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(Securities Code: 7173)
June 10, 2016

To Shareholders with Voting Rights:

Keizo Ajioka
President
Tokyo TY Financial Group, Inc.
9-2, Shinjuku 5-chome,
Shinjuku-ku, Tokyo, Japan

NOTICE OF CONVOCATION OF THE 2ND ANNUAL GENERAL SHAREHOLDERS MEETING

You are cordially invited to attend the 2nd Annual General Shareholders Meeting of the Tokyo TY Financial Group, Inc. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meetings, you can exercise your voting rights in writing (Voting Rights Exercise Form) or by electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Shareholders Meeting (described hereinafter) and exercise your voting rights by Tuesday, June 28, 2016 at 5:20 p.m. Japan time.

- 1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan time
- 2. Place:** BELLESALLE KANDA, 2F, Sumitomo Fudosan Kanda Building,
7 Kanda Mitoshirocho, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the Company’s 2nd Fiscal Year (from April 1, 2015 to March 31, 2016)
 2. Non-consolidated Financial Statements for the Company’s 2nd Fiscal Year (from April 1, 2015 to March 31, 2016)

Proposals to be resolved:

- Proposal No. 1:** Partial Amendments to the Articles of Incorporation
- Proposal No. 2:** Election of Ten (10) Directors
- Proposal No. 3:** Election of One (1) Corporate Auditor
- Proposal No. 4:** Election of Two (2) Substitute Corporate Auditors
- Proposal No. 5:** Addition of Eligibility for Directors of the ShinGinko Tokyo, Limited as Directors of Subsidiaries that issue Stock Acquisition Rights as Stock Compensation-type Stock Options

4. Exercise of Voting Rights:

(1) Exercise of Voting Rights by Mail (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 5:20 p.m. on Tuesday, June 28, 2016 Japan time.

(2) Exercise of Voting Rights via the Internet, etc.

Please access the Company'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 5:20 p.m. on Tuesday, June 28, 2016.

Additionally, when voting via the Internet, etc., please refer to the "Instructions for Exercise of Voting Rights via the Internet" on pages 57 to 59.

(3) Handling of Duplicate Voting

If you vote both in writing and via the Internet, etc., only your vote placed via the Internet will be valid.

In addition, if you submit your vote multiple times via the Internet, etc., only the last vote to arrive will be valid.

(4) Internet Disclosure

Of the documents required to be attached to this Notice of Convocation, the "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements and the "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements are, in accordance with laws and regulations as well as Article 18 of the Articles of Incorporation of the Company, posted on the Company's website (<http://www.tokyo-tyfg.co.jp/stock/shareholder.html>) on the Internet and are therefore not included with the documents attached to this Notice of Convocation.

Furthermore, the Non-consolidated Financial Statements and the Consolidated Financial Statements shown in the documents attached to this Notice of Convocation are a part of the documents audited by the Accounting Auditor and the Board of Corporate Auditors during preparation of the Accounting Auditor's Report and the Board of Corporate Auditor's Report.

End

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- ◎ When attending the meetings, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to conserve resources, please bring this "Notice of Convocation" with you.
 - ◎ Should revisions arise for the Reference Documents for the General Shareholders Meeting, updated items will be posted on the Company's website (<http://www.tokyo-tyfg.co.jp/>).
 - ◎ On the day of the meeting, air conditioning shall be set at low levels to conserve electricity; we ask that shareholders come dressed in light attire.
 - ◎ The venue opens at 9:00 a.m.

Reference Documents for the General Shareholders Meeting

Proposals and References

Proposal No. 1: Partial Amendments to the Articles of Incorporation

The Companies Act was revised in 2014 (executed on May 1, 2015), and in line with stricter conditions for Outside Directors and Outside Corporate Auditors, the revised Companies Act categorizes the ability to conclude liability limitation agreements or not as “whether or not business execution is performed.” As this legal revision now allows for the conclusion of liability limitation agreements with Directors that are not Executive Directors, etc., and Corporate Auditors that are not Outside Corporate Auditors, the Company requests the approval of partial amendments to the Articles of Incorporation as follows.

Additionally, the amendment to Article 31 of the Articles of Incorporation has received approval from each Corporate Auditor.

“Articles of Incorporation” Comparison between the current and amended articles

(Underlined parts are to be amended.)

Current Articles	After Amendment
<p style="text-align: center;">Omitted</p> <p style="text-align: center;">CHAPTER V. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Liability limitation agreements with <u>Outside</u> Directors) Article 31 Based on the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may conclude agreements to limit liability for damages arising from negligence of duties with <u>Outside</u> Directors. However, the limit of liability under said agreement shall be the limit stipulated by laws and regulations.</p>	<p style="text-align: center;">Unchanged</p> <p style="text-align: center;">CHAPTER V. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Liability limitation agreements with Directors) Article 31 Based on the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may conclude agreements to limit liability for damages arising from negligence of duties with Directors <u>(excluding persons who are Executive Directors, etc.)</u> However, the limit of liability under said agreement shall be the limit stipulated by laws and regulations.</p>
<p style="text-align: center;">Omitted</p> <p style="text-align: center;">CHAPTER VI. CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</p> <p>(Liability limitation agreements with <u>Outside</u> Corporate Auditors) Article 39 Based on the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may conclude agreements to limit liability for damages arising from negligence of duties with <u>Outside</u> Corporate Auditors. However, the limit of liability under said agreement shall be the limit stipulated by laws and regulations.</p>	<p style="text-align: center;">Unchanged</p> <p style="text-align: center;">CHAPTER VI. CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</p> <p>(Liability limitation agreements with Corporate Auditors) Article 39 Based on the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may conclude agreements to limit liability for damages arising from negligence of duties with Corporate Auditors. However, the limit of liability under said agreement shall be the limit stipulated by laws and regulations.</p>

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

The terms of office of the twelve (12) incumbent Directors will expire at the conclusion of this Annual General Shareholders Meeting. Accordingly, the election of ten (10) Directors is proposed.

The candidates are as follows:

Candidate No.		Name	Current position at the Company
1	Reappointment	Kazuyuki Takahashi	Chairman
2	Reappointment	Keizo Ajioka	President
3	Reappointment	Hirokazu Tahara	Director
4	Reappointment	Takashi Sakamoto	Director
5	New appointment	Hideo Kobayashi	
6	New appointment	Satoru Nobeta	
7	Reappointment	Hidenori Tsunehisa	Director
8	New appointment	Yasushi Nakamura	Candidate for Outside Director, Independent Director/Auditor
9	Reappointment	Akio Sato	Director, Candidate for Outside Director, Independent Director/Auditor
10	Reappointment	Ryuji Miura	Director, Candidate for Outside Director, Independent Director/Auditor

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kazuyuki Takahashi (Sep. 14, 1952) Reappointment	Apr. 1977 Joined Yachiyo Shinkin Bank May 2001 General Manager of General Planning Division, the Yachiyo Bank, Limited Apr. 2003 General Manager of Corporate Planning Division Apr. 2006 Executive Officer and Assistant to Chairman Jun. 2006 Executive Officer and Head of Fuchinobe Branch Apr. 2008 Executive Officer and General Manager of Human Resources Division Jun. 2008 Director and General Manager of Human Resources Division Jun. 2009 Managing Director Jun. 2012 Senior Managing Director Oct. 2014 Chairman (current position) Director, in charge of Corporate Planning Division, Tokyo TY Financial Group, Inc. Jan. 2016 Director, in charge of Consolidation Arrangement Office and Corporate Planning Division Apr. 2016 Chairman, in charge of Consolidation Arrangement Office and Corporate Planning Division (current position) Director, the ShinGinko Tokyo, Limited (part-time position) (current position) (to present)	Common stock 6,400 shares
<p>Reasons for selection as a candidate for Director</p> <p>Since the Company's founding in 2014, Mr. Kazuyuki Takahashi has been in charge of the Corporate Planning Division as Director of the Company, and while serving a central role in the management integration of subordinate banks, he has appropriately conducted decision-making regarding overall corporate management of the Group. In April, 2016, he was appointed Chairman, and as the Company expects to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his wealth of experience and knowledge in determining significant issues regarding management of the Group in the future, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Keizo Ajioka (Apr. 25, 1957) Reappointment	Apr. 1981 Joined Bank of Japan Jun. 2004 Head of Oita Branch Aug. 2007 Advisor of Financial System and Bank Examination Department Jun. 2009 Head of Kanazawa Branch May 2011 Joined the Tokyo Tomin Bank, Limited; Executive Officer Jun. 2011 Executive Officer and Head of Nihonbashi Branch Office Jun. 2012 Managing Director and Head of Nihonbashi Branch Office Jul. 2012 Managing Director and General Manager of Operations & Systems Department Jun. 2014 Senior Managing Director, in charge of System Planning Division, Operations Administration Division and Market Operation Division Oct. 2014 Director, in charge of Risk Management Division, Tokyo TY Financial Group, Inc. Jan. 2016 Director, in charge of Consolidation Arrangement Office, Risk Management Division Apr. 2016 Vice President, in charge of Risk Administration Division, the Tokyo Tomin Bank, Limited (current position) President, in charge of Internal Audit Division, Risk Management Division and Consolidation Arrangement Office, Tokyo TY Financial Group, Inc. (current position) Director, the ShinGinko Tokyo, Limited (part-time position) (current position) (to present)	Common stock 1,477 shares
<p>Reasons for selection as a candidate for Director</p> <p>Since the Company's founding in 2014, Mr. Keizo Ajioka has been in charge of management divisions as Director of the Company, and while serving a central role in strengthening the risk management structure, he has appropriately conducted decision-making regarding overall corporate management of the Group. In April, 2016, he was appointed President, and as the Company expects him to respond to significant issues regarding management of the Group and contributes to improvement of corporate value of the Group by utilizing his experience and knowledge toward establishing a "one bank" system that the Group strives to create in the future. Therefore, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Hirokazu Tahara (Jan. 17, 1956) Reappointment	Apr. 1978 Joined Yachiyo Shinkin Bank Apr. 2002 Head of Kobuchi Branch, the Yachiyo Bank, Limited Apr. 2004 Head of Hacchobori Branch Oct. 2005 Deputy General Manager of Corporate Planning Division Apr. 2006 Executive Officer and General Manager of Corporate Planning Division Jun. 2008 Director and General Manager of Corporate Planning Division Apr. 2010 Director Jun. 2010 Managing Director Jun. 2012 Senior Managing Director Oct. 2014 President, in charge of Internal Audit Division (current position) Oct. 2014 Director, Tokyo TY Financial Group, Inc. Apr. 2016 Director, in charge of Business Strategy Division (current position) (to present)	Common stock 7,540 shares
<p>Reasons for selection as a candidate for Director</p> <p>Since the Company's founding in 2014, Mr. Hirokazu Tahara has served as Director of the Company and President of the Yachiyo Bank, Limited, a subsidiary of the Company, and has a wealth of experience in management. Additionally, he has worked toward improving business results of the overall group as the Officer in charge of business divisions at the Company. Therefore, the Company expects him to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his experience and knowledge in determining significant issues regarding management of the Group, and he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Takashi Sakamoto (Jun. 15, 1957) Reappointment	Apr. 1980 Joined the Tokyo Tomin Bank, Limited Jun. 2001 Head of Kayabacho Branch Office Jul. 2004 Head of Nihonbashi Branch Office Jul. 2006 General Manager of Loan Screen Planning Division Jul. 2007 Associate Director and General Manager of Loan Screen Planning Division Jun. 2009 Director, Executive Officer and General Manager of Loan Screen Division Jun. 2009 Director, Executive Officer and General Manager of Loan Screen Department Apr. 2011 Director, Executive Officer and General Manager of Loan Screen Department and Loan Management Division Jun. 2011 Managing Director and General Manager of Loan Screen Department Jul. 2011 Managing Director and General Manager of Loan Department Jun. 2012 Senior Managing Director and General Manager of Loan Department Jul. 2012 Senior Managing Director and General Manager of Business Promotion Department Jun. 2014 Vice President, in charge of Business Promotion Administration Division, Business Development Division, Foreign Exchange Business Division, Advance Salary Payment Operation Division and Medical Welfare Operation Division Oct. 2014 Director, in charge of Group Strategy Division, Tokyo TY Financial Group, Inc. Jan. 2016 Director, in charge of Business Strategy Division, Tokyo TY Financial Group, Inc. (current position) Apr. 2016 President, in charge of Internal Audit Division, the Tokyo Tomin Bank, Limited (current position) (to present)	Common stock 2,887 shares
<p>Reasons for selection as a candidate for Director</p> <p>Since the Company's founding in 2014, Mr. Takashi Sakamoto has served as Director of the Company and President of the Tokyo Tomin Bank, Limited, a subsidiary of the Company, and has a wealth of experience in overall bank operations in the screen division and business promotion division, etc. As the Company expects him to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his experience and knowledge in determining significant issues regarding management of the Group, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Hideo Kobayashi (Mar. 24, 1958) New appointment	Apr. 1980 Joined Yachiyo Shinkin Bank Apr. 2003 Assistant Manager, Asset Assessment Division, the Yachiyo Bank, Limited Apr. 2006 Head of Higashirinkan Branch Apr. 2008 Head of Nakaitabashi Branch Apr. 2010 General Manager, Sagamihara Corporate Business Division Apr. 2011 Executive Officer, Sagamihara Corporate Business Division Apr. 2012 Executive Officer, Business Promotion Division II Jun. 2013 Director, Business Promotion Division II Apr. 2014 Director Jun. 2014 Managing Director (current position) Dec. 2015 Director, the Tokyo Tomin Bank, Limited (part-time position) (current position) (to present)	Common stock 1,700 shares
Reasons for selection as a candidate for Director Mr. Hideo Kobayashi has served as Head at the Yachiyo Bank, Limited, a subsidiary of the Company, and has a wealth of experience in overall bank operations in the screen division and business promotion division, etc. Additionally, since the Company's founding in 2014, he has worked at said bank to advance various initiatives regarding business integration of the Group. As the Company expects him to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his experience and knowledge in determining significant issues regarding management of the Group, he has been selected as a candidate for Director.			
6	Satoru Nobeta (Aug. 24, 1960) New appointment	Apr. 1984 Joined The Industrial Bank of Japan, Limited Apr. 2002 Assistant Manager, Operation Planning Department, Mizuho Bank, Ltd. Apr. 2007 Assistant Manager, Compliance Administration Department, Mizuho Corporate Bank, Ltd. Apr. 2009 Senior Manager, Business Department I Seconded to General Manager, Corporate Planning Department, Kowa Real Estate Co., Ltd. Apr. 2010 General Manager, Asset Audit Department, Mizuho Corporate Bank, Ltd. Apr. 2012 General Manager, Foreign Exchange Business Division, the Tokyo Tomin Bank, Limited (seconded from Mizuho Corporate Bank, Ltd.) Apr. 2013 Joined the Tokyo Tomin Bank, Limited General Manager, Foreign Exchange Business Division Jun. 2013 General Manager, Operations Administration Division Jul. 2013 Associate Director and General Manager, Operations Administration Division Jun. 2014 Director, Executive Officer and General Manager, Operations Administration Division Oct. 2014 General Manager, Group Strategy Division, Tokyo TY Financial Group, Inc. Jan. 2016 General Manager, System Integration Project Team, Consolidation Arrangement Office, Tokyo TY Financial Group, Inc. Apr. 2016 Managing Director, in charge of Corporate Planning Division and Market Operation Division, the Tokyo Tomin Bank, Limited (current position) (to present)	Common stock 611 shares
Reasons for selection as a candidate for Director Mr. Satoru Nobeta has a wealth of operational experience in the corporate planning division, compliance division, and audit division, etc., at the Tokyo Tomin Bank, Limited, a subsidiary of the Company, and at major banks, etc., at which he served prior to joining said bank, and is well-versed in overall bank operations. As the Company expects him to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his experience and knowledge in determining significant issues regarding management of the Group, he has been selected as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
7	Hidenori Tsunehisa (Feb. 12, 1963) Reappointment	Apr. 1987	Joined The Mitsubishi Bank, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	— shares
		Nov. 1994	Assistant Vice President of Chicago Branch	
		Feb. 2001	Manager, PricewaterhouseCoopers Consultants Co., Ltd.	
		Apr. 2004	Joined the ShinGinko Tokyo, Limited	
		Apr. 2007	Manager in charge of Planning Group	
		Aug. 2008	Operating Officer	
		Jun. 2009	Executive Officer	
		Jun. 2014	Director and Executive Officer	
		Jun. 2015	President and CEO (current position)	
		Apr. 2016	Director, Tokyo TY Financial Group, Inc. (current position) (to present)	
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Hidenori Tsunehisa has a wealth of operational and management experience having served as President of the ShinGinko Tokyo, Limited, with which a business combination was completed with the Group in April, 2016, subsequent to being in charge of the corporate planning division and risk management division of said bank. As the Company expects him to strengthen effectiveness of decision-making functions in the Board of Directors by utilizing his experience and knowledge in determining significant issues regarding management of the Group, he has been selected as a candidate for Director.</p>				
8	Yasushi Nakamura (Nov. 5, 1954) New appointment Candidate for Outside Director Independent Director/Auditor	Nov. 1981	Joined Tokyo Metropolitan Government (Orphanage Management Department)	— shares
		Aug. 1994	General Manager, Otsuka Automobile Business Site, Bureau of Transportation	
		Apr. 2002	Manager, Accounting Division, Bureau of Finance (preside)	
		Aug. 2004	General Manager, General Affairs Department, Tokyo Teleport Center, Inc.	
		Jul. 2008	General Manager, Financial Supervision Office, Bureau of Industrial and Labor Affairs, Tokyo Metropolitan Government	
		Jul. 2010	General Manager, General Affairs Division, Bureau of Transportation	
		Jul. 2011	Deputy General Manager, Bureau of Transportation	
		Jul. 2012	General Manager, Bureau of Transportation	
		Oct. 2013	General Manager, Bureau of Governor's Office	
		Sep. 2014	President and Representative Director, HATO BUS CO., LTD. (current position) (to present)	
<p>Reasons for selection as a candidate for Outside Director</p> <p>Mr. Yasushi Nakamura has a wealth of experience in management, having served in many departments in the Tokyo Metropolitan Government, being well-versed in a wide range of metropolitan businesses, having served as General Manager, Financial Supervision Office, Bureau of Industrial and Labor Affairs with a deep understanding toward regional finance, and having served as President of HATO BUS CO., LTD. As the Company expects he can provide recommendations, etc., regarding overall management toward the Group, a regional financial institution that holds its headquarters in Tokyo, he has been selected as a candidate for Outside Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Akio Sato (Feb. 4, 1966) Reappointment Candidate for Outside Director Independent Director/Auditor	Apr. 1997 Registered as Attorney-At-Law (Daini Tokyo Bar Association)	Common stock — shares
		Mar. 2003 Established Sato Sogo Law Office	
		Jun. 2005 Auditor (External), AMUSE, Inc.	
		Mar. 2007 External Auditor, GMO Hosting & Security, Inc. (currently GMO CLOUD K.K.)	
		Jun. 2007 Outside Corporate Auditor, Infoteria Corporation	
		Mar. 2008 Outside Corporate Auditor, POLA ORBIS HOLDINGS INC. (current position)	
		Dec. 2008 Outside Director, GMO Payment Gateway, Inc. (current position)	
		Jan. 2012 Outside Director, GMO CLICK Holdings, Inc. (current position)	
		Jun. 2013 Outside Auditor, the Tokyo Tomin Bank, Limited	
Oct. 2014 Outside Auditor, Tokyo TY Financial Group, Inc. (current position)			
Jun. 2015 Outside Auditor, Kirayaka Bank, Ltd. (current position) (to present)			
Reasons for selection as a candidate for Outside Director In addition to specialized knowledge as an attorney, Mr. Akio Sato has served as Outside Officer, etc., at other business companies. He is also well versed in financial administration, and as the Company has judged that he can provide beneficial recommendations toward overall management of the Company from his excellent knowledge and fulfill supervisory functions toward business execution, he has been selected as a candidate for Outside Director.			
10	Ryuji Miura (May 5, 1968) Reappointment Candidate for Outside Director Independent Director/Auditor	Nov. 1995 Joined Chuo Audit Corporation (Renamed to ChuoAoyama Audit Corporation due to merger)	Common stock — shares
		Mar. 2001 Seconded to Supervisory Bureau, Financial Services Agency (returned to ChuoAoyama Audit Corporation in Oct. 2003)	
		Oct. 2004 Partner, Legal Associates Inc.	
		Jul. 2006 Director, L.A. Consulting Inc. (current position)	
		Jun. 2011 Outside Corporate Auditor, the Yachiyo Bank, Limited	
		Jun. 2012 Outside Auditor, THE OME SHINKIN BANK (current position)	
		Jun. 2014 Outside Director, the Yachiyo Bank, Limited	
		Oct. 2014 Outside Director, Tokyo TY Financial Group, Inc. (current position)	
Apr. 2016 Representative Director, MeU Advisers Co. (current position) (to present)			
Reasons for selection as a candidate for Outside Director In addition to advanced specialized knowledge as a certified public accountant, Mr. Ryuji Miura also has work experience at financial administration authorities. He also has a wealth of experience as a corporate manager, and as the Company has judged that it can reflect his advanced insights in management in improving corporate governance of the Company, he has been selected as a candidate for Outside Director.			

(Notes)

1. There are no special conflicts of interest between the Company and the candidates for Director.
2. Messrs. Yasushi Nakamura, Akio Sato and Ryuji Miura are candidates for Outside Director.
3. The Sato Comprehensive Law Office, where Mr. Akio Sato serves as Representative, provides legal advice as required to the Tokyo Tomin Bank, a subsidiary of the Company.
4. The terms of office of Messrs. Akio Sato and Ryuji Miura as Outside Director will be one (1) year and nine (9) months at the conclusion of this Annual General Shareholders Meeting.
5. Liability limitation agreements with Outside Directors
Liability limitation agreements have been concluded with Messrs. Akio Sato and Ryuji Miura, and if they are reappointed as Outside Directors, these agreements will remain effective. Additionally, if the election of Mr. Yasushi Nakamura as Outside Director is approved and resolved as originally proposed, the Company plans to conclude a liability limitation agreement with him. A summary of the liability limitation agreements is as follows.
 - Summary of liability limitation agreements
Stipulations are included in the Articles of Incorporation, which allow for the conclusion of liability limitation agreements with Outside Directors to limit their liability for damages of Article 423, Paragraph 1 of the Companies Act, and the limit of liability under these agreements is the minimum liability amount stipulated by laws and regulations.

6. If Messrs. Yasushi Nakamura, Akio Sato and Ryuji Miura are elected as Outside Directors, the Company plans to submit them as Independent Directors/Auditors as defined by Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.
7. Mr. Hideo Kobayashi is scheduled to retire as Director (part-time position) of the Tokyo Tomin Bank as of the conclusion of the Annual General Meeting of Shareholders scheduled to be held in the current year of said bank.

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

Corporate Auditor Kazunori Tada will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed.

Candidate for Corporate Auditor Mikio Makabe is selected as a substitute for retiring Corporate Auditor Kazunori Tada, and under the stipulations of Article 34 of the Articles of Incorporation, his term, if elected, will be until the conclusion of the Annual General Meeting of Shareholders scheduled to be held in 2018, the expiration of the term of the retiring Corporate Auditor.

Additionally, this proposal has received approval from the Board of Corporate Auditors.

The candidate for Corporate Auditor is as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
1	Mikio Makabe (Feb. 22, 1956) New Appointment	Apr. 1978 Joined Yachiyo Shinkin Bank Oct. 2003 Head of Akishima Branch, the Yachiyo Bank, Limited Apr. 2006 General Manager, Corporate Audit Division Apr. 2012 Executive Officer, General Manager, Corporate Audit Division Apr. 2014 Executive Officer Jun. 2014 Full-time Corporate Auditor (current position) Jun. 2015 Part-time Corporate Auditor, Kansosin Co., Ltd. (current position) (to present)	Common stock 700 shares
Reasons for selection as a candidate for Corporate Auditor Mr. Mikio Makabe has served as General Manager, Corporate Audit Division in April, 2006 and Full-time Corporate Auditor in June, 2014 at the Yachiyo Bank, Limited, a subsidiary of the Company, has deep knowledge, insights, and experience regarding corporate auditing, and the Company believes that he can fulfill the role of securing validity and appropriateness of management of the Group.			

(Notes)

1. There are no special conflicts of interest between the Company and the candidate for Corporate Auditor.
2. Mr. Mikio Makabe is scheduled to retire as Corporate Auditor of both the Yachiyo Bank, Limited and Kansosin Co., Ltd. as of the conclusion of the Annual General Meetings of Shareholders scheduled to be held in the current year of the respective entities.

Proposal No. 4: Election of Two (2) Substitute Corporate Auditors

The terms of office of Substitute Corporate Auditors Yuriko Miyamura and Kenji Endo, who were elected at the Annual General Shareholders Meeting held on June 26, 2015, will expire at the beginning of this Annual General Shareholders Meeting. Accordingly, the election of two (2) Substitute Corporate Auditors is proposed to prepare for the case where the number of Corporate Auditors falls below the number required by law.

Furthermore, only before the Corporate Auditor assumes office and upon approval of the Board of Corporate Auditors, the Board of Directors may resolve to terminate the term of office for Corporate Auditors.

Additionally, this proposal has received approval from the Board of Corporate Auditors.

The candidates for Substitute Corporate Auditor are as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
1	Yuriko Miyamura (Jul. 1, 1956) Reappointment Candidate for Substitute Corporate Auditor	Jul. 1979 Joined Marubeni Corporation Oct. 1983 Joined KaiLinks, Co., Ltd. Jul. 1988 Joined Hiraki Real Estate Research Co., Ltd. Dec. 1989 Acquired certified tax accountant Mar. 1990 Joined Hongo Accounting Office (currently Hongo Tsuji Tax & Consulting) Jan. 2002 Registered as Certified Tax Accountant Jun. 2008 Director Oct. 2014 Managing Director Jan. 2016 Senior Managing Executive Director (current position) (to present)	Common stock — shares
	Reasons for selection as a candidate for Substitute Corporate Auditor Although Ms. Yuriko Miyamura has not been directly involved in corporate management, she has performed duties as a Senior Managing Executive Director of a Tax Accountant Corporation, and to enable her provide this specialized knowledge as a tax accountant to the Company's auditing, etc., the Company has determined that she would appropriately be able to execute the duties of Outside Corporate Auditor, and has selected her as a candidate for Substitute Corporate Auditor.		
2	Kenji Endo (May 5, 1965) Reappointment Candidate for Substitute Corporate Auditor	Mar. 1998 Completed at Training and Research Institute for Court Officials, Supreme Court Apr. 1998 Registered as attorney-at-law Mar. 1999 Joined ISHIHARA LAW OFFICE Jan. 2008 Opened ENDO LAW OFFICE (to present)	Common stock — shares
	Reasons for selection as a candidate for Substitute Corporate Auditor Although Mr. Kenji Endo has not been directly involved in corporate management, he has a wealth of experience and specialized knowledge as an attorney, and is well versed in corporate law, and the Company has determined that he would appropriately be able to execute the duties of Outside Corporate Auditor. Additionally, to enable him to provide these specialized views to the Company's auditing, the Company has selected him as a candidate for Substitute Corporate Auditor.		

(Notes)

- The order of priority among Substitute Corporate Auditors shall place Ms. Yuriko Miyamura first and Mr. Kenji Endo second.
- There are no special conflicts of interest between the Company and the candidates for Substitute Corporate Auditor.
- Ms. Yuriko Miyamura and Mr. Kenji Endo are candidates for Substitute Outside Corporate Auditor.
- Although there is remuneration payment made under a business consignment agreement concluded with Hongo Tsuji Tax & Consulting, with which Ms. Yuriko Miyamura is affiliated, regarding tax advisory services for the Tokyo Tomin Bank, Limited, a subsidiary of the Company, Ms. Yuriko Miyamura satisfies standards regarding independence of Outside Officers defined by the Company.
- Liability limitation agreements with Outside Corporate Auditors
If Ms. Yuriko Miyamura and Mr. Kenji Endo are appointed as Outside Corporate Auditors, the Company plans to conclude liability limitation agreements with them. A summary of the liability limitation agreements is as follows.
 - Summary of liability limitation agreements
Stipulations are included in the Articles of Incorporation which allow for the conclusion of liability limitation agreements with Outside Corporate Auditors to limit their liability for damages of Article 423, Paragraph 1 of the Companies Act, and the limit of liability under these agreements is the minimum liability amount stipulated by laws and regulations.

Proposal No. 5: Addition of Eligibility for Directors of the ShinGinko Tokyo, Limited as Directors of Subsidiaries that issue Stock Acquisition Rights as Stock Compensation-type Stock Options

The introduction of the stock compensation-type stock option system was approved at the 1st Annual General Shareholders Meeting held on June 26, 2015. On August 3, 2015, stock acquisition rights identical to the stock acquisition rights issued as stock compensation-type stock options to Directors of the Company were issued toward Directors (excluding Outside Directors) of the Tokyo Tomin Bank, Limited and the Yachiyo Bank, Limited, Company subsidiaries.

As the ShinGinko Tokyo, Limited has joined the Group as of April 1, 2016, this Proposal requests the addition of eligibility for Directors (excluding Outside Directors) of the ShinGinko Tokyo, Limited for issuance of stock options.

In line with the addition of eligibility for issuance, holders of stock acquisition rights may exercise all stock acquisition rights at once only within ten (10) days after the day following forfeit of the position of Director at the Company or the Company subsidiaries of the Tokyo Tomin Bank, Limited, the Yachiyo Bank, Limited, and the ShinGinko Tokyo, Limited.

Additionally, although the amount of remuneration, etc., for Directors of the Company is within 250 million yen per annum, the Company has received approval at the 1st Annual General Shareholders Meeting held on June 26, 2015 to allot stock compensation-type stock options toward Directors (excluding Outside Directors) within the range of 60 million yen per annum.

Stock-type stock options are the allotment of stock acquisition rights with an exercise price of one (1) yen per share.

The number of Directors is currently ten (10) (excluding Outside Directors), and if Proposal No. 2 is approved as proposed, the number will be seven (7) from the conclusion of this General Meeting.

Furthermore, the Company requests that distribution to each Director and the timing of provision be at the discretion of the Board of Directors.

The content of the stock acquisition rights is as follows.

1. Reason for allotment of stock acquisition rights as compensation
The Company aims to further increase desire to improve business results and corporate value of the Company and strive for management that places emphasis on shareholders by the allotment of stock acquisition rights to Directors as compensation linked with stock price.
2. Content of stock acquisition rights
 - (1) Eligible persons of stock acquisition rights
Directors (excluding Outside Directors)
 - (2) Total number of stock acquisition rights and target stock type and number
 - (i) Total number of stock acquisition rights
Upper limit of 200 per annum
 - (ii) Target stock type and number for stock acquisition rights
Upper limit of 20,000 shares of common stock of the Company per annum
 - (iii) Target number of shares for each stock acquisition right
100 shares
 - (3) Paid-in amount for stock acquisition rights
On the allotment date for stock acquisition rights, an amount based upon the fair value calculated by the Black-Scholes model shall be the paid-in amount. Persons who receive allotment of stock acquisition rights shall offset the payment with compensation request rights in lieu of the paid-in amount.
 - (4) Method of dealing with stock splits or reverse stock splits of common stock (includes gratis allotment of shares; the same applies hereinafter)
 - (i) If a stock split (including gratis allotment of shares; the same applies hereinafter) or reverse stock split is conducted on or after the general meeting resolution date (hereinafter the "Resolution Date").
Of the stock acquisition rights, for stock acquisition rights that have not yet been exercised at the time of the stock split or reverse stock split, the following formula shall be applied to adjust the target number of shares for each stock acquisition right (hereinafter the "Stock Allotment Number"), and fractions resulting from the calculation shall be rounded down.

- Adjusted Stock Allotment Number =
 Pre-adjustment Stock Allotment Number X Ratio of Split or Reverse Stock Split
- (ii) After the Resolution Date, if a merger, company split, reduction in capital, or other similar action is conducted that requires adjustment to the Stock Allotment Number, within a reasonable range, the Stock Allotment Number shall be appropriately adjusted.
- (5) Amount of property, exercise period, etc.
- (i) Amount of property to be funded during exercise of stock acquisition rights
 The amount of property funded during exercise of stock acquisition rights shall be 1 yen per share that can be provided from the exercise of stock acquisition rights, multiplied by the Stock Allotment Number.
 - (ii) Period that stock acquisition rights may be issued
 Within thirty (30) years of the day after the allotment Resolution Date for stock acquisition rights. However, if the final day of the exercise period is not a business day for the Company, the final day shall be the preceding business day.
 - (iii) Primary conditions for stock acquisition rights
 Holders of stock acquisition rights may exercise all stock acquisition rights at once only within ten (10) days after the day following forfeit of the position of Director at the Company or the Company subsidiaries of The Tokyo Tomin Bank, Limited, The Yachiyo Bank, Limited and the ShinGinko Tokyo, Limited.
 - (iv) Restrictions on acquisition of stock acquisition rights via transfer
 Acquisition of stock acquisition rights via transfer shall require approval via a resolution of the Board of Directors of the Company.
 - (v) Other contents, etc., of stock acquisition rights
 Concerning other content regarding stock acquisition rights, these shall be decided at a Board of Directors meeting to determine the offer conditions for stock acquisition rights.

Additionally, the Company plans to issue stock acquisition rights that are identical in nature to the stock acquisition rights issued as stock compensation-type stock options to Directors of the Company, to Directors (excluding Outside Directors) of Company subsidiaries the Tokyo Tomin Bank, Limited, the Yachiyo Bank, Limited, and the ShinGinko Tokyo, Limited. The number of rights is required by the Board of Directors of the Company on the allotment date of the stock acquisition rights to Directors of the Company, with a paid-in amount that is based on fair value calculated using the Black-Scholes model.

(Reference)

1. Qualifications and nomination procedures for candidates for Director and candidates for Corporate Auditor

The Group has voluntarily established a “Nomination and Remuneration Meeting” composed of a majority of Outside Directors with the intent of securing objectivity and transparency regarding the determination of selection and remuneration of Directors. Qualification and nomination procedures for candidates for Director and candidates for Corporate Auditor are as follows.

- (1) Qualifications for Directors and Corporate Auditors
 - 1) Directors of the Company and subsidiary banks must be a person with superior personality, insights, abilities, wealth of experience, and high ethics.
 - 2) Corporate Auditors of the Company and subsidiary banks must be a person with superior personality, insights, abilities, wealth of experience, and high ethics.
- (2) Nomination procedures for Directors and Corporate Auditors
 - 1) Candidates for Director of the Company are fairly, transparently, and stringently considered in the “Nomination and Remuneration Meeting,” and are determined by deliberation of the Board of Directors of the Company based on the results of this consideration.
 - 2) Candidates for Director of the subsidiary banks are fairly, transparently, and stringently considered in the “Nomination and Remuneration Meeting,” and are determined by deliberation of the Board of Directors of the each subsidiary bank based on the results of this consideration.
 - 3) Candidates for Corporate Auditor of the Company are recommended by the Board of Directors of the Company, and candidates are selected upon receiving approval from the Board of Corporate Auditors of the Company.
 - 4) Candidates for Corporate Auditor of the subsidiary banks are recommended by the Board of Directors of the each subsidiary bank, and candidates are selected upon receiving approval from the Board of Corporate Auditors of the each subsidiary bank.
- (3) Summary of advisory results of selection and dismissal of candidates

When the “Nomination and Remuneration Meeting” conducts consideration of election and dismissal of candidates for Director, meeting members will directly assess each subject personnel as required, as well as summarize the consideration results upon utilization of the internal evaluation documents, etc., of the subsidiary banks.

2. Standards of independence regarding Outside Officers

The Group determines independence regarding Outside Directors and Outside Corporate Auditors based on the following standards.

1. (1) The person is not an Executive Director, Executive Officer, or a manager or other employee (collectively hereinafter the “Business Executors, etc.”) of the Group, and was not a Business Executor, etc., of the Group within 10 years prior to appointment.
However, for candidates for Outside Corporate Auditor, the requirement of not having been a Non-executive Director (Note 1) of the Group within 10 years prior to appointment is added.
- (2) For Outside Directors that were Non-executive Directors or Corporate Auditors of the Group within 10 years prior to appointment, these persons must not have been a Business Executors, etc., of the Group within 10 years prior to appointment to that position.
For Outside Corporate Auditors that were Corporate Auditors of the Group within 10 years prior to appointment, these persons must not have been Business Executors, etc., or Non-executive Directors within 10 years prior to appointment to that position.
- (3) The party is not a spouse or a relative to within the second degree of an Officer, etc. (Note 2), manager or other important employee (excluding those who are Officers, etc.)
2. The person is not a major shareholder (Note 3) of the Company or an Officer, etc., or employee (excluding those who are Officers, etc.) of a company of which the Group is a major shareholder.
3. (1) The person does not hold the Group as a major transaction partner (Note 4) and is not the parent company or a significant subsidiary, and if that person is a company, is not a Business Executor, etc., of said company and was not a Business Executor, etc., within the past three years.
- (2) The person is not a major transaction partner of the Group and is not the parent company or a significant subsidiary, and if that person is a company, is not a Business Executor, etc., of said company and was not a Business Executor, etc., within the past three years.
- (3) The person is not an employee, etc., of an organization that receives donations, etc., over a certain amount (an average of 10 million yen per annum for the past three years or 30% or more of average annual expenses of said organization, whichever is higher) from the Group.
4. The person is not an Officer, etc., of a company, parent company of said company, or subsidiary of said

company that receives Officers, etc., from the Group.

5. The person is not the Accounting Auditor of the Group or an employee, etc., of said Accounting Auditor and was not responsible for the audit operations of the Group within the past three years as said employee, etc.
6. The person is an attorney, certified public accountant, or other consultant, etc. who has not received more than an average of 10 million yen per annum for the past three years aside from officer remuneration in cash or other property as profit from the Group. Additionally, the person is not an employee, etc., of an advisory firm such as a legal office, etc., that holds the Group as a major transaction partner (an advisory firm that received payment from the Group of 2% or more of its consolidated net sales on average over the past three fiscal years).
7. The person is not a person with which a constant, essential conflict of interest with general shareholders of the Company may arise for reasons other than those considered above.

(Note 1) A “Non-executive Director” refers to Directors that are not Executive Directors.

(Note 2) An “Officer, etc.,” refers to Directors (including Outside Directors), Corporate Auditors (including Outside Corporate Auditors), Executive Officers, Counselors, and Advisors.

(Note 3) A “major shareholder” is a person or company, etc., that directly or indirectly possessed or possesses voting rights equal to 10% or more of total voting rights as of the end of the most recent fiscal year.

(Note 4) A “major transaction partner” is determined on the standard of 2% or more of annual consolidated net sales (annual consolidated ordinary revenue for the Company) as of the end of the most recent fiscal year.