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(Securities Code: 8331)
June 6, 2017

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 111TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 111th 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 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:** Wednesday, June 28, 2017 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 111th Fiscal Year (from April 1, 2016 to March 31, 2017)
 2. Consolidated Financial Statements for the Bank’s 111th Fiscal Year (from April 1, 2016 to March 31, 2017) 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:

Exercise of Voting Rights by Attending the Meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.

Date and time of the meeting:
Wednesday, June 28, 2017
at 10:00 a.m. Japan time
(Reception to open at 9:00 a.m.)

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 deadline.

Deadline for exercise:
Tuesday, June 27, 2017
at 6:00 p.m. Japan time

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" printed on the Voting Rights Exercise Form, follow the instructions on the voting website, and indicate your vote for or against the proposals by the deadline.

Deadline for exercise:
Tuesday, June 27, 2017
at 6:00 p.m. Japan time

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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- ◎ 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 in 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.

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.

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| <p>1. Matters concerning year-end dividends</p> <p>(1) Type of dividend property
Cash</p> <p>(2) Matters concerning the allotment of dividend property to shareholders and the total amount
7.50 yen per share of common stock, for a total of 5,983,199,468 yen
Furthermore, as 7.50 yen was paid in December 2016 as an interim dividend, dividends to be paid for the full year amount to 15 yen per share, an increase by 1 yen from the previous fiscal year.</p> <p>(3) Effective date of distribution of surplus
June 29, 2017</p> | <p>2. Other matters concerning the appropriation of surplus</p> <p>(1) Item and the amount of surplus to be increased
General reserve
35,000,000,000 yen</p> <p>(2) Item and amount of surplus to be decreased
Retained earnings brought forward
35,000,000,000 yen</p> |
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Proposal No. 2: Election of Seven (7) Directors

The terms of office of six (6) Directors, Hidetoshi Sakuma, Daizo Iijima, Tomoyuki Ikeda, Toyokuni Yazaki, Yuko Tashima and Yasuko Takayama will expire, and two (2) Directors, Masahiro Owaku and Kazuhiko Mizushima, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Directors are as follows:

Candidate No.	Name		Present position at the Bank
1	Hidetoshi Sakuma	Re-nominated	President (Representative Director)
2	Daizo Iijima	Re-nominated	Director and Managing Executive Officer
3	Tomoyuki Ikeda	Re-nominated	Director and Managing Executive Officer
4	Tsutomu Yonemoto	Newly nominated	Executive Officer
5	Tomoyuki Yokota	Newly nominated, Outside Officer	
6	Yuko Tashima	Re-nominated, Outside Officer	Director (Outside Director)
7	Yasuko Takayama	Re-nominated, Outside Officer	Director (Outside Director)

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) Re-nominated	Apr. 1976 Joined the Bank Jun. 2003 Director, General Manager, Corporate Planning Division, the Bank Jun. 2006 Director and Managing Executive Officer, General Manager, Head Office, the Bank Jun. 2007 Director and Managing Executive Officer, Executive Officer in charge of Treasury Division and Treasury Operation Division, the Bank Mar. 2009 President, the Bank (current position)	49,212 shares
○Reasons for nomination as a candidate for Director Hidetoshi Sakuma has been Director since June 2003. He has also been President since March 2009, and has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner. As he has properly executed the duties of Director, the Bank has nominated him as a candidate for Director.			
2	Daizo Iijima (Jan. 28, 1961) Re-nominated	Apr. 1984 Joined 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 Jun. 2015 Director and Managing Executive Officer, Executive Officer in charge of Treasury Division and Treasury Operation Division, the Bank (current position)	14,000 shares
○Reasons for nomination as a candidate for Director Daizo Iijima 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 Kencho Branch, General Manager of Head Office and General Manager of Human Resources Division, and has been Director of the Bank since June 2015. 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
3	Tomoyuki Ikeda (May 4, 1960) Re-nominated	Apr. 1984 Joined 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. Jun. 2015 Director and Managing Executive Officer, Executive Officer in charge of Risk Management Division and Compliance Division, the Bank (current position)	30,528 shares
	<p>○Reasons for nomination as a candidate for Director</p> <p>Tomoyuki Ikeda 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 Inage-higashiguchi Branch, General Manager of Treasury Division, General Manager of Corporate Planning Division, General Manager of Mobara Branch, and President of Chibagin Asset Management Co., Ltd., a group subsidiary, and has been Director of the Bank since June 2015. As he has properly executed the duties of Director, the Bank has nominated him as a candidate for Director.</p>		
4	Tsutomu Yonemoto (Jul. 9, 1964) Newly nominated	Apr. 1987 Joined the Bank Jun. 2010 General Manager, Hong Kong Branch, the Bank Jun. 2012 General Manager, Akihabara Branch, the Bank Jun. 2014 General Manager, Corporate Planning Division, the Bank Jun. 2016 Executive Officer, General Manager, Business Promotion Division, the Bank (current position)	9,209 shares
	<p>○Reasons for nomination as a candidate for Director</p> <p>Tsutomu Yonemoto 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 Hong Kong Branch, General Manager of Akihabara Branch, General Manager of Corporate Planning Division and General Manager of Business Promotion 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
5	Tomoyuki Yokota, (Oct. 2, 1944) Newly nominated Outside Officer	<p>Apr. 1972 Public prosecutor, Tokyo District Public Prosecutors Office</p> <p>Jan. 2002 Director-General, the Rehabilitation Bureau, Ministry of Justice</p> <p>Apr. 2003 Director-General, the Correction Bureau, Ministry of Justice</p> <p>Aug. 2005 Superintending Prosecutor, Hiroshima High Public Prosecutors Office</p> <p>Jun. 2006 Deputy Prosecutor-General, Supreme Public Prosecutors Office</p> <p>Jan. 2008 Registered as Attorney at Law, The Dai-Ichi Tokyo Bar Association Advisor, Nagashima Ohno & Tsunematsu</p> <p>Jan. 2010 Justice of the Supreme Court</p> <p>Mar. 2015 Re-registered as Attorney at Law, The Dai-Ichi Tokyo Bar Association Advisor, Nagashima Ohno & Tsunematsu (current position)</p> <p>Jun. 2016 Outside Member of the Board, Japan Nuclear Fuel Limited (current position)</p>	0 shares
<p>○Reasons for nomination as a candidate for Outside Director</p> <p>Tomoyuki Yokota has a high level of expertise as a judge and attorney at law. He is a former Justice of the Supreme Court and currently serves an advisor for Nagashima Ohno & Tsunematsu. The Bank determined that the corporate value of the Bank would increase over the mid- to long-term through further enhancement of the decision-making function and the supervisory function of the board of directors by leveraging his knowledge and experience in the 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 Officer 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>			
6	Yuko Tashima (Jul. 26, 1952) Re-nominated Outside Officer	<p>Apr. 1979 Prosecutor, Tokyo District Public Prosecutors Office</p> <p>Apr. 1992 Registered as Attorney at Law, Tokyo Bar Association Attorney at Law, Sawayaka Law Office (current position)</p> <p>Jul. 2006 Outside Director, Meiji Yasuda Life Insurance Company</p> <p>Jun. 2015 Outside Director, the Bank (current position)</p> <p>Oct. 2015 Outside Company Auditor, Kyushu Financial Group Inc. (current position)</p> <p>Jun. 2016 Outside Audit & Supervisory Board Member, Tokio Marine & Nichido Life Insurance Co., Ltd. (current position)</p>	0 shares
<p>○Reasons for nomination as a candidate for Outside Director</p> <p>Yuko Tashima has a high level of expertise as an attorney at law and experience as Outside Director at other companies, as well as in government 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 over the mid- to long-term through further enhancement of the decision-making function and the supervisory function of the board of directors by leveraging her knowledge and experience in the 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 Officer of a company in the past; however, for the reasons above, the Bank believes that she will properly perform her duties as an Outside Director and has thus nominated her as a candidate for the position.</p> <p>She 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>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
7	Yasuko Takayama (Mar. 8, 1958) Re-nominated Outside Officer	Apr. 1980 Joined Shiseido Co., Ltd. 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. Jun. 2015 Advisor, Shiseido Co., Ltd. (current position) Jun. 2015 Outside Director, the Bank (current position) Jun. 2015 Outside Director, Nippon Soda Co., Ltd. (current position) Jun. 2016 Outside Audit & Supervisory Board Member, Mitsubishi Corporation (current position)	0 shares
<p>○Reasons for nomination as a candidate for Outside Director</p> <p>Yasuko Takayama has been in charge of the consumer relations and corporate social responsibility departments as well as served as an Audit & Supervisory Board Member (standing) of Shiseido Co., Ltd., and gained experience as Outside Director at other companies. The Bank has determined that the corporate value of the Bank would increase over the mid- to long-term through further enhancement of the decision-making function and the supervisory function of the board of directors by leveraging her knowledge and experience in the management of the Bank, and has thus nominated her as a candidate for the position.</p> <p>She 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>			

- (Notes)
1. There are no special interest relationships between the candidates and the Bank.
 2. Tomoyuki Yokota, Yuko Tashima and Yasuko Takayama are candidates for Outside Directors.
 3. Three (3) candidates for Outside Directors satisfy the Bank's Standards regarding Independence. Yuko Tashima and Yasuko Takayama are independent officers pursuant to provisions of the Tokyo Stock Exchange (TSE). Tomoyuki Yokota satisfies the requirements for independent officers that are set forth in the provisions of the TSE. As he does not have any conflicts of interest with general shareholders, he will be newly appointed as an independent officer.
 4. Based on Article 427, Paragraph 1 of the Companies Act, the Bank has entered into a liability limitation agreement with two (2) of the candidates for Outside Directors, Yuko Tashima and Yasuko Takayama. The Bank plans to enter into a liability limitation agreement with Tomoyuki Yokota upon approval of his 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 Two (2) Audit & Supervisory Board Members

The term of office of Kazuo Yamazoe and Kazuo Fukuda, 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 Audit & Supervisory Board for this item.

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

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
1	Tomohiko Sakamoto (Mar. 17, 1956) Newly nominated Outside Officer	Apr. 1980 Joined the Bank of Japan Apr. 2002 General Manager, Okayama Branch, the Bank of Japan Aug. 2004 Associate Director-General, Bank Examination Department, the Bank of Japan Jul. 2005 Associate Director-General, Financial System and Bank Examination Department, the Bank of Japan Jul. 2006 Internal Auditor, Internal Auditors' Office, the Bank of Japan Apr. 2009 Director-General, Administration Department, the Bank of Japan Jun. 2012 Retired from the Bank of Japan Jun. 2012 Senior Managing Director, The Resolution and Collection Corporation (current position)	0 shares
○Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member Tomohiko Sakamoto has a high level of expertise gained through experience as a branch manager, Director-General, Administration Department, etc., as well as extensive knowledge in finance overall. The Bank has determined that further enhancement of the audit function would be ensured by leveraging his knowledge and experience in the management of the Bank, and has thus nominated him as a candidate for the position.			

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
2	Kazuhiko Ishihara (Jul. 9, 1956) Newly nominated Outside Officer	Apr. 1981 Joined the Ministry of Finance Jul. 2000 General Manager, Planning and General Affairs Division, Tokushima Prefectural Government Aug. 2002 Budget Examiner, Budget Bureau (in charge of land, infrastructure, transport and environment) Jul. 2003 Budget Examiner, Budget Bureau (in charge of education, culture, sports, science and technology) Jul. 2005 Director, Financial System Stabilization Division, Minister's Secretariat Jul. 2006 Director, Tariff Policy and Legal Division, Customs and Tariff Bureau Jul. 2007 Director, Co-ordination Division, Customs and Tariff Bureau Jul. 2008 Executive Officer, Nippon Automated Cargo and Port Consolidated System, Inc. Jul. 2009 Deputy Secretary General, Secretariat of the Council for Decentralization Reform, Cabinet Office Jul. 2011 Counselor, Minister's Secretariat Mar. 2012 Deputy Director-General for Policy Evaluation, Minister's Secretariat Aug. 2012 Deputy Director-General of the Customs and Tariff Bureau, Minister's Secretariat Jul. 2013 Director General, Okinawa Development and Promotion Bureau, Cabinet Office Jul. 2015 Vice-Minister for Policy Coordination, Cabinet Office Jun. 2016 Retired Oct. 2016 Advisor, Mitsui Sumitomo Insurance Company, Limited (current position)	0 shares
<p>○Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</p> <p>Kazuhiko Ishihara has a high level of expertise and extensive knowledge of overall administration gained through experience as Deputy Director-General of the Minister's Secretariat, the Ministry of Finance, Director General of Okinawa Development and Promotion Bureau, Cabinet Office, etc. The Bank has determined that further enhancement of the audit function would be ensured by leveraging his knowledge and experience in the management of the Bank, and has thus nominated him as a candidate for the position.</p>			

- (Notes)
1. There are no special interest relationships between the candidates and the Bank.
 2. Tomohiko Sakamoto and Kazuhiko Ishihara are candidates for Outside Audit & Supervisory Board Members.
 3. Both candidates satisfy the Bank's Standards regarding Independence. As they satisfy the requirements for independent officers that are set forth in the provisions of the Tokyo Stock Exchange and do not have any conflicts of interest with general shareholders, they will be newly appointed as independent officers.
 4. The Bank plans to enter into a liability limitation agreement with Tomohiko Sakamoto and Kazuhiko Ishihara, candidates for Outside Audit & Supervisory Board Members, upon approval of their appointment. 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.

(Reference) The Bank's Independence Standards

<Independence Standards>

Candidates for Outside Directors and Outside Audit & Supervisory Board Members of the Bank must, in principle, not fall under any of the following currently or recently (Note 1).

- (1) A person whose major business partner is the Bank (Note 2), or an executive of such entity if it is a corporation, etc.
- (2) A person who is a major business partner of the Bank (Note 3), or an executive of such entity if it is a corporation, etc.
- (3) A consultant, an accounting professional or a legal professional receiving money or other property benefits, other than remuneration of directors and audit & supervisory board members, of average 10 million yen or more per annum for the past three years
- (4) A member or an employee of a consulting firm, an accounting firm or a legal office, etc. whose major business partner (Note 2) is the Bank
- (5) A person who received donations, etc. of average 10 million yen or more per annum for the past three years from the Bank, or an executive of such entity if it is a corporation, etc.
- (6) The Bank's major shareholder (Note 4) or an executive of such entity if it is a corporation, etc.
- (7) A close relative (Note 5) of a person falling under any of the following (excluding those who are not an important person (Note 6))
 - A. A person falling under any of the items (1) through (6) above
 - B. A Director, an Audit & Supervisory Board Member, an Executive Officer or an important employee, etc. of the Bank or its subsidiary

- Notes:
1. Refers to a person who could be substantially deemed to fall under the items currently; e.g. a person who fell under the items when the contents are resolved for the agenda of the general meeting of shareholders, where such person is to be selected as an Outside Director or an Outside Audit & Supervisory Board Member
 2. A business partner who has received payments from the Bank in an amount of 1% or more of such partner's consolidated net sales during the most recent fiscal year
 3. A business partner who has made payments to the Bank in an amount of 1% or more of the Bank's consolidated gross business profits during the most recent fiscal year
 4. A shareholder who holds 10% or greater of the total voting rights
 5. A relative within the second degree of kinship
 6. An officer or an employee who is equivalent to a general manager of a department of a company, or a certified public accountant or a lawyer in case of those affiliated with an accounting firm or a legal office