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(Securities Code: 8341)

June 6, 2016

## To Stockholders with Voting Rights:

Teruhiko Ujiie President The 77 Bank, Ltd. 3-20, Chuo 3-chome, Aoba-ku, Sendai City, Miyagi Prefecture, Japan

# NOTICE OF CONVOCATION OF THE 132ND ANNUAL GENERAL MEETING OF STOCKHOLDERS

You are cordially invited to attend the 132nd Annual General Meeting of Stockholders of The 77 Bank, Ltd. (the "Bank"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the methods described below. Please review the Reference Documents for the General Meeting of Stockholders described hereinafter and exercise your voting rights by 5:00 p.m. on Tuesday, June 28, 2016, Japan standard time.

#### Exercise of voting rights by mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline indicated above.

#### Exercise of voting rights via the Internet etc.

Please access the website for exercising voting rights designated by the Bank (<a href="http://www.e-sokai.jp">http://www.e-sokai.jp</a>) using the "voting rights exercise code" and the "password" indicated on the enclosed Voting Rights Exercise Form and follow the on-screen guidance to enter whether you are for or against each of the proposals.

Please confirm the "Instructions for Exercise of Voting Rights via the Internet" on pages 43 to 44 when voting via the Internet.

If you vote both in writing on the Voting Rights Exercise Form and via the Bank's designated voting website on the Internet, only your vote exercised via the Internet will be deemed valid. In addition, if you submit your vote multiple times via the Internet or submit in duplicate via a computer and a cellphone, only the last vote will be deemed valid.

**1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan standard time

**2. Place:** 4F, Conference Room, Head Office, the Bank, 3-20, Chuo 3-chome, Aoba-ku, Sendai City, Miyagi Prefecture, Japan

#### 3. Meeting Agenda:

**Matters to be reported:** 1. The Business Report and Non-consolidated Financial Statements for the Bank's 132nd Fiscal Year (from April 1, 2015 to March 31, 2016)

2. Consolidated Financial Statements for the Bank's 132nd Fiscal Year (from April 1, 2015 to March 31, 2016) and results of audits of the Consolidated

## Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

#### Proposals to be resolved:

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Fifteen (15) Directors

Proposal No. 3: Election of Three (3) Audit & Supervisory Board Members

#### 4. Matters Determined for Convocation

Notice of inconsistent voting

If you wish to make inconsistent voting, please notify the Bank in writing of your intention of making inconsistent voting and the reasons thereof at least three (3) days prior to the Annual General Meeting of Stockholders.

End

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank's head office on the day of the meeting for confirmation.
- © Of the documents that need to be attached to this notice of convocation, the Notes to the Non-consolidated Financial Statements and the Notes to the Consolidated Financial Statements are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, posted on the Bank's website (http://www.77bank.co.jp/) and are therefore not included with this document.

  Accordingly, the Attached Documents of this Convocation Notice are part of the Non-consolidated Financial Statements and the Consolidated Financial Statements that have been audited by the Accounting Auditor and the Audit & Supervisory Board in preparing their respective audit reports.
- In the case where revisions are made to the Reference Documents for the General Meeting of Stockholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements, the revised version will be posted on the Bank's website (http://www.77bank.co.jp/).
- © The temperature of the venue is set slightly higher to save energy, and as such we would like to request our stockholders to wear light clothing when attending.

## Reference Documents for the General Meeting of Stockholders

#### **Proposals and References**

#### **Proposal No. 1:** Appropriation of Surplus

With respect to the appropriation of surplus, the Bank's basic policy is to continue stable dividend payment, taking into consideration the public nature of the banking business and maintaining soundness of management, while paying attention to the internal reserve to strengthen the management structure. It is proposed that the surplus be appropriated as follows:

- 1. Matters concerning year-end dividends
  - (1) Type of dividend property Cash
  - (2) Matters concerning the allotment of dividend property and the total amount 4.50 yen per share of common stock, for a total of 1,684,028,466 yen Including interim dividend, dividends to be paid for the full year amount to 9.00 yen per share.
  - (3) Effective date of distribution of surplus June 30, 2016
- 2. Other matters concerning the appropriation of surplus
  - (1) Item and the amount of surplus to be increased
    General reserve 12,000,000,000 yen
  - (2) Item and amount of surplus to be decreased
    Retained earnings brought forward 12,000,000,000 yen

## Proposal No. 2: Election of Fifteen (15) Directors

The terms of office of all the fifteen (15) Directors will expire at the conclusion of this Annual General Meeting of Stockholders. Accordingly, the election of fifteen (15) Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)		Past experience, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Bank held
1		Chairman, Send	Joined the Bank General Manager, Accounting Div., the Bank General Manager, Planning Div., the Bank Director and General Manager, Planning Div., the Bank Director and General Manager, Head Office Business Div., the Bank Managing Director, the Bank Senior Managing Director, the Bank Representative Director and Deputy President, the Bank Representative Director and President, the Bank Representative Director and Chairman, the Bank (current position) current positions) ai Chamber of Commerce and Industry a Supervisory Board Member, TOYO KNIFE CO., LTD.	155,645 shares

(Reasons for selection as a candidate for Director)

Based on his long experience in financial operations and successful track record of exercising leadership in management of the Bank as a Director since June 1993 and as a Representative Director since June 2002, the Bank believes that Mr. Hiroshi Kamata has knowledge and experience that enable him to precisely, fairly and efficiently perform management oversight and has sufficient social credibility, and thus selected him as a candidate for Director.

		Apr.	1969	Joined The Industrial Bank of Japan, Limited	
		Aug.	1992	Associate Director-General, Related Business Department,	
				The Industrial Bank of Japan, Limited	
		Jun.	1993	Director and General Manager, Business Development Div., the Bank	
		Jun.	1995	Director and General Manager, Business Promotion Div., the Bank	866,921
	Teruhiko Ujiie (Aug. 29, 1946)	Jun.	1997	Director and General Manager, Head Office Business Div., the Bank	
		Jun.	1998	Managing Director and General Manager, Head Office Business Div., the Bank	
		Jun.	1999	Managing Director and General Manager, Investigation Div., the Bank	shares
		Mar.	2000	Managing Director, the Bank	
2		Jun.	2002	Senior Managing Director, the Bank	
		Jun.	2005	Representative Director and Deputy President, the Bank	
	Jun. 2010 Representative Director and President, the Bank (current position)  (Responsibilities)	* ·			
		(Respon	sibilities		
		Audit &	Audit & Inspection Div.		
		` _		current positions)	
		Outside	Audit &	Supervisory Board Member, TOHOKU STEEL CO., LTD.	

(Reasons for selection as a candidate for Director)

Based on his long experience in financial operations and successful track record of exercising leadership in management of the Bank as a Director since June 1993 and as a Representative Director since June 2005, the Bank believes that Mr. Teruhiko Ujiie has knowledge and experience that enable him to precisely, fairly and efficiently perform management oversight and has sufficient social credibility, and thus selected him as a candidate for Director.

No.	Name			Past experience, positions, and responsibilities	Number of shares of the
	(Date of birth)			(Significant concurrent positions)	Bank held
		Apr.	1971	Joined the Bank	Buill Held
		Jun.	1993	General Manager, New York Branch, the Bank	
		Jun.	1995	General Manager, International Div., the Bank	
		Jun.	1997	Director and General Manager, Business Promotion Div., the Bank	
		Jun.	1999	Director and General Manager, Tokyo Branch, the Bank	
		Apr.	2001	Director and General Manager, General Planning & Coordination Div., the Bank	
		Jun.	2003	Managing Director, the Bank	
	Yoshiaki	Nov.	2003	Managing Director and General Manager, International Div., the Bank	
	Nagayama (May 15, 1947)	Jun.	2004	Managing Director, the Bank	
	(May 13, 1947)	Jun.	2006	Senior Managing Director, the Bank	
3		Jun.	2008	Representative Director and Senior Managing Director, the Bank	50,500 shares
		Jun.	2010	Representative Director and Deputy President, the Bank (current position)	
1		(Respons	sibilities`		
		` .		bliance Management Div., Personnel Div., Tokyo Liaison	
		Office	,	· · · · · · · · · · · · · · · · · · ·	
			ant conc	urrent positions)	
				Supervisory Board Member, Karula Co., Ltd.	
	(Reasons for selection				
				cial operations and successful track record of exercising	
				k as a Director since June 1997 and as a Representative	
				elieves that Mr. Yoshiaki Nagayama has knowledge and	
				y, fairly and efficiently perform management oversight and	
	has sufficient social			nus selected him as a candidate for Director.  Joined the Bank	
		Apr.	1976		
		Mar.	1997	General Manager, Minamimachidori Branch, the Bank	
		Mar. Jun.	1998 2000	General Manager, Tokyo Liaison Office, the Bank General Manager, Shiroishi Branch, the Bank	
		Jun. Jun.	2000	General Manager, Investigation Div., the Bank	
		Mar.	2002	General Manager, Nakakecho Branch, the Bank	
	Tetsuya Fujishiro	Jun.	2004	Director and General Manager, Business Promotion Div., the	
	(Mar. 1, 1953)	Juii.		Bank	
		Jun.	2008	Director and General Manager, Tokyo Branch, the Bank	10.600
4		Jun.	2009	Managing Director, the Bank (current position)	18,600 shares
		(Respons	sibilities`		
				on Div., Operations Management Div., System Development	
	(Reasons for selection		ndidate	for Director)	1
	After serving as Ger	neral Mar	nager of	the Bank's branches and General Manager of the	
				niro was appointed Director in June 2005. Ever since, he has	
	been mainly respons	sible for t	he Credi	t Supervision Div. and has been performing management	
	oversight precisely,	fairly and	d efficier	ntly. The Bank believes that he also has sufficient social	
	credibility and thus	selected h	nim as a	candidate for Director.	

No.	Name (Date of birth)		P	ast experience, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Bank held		
5		Sep. 20 Jun. 20 (Responsibility)	000 002 004 005 006 009 012 013 ilities)	Joined the Bank General Manager, Onahama Branch, the Bank General Manager, Bashonotsuji Branch, the Bank General Manager, Shiroishi Branch, the Bank General Manager, General Affairs Div., the Bank General Manager, Personnel Div., the Bank Director and General Manager, Tokyo Branch, the Bank Director and General Manager, Business Promotion Div., the Bank Managing Director, the Bank (current position) on Div., Corporate & Retail Banking Div., Mortgage Loan	20,000 shares		
	(Reasons for selection as a candidate for Director)  After serving as General Manager of the Bank's branches and General Manager of the Personnel Div. Makoto Igarashi was appointed Director in June 2009. Ever since, he has been mainly responsible for Promotion Div. and has been performing management oversight precisely, fairly and efficiently. The believes that he also has sufficient social credibility and thus selected him as a candidate for Director.						
6	(Reasons for selection After serving as General Planning & Coording Ever since, he has beneral Reasons	Mar. 20 Mar. 20 Jun. 20 Mar. 2	000 002 004 006 008 010 013 014 015 ilities) evelopial Div. lidate foger of the Mr. Hierespons	Joined the Bank General Manager, Izumichuo Branch, the Bank Manager, Retail Business Dept., Retail Business Div., the Bank Manager, Tokyo Liaison Office, the Bank General Manager, Treasury Div., the Bank General Manager, General Planning & Coordination Div., the Bank Director and General Manager, General Planning & Coordination Div., the Bank Director and General Manager, Head Office Business Div., the Bank Managing Director and General Manager, Head Office Business Div., the Bank Managing Director, the Bank (current position)  ment Promotion Div., Treasury Administration &  or Director) ne Bank's branches and General Manager of the General defumi Kobayashi was appointed Director in June 2010. sible for the Regional Development Promotion Div. and has nt precisely, fairly and efficiently. The Bank believes that he	18,000 shares		

No.	Name (Date of birth)			Past experience, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Bank held
	Supervision Div., M Executive Officer in	neral Man r. Takesh June 201	ager of i Takah 4. Ever	Joined the Bank General Manager, Minato Branch, the Bank General Manager, Osaka Branch, the Bank General Manager, Shiogama Branch, the Bank General Manager, Credit Supervision Div., the Bank Director and General Manager, Credit Supervision Div., the Bank Director and General Manager, Ishinomaki Branch, the Bank Director and General Manager, Ishinomaki Branch and Minato Branch, the Bank Director, Executive Officer and General Manager, Ishinomaki Branch and Minato Branch, the Bank Director, Executive Officer and General Manager, Head Office Business Div., the Bank (current position) for Director) the Bank's branches and General Manager of the Credit ashi was appointed Director in June 2011 and Director and since, serving as General Manager of the Head Office ag management oversight precisely, fairly and efficiently. The	
	Bank believes that h Director.  Masakatsu Tsuda (Jul. 3, 1956)	Apr. Mar. Mar. Jun. Jun. Jun. Jun.	1981 2003 2005 2007 2009 2011 2014	Joined the Bank General Manager, Wakuya Branch, the Bank General Manager, Nagoya Branch, the Bank General Manager, Nakakecho Branch, the Bank General Manager, Personnel Div., the Bank General Manager, Personnel Div., the Bank Director and General Manager, Personnel Div. and General Manager, Affected People Support Office, the Bank Director, Executive Officer and General Manager, Personnel Div., the Bank (current position)	13,000 shares
	Masakatsu Tsuda wa since, serving as Ge	neral Man as appoint neral Mar efficientl	ager of ted Dire nager of y. The l or.	the Bank's branches and General Manager of the Personnel Divector in June 2011 and Director and Executive Officer in June 20 the Personnel Div., he has been performing management oversignank believes that he also has sufficient social credibility and the	014. Ever ight
9	Toshimi Homareda (Apr. 2, 1958)	Apr. Mar. Jun. Jun. Jun. Jun. Jun.	1982 2004 2005 2006 2008 2012 2014	Joined the Bank General Manager, Tsurugaya Branch, the Bank General Manager, Ogawara Branch, the Bank General Manager, Miyamachi Branch, the Bank General Manager, Treasury Administration & International Div., the Bank Director and General Manager, Tokyo Branch, the Bank Director, Executive Officer and General Manager, Audit & Inspection Div., the Bank (current position)	11,000 shares

After serving as General Manager of the Bank's branches and General Manager of the Treasury Administration & International Div., Mr. Toshimi Homareda was appointed Director in June 2012 and Director and Executive Officer in June 2014. Ever since, serving as General Manager of the Audit & Inspection Div., he has been performing management oversight precisely, fairly and efficiently. The Bank believes that he also has sufficient social credibility and thus selected him as a candidate for Director.

No.	Name (Date of birth)		Past experience, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Bank held			
	Toru Sugawara (Dec. 21, 1959)	Apr. 1983 Jun. 2003 Jun. 2005 Jun. 2006 Jun. 2008 Jun. 2009 Jun. 2013	Joined the Bank General Manager, Ogimachi Branch, the Bank General Manager, Kitasendai Branch, the Bank General Manager, Osaka Branch, the Bank Deputy General Manager, System Development Div., the Bank General Manager, System Development Div., the Bank Director and General Manager, System Development Div.,	10,000 shares			
10		Jun. 2014	the Bank Director, Executive Officer and General Manager, System Development Div., the Bank (current position)				
	After serving as Ger Mr. Toru Sugawara since, serving as Ge oversight precisely,	Reasons for selection as a candidate for Director) After serving as General Manager of the Bank's branches and General Manager of the System Development Div., Mr. Toru Sugawara was appointed Director in June 2013 and Director and Executive Officer in June 2014. Ever ince, serving as General Manager of the System Development Div., he has been performing management oversight precisely, fairly and efficiently. The Bank believes that he also has sufficient social credibility and thus elected him as a candidate for Director.					
11	Koichi Suzuki (Feb. 26, 1962)	Apr. 1984 Mar. 2005 Sept. 2007 Jun. 2009 Jun. 2013 Jun. 2014 Jun. 2015	Joined the Bank General Manager, Wakuya Branch, the Bank General Manager, Masuda Branch, the Bank General Manager, General Affairs Div., the Bank General Manager, Business Promotion Div., the Bank Executive Officer and General Manager, Business Promotion Div., the Bank Director, Executive Officer and General Manager, Oroshimachi Branch, the Bank (current position)	6,000 shares			
	Promotion Div., Mr. and Executive Offic Branch, he has been	neral Manager of Koichi Suzuki v er in June 2015. I performing man	for Director) the Bank's branches and General Manager of the Business was appointed Executive Officer in June 2014 and Director Ever since, serving as General Manager of the Oroshimachi agement oversight precisely, fairly and efficiently. The Bank cial credibility and thus selected him as a candidate for				
12	*Atsushi Shito (Feb. 7, 1962)	Apr.       1985         Jun.       2005         Jun.       2008         Jun.       2010         Jun.       2012         Jun.       2014	Joined the Bank General Manager, Secretariat, the Bank General Manager, Fukushima Branch, the Bank General Manager, Izumi Branch, the Bank General Manager, Treasury Administration & International Div., the Bank Executive Officer and General Manager, Tokyo Branch, the Bank (current position)	8,000 shares			
	branches and Genera participating in man	of business expe al Manager of the agement as Exec ak's business dev	for Director)  rience gained through his service as General Manager of the Bar e Treasury Administration & International Div., Mr. Atsushi Shi utive Officer since June 2014. If he is appointed Director, he is a relopment. The Bank believes that he also has sufficient social c	to has been expected to			

No.	Name (Date of birth)			Past experience, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Bank held
13	*Yoshikazu Onodera (Mar. 19, 1962)	Sep. Mar. Jun. Jun.	1985 2007 2009 2011 2013 2014	Joined the Bank General Manager, Hachimanmachi Branch, the Bank General Manager, Yoshioka Branch, the Bank General Manager, Operations Management Div., the Bank General Manager, General Planning & Coordination Div., the Bank Executive Officer and General Manager, General Planning & Coordination Div., the Bank (current position)	Shares

(Reasons for selection as a candidate for Director)

Based on his wealth of business experience gained through his service as General Manager of the Bank's branches and General Manager of the General Planning & Coordination Div., Mr. Yoshikazu Onodera has been participating in management as Executive Officer since June 2014. If he is appointed Director, he is expected to contribute to the Bank's business development. The Bank believes that he also has sufficient social credibility and

thus selected him as a candidate for Director.

		Apr.	1967	Joined the Bank of Japan	
		May	1996	General Manager, International Dept., the Bank of Japan	
		Jun.	1998	Director, Research Institute of Overseas Investment, the	
				Export-Import Bank of Japan	
		Sep.	1999	Auditor, the Bank of Japan	
		Dec.	2003	Standing Audit & Supervisory Board Member, Banyu	
				Pharmaceutical Co., Ltd. (currently MSD K.K.)	
		Jun.	2006	Director, Horiba, Ltd.	
	Masahiro Sugita			(current position)	2,000
	(Oct. 20, 1944)	Jun.	2007	Audit & Supervisory Board Member, the Bank	shares
14		Oct.	2009	Standing Audit & Supervisory Board Member, Banyu	
14				Pharmaceutical Co., Ltd. (currently MSD K.K.)	
				(current position)	
		Jun.	2013	Director, the Bank	
				(current position)	
		(Signific	cant conc	current positions)	
		Audit &	Supervi	sory Board Member, MSD K.K.	
		Outside	Director	, Horiba, Ltd.	

(Reasons for selection as a candidate for Director)

As Mr. Masahiro Sugita has a wealth of specialized knowledge and practical experience mainly in the financial field, the Bank believes that he is suitable for the position of Outside Director of the Bank and selected him as a candidate for Director.

Apr. 1974 Registered as Attorney-at-Law (Sendai Bar Association) Sep. 1977 Opened Nakamura Ken Law Office (current position) Jun. 1996 Audit & Supervisory Board Member, KOHSOKU CORPORATION	
(current position) Jun. 1996 Audit & Supervisory Board Member, KOHSOKU	
Jun. 1996 Audit & Supervisory Board Member, KOHSOKU	
CORPORATION	
Nov. 2004 Audit & Supervisory Board Member, HOKUSHU Co., Ltd.	
Ken Nakamura (current position) 5.000	5,000
I lin /III/ Audit & Supervisory Roard Member the Rank	shares
Jun. 2013 Director, KOHSOKU CORPORATION	Silaies
(current position)	
Jun. 2015 Director, the Bank	
(current position)	
(Significant concurrent positions)	
Attorney-at-Law	
Outside Director, KOHSOKU CORPORATION	

(Reasons for selection as a candidate for Director)

As Mr. Ken Nakamura has insight and experience gained through his long career as an attorney-at-law, the Bank believes that he is suitable for the position of Outside Director of the Bank and selected him as a candidate for Director.

(Notes) 1. \* indicates new candidates.

<sup>2.</sup> There is no special interest relationship between the candidates and the Bank.

- 3. Mr. Masahiro Sugita and Mr. Ken Nakamura are candidates for Outside Director. The Bank designated Mr. Masahiro Sugita and Mr. Ken Nakamura as independent directors as defined by the Tokyo Stock Exchange and the Sapporo Securities Exchange and notified them of the designation.
- 4. Mr. Masahiro Sugita will have served as an Outside Director of the Bank for three years and Mr. Ken Nakamura will have served as an Outside Director for one year at the conclusion of this Annual General Meeting of Stockholders.
- 5. Mr. Masahiro Sugita is a business partner of the Bank. The nature of the transactions is ordinary banking transactions as an individual depositor and it is deemed not to have any impact on the decisions of stockholders and investors, and thus, description of the outline of the transactions is omitted.
- 6. Mr. Ken Nakamura and Nakamura Ken Law Office are business partners of the Bank. The nature of the transactions with the Bank is ordinary banking transactions as individual depositors and it is deemed not to have any impact on the decisions of stockholders and investors, and thus, description of the outline of the transactions is omitted.
- 7. If election of candidates for Outside Director Mr. Masahiro Sugita and Mr. Ken Nakamura are approved as proposed, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank plans to continue with the liability limitation agreement that has been concluded with Mr. Masahiro Sugita and Mr. Ken Nakamura, which limits their liability as Outside Directors of the Bank for damages arising from neglect of their duties to the minimum liability amount stipulated by laws and regulations.

#### Proposal No. 3: Election of Three (3) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Mr. Shuji Nakamura, Mr. Hirofumi Sawano, and Mr. Masaaki Shoji will expire at the conclusion of this Annual General Meeting of Stockholders. Accordingly, the election of three (3) Audit & Supervisory Board Members is proposed.

The candidates for Audit & Supervisory Board Member are as follows.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

No.	Name (Date of birth)			Past experience and positions (Significant concurrent positions)	Number of shares of the Bank held
1	Shuji Nakamura (Mar. 6, 1958)	Apr. Jun. Mar. Jun. Mar. Jun.	1980 2004 2007 2008 2011 2012	Joined the Bank General Manager, Akita Branch, the Bank Deputy General Manager, General Planning & Coordination Div., the Bank General Manager, Nihonbashi Branch, the Bank General Manager, Ichibancho Branch, the Bank Standing Audit & Supervisory Board Member, the Bank (current position)	9,000 shares
	After serving as Gene Standing Audit & Sup knowledge and experi	ral Mana pervisory ence that s Directo Supervis	ger of th Board M enable lors and h sory Boa		
	After serving as Gene	ral Mana	ger of th	Joined the Bank General Manager, Secretariat, the Bank General Manager, Sendaishiyakusho Branch, the Bank General Manager, Operations Management Div., the Bank General Manager, Audit & Inspection Div., the Bank Director and General Manager, Audit & Inspection Div., the Bank Standing Audit & Supervisory Board Member, the Bank (current position) or Audit & Supervisory Board Member) the Bank's branches and General Manager of the Audit & was appointed Director in June 2012 and Standing Audit &	43,700 shares
	Supervisory Board Mothat enable him to pre-	ember in cisely, fa icient so ember.	June 20 irly and cial cred	14. The Bank believes that he has knowledge and experience efficiently audit the performance of duties by the Bank's ibility, and thus selected him as a candidate for Audit &	
	Masaaki Shoji (Mar. 3, 1947)	Apr. Apr. Apr. Jun.	1969 2006 2010 2012	Joined the Miyagi Prefectural Government Treasurer, Miyagi Prefectural Government Chairman, Miyagi Credit Guarantee Corporation Audit & Supervisory Board Member, the Bank (current position)	1,000
	Based on his wealth o local administration for experience that enable Bank's Directors and Audit & Supervisory	f experie or many y him to p has suffic Board M	nce and years, the precisely cient socember.	or Audit & Supervisory Board Member) wide-ranging knowledge gained through his involvement in e Bank believes that Mr. Masaaki Shoji has knowledge and , fairly and efficiently audit the performance of duties by the ital credibility, and thus selected him as a candidate for onship between the candidates and the Bank.	1,000 shares

(Notes) 1. There is no special interest relationship between the candidates and the Bank.

- 2. Mr. Masaaki Shoji is a candidate for Outside Audit & Supervisory Board Member. The Bank designated Mr. Masaaki Shoji as an independent auditor as defined by the Tokyo Stock Exchange and the Sapporo Securities Exchange and notified them of the designation.
- 3. Although Mr. Masaaki Shoji has never been directly involved in corporate management, he has a wealth of experience and wide-ranging knowledge gained through his involvement in local administration for many years. Therefore, it is the Bank's judgment that he is suitable for the position of Outside Audit & Supervisory Board Member of the Bank and capable of fulfilling his duties as an Outside Audit & Supervisory Board Member of the

- Bank. Mr. Masaaki Shoji will have served as an Outside Audit & Supervisory Board Member of the Bank for four years at the conclusion of this Annual General Meeting of Stockholders.
- 4. Mr. Masaaki Shoji used to work for the Miyagi Prefectural Government and Miyagi Credit Guarantee Corporation, which are business partners of the Bank.
- The Bank is a financial institution designated by Miyagi Prefectural Government and handles administrative tasks of collection and payment of public funds and the transactions of Miyagi Prefectural Government with the Bank include deposits and loans. In light of the nature of the transactions, it is deemed not to have any impact on the decisions of stockholders and investors, and thus, description of the outline of the transactions is omitted. Miyagi Credit Guarantee Corporation is a public guarantee institution that serves as a public guarantor when small and medium-sized enterprises (SMEs) borrow business funds from the Bank or other financial institutions, thereby making it easier for them to borrow funds. The Corporation was established under the Credit Guarantee Corporation Act as a public institution for the purpose of facilitating financing. Other than provision of guarantees for SMEs' borrowings from the Bank, Miyagi Credit Guarantee Corporation's transactions with the Bank are ordinary banking transactions mainly as a depositor and it is deemed not to have any impact on the decisions of stockholders and investors, and thus, description of the outline of the transactions is omitted.
- Mr. Masaaki Shoji is a business partner of the Bank. The nature of the transactions of Mr. Masaaki Shoji with the Bank is ordinary banking transactions as an individual depositor and it is deemed not to have any impact on the decisions of stockholders and investors, and thus, description of the outline of the transactions is omitted.
- 5. At Miyagi Credit Guarantee Corporation, Mr. Tetsuya Fujishiro, a candidate for Director, serves as a part-time director and a former employee of the Bank serves as a full-time director. If Mr. Masaaki Shoji assumes office as the Bank's Outside Audit & Supervisory Board Member, the Bank and Miyagi Credit Guarantee Corporation will have relationships of interlocking outside officers. However, this will not affect the independence of Mr. Masaaki Shoji as an Outside Audit & Supervisory Board Member because Miyagi Credit Guarantee Corporation is a public institution established under the Credit Guarantee Corporation Act for the purpose of facilitating financing.
- 6. If election of candidates for Outside Audit & Supervisory Board Member Mr. Masaaki Shoji is approved as proposed, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank plans to continue with the liability limitation agreement that has been concluded with Mr. Masaaki Shoji, which limits his liability as Outside Audit & Supervisory Board Member of the Bank for damages arising from neglect of his duties to the minimum liability amount stipulated by laws and regulations.