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(Securities Code: 8327)
June 7, 2016

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 106TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 106th Annual General Meeting of Shareholders of THE NISHI-NIPPON CITY BANK, LTD. (“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 Tuesday, June 28, 2016.

*Japan Standard Time (JST)

- 1. Date and Time:** Wednesday, June 29, 2016 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 106th Fiscal Year (from April 1, 2015 to March 31, 2016)
 2. Consolidated Financial Statements for the Bank’s 106th Fiscal Year (from April 1, 2015 to March 31, 2016) 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: Approval of Share Transfer Plan with The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co.

Proposal No. 3: Election of 14 Directors

Proposal No. 4: Election of 2 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 will have been received by 5:00 p.m. on Tuesday, June 28, 2016 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. If exercising voting rights via the Internet, please refer to the "Instructions for Exercise of Voting Rights via the Internet."
- 2) When exercising your voting rights via the Internet, exercise them by 5:00 p.m. on Tuesday, June 28, 2016 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 and the accompanying separate volume.
 - ◎ The documents to be provided with this notice of convocation, the following documents (1) to (3) 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.
 - (1) Notes to the Non-consolidated Financial Statements
 - (2) Notes to the Consolidated Financial Statements
 - (3) Financial Statements of The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co. as reference documents
 - ◎ 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 net income attributable to shareholders of the parent 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 106th 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

3.50 yen per share of common stock

The total amount dividends 2,747,860,440 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 6.00 yen per share.

(3) Effective date of the distribution of surplus

June 30, 2016

2. Other matters concerning the appropriation of surplus

(1) The item and the amount of surplus to be increased

General reserve 25,500,000,000 yen

(2) The Item and the amount of surplus to be decreased

Unappropriated retained earnings 25,500,000,000 yen

Proposal No. 2: Approval of Share Transfer Plan with The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co.

Details of the proposal are as described as separate volume in the enclosed Reference Documents for the General Meeting of Shareholders, Proposal No. 2 “Approval of Share Transfer Plan with The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co.” of the 106th Annual General Meeting of Shareholders.

Proposal No. 3: Election of 14 Directors

The terms of office of all of the 13 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In order to further strengthen the management structure, one Director will be increased. Accordingly, the election of 14 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 Jun. 1995 Director General of the Customs and Tariff Bureau, the Ministry of Finance Jul. 1997 Deputy Vice Minister of Director-General’s Secretariat, the National Land Agency Jul. 1999 Administrative Vice-Minister, the National Land Agency Sep. 2000 Vice-president, Urban Development Corporation Jul. 2002 Chairman, Lone Star Japan Acquisitions, LLC May 2006 Joined the Bank Advisor, the Bank Jun. 2006 President (Representative Director), the Bank 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
<p>[Reasons for nomination as a candidate for director] Since taking office of president in 2006, Mr. Isao Kubota has contributed to the performance improvement of the Bank group by exercising strong leadership, as well as overcoming various issues in connection with the merger, paying off public funds and adopting core-banking system shared by regional banks. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge as a top-level executive.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
2	Hiromichi Tanigawa (Jul. 17, 1953)	<p>Apr. 1976 Joined the Ministry of Finance</p> <p>Jun. 2005 Director-General of 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, 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&Yamaguchi Region, the Bank</p> <p>Jun. 2013 Deputy President (Representative Director) Head of Kitakyushu&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> <p>(Significant concurrent positions) Vice Chairman of Fukuoka Association of Corporate Executives</p>	19,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of Director in 2011, Mr. Hiromichi Tanigawa has been in charge of the Bank's core operations, such as the Internal Audit Division, the Corporate Risk Management & Compliance Division, the Corporate Planning Division and Head of Kitakyushu&Yamaguchi Region. In relation to the current medium-term business plan, he served as a chairman of the preparation committee, and since taking office of president in June 2014, he has been at the forefront of implementing such business plan. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge as a top-level executive.</p>			

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</p> <p> Deputy Head of Fukuoka Regional Headquarters</p> <p> General Manager of Head Office, the Bank</p> <p>Oct. 2004 Director</p> <p> Deputy Head of Fukuoka Regional Headquarters</p> <p> General Manager of Head Office</p> <p> General Manager of Fukuoka Branch, the Bank</p> <p>May 2007 Director</p> <p> Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2007 Managing Director</p> <p> Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2009 Executive Director</p> <p> Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2010 Representative Executive Director (Representative Director)</p> <p> Regional Headquarters Management</p> <p> Head of Fukuoka Regional Headquarters, the Bank</p> <p>Jun. 2011 Representative Executive Director (Representative Director)</p> <p> Regional Headquarters Management</p> <p> Head of Fukuoka Regional Headquarters, the Bank</p> <p>May 2013 Representative Executive Director (Representative Director)</p> <p> Regional Headquarters Management, the Bank</p> <p>Jun. 2013 Deputy President (Representative Director)</p> <p> Regional Headquarters Management, the Bank</p> <p>Oct. 2014 Deputy President (Representative Director), the Bank</p> <p>Oct. 2015 Deputy President (Representative Director)</p> <p> In charge of the Group Companies Management Division, the Bank (current position)</p> <p>(Significant concurrent positions)</p> <p> Chairman, Fukuoka Chamber of Commerce & Industry</p> <p> Director, Audit and Supervisory Committee member, PLENUS Co., Ltd</p> <p> Director, Audit and Supervisory Committee member, COCA-COLA WEST COMPANY, LIMITED</p>	23,177 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2004, Mr. Seiji Isoyama has been in charge of the sales divisions, the Corporate Administration Division, the Group Companies Management Division and the Internal Audit Division etc., and accumulated considerable experience in management. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			

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&Yamaguchi Region, the Bank</p> <p>Jun. 2014 Deputy President (Representative Director) Head of Kitakyushu&Yamaguchi Region, the Bank</p> <p>Oct. 2014 Deputy President (Representative Director) Head of Kitakyushu&Yamaguchi Region Regional Headquarters Management, the Bank</p> <p>May 2016 Deputy President (Representative Director) Head of Kitakyushu&Yamaguchi Region Regional Headquarters Management In charge of the IT Strategy Division, the Operations Planning & Management Division, the Business Planning Division, the Business Promotion Division, the Retail Business Division and the Personal Loan Transaction Division, the Bank (current position)</p> <p>(Significant concurrent positions) Director, DAIICHI KOUTSU SANGYO Co.,Ltd Audit & Supervisory Board member, OHISHI SANGYO CO., LTD.</p>	6,300 shares
<p>[Reasons for nomination as a candidate for director] Since taking office of director in 2008, Mr. Souichi Kawamoto has served as Head of Kitakyushu&Yamaguchi Region and in charge of the sales divisions, and is familiar with the entire business. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
5	Kiyota Takata (Jan. 5, 1954)	<p>Apr. 1978 Joined the bank</p> <p>Jun. 2007 Director</p> <p> General Manager of Executive Secretariat, the Bank</p> <p>May 2009 Director, the Bank</p> <p>Jun. 2010 Managing Director, the Bank</p> <p>Jun. 2011 Managing Director, the Bank</p> <p>Jun. 2012 Executive Director, the Bank</p> <p>Oct. 2015 Executive Director</p> <p> In charge of the Public Relations Division, the Executive Secretariat, the Human Resources Division, and the Corporate Administration Division, the Bank</p> <p> (current position)</p> <p>(Significant concurrent positions)</p> <p>Director, PIETRO Co., Ltd.</p>	27,354 shares
		<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2007, Mr. Kiyota Takata has accumulated experience in management, such as the Public Relations Division, the Executive Secretariat, the Human Resources Division, the Internal Audit Division and the International Business Division. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>	
6	Shigeru Urayama (Apr. 25, 1953)	<p>Apr. 1977 Joined the bank</p> <p>Jun. 2007 Director, the Bank</p> <p>Jun. 2008 Managing Director, the Bank</p> <p>Jun. 2011 Executive Director, the Bank</p> <p>Jun. 2013 Representative Executive Director (Representative Director), the Bank</p> <p>May 2016 Representative Executive Director(Representative Director)</p> <p> In charge of the Credit Risk Management Division and the Credit Supervision Division, the Bank</p> <p> (current position)</p>	7,000 shares
		<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2007, Mr. Shigeru Urayama has been in charge of the Credit Supervision Division, the Corporate Business Solution Division, and is familiar with the entire business of financing and corporate business solution. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>	

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
7	Hiroyuki Irie (Nov. 11, 1957)	<p>Apr. 1981 Joined the bank</p> <p>Jun. 2010 Director</p> <p> Deputy Head of Fukuoka Regional Headquarters</p> <p> General Manager of Head Office</p> <p> General Manager of Fukuoka Branch, the Bank</p> <p>Jun. 2011 Managing Director</p> <p> Deputy Head of Fukuoka Regional Headquarters</p> <p> General Manager of Head Office</p> <p> General Manager of Fukuoka Branch, the Bank</p> <p>May 2013 Managing Director, the Bank</p> <p>Jun. 2015 Executive Director, the Bank</p> <p>May 2016 Executive Director, the Bank</p> <p> In charge of the Corporate Business Solution Division and the Regional Relationship Management Division</p> <p> (current position)</p>	19,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2010, Mr. Hiroyuki Irie has been in charge of the sales divisions and the Regional Relationship Management Division etc., and is familiar with the entire business. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			
8	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 of Internal Audit Office, the Internal Audit & Credit Examination Division</p> <p>Dec. 2009 Joined the Bank</p> <p> General Manager of the International Business Division, the Bank</p> <p>May 2010 General Manager of the International Business Division, the Bank</p> <p>Jun. 2011 Executive Officer</p> <p> General Manager of the International Business Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer</p> <p> General Manager of the International Business Division, the Bank</p> <p>Jun. 2013 Managing Director</p> <p> General Manager of the International Business Division, the Bank</p> <p>May 2014 Managing Director</p> <p> In charge of the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division and the International Business Division, the Bank</p> <p> (current position)</p> <p>(Significant concurrent positions)</p> <p>Audit & Supervisory Board member, OK Food Industry Co., Ltd.</p>	2,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2013, Mr. Shinya Hirota has been in charge of the International Business Division, the Treasury & Portfolio Investment Division and the Treasury & Securities Transaction Division etc., and is familiar with international, investment and securities business. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
9	Hideyuki Murakami (Mar. 14, 1961)	<p>Apr. 1983 Joined the bank</p> <p>Jun. 2010 Executive Officer</p> <p> General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>May 2012 Executive Officer</p> <p> General Manager of the Corporate Planning Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer</p> <p> General Manager of the 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 2016 Managing Director</p> <p> Head of Tokyo Headquarters, the Bank</p> <p> In charge of the Internal Audit Division, the Corporate Planning Division and the Corporate Risk Management & Compliance Division (current position)</p> <p>(Significant concurrent positions)</p> <p>Audit & Supervisory Board member, Showa Manufacturing Co., Ltd.</p>	15,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2014, Mr. Hideyuki Murakami has been in charge of the corporate planning and management divisions etc., and is familiar with human resources, planning and management business. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			
10	Toshihiko Sadano (Jan. 11, 1957)	<p>Apr. 1981 Joined Fukuoka SOGO Bank (Fukuoka City Bank)</p> <p>Jun. 2010 Executive Officer</p> <p> General Manager of Mihagino Branch, the Bank</p> <p>Apr. 2013 Senior Executive Officer</p> <p> General Manager of Mihagino Branch, the Bank</p> <p>May 2013 Senior Executive Officer</p> <p> General Manager of the Kita-Kyushu Head Office and Kokura Branch, the Bank</p> <p>May 2014 Senior Executive Officer</p> <p> Head of the Kita-Kyushu General Headquarters, the Bank</p> <p>Jun. 2014 Managing Director</p> <p> Head of the Kita-Kyushu General Headquarters, the Bank (current position)</p>	3,442 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office of director in 2014, Mr. Toshihiko Sadano has been in charge of the sales divisions of Kita-Kyushu Region etc., and is familiar with the entire business. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
11	Hiroyuki Takeo (Sep. 19, 1958)	<p>Apr. 1983 Joined Fukuoka SOGO Bank (Fukuoka City Bank)</p> <p>May 2010 General Manager of the Corporate Administration Division, the Bank</p> <p>Dec. 2011 Executive Officer</p> <p>Apr. 2010 General Manager of the Corporate Administration Division, the Bank</p> <p>Apr. 2010 Senior Executive Officer</p> <p>May 2013 General Manager of the Corporate Administration Division, the Bank</p> <p>May 2013 Senior Executive Officer</p> <p>May 2016 General Manager of Head Office</p> <p>May 2016 General Manager of Fukuoka Branch, the Bank</p> <p>May 2016 Senior Executive Officer, the Bank</p> <p>May 2016 In charge of the Credit Risk Management Division and the Credit Supervision Division (current position)</p>	11,551 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Mr. Hiroyuki Takeo took office of General Manager of the Corporate Administration Division in May 2010, and since taking office of executive officer in 2011, he has served as General Manager of the Corporate Administration Division and General Manager of Head Office etc., and is familiar with the entire operation. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			
12	Junichi Sakaguchi (Sep. 7, 1959)	<p>Apr. 1983 Joined the bank</p> <p>May 2010 General Manager of the Human Resources Division, the Bank</p> <p>May 2012 General Manager of the Internal Audit Division, the Bank</p> <p>Jan. 2014 Executive Officer</p> <p>Jan. 2014 General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>May 2014 Executive Officer</p> <p>May 2014 General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>Jun. 2014 Senior Executive Officer</p> <p>Jun. 2014 General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>May 2016 Senior Executive Officer</p> <p>May 2016 In charge of the Business Planning Division, the Business Promotion Division, the Retail Business Division and the Personal Loan Transaction Division, the Bank (current position)</p>	6,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Mr. Junichi Sakaguchi took office of General Manager of the Internal Audit Division in May 2012, and since taking office of executive officer in 2014, he has served as General Manager of the Human Resources Division etc., and is familiar with the entire business. The Bank nominates him as a candidate for director integrally taking into consideration his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
13	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 the Thermal Power Generation Division</p> <p>Jun. 2011 Executive Vice President(Representative Director)</p> <p>Jun. 2011 General Manager of the 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)</p> <p>President (Representative Director) , Kyushu Electric Power Company, Incorporated</p> <p>Audit & Supervisory Board member, KYUDENKO CORPORATION</p>	0 share
<p>[Reasons for nomination as a candidate for director]</p> <p>Mr. Michiaki Uriu has considerable experience and extensive knowledge as corporate manager. The Bank found that he is competent for director from the perspective of strengthening the supervisory function and nominates him as a candidate for outside director.</p>			
14	Nobuko Takahashi (Nov. 17, 1953)	<p>Apr. 1976 Joined SHUFUNOTOMO Co., Ltd.</p> <p>Apr. 1986 Became a freelance life and economy journalist (current position)</p> <p>Jun. 2009 Audit & 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>Jun. 2015 Director, the Bank (current position)</p> <p>(Significant concurrent positions)</p> <p>Life and Economy Journalist</p> <p>Audit & Supervisory Board member, Japan Finance Corporation</p> <p>Statutory Auditor, TonenGeneral Sekiyu K.K.</p> <p>Director, Aioi Nissay Dowa Insurance Co., Ltd</p>	5,000 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Ms. Nobuko Takahashi has perspective of a longtime journalist and specialist on lifestyle economics, as well as extensive knowledge of economy and finance. The Bank found that she is competent for director from the perspective of strengthening of supervisory function and nominates her as a candidate for outside director.</p>			

- (Note)
1. There are ordinary banking transactions between Kyushu Electric Power Company, Incorporated, for which Mr. Michiaki Uriu, candidate for director, serves as President and Representative Director, and the Bank. There is no special interest between other candidates for directors, and the Bank.
 2. Mr. Michiaki Uriu and Ms. Nobuko Takahashi are candidates for outside directors.
 3. With respect to Kyushu Electric Power Company, Incorporated, for which Mr. Michiaki Uriu serves as President and Representative Director, there was an incident in connection with “Broadcasting Forum in Saga Prefecture ‘Let’s discuss Genkai Nuclear Power Plant’ ~ Urgent Safety Measures for Genkai Nuclear Power Plant; TV

program to provide explanation to residents in Saga ~” held by the Ministry of Finance on June 26, 2011, where its employees requested the other employees and cooperative companies to send comments online to express support for restarting of the nuclear power plants. Kyushu Electric Power Company, Incorporated established action plans to prevent recurrence and improvement of reliability through deliberation at the meetings of board of directors.

4. The term of office of Mr. Michiaki Uriu as outside director is three years starting from the conclusion of this annual general meeting of shareholders.

The term of office of Ms. Nobuko Takahashi as outside director is one year starting from the conclusion of this annual general meeting of shareholders.

5. The Bank has already entered into an agreement with each of Mr. Michiaki Uriu and Ms. Nobuko Takahashi to limit their liabilities to the minimum amount of liability provided in the relevant laws and ordinances when they are in good faith and have not committed gross negligence in performing their duties as outside directors.

In addition, when this proposal was approved as is, the Bank intends to maintain the same agreement limiting liabilities with both of them thereafter.

6. Mr. Michiaki Uriu and Ms. Nobuko Takahashi have been filed with the Tokyo Stock Exchange and the Fukuoka Stock Exchange as independent officers.
7. If Ms. Nobuko Takahashi is appointed by this proposal and Proposal No. 2 was approved as is, she will resign the director of the Bank as of the effective date (scheduled to be October 3, 2016) of the share transfer between The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co. relevant to Proposal No. 2 and will take office of outside director (audit and supervisory committee member) of the joint holding company as of the same day.
8. Candidates with an asterisk (*) are newly nominated candidates.

Proposal No. 4: Election of Two Corporate Auditors

The term of office of Mr. Akira Mitsutomi, Corporate Auditor, will expire and Mr. Masahiro Sakata, Corporate Auditor, will resign from office, at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two corporate auditors is proposed.

This proposal was approved by the Board of Corporate Auditors.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank (significant concurrent positions)	Number of shares of the Bank held
* 1	Masaru Ikeda (Feb. 8, 1959)	<p>Apr. 1981 Joined the bank Jun. 2009 General Manager of the Group Companies Management Division, the Bank Dec. 2011 Executive Officer General Manager of the Group Companies Management Division, the Bank Jan. 2014 Executive Officer General Manager of Executive Secretariat, the Bank Jun. 2014 Senior Executive Officer General Manager of Executive Secretariat, the Bank May 2016 Senior Executive Officer, the Bank (current position)</p>	4,422 shares
<p>[Reasons for nomination as a candidate for corporate auditor] Since taking office of executive officer in 2011, Mr. Masaru Ikeda has served as General Manager of the Group Companies Management Division and General Manager of the Executive Secretariat etc., and is familiar with the entire operation. The Bank nominates him as a candidate for corporate auditor because the function of the Bank's board of corporate auditors is expected to be strengthened by utilizing his experience, capability, personality and knowledge.</p>			
* 2	Hiroshi Fujioka (Jun. 2, 1954)	<p>Apr. 1977 Joined the Ministry of Finance Jul. 2008 Director General of the Customs and Tariff Bureau, the Ministry of Finance Jul. 2009 Director-General for Policy Planning, the Ministry of Land, Infrastructure, Transport and Tourism Jan. 2012 Senior Executive Vice President, Japan Housing Finance Agency Jan. 2014 Deputy Director-General of Minister's Secretariat, the Ministry of Finance Jun. 2014 Corporate auditor, Electric Power Development Co., Ltd. Jun. 2015 Senior Corporate auditor , Electric Power Development Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Senior Corporate auditor , Electric Power Development Co., Ltd.</p>	0 share
<p>[Reasons for nomination as a candidate for corporate auditor] Mr. Hiroshi Fujioka served as Director General of the Customs and Tariff Bureau, the Ministry of Finance, and Director-General for Policy Planning, the Ministry of Land, Infrastructure, Transport and Tourism. The Bank expects that he will give sound advice to the Bank's management and conduct objective audit and supervision based on his considerable experience in important posts and exquisite knowledge, and nominates him as a candidate for outside corporate auditor.</p>			

- (Note)
1. There is no special interest between the candidates for corporate auditors and the Bank.
 2. Mr. Hiroshi Fujioka is a candidate for outside corporate auditor.
 3. If the appointment of Mr. Hiroshi Fujioka was approved, the Bank will enter into an agreement with him to limit their liabilities to the minimum amount of liability provided in the relevant laws and ordinances when he is in good faith and has not committed gross negligence in performing his duties as outside corporate auditor.
 4. If the appointment of Mr. Hiroshi Fujioka was approved, he will be filed with the Tokyo Stock Exchange and the Fukuoka Stock Exchange as independent officers.
 5. If Mr. Masaru Ikeda is appointed by this proposal and Proposal No. 2 was approved as is, he will resign the corporate auditor of the Bank as of the effective date (scheduled to be October 3, 2016) of the share transfer between The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co. relevant to Proposal No. 2 and will take the office of director (audit and supervisory committee member) of the joint holding company as of the same day.
 6. Candidates with an asterisk (*) are newly nominated candidates.

(End)

(Accompanying Separate Volume)

Proposal No. 2 Approval of Share Transfer Plan with The Bank of Nagasaki, Ltd. and Nishi-Nippon Credit Guarantee Co.

THE NISHI-NIPPON CITY BANK, LTD. (“Bank”), the Bank of Nagasaki, Ltd. (“Nagasaki Bank”) and Nishi-Nippon Credit Guarantee Co. (“Nishi-Nippon Credit Guarantee,” the three companies are collectively referred to as “Three Companies”) agreed to establish Nishi-Nippon Financial Holdings, Inc., a holding company which will be the sole parent company of the Three Companies (“Joint Holding Company”), on October 3, 2016 (“Effective Date”) through a share transfer (“Share Transfer”), and after having resolved at respective meetings of their board of directors held on May 10, 2016, jointly prepared a share transfer plan on the same day.

Approval is hereby sought for the share transfer plan regarding the Share Transfer (“Share Transfer Plan”).

The reasons for the Share Transfer and the outline of the Share Transfer Plan and other matters related to this proposal No.2 are as follows.

1. Reasons for the Share Transfer

The Bank has endeavored to pursue synergetic effects of the unique functions of each of the Bank group companies by conducting reorganizations from time to time, and has enhanced the Bank group’s comprehensive financial strength. As a result, the business activities of the Bank group companies have been steadily expanding.

On the other hand, with regard to the business environment surrounding the Bank group, the economy is becoming more uncertain due to reasons such as slowdown of emerging market economies and circumstances surrounding the Bank have been changing drastically at a faster speed than expected because of, for example, declining population, development of ICT and other changes in social environment, diversifying customers’ values and lifestyles, and policy trends such as monetary easing policies and deregulation as a result of amendments to the Banking Act and related laws and regulations.

With this situation in mind, in order to further strengthen intragroup collaboration that would allow each of the Bank group companies to exhibit its unique characteristics and strengths as well as to appropriately respond to various environmental changes and address risks in the future, the Bank has decided to move to a holding company structure and establish a new group management framework.

As a comprehensive financial group rooted in the region, the Bank group will aim to enhance its comprehensive financial strength and achieve “further contribution to the regional economy” and “maximization of group corporate value” under the Holding Company system.

Under the Holding Company structure, the group will work to implement the following group management strategies with the group management philosophy, “We are committed to becoming a

regional financial group with ultimate comprehensive strength that will respond to changing times with high ambition and pride in our services while growing together with our customers.”

- A. Provision of comprehensive financial services beyond expectation of customers and local communities (achievement of Matrix Management)

For the benefit of customers, while the Holding Company acts as a control tower in formulating strategies with a broad view of the entire group, the group companies will provide the highest quality products and services beyond expectation of customers.

By utilizing the group companies’ financial functions and networks, the group will also proactively contribute to the regional revitalization through efforts such as advancement support of regional industries and active involvement in the regional development.

- B. Enhance the sophistication of a group management control system and a risk control system (achievement of Monitoring Model)

The Holding Company will constantly monitor business operations of the group companies and develop a strategic group management that will respond to various environmental changes.

The Holding Company will also centrally manage risk information of the group companies and work to establish a forward-looking and appropriate group risk management system.

2. Outline of the Share Transfer Plan

The outline of the Share Transfer Plan is as set forth in the Share Transfer Plan (copy) below.

Share Transfer Plan (Copy)

THE NISHI-NIPPON CITY BANK, LTD. (“Nishi-Nippon City Bank”), the Bank of Nagasaki, Ltd. (“Nagasaki Bank”) and Nishi-Nippon Credit Guarantee Co. (“Nishi-Nippon Credit Guarantee”) have agreed to carry out a share transfer by means of joint share transfer and have set forth the share transfer plan (this “Plan”) as follows.

Article 1 (Share Transfer)

As provided for in this Plan, Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee shall conduct a share transfer (“Share Transfer”), whereby the sole parent company of the three companies to be incorporated through a joint share transfer (“New Company”) acquires all issued shares of Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee on the New Company Establishment Date (as defined in Article 6 of this Plan; the same applies hereinafter). As a result, Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee will become wholly-owned subsidiaries of the New Company.

Article 2 (Purpose, Trade Name, Location of Head Office, Total Number of Shares Authorized to be issued, and Other Matters Provided for in the Articles of Incorporation of the New Company)

1. The purpose, trade name, location of head office, and total number of authorized shares shall be as follows.

- (1) Purpose

The New Company's purpose shall be as set forth in Article 2 of the Articles of Incorporation attached hereto as Exhibit.

- (2) Trade name

The New Company's trade name shall be "*Kabushiki Kaisha Nishi-Nippon Financial Holdings*" in Japanese and "Nishi-Nippon Financial Holdings, Inc." in English.

- (3) Location of head office

The New Company's head office shall be located in Fukuoka in the following address: 1-1, Hakata-ekimae 3-chome, Hakata-ku, Fukuoka, Japan

- (4) Total number of shares authorized to be issued

The total number of shares authorized to be issued by the New Company shall be 300,000,000 shares of stock.

2. In addition to the provisions of the preceding paragraph, matters provided for in the New Company's Articles of Incorporation shall be as set forth in the Articles of Incorporation attached hereto as Exhibit.

Article 3 (Names of Directors, etc. and Accounting Auditor upon Incorporation of the New Company)

1. The names of directors upon incorporation of the New Company (excluding directors upon incorporation who are Audit and Supervisory Committee Members upon incorporation) shall be as follows:

Director	Isao Kubota
Director	Hikomichi Tanigawa
Director	Seiji Isoyama
Director	Souichi Kawamoto
Director	Kiyota Takata
Director	Hiroyuki Irie
Director	Shinya Hirota

Director Hideyuki Murakami

Director Hiroyuki Takeo

2. The names of Audit and Supervisory Committee Members upon incorporation of the New Company shall be as follows.

Director Masaru Ikeda

Outside Director Yuji Tanaka

Outside Director Hirohiko Okumura

Outside Director Nobuko Takahashi

Reserve Director Seiji Ino (Reserve Director of Masaru Ikeda who serves as Director)

3. The name of the Accounting Auditor upon incorporation of the New Company shall be as follows.

Ernst & Young ShinNihon LLC

Article 4 (Shares to be Issued upon the Share Transfer and Allotment thereof)

1. The New Company, upon the Share Transfer, shall issue shares of common stock of the New Company to the shareholders of common stock of Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee (“Common Shareholders”) as of the time immediately before obtaining all issued shares of Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee (“Reference Time”), in the number equivalent to the sum of (i) the number of shares obtained by multiplying the total number of shares of common stock of Nishi-Nippon City Bank issued at the Reference Time by 0.2, (ii) the number of shares obtained by multiplying the total number of shares of common stock of Nagasaki Bank issued at the Reference Time by 0.006, and (iii) the number of shares obtained by multiplying the total number of shares of common stock of Nishi-Nippon Credit Guarantee issued at the Reference Time by 18,000 (“Issued Shares”), in place of shares of common stock of Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee they hold.
2. The New Company shall allot Issued Shares to be issued in accordance with the preceding paragraph to Common Shareholders of Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee as of the Reference Time at the following ratio.
 - (1) Nishi-Nippon City Bank Common Shareholders will receive 0.2 shares of the New Company common stock for each share of Nishi-Nippon City Bank common stock.
 - (2) Nagasaki Bank Common Shareholder will receive 0.006 shares of the New Company common stock for each share of Nagasaki Bank common stock.
 - (3) Nishi-Nippon Credit Guarantee Common Shareholder will receive 18,000 shares of the New Company common stock for each share of Nishi-Nippon Credit Guarantee common stock.

3. If the shares of common stock of the New Company to be issued to Common Shareholders of Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee in accordance with the preceding two paragraphs are a fraction of less than a whole share, the New Company shall handle the matter in accordance with Article 234 of the Companies Act and other related laws and regulations.

Article 5 (Amount of Capital and Reserves of the New Company)

The amount of capital and reserves of the New Company upon incorporation of the New Company shall be as follows.

- (1) Capital 50,000,000,000 yen
- (2) Capital reserve 12,500,000,000 yen
- (3) Retained earnings reserve 0 yen

Article 6 (New Company Establishment Date)

The date for registration of establishment of the New Company shall be October 3, 2016 (“New Company Establishment Date”); provided, however, that this may be changed upon consultation and agreement among Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee as necessary in the course of proceedings of the Share Transfer or for other reasons.

Article 7 (General Meeting of Shareholders to Approve the Share Transfer Plan)

1. Nishi-Nippon City Bank shall convene an ordinary general meeting of shareholders on June 29, 2016 and request the passing of resolutions approving this Plan and other matters necessary for the Share Transfer.
2. Nagasaki Bank shall convene an ordinary general meeting of shareholders on June 29, 2016 and request the passing of resolutions approving this Plan and other matters necessary for the Share Transfer.
3. Nishi-Nippon Credit Guarantee shall convene an ordinary general meeting of shareholders on June 29, 2016 and request the passing of resolutions approving this Plan and other matters necessary for the Share Transfer.
4. The dates of the ordinary general meetings of shareholders to approve the Plan and other matters necessary for the Share Transfer as provided for in the preceding three paragraphs may be changed upon consultation and agreement among Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee if needed in the course of proceedings of the Share Transfer or for other reasons.

Article 8 (Listing of Shares and Shareholder Register Administrator)

1. The common stock issued by the New Company is scheduled to be listed on the First Section of the Tokyo Stock Exchange, Inc. and Securities Membership Corporation of Fukuoka Stock Exchange on the New Company Establishment Date. Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee shall discuss and mutually cooperate to the extent possible to take necessary procedures for the listing.

2. The shareholder register administrator at the time of incorporation of the New Company shall be Japan Securities Agents, Ltd.

Article 9 (Dividends of Surplus)

1. Nishi-Nippon City Bank may pay (i) a dividend of surplus of up to 3.5 yen per share of common stock to its Common Shareholders or registered common share pledgees registered or recorded in the final shareholder register as of March 31, 2016, or (ii) a dividend of surplus of up to 2.5 yen per share of common stock to Common Shareholders or registered common share pledgees registered or recorded in the final shareholder register as of September 30, 2016.
2. Nagasaki Bank may pay a dividend of surplus of up to 0.1 yen per share of common stock to its Common Shareholders or registered common share pledgees registered or recorded in the final shareholder register as of March 31, 2016.
3. Nishi-Nippon Credit Guarantee may pay a dividend of surplus of up to 275,000 yen per share of common stock to its Common Shareholders or registered common share pledgees registered or recorded in the final shareholder register as of March 31, 2016.
4. Except for as provided in the preceding three paragraphs, Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee shall not pass a resolution during the period after the date of this Plan and before the New Company Establishment Date to pay a dividend of surplus with a record date prior to the New Company Establishment Date unless consulted and agreed by Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee upon consultation.

Article 10 (Cancellation of Treasury Stock)

Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee shall cancel all of their respective treasury stock held as of the Reference Time (including treasury stock acquired through share purchase as demanded by dissenting shareholders in accordance with Article 806, Paragraph 1 of the Companies Act, which is to be exercised upon the Share Transfer) by resolution of a meeting of their Board of Directors held on or before the date immediately preceding the New Company Establishment Date.

Article 11 (Management of Company Property)

During the period after the date of this Plan and before the New Company Establishment Date, Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee shall execute their own business, control and manage their own property with due care of a prudent manager and make any of their subsidiaries execute its business, control and manage its property with due care of a prudent manager. In conducting any act that may have a material effect on their own property or rights or obligations or making any of their subsidiaries conduct any act that may have a material effect on its property or rights or obligations except as provided for in this Plan, Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee shall mutually consult and agree among them in advance.

Article 12 (Effect of the Plan)

This Plan shall lose legal effect if the approval for this Plan or any other matter necessary for the Share Transfer is not obtained from the general meeting of shareholders of any of Nishi-Nippon City Bank, Nagasaki Bank or Nishi-Nippon Credit Guarantee as provided for in Article 7 of this Plan, or if the approval of related government authorities that are required for the Share Transfer (including but not limited to authorization of the Share Transfer as stipulated in Article 52-17 of the Banking Act) is not obtained by the New Company Establishment Date, or if the Share Transfer is cancelled pursuant to Article 13 of this Plan.

Article 13 (Change of Terms and Cancellation of the Share Transfer)

If during the period after the date of this Plan and before the New Company Establishment Date, (i) there is a material change in the financial position or business condition of any of Nishi-Nippon City Bank, Nagasaki Bank or Nishi-Nippon Credit Guarantee, (ii) it is found that there is a material event that have a material impact on the financial position or business condition of any of Nishi-Nippon City Bank, Nagasaki Bank or Nishi-Nippon Credit Guarantee, (iii) an event occurs or emerges that would materially impede the implementation of the Share Transfer, or (iv) it becomes otherwise difficult to accomplish the purpose of this Plan, Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee may, upon mutual consultation, alter the terms and conditions of the Share Transfer or the substance of this Plan, or cancel the Share Transfer.

Article 14 (Consultation)

In addition to matters provided for in this Plan, any matters not provided for herein and other matters necessary for the Share Transfer shall be separately discussed upon mutual consultation and agreement between Nishi-Nippon City Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee pursuant to the gist of this Plan.

(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties have caused this Plan to be executed in triplicate by affixing their names and seals hereto and each has retained one original hereof.

May 10, 2016

Nishi-Nippon City Bank:

THE NISHI-NIPPON CITY BANK, LTD.

1-1, Hakata-ekimae 3-chome, Hakata-ku, Fukuoka, Japan

Hiromichi Tanigawa, President [Seal]

Nagasaki Bank:

The Bank of Nagasaki, Ltd.

3-14, Sakae-machi, Nagasaki, Japan

Kazuo Yamamoto, President [Seal]

Nishi-Nippon Credit Guarantee:

Nishi-Nippon Credit Guarantee Co.

1-1, Hakata-ekimae 3-chome, Hakata-ku, Fukuoka, Japan

Tomoaki Kawakami, President and Director [Seal]

**ARTICLES OF INCORPORATION
OF
NISHI-NIPPON FINANCIAL HOLDINGS, INC.**

CHAPTER I. GENERAL PROVISIONS

Article 1. (Trade Name)

The Company shall be called in Japanese as “*Kabushiki Kaisha Nishi-Nippon Financial Holdings*” and indicated in English as “Nishi-Nippon Financial Holdings, Inc.”

Article 2. (Purpose)

The purpose of the Company shall be to engage in the following businesses as a bank holding company:

- (1) Management and operation of banks and other companies that the Company may have as subsidiaries under the Banking Act; and
- (2) Any and all businesses incidental or related thereto.

Article 3. (Location of Registered Office)

The Company shall have its registered office in Fukuoka, Japan.

Article 4. (Organs)

The Company shall have the following organs, in addition to the General Meeting of Shareholders and the Directors:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and
- (3) Accounting Auditors.

Article 5. (Method of Public Notice)

Public notices of the Company shall be posted by way of electronic public notice; provided, however, that if posting of an electronic public notice is prevented due to an accident or any other unavoidable reasons, public notices of the Company shall be posted in the *Nikkei* and the *Nishinippon Shimbun*.

CHAPTER II. SHARES

Article 6. (Total Number of Shares Authorized to be Issued)

The total number of shares authorized to be issued by the Company shall be three hundred million (300,000,000) shares.

Article 7. (Acquisition of Own Shares)

Pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, the own shares of the Company may be acquired by way of the market transactions, etc. with resolution of the Board of Directors.

Article 8. (Share Unit)

The number of shares constituting a share unit shall be one hundred (100).

Article 9. (Rights in relation to Shareholdings Less than One Unit)

Shareholders of the Company may not exercise rights other than the following rights with respect to shares of less than one unit held by the shareholder:

- (1) The rights prescribed in items of Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make a claim pursuant to Article 166, Paragraph 1 of the Companies Act;
- (3) The right to receive allotment of shares for subscription or allotment of share options for subscription in proportion to the number of shares held by the shareholder; and
- (4) The right to make a claim provided for in Article 10 hereof.

Article 10. (Additional Purchase to Share Unit)

Shareholders of the Company may claim that the Company sell its shares in the number necessary in order to make the number of shares less than one share unit held by the shareholder constitute one share unit in combination with such number of shares to be sold to the shareholder as provided for in the internal rules related to the share handling.

Article 11. (Shareholder Registry Administrator)

1. The Company shall have a shareholder registry administrator.
2. The shareholder registry administrator and its handling office shall be determined by resolution of the Board of Directors, and announced by public notice.
3. The preparation and keeping of the shareholder registry and share option registry of the Company and other matters concerning the shareholder registry and the share option registry shall be entrusted to the shareholder registry administrator.

Article 12. (Share Handling Regulations)

Any matters concerning the handling of the shares to be issued by the Company and the charges therefor shall be provided for in the internal rules related to the share handling to be established by the Board of Directors, in addition to laws and ordinances or by these Articles of Incorporation.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 13. (Convocation)

The Ordinary General Meeting of Shareholders of the Company shall be convened within three (3) months' period from the closing date of each fiscal year, and an Extraordinary General Meeting of Shareholders shall be convened when necessary.

Article 14. (Place of Meeting)

The General Meeting of Shareholders shall be held in Fukuoka, Japan.

Article 15. (Record Date of Ordinary General Meeting of Shareholders)

The record date to determine the shareholders entitled to exercise their voting rights at an Ordinary General Meeting of Shareholders shall be the thirty-first (31st) day of March each year.

Article 16. (Convener and Chairperson)

1. Unless otherwise provided for by laws and ordinances, the President shall convene a General Meeting of Shareholders and preside thereat.
2. In the event that the President is prevented from doing above, one of the other Directors shall convene a General Meeting of Shareholders and preside thereat in the order determined by the Board of Directors in advance.

Article 17. (Disclosure on Internet and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.)

When convening a General Meeting of Shareholders, the information on the matters to be included or stated in the reference documents for the General Meeting of Shareholders, the business report, the financial statements and the consolidated financial statements may be deemed to have been provided to the shareholders if such information is disclosed utilizing the Internet pursuant to the Ordinance of the Ministry of Justice in Japan.

Article 18. (Method of Resolution)

1. The resolutions of the General Meetings of Shareholders shall be adopted by a majority of the votes cast by the shareholders present at the Meeting who are entitled to exercise their voting rights thereat, unless otherwise provided for by laws and ordinances or by these Articles of Incorporation.
2. The resolutions of the General Meeting of Shareholders under Article 309, Paragraph 2 of the Companies Act shall be adopted by a majority of not less than two-thirds (2/3) of the votes cast by the shareholders present at the meeting at which the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders entitled to vote thereat are present.

Article 19. (Vote through Proxy)

1. A shareholder may exercise his/her voting rights through a proxy, who shall be a shareholder of the Company with the voting rights.
2. In the case of the preceding paragraph, the shareholder or the proxy shall submit a written statement certifying rights of proxy to the Company for each General Meeting of Shareholders.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

Article 20. (Number)

1. The Company shall have no more than twenty (20) Directors.
2. The Company shall have at least three (3) Directors who are Audit and Supervisory Committee Members.

Article 21. (Election)

1. Directors shall be elected at the General Meeting of Shareholders.
2. In the election of Directors pursuant to the preceding paragraph, the Directors who are Supervisory Committee Members shall be elected separately from the other Directors.
3. A resolution to elect a Director shall be adopted by a majority of the votes cast by the shareholders present at a General Meeting of Shareholders at which the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders entitled to vote thereat are present.
4. Directors shall not be elected by cumulative voting.

Article 22. (Term of Office)

1. The term of office of a Director who is not an Audit and Supervisory Committee Member shall expire upon the close of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after assumption of the office thereof.
2. The term of office of a Director who is an Audit and Supervisory Committee Member shall expire upon the close of the Ordinary General Meeting of Shareholders for the last fiscal year ending within

two (2) years after assumption of the office thereof.

3. The resolution pertaining to the pre-election of a Director who is an Audit and Supervisory Committee Member to fill a vacancy created by a Director who was an Audit and Supervisory Committee Member shall be effective until the commencement of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after assumption of the office thereof.
4. The term of office of a Director who is an Audit and Supervisory Committee Member and has been elected to fill a vacancy created by a Director who was an Audit and Supervisory Committee Member and retired before expiration of the term of office shall expire at the expiration of the term of office of the retired predecessor.

Article 23. (Convener and Chairperson of Board of Directors)

1. Unless otherwise provided for by laws and ordinances, the Chairman or the President shall convene a meeting of the Board of Directors and preside thereat.
2. In the event that both the Chairman and the President are prevented from doing above, one of the other Directors shall convene a meeting of the Board of Directors and preside thereat in the order determined by the Board of Directors in advance.

Article 24. (Procedures for Convening Board Meetings)

1. The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days in advance of the date of the relevant meeting; provided, however, that such period may be shortened if there is an unavoidable reason.
2. If all Directors unanimously consent, a meeting of the Board of Directors may be held without undertaking the procedures for convocation.

Article 25. (Omission of Board Resolution)

When the requirements set forth in Article 370 of the Companies Act are satisfied, a resolution of the Board of Directors shall be deemed to have been adopted.

Article 26. (Regulations of the Board of Directors)

Matters concerning the Board of Directors shall be handled as provided for in the Regulations of the Board of Directors to be established by the Board of Directors in addition to laws and ordinances and these Articles of Incorporation.

Article 27. (Directors with Special Titles and Representative Director)

1. The Board of Directors may, by resolution thereof, elect one (1) Chairman, one (1) President, one (1) or more Deputy Chairmen, and one (1) or more Deputy Presidents from among Directors.
2. The Board of Directors may, by resolution thereof, elect one (1) or more Representative Directors from among Directors who are not Audit and Supervisory Committee Members.

Article 28. (Remuneration, etc. of Directors)

1. Remuneration, incentive bonuses, and other economic rewards (“Remuneration, etc.”) received by Directors from the Company as consideration for the performance of their duties shall be determined by resolution of the General Meeting of Shareholders.
2. Remuneration, etc. received by Directors who are Audit and Supervisory Committee Members shall be determined separately from Remuneration, etc. received by other Directors.

Article 29. (Delegation to Directors)

The Company may delegate all or some decisions on the execution of important businesses (excluding matters set forth in items of Article 399-13, Paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors.

Article 30. (Limitation of Liability of Directors)

Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, an agreement may be entered into with each of the Directors (excluding those who are Executive Directors) to limit liability for damages caused by from negligence in the performance of his/her duties; provided, however, that the limit of the liability amount under such agreement shall be the minimum liability amount prescribed by the relevant laws and ordinances.

CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE

Article 31. (Full-time Audit and Supervisory Committee Members)

The Audit and Supervisory Committee may elect full-time Audit and Supervisory Committee Members from among Audit and Supervisory Committee Members.

Article 32. (Convener of Meeting of Audit and Supervisory Committee)

Each Audit and Supervisory Committee Member shall have the authority to convene a meeting of the Audit and Supervisory Committee.

Article 33. (Procedures for Convening Meetings of Audit and Supervisory Committee)

1. The notice of convocation of a meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member at least three (3) days in advance of the date of the relevant meeting; provided, however, that such period may be shortened if there is an unavoidable reason.
2. If all Audit and Supervisory Committee Members unanimously consent, a meeting of the Audit and Supervisory Committee may be held without undertaking the procedures for convocation.

Article 34. (Regulations of Audit and Supervisory Committee)

Matters concerning the Audit and Supervisory Committee shall be handled as provided for in the Regulations of the Audit and Supervisory Committee to be established by the Audit and Supervisory Committee in addition to laws, ordinances and these Articles of Incorporation.

CHAPTER VI. ACCOUNTING AUDITOR

Article 35. (Election of Accounting Auditor)

The Accounting Auditor shall be elected by resolution of the General Meeting of Shareholders.

Article 36. (Term of Office of Accounting Auditor)

1. The term of office of an Accounting Auditor shall expire upon the close of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after assumption of the office thereof.
2. An Accounting Auditor shall be deemed to have been reappointed at the Ordinary General Meeting of Shareholders provided for in the preceding item unless otherwise resolved at such Meeting.

Article 37. (Remuneration of Accounting Auditors)

The Remuneration of the Accounting Auditor shall be determined by the Representative Directors subject to the approval of the Audit and Supervisory Committee.

CHAPTER VII. ACCOUNTS

Article 38. (Fiscal Year)

The fiscal year of the Company shall begin on the first (1st) day of April each year and end on the thirty-first (31st) day of March of the following year.

Article 39. (Final Dividends)

The Company shall make, by resolution of the General Meeting of Shareholders, a cash distribution of surplus to the shareholders or registered share pledgees registered or recorded in the final shareholder registry on the thirty-first (31st) day of March each year (The cash to be payable by way of such distribution shall be referred to as “Final Cash Dividend” in Article 41.2).

Article 40. (Interim Dividends)

The Company may make, by resolution of the Board of Directors, a cash distribution of surplus to the shareholders or registered share pledgees registered or recorded in the final shareholder registry on the thirtieth (30th) day of September each year (The cash amount to be payable by way of such distribution

shall be referred to as “Interim Cash Dividend” in Article 41.2).

Article 41. (Period for Receipt of Cash Dividends)

1. Where dividend property is paid in cash, the Company shall be discharged from its obligation to pay such dividend property if it remains unreceived by the person entitled thereto after three (3) full years from the day on which the payment commences.
2. No interest shall accrue on unclaimed Final Cash Dividends and unclaimed Interim Cash Dividends.

SUPPLEMENTARY PROVISIONS

Article 1. (First Fiscal Year)

Notwithstanding the provisions of Article 38, the first fiscal year of the Company shall be from the date of its incorporation until March 31, 2017.

Article 2. (Initial Remuneration for Directors)

1. Notwithstanding the provisions of Article 28, the total amount of Remuneration, etc. for Directors (excluding those who are Audit and Supervisory Committee Members) for the period from incorporation of the Company until the close of the first Ordinary General Meeting of Shareholders shall be within 25 million yen per month.
2. Notwithstanding the provisions of Article 28, the total amount of Remuneration, etc. for Directors who are Audit and Supervisory Committee Members for the period from incorporation of the Company until the close of the first Ordinary General Meeting of Shareholders shall be within 8 million yen per month.

Article 3. (Deletion of Supplementary Provisions)

These Supplementary Provisions shall be deleted upon the close of the first Ordinary General Meeting of Shareholders.

End

3. Appropriateness of Matters Provided for in Article 773, Paragraph (1), Items (v) and (vi) of the Companies Act

- (1) Shares of the Joint Holding Company which will be delivered to shareholders of the Three Companies in connection with the Share Transfer; allotment of shares of the Joint Holding Company

In connection with the establishment of the Joint Holding Company through the Share Transfer, the Three Companies have decided the allotment ratio (“Share Transfer Ratio”) of common stock of the Joint Holding Company which will be delivered to shareholders of the Three Companies as follows.

- (i) Share Allocation in the Share Transfer (Share Transfer Ratio)

Company	Joint Holding Company	The Bank	Nagasaki Bank	Nishi-Nippon Credit Guarantee
Share transfer ratio	1	0.2	0.006	18,000

(Note 1) Share allocation ratio

The Bank shareholders will receive 0.2 shares of the Joint Holding Company common stock for each share of Bank common stock, Nagasaki Bank shareholder will receive 0.006 shares of the Joint Holding Company common stock for each share of Nagasaki Bank common stock, and Nishi-Nippon Credit Guarantee shareholder will receive 18,000 shares of the Joint Holding Company common stock for each share of Nishi-Nippon Credit Guarantee common stock.

In light of the current level of price per share of the Bank’s stock, and with a view towards broadening the retail shareholder base through a lower investment unit and increasing the liquidity of the shares, 0.2 shares of the Joint Holding Company common stock will be allotted for each share of Bank common stock held by shareholders.

Shareholders of the Three Companies who are to receive fractional shares of the Joint Holding Company common stock through the Share Transfer will be paid an amount equivalent to such fractional shares pursuant to Article 234 of the Companies Act and other related laws and regulations.

However, the above-stated share transfer ratio may be changed through consultations among the Three Companies if any material change occurs in the conditions that form the basis of the calculation or any material event occurs that has a material impact on such conditions during the period between the preparation of the share transfer plan and the date of establishment of the Joint Holding Company.

The share-trading-unit of the Joint Holding Company will be 100 shares.

(Note 2) The number of new shares to be delivered by the Joint Holding Company (scheduled)

Common stock: 180,633,801 shares

The above number is based on the total number of issued and outstanding shares of the Bank common stock as of March 31, 2016 (796,732,552 shares), the total number of issued and outstanding shares of Nagasaki Bank common stock as of March 31, 2016 (935,534,209

shares), and the total number of issued and outstanding shares of Nishi-Nippon Credit Guarantee common stock as of March 31, 2016 (1,000 shares). However, the Bank plans to cancel its treasury stock that it owns, to the extent practically possible, immediately before the Joint Holding Company acquires all issued and outstanding shares of the Three Companies (“Cut-off Time”). Accordingly, the number of shares owned by the Bank as of March 31, 2016 (11,629,569 shares) is excluded in calculating the above-mentioned number of new shares of common stock to be delivered by the Joint Holding Company.

The number of new shares to be delivered by the Joint Holding Company may change if the number of the Three Companies’ treasury shares as of March 31, 2016 changes before the Cut-off Time due to reasons such as exercise of the right to request purchase of shares by a shareholder of any of the Three Companies.

(Note 3) Treatment of fractional units

The shareholders of the Three Companies who receive a portion of a unit (share-trading-unit of 100 shares) of the Joint Holding Company common stock (“Fractional Unit”) as a result of the Share Transfer will not be able to trade their Fractional Units on the Tokyo Stock Exchange (“TSE”) or any other financial instruments exchange. The shareholders holding such Fractional Unit may request the Joint Holding Company to purchase their Fractional Units in accordance with the provisions of Article 192, paragraph (1) of the Companies Act. Moreover, in accordance with Article 194, paragraph (1) of the Companies Act and pursuant to the Joint Holding Company’s Articles of Incorporation, the shareholders holding Fractional Units may request the Joint Holding Company to offer for sale the number of shares necessary to achieve a whole share-trading-unit with respect to shares for which they only have a Fractional Unit.

(ii) Treatment of stock acquisition rights and bonds with stock acquisition rights in connection with the Share Transfer

None of the Three Companies has issued any stock acquisition rights or bonds with stock acquisition rights.

(iii) Treatment of Shares of the Joint Holding Company which the Bank is to receive

The shares of the Joint Holding Company which the Bank is to receive in connection with the Share Transfer with respect to the Nagasaki Bank shares (935,534,209 shares as of March 31, 2016) and Nishi-Nippon Credit Guarantee shares (1,000 shares as of March 31, 2016) that the Bank holds will be disposed in accordance with the provisions of the Companies Act at a reasonable date following the Effective Date of the Share Transfer. The method of the disposition will be informed once it is determined.

(iv) Basis and Reasons for the Details of the Allocation

As described in (vii) “Measures to Ensure Fairness” below, the Bank appointed Mizuho Securities Co., Ltd. (“Mizuho Securities”) as a third-party calculation institution and Anderson Mori & Tomotsune as a legal advisor to ensure the fairness of the consideration and the other aspects of the Share Transfer, and commenced deliberations with respect to the Share Transfer.

After careful studies and discussions with reference to the share transfer ratio calculation report received from Mizuho Securities, third party institution, on May 9, 2016 and advice from Anderson Mori & Tomotsune, legal advisor, the Bank concluded that it is appropriate to implement the Share Transfer based on the Share Transfer Ratio set out in (i) “Share Allocation in the Share Transfer (Share Transfer Ratio)” above.

(v) Matters related to the Calculation

A. Names of the Institutions Making Calculations and the Relationships with the Three Companies

Mizuho Securities, financial advisor and third-party institution of the Bank, is not a related party of the Three Companies and have no material interests requiring disclosure in regards to the Share Transfer.

B. Summary of the Calculation

In order to ensure the fairness of the calculation of the share transfer ratio in the Share Transfer, the Bank retained Mizuho Securities as an independent third party institution of the Three Companies, requested to calculate the share transfer ratio, and received a share transfer ratio calculation report.

With respect to the share transfer ratio of the Three Companies, Mizuho Securities calculated the value of the Bank’s shares based on the market price method, given that the shares of the Bank are listed on the first section of the TSE and the Fukuoka Stock Exchange (“FSE”) and that the market share price of the Bank is available. Mizuho Securities also used the comparable peer company method to calculate the value of Nagasaki Bank’s and Nishi-Nippon Credit Guarantee’s shares, given that there were listed companies comparable to these two companies, in addition to the dividend discount model method (“DDM Method”) to reflect the status of future business activities. The DDM Method is widely used to evaluate financial institutions, and is a method to analyze the value of shares by using profits belonging to shareholders after internal reserves necessary to maintain a certain capital composition and other factors taken into consideration, and discounting such profits to present value using capital cost. The results under each method of calculation are set forth below.

The share transfer ratio in the table below represent the number of common stock of the Joint Holding Company to be allocated for one share of common stock of Nagasaki Bank and Nishi-Nippon Credit Guarantee where 0.2 shares of common stock of the Joint Holding Company is allocated for one share of common stock of the Bank.

Method		Range of Share Transfer Ratio	
The Bank	Nagasaki Bank and Nishi-Nippon Credit Guarantee	Nagasaki Bank	Nishi-Nippon Credit Guarantee
Market price method	Comparable peer company method	0.0045 ~ 0.0057	13,710 ~ 19,501
	DDM method	0.0034 ~ 0.0065	9,980 ~ 18,638

When conducting its calculations in accordance with the market price method, Mizuho Securities established a record date as of May 9, 2016 (“Record Date”) and adopted (i) the closing common stock prices of the Three Companies as of the Record Date and (ii) the simple average of the closing stock prices of the Three Companies for the periods of one week, one month, three months and six months until the Record Date.

In principle, Mizuho Securities based its calculations of the share transfer ratio on information received from the Three Companies as well as publicly available information, etc. as is. Mizuho Securities assumed that all such materials and information were accurate and complete, that there was no fact that was not disclosed to Mizuho Securities which may have a material effect on the calculation of the share transfer ratio, and other similar factors, and did not independently verify the accuracy and completeness thereof. Furthermore, Mizuho Securities assumed that there was no independent evaluation, appraisal or assessment with respect to the assets and liabilities (including contingent liabilities) of the Three Companies and their respective affiliated companies, and did not request a third party institution to value, appraise or assess such assets and liabilities. Mizuho Securities’ calculation of the share transfer ratio also assumed that the financial forecasts (including profit plans and other information) of Nagasaki Bank and Nishi-Nippon Credit Guarantee referenced in such calculation were reasonably prepared based on the best projections and judgment currently available to the management of Nagasaki Bank and Nishi-Nippon Credit Guarantee and that such calculation reflected the information and economic conditions up to May 9, 2016. Please note that the profit plan of Nagasaki Bank that Mizuho Securities used as the calculation basis for its valuation via the DDM Method anticipates a significant decrease in income for the fiscal year ending March 31, 2017 mainly due to one-time income, which is accompanied by an increase in the deferred tax asset that was recorded in the fiscal year ended March 31, 2016. The profit plan of Nishi-Nippon Credit Guarantee does not anticipate a significant increase or decrease in profit.

(vi) Listing Application of the Joint Holding Company

The Three Companies plan to apply for a listing of the shares of common stock of the newly-established Joint Holding Company on the TSE and the FSE. The listing date is scheduled to be October 3, 2016.

The Bank will become a wholly-owned subsidiary of the Joint Holding Company as a result of the Share Transfer, and accordingly its shares are scheduled to be delisted from the TSE and the FSE on September 28, 2016, before the listing of the Joint Holding Company. The date of the delisting of shares will be determined in accordance with the rules of the TSE and the FSE.

(vii) Measures to Ensure Fairness

In order to ensure fairness of the Share Transfer, the Bank has taken the following measures.

A. Receipt of Share Transfer Ratio Calculation Report from an Independent Third Party Institution

To ensure the fairness of the Share Transfer, the Bank retained Mizuho Securities as a third party institution independent of the Three Companies, and received a share transfer ratio calculation report as the basis for the agreement on the share transfer ratio to be used in the Share Transfer.

The Bank has not received an opinion (so-called fairness opinion) from Mizuho Securities to the effect that the share transfer ratio is fair to the common shareholders of the Bank from a financial point of view.

B. Advice from a Law Firm

To ensure fairness and appropriateness of the board of directors, the Bank has received legal advice on the method and process of the decision making and the procedures of the Share Transfer of the Bank from Anderson Mori & Tomotsune, legal advisor independent of the Three Companies.

(viii) Measures to Avoid Conflicts of Interest

Because the Nagasaki Bank and Nishi-Nippon Credit Guarantee are wholly owned subsidiaries of the Bank, we recognize that the Share Transfer among the Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee is not a transaction that involves conflicts of interest. In order to avoid potential conflicts of interest to the extent possible, however, Mr. Hideyuki Murakami, who also serves as a director of the Bank, did not participate in any of the discussions regarding or voting on the Share Transfer at the board of directors meeting of Nagasaki Bank, and Mr. Seiji Isoyama and Mr. Souichi Kawamoto, each of whom also serves as representative director and deputy president of the Bank, did not participate in any of the discussions regarding or voting on the Share Transfer at the board of directors meeting of Nishi-Nippon Credit Guarantee.

(2) Capital and reserves of the Joint Holding Company

The Three Companies have determined that the capital and reserves of the Joint Holding Company upon establishment of the Joint Holding Company through the Share Transfer will be as follows.

(i) Capital	50,000,000,000 yen
(ii) Capital reserve	12,500,000,000 yen
(iii) Retained earnings reserve	0 yen

The capital and reserves were determined through discussions among the Three Companies comprehensively examining and considering the size of the Joint Holding Company and various other circumstances, and are within the scope of the provisions of Article 52 of the Ordinance on Company Accounting.

4. Appropriateness of Matters Provided for in Article 773, Paragraph (1), Items (ix) and (x) of the Companies Act

Not applicable

5. Matters relating to Nagasaki Bank and Nishi-Nippon Credit Guarantee

(1) Content of financial statements, etc. for the most recent fiscal year

The content of the financial statements of Nagasaki Bank and Nishi-Nippon Credit Guarantee for the fiscal year ended March 31, 2016 are available on the Bank's website (<http://www.ncbank.co.jp>) pursuant to the provisions of laws and ordinances and Article 17 of the Bank's Articles of Incorporation.

(2) Events that may have a significant impact on the status of company property which occurred after the ending date of the most recent fiscal year

Not applicable

6. Events that may have a significant impact on the status of company property which occurred to the Bank after the ending date of the most recent fiscal year

Not applicable

7. Matters (name, date of birth, past experience and other matters concerning candidates for directors) regarding candidates for directors (excluding those who are the Audit and Supervisory Committee members) of the Joint Holding Company stipulated in Article 74 of the Ordinance for Enforcement of the Companies Act

The candidates for directors of the Joint Holding Company (excluding those who are the Audit and Supervisory Committee members) are as follows:

Name (Date of birth)	Past experience (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
<p>Isao Kubota (Dec. 6, 1942)</p>	<p>Apr. 1966 Joined the Ministry of Finance Jun. 1995 Director General of the Customs and Tariff Bureau, the Ministry of Finance Jul. 1997 Deputy Vice Minister of Director-General's Secretariat, the National Land Agency Jul. 1999 Administrative Vice-Minister, the National Land Agency Sep. 2000 Vice-president, Urban Development Corporation Jul. 2002 Chairman, Lone Star Japan Acquisitions, LLC May 2006 Joined THE NISHI-NIPPON CITY BANK, LTD. Advisor, the Bank Jun. 2006 President (Representative Director), the Bank Jun. 2014 Chairman (Representative Director), the Bank (current position)</p> <p>(Significant concurrent positions) Chairman of Fukuoka Association of Corporate Executives</p>	<p>(1) 10,000 shares (2) 2,000 shares</p>
<p>Hiromichi Tanigawa (Jul. 17, 1953)</p>	<p>Apr. 1976 Joined the Ministry of Finance Jun. 2005 Director-General of Yokohama Customs, the Ministry of Finance Jul. 2008 Deputy Director-General of Minister's Secretariat, the Ministry of Finance Oct. 2008 Managing Director, Japan Finance Corporation May 2011 Joined THE NISHI-NIPPON CITY BANK, LTD. Advisor, the Bank Jun. 2011 Executive Director, the Bank Jun. 2012 Representative Executive Director (Representative Director), the Bank May 2013 Representative Executive Director (Representative Director) Head of Kitakyushu&Yamaguchi Region, the Bank Jun. 2013 Deputy President (Representative Director) Head of Kitakyushu&Yamaguchi Region, the Bank May 2014 Deputy President (Representative Director), the Bank Jun. 2014 President (Representative Director), the Bank (current position)</p> <p>(Significant concurrent positions) Vice Chairman of Fukuoka Association of Corporate Executives</p>	<p>(1) 19,000 shares (2) 3,800 shares</p>

Name (Date of birth)	Past experience (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
<p>Seiji Isoyama (Jun. 22, 1951)</p>	<p>Apr. 1975 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</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>	(1) 23,177 shares
	<p>Jun. 2011 Representative Executive Director (Representative Director) Regional Headquarters Management Head of Fukuoka Regional Headquarters, the Bank</p>	(2) 4,635 shares
	<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>Oct. 2015 Deputy President (Representative Director) In charge of the Group Companies Management Division, the Bank (current position)</p>	
	<p>(Significant concurrent positions) Chairman, Fukuoka Chamber of Commerce & Industry Director, Audit and Supervisory Committee member, PLENUS Co., Ltd Director, Audit and Supervisory Committee member, COCA-COLA WEST COMPANY, LIMITED</p>	

Name (Date of birth)	Past experience (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
Souichi Kawamoto (Sep. 19, 1957)	Apr. 1980 Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.)	
	Jun. 2008 Director Deputy Head of Kita-Kyushu Regional Headquarters	
	May 2010 General Manager of Kita-Kyushu Head Office General Manager of Kokura Branch, the Bank Director	
	Jun. 2010 Head of Kita-Kyushu General Headquarters, the Bank Managing Director	
	Jun. 2011 Head of Kita-Kyushu General Headquarters, the Bank Managing Director	
	Jun. 2012 Executive Director Head of Kita-Kyushu General Headquarters, the Bank	(1) 6,300 shares
	May 2014 Executive Director Head of Kitakyushu&Yamaguchi Region, the Bank	(2) 1,260 shares
	Jun. 2014 Deputy President (Representative Director) Head of Kitakyushu&Yamaguchi Region, the Bank	
	Oct. 2014 Deputy President (Representative Director) Head of Kitakyushu&Yamaguchi Region Regional Headquarters Management, the Bank	
	May 2016 Deputy President(Representative Director) Head of Kitakyushu&Yamaguchi Region Regional Headquarters Management In charge of the IT Strategy Division, the Operations Planning & Management Division, the Business Planning Division, the Business Promotion Division, the Retail Business Division and the Personal Loan Transaction Division, the Bank (current position)	
	(Significant concurrent positions) Director, DAIICHI KOUTSU SANGYO Co.,Ltd Audit & Supervisory Board member, OHISHI SANGYO CO., LTD.	

Name (Date of birth)	Past experience (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
<p style="text-align: center;">Kiyota Takata (Jan. 5, 1954)</p>	<p>Apr. 1978 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2007 Director General Manager of Executive Secretariat, the Bank</p> <p>May 2009 Director, the Bank</p> <p>Jun. 2010 Managing Director, the Bank</p> <p>Jun. 2011 Managing Director, the Bank</p> <p>Jun. 2012 Executive Director, the Bank</p> <p>Oct. 2015 Executive Director In charge of the Public Relations Division, the Executive Secretariat, the Human Resources Division, and the Corporate Administration Division, the Bank (current position)</p> <p>(Significant concurrent positions) Director, PIETRO Co., Ltd.</p>	<p>(1) 27,354 shares</p> <p>(2) 5,470 shares</p>
<p style="text-align: center;">Hiroyuki Irie (Nov. 11, 1957)</p>	<p>Apr. 1981 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2010 Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank</p> <p>Jun. 2011 Managing Director Deputy Head of Fukuoka Regional Headquarters General Manager of Head Office General Manager of Fukuoka Branch, the Bank</p> <p>May 2013 Managing Director, the Bank</p> <p>Jun. 2015 Executive Director, the Bank</p> <p>May 2016 Executive Director, the Bank In charge of the Corporate Business Solution Division and the Regional Relationship Management Division (current position)</p>	<p>(1) 19,000 shares</p> <p>(2) 3,800 shares</p>

Name (Date of birth)	Past experience (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
<p>Shinya Hirota (Nov. 30, 1958)</p>	<p>Apr. 1981 Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>May 2009 Senior Manager of Internal Audit Office, the Internal Audit & Credit Examination Division</p> <p>Dec. 2009 Joined THE NISHI-NIPPON CITY BANK, LTD General Manager of the International Business Division, the Bank</p> <p>May 2010 General Manager of the International Business Division, the Bank</p> <p>Jun. 2011 Executive Officer General Manager of the International Business Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer General Manager of the International Business Division, the Bank</p> <p>Jun. 2013 Managing Director General Manager of the International Business Division, the Bank</p> <p>May 2014 Managing Director In charge of the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division and the International Business Division, the Bank (current position)</p> <p>(Significant concurrent positions) Audit & Supervisory Board member, OK Food Industry Co., Ltd.</p>	<p>(1) 2,000 shares</p> <p>(2) 400 shares</p>
<p>Hideyuki Murakami (Mar. 14, 1961)</p>	<p>Apr. 1983 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2010 Executive Officer General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>May 2012 Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer General Manager of the 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 2016 Managing Director Head of Tokyo Headquarters, the Bank In charge of the Internal Audit Division, the Corporate Planning Division and the Corporate Risk Management & Compliance Division (current position)</p> <p>(Significant concurrent positions) Audit & Supervisory Board member, Showa Manufacturing Co., Ltd.</p>	<p>(1) 15,000 shares</p> <p>(2) 3,000 shares</p>

Name (Date of birth)	Past experience (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
Hiroyuki Takeo (Sep. 19, 1958)	Apr. 1983 Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.)	
	May 2010 General Manager of the Corporate Administration Division, the Bank	
	Dec. 2011 Executive Officer General Manager of the Corporate Administration Division, the Bank	(1) 11,551 shares
	Apr. 2013 Senior Executive Officer General Manager of the Corporate Administration Division, the Bank	(2) 2,310 shares
	May 2013 Senior Executive Officer General Manager of Head Office General Manager of Fukuoka Branch, the Bank	
	May 2016 Senior Executive Officer, the Bank In charge of the Credit Risk Management Division and the Credit Supervision Division (current position)	

- (Note) 1. “Number of shares of the Bank held” indicates the number of shares held as of March 31, 2016 and “Number of shares of the Joint Holding Company to be delivered” indicates the number based on the number of shares held, taking into account the share transfer ratio. Therefore, the number of shares of the Joint Holding Company to be actually delivered may change according to the number of shares held as of the date immediately before the incorporation of the Joint Holding Company.
2. Nagasaki Bank and Nishi-Nippon Credit Guarantee are the Bank’s wholly-owned subsidiary and the numbers of shares held are omitted.
3. Special interests between the Bank, Nagasaki Bank, Nishi-Nippon Credit Guarantee and the Joint Holding Company, and the candidates for directors
- (1) Messrs. Seiji Isoyama and Souichi Kawamoto, candidates for directors, are holding concurrent offices of the representative director of the Bank and the director of Nishi-Nippon Credit Guarantee, respectively, both engaging in businesses of the same category. The Bank has deposit transaction and loan transaction with Nishi-Nippon Credit Guarantee. Furthermore, Nishi-Nippon Credit Guarantee guarantees loan receivables of the Bank.
- (2) There is no special interest among other candidates for directors, and the Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee. Furthermore, other candidates for directors do not plan to have no special interest with the Joint Holding Company.
4. Reasons for nomination as candidates for directors
- (1) Since taking office of president in 2006, Mr. Isao Kubota has contributed to the performance improvement of the Bank group by exercising strong leadership, as well as overcoming various issues in connection with the merger, paying off public funds and adopting core-banking system shared by regional banks. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge as a top-level executive, and nominates him as a candidate for director.
- (2) Since taking office of Director in 2011, Mr. Hiromichi Tanigawa has been in charge of the Bank’s core operations, such as the Internal Audit Division, the Corporate Risk Management & Compliance Division, the Corporate Planning Division and Head of Kitakyushu&Yamaguchi Region. In relation to the current

medium-term business plan, he served as a chairman of the preparation committee, and since taking office of president in June 2014, he has been at the forefront of implementing such business plan. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge as a top-level executive, and nominates him as a candidate for director.

- (3) Since taking office of director in 2004, Mr. Seiji Isoyama has accumulated considerable experience in business operations, such as sales divisions, the Corporate Administration Division, the Group Companies Management Division and the Internal Audit Division, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.
- (4) Since taking office of director in 2008, Mr. Souichi Kawamoto has accumulated considerable experience in business operations, such as Head of Kitakyushu&Yamaguchi Region and the sales divisions, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.
- (5) Since taking office of director in 2007, Mr. Kiyota Takata has accumulated considerable experience in business operations, such as the Public Relations Division, the Executive Secretariat, the Human Resources Division, the Internal Audit Division and the International Business Division, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.
- (6) Since taking office of director in 2010, Mr. Hiroyuki Irie has accumulated considerable experience in business operations, such as the sales divisions and the Regional Relationship Management Division, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.
- (7) Since taking office of director in 2013, Mr. Shinya Hirota has accumulated considerable experience in business operations, such as the International Business Division, the Treasury & Portfolio Investment Division and the Treasury & Securities Transaction Division, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.
- (8) Since taking office of director in 2014, Mr. Hideyuki Murakami has accumulated considerable experience in business operations, such as the corporate planning and management divisions, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.
- (9) Mr. Hiroyuki Takeo took office of General Manager of the Corporate Administration Division in May 2010, and since taking office of executive officer in 2011, he has accumulated considerable experience in business operations, such as General Manager of the Corporate Administration Division and General Manager of the Head Office, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.

8. Matters (name, date of birth, past experience and other matters concerning candidates for directors) regarding candidates for directors who are the Audit and Supervisory Committee members of the Joint Holding Company stipulated in Article 74-3 of the Ordinance for Enforcement of the Companies Act

The candidates for directors of the Joint Holding Company who are the Audit and Supervisory Committee members of the Joint Holding Company are as follows:

Name (Date of birth)	Career summary (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
<p>Masaru Ikeda (Feb. 8, 1959)</p>	<p>Apr. 1981 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.)</p> <p>Jun. 2009 General Manager of the Group Companies Management Division, the Bank</p> <p>Dec. 2011 Executive Officer General Manager of the Group Companies Management Division, the Bank</p> <p>Jan. 2014 Executive Officer General Manager of Executive Secretariat, the Bank</p> <p>Jun. 2014 Senior Executive Officer General Manager of Executive Secretariat, the Bank</p> <p>May 2016 Senior Executive Officer, the Bank In charge of Executive Secretariat (current position)</p>	<p>(1) 4,422 shares</p> <p>(2) 884 shares</p>
<p>Yuji Tanaka (Feb. 26, 1948)</p>	<p>Apr. 1972 Joined SAIBUGAS Co., Ltd.</p> <p>Jun. 2002 Director And General Manager, SAIBUGAS Co., Ltd.</p> <p>Jun. 2005 Managing Director, SAIBUGAS Co., Ltd.</p> <p>Jun. 2007 Senior Managing Director, SAIBUGAS Co., Ltd.</p> <p>Apr. 2008 President(Representative Director), SAIBUGAS Co., Ltd.</p> <p>Jun. 2010 President, Representative Director and Chief Executive Officer, SAIBUGAS Co., Ltd.</p> <p>Jun. 2011 Corporate Auditor, THE NISHI-NIPPON CITY BANK, LTD. (current position)</p> <p>Apr. 2013 Chairman(Representative Director), SAIBUGAS Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Chairman, Representative Director, SAIBUGAS Co., Ltd. Audit & Supervisory Board member, HIROSHIMA GAS CO.,LTD. Director, THE TORIGOE CO., LTD.</p>	<p>(1) 0 share</p> <p>(2) 0 share</p>

Name (Date of birth)	Career summary (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
<p>Hirohiko Okumura (Mar. 6, 1942)</p>	<p>Apr. 1964 Joined The Bank of Japan Jan. 1972 Joined Nomura Research Institute, Ltd. Jun. 1989 Member of the Board and General Manager of Economic Research Department, Nomura Research Institute, Ltd. Jun. 1991 Executive Fellow, Nomura Research Institute, Ltd. Jul. 1995 Professor, the Faculty of Economics, Gakushuin University Oct. 2002 Executive Director, Gakushuin School Corporation Sep. 2005 Resigned as Executive Director, Gakushuin School Corporation Jun. 2011 Corporate Auditor, THE NISHI-NIPPON CITY BANK, LTD. (current position) Apr. 2012 Professor Emeritus, Gakushuin University (current position) (Significant concurrent positions) Professor Emeritus, Gakushuin University</p>	<p>(1) 0 share (2) 0 share</p>
<p>Nobuko Takahashi (Nov. 17, 1953)</p>	<p>Apr. 1976 Joined SHUFUNOTOMO Co., Ltd. Apr. 1986 Became a freelance life and economy journalist (current position) Jun. 2009 Audit & Supervisory Board member, Japan Finance Corporation (current position) Mar. 2015 Statutory Auditor, TonenGeneral Sekiyu K.K. (current position) Apr. 2015 Director, Aioi Nissay Dowa Insurance Co.,Ltd (current position) Jun. 2015 Director, THE NISHI-NIPPON CITY BANK, LTD (current position) (Significant concurrent positions) Life and Economy Journalist Audit & Supervisory Board member, Japan Finance Corporation Statutory Auditor, TonenGeneral Sekiyu K.K. Director, Aioi Nissay Dowa Insurance Co., Ltd</p>	<p>(1) 5,000 shares (2) 1,000 shares</p>

(Note) 1. “Number of shares of the Bank held” indicates the number of shares held as of March 31, 2016 and “Number of shares of the Joint Holding Company to be delivered” indicates the number based on the number of shares held, taking into account the share transfer ratio. Therefore, the number of shares of the Joint Holding Company to be actually delivered may change according to the number of shares held as of the date immediately before the incorporation of the Joint Holding Company.

2. Nagasaki Bank and Nishi-Nippon Credit Guarantee are the Bank’s wholly-owned subsidiary and the numbers of shares held are omitted.

3. There are ordinary banking transactions between SAIBUGAS Co., Ltd. for which Mr. Yuji Tanaka, candidate for director, serves as Chairman and Representative Director and the Bank.

There is no special interest among other candidates for directors, and the Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee. Furthermore, other candidates for directors will have no special interest with the Joint Holding Company.

4. Messrs. Yuji Tanaka and Hirohiko Okumura and Ms. Nobuko Takahashi are candidates for outside directors.
5. If Messrs. Yuji Tanaka and Hirohiko Okumura and Ms. Nobuko Takahashi were appointed to be outside directors, the Joint Holding Company intends to file them with the Tokyo Stock Exchange and the Fukuoka Stock Exchange as independent officers who have no possibility of conflict of interests with general shareholders as stipulated by both stock exchanges.

6. Reasons for nomination as a candidate for director other than candidates for outside directors

Since taking office of executive officer in 2011, Mr. Masaru Ikeda has accumulated considerable experience in business operations, such as General Manager of the Group Companies Management Division and General Manager of the Executive Secretariat, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for director.

7. Reasons for nomination as candidates for outside directors

- (1) Mr. Yuji Tanaka has considerable experience and broad and extensive knowledge as corporate manager. The Bank determined that he was qualified for director from the perspective of strengthening of supervisory function and nominates him as a candidate for outside director.
- (2) Mr. Hirohiko Okumura has considerable experience and broad and extensive knowledge as academic expert. The Bank determined that he was qualified for director from the perspective of strengthening of supervisory function and nominates him as a candidate for outside director.
- (3) Ms. Nobuko Takahashi has perspective of a longtime journalist and specialist on lifestyle economics, as well as broad and extensive knowledge of economy and finance. The Bank determined that she was qualified for director from the perspective of strengthening of supervisory function and nominates her as a candidate for outside director.

8. If Messrs. Masaru Ikeda, Yuji Tanaka and Hirohiko Okumura and Ms. Nobuko Takahashi takes office of directors who are the Audit and Supervisory Committee members, the Joint Holding Company intends to enter into an agreement limiting liabilities for damages set forth in Article 427, Paragraph (1) of the Companies Act with the four persons, and the amount of liabilities will be set to the minimum amount of liability provided in the relevant laws and regulations.

9. Matters (name, date of birth, past experience and other matters concerning candidates for directors) regarding candidates for reserve directors for directors who are the Audit and Supervisory Committee members of the Joint Holding Company stipulated in Article 74-3 of the Ordinance for Enforcement of the Companies Act

The candidate for reserve director for the directors of the Joint Holding Company who are the Audit and Supervisory Committee members of the Joint Holding Company is as follows:

Name (Date of birth)	Career summary (Positions and responsibilities at the Bank and significant concurrent positions)	(1) Number of shares of the Bank held (2) Number of shares of the Joint Holding Company to be delivered
Seiji Ino (Oct. 26, 1960)	Apr. 1984 Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.)	
	May 2009 Senior Deputy General Manager of the Corporate Planning Division, the Bank	
	May 2011 General Manager of the Corporate Planning Division, the Bank	
	May 2012 General Manager of the Executive Secretariat, the Bank	(1) 12,063 shares
	Jan. 2014 Executive Officer General Manager of the Corporate Risk Management & Compliance Division, the Bank	(2) 2,412 shares
	Jan. 2015 Senior Executive Officer General Manager of the Corporate Risk Management & Compliance Division, the Bank	
	May 2015 Senior Executive Officer, the Bank Jun. 2015 Corporate Auditor, the Bank (current position)	

- (Note) 1. “Number of shares of the Bank held” indicates the number of shares held as of March 31, 2016 and “Number of shares of the Joint Holding Company to be delivered” indicates the number based on the number of shares held, taking into account the share transfer ratio. Therefore, the number of shares of the Joint Holding Company to be actually delivered may change according to the number of shares held as of the date immediately before the incorporation of the Joint Holding Company.
2. Nagasaki Bank and Nishi-Nippon Credit Guarantee are the Bank’s wholly-owned subsidiary and the numbers of shares held are omitted.
3. There is no special interest among Mr. Seiji Ino, and the Bank, Nagasaki Bank and Nishi-Nippon Credit Guarantee. Furthermore, he will have no special interest with the Joint Holding Company.
4. Reasons for nomination as a candidate for reserve director for directors who are the Audit and Supervisory Committee members
- Mr. Seiji Ino has accumulated considerable experience in business operations, such as General Manager of the Corporate Planning Division and General Manager of Executive Secretariat from May 2011, executive officer in charge of the Corporate Risk Management & Compliance Division in 2014 and corporate auditor since June 2015 to present, and is familiar with the banking business. The Bank determined that he would be able to contribute to the management of the Joint Holding Company by utilizing his experience, capability, personality and knowledge, and nominates him as a candidate for reserve director for directors who are the Audit and Supervisory Committee members.
5. Mr. Seiji Ino shall be appointed as reserve director for Mr. Masaru Ikeda, director, who is the Audit and Supervisory Committee member.

10. Matters regarding candidates for an accounting auditor of the Joint Holding Company stipulated in Article 77 of the Ordinance for Enforcement of the Companies Act

The candidate for an accounting auditor of the Joint Holding Company is as follows:

Name	Ernst & Young ShinNihon LLC	
Location of the principal business office	Hibiya Kokusai Building, 2-3 Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo	
History	Oct. 1985	Tetsuzo Ota & Co. and Showa Audit Corporation merged to establish Showa Ota & Co.
	Apr. 2000	Showa Ota & Co. and Century Audit Corporation merged to establish Century Ota Showa & Co.
	Jul. 2001	Corporate name changed to Shin Nihon & Co.
	Jul. 2008	Corporate name changed to Ernst & Young ShinNihon LLC in connection with the shift to a limited liability audit corporation
Number of clients	4,145 companies (as of March 31, 2016)	
Capital	938 million yen (as of March 31, 2016)	
Composition of employees	6,346 (as of March 31, 2016) *Excluding part-time employees	
	[Breakdown]	
	Partners: Certified Public Accountants	631
	Others	23
	Staff: Certified Public Accountants	2,831
	Partly-qualified accountants	1,071
	Others	1,790
	Total:	6,346

(Note) 1. Ernst & Young ShinNihon LLC is nominated as a candidate for an accounting auditor because the Bank determined that the candidate was qualified for an accounting auditor, integrally taking into account its size, appropriateness of the audit of the Bank, progress of its business improvement plan and other factors.

2. Details of suspension of business operations imposed on the candidate for the last two years

(1) Party subject to the disciplinary action

Ernst & Young ShinNihon LLC (location: Chiyoda-ku, Tokyo)

(2) Details of the disciplinary action

Suspension of business operations relating to the execution of new contracts: For three months' period

(From January 1, 2016 until March 31, 2016)

(3) Reasons for the disciplinary action

- a. Seven certified public accountants of Ernst & Young ShinNihon LLC had, in negligence of due care, attested the financial statements of TOSHIBA CORPORATION for years that ended March 31, 2010, 2012 and 2013 containing material misstatements as if the statements contained no material misstatements.
- b. The Ernst & Young ShinNihon LLC's operations are significantly inappropriate.

11. Matters concerning the adoption of this proposal and other matters

This proposal shall take legal effect subject to the approval of shareholders of the Three Companies as set forth in Article 7 (General Meeting of Shareholders to Approve the Share Transfer Plan) of the Share Transfer Plan and to regulatory approvals pursuant to relevant laws and regulations.

In the event that the Share Transfer Plan became invalid or the Share Transfer was cancelled pursuant to Article 12 (Effect of the Plan) or Article 13 (Change of Terms and Cancellation of the Share Transfer) of the Share Transfer Plan, the proposal shall become null and void.

End