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(Securities Code: 8388)

June 3, 2019

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 207TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are cordially invited to attend the 207th Annual General Meeting of Shareholders of The Awa Bank, Ltd. (the "Bank"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders attached below and exercise your voting rights.

1. Date and Time: Thursday, June 27, 2019 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 207th Fiscal Year (from April 1, 2018 to March 31, 2019)
 2. Consolidated Financial Statements for the Bank's 207th Fiscal Year (from April 1, 2018 to March 31, 2019) 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:** Partial Amendment to Articles of Incorporation
- Proposal No. 2:** Election of Eight (8) Directors (Excluding Those Who Are Audit & Supervisory Committee Members)
- Proposal No. 3:** Election of One (1) Director Who is an Audit & Supervisory Committee Member

Exercise of Voting Rights:

Exercise of voting rights by attending the meeting	Meeting date and time: Thursday, June 27, 2019 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: Wednesday, June 26, 2019 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: Wednesday, June 26, 2019 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 Members 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: Partial Amendment to Articles of Incorporation

1. Reasons for proposal
From the perspective of strengthening corporate governance, the Bank proposes deleting provisions on establishing the Advisor position.
2. Details of the amendments
The details of the amendments are as follows.

(Amended parts are underlined.)

Current version	Proposed amendment
<p>Article 22 (Directors with Special Titles and Other Positions)</p> <p>The Board of Directors may elect by its resolution one (1) Chairman and Director, President and Director, and Vice President and Director, respectively, and a number of Senior Managing Directors and Managing Directors.</p> <p>2. The Board of Directors may elect by its resolution Senior Managing Executive Officers, Managing Executive Officers, and Executive Officers.</p> <p>3. The Board of Directors may elect Counselors <u>and Advisors</u> by its resolution.</p>	<p>Article 22 (Directors with Special Titles and Other Positions)</p> <p>The Board of Directors may elect by its resolution one (1) Chairman and Director, President and Director, and Vice President and Director, respectively, and a number of Senior Managing Directors and Managing Directors.</p> <p>2. The Board of Directors may elect by its resolution Senior Managing Executive Officers, Managing Executive Officers, and Executive Officers.</p> <p>3. The Board of Directors may elect Counselors by its resolution.</p>

Proposal No. 2: Election of Eight (8) Directors (Excluding Those Who Are Audit & Supervisory Committee Members)

As the terms of office of all seven (7) 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, by increasing one (1) Director to strengthen management structure.

Discussion has been made at the Audit & Supervisory Committee for this proposal, but there were no dissenting opinions made. 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>	21,443

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>	8,900
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>	5,100

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 (current position) (In charge of Credit Division, Securities and International 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 and a Managing Director since 2014 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>	4,678
5	Toshiyuki Miyoshi (June 8, 1958) [Reappointment]	<p>April 1981 Joined the Bank</p> <p>August 1996 Manager, Corporate Planning Division</p> <p>June 1997 Section Chief, Planning and Research Section, Corporate Planning Division</p> <p>August 1999 Section Chief, Sales Promotion Section, Sales Promotion Division</p> <p>June 2001 General Manager, Ishii Branch</p> <p>June 2003 General Manager, Kochi Branch</p> <p>June 2005 Section Chief, Corporate Section, Credit Division</p> <p>June 2006 General Manager, Human Resources Division</p> <p>June 2008 General Manager, Osaka Branch</p> <p>June 2012 Executive Officer, General Manager, Tokyo Branch</p> <p>June 2014 Managing Executive Officer, General Manager, Tokyo Branch</p> <p>June 2016 Managing Director (current position) (In charge of Sales Promotion Division)</p> <p>[Reason for nomination as a Director candidate] Mr. Miyoshi 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 an Executive Officer since 2012 and a Managing Director 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>	3,900

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	Shiro Yamato (June 26, 1962) [Reappointment]	<p>April 1986 Joined the Bank</p> <p>February 2002 Manager, Human Resources Division</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>	2,440
7	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 this position. 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>	1,900

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	Hirokazu Nishi (April 27, 1971) [New appointment]	<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>June 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 (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 has properly executed his duties in this position. 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

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

Proposal No. 3: Election of One (1) Director Who is an Audit & Supervisory Committee Member

As Director who is an Audit & Supervisory Committee Member Yasuhiro Komatsu will resign at the conclusion of this Annual General Meeting of Shareholders, the election of one (1) Director who is an Audit & Supervisory Committee Member is proposed. The Bank has obtained the consent of the Audit & Supervisory Committee for this proposal. In addition, the candidate for Director who is an Audit & Supervisory Committee Member has been decided by the Board of Directors upon consultation by the Advisory Committee.

The candidate for Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions and responsibility at the Bank and significant concurrent positions	Number of shares of the Bank held
Yasuhiko Sumitomo (April 25, 1961) [New appointment]	<p>April 1985 Joined the Bank August 2000 Section Chief, Loan Planning Section, Credit Division November 2002 General Manager, Edogawa Branch February 2005 Deputy General Manager, Sales Promotion Division June 2007 General Manager, Nishi Osaka Branch June 2010 General Manager, Credit Division June 2012 General Manager, Takamatsu Branch June 2015 General Manager, Business Administration Division June 2017 General Manager, Internal Audit Division (current position)</p> <p>[Reason for nomination as a Director candidate] Mr. Sumitomo has extensive work experience in the credit, administration and general affairs divisions in addition to the sales division and is well versed in the business of the Bank. 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>	1,800

(Notes)

1. There is no special interest between the candidate Mr. Yasuhiko Sumitomo and the Bank.
2. 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. If Mr. Yasuhiko Sumitomo is elected at this Annual General Meeting of Shareholders, the Bank plans to enter into a liability limitation agreement with him. The maximum amount of the liability under such agreement shall be the maximum amount stipulated by laws and regulations.