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(Securities Code: 8364)  
June 3, 2019

**To Shareholders with Voting Rights:**

Katsuichiro Toyoshima  
President and Representative Director  
The Shimizu Bank, Ltd.  
2-1 Fujimicho, Shimizu-ku,  
Shizuoka-shi, Shizuoka, Japan

## **NOTICE OF CONVOCATION OF THE 144TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 144th Annual General Meeting of Shareholders of the Shimizu Bank, Ltd. (the “Bank”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or by electromagnetic means (via the Internet etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by 5:00 p.m. on Thursday, June 20, 2019 (Japan standard time).

**1. Date and Time:** Friday, June 21, 2019 at 10:00 a.m. (Japan standard time)

**2. Place:** Large Hall, 3F, Shimizu Bank Tenjin Head Office,  
7-30, Tenjin 1-chome, Shimizu-ku, Shizuoka-shi, Shizuoka, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 144th Fiscal Year (from April 1, 2018 to March 31, 2019)
  2. Consolidated Financial Statements for the Bank’s 144th Fiscal Year (from April 1, 2018 to March 31, 2019) and the 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 Ten (10) Directors  
**Proposal No. 3:** Election of One (1) Audit & Supervisory Board Member  
**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

#### **4. Guide for Exercise of Voting Rights**

The following three methods are available for exercising voting rights.

##### **Exercise of Voting Rights by Attending the Meeting**

**Date and time: Friday, June 21, 2019 at 10:00 a.m. Japan standard time**

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for confirmation. You are also kindly requested to bring this Notice of Convocation in order to save resources.

##### **Exercise of Voting Rights by Proxy**

In the case of attendance by proxy, please present to the receptionist at the General Meeting of Shareholders a document evidencing authority of the proxy to act as such, together with the Voting Rights Exercise Form. (Please note that the proxy must be one other shareholder of the Bank entitled to exercise voting rights at the General Meeting of Shareholders.)

##### **Exercise of Voting Rights in Writing**

**Deadline: Thursday, June 20, 2019 by 5:00 p.m. Japan standard time (time of receipt)**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us by the deadline.

##### **Exercise of Voting Rights via the Internet etc.**

**Deadline: Thursday, June 20, 2019 by 5:00 p.m. Japan standard time (time of transmission)**

Please access the Bank's designated website for the exercise of voting rights (<https://soukai.mizuho-tb.co.jp/>) using the "Voting Rights Exercise Code" and "Password" shown on the enclosed Voting Rights Exercise Form, follow the on-screen guidance, and indicate your vote for or against the proposals by the deadline. You must change your password when you first log in to ensure security.

When using a mobile phone with a QR Code-reading function, you can access the website for the exercise of voting rights by scanning the QR Code shown left.

Please refer to the "Information on Exercising Voting Rights via the Internet" on pages 33 to 34 when voting via the Internet.

#### **Handling of Duplicate Voting**

If you vote both in writing on the Voting Rights Exercise Form and via the Bank's designated website for the exercise of voting rights on the Internet, only your vote placed via the Internet will be valid, irrespective of the date and time your votes arrive. In addition, if you place your votes multiple times via the Internet, only the last vote will be treated as valid.

#### **Split Voting**

If you intend to engage in split voting, please submit a written notice indicating the reasons for the split voting at least three days prior to the General Meeting of Shareholders.

#### **Matters disclosed on the Internet**

Of the documents required to be appended to this Notice of Convocation as attachments, the Matters related to Subscription Rights to the Bank's Shares, 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 have been posted on the Bank's website (<http://www.shimizubank.co.jp/>) in accordance with laws and regulations and Article 17 of the Articles of Incorporation of the Bank, and are therefore not included in the attached documents.

The Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Report and the Independent Auditors' Report, respectively, comprise the Matters related to Subscription Rights to the Bank's Shares, 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, in addition to the documents included in the attached documents.

Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, or the Consolidated Financial Statements will be posted on the Bank's website (<http://www.shimizubank.co.jp/>).



**Proposal No. 2:** Election of Ten (10) Directors

The terms of office of eleven (11) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of ten (10) Directors is proposed.

The candidates for Directors are as follows:

No.	Name		Current positions at the Bank
1	Reappointment	Katsuichiro Toyoshima	President
2	Reappointment	Yasuhiro Iwayama	Senior Managing Director
3	Reappointment	Ayato Mochizuki	Senior Managing Director
4	Reappointment	Fumitoshi Yabuzaki	Managing Director
5	Reappointment	Fujio Kaneda	Outside Independent Officer
6	Reappointment	Keiko Higashi	Outside Independent Officer
7	Reappointment	Takashi Aizawa	Outside Independent Officer
8	Reappointment	Shunji Usami	Director
9	Reappointment	Yosuke Wakabayashi	Director
10	New appointment	Naoyuki Tamura	—

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
1	Katsuichiro Toyoshima (July 6, 1957) <u>Reappointment</u>	Apr. 1981 Joined the Bank Jun. 1996 General Manager of Secretariat Office Apr. 2001 Senior General Manager of Corporate Administration Division Jun. 2003 Director, General Manager of Fuji Branch Jun. 2005 Managing Director Jun. 2007 Senior Managing Director Apr. 2011 Deputy President Apr. 2012 President (incumbent)	13,273 shares
		[Reasons for nomination as a candidate for Director] Mr. Katsuichiro Toyoshima, currently serving as the President, has a wealth of management experience gained through his involvement in a wide range of banking business processes, including management planning, risk management, finance, business promotion, credit, and personnel affairs. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.	
2	Yasuhiro Iwayama (July 13, 1964) <u>Reappointment</u>	Apr. 1988 Joined the Bank Jun. 2005 General Manager of Fuji-eki Nan Branch Apr. 2012 Senior General Manager of Fuji Branch, Fuji Shiyakusho-mae Branch and Matsuoka Branch Apr. 2014 Managing Executive Officer Jun. 2015 Director Oct. 2016 Managing Director May 2019 Senior Managing Director (incumbent)	3,200 shares
		[Reasons for nomination as a candidate for Director] Mr. Yasuhiro Iwayama, currently serving as the Senior Managing Director, has a wealth of management experience gained through his involvement in a wide range of banking business processes, including management planning, risk management, finance, and business promotion. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.	
3	Ayato Mochizuki (January 27, 1964) <u>Reappointment</u>	Apr. 1986 Joined the Bank Jun. 2007 General Manager of Fujieda-eki Nishi Branch Jul. 2011 Senior General Manager of Sales Division, Head Office, Okitsu Branch and Yagima Branch Jul. 2012 Senior General Manager of Sales Division, Head Office Jun. 2013 Director Jun. 2015 Managing Director Nov. 2018 Senior Managing Director (incumbent)	3,600 shares
		[Reasons for nomination as a candidate for Director] Mr. Ayato Mochizuki, currently serving as the Senior Managing Director, has a wealth of management experience gained through his involvement in a wide range of banking business processes, including management planning, risk management, finance, and business promotion. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.	

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
4	Fumitoshi Yabuzaki (June 1, 1962) <u>Reappointment</u>	Apr. 1985 Joined the Bank Jun. 2007 General Manager of Markets and International Division Oct. 2010 General Manager of Tokyo Branch Apr. 2012 Senior General Manager of Corporate Administration Division Jun. 2013 Executive Officer Apr. 2015 Managing Executive Officer Jun. 2017 Director May 2019 Managing Director (incumbent)	5,100 shares
	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Fumitoshi Yabuzaki, currently serving as the Managing Director, has a wealth of management experience gained through his involvement in a wide range of banking business processes, including finance, risk management, and investment. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.</p>		
5	Fujio Kaneda (January 25, 1944) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u>	Sep. 1969 Employed by Shimizu City Apr. 1995 Manager of National Health Insurance Department, Health and Social Welfare Division Apr. 2001 General Manager of Finance Division Apr. 2003 Treasurer of Shizuoka City Mar. 2007 Retired from the office of Shizuoka City Jun. 2007 Audit & Supervisory Board Member of the Bank Jun. 2014 Director (incumbent)	2,200 shares
	<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Mr. Fujio Kaneda has experience and social credibility cultivated through his career in local administration as the Treasurer of Shizuoka City. The Bank believes he can reflect his profound insight in the Bank's management and has nominated him as a candidate for Outside Director. The Bank has submitted a notification to Tokyo Stock Exchange, Inc. to register Mr. Fujio Kaneda as an independent officer of the Bank.</p> <p>Mr. Fujio Kaneda will have served five (5) years as an Outside Director of the Bank at the conclusion of this Annual General Meeting of Shareholders.</p>		

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
6	Keiko Higashi (August 23, 1953) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u>	Apr. 1980 Full-time Lecturer, Tokai University Junior College Apr. 1990 Assistant Professor, Tokai University Junior College Apr. 2004 Professor, Tokai University Junior College Apr. 2007 Professor, Department of Kansei Design, School of Development Engineering, Tokai University Apr. 2011 Professor, Department of Environmental and Societal Affairs, School of Marine Science and Technology, Tokai University Jun. 2015 Director of the Bank (incumbent) Apr. 2019 Professor Emeritus, Tokai University (incumbent)	1,500 shares
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Ms. Keiko Higashi has experience and social credibility cultivated as a university professor. The Bank believes she can reflect her profound insight in the Bank's management and has nominated her as a candidate for Outside Director.</p> <p>The Bank has submitted a notification to Tokyo Stock Exchange, Inc. to register Ms. Keiko Higashi as an independent officer of the Bank.</p> <p>Ms. Keiko Higashi will have served four (4) years as an Outside Director of the Bank at the conclusion of this Annual General Meeting of Shareholders.</p>			
7	Takashi Aizawa (October 16, 1946) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u>	Apr. 1969 Joined The Long-Term Credit Bank of Japan, Ltd. Jun. 1996 Director, The Long-Term Credit Bank of Japan, Ltd. Oct. 1997 Managing Director, Senior Managing Director, Chogin Securities Inc. Jun. 1998 Managing Director, Kumagai Gumi Co., Ltd. Nov. 2002 Director, Suzuyo Construction Co., Ltd. Nov. 2004 Director and Vice President, Suzuyo Construction Co., Ltd. Apr. 2005 President and Representative Director, Suzuyo Construction Co., Ltd. Nov. 2016 Chairman and Representative Director, Suzuyo Construction Co., Ltd. (incumbent) Jun. 2017 Director of the Bank (incumbent)	400 shares
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Mr. Takashi Aizawa has a wealth of experience and extensive knowledge concerning corporate management. The Bank believes he can reflect his profound insight in the Bank's management and has nominated him as a candidate for Outside Director.</p> <p>The Bank has submitted a notification to Tokyo Stock Exchange, Inc. to register Mr. Takashi Aizawa as an independent officer of the Bank.</p> <p>Mr. Takashi Aizawa will have served two (2) years as an Outside Director of the Bank at the conclusion of this Annual General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Brief personal history, positions, responsibilities and significant concurrent positions	Number of the Bank's shares held
8	Shunji Usami (October 25, 1959) <u>Reappointment</u>	Apr. 1983 Joined the Bank Jan. 2002 General Manager of Aritama Branch Apr. 2010 Senior General Manager of Shizuoka Branch, Takajomachi Branch and Abekawa Branch Apr. 2012 Managing Executive Officer Jun. 2014 Director (incumbent)	3,200 shares
		[Reasons for nomination as a candidate for Director] Mr. Shunji Usami has been involved in a wide range of banking business processes, including credit, corporate rehabilitation, and business promotion. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.	
9	Yosuke Wakabayashi (December 23, 1965) <u>Reappointment</u>	Apr. 1989 Joined the Bank Apr. 2012 General Manager of Shimada Branch Apr. 2014 General Manager of Shizuoka-minami Branch Apr. 2016 General Manager of General Affairs and Human Resources Division Apr. 2017 General Manager of Management Planning Division Jun. 2017 Director, General Manager of Management Planning Division May 2019 Director (incumbent)	2,300 shares
		[Reasons for nomination as a candidate for Director] Mr. Yosuke Wakabayashi has been involved in a wide range of banking business processes, including management planning, risk management, and personnel affairs. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.	
10	Naoyuki Tamura (September 22, 1964) <u>New appointment</u>	Apr. 1987 Joined the Bank Oct. 2003 General Manager of Ejiri Branch Dec. 2006 General Manager of Business Planning Division Jul. 2009 General Manager of Management Planning Division Apr. 2011 General Manager of Yaizu Branch Apr. 2012 General Manager of Tokyo Branch Apr. 2014 General Manager of General Affairs and Human Resources Division Apr. 2016 General Manager of Internal Audit Division Apr. 2017 Senior General Manager of Corporate Administration Division May 2019 Senior General Manager of General Affairs and Human Resources Division (incumbent)	1,200 shares
		[Reasons for nomination as a candidate for Director] Mr. Naoyuki Tamura has been involved in a wide range of banking business processes, including management planning, risk management, and personnel affairs. Thus, the Bank believes he is capable of appropriately executing management decisions for the Bank and has nominated him as a candidate for Director.	

- (Notes) 1. Special interest relationship between each candidate for Director and the Bank.  
(1) The Bank has transactions, including loans, with Suzuyo Construction Co., Ltd. where Mr. Takashi Aizawa serves as Chairman and Representative Director.  
(2) No special interest exists between any other candidates for Director and the Bank.  
2. Limited liability agreements with Outside Directors

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank has concluded agreements with Mr. Fujio Kaneda, Ms. Keiko Higashi and Mr. Takashi Aizawa to limit their liabilities in the event that they neglect their duties and that the limit of the liability under such agreements shall be the amount provided by laws and regulations. If the election of Mr. Fujio Kaneda, Ms. Keiko Higashi and Mr. Takashi Aizawa is approved, the Bank intends to renew limited liability agreements with them.

**Proposal No. 3:** Election of One (1) Audit & Supervisory Board Member

The term of office of one (1) Audit & Supervisory Board Member will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Brief personal history, positions and significant concurrent positions	Number of the Bank's shares held
Akihiro Mochizuki (April 4, 1957)  <u>New appointment</u>	Apr. 1980 Joined the Bank Feb. 1999 General Manager of Yabe Branch Apr. 2004 Senior General Manager of Management Planning Division and Secretariat Office Jun. 2005 Director, General Manager of Shizuoka Branch Apr. 2011 Managing Director Jun. 2013 Senior Managing Director (incumbent)	5,600 shares
[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Mr. Akihiro Mochizuki has been involved in a wide range of banking business processes, including management planning, finance, audit and risk management. Thus, the Bank believes he is capable of performing duties appropriately as the Bank's Audit & Supervisory Board Member and has nominated him as a candidate for Audit & Supervisory Board Member.		

(Note) No special interest exists between the candidate for Audit & Supervisory Board Member and the Bank.

**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

In order to ensure that the number of incumbent Audit & Supervisory Board Members does not fall short of that required by laws and regulations, the election of one (1) Substitute Outside Audit & Supervisory Board Member is proposed.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The candidate for Substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Brief personal history, positions, and significant concurrent positions	Number of the Bank's shares held
<p>Makoto Kono (November 12, 1970) Outside Independent Officer</p>	<p>Oct. 2000 Registered as attorney-at-law with Tokyo Bar Association Joined Aikawa Law Office</p> <p>Apr. 2005 Registered as attorney-at-law with Shizuoka Bar Association Joined Kono Law Office (incumbent)</p>	<p>3,100 shares</p>
	<p>[Reasons for nomination as a candidate for Substitute Outside Audit &amp; Supervisory Board Member] Mr. Makoto Kono has extensive knowledge and experience as an attorney-at-law over many years. Thus, the Bank believes he is capable of performing duties appropriately as the Bank's Outside Audit &amp; Supervisory Board Member and has nominated him as a candidate for Substitute Outside Audit &amp; Supervisory Board Member. In addition, Mr. Makoto Kono is a candidate for independent officer as stipulated by Tokyo Stock Exchange, Inc.</p>	

- (Notes) 1. Special interest relationship between the candidate for Substitute Audit & Supervisory Board Member and the Bank  
Mr. Makoto Kono is the Bank's legal counsel and the Bank pays him counseling fees.
2. Limited liability agreements with Outside Audit & Supervisory Board Members  
As provided in the Articles of Incorporation, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Bank may conclude agreements with Outside Audit & Supervisory Board Members to limit their liabilities in the event that they neglect their duties and that the limit of the liability under such agreements shall be the amount provided by laws and regulations. If election of Mr. Makoto Kono is approved and he assumes the office of Audit & Supervisory Board Member, the Bank intends to conclude a limited liability agreement with him.