

(Translation)

Securities code: 8332

June 12, 2006

**NOTICE OF THE 145<sup>TH</sup> ORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

Dear Shareholder,

You are cordially invited to attend the 145<sup>th</sup> Ordinary General Meeting of Shareholders, which will be held as described hereunder.

If you are unable to attend the meeting, you may exercise your voting right in writing or via the Internet. Please review the appended “Reference Material for the General Meeting of Shareholders” and exercise your voting right by using one of the following methods.

**Voting by mail**

To vote by mail, please indicate on the enclosed voting form your approval or disapproval of each of the proposals and return the completed form to us. The completed forms must be received no later than June 27, 2006. If you do not indicate any approval or disapproval of the proposals on the said enclosed voting form, the Bank shall deem that you have approved these proposals.

**Voting by electronic means (the Internet, etc.)**

To vote online, please access the dedicated voting Website (<https://www.evoting.tr.mufg.jp> - Japanese only) using your login ID and tentative password stated in the enclosed voting form, select the Bank and enter your approval or disapproval by 18:00, June 27, 2006 in accordance with the on-screen instructions.

**Treatment of duplicate voting**

When voting right is exercised both by mailing the voting form and via the Internet etc., the vote via the Internet etc. will be deemed effective irrespective of date and hour of voting. If the voting right is exercised via the Internet more than once, the latest vote will be deemed effective.

Yours faithfully,

Tadashi Ogawa, President  
The Bank of Yokohama, Ltd.  
1-1, Minatomirai 3-chome, Nishi-ku, Yokohama, Kanagawa

## MEETING AGENDA

- 1. Date and Time:** 10:00 a.m., Wednesday, June 28, 2006  
**2. Venue:** “Via Mare,” 1F Hamagin Hall, Head Office of The Bank of Yokohama  
1-1, Minatomirai 3-chome, Nishi-ku, Yokohama, Kanagawa

### 3. Agenda:

- Matters to be reported*
1. Business Report, Balance Sheet and Statement of Income for the 145<sup>th</sup> Term (April 1, 2005 to March 31, 2006); and on the Report on the purchase of its own shares based on the Board of Directors’ resolution made under the authorization of the Articles of Incorporation.
  2. Consolidated Balance Sheet, Consolidated Statement of Income and on the Audit Report of Accounting Auditors and the Board of Corporate Auditors regarding Consolidated Financial Statements for 145<sup>th</sup> term (April 1, 2005 to March 31, 2006).

*Matters to be resolved*

- Proposal 1: Approval of the proposed appropriation of retained earnings for the 145<sup>th</sup> term (April 1, 2005 to March 31, 2006)
- Proposal 2: Partial amendment to the Articles of Incorporation
- Proposal 3: Election of seven (7) Directors
- Proposal 4: Election of one (1) Corporate Auditor
- Proposal 5: Election of one (1) Corporate Auditor as a substitute
- Proposal 6: Granting retirement benefits for retiring Directors and Corporate Auditor

### 4. Instructions for the exercise of your voting right:

- (1) If you exercise your voting right by proxy, you must delegate a proxy who is a shareholder with voting rights in the Bank. Only one proxy per shareholder is permissible.
- (2) The Bank shall disclose any revisions to the reference material for the shareholders’ meeting and attached documents through our Website <http://www.boy.co.jp/>.
- (3) Shareholders desiring to diversely exercise voting rights pursuant to Article 313 of the Corporation Law must provide such notice as well as the reasons for taking such measure in writing to the Bank by three days prior to the General Meeting of Shareholders.

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(Important) Shareholders are requested to fill out and submit the appended voting form at the reception desk on the above-mentioned date.

This is an English translation prepared for the convenience of non-resident shareholders. Should there be any discrepancy between the translation and the original Japanese text, the latter shall prevail.

## Proposed Appropriation of Retained Earnings for the 145<sup>th</sup> Term

(Unit: Yen)

Items	Amount
<b>(Appropriation of unappropriated retained earnings)</b>	
<b>Unappropriated retained earnings at the end of the term</b>	<b>60,417,317,923</b>
<b>Reversal of voluntary reserve</b>	<b>455,620,310</b>
Reversal of reserve for advanced depreciation/devaluation of movable property and real estate	455,620,310
<b>Total</b>	<b>60,872,938,233</b>
<b>Appropriation of retained earnings</b>	
<b>Legal reserve</b>	<b>421,000</b>
<b>Cash dividends – 9.00 yen per share</b> (including special cash dividend of 2.00 yen per share)	<b>12,643,021,143</b>
<b>Bonuses to Directors and Corporate Auditors</b>	<b>48,900,000</b>
Bonuses to Directors	37,000,000
Bonuses to Corporate Auditors	11,900,000
<b>Voluntary reserve</b>	<b>28,000,000,000</b>
General reserve	28,000,000,000
<b>Retained earnings carried forward to the next term</b>	<b>20,180,596,090</b>
<b>(Appropriation of other capital surplus)</b>	
<b>Other capital surplus</b>	<b>3,268,859</b>
<b>Other capital surplus carried forward to the next term</b>	<b>3,268,859</b>

## Reference Material for the General Meeting of Shareholders

### **Proposal 1: Approval of the proposed appropriation of retained earnings for the 145<sup>th</sup> term (April 1, 2005 to March 31, 2006)**

Please see Page 3 for details of this Proposal.

In consideration of our profitability, financial conditions and the business environment, we would like to improve our profit distribution to our shareholders while maintaining our policy of paying stable cash dividends. In light of this, we propose to pay annual dividends, which are comprised of ordinary dividends that are stably paid regardless of the business results and special cash dividends that are linked to our business results. For the year-end dividend, we propose to pay an ordinary dividend of 7.00 yen per share, and a special dividend of 2.00 yen per share, making a total dividend for the entire term of 9.00 yen since there were no interim dividends.

We propose to pay bonuses of 48,900,000 yen to six Directors and four Corporate Auditors as of the year-end (including bonuses of 11,900,000 yen to Corporate Auditors), in light of our business results.

### **Proposal 2: Partial amendment to the Articles of Incorporation**

1. Reasons for the changes
  - (1) We propose to make the following changes to the current Articles of Incorporation due to the enactment of the “Corporation Law” (Law No. 86, 2005) and the “Law for Maintenance, etc. of Relevant Laws Relating to the Enforcement of the Corporation Law” (Law No. 87, 2005) on May 1, 2006.
    - 1) To establish the Bank’s governing bodies, the Bank shall newly add Article 4 (Governing Bodies).
    - 2) To specify the issuance of share certificates, the Bank shall newly add Article 7 (Issuance of Share Certificates).
    - 3) To restrict the rights of shareholders with less than one unit shares to a reasonable range, the Bank shall newly add Article 9 (Rights Concerning Shares Constituting Less than One Share Unit).
    - 4) From the standpoint of cost reduction, the Bank shall newly add Article 16 (Internet Disclosure of Reference Documents, etc. and Deemed Provision) so that the Bank can deem that information provided over the Internet regarding certain reference materials for the shareholders’ meetings as having been disclosed to the shareholders in accordance with the Enforcement Regulation of the Corporation Law and the Financial Statements Regulations.
    - 5) The Bank shall newly add Article 27 (Omission of Resolution by Board of Directors)

so that the Board of Directors can quickly pass resolutions in writing or in electronic forms in case of emergency or depending on the contents of the resolutions.

- 6) The Bank shall newly establish Article 34 (Limited Liability Agreement with Outside Corporate Auditors) so that qualified outside Corporate Auditors can be elected, and the roles expected for these outside Corporate Auditors can be fulfilled.
- 7) The Bank has implemented a performance-linked dividend policy to distribute profit to shareholders, and has purchased its own shares. The Bank has also changed the term of office of Directors to one year, and established a system to evaluate the eligibility of the management on an annual basis. The Bank shall newly add Article 38 (Governing Bodies to Determine Distribution of Surplus, etc.) and shall grant the Board of Directors the authority to resolve the payment of dividends out of surpluses, so that quick and flexible profit distribution can be made in the future.
- 8) For the smooth processing of agendas at the shareholders' meetings, the Bank shall change Article 16, Paragraph 1 of the current Articles of Incorporation by limiting the number of proxies, to whom the exercise of voting rights can be delegated.
- 9) Quoted provisions in the Articles of Incorporation shall be amended to those of the Corporation Law.
- 10) The Bank shall change the terms of the former Commercial Law to those used for the Corporation Law. At the same time, we shall change or modify certain expressions and words.
- (2) Because the Banking Law now allows banks to make public notification in electronic form as one method of public notification, the Bank shall change Article 4 of the current Articles of Incorporation so that the Bank can adopt this method, which is an effective and economical information disclosure method.
- (3) The Bank shall delete Chapter 2-2 of the current Articles of Incorporation (Preferred Shares) because the Bank does not currently issue preferred shares.
- (4) With the change of (3) above, the Bank shall alter the description of shares in Article 5 of the current Articles of Incorporation without changing the total number of shares issuable, which stands at three billion shares.
- (5) As a result of modification of other rules and such changes as additions and deletions of certain Articles, the Bank shall make other necessary changes.

2. Details of the amendments

Details of the amendments are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Changes
<p><b>CHAPTER I: GENERAL PROVISIONS</b></p> <p><b>Article 2. (Purpose)</b>                      The purpose of the Bank shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> <li>1. (Details Omitted);</li> <li>2. (Details Omitted);</li> <li>3. (Details Omitted);</li> <li>4. (Details Omitted);</li> <li>5. To engage in all businesses that a bank is permitted to engage in under the Banking Law and any other business that a bank is permitted to engage in under the Secured Bonds Trust Law, the Law <u>on Recording of Bonds</u> and any other applicable law; and</li> <li>6. (Details Omitted).</li> </ol>	<p><b>CHAPTER I: GENERAL PROVISIONS</b></p> <p><b>Article 2. (Purpose)</b>                      The purpose of the Bank shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> <li>1. (Unchanged);</li> <li>2. (Unchanged);</li> <li>3. (Unchanged);</li> <li>4. (Unchanged);</li> <li>5. To engage in all businesses that a bank is permitted to engage in under the Banking Law and any other business that a bank is permitted to engage in under the Secured Bonds Trust Law, the Law <u>Concerning Book-Entry Transfer of Corporate and Other Debt Securities</u> and any other applicable law; and</li> <li>6. (Unchanged).</li> </ol>
<p>(To be newly added)</p>	<p><b><u>Article 4. (Governing Bodies)</u></b>  <u>In addition to the General Meeting of Shareholders and Directors, the Bank shall have following governing bodies:</u></p> <ol style="list-style-type: none"> <li>1. <u>Board of Directors;</u></li> <li>2. <u>Corporate Auditors;</u></li> <li>3. <u>Board of Corporate Auditors; and</u></li> <li>4. <u>Accounting Auditors.</u></li> </ol>
<p><b>Article 4. (Method of Public Notices)</b>                      Public notices by the Bank <u>shall be published in the <i>Nihon Keizai Shimbun</i> issued in Tokyo.</u></p>	<p><b>Article 5. (Method of Public Notices)</b>                      Public notices by the Bank <u>shall be published electronically; provided, however, that in cases where electronic public notices cannot be used due to an accident or other unavoidable reasons, public notices shall be published in the <i>Nihon Keizai Shimbun</i>.</u></p>

<p style="text-align: center;"><b>CHAPTER II: SHARES</b></p> <p><b>Article 5. (Aggregated Number of Shares Authorized to Be Issued)</b></p> <p>The aggregated number of shares which the Bank shall have authority to issue shall be three billion (3,000,000,000) shares, out of which two billion six hundred million (2,600,000,000) shares shall be common shares and four hundred million (400,000,000) shares shall be preferred shares; provided, however, that if any common shares are retired or preferred shares are retired or converted into common shares, the number of shares so retired or converted shall be subtracted from the total number of shares to be issued.</p>	<p style="text-align: center;"><b>CHAPTER II: SHARES</b></p> <p><b>Article 6. (Aggregated Number of Shares Issuable)</b></p> <p>The aggregated number of shares issuable by the Bank shall be three billion (3,000,000,000) shares.</p>
<p>(To be newly added)</p>	<p><b>Article 7. (Issuance of Share Certificates)</b></p> <p>The Bank shall issue share certificates for its shares.</p>
<p><b>Article 6. (Acquisition of Own Shares)</b></p> <p>The Bank may, by resolution of the Board of Directors of the Bank, purchase its own shares pursuant to the provisions of Article 211-3, Paragraph 1 of the Commercial Code.</p>	<p>(To be deleted)</p>
<p><b>Article 7. (Number of Shares Constituting One Unit of Shares (<i>tan-gen kabu</i>) and Non-issuance of Share Certificates for Less-than-a-full-unit shares (<i>tan-gen miman kabu</i>)</b></p> <p>(1) One unit of shares (<i>tan-gen kabu</i>) for all the classes of the Bank shall be one thousand (1,000) shares.</p> <p>(2) The Bank shall not issue share certificates of shares falling short of one unit of shares (hereinafter referred to as “Less-than-a-full-unit shares”).</p>	<p><b>Article 8. (Number of Shares Constituting One Unit of Shares (<i>tan-gen kabu</i>) and Non-issuance of Share Certificates for Less than One Unit of Shares (<i>tan-gen miman kabu</i>)</b></p> <p>(1) One unit of shares (<i>tan-gen kabu</i>) of the Bank shall be one thousand (1,000) shares.</p> <p>(2) Notwithstanding the preceding paragraph, the Bank shall not issue share certificates of shares falling short of one unit of shares, unless otherwise provided for in the <u>Regulations on Handling Shares</u>.</p>

<p>(To be newly added)</p>	<p><b><u>Article 9. (Rights Concerning Shares Constituting Less than One Share Unit)</u></b>  <u>Shareholders of the Bank holding Shares Constituting Less than One Share Unit (including beneficial shareholders, hereinafter the same) cannot exercise their rights as shareholders other than those enumerated below:</u></p> <ol style="list-style-type: none"> <li>(1) <u>rights provided for in each item of Article 189, Paragraph 2 of the Corporation Law;</u></li> <li>(2) <u>rights to make a claim as provided for in Article 166, Paragraph 1 of the Corporation Law;</u></li> <li>(3) <u>rights of shareholders to subscribe for shares or new shares as stock option in proportion to the number of shares held by them; and</u></li> <li>(4) <u>rights to make a claim as provided for in Article 10 hereof.</u></li> </ol>
<p><b><u>Article 8. (Non-entry in a Ledger of Fractional Shares)</u></b>  <u>Fractional shares, constituting less than one (1) share, shall not be entered nor recorded as fractional shares in a ledger of fractional shares.</u></p>	<p>(To be deleted)</p>
<p><b><u>Article 9. (Request for Additional Purchase of Less-than-a-full-unit Shares)</u></b></p> <ol style="list-style-type: none"> <li>(1) Shareholders (<u>including beneficial shareholders, hereinafter the same</u>) holding <u>Less-than-a-full-unit shares</u> of the Bank may request the Bank to sell shares in the number that will constitute one unit of shares when combined with the number of <u>Less-than-a-full-unit shares of shares</u> owned by them.</li> <li>(2) In case of a request provided for in the preceding paragraph, the Bank may refuse the request if it does not own <u>Less-than-a-full-unit shares</u> to be sold to such requesting shareholders.</li> </ol>	<p><b><u>Article 10. (Request for Additional Purchase of Less than One Unit of Shares)</u></b></p> <ol style="list-style-type: none"> <li>(1) Shareholders holding shares <u>falling short of one unit of shares</u> of the Bank may request the Bank to sell shares in the number that will constitute one unit of shares when combined with the number of shares <u>falling short of one unit of shares</u> owned by them.</li> <li>(2) In case of a request provided for in the preceding paragraph, the Bank may refuse the request if it does not own <u>shares falling short of one unit of shares</u> to be sold to such requesting shareholders.</li> </ol>

<p><b>Article 10. (Transfer Agent)</b></p> <p>(1) The Bank shall appoint a <u>transfer agent</u> for its shares.</p> <p>(2) The <u>transfer agent</u> and its handling office shall be designated by resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>(3) <u>The register of shareholders (including beneficial shareholder register, hereinafter the same) and the register of lost share certificates of the Bank shall be kept at the handling office of the transfer agent. The registration of transfer of shares, purchase and sale of Less-than-a-full-unit shares and any other businesses with respect to shares shall be handled by the transfer agent and not by the Bank.</u></p>	<p><b>Article 11. (Administrator of Shareholders' Register)</b></p> <p>(1) The Bank shall appoint <u>an administrator of shareholders' register</u> for its shares.</p> <p>(2) The <u>administrator of shareholders' register</u> and its handling office shall be designated by resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>(3) <u>The production and keeping of the register of shareholders (including register of beneficial shareholders, hereinafter the same), the ledger of share acquisition rights and the register of lost share certificates of the Bank or any other business related thereto shall be entrusted to the administrator of shareholders' register, and not by the Bank.</u></p>
<p><b>Article 11. (Regulations on Handling Shares)</b></p> <p><u>The denomination of share certificates to be issued by the Bank, the registration of transfers of shares, the registration of pledges on shares, indication of trust assets, the procedures for non-possession or reissuance of share certificates, the entries or records in the register of lost share certificates, purchase and sale of Less-than-a-full-unit shares and any other handling with respect to shares as well as the fees therefor shall be governed by the Regulations on Handling Shares established by the Board of Directors.</u></p>	<p><b>Article 12. (Regulations on Handling Shares)</b></p> <p><u>Any handling with respect to shares of the Bank as well as the fees therefor shall be governed by the Regulations on Handling Shares established by the Board of Directors, in addition to laws or regulations and these Articles of Incorporation.</u></p>

<p><b><u>Article 12. (Record Date)</u></b></p> <p>(1) <u>The Bank shall deem the shareholders whose names have been entered or recorded in the latest register of shareholders as of March 31 of each year to be the shareholders who are entitled to exercise their rights at the Ordinary General Meeting of Shareholders for the relevant fiscal term.</u></p> <p>(2) <u>In addition to the preceding paragraph, the Bank may, whenever necessary, by resolution of the Board of Directors and by giving prior public notice, fix a date as a record date and may deem the shareholders or registered pledgees whose names have been entered or recorded in the latest register of shareholders as of such date as the shareholders or the registered pledgees entitled to exercise their rights.</u></p>	<p>(To be deleted)</p>
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<p><b><u>CHAPTER II-2: PREFERRED SHARES</u></b></p> <p><b><u>Article 12-2 (Preferred Dividends)</u></b></p> <p>(1) <u>In the event that dividends are to be paid by the Bank as provided for in Article 36, the Bank shall pay the preferred dividend in respect of a preferred share (hereinafter referred to as the “Preferred Dividends”) in the amount determined by resolution of the Board of Directors of the Bank at the time of issue of such preferred shares which shall not exceed thirty-seven yen and fifty sen (37.50) per year to each of the shareholders who hold the preferred shares (hereinafter referred to as the “Preferred Shareholders”) or each of the registered pledgees in respect of the preferred shares (hereinafter referred to as the “Registered Preferred Pledgees”) in priority to the shareholders who hold the common shares (hereinafter referred to as the “Common Shareholders”) or registered pledgees in respect of the common shares (hereinafter referred to as the “Common Pledgees”); provided, however, that, if the Preferred Interim Dividends as provided for in Article 12-3 were paid during the relevant business year, such Preferred Interim Dividends shall be subtracted therefrom.</u></p> <p>(2) <u>If the aggregate amount paid to a Preferred Shareholder or Registered Preferred Pledgees as dividends in any particular business year is less than the prescribed amount of the relevant Preferred Dividends, the unpaid amount shall not be carried over to nor cumulated in subsequent business years.</u></p> <p>(3) <u>Any amount in excess of the Preferred Dividends shall not be paid to any Preferred Shareholder or Registered Preferred Pledgees.</u></p>	<p>(To be deleted)</p> <p>(To be deleted)</p>
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<p><b><u>Article 12-3 (Preferred Interim Dividends)</u></b></p> <p><u>In the event that the Interim Dividends are to be paid by the Bank as provided for in Article 37, the Bank shall make cash distribution in the amount determined by resolution of the Board of Directors of the Bank at the time of issue of the preferred shares which shall not exceed the amount equal to one half of the Preferred Dividends to be paid in respect of a preferred share (which is referred to as the “Preferred Interim Dividends” in these Articles of Incorporation) to each Preferred Shareholder or Registered Preferred Pledgees in priority to the Common Shareholders or Registered Common Pledgees.</u></p>	(To be deleted)
<p><b><u>Article 12-4 (Distribution of Residual Assets)</u></b></p> <p>(1) <u>In the event of distribution of residual assets of the Bank, five hundred (500) yen per preferred share shall be payable to each Preferred Shareholder or Registered Preferred Pledgee in priority to the Common Shareholders or Registered Common Pledgees.</u></p> <p>(2) <u>No other distribution of residual assets shall be made to any Preferred Shareholder or Registered Preferred Pledgee.</u></p>	(To be deleted)
<p><b><u>Article 12-5 (Cancellation of Preferred Shares)</u></b></p> <p><u>The Bank may at any time purchase preferred shares and cancel them at the purchase prices thereof out of the profits distributable to the shareholders.</u></p>	(To be deleted)

<p><b><u>Article 12-6 (Voting Rights)</u></b></p> <p><u>No Preferred Shareholder shall be entitled to vote at a General Meeting of Shareholders. Provided, however, that the Preferred Shareholders shall be entitled to vote from the commencement of an Ordinary General Meeting of Shareholders if the agenda item to the effect that the Preferred Shareholders shall receive Preferred Dividends has not been submitted to that Ordinary General Meeting of Shareholders and from the time of the close of an Ordinary General Meeting of Shareholders if the agenda item has been rejected at that Ordinary General Meeting of Shareholders, to the time when a resolution to the effect that the Preferred Shareholders shall receive Preferred Dividends has been adopted.</u></p>	(To be deleted)
<p><b><u>Article 12-7 (Consolidation or Split of Shares, Preemptive Rights, Etc.)</u></b></p> <p>(1) <u>Unless otherwise provided for by laws and regulations, the Bank shall not consolidate or split any preferred shares.</u></p> <p>(2) <u>The Bank shall not grant the Preferred Shareholders any rights to subscribe for new shares, share acquisition rights or bonds with share acquisition rights</u></p>	(To be deleted)
<p><b><u>Article 12-8 (Conversion into Common Shares)</u></b></p> <p><u>Any Preferred Shareholder may request conversion of preferred shares into common shares during the period (hereinafter referred to the “Conversion Period”) in which such Preferred Shareholder is entitled to request conversion as determined by resolution of the Board of Directors adopted at the time of issue of such preferred shares, pursuant to the terms of conversion as designated by such resolution.</u></p>	(To be deleted)

<p><b><u>Article 12-9 (Mandatory Conversion to Common Shares)</u></b></p> <p>(1) <u>Any preferred share in respect of which a request for conversion has not been made during the Conversion Period shall be mandatorily converted on the day (hereinafter referred to as the “Mandatory Conversion Date”) next following the expiry date of the Conversion Period for the preferred shares to such number of common shares as shall be obtained by dividing the subscription price per each relevant Preferred share by the average of the daily closing prices (including closing bid or offered price if no closing price is reported) of the common shares of the Bank traded in regular way and as reported by Tokyo Share Exchange for the 30 consecutive trading days (excluding those trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Conversion Date; provided, however, that the average price shall be calculated by rounding to the nearest first decimal with less than five-hundredth of one (0.05) yen being disregarded. If the relevant average price is one hundred twenty-five (125) yen or more but less than the amount determined by resolution of the Board of Directors adopted at the time of issue of the preferred shares, the preferred shares shall be converted into common shares in the number as is obtained by dividing an amount equivalent to the subscription price per preferred share by an amount so determined by such resolution of the Board of Directors.</u></p> <p>(2) <u>In the calculation of the number of common shares as aforesaid in the preceding paragraph, any number less than one (1) share shall be dealt with in the manner applied to share consolidation as provided</u></p>	<p>(To be deleted)</p>
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<p><u>for in the Commercial Code.</u></p>	
<p><b>CHAPTER III: GENERAL MEETING OF SHAREHOLDERS</b></p> <p>(To be newly added)</p>	<p><b>CHAPTER III: GENERAL MEETING OF SHAREHOLDERS</b></p> <p><b><u>Article 14. (Record Date for Ordinary General Meeting of Shareholders)</u></b>  <u>The record date for the determination of voting rights at an Ordinary General Meeting of Shareholders of the Bank shall be March 31st of each year.</u></p>
<p><b>Article 14. (Chairman)</b> (Details Omitted)</p>	<p><b>Article 15. (Chairman)</b> (Unchanged)</p>
<p>(To be newly added)</p>	<p><b><u>Article 16. (Internet Disclosure of Reference Documents, etc. and Deemed Provision)</u></b>  <u>In convening a General Meeting of Shareholders, the Bank may, pursuant to the Ordinance of the Ministry of Justice, deem that it has provided its shareholders with the information on items which must be mentioned or displayed in the reference documents of a General Meeting of Shareholders, business report, financial statements and consolidated financial statements by disclosing such information using the Internet.</u></p>
<p><b>Article 15. (Method of Resolution)</b></p> <p>(1) Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of any General Meeting of Shareholders shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders in attendance.</p> <p>(2) Resolutions of any General Meeting of Shareholders provided for in <u>Article 343 of the Commercial Code and resolutions of any General Meeting of Shareholders for which the method of a resolution provided for in such Article 343 shall be applied mutatis mutandis pursuant to the Commercial Code and other laws and</u></p>	<p><b>Article 17. (Method of Resolution)</b></p> <p>(1) Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of any General Meeting of Shareholders shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders in attendance <u>and entitled to vote.</u></p> <p>(2) Resolutions of any General Meeting of Shareholders provided for in <u>Article 309, Paragraph 2 of the Corporation Law</u> shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of the shareholders in attendance who hold in the aggregate not less than one-third (1/3) of the number of voting rights of all</p>

<p><u>regulations</u> shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of the shareholders in attendance who hold in the aggregate not less than one-third (1/3) of the <u>total</u> number of voting rights of all shareholders.</p>	<p>shareholders <u>entitled to vote</u>.</p>
<p><b>Article 16. (Voting by Proxy)</b>  (1) Shareholders may exercise their voting rights at a General Meeting of Shareholders by <u>appointing a</u> proxy who is a shareholder of the Bank entitled to exercise its own voting rights at such Meeting.  (2) In the case of the preceding paragraph, the shareholder or the proxy thereof shall submit to the Bank a document evidencing authority of the proxy to act as such at each General Meeting of Shareholders.</p>	<p><b>Article 18. (Voting by Proxy)</b>  (1) Shareholders may exercise their voting rights at a General Meeting of Shareholders by <u>one</u> proxy who is a shareholder of the Bank entitled to exercise its own voting rights at such Meeting.  (2) (Unchanged)</p>
<p><b>Article 17. (Minutes)</b>  <u>The substance of proceedings and the results of General Meetings of Shareholders shall be stated or recorded in the minutes, to which the chairman of the meeting and the Directors present shall put their names and affix their seals or electronic signatures.</u></p>	<p>(To be deleted)</p>
<p><b>Article 17-2 (General Meetings of Class Shareholders)</b>  (1) <u>A General Meeting of Class Shareholders of the Bank shall be convened whenever necessary.</u>  (2) <u>The provisions of Articles 14, 16 and 17 hereof shall apply mutatis mutandis to General Meetings of Class Shareholders.</u></p>	<p>(To be deleted)</p>
<p><b>CHAPTER IV: DIRECTORS AND THE BOARD OF DIRECTORS</b></p> <p><b>Article 18. (Number of Directors)</b>  (Details Omitted)</p>	<p><b>CHAPTER IV: DIRECTORS AND THE BOARD OF DIRECTORS</b></p> <p><b>Article 19. (Number of Directors)</b>  (Unchanged)</p>

<p><b>Article 19. (Election of Directors)</b></p> <p>(1) Directors shall be elected at a General Meeting of Shareholders. A resolution for the election of Directors shall be adopted at a General Meeting of Shareholders by an affirmative vote of a majority of the voting rights of the shareholders in attendance who hold voting rights representing in the aggregate one-third (1/3) or more of the total number of voting rights of <u>all</u> shareholders.</p> <p>(2) (Details Omitted)</p>	<p><b>Article 20. (Election of Directors)</b></p> <p>(1) Directors shall be elected at a General Meeting of Shareholders. A resolution for the election of Directors shall be adopted at a General Meeting of Shareholders by an affirmative vote of a majority of the voting rights of the shareholders in attendance who hold voting rights representing in the aggregate one-third (1/3) or more of the total number of voting rights of shareholders <u>entitled to vote</u>.</p> <p>(2) (Unchanged)</p>
<p><b>Article 20. (Term of Office)</b></p> <p>The term of office of a Director shall expire at the close of the Ordinary General Meeting of Shareholders held in respect of the last <u>fiscal</u> term ending one (1) year after his/her <u>assumption of office</u>.</p>	<p><b>Article 21. (Term of Office)</b></p> <p>The term of office of a Director shall expire at the close of the Ordinary General Meeting of Shareholders held in respect of the last <u>business</u> term ending one (1) year after his/her <u>election</u>.</p>
<p><b>Article 21. (Directors with Executive Powers)</b></p> <p>The Bank may, by resolution of the Board of Directors, <u>elect</u> one Chairman and Director, one Vice Chairman and Director and one President, and several Vice Presidents, Senior Managing Directors and Managing Directors.</p>	<p><b>Article 22. (Directors with Executive Powers)</b></p> <p>The Bank may, by resolution of the Board of Director, <u>appoint</u> one Chairman and Director, one Vice Chairman and Director and one President, and several Vice Presidents, Senior Managing Directors and Managing Directors.</p>
<p><b>Article 22. (Representative Directors)</b></p> <p>(1) The <u>Chairman and Director</u>, the President and the Vice President(s) shall severally represent the Bank.</p> <p>(2) In addition to the preceding paragraph, the Bank may, by resolution of the Board of Directors, appoint several Directors who shall be entitled to represent the Bank.</p>	<p><b>Article 23. (Representative Directors)</b></p> <p>(1) The President and the Vice President(s) shall severally represent the Bank.</p> <p>(2) <i>[This paragraph will be amended to make partial modifications of description only in Japanese. No modification of English translation of this paragraph is necessary.]</i></p>

<p><b>Article 23. (Remuneration for Directors)</b> The remuneration for Directors shall be determined by resolution of a General Meeting of Shareholders.</p>	<p><b>Article 24. (Remuneration, etc. for Directors)</b> The remuneration for Directors, <u>annual bonus and other proprietary benefits received from the Bank as consideration for the performance of their duties (hereinafter referred to as the “Remuneration, etc.”)</u> shall be determined by resolution of a General Meeting of Shareholders.</p>
<p><b>Article 24. (Convocation of Meetings of the Board of Directors and Chairman Thereof)</b> (1) (Details Omitted) (2) If the consent of all Directors and Corporate Auditors is obtained in advance, a meeting of the Board of Directors may be held without following the procedures for convening a meeting. (3) A meeting of the Board of Directors shall be called and chaired by the Chairman and Director, <u>or in case the office of the Chairman and Director is vacant or unable to act, by the President, and</u> in case both of the Chairman and Director and the President are vacant or unable to act, by one of the other Directors in accordance with the order of priority previously determined by the Board of Directors.</p>	<p><b>Article 25. (Convocation of Meetings of the Board of Directors and Chairman Thereof)</b> (1) (Unchanged) (2) <i>[This paragraph will be amended to make partial modifications of description only in Japanese. No modification of English translation of this paragraph is necessary.]</i> (3) A meeting of the Board of Directors shall be called and chaired by the Chairman and Director <u>or the President</u>, or in case both of the Chairman and Director and the President are vacant or unable to act, by one of the other Directors in accordance with the order of priority previously determined by the Board of Directors.</p>
<p><b>Article 25. (Power of the Board of Directors)</b> (Details Omitted)</p>	<p><b>Article 26. (Power of the Board of Directors)</b> (Unchanged)</p>
<p>(To be newly added)</p>	<p><b><u>Article 27. (Omission of Resolution by Board of Directors)</u></b> <u>In case all Directors of the Bank express their consent to matters subject to resolution of the Board of Directors in writing or through electronic records, such proposal shall be deemed to have been resolved by the Board of Directors, unless any Corporate Auditor raise an objection thereto.</u></p>

<p><b>Article 26. (Regulations of the Board of Directors)</b> (Details Omitted)</p>	<p><b>Article 28. (Regulations of the Board of Directors)</b> (Unchanged)</p>
<p><b>CHAPTER V: CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</b></p> <p><b>Article 27. (Number of Corporate Auditors)</b> (Details Omitted)</p>	<p><b>CHAPTER V: CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</b></p> <p><b>Article 29. (Number of Corporate Auditors)</b> (Unchanged)</p>
<p><b>Article 28. (Election of Corporate Auditors)</b> Corporate Auditors shall be elected at a General Meeting of Shareholders. A resolution for the election of Corporate Auditors shall be adopted at a General Meeting of Shareholders by an affirmative vote of a majority of the voting rights of the shareholders in attendance who hold voting rights representing in the aggregate one-third (1/3) or more of the total number of voting rights of <u>all</u> shareholders.</p>	<p><b>Article 30. (Election of Corporate Auditors)</b> Corporate Auditors shall be elected at a General Meeting of Shareholders. A resolution for the election of Corporate Auditors shall be adopted at a General Meeting of Shareholders by an affirmative vote of a majority of the voting rights of the shareholders in attendance who hold voting rights representing in the aggregate not less than one-third (1/3) of the total number of voting rights of shareholders <u>entitled to vote.</u></p>
<p><b>Article 29. (Term of Office)</b> (1) The term of office of a Corporate Auditor shall expire at the close of the Ordinary General Meeting of Shareholders held in respect of the last <u>fiscal</u> term ending four (4) years after his/her <u>assumption of office.</u> (2) The term of office of a Corporate Auditor elected as a substitute to a retired Corporate Auditor shall expire at the time of expiration of the term of office of the retired Corporate Auditor. (To be newly added)</p>	<p><b>Article 31. (Term of Office)</b> (1) The term of office of a Corporate Auditor shall expire at the close of the Ordinary General Meeting of Shareholders held in respect of the last <u>business</u> term ending four (4) years after his/her <u>election.</u> (2) The term of office of a Corporate Auditor elected as a substitute to a retired Corporate Auditor shall expire at the time of expiration of the term of office of the retired Corporate Auditor. (3) <u>In case a substitute Corporate Auditor elected pursuant to Article 329, Paragraph 2 of the Corporate Law assumed office of a Corporate Auditor to fill a vacancy of a retired Corporate Auditor, his/her term of office shall expire at the time of expiration of the term of office of the retired Corporate Auditor.</u></p>

<p><b>Article 30. (Full-time Corporate Auditors)</b>  <u>The Bank shall have full-time Corporate Auditor(s) who shall be elected by and from among the Corporate Auditors.</u></p>	<p><b>Article 32. (Full-time Corporate Auditors)</b>  <u>The Board of Corporate Auditors shall by its resolution select full-time Corporate Auditor(s) from among the Corporate Auditors.</u></p>
<p><b>Article 31. (Remuneration for Corporate Auditors)</b>  The remuneration for Corporate Auditors shall be determined by resolution of General Meeting of Shareholders.</p>	<p><b>Article 33. (Remuneration, etc. for Corporate Auditors)</b>  The <u>Remunerations, etc.</u> for Corporate Auditors shall be determined by resolution of General Meeting of Shareholders.</p>
<p>(To be newly added)</p>	<p><b>Article 34. (Limited Liability Agreement with Outside Corporate Auditors)</b>  <u>Pursuant to Article 427, Paragraph 1 of the Corporation Law, the Bank may enter into an agreement with an outside Corporate Auditor to limit the amount of his/her liabilities for damages arising from failure in performing his/her duties as an outside Corporate Auditor; provided, however, that any such amount of liabilities shall be within the limit as provided for by laws or regulations.</u></p>
<p><b>Article 32. (Convocation of Meetings of the Board of Corporate Auditors)</b>  (1) Notice of convocation of a meeting of the Board of Corporate Auditors of the Bank shall be sent to each Corporate Auditor three days prior to the date of the meeting.  (2) If the consent of all Corporate Auditors is obtained in advance, a meeting may be held without following the procedures for convening a meeting.</p>	<p><b>Article 35. (Convocation of Meetings of the Board of Corporate Auditors)</b>  (1)  (Unchanged)  (2) <i>[This paragraph will be amended to make partial modifications of description only in Japanese. No modification of English translation of this paragraph is necessary.]</i></p>
<p><b>Article 33. (Regulations of the Board of Corporate Auditors)</b>  (Details Omitted)</p>	<p><b>Article 36. (Regulations of the Board of Corporate Auditors)</b>  (Unchanged)</p>

CHAPTER VI: ACCOUNTING	CHAPTER VI: ACCOUNTING
<p><b>Article 34. (<u>Fiscal Term</u>)</b>  <u>The business year of the Bank shall commence on April 1 of each year and end on March 31 of the following year and the fiscal term of each business year shall be settled as of the last day of such business year.</u></p>	<p><b>Article 37. (<u>Business Term</u>)</b>  <u>The business term of the Bank shall be one year commencing on April 1 of each year and terminating on March 31 of the following year.</u></p>
<p><b>Article 35. (<u>Appropriation of Earned Profit</u>)</b>  <u>Unless otherwise provided for in laws and regulations, the earned profit of the Bank shall be appropriated by resolution of a General Meeting of Shareholders.</u></p>	<p>(To be deleted)</p>
<p>(To be newly added)</p>	<p><b>Article 38. (<u>Governing Bodies to Determine Distribution of Surplus, etc.</u>)</b>  <u>The Bank shall determine the matters listed in each Item of Article 459, Paragraph 1 of the Corporate Law, including distribution of surplus, by resolution of the Board of Directors, unless otherwise provided for by laws or regulations.</u></p>
<p><b>Article 36. (<u>Payment of Dividends</u>)</b>  <u>The Bank's dividends shall be paid to the shareholders or registered pledgees whose names have been entered or recorded in the latest register of shareholders as of the close of March 31 of each year.</u>  (Newly added)   (Newly added)</p>	<p><b>Article 39. (<u>Record Date for Distribution of Surplus</u>)</b>  (1) <u>The record date for dividends payable at the end of the business term of the Bank shall be March 31st of each year.</u>  (2) <u>The record date for interim dividends of the Bank shall be September 30th of each year.</u>  (3) <u>In addition to the date referred to in the preceding two paragraphs, the Bank may set a record date and distribute surplus on such date.</u></p>

<p><b><u>Article 37. (Interim Dividends and Their Payments)</u></b></p> <p><u>By resolution of the Board of Directors, the Bank may pay cash pursuant to Article 293-5 of the Commercial Code (referred to as the “Interim Dividends” in these Articles of Incorporation) to the shareholders or registered pledgees whose names have been entered or recorded in the latest register of shareholders as of the close of September 30 of each year.</u></p>	<p>(To be deleted)</p>
<p><b><u>Article 38. (Conversion of Preferred Shares and Convertible Bonds and Payment of Dividends)</u></b></p> <p><u>For the purpose of payment of the first dividends or Interim Dividends payable on common shares issued upon conversion of the preferred shares and convertible bonds issued by the Bank, the conversion shall be deemed to have taken effect as of April 1, if a request for conversion or mandatory conversion is made during the period from April 1 through September 30, or as of October 1, if such request or conversion is made during the period from October 1 through March 31 of the following year.</u></p>	<p>(To be deleted)</p>
<p><b><u>Article 39. (Period for Discharge of Dividends)</u></b></p> <p>The Bank shall be discharged from the obligation to pay <u>dividends and Interim Dividends under Article 37</u> upon expiration of five (5) full years from the day they became due and payable.</p>	<p><b><u>Article 40. (Period for Discharge of Dividends)</u></b></p> <p><u>In case assets distributed as dividends are in the form of cash,</u> the Bank shall be discharged from the obligation to pay <u>such dividends</u> upon expiration of five (5) full years from the day they became due and payable.</p>

### Proposal 3: Election of seven (7) Directors

As Director Mr. Toshiyuki Nakamura will resign on June 26, 2006 and the term of office of another five (5) Directors will expire at the end of this ordinary general meeting of shareholders, the Bank requests that you elect seven (7) Directors.

The candidates for Directors are as follows.

#### Candidates for Directors

Candidate No.	Name (Date of Birth)	Brief Personal Profile (Position and principal duty in the Bank, and representation of other companies, etc.)	Number of Bank shares held
1	Sadaaki Hirasawa (April 7, 1932)	<p>April 1955      Joined the Ministry of Finance</p> <p>June 1989      Became Administrative Vice Minister of Finance</p> <p>June 1990      Retired as Administrative Vice Minister</p> <p>July 1992      Became Governor of People's Finance Corporation</p> <p>May 1994      Retired as Governor of People's Finance Corporation</p> <p>June 1994      Joined the Bank of Yokohama, Ltd. ("the Bank") as President</p> <p>June 2004      Became Chairman, Director and President of the Bank</p> <p>June 2005 to present      Became Chairman, Director of the Bank</p>	70,000
2	Tadashi Ogawa (February 26, 1940)	<p>April 1962      Joined the Ministry of Finance</p> <p>January 1996      Became Administrative Vice Minister of Finance</p> <p>July 1997      Retired as Administrative Vice Minister</p> <p>June 2001      Became Representative Director-Chairman of Japan Tobacco Inc.</p> <p>June 2004      Retired as Director of Japan Tobacco Inc.</p> <p>June 2005 to present      Joined the Bank as President</p>	50,000
3	Hiroshi Hayakawa (April 29, 1947)	<p>April 1970      Joined the Bank</p> <p>June 1996      Became General Manager for Federation of Bankers Associations, General Planning Department of the Bank</p> <p>June 1997      Became Director and General Manager for Federation of Bankers Associations, General Planning Department of the Bank</p> <p>September 1999      Became Director, Senior Deputy General Manager and Chief Secretariat, Business Supervisory and Coordination Department of the Bank</p> <p>April 2000      Became Director and Executive Officer, Senior Deputy General Manager, Business Supervisory and Coordination Department of the Bank</p> <p>May 2000      Became Director and Managing Executive Officer, Senior Deputy General Manager, Business Supervisory and Coordination Department of the Bank</p> <p>June 2001      Became Managing Executive Officer and Senior Deputy General Manager, Business Supervisory and Coordination Department of the Bank</p> <p>April 2002      Assigned President's Office of the Bank (special assignment)</p> <p>June 2002      Became Full-time Corporate Auditor of the Bank</p> <p>May 2006      Retired as Corporate Auditor of the Bank</p>	38,000

Candidate No.	Name (Date of Birth)	Brief Personal Profile (Position and principal duty in the Bank, and representation of other companies, etc.)	Number of Bank shares held
4	Chiyuki Okubo (November 23, 1952)	<p>April 1975      Joined the Bank</p> <p>June 1998      Became General Manager, Personnel Department of the Bank</p> <p>May 2000      Became General Manager, Corporate Banking Department of the Bank</p> <p>April 2001      Became Executive Officer and General Manager, Corporate Banking Department of the Bank</p> <p>July 2001      Became Executive Officer and General Manager, Retail Business Planning Department, and Chief Secretariat, Business Supervisory and Coordination Department of the Bank</p> <p>April 2002      Became Executive Officer and General Manager, Corporate Planning Department of the Bank</p> <p>June 2002      Became Director and General Manager, Corporate Planning Department of the Bank</p> <p>June 2003      Became Representative Director and General Manager, Corporate Planning Department of the Bank</p> <p>June 2005      Became Representative Director of the Bank</p> <p>January 2006    Became Representative Director, Senior Deputy General Manager, CS Promotion Department and Business Promotion Department of the Bank</p> <p>April 2006 to present    Became Representative Director (Head of Business Promotion) of the Bank In charge of CS Promotion Department, Business Promotion and Strategy Department, Personal Banking Department, Corporate Banking Department, Direct Business Department, Financial Market Department, General Manager, CS Promotion Department and Business Promotion and Strategy Department</p>	5,038
5	Yoshio Ota (August 21, 1952)	<p>April 1975      Joined the Bank</p> <p>December 2000    Became General Manager, Operations Planning and Administration Department of the Bank</p> <p>February 2003    Became General Manager, Corporate Administration Department, and General Manager, Operations Planning and Administration Department of the Bank</p> <p>June 2003      Became General Manager, Corporate Administration Department of the Bank</p> <p>June 2003      Became Director and General Manager, Corporate Administration Department of the Bank</p> <p>June 2004      Representative Director and General Manager, Corporate Administration Department of the Bank</p> <p>June 2005      Became Representative Director of the Bank</p> <p>April 2006 to present    Became Representative Director (Head of Administration) of the Bank In charge of Credit Department, Credit Risk Management Department, Compliance Department, Corporate Administration Department, Human Asset Value-Up Promotion Department, and Secretariat Senior Deputy General Manager, CS Promotion Department Internal Administration Supervisor</p>	10,001

Candidate No.	Name (Date of Birth)	Brief Personal Profile (Position and principal duty in the Bank, and representation of other companies, etc.)	Number of Bank shares held
6	Toshiyuki Mimura (March 3, 1955)	<p>April 1977      Joined the Bank</p> <p>May 2000      Became General Manager, Machida Branch of the Bank</p> <p>April 2002      Became General Manager, Retail Business Promotion Department of the Bank</p> <p>November 2002      Became General Manager, Atsugi Branch of the Bank</p> <p>February 2003      Became General Manager, Atsugi Branch, and Senior Deputy General Manager, Central Prefecture Block Business Headquarters of the Bank</p> <p>June 2004      Became Executive Officer and General Manager, Atsugi Branch and Central Prefecture Block Business Headquarters of the Bank</p> <p>June 2005      Became Managing Executive Officer and General Manager, Yokohamaekimae Branch and Yokohama Central Block Business Headquarters of the Bank</p> <p>April 2006      Became Managing Executive Officer and General Manager, Head Office, Business Department and Head Office Block Business Headquarters of the Bank</p>	114,200
7	Masaki Ito (May 27, 1955)	<p>April 1978      Joined the Bank</p> <p>May 2000      Became General Manager, Secretariat of the Bank</p> <p>March 2001      Became General Manager, Secretariat and in charge of General Planning Department of the Bank</p> <p>October 2001      Became General Manager, Secretariat and in charge of Corporate Planning Department of the Bank</p> <p>April 2002      Became General Manager, Secretariat, and Chief Secretariat of the Board of the Bank</p> <p>October 2003      Became General Manager, Strategic Business Planning Department, General Manager of Secretariat, and Chief Secretariat of the Board of the Bank</p> <p>June 2004      Became General Manager, Business Promotion Department, General Manager of Secretariat, and Chief Secretariat of the Board of the Bank</p> <p>June 2004      Became Executive Officer and General Manager, Business Promotion Department of the Bank</p> <p>December 2004      Became Executive Officer and General Manager, Business Promotion Department, and Senior Deputy General Manager, CS Promotion Department of the Bank</p> <p>February 2005      Became Executive Officer and General Manager, Business Promotion Department, Senior Deputy General Manager, CS Promotion Department of the Bank</p> <p>June 2005      Became Executive Officer and General Manager, Corporate Planning Department of the Bank</p> <p>January 2006 to present      Became Executive Officer and General Manager, Corporate Planning Department of the Bank</p> <p>In charge of Corporate Planning Department and Risk Management Office</p>	7,000

(Note) No special interests exist between the Bank and the candidate.

**Proposal 4: Election of one (1) Corporate Auditor**

As Mr. Hiroshi Hayakawa resigned as Corporate Auditor on May 22, 2006, the Bank requests that you elect one (1) Corporate Auditor.

The candidate is as follows.

We obtained consent from the Board of Corporate Auditors prior to making this proposal.

**Candidate for Corporate Auditor**

Name (Date of Birth)	Brief Personal Profile (Position and principal duty in the Bank, and representation of other companies, etc.)	Number of Bank shares held
Kazutaka Tsumura (November 10, 1950)	April 1973 September 1997	53,606
	April 1999 May 2000	
	April 2001 April 2002	
	February 2003	
	April 2003	
	June 2004	
	April 2006 to present	
	Became Director of the Bank	

(Note) No special interests exist between the Bank and the candidate.

**Proposal 5: Election of one (1) Corporate Auditor as a substitute**

In order to maintain the continuity of auditing operations in case the legally required number of outside Corporate Auditor is not met, the Bank requests that you elect one (1) outside Corporate Auditor as a substitute of the two outside Corporate Auditors Messrs. Shinsuke Kobayashi and Masahiro Hoshino.

The candidate for outside Corporate Auditor as a substitute is as follows.

We obtained consent from the Board of Corporate Auditors prior to making this proposal.

**Candidate for Corporate Auditor as a substitute**

Name (Date of Birth)	Brief Personal Profile (Position and principal duty in the Bank, and representation of other companies, etc.)	Number of Bank shares held
Toyomi Takimoto (July 15, 1949)	April 1972      Joined the Ministry of Finance June 1988      Became Advisor, Cabinet Legislation Bureau September 1999      Became Councilor, Minister's Secretariat, Ministry of Finance June 2000      Retired as Councilor July 2000 to present      Registered as Attorney	-

- (Notes)
1. No special interests exist between the Bank and Mr. Toyomi Takimoto.
  2. Mr. Toyomi Takimoto is a candidate for outside Corporate Auditor pursuant to Article 2, Item 16 of the Corporation Law and fulfills the conditions for a candidate of an outside Corporate Auditor pursuant to Article 2, Paragraph 3, Item 8 of the Enforcement Regulation of the Corporation Law.

**Proposal 6: Granting retirement benefits for retiring Directors and Corporate Auditor**

The Bank proposes to grant retirement benefits to Mr. Shinobu Suzuki, who resigned as Director on October 28, 2005, Mr. Toshiyuki Nakamura, who will resign as Director on June 26, 2006, Mr. Kazutaka Tsumura who will retire as Director at the end of this ordinary general meeting of shareholders, and Mr. Hiroshi Hayakawa, who resigned as Corporate Auditor on May 22, 2006, within the scope provided for in the Bank's standards in order to reward them for their contributions during their terms of office.

We ask that determination of the specific amounts, timing, method and other details of the payments be entrusted to the Board of Directors for the Directors to be retired and to the consultation of the Board of Corporate Auditors for the Corporate Auditor to be retired.

The brief personal profiles of Directors and Corporate Auditor are as follows.

Name	Brief Personal Profile	
Toshiyuki Nakamura	June 2004	Became Representative Director of the Bank
	April 2006 to present	Became Director of the Bank
Shinobu Suzuki	June 2004	Became Director and Managing Executive Officer of the Bank
	June 2005	Became Representative Director of the Bank
	July 2005	Became Director of the Bank
	October 2005	Resigned as Director of the Bank
Kazutaka Tsumura	June 2004	Became Director and Managing Executive Officer of the Bank
	April 2006 to present	Became Director of the Bank
Hiroshi Hayakawa	June 2002	Became Full-time Corporate Auditor of the Bank
	May 2006	Resigned as Corporate Auditor of the Bank