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(Securities Code: 8331)  
June 6, 2016

**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 110TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 110th 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:** Tuesday, June 28, 2016 at 10:00 a.m. Japan time  
(Reception scheduled to open at 9:00 a.m.)
- 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 110th Fiscal Year (from April 1, 2015 to March 31, 2016)
  2. Consolidated Financial Statements for the Bank's 110th 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 Seven (7) Directors
- Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members

#### 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 Monday, June 27, 2016 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 Monday, June 27, 2016. Please confirm the "Instructions for Exercise of Voting Rights via the Internet" on pages 38 to 39 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 that need to be attached to this notice of convocation, "Non-Consolidated Statement of Changes in Net Assets," "the Notes to the Non-consolidated Financial Statements," "Consolidated Statement of Changes in Net Assets" 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/>). They are therefore not included with this document.  
The financial statements in the attached documents, and "Non-Consolidated Statement of Changes in Net Assets," "the Notes to the Non-consolidated Financial Statements," "Consolidated Statement of Changes in Net Assets" and "the Notes to the Consolidated Financial Statements" are included in Non-Consolidated Financial Statements and Consolidated Financial Statements, which were audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Report and Accounting Audit Report.
  - ◎ 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," "Non-Consolidated Statement of Changes in Net Assets," "the Notes to the Non-consolidated Financial Statements," "Consolidated Statement of Changes in Net Assets," "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 5,751,919,089 yen  
Furthermore, as 7 yen was paid in December 2015 as an interim dividend, dividends to be paid for the full year amount to 14 yen per share, an increase by 1 yen from the previous fiscal year.
  - (3) Effective date of distribution of surplus  
June 29, 2016
2. Other matters concerning the appropriation of surplus
  - (1) Item and the amount of surplus to be increased  
General reserve 40,000,000,000 yen
  - (2) Item and amount of surplus to be decreased  
Retained earnings brought forward 40,000,000,000 yen

**Proposal No. 2:** Election of Seven (7) Directors

The terms of office of five (5) Directors, Kyoichi Hanashima, Osamu Kimura, Masao Morimoto, Masahiro Owaku and Kenichi Sawai, will expire, and two (2) Directors, Toshikazu Okubo and Shoichi Hatano, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of seven (7) 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	Osamu Kimura (Jun. 3, 1957)	Apr. 1981 Joined the Bank Jun. 2010 Executive Officer, General Manager of Branch Support Division, the Bank Jun. 2012 Director and Managing Executive Officer in charge of Business Planning Division, Corporate Business Division, and Regional Business Division, the Bank Jun. 2013 Director and Managing Executive Officer in charge of Treasury Division and Treasury Operation Division, the Bank Jun. 2014 Director and Senior Executive Officer, General Manager of Business Promotion Headquarters, Executive Officer in charge of Branch Support Division, Corporate Business Division, and Regional Business Information Division, the Bank Dec. 2014 Director and Senior Executive Officer, General Manager of Business Promotion Headquarters, Executive Officer in charge of Business Promotion Division, Customer Service Division, Corporate Business Division, and Regional Business Information Division, the Bank Oct. 2015 Director and Senior Executive Officer, General Manager of Business Promotion Headquarters, Executive Officer in charge of Business Promotion Division, Customer Service Division, Corporate Business Division and Regional Revitalization Division, the Bank (current positions)	28,000 shares
○Reasons for nomination as a candidate for Director Osamu Kimura has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Keisei-ekimae Branch, General Manager of Inage Branch, General Manager of Matsudo Branch and General Manager of Branch Support Division, and has been Director of the Bank since June 2012. As he has properly executed the duties of Director, the Bank has nominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
2	Masahiro Owaku (Dec. 8, 1960)	Apr. 1984 Joined the Bank	28,163 shares
		Jun. 2009 General Manager of General Secretariat, the Bank	
Jun. 2011 General Manager of Credit Division, the Bank			
Jun. 2012 Executive Officer, General Manager of Credit Division, the Bank			
Jun. 2013 Executive Officer, General Manager of Corporate Planning Division, the Bank			
Jun. 2014 Director and Managing Executive Officer in charge of Treasury Division and Treasury Operation Division, the Bank			
Jun. 2015 Director and Managing Executive Officer in charge of Corporate Planning Division and Public Relations and CSR Division, the Bank (current positions)			
○Reasons for nomination as a candidate for Director Masahiro Owaku has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Anegasaki Branch, General Manager of General Secretariat, General Manager of Credit Division and General Manager of Corporate Planning Division, and has been Director of the Bank since June 2014. As he has properly executed the duties of Director, the Bank has nominated him as a candidate for Director.			
3	Kenichi Sawai (Jul. 25, 1961)	Apr. 1984 Joined the Bank	16,569 shares
		Jun. 2010 Senior Deputy General Manager of Corporate Planning Division, the Bank	
Jun. 2011 General Manager of Abiko Branch, the Bank			
Jun. 2012 General Manager of Business Planning Division, the Bank			
Jun. 2013 Executive Officer, General Manager of Business Planning Division, the Bank			
Jun. 2014 Director and Managing Executive Officer in charge of Corporate Planning Division and Public Relations and CSR Division, the Bank			
Jun. 2015 Director and Managing Executive Officer in charge of Business Promotion Division, Consumer Loan Business Division, Retail Business Division, and Asset Management Support Division, the Bank			
Oct. 2015 Director and Managing Executive Officer in charge of Business Promotion Division, Trust Business Division, Consumer Loan Business Division, Retail Business Division, and Asset Management Support Division, the Bank (current positions)			
○Reasons for nomination as a candidate for Director Kenichi Sawai has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Yagiri Branch, Anegasaki Branch, General Manager of Abiko Branch and General Manager of Business Planning Division, and has been Director of the Bank since June 2014. As he has properly executed the duties of Director, the Bank has nominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
4	*Kazuhiko Mizushima (Jun. 5, 1960)	Apr. 1979 Joined the Bank Jun. 2010 General Manager of Kisarazu Branch, the Bank Jun. 2012 General Manager of Kashiwa Branch, the Bank Jun. 2014 Executive Officer, General Manager of Branch Support Division, the Bank Dec. 2014 Executive Officer, General Manager of Business Promotion Division, the Bank (current positions)	13,000 shares
	<p>○Reasons for nomination as a candidate for Director</p> <p>Kazuhiko Mizushima has the knowledge and experience to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Kisarazu Branch, General Manager of Kashiwa Branch, General Manager of Branch Support Division and General Manager of Business Promotion Division. The Bank has thus nominated him as a candidate for Director.</p>		
5	*Joji Sugo (Sep. 19, 1961)	Apr. 1984 Joined the Bank Oct. 2010 Deputy General Manager of Treasury Division, the Bank Jun. 2011 General Manager of Treasury Division, the Bank Jun. 2013 General Manager of Credit Division, the Bank Jun. 2014 Executive Officer, General Manager of Credit Division, the Bank (current positions)	9,619 shares
	<p>○Reasons for nomination as a candidate for Director</p> <p>Joji Sugo has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Makuharishintoshin Branch, General Manager of Treasury Division and General Manager of Credit Division. The Bank has thus nominated him as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
6	*Norio Takatsu (Nov. 4, 1962)	Apr. 1985 Joined the Bank	12,163 shares
		Jun. 2010 General Manager of EDP System Division, the Bank Jun. 2015 Executive Officer, General Manager of EDP System Division, the Bank (current positions)	
<p>○Reasons for nomination as a candidate for Director</p> <p>Norio Takatsu has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of EDP System Division. The Bank has thus nominated him as a candidate for Director.</p>			
7	*Yukihito Inamura (Sep. 18, 1963)	Apr. 1986 Joined the Bank	9,967 shares
		Jun. 2008 General Manager of New York Branch, the Bank Jun. 2012 General Manager of Public Relations and CSR Division, the Bank Jun. 2013 General Manager of General Secretariat, the Bank Jun. 2015 Executive Officer, General Manager of Human Resources Division, the Bank (current positions)	
<p>○Reasons for nomination as a candidate for Director</p> <p>Yukihito Inamura has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of New York Branch, General Manager of Public Relations and CSR Division, General Manager of General Secretariat and General Manager of Human Resources Division. The Bank has thus nominated him as a candidate for Director.</p>			

(Note) There are no special interest relationships between the candidates and the Bank.

**Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members

The term of office of Tsutomu Nozawa and Susumu Maruyama, Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders; the Bank would like to request the appointment of two (2) Audit & Supervisory Board Members.

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

The candidates for Audit & Supervisory Board Members are as follows:

(New candidates are marked with \*)

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
1	*Toshikazu Okubo (Jun. 28, 1956)	<p>Apr. 1979 Joined the Bank</p> <p>Jun. 2009 Executive Officer, General Manager of Corporate Planning Division, the Bank</p> <p>Oct. 2009 Executive Officer, General Manager of Corporate Planning Division, Senior Deputy General Manager of Corporate Social Responsibility Promotion Office, the Bank</p> <p>Apr. 2010 Executive Officer, General Manager of Corporate Planning Division, Senior Deputy General Manager of Corporate Social Responsibility 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>	22,000 shares
<p>○Reasons for nomination as a candidate for the Audit &amp; Supervisory Board Member</p> <p>Toshikazu Okubo has the knowledge and experience necessary to audit the execution of the duties by directors in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Yachiyo Branch and General Manager of Corporate Planning Division, and has been Director since June 2011. The Bank has thus nominated him as a candidate for Audit &amp; Supervisory Board Member.</p>			
2	*Kazuyoshi Fukushima (Jan. 25, 1960)	<p>Apr. 1982 Joined the Bank</p> <p>Jun. 2007 Senior Deputy General Manager of Corporate Planning Division (in charge of J-SOX) and Senior Deputy General Manager of Corporate Planning Division (in charge of General Accounting Department), the Bank</p> <p>Jun. 2012 General Manager of Risk Management Division, the Bank</p> <p>Jun. 2013 Executive Officer, General Manager of Audit and Inspection Division, the Bank (current positions)</p>	13,993 shares
<p>○Reasons for nomination as a candidate for the Audit &amp; Supervisory Board Member</p> <p>Kazuyoshi Fukushima has the knowledge and experience necessary to audit the execution of the duties of directors in an appropriate, fair and efficient manner because he has served in various important positions including General Manager of Risk Management Division and General Manager of Audit and Inspection Division. The Bank has thus nominated him as a candidate for Audit &amp; Supervisory Board Member.</p>			

(Note) There are no special interest relationships between the candidates and the Bank.