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(Securities Code: 8388)

June 1, 2020

To Shareholders with Voting Rights:

Susumu Nagaoka
President and Director
The Awa Bank, Ltd.
24-1, Nishisemba-cho 2-chome,
Tokushima, Japan

**NOTICE OF CONVOCATION OF
THE 208TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

We would also like to express our deepest condolences to those affected by the novel coronavirus infection and those affected by the spread of the infection.

We are pleased to inform the shareholders that the 208th Annual General Meeting of Shareholders of The Awa Bank, Ltd. (the “Bank”) will be held for the purposes as described below.

Considering the circumstances of the novel coronavirus infection, we kindly ask shareholders to exercise their voting rights in writing or via the Internet, etc. as much as possible in order to ensure the safety of shareholders and prevent the spread of the infection. Please review the Reference Documents for the General Meeting of Shareholders attached below and exercise your voting rights.

1. Date and Time: Friday, June 26, 2020 at 10:00 a.m. Japan time

2. Place: 3F Large Conference Room, Head Office of the Bank
24-1, Nishisemba-cho 2-chome, Tokushima, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 208th Fiscal Year (from April 1, 2019 to March 31, 2020)
 2. Consolidated Financial Statements for the Bank’s 208th Fiscal Year (from April 1, 2019 to March 31, 2020) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

- Proposal No. 1:** Election of Eight (8) Directors (Excluding Those Who Are Audit & Supervisory Committee Members)
- Proposal No. 2:** Election of Six (6) Directors Who are Audit & Supervisory Committee Members

Exercise of Voting Rights:

Exercise of voting rights by attending the meeting	Meeting date and time: Friday, June 26, 2020 at 10:00 a.m. Japan time For those attending, please present the enclosed Voting Rights Exercise Form to the receptionist on arrival at the meeting.
Exercise of voting rights in writing	Exercise deadline: Thursday, June 25, 2020 at 5:30 p.m. Japan time Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to Securities Agent Department of JAPAN SECURITIES AGENTS, LTD. so that it is received by the time indicated above.
Exercise of voting rights via the Internet, etc.	Exercise deadline: Thursday, June 25, 2020 at 5:30 p.m. Japan time Please access the Bank's designated voting website (https://www.e-sokai.jp) (in Japanese), follow the instructions on the screen, and indicate your vote for or against the proposals by the time indicated above.

1. Handling of duplicate voting

If you exercise your voting rights both in writing and via the Internet, etc., as described above, only your vote placed via the Internet, etc., will be valid regardless of the timing of the vote.

In addition, if you submit your vote multiple times via the Internet, etc., only the last vote will be valid.

2. Exercise of voting rights by proxy

Exercise of voting rights by proxy will be limited to cases where another shareholder with voting rights is appointed as a proxy and only one such proxy can be appointed.

End

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- ◎ Of the documents to be attached to this notice of convocation, the Non-Consolidated Statement of Changes in Equity, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Equity, and the Notes to the Consolidated Financial Statements are posted on the Bank's website (<http://www.awabank.co.jp/>) (in Japanese) in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, and are therefore not included in this document. Therefore, the documents attached to this notice of convocation constitute a part of the non-consolidated and consolidated financial statements audited by the Accounting Auditor in preparing its accounting audit report and part of the business report, non-consolidated and consolidated financial statements audited by the Audit & Supervisory Committee in preparing its audit report.
 - ◎ Please note that the air conditioning at the venue will be operated moderately to save electricity. Attending shareholders are recommended to dress in light clothing.
 - ◎ Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Bank's website (<http://www.awabank.co.jp/>) (in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Eight (8) Directors (Excluding Those Who Are Audit & Supervisory Committee Members)

As the terms of office of all eight (8) incumbent Directors (excluding Directors who are Audit & Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders, the election of eight (8) Directors is proposed.

Discussion has been made at the Audit & Supervisory Committee for this proposal, but there were no particular matters to be stated in this General Meeting according to the provisions of the Companies Act.

In addition, the candidates for Directors have been decided by the Board of Directors upon consultation by the Advisory Committee.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
1	Yoshifumi Okada (September 6, 1956) [Reappointment]	<p>April 1979 Joined the Bank June 1998 General Manager, Kawauchi Branch February 2000 General Manager, Nishi Osaka Branch June 2001 General Manager, Credit Division June 2004 Director, General Manager, Corporate Planning Division June 2006 Managing Director June 2008 President and Director (Representative Director) April 2017 Chairman and Director (current position) (Significant concurrent positions) Representative Executive Secretary, Tokushima Association of Corporate Executives</p> <p>[Reason for nomination as a Director candidate] Mr. Okada has extensive work experience in the credit and corporate planning divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as a Director since 2004, the President and Director since 2008 and the Chairman and Director since 2017 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	21,643

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
2	Susumu Nagaoka (January 12, 1957) [Reappointment]	<p>April 1980 Joined the Bank</p> <p>January 1997 General Manager, Edogawa Branch</p> <p>August 2000 General Manager, Aizumi Branch</p> <p>June 2002 General Manager, General Administration Division</p> <p>June 2004 General Manager, Sales Promotion Division</p> <p>June 2006 Executive Officer, General Manager, Credit Division</p> <p>June 2008 Director, General Manager, Human Resources Division</p> <p>June 2010 Director, General Manager, Tokyo Branch</p> <p>June 2012 Managing Director</p> <p>June 2016 Senior Managing Director</p> <p>April 2017 President and Director (Representative Director) (current position)</p> <p>(Significant concurrent positions) Chairman, Tokushima Prefecture Bankers Association</p> <p>[Reason for nomination as a Director candidate] Mr. Nagaoka has extensive work experience in the credit and human resources divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as a Director since 2008, a Senior Managing Director since 2016 and the President and Director since 2017 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	11,300
3	Yasuo Onishi (September 23, 1955) [Reappointment]	<p>April 1979 Joined the Bank</p> <p>February 1999 General Manager, Itano Branch</p> <p>August 2000 General Manager, Okayama Branch</p> <p>February 2002 General Manager, Sales Promotion Division</p> <p>June 2004 Director, General Manager, Human Resources Division</p> <p>June 2006 Managing Director</p> <p>June 2014 Senior Managing Director (Representative Director)</p> <p>April 2017 Vice President and Director (Representative Director) (current position) (In charge of Business Management Division)</p> <p>[Reason for nomination as a Director candidate] Mr. Onishi has extensive work experience in the sales promotion and human resources divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as a Director since 2004, a Senior Managing Director since 2014 and the Vice President and Director since 2017 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	5,300

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
4	Takehisa Fukunaga (August 28, 1961) [Reappointment]	<p>April 1984 Joined the Bank</p> <p>June 2003 General Manager, Itano Branch</p> <p>June 2005 General Manager, Sakai Branch</p> <p>June 2007 General Manager, Corporate Administration Division</p> <p>June 2008 General Manager, Credit Division</p> <p>June 2009 General Manager, Corporate Planning Division</p> <p>June 2010 Executive Officer, General Manager, Corporate Planning Division</p> <p>June 2012 Director, General Manager, Corporate Planning Division and General Manager, Management Quality Promotion Division</p> <p>June 2013 Director, General Manager, Human Resources Division</p> <p>June 2014 Managing Director</p> <p>June 2019 Senior Managing Director (current position) (In charge of Sales Promotion Division)</p> <p>[Reason for nomination as a Director candidate] Mr. Fukunaga has extensive work experience in the corporate planning and human resources divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as a Director since 2012, a Managing Director since 2014 and a Senior Managing Director since 2019 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	5,378
5	Shiro Yamato (June 26, 1962) [Reappointment]	<p>April 1986 Joined the Bank</p> <p>February 2004 Section Chief, Human Resources Section, Human Resources Division</p> <p>February 2008 General Manager, Wakimachi Branch</p> <p>June 2010 General Manager, Nishi Osaka Branch</p> <p>June 2013 Department Manager, Corporate Planning Division and General Manager, Management Quality Promotion Division</p> <p>June 2014 Executive Officer, General Manager, Business Management Division and General Manager, Value Project Division</p> <p>June 2015 Executive Officer, General Manager, Credit Division</p> <p>June 2017 Managing Executive Officer, General Manager, Administration Headquarters</p> <p>June 2018 Director, Managing Executive Officer, General Manager, Administration Headquarters (current position) (In charge of Administration Headquarters (Business Administration Division, Risk Management Division))</p> <p>[Reason for nomination as a Director candidate] Mr. Yamato has extensive work experience in the human resources, corporate planning and credit divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as an Executive Officer since 2014 and a Director since 2018 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	2,640

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
6	Atsunori Miura (April 24, 1963) [Reappointment]	<p>April 1986 Joined the Bank</p> <p>February 2002 Manager, Credit Division</p> <p>February 2005 General Manager, Edogawa Branch</p> <p>June 2007 General Manager, Kitajima Branch</p> <p>June 2009 General Manager, Takamatsu Branch</p> <p>June 2012 General Manager, Administration Division</p> <p>June 2014 General Manager, Anan Branch and General Manager, Minobayashi Branch</p> <p>June 2015 Executive Officer, General Manager, Anan Branch and General Manager, Minobayashi Branch</p> <p>June 2016 Executive Officer, General Manager, Osaka Branch</p> <p>June 2018 Director, Managing Executive Officer, General Manager, Osaka Branch (current position)</p> <p>[Reason for nomination as a Director candidate] Mr. Miura has extensive work experience in the credit and administration divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as an Executive Officer since 2015 and a Director since 2018 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	2,100
7	Hirokazu Nishi (April 27, 1971) [Reappointment]	<p>April 1994 Joined the Bank</p> <p>June 2009 General Manager, Management Quality Promotion Division</p> <p>August 2011 Section Chief, Planning Section, Corporate Planning Division</p> <p>June 2013 General Manager, Yamakawa Branch</p> <p>February 2015 General Manager, Matsuyama Branch</p> <p>June 2016 General Manager, Securities and International Division</p> <p>June 2017 Executive Officer, General Manager, Business Management Division and General Manager, Value Project Division</p> <p>June 2019 Director, General Manager, Business Management Division (current position)</p> <p>[Reason for nomination as a Director candidate] Mr. Nishi has extensive work experience in the corporate planning and securities divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as an Executive Officer since 2017 and a Director since 2019 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	2,600

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
8	Hiroshi Ishimoto (October 2, 1962) [New appointment]	<p>April 1985 Joined the Bank</p> <p>February 2003 Promotional Manager, Sales Promotion Division</p> <p>June 2005 General Manager, Hiwasa Branch</p> <p>June 2007 General Manager, Kamata Branch</p> <p>June 2010 General Manager, Wakimachi Branch</p> <p>June 2012 General Manager, Sales Promotion Division</p> <p>June 2014 Executive Officer, General Manager, Osaka Branch</p> <p>June 2016 Managing Executive Officer, General Manager, Head Office</p> <p>December 2019 Managing Executive Officer, General Manager, Head Office, General Manager, Ryogokubashi Branch and General Manager, Kachidokibashi Branch (current position)</p> <p>[Reason for nomination as a Director candidate] Mr. Ishimoto has extensive work experience in the sales promotion division in addition to the sales division and other divisions, and is well versed in the business of the Bank. He has been serving as an Executive Officer since 2014 and a Managing Executive Officer since 2016 and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank drawing on such experience and knowledge.</p>	2,200

(Note) There is no special interest between the Bank and any of the candidates.

Proposal No. 2: Election of Six (6) Directors Who are Audit & Supervisory Committee Members

As the terms of office of six (6) Directors who are Audit & Supervisory Committee Members Mr. Takao Kaide, Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, Mr. Kojiro Araki, Mr. Hiroshi Fujii and Ms. Seiko Noda will expire at the conclusion of this Annual General Meeting of Shareholders, the election of six (6) Directors who are Audit & Supervisory Committee Members are proposed. The Bank has obtained the consent of the Audit & Supervisory Committee for this proposal. In addition, the candidates for Directors who are Audit & Supervisory Committee Members have been decided by the Board of Directors upon consultation by the Advisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
1	Takao Kaide (July 26, 1955) [Reappointment]	<p>April 1978 Joined the Bank</p> <p>January 1997 General Manager, Aizumi Branch</p> <p>June 1998 General Manager, Nishi Osaka Branch</p> <p>February 2000 General Manager, General Administration Division</p> <p>June 2002 Executive Officer, General Manager, Corporate Planning Division</p> <p>June 2004 Managing Executive Officer, General Manager, Naruto Branch and General Manager, Otsu Branch</p> <p>June 2006 Managing Director</p> <p>June 2014 Audit & Supervisory Board Member</p> <p>June 2018 Director who is an Audit & Supervisory Committee Member (current position)</p> <hr/> <p>[Reason for nomination as a Director candidate]</p> <p>Mr. Kaide has extensive work experience in the administration and corporate planning divisions in addition to the sales division and is well versed in the business of the Bank. He has been serving as a Managing Director since 2006, an Audit & Supervisory Board Member since 2014 and a Director who is an Audit & Supervisory Committee Member since 2018 and has properly executed his duties in these positions. He has been nominated as a candidate for Director who is an Audit & Supervisory Committee Member as he is expected to be capable of properly performing management supervision functions as an Audit & Supervisory Committee Member drawing on such experience and knowledge.</p>	6,160

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
2	<p>Hiroshi Sonoki (August 14, 1946) [Reappointment] [Outside Director] [Independent Officer]</p>	<p>April 1970 Joined Yamato Accounting Firm (current KPMG AZSA LLC) March 1977 Registered as a certified public accountant July 1994 Representative Partner, Asahi Audit Corp. (current KPMG AZSA LLC) June 2001 Managing Partner, Head Office and Managing Partner, Osaka Office June 2003 Senior Managing Partner June 2006 Head, Osaka Office, AZSA & Co. (current KPMG AZSA LLC) June 2009 Retired from AZSA & Co. (current KPMG AZSA LLC) July 2009 Opened Hiroshi Sonoki Certified Public Accountant Office (current position) June 2011 Audit & Supervisory Board Member, the Bank June 2015 Director June 2018 Director who is an Audit & Supervisory Committee Member (current position)</p> <hr/> <p>[Reason for nomination as an Outside Director candidate] Mr. Sonoki has expert knowledge of accounting and extensive experience in auditing listed companies, etc., as a certified public accountant. Although he has not been directly involved in corporate management, he has been providing appropriate opinions from a fair and impartial perspective, as he has been serving as an Outside Audit & Supervisory Board Member of the Bank since 2011, an Outside Director of the Bank since 2015 and a Director who is an Audit & Supervisory Committee Member of the Bank since 2018 and is well versed in the business activities, etc., of the Bank. He has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as he is expected to be capable of properly performing management supervision functions from an independent perspective drawing on such experience and knowledge. Mr. Sonoki will have held office as an Outside Audit & Supervisory Board Member for four years, an Outside Director for three years and an Outside Director who is an Audit & Supervisory Committee Member for two years at the conclusion of this Annual General Meeting of Shareholders.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
3	<p style="text-align: center;">Akira Yonebayashi</p> <p>(August 20, 1951) [Reappointment] [Outside Director] [Independent Officer]</p>	<p>November 1975 Joined Asahi & Co. (current KPMG AZSA LLC) March 1980 Registered as a certified public accountant July 2000 Representative Partner, Asahi Audit Corp. (current KPMG AZSA LLC) June 2005 Managing Partner, Osaka Office, AZSA & Co. (current KPMG AZSA LLC) June 2006 Managing Partner, Head Office June 2014 Retired from KPMG AZSA LLC July 2014 Opened Akira Yonebayashi Certified Public Accountant Office (current position) June 2015 Audit & Supervisory Board Member, the Bank June 2018 Director who is an Audit & Supervisory Committee Member (current position)</p> <p>[Reason for nomination as an Outside Director candidate] Mr. Yonebayashi has expert knowledge of accounting and extensive experience in auditing listed companies, etc., as a certified public accountant. Although he has not been directly involved in corporate management, he has been providing appropriate opinions from a fair and impartial perspective, as he has been serving as an Outside Audit & Supervisory Board Member of the Bank since 2015 and a Director who is an Audit & Supervisory Committee Member of the Bank since 2018 and is well versed in the business activities, etc., of the Bank. He has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as he is expected to be capable of properly performing management supervision functions from an independent perspective drawing on such experience and knowledge. Mr. Yonebayashi will have held office as an Outside Audit & Supervisory Board Member for three years and an Outside Director who is an Audit & Supervisory Committee Member for two years at the conclusion of this Annual General Meeting of Shareholders.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
4	<p>Kojiro Araki (February 18, 1960) [Reappointment] [Outside Director]</p>	<p>April 1983 Joined the Bank of Japan July 1999 Assistant to Director, Financial Markets Department June 2001 Assistant to Director, Bank Examination Department October 2003 Deputy General Manager, Matsumoto Branch July 2007 Chief Manager, Personnel and Corporate Affairs Department March 2009 Chief Manager, Research and Statistics Department October 2010 Chief Representative, Asahikawa Office June 2013 Chief Manager, Financial System and Bank Examination Department September 2014 Chief Representative, Tokushima Office May 2017 Chief Manager, Personnel and Corporate Affairs Department June 2017 Retired from the Bank of Japan June 2017 Audit & Supervisory Board Member, the Bank June 2018 Director who is an Audit & Supervisory Committee Member (current position) (Significant concurrent positions) General Secretary, Tokushima Economic Research Institute</p> <p>[Reason for nomination as an Outside Director candidate] Mr. Araki has outstanding insight on finances and regional economy as well as extensive experience in the financial industry. Although he has not been directly involved in corporate management, he has been providing appropriate opinions from a fair and impartial perspective, as he has been serving as an Outside Audit & Supervisory Board Member of the Bank since 2017 and a Director who is an Audit & Supervisory Committee Member of the Bank since 2018. He has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as he is expected to be capable of properly performing management supervision functions drawing on such experience and knowledge. Mr. Araki will have held office as an Outside Audit & Supervisory Board Member for one year and an Outside Director who is an Audit & Supervisory Committee Member for two years at the conclusion of this Annual General Meeting of Shareholders.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held
5	Hiroshi Fujii (February 27, 1954) [Reappointment] [Outside Director] [Independent Officer]	<p>April 1981 Research Associate, Faculty of Economics of National Kagawa University (current National University Corporation Kagawa University)</p> <p>December 1982 Lecturer, Faculty of Economics</p> <p>February 1985 Associate Professor, Faculty of Economics</p> <p>February 1996 Professor, Faculty of Economics</p> <p>October 2009 President, Faculty of Economics</p> <p>October 2013 Executive Director, Vice President, National University Corporation Kagawa University</p> <p>October 2017 Professor, Faculty of Economics</p> <p>June 2018 Director who is an Audit & Supervisory Committee Member, the Bank (current position)</p> <p>April 2019 Professor Emeritus, National University Corporation Kagawa University (current position)</p> <p>[Reason for nomination as an Outside Director candidate] Mr. Fujii has specialized knowledge and experience as an academic expert. Although he has not been directly involved in corporate management, he has been providing appropriate opinions from a fair and impartial perspective, as he has been serving as an Outside Director who is an Audit & Supervisory Committee Member of the Bank since 2018. He has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as he is expected to be capable of properly performing management supervision functions drawing on such experience and knowledge. Mr. Fujii will have held office as an Outside Director who is an Audit & Supervisory Committee Member for two years at the conclusion of this Annual General Meeting of Shareholders.</p>	0
6	Seiko Noda (February 17, 1964) [Reappointment] [Outside Director] [Independent Officer]	<p>April 1986 Joined the Bank</p> <p>December 1992 Retired from the Bank</p> <p>April 1999 Registered as an attorney at law Joined Nagasawa Law Offices (current position)</p> <p>June 2007 Audit & Supervisory Board Member, TSUMURA & CO.</p> <p>June 2015 Left office of Audit & Supervisory Board Member, TSUMURA & CO.</p> <p>June 2017 Elected as a substitute Director who is an Audit & Supervisory Committee Member, TSUMURA & CO. (current position)</p> <p>June 2018 Director who is an Audit & Supervisory Committee Member, the Bank (current position)</p> <p>[Reason for nomination as an Outside Director candidate] Ms. Noda has extensive legal knowledge and experience as an attorney at law. Although she has not been directly involved in corporate management, she has been providing appropriate opinions from a fair and impartial perspective, as she served as an Outside Audit & Supervisory Board Member of a listed company for eight years since 2007 and has been serving as an Outside Director who is an Audit & Supervisory Committee Member of the Bank since 2018. She has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as she is expected to be capable of properly performing management supervision functions drawing on such experience and knowledge. Ms. Noda will have held office as an Outside Director who is an Audit & Supervisory Committee Member for two years at the conclusion of this Annual General Meeting of Shareholders.</p>	0

(Notes)

1. There is no special interest between the Bank and any of the candidates.

2. Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, Mr. Kojiro Araki, Mr. Hiroshi Fujii and Ms. Seiko Noda are candidates for Outside Directors.
3. Currently, the Bank has registered Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, Mr. Hiroshi Fujii and Ms. Seiko Noda as Independent Officers with the Tokyo Stock Exchange, Inc. (TSE), and plans to designate them as Independent Officers again if this proposal is approved.
4. The current Articles of Incorporation of the Bank provides that the Bank may enter into a liability limitation agreement with each of the non-Executive Directors, etc. pursuant to Article 427, Paragraph 1 of the Companies Act. Under the provision, the Bank has entered into a liability limitation agreement with each of the six candidates above. If this proposal is approved, the agreement with each of them will be continued. The maximum amount of the liability under such agreement shall be the maximum amount stipulated by laws and regulations.