr. 1981 Joined Fukuoka SOGO Bank (Fukuoka City Bank)</p> <p>May 2009 General Manager of Mihagino Branch, the Bank</p> <p>Jun. 2010 Executive Officer General Manager of Mihagino Branch, the Bank</p> <p>Apr. 2013 Senior Executive Officer General Manager of Mihagino Branch, the Bank</p> <p>May 2013 Senior Executive Officer General Manager of Kita-Kyushu Head Office General Manager of Kokura Branch, the Bank</p> <p>May 2014 Senior Executive Officer Head of Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2014 Managing Director Head of Kita-Kyushu General Headquarters, the Bank (current position)</p>	3,442 shares



No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (Significant concurrent positions)	Number of shares of the Bank held
12	Michiaki Uriu (Mar. 18, 1949)	<p>Apr. 1975 Joined Kyushu Electric Power Co., Inc.</p> <p>Jun. 2007 Executive Director Manager, Business Planning Department</p> <p>Jul. 2008 Executive Director, General Manager of Business Planning Department</p> <p>Jun. 2009 Director General, Board of Director General Manager of Thermal Power Generation Division</p> <p>Jun. 2011 Executive Vice President(Representative Director) General Manager of Thermal Power Generation Division</p> <p>Jan. 2012 Executive Vice-President(Representative Director)</p> <p>Apr. 2012 President(Representative Director) (current position)</p> <p>Jun. 2013 Director, the Bank (current position)</p> <p>(Significant concurrent positions) President(Representative Director), Kyushu Electric Power Co., Inc.</p>	0 share
* 13	Nobuko Takahashi (Nov. 17, 1953)	<p>Apr. 1976 Joined SHUFUNOTOMO Co., Ltd.</p> <p>Apr. 1986 Freelance journalist (to present)</p> <p>Jun. 2006 Director, Tokyo Stock Exchange, Inc.</p> <p>Jun. 2007 Statutory Auditor, Benesse Corporation (currently Benesse Holdings, Inc.) (scheduled to resign in June 2015)</p> <p>Aug. 2007 Director, Tokyo Stock Exchange Group, Inc. (currently Japan Exchange Group, Inc.)</p> <p>Jun. 2009 Audit &amp; Supervisory Board member, Japan Finance Corporation (current position)</p> <p>Mar. 2015 Statutory Auditor, TonenGeneral Sekiyu K. K. (current position)</p> <p>Apr. 2015 Director, Aioi Nissay Dowa Insurance Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Freelance journalist Statutory Auditor, Benesse Holdings, Inc. Audit &amp; Supervisory Board Member, Japan Finance Corporation Statutory Auditor, TonenGeneral Sekiyu K. K. Director, Aioi Nissay Dowa Insurance Co., Ltd.</p>	5,000 shares

(Notes)

1. There are normal banking transactions between the Bank and Kyushu Electric Power Co., Inc., of which Mr. Michiaki Uriu, candidate for Director, serves as President and Representative Director.  
There is no special interest between the other candidates for Director and the Bank.
2. Mr. Michiaki Uriu and Ms. Nobuko Takahashi are candidates for Outside Director.
3. Reasons for their selection as candidates for Outside Director
  - (1) Mr. Michiaki Uriu has long served as Director of Kyushu Electric Power Co., Inc., and is expected to make use of his experience in such an important position and wealth of knowledge as President and Representative Director of Kyushu Electric Power Co., Inc. for the management of the Bank. Thus, the Bank nominates him as candidate for Outside Director.
  - (2) Ms. Nobuko Takahashi has cultivated her viewpoints from many years of experience as a journalist and consumer, as well as insights regarding economics and finance, and is expected to make use of them for the management of the Bank. Thus, the Bank nominates her as candidate for Outside Director.
4. Kyushu Electric Power Co., Inc., of which Mr. Michiaki Uriu serves as President and Representative Director, had an incident regarding “Broadcast Forum in Saga Prefecture: ‘Asking Questions About the Genkai Nuclear Plant’ – Program to Explain Emergency Safety Measures at the Genkai Nuclear Power Plant to Prefecture Residents –” held by the Ministry of Economy, Trade and Industry on 26 June, 2011, wherein employees of Kyushu Electric Power Co., Inc. requested other employees of the company and its partner companies, etc., to post comments on the Internet that they were in favor of resuming operation of the nuclear power plant. However, measures were established after deliberations of the Board of Directors, etc., to prevent recurrence of such incident and recover trust.
5. The term of office of Mr. Michiaki Uriu as Outside Director will have been two (2) years at the close of this General Meeting.
6. The Bank has entered into an agreement for limitation of liability with Mr. Michiaki Uriu to the effect that, if he performs his duties of Outside Director in good faith and without gross negligence, his liability shall be limited to the minimum liability amount stipulated by laws and regulations.  
Furthermore, if this proposal is approved as proposed, the Bank plans to continue the same agreement with him, and enter into an agreement for limitation of liability to the same effect with Ms. Nobuko Takahashi.
7. Mr. Michiaki Uriu has been registered as an Independent Director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange. Additionally, if the election of Ms. Nobuko Takahashi is approved, the Bank plans to register her as an Independent Director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.
8. \* denotes a new candidate.

**Proposal No. 3:** Election of 4 Corporate Auditors

The terms of office of 3 Corporate Auditors, namely, Mr. Masahiro Sakata, Mr. Yuji Tanaka and Mr. Hirohiko Okumura will expire at the conclusion of this Annual General Meeting of Shareholders, and Corporate Auditor Mr. Tomoaki Kawakami will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 4 Corporate Auditors is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Past experience and positions at the Bank (Significant concurrent positions)	Number of shares of the Bank held
* 1	Seiji Ino (Oct. 26, 1960)	Apr. 1984 Joined Fukuoka SOGO Bank (Fukuoka City Bank) May 2009 Senior Deputy General Manager of Corporate Planning Division, the Bank May 2011 General Manager of Corporate Planning Division, the Bank May 2012 General Manager of Executive Secretariat, the Bank Jan. 2014 Executive Officer General Manager of Corporate Risk Management & Compliance Division, the Bank Jan. 2015 Senior Executive Officer General Manager of Corporate Risk Management & Compliance Division, the Bank May 2015 Senior Executive Officer In charge of Corporate Risk Management & Compliance Division, the Bank (current position)	12,063 shares
2	Masahiro Sakata (Sep. 20, 1943)	Apr. 1966 Joined the Ministry of Finance Jun. 1992 Councilor for Minister's Secretariat, the Ministry of Finance Jul. 1993 Director-General of the Third Department, the Cabinet Legislation Bureau Aug. 1999 Director-General of the First Department, the Cabinet Legislation Bureau Aug. 2002 Deputy Director-General, the Cabinet Legislation Bureau Aug. 2004 Director-General, the Cabinet Legislation Bureau Sep. 2006 Resigned as Director-General, the Cabinet Legislation Bureau Dec. 2006 Of Counsel, Anderson Mōri & Tomotsune (current position) Jun. 2007 Corporate Auditor, the Bank (current position) (Significant concurrent positions) Attorney-at-law	27,000 shares
3	Yuji Tanaka (Feb. 26, 1948)	Apr. 1972 Joined SAIBUGAS Co., Ltd. Jun. 2002 Director And General Manager Jun. 2005 Managing Director Jun. 2007 Senior Managing Director Apr. 2008 President(Representative Director) Jun. 2010 President(Representative Director) and Chief Executive Officer Jun. 2011 Corporate Auditor, the Bank (current position) Apr. 2013 Chairman(Representative Director), SAIBUGAS Co., Ltd. (current position) (Significant concurrent positions) Chairman(Representative Director), SAIBUGAS Co., Ltd.	0 share

No.	Name (Date of birth)	Past experience and positions at the Bank (Significant concurrent positions)	Number of shares of the Bank held
4	Hirohiko Okumura (Mar. 6, 1942)	<p>Apr. 1964 Joined The Bank of Japan</p> <p>Jan. 1972 Joined Nomura Research Institute, Ltd.</p> <p>Jun. 1989 Member of the Board and General Manager of Economic Research Department</p> <p>Jun. 1991 Executive Fellow</p> <p>Jul. 1995 Professor, the Faculty of Economics, Gakushuin University</p> <p>Oct. 2002 Executive Director, Gakushuin School Corporation</p> <p>Sep. 2005 Resigned as Executive Director, Gakushuin School Corporation</p> <p>Jun. 2011 Corporate Auditor, the Bank (current position)</p> <p>Apr. 2012 Professor Emeritus, Gakushuin University (current position)</p> <p>(Significant concurrent positions) Professor Emeritus, Gakushuin University</p>	0 share

(Notes)

1. There are normal banking transactions between the Bank and SAIBUGAS Co., Ltd. of which Yuji Tanaka, candidate for Corporate Auditor, serves as Chairman and Representative Director.  
There is no special interest between the other candidates for Corporate Auditor and the Bank.
2. Mr. Masahiro Sakata, Mr. Yuji Tanaka, and Mr. Hirohiko Okumura are candidates for Outside Corporate Auditor.
3. Reasons for their selection as candidates for Outside Corporate Auditor and reasons the Bank has determined that the candidates will be able to appropriately execute duties as Outside Corporate Auditor
  - (1) Mr. Masahiro Sakata has past experience as Councilor for Minister's Secretariat of the Ministry of Finance and Director-General of the Cabinet Legislation Bureau, and from his wealth of experience in important positions and outstanding insights, the Bank expects him to provide advice from a specialized viewpoint as well as audits and supervision from an objective standpoint concerning the Bank's audits. Thus, the Bank nominates him as candidate for Outside Corporate Auditor.
  - (2) Mr. Yuji Tanaka has served as Director of SAIBUGAS Co., Ltd., and has experience in important positions such as President and Chairman of SAIBUGAS Co., Ltd., and the Bank expects him to make use of such a wide range of insights to provide accurate advice as well as objective audits and supervision concerning the Bank's management. Thus, the Bank nominates him as candidate for Outside Corporate Auditor.
  - (3) Mr. Hirohiko Okumura has served as Director of Nomura Research Institute, Ltd. and has experience in such an important position, and from a specialized viewpoint as a Professor Emeritus of Gakushuin University, the Bank expects him to provide accurate advice as well as audits and supervision concerning the Bank's management. Thus, the Bank nominates him as candidate for Outside Corporate Auditor.
4. The term of office of Mr. Masahiro Sakata as Outside Corporate Auditor will have been eight (8) years at the conclusion of this General Meeting.  
The terms of office of Mr. Yuji Tanaka and Mr. Hirohiko Okumura will have been four (4) years at the conclusion of this General Meeting.
5. The Bank has entered into agreements for liability limitation with Mr. Masahiro Sakata, Mr. Yuji Tanaka, and Mr. Hirohiko Okumura to the effect that, if they perform their duties of Outside Corporate Auditor in good faith and without gross negligence, their liability shall be limited to the minimum liability amount stipulated by laws and regulations. Furthermore, if this proposal is approved as proposed, the Bank plans to continue the same agreements with the three aforementioned persons.
6. Mr. Masahiro Sakata, Mr. Yuji Tanaka, and Mr. Hirohiko Okumura have been registered as Independent Auditors with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.
7. \* denotes a new candidate.