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(Securities Code: 8370)

June 6, 2016

# To Shareholders with Voting Rights:

Yasuyuki Matsuoka President The Kiyo Bank, Ltd. 1-35, Honmachi, Wakayama City Wakayama, Japan

# NOTICE OF CONVOCATION OF THE 206TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 206th Annual General Meeting of Shareholders of The Kiyo 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 electromagnetic means (the Internet). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by 5 p.m. on Tuesday, June 28, 2016 Japan time.

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

**2. Place:** 4F Grande, Daiwa Roynet Hotel Wakayama, 26-1, Shichibancho, Wakayama

City, Wakayama, Japan

3. Meeting Agenda:

**Matters to be reported:** 1. The Business Report and Non-consolidated Financial Statements for the Bank's 206th Fiscal Year (from April 1, 2015 to March 31, 2016)

 Consolidated Financial Statements for the Bank's 206th 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 Board of Corporate

Auditors

Proposals to be resolved:

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

Proposal No. 2: Election of Eleven (11) DirectorsProposal No. 3: Election of One (1) Corporate Auditor

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

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 following deadline.

Deadline for Exercise of Voting Rights: 5 p.m., Tuesday, June 28, 2016

#### **Exercise of Voting Rights via Electromagnetic Means (the Internet)**

Please access the Bank's designated voting website (http://www.evote.jp/) using a computer, smartphone or cellphone, and follow the instructions on the voting website, and indicate your vote for or against the proposals by the following deadline.

Deadline for Exercise of Voting Rights: 5 p.m., Tuesday, June 28, 2016

#### [Handling of Duplicate Voting]

- (1) If you vote both in writing on the Voting Rights Exercise Form and via the Internet, only your vote placed via the Internet will be valid.
- (2) If you submit your vote multiple times via the Internet, only the last vote will be valid. In addition, if you submit your vote in duplicate via the computer, smartphone and cellphone, only the last vote will be valid.

End

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Please note that a person who is not a shareholder such as a proxy or an accompanying person cannot attend the General Meeting of Shareholders. If exercising voting rights via proxy in accordance with the provisions of the Articles of Incorporation, please submit a document certifying the authority of proxy.
- © In accordance with laws and regulations as well as Article 18 of the Articles of Incorporation of the Bank, the following documents are posted on the Bank's website and are therefore not included with this document. Therefore, the Attached Documents of this Notice of Convocation are only part of the documents audited by the Corporate Auditors and the Accounting Auditor in the preparation of the Auditor's Report.
  - 1) Notes to the Non-consolidated Financial Statements
  - 2) Notes to the Consolidated Financial Statements
- Any updates to the Business Report, the Non-consolidated Financial Statements, Consolidated Financial Statements, and the Reference Documents for the General Meeting of Shareholders will be posted on the Bank's website

Website of the Bank	http://www.kiyobank.co.jp/investors/ir/meeting/

# Reference Documents for the General Meeting of Shareholders

### **Proposals and References**

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

As a basic policy, in light of its public nature as a regional financial institution, the Bank aims to secure both a stable management foundation over the long term, accumulating appropriate internal reserves with the intent of strengthening its financial structure, as well as strengthening returns to shareholders, and as a management index to indicate profitability and capital efficiency, work to improve the stock price.

Based on this basic policy, it is proposed that the surplus be appropriated as follows, giving comprehensive consideration to factors such as the result of the 206th term as well as an internal reserve provided for future business development.

#### Matters concerning year-end dividends

- 1) Type of dividend property Cash
- 2) Matters concerning the allotment of dividend property and the total amount 35 yen per share of common stock, for a total of 2,486,990,765 yen
- 3) Effective date of distribution of surplus June 30, 2016

# Proposal No. 2: Election of Eleven (11) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

We therefore propose the election of eleven (11) Directors, increased by one (1) Outside Director to further enhance governance.

The candidates for Directors are as follows:

	Name			Past experience	Number of
No.	(Date of birth)	(P	osition	s, responsibilities, and significant concurrent positions)	shares of the
	,				Bank held
		Feb.	1972	Joined the Bank and served as General Manager of Nagoya Branch and Deputy General Manager of Human Resources Department, etc.	
		Oct.	1993	General Manager, Business Promotion Department	
		Jun.	1995	General Manager, Sakai Branch	
		Apr.		General Manager, Corporate Planning Department	
		Jun.		Director; General Manager, Corporate Planning Department	
	Reappointment	Aug.	1997	Director; General Manager, Corporate Planning Department; General Manager, President Office	
		Dec.	1998	Director; General Manager, Corporate Planning Department	
	Hiroomi Katayama (Jan. 4, 1947)	Apr.		Director; General Manager, General Administration Department	
1	Term of office:	Oct.	1999	Director; General Manager, Supervisory Branch; General Manager, Higashi-Wakayama Branch	39,114 shares
	19 years	May	2001	Managing Director; General Manager, Supervisory Branch; General Manager, Higashi-Wakayama Branch	Silares
		Jun.	2001	Managing Director	
		Apr.		President and Representative Director	
		Feb.	2006	President and Representative Director, Kiyo Holdings, Inc.	
		Oct.	2013	Retired from President and Representative Director, Kiyo Holdings, Inc.	
		Jun.	2015	Chairman and Representative Director (current position)	
	[Reasons for nominat				
				tor since June 1997, served as President from April 2002 to June 2015, and has	
	-			l efficiently execute corporate management of banks, and as the Bank has judged	
		-	-	as a Director of the Bank, he has been selected as a candidate for Director.	
		Apr.		Joined the Bank and served as Deputy Manager of Head Office Marketing Department and General Manager of	
				Shirahama Branch, etc.	
ı		Jun.	2002	General Manager, Secretarial Office, Management Planning	
	Reappointment			Department	
		Oct.	2002	General Manager, Reform Project Promotion Office;	
	Yasuyuki Matsuoka			General Manager, Secretarial Office	
	(Oct. 18, 1955)	Apr.		Deputy General Manager, Management Planning Division	
		Apr.		General Manager, Management Planning Division	20,003
2	Term of office:	Jun.		Director; General Manager, Business Promotion Division	shares
	11 years	Jun.	2009	Managing Director; General Manager, Head Office Marketing Department	51141 65
		Jun.		Managing Director	
		Jun.		Senior Managing Director	
	_	Jun.		President and Representative Director (current position)	
	[Reasons for nominati			=	
	-			tor since June 2005, served as President from June 2015, and has knowledge and	
				cute corporate management of banks, and as the Bank has judged that he can	
	continue to contribute to man	nagement as	a Directo	or of the Bank, he has been selected as a candidate for Director.	

No.	Name			Past experience	Number of shares of the
INO.	(Date of birth)	(P	osition	s, responsibilities, and significant concurrent positions)	Bank held
3	Associate Branches, etc., ser	as General M rved as Direc	2003 2005 2006 2007 2008 2009 2010 2012 2013 2014 2014 2015 2016 andidat Ianager, I	Joined the Bank and served as Deputy General Manager of Business Planning Department, Deputy General Manager of Public Sector Marketing Department, Deputy General Manager of Management Planning Department, etc. General Manager, Horidome Branch General Manager, Business Promotion Division General Manager, Pyxis Marketing Department, Business Promotion Division; General Manager, Retail Marketing Department General Manager, Kainan-Ekimae Branch in charge of Associate Branches General Manager, Loan Department Executive Officer; General Manager, Loan Department Director; General Manager, North Osaka Operations Department; General Manager, South Osaka Operations Department Director; General Manager, Tokyo Headquarters; General Manager, Tokyo Branch Managing Director; General Manager, Business Promotion Division; General Manager, Osaka Headquarters Managing Director; General Manager, Osaka Headquarters; General Manager, Business Promotion Division; General Manager, Wakayama Operations Department Managing Director; General Manager, Business Promotion Division; General Manager, Wakayama Operations Department Managing Director (current position) in charge of Risk Management Department, Computer Systems Department and Integrated Administration Department  The Fordiome Branch and General Manager, Kainan-Ekimae Branch in charge of June 2010, and has knowledge and experience to precisely, fairly, and efficiently the Bank has judged that he can continue to contribute to management as a	10,700 shares
	Director of the Bank, he has	been selecte	d as a car	ndidate for Director.	
_			1982	Joined the Bank	
		Apr. Oct.		Deputy General Manager, Management Planning Department General Manager, Management Planning Department,	
	Reappointment	Aug.		Management Planning Division General Manager, Higashi-Wakayama Branch in charge of Associate Branches	
	Hideki Tameoka (Mar. 6, 1959)	Oct.	2009	General Manager, Marketing Supervisory Department, Business Promotion Division; General Manager, Retail Marketing Division	
4	Term of office: 4 years	Jun.	2010	Executive Officer; General Manager, Marketing Supervisory Department, Business Promotion Division	10,700 shares
		Jun. Jun.		Director; General Manager, Osaka Operations Department Managing Director (current position) in charge of Human Resources Department and General Administration Department	
	Higashi-Wakayama Branch experience to precisely, fairl	ved as Gener in charge of a y, and efficie	ral Manag Associate ently exec	te for Director] ger of Management Planning Department and General Manager of the Branches, etc., served as Director from June 2012, and has knowledge and the corporate management of banks, and as the Bank has judged that he can tor of the Bank, he has been selected as a candidate for Director.	

No.	Name			Past experience	Number of shares of the	
110.	(Date of birth)	(P	osition	s, responsibilities, and significant concurrent positions)	Bank held	
		Apr.		Joined the Bank and served as General Manager of Kumatori Branch and Senboku Branch, etc. General Manager, Kishiwada Branch in charge of Associate		
	Reappointment			Branches		
		Apr.		General Manager, Osaka Branch		
	Yuichi Imamura	Oct.	2010	Executive Officer; General Manager, North Wakayama		
	(Sep. 28, 1956)			Operations Department; General Manager, South Wakayama Operations Department		
_	Term of office:	Jun.	2012	Director; General Manager, Sakai Branch	9,811	
5	4 years	Oct.		Director, General Manager, Head Office Marketing Department	shares	
		Jun.	2015	Managing Director; General Manager, Head Office		
				Marketing Department (current position)		
	[Reasons for nominat	ion as a c	andidat			
	-			er of Kishiwada Branch in charge of Associate Branches and General Manager		
			_	ne 2012, and has knowledge and experience to precisely, fairly, and efficiently		
				he Bank has judged that he can continue to contribute to management as a		
	Director of the Bank, he has been selected as a candidate for Director.					
		Apr.	1983	Joined the Bank and served as General Manager of Senboku		
		•		Branch and Acting General Manager of Business Promotion		
				Department, etc.		
	Reappointment	Oct.	2005	Deputy General Manager, Management Planning Division		
	11	Apr.		Deputy General Manager, General Administration Division		
	Yoshito Takenaka	Oct.		Deputy General Manager, Human Resources Department		
	(Jul. 13, 1959)	Oct.		General Manager, Human Resources Department		
		Jun.		Executive Officer; General Manager, Human Resources		
	Term of office:			Department	9,200	
6	3 years	Jun.	2013	Director	shares	
	,	Jun.	2015	Director; General Manager, Management Planning Division		
		Oct.		Director (current position) in charge of Management		
				Planning Department		
	[Reasons for nomination as a candidate for Director]					
	Mr. Yoshito Takenaka has se	rved as Gen	eral Mana	ager of Senboku Branch and General Manager of Human Resources Department,		
				nowledge and experience to precisely, fairly, and efficiently execute corporate		
	management of banks, and a	s the Bank l	nas judged	I that he can continue to contribute to management as a Director of the Bank, he		
	has been selected as a candid	late for Dire	ector.			

No.	Name (Date of birth)	(I	Position	Past experience s, responsibilities, and significant concurrent positions)	Number of shares of the	
	(Date of offili)	(1)	Cosition	s, responsibilities, and significant concurrent positions)	Bank held	
	Reappointment  Kazuhiko Hino (Jul. 1, 1960)	Apr. Apr. Jan. Apr. Oct.	2005 2007 2008	Joined the Bank and served as General Manager of Wakayamashi-Ekimae Branch and Deputy Manager of Head Office Marketing Department, etc. Deputy General Manager, Management Planning Division General Manager, Marketing Supervisory Department, Business Promotion Division; General Manager, Retail Marketing Department General Manager, Retail Marketing Department, Business Promotion Division General Manager, Kishiwada Branch in charge of Associate		
	Term of office:	Oct.	2009	Branches	7,300	
7	1 year	Jun.	2012	Executive Officer; General Manager, Kishiwada Branch in charge of Associate Branches	shares	
		Oct.	2012	Executive Officer; General Manager, Osaka Branch		
		Jun.		Director; General Manager, Business Promotion Division;		
				General Manager, Wakayama Operations Department		
				(current position)		
	[Reasons for nomination as a candidate for Director]					
	Mr. Kazuhiko Hino has served as General Manager of Kishiwada Branch in charge of Associate Branches and General Manager of					
	Osaka Branch, etc., served as Director from June 2015, and has knowledge and experience to precisely, fairly, and efficiently					
	execute corporate management of banks, and as the Bank has judged that he can continue to contribute to management as a Director of the Bank, he has been selected as a candidate for Director.					
	Director of the Bank, he has	T .		Joined the Bank and served as General Manager of Hirano		
		Apr.	1704	Branch and Deputy Manager of Head Office Marketing Department, etc.		
	Reappointment	Apr.		Deputy General Manager, Head Office Marketing Department		
	Yasuhiko Akira	Apr.		Deputy General Manager, Business Promotion Division		
	(Jul. 25, 1961)	Oct.	2006	Deputy General Manager, Marketing Supervisory Department, Business Promotion Division		
	T	Jan.		General Manager, Horidome Branch	5.000	
8	Term of office:	Oct.		General Manager, Tanabe Branch	5,000	
	1 year	Jun.		Executive Officer; General Manager, Tanabe Branch	shares	
		Oct.		Executive Officer; General Manager, Loan Department		
		Jun.		Director; General Manager, Loan Division		
		Oct.	2015	Director (current position) in charge of Loan Department		
	[Reasons for nomination as a candidate for Director]					
	Mr. Yasuhiko Akira has served as General Manager of Horidome Branch and General Manager of Tanabe Branch, etc., served as					
	Director from June 2015, and has knowledge and experience to precisely, fairly, and efficiently execute corporate management of					
		-	he can con	tinue to contribute to management as a Director of the Bank, he has been		
	selected as a candidate for Director.					

No.	Name (Date of birth)	(P	osition	Past experience s, responsibilities, and significant concurrent positions)	Number of shares of the Bank held	
		ura's wealth	2001 2002 2004 2005 2006 2007 2009 2010 2011 2012 2015 2015 2015	Joined the Ministry of Finance, and served as Second Secretary of Embassy of Japan in Argentina, Acting Director of Asian Development Bank, Director of Research Office, First Insurance Division, Insurance Department of Banking Bureau, General Manager of Corporate Planning Department, Planning Group of Japan Tobacco Inc., and Director of Special Coordination Division, Planning and Coordination Bureau of National Land Agency, etc. Director, Insurance Business Division, Supervisory Bureau, Financial Services Agency Executive Director, Resolution and Financial Revitalization Department, Deposit Insurance Corporation of Japan Director, General Affairs Department, Kanto Local Finance Bureau Director, Division Controlling Local Finance Bureaus, Minister's Secretariat Head, Resolution and Financial Revitalization Department, Deposit Insurance Corporation of Japan Director-General, Fukuoka Local Finance Branch Bureau Representative, Inter-American Development Bank Office in Asia Deputy Director, Policy Research Institute, Ministry of Finance Director-General, Chugoku Local Finance Bureau Director-General, Osaka Tax House Executive Vice President, Japan External Trade Organization (JETRO) Retired from Ministry of Finance Executive Officer (current position) in charge of Audit Division, the Bank te for Director] alized knowledge and operational experience in finance fostered from serving in the can contribute to management as a Director of the Bank, he has been selected	200 shares	
	Reappointment Outside	Apr. Apr. Apr.	1974 1987	Registered as Attorney-at-Law (Tokyo Bar Association) Transferred registration to Wakayama Bar Association Chairman, Wakayama Bar Association; Governor, Japan Federation of Bar Associations President Vinki Federation of Bar Associations		
10	Hachiro Mizuno (Sep. 27, 1942)	Apr. Jun. Oct.	2007 2013	President, Kinki Federation of Bar Associations Director, Kiyo Holdings, Inc. Retired from Director, Kiyo Holdings, Inc.	3,300	
10	Term of office:	Oct.		Director, the Bank (current position)	shares	
	2 years and 9 months (Significant concurrent position)					
	Representative, Attorney at Law, Mizuno Law Office					
	[Reasons for nomination as a candidate for Director]					
	L	1001tl C	ami a	nd insights as an attamazy at last and to associate disc.		
	Mr. Hachiro Mizuno has a w	_		nd insights as an attorney-at-law, and to receive direction regarding securing the notion of compliance management, he has been selected as a candidate for		

No.	Name (Date of birth)	Past experience (Positions, responsibilities, and significant concurrent positions)	Number of shares of the Bank held
11	[Reasons for nominat Mr. Toshihiro Yamanaka has finance and accounting, and	Dec. 1972 Joined Asahi & Co. (currently KPMG AZSA LLC) Oct. 1974 Registered as Certified Public Accountant Sep. 1996 Representative Partner, Asahi & Co. (currently KPMG AZSA LLC) Jun. 2012 Retired from KPMG AZSA LLC Representative, Toshihiro Yamanaka Certified Public Accountant Office (current position) May 2014 Standing Auditor, OSAKA SEIKEI GAKUEN (current position) Jun. 2015 Auditor (part-time), TAKADAKIKO Co., Ltd. (current position) (Significant concurrent positions) Representative, Toshihiro Yamanaka Certified Public Accountant Office Standing Auditor, OSAKA SEIKEI GAKUEN Auditor (part time), TAKADAKIKO Co., Ltd. ion as a candidate for Director] specialized views as a certified public accountant and a wealth of experience and insights regarding to utilize these views and experiences from an independent perspective in the management of the is a candidate for Outside Director.	shares

#### (Notes)

- 1. There are no special interests between the candidates for Director and the Bank.
- 2. Messrs. Hachiro Mizuno and Toshihiro Yamanaka are candidates for Outside Directors.
- 3. Based on Article 427, Paragraph 1 of the Companies Act, the Bank has entered into a liability limitation agreement with Mr. Hachiro Mizuno. If he is reappointed as an Outside Director as originally proposed, the Bank intends to maintain the agreement.
  - The Bank also plans to conclude a similar liability limitation agreement with Mr. Toshihiro Yamanaka if he is elected as an Outside Director as originally proposed. The overview of the agreement is as follows:
  - If an Outside Director is held liable for damages caused to the Bank due to negligence of duties, the Outside Director will be held liable for such liability to the extent of the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, if the Outside Director has acted in good faith and is not grossly negligent in performing his/her duties.
- 4. In order to ensure independence of Outside Directors, the Bank has set forth the criteria for independence of Outside Directors (please see page 11) in addition to the criteria for independence stipulated by the Tokyo Stock Exchange. Since Mr. Hachiro Mizuno satisfies both criteria, the Bank has designated him as an Independent Officer as stipulated by the Tokyo Stock Exchange, and notified the Tokyo Stock Exchange to that effect.
  Since Mr. Toshihiro Yamanaka also satisfies both criteria, if he is elected as an Outside Director as originally proposed, the Bank plans to designate him as an Independent Officer as stipulated by the Tokyo Stock Exchange, and plans to notify the Tokyo Stock Exchange to that effect.
- 5. Terms of office stated above are those as at the end of this Annual General Meeting of Shareholders.

# Proposal No. 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Mr. Takakazu Kitayama will expire at the conclusion of this Annual General Meeting of Shareholders; the Bank would like to request the appointment of one (1) Corporate Auditor.

We have obtained the approval of the Board of Corporate Auditors for this item.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	(Positio	Past experience ns, responsibilities, and significant concurrent positions)	Number of shares of the Bank held				
New candidate  Masahiro Haito (May 9, 1960)  [Reasons for nominatio Mr. Masahiro Haito has been i Department and General Mana	Apr. 1983 Apr. 2007 Oct. 2009 Jun. 2013 Jun. 2014 Jun. 2015 Oct. 2015 on as a candid involved in the ba ager of Management		3,700 shares				
adequate experience and insights to audit the execution of duties of Directors as a Corporate Auditor of the Bank, he has been selected as a candidate for Corporate Auditor.							

(Note) There are no special interests between the candidate for Corporate Auditor and the Bank.

#### [Reference]

## <Criteria for Assessing Independence of Outside Officers>

A candidate for Outside Officer (Outside Director and Outside Corporate Auditor) shall not fall under any of the following, both currently and, in principle, for past three years:

- (1) A person whose major business partner (\*1) is the Bank, or in a case of a juridical person, its executing person;
- (2) A major business partner (\*2) of the Bank, or in a case of a juridical person, its executing person;
- (3) A person who is a consultant, accountant and legal specialist, etc. that receives the average of 10 million yen or more of cash or other assets annually from the Bank for the past three years other than remuneration as an Officer;
- (4) A person who is a partner, etc. of a consulting firm, accounting firm, and law firm, etc. whose major business partner (\*1) is the Bank;
- (5) A person who receives donation of 10 million yen or more annually from the Bank for the past three years, or in a case of a juridical person, its executing person;
- (6) A person who is a major shareholder (\*3) of the Bank, or in a case of a juridical person, its executing person;
- (7) A person who is a close relative (\*5) of the following (excluding a person who is not significant (\*4)):
  - A) A person who falls under any of the items (1) (6) above.
  - B) A person who is a Director, Corporate Auditor, Executive Officer, etc. and important employee, etc. of the Bank and its subsidiaries
- \*1 A person who received 2 % or more of consolidated annual net sales for the previous fiscal year from the Bank
- \*2 A party that made payment to the Bank of 2 % or more of the Bank's consolidated gross profit for the previous fiscal year
- \*3 A shareholder who holds 10% or more of voting rights
- \*4 A person whose rank is officer or general manager of a company, or if a person belongs to an accounting firm or law firm, certified public accountant or attorney-a- law
- \*5 A close relative within the second degree of kinship