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(Securities Code: 8331)
June 3, 2015

To Shareholders with Voting Rights:

Hidetoshi Sakuma
President
The Chiba Bank, Ltd.
1-2, Chiba-minato, Chuo-ku,
Chiba City, Chiba, Japan

NOTICE OF CONVOCATION OF THE 109TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 109th Annual General Meeting of Shareholders of The Chiba 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 by submitting the Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights.

- 1. Date and Time:** Thursday, June 25, 2015 at 10:00 a.m. Japan time
- 2. Place:** 3F Hall, Head Office of the Bank, 1-2, Chiba-minato, Chuo-ku, Chiba City, Chiba, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Non-consolidated Financial Statements for the Bank's 109th Fiscal Year (from April 1, 2014 to March 31, 2015)
 2. Consolidated Financial Statements for the Bank's 109th Fiscal Year (from April 1, 2014 to March 31, 2015) 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 Eight (8) Directors
- Proposal No. 3:** Election of One (1) Audit & Supervisory Board Member

4. Exercise of Voting Rights:

- (1) 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 6:00 p.m. on Wednesday, June 24, 2015 Japan time.
- (2) Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)
Please access the Bank's designated voting website (<http://www.e-sokai.jp>) using the "Voting Rights Exercise Code" and "Password" enclosed with the Voting Rights Exercise Form, follow the instructions on the voting website, and indicate your vote for or against the proposals by 6:00 p.m. on Wednesday, June 24, 2015. Please confirm the "Instructions for Exercise of Voting Rights via the Internet" on pages 37 to 38 when voting via the Internet.
- (3) Handling of Duplicate Voting
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 placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet or submit in duplicate via the computer and cellphone, only the last vote will be valid.

End

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- ◎ 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 needed 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.chibabank.co.jp/company/>) and are therefore not included with this document. Furthermore, regarding the Audit Report prepared by Audit & Supervisory Board Members and the Independent Auditor's Report prepared by the Accounting Auditor, the Notes to the Non-consolidated Financial Statements and the Notes to the Consolidated Financial Statements have been audited in addition to the Non-consolidated Financial Statements and the Consolidated Financial Statements included in the Attached Documents.
 - ◎ Any updates to the Reference Documents, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Bank's website (<http://www.chibabank.co.jp/company/>)
 - ◎ Semiformal dress code (Cool Biz) will be implemented on the day of the meeting, and as such we would like to ask shareholders to follow the same dress code when attending.

Note: The following are available in Japanese only: the Bank's designated voting website, "Instructions for Exercise of Voting Rights via the Internet," the Notes to the Non-Consolidated Financial Statements, and the Notes to the Consolidated Financial Statements and updates to be posted on the Bank's website.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

To prepare for changes in the business environment surrounding financial institutions, it is proposed that the surplus be appropriated as follows, taking into consideration the retaining of an internal reserve as well as the earnings performance for the fiscal year under review.

1. Matters concerning year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Matters concerning the allotment of dividend property to shareholders and the total amount
7 yen per share of common stock, for a total of 5,829,487,307 yen
Furthermore, as 6 yen was paid last year in December as an interim dividend, dividends to be paid for the full year amount to 13 yen per share, an increase by 1 yen from the previous fiscal year.
 - (3) Effective date of distribution of surplus
June 26, 2015
2. Other matters concerning the appropriation of surplus
 - (1) Item and the amount of surplus to be increased
General reserve 35,000,000,000 yen
 - (2) Item and amount of surplus to be decreased
Retained earnings brought forward 35,000,000,000 yen

Proposal No. 2: Election of Eight (8) Directors

The terms of office of four (4) Directors: Hidetoshi Sakuma, Toshikazu Okubo, Shoichi Hatano and Toyokuni Yazaki will expire, and two (2) Directors: Toru Nomura and Eiji Taniguchi will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates are as follows:

(New candidates are marked with *)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	Hidetoshi Sakuma (Oct. 1, 1952)	<p>Apr. 1976 Joined the Bank</p> <p>Jun. 2003 Director, General Manager, Corporate Planning Division, the Bank</p> <p>Jun. 2006 Director and Managing Executive Officer, General Manager, Head Office, the Bank</p> <p>Jun. 2007 Director and Managing Executive Officer, Executive Officer in charge of Treasury Division and Treasury Operation Division, the Bank</p> <p>Mar. 2009 President, the Bank (current position)</p>	45,212 shares
2	Toshikazu Okubo (Jun. 28, 1956)	<p>Apr. 1979 Joined the Bank</p> <p>Jun. 2009 Executive Officer, General Manager, Corporate Planning Division, the Bank</p> <p>Oct. 2009 Executive Officer, General Manager, Corporate Planning Division, Senior Deputy General Manager, CSR Promotion Office, the Bank</p> <p>Apr. 2010 Executive Officer, General Manager, Corporate Planning Division, Senior Deputy General Manager, CSR Promotion Office, the Bank</p> <p>Jun. 2011 Director and Managing Executive Officer, Executive Officer in charge of Corporate Planning Division, the Bank</p> <p>Jun. 2013 Director and Senior Executive Officer, Executive Officer in charge of Corporate Planning Division and Public Relations and CSR Division, the Bank</p> <p>Jun. 2014 Director and Senior Executive Officer, General Manager of Corporate Planning and Administration Headquarters, Executive Officer in charge of Corporate Administration Division and Human Resources Division, the Bank</p> <p>Oct. 2014 Director and Senior Executive Officer, General Manager of Corporate Planning and Administration Headquarters, Executive Officer in charge of Corporate Administration Division, Human Resources Division and Diversity Management Division, the Bank (current position)</p>	21,000 shares

3	Shoichi Hatano (Mar. 25, 1960)	Apr. 1983 Joined the Bank Jun. 2009 General Manager, Mobara Branch, the Bank Jun. 2011 Executive Officer, General Manager, Tokyo Head Office, the Bank Jun. 2012 Executive Officer, General Manager, Branch Support Division, the Bank Jun. 2013 Director and Managing Executive Officer, Executive Officer in charge of Business Planning Division, Branch Support Division, Corporate Business Division, Regional Business Division and Asset Management Support Division, the Bank Jun. 2014 Director and Managing Executive Officer, Executive Officer in charge of Credit Division and Business Support Division, the Bank (current position)	21,000 shares
4	*Daizo Iijima (Jan. 28, 1961)	Apr. 1984 Joined the Bank Apr. 2010 Senior Deputy General Manager, Corporate Planning Division, the Bank Jun. 2010 General Manager, Kencho Branch, the Bank Jun. 2011 Senior Deputy General Manager in charge of Regional Banks Association of Japan, Corporate Planning Division, the Bank Jun. 2013 Executive Officer, General Manager, Head Office, the Bank Jun. 2014 Executive Officer, General Manager, Human Resources Division, the Bank (current position)	12,000 shares
5	*Tomoyuki Ikeda (May 4, 1960)	Apr. 1984 Joined the Bank Jun. 2009 General Manager, Treasury Division, the Bank Jun. 2011 General Manager, Corporate Planning Division and Senior Deputy General Manager, CSR Promotion Office, the Bank Jun. 2012 Executive Officer, General Manager, Corporate Planning Division, the Bank Jun. 2013 Executive Officer, General Manager, Mobara Branch, the Bank Jun. 2014 President, Chibagin Asset Management Co., Ltd. (current position)	29,528 shares

	Toyokuni Yazaki (Nov. 15, 1937)	Sep. 1965 Registered as Certified Public Accountant May 2000 Executive Director, Century Ota Showa & Co. (Current Ernst & Young ShinNihon LLC) Jul. 2003 Retired from Shin Nihon & Co. (Current Ernst & Young ShinNihon LLC) Aug. 2003 Representative of Representative Yazaki Accounting Office (current position) Mar. 2004 Outside Auditor, Mabuchi Motor Co., Ltd. Jun. 2005 External Auditor, NAGAWA Co., Ltd. Mar. 2012 Retired from Outside Auditor, Mabuchi Motor Co., Ltd. Jun. 2012 Retired from External Auditor, NAGAWA Co., Ltd. Jun. 2013 Outside Director, the Bank (current position)	
6	<p>○Reasons for nomination as a candidate for Outside Director</p> <p>Toyokuni Yazaki has immense knowledge as a Certified Public Accountant and experience as an Outside Auditor at Mabuchi Motor Co., Ltd. and other companies. The Bank has determined that the corporate value of the Bank would increase in the mid- to long-term through further enhancement of the decision-making function of the Board of Directors and the audit function by leveraging his knowledge and experience in management of the Bank.</p> <p>He does not have experience of engaging in the business management of a company by any means other than by serving as an Outside Audit & Supervisory Board Member of a company in the past; however, for the reasons above, the Bank believes that he will appropriately perform his duties as an Outside Director and has thus nominated him as a candidate for the position.</p> <p>He will have served as Outside Director of the Bank for a period of two years as of the conclusion of this General Meeting of Shareholders.</p>		1,000 shares

7	*Yuko Tashima (Jul. 26, 1952)	Apr. 1979	Prosecutor, Tokyo District Public Prosecutor's Office	0 shares
		Apr. 1992	Registered as Attorney at Law, Tokyo Bar Association Attorney at Law, Sawayaka Law Office (current position)	
	<p>○Reasons for nomination as a candidate for Outside Director</p> <p>Yuko Tashima has a high level of expertise as a lawyer and experience as Outside Director of Meiji Yasuda Life Insurance Company, as well as in governmental positions including as a member of the Financial System Council of the Financial Services Agency. The Bank determined that the corporate value of the Bank would increase in the mid- to long-term through further enhancement of the decision-making function of the board of directors and the audit function by leveraging her knowledge and experience in management of the Bank.</p> <p>She does not have experience of engaging in the business management of a company by any means other than by serving as an Outside Director of a company in the past; however, for the reasons above, the Bank believes that she will properly perform her duties as Outside Director and has thus nominated her as a candidate for the position.</p>			
8	*Yasuko Takayama (Mar. 8, 1958)	Apr. 1980	Joined Shiseido Co., Ltd.	0 shares
		Apr. 2006	General Manager, Consumer Information Center, Shiseido Co., Ltd.	
		Oct. 2008	General Manager, Consumer Relations Department, Shiseido Co., Ltd.	
		Apr. 2009	General Manager, Social Affairs and Consumer Relations Department, Shiseido Co., Ltd.	
		Apr. 2010	General Manager, Corporate Social Responsibility Department, Shiseido Co., Ltd.	
		Jun. 2011	Audit & Supervisory Board Member (standing), Shiseido Co., Ltd. (current position)	
	<p>○Reasons for nomination as a candidate for Outside Director</p> <p>Yasuko Takayama has been in charge of Consumer Relations and Corporate Social Responsibility departments of Shiseido Co., Ltd. and has experience as an Audit & Supervisory Board Member (standing) of the company. The Bank has determined that the corporate value of the Bank would increase in the mid- to long-term through further enhancement of the decision-making function of the board of directors and the audit function by leveraging her knowledge and experience in management of the Bank.</p>			

(Notes)

- There are no special interest relationships between the candidates and the Bank.
- Tomoyuki Ikeda, candidate for Director, is scheduled to retire as Representative Director and Director of Chibagin Asset Management Co., Ltd. as of the conclusion of the General Meeting of Shareholders of the said company to be held in June 2015.
- Toyokuni Yazaki, Yuko Tashima and Yasuko Takayama are candidates for Outside Directors.
- Among the candidates for Outside Directors, Toyokuni Yazaki is an independent officer pursuant to provisions of the Tokyo Stock Exchange (TSE). Yuko Tashima and Yasuko Takayama satisfy the requirements for independent officers that are set forth in the provisions of the TSE, and as they do not have any conflicts of interest with general shareholders, they will be newly appointed as independent officers.
- Based on Article 427, Paragraph 1 of the Companies Act, the Bank has entered into a liability limitation agreement with one of the Outside Officers of the Bank, Toyokuni Yazaki. The Bank plans to enter into a liability limitation agreement with Yuko Tashima and Yasuko Takayama so that they can fully perform their expected roles upon approval of their appointment. The overview of the agreement is as follows:
 - If an Outside Director is held liable due to negligence of duties, the Outside Director will be responsible for such liability to the extent of the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act.
 - Limitation of liabilities mentioned above only applies when the relevant Outside Director has acted in good faith and is not grossly negligent in performing his/her duties.

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

The term of office of Akio Shirato, Audit & Supervisory Board Member will expire at the conclusion of this Annual General Meeting of Shareholders; the Bank would like to request the appointment of (one) 1 Auditor.

We have obtained the approval of the Board of Audit & Supervisory Board Members for this item.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
Akio Shirato (Sep. 22, 1942)	Jul. 1966 Joined Chiba Prefectural Government Apr. 1998 Executive Director, Environment Department, Chiba Prefectural Government Apr. 2000 Executive Director, General Affairs Department, Chiba Prefectural Government Apr. 2001 Vice-Governor, Chiba Prefectural Government Apr. 2009 Retired from Vice-Governor, Chiba Prefectural Government Jun. 2011 Outside Audit & Supervisory Board Member, the Bank (current position)	
○Reasons for nomination as a candidate for the Outside Audit & Supervisory Board Member Akio Shirato has extensive administrative experience and a wide knowledge that he gained while serving as Vice-Governor of the Chiba Prefectural Government. The Bank has determined that the Bank's audit function would be further enhanced by leveraging his knowledge and experience in management of the Bank. He does not have experience of engaging in the business management of a company by any means other than by serving as an Outside Audit & Supervisory Board Member of a company in the past; however, for the reasons above, the Bank believes that he will appropriately perform his duties as Outside Audit & Supervisory Board Member and has thus nominated him as a candidate for the position. He will have served as Outside Audit & Supervisory Board Member of the Bank for a period of four years as of the conclusion of this General Meeting of Shareholders.		2,000 shares

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. Akio Shirato is candidate for Outside Audit & Supervisory Board Member.
3. Akio Shirato is an independent officer pursuant to provisions of the Tokyo Stock Exchange (TSE).
4. Based on Article 427, Paragraph 1 of the Companies Act, the Bank has entered into a liability limitation agreement with Akio Shirato. The overview of the agreement is as follows:
 - If an Outside Audit & Supervisory Board Member is held liable due to negligence of duties, the Outside Audit & Supervisory Board Member will be responsible for such liability to the extent of minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act.
 - Limitation of liabilities mentioned above only applies when the relevant Outside Audit & Supervisory Board Member has acted in good faith and is not grossly negligent in performing his/her duties.