

(Translation)

Securities code: 8332

June 5, 2008

**NOTICE OF THE 147TH ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Dear Shareholder,

You are cordially invited to attend the 147th 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 Monday, June 23, 2008. 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 (<http://www.evotep.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 6:00 p.m., Monday, June 23, 2008 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 the arrival date and hour of voting. If the voting right is exercised via the Internet, etc. 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., Tuesday, June 24, 2008
2. Venue: “Yokohama Royal Park Hotel,” 3F, Hosho-no-ma
2-1-3 Minatomirai 2-chome, Nishi-ku, Yokohama, Kanagawa

3. Agenda:

- Matters to be reported*
1. The Business Report and the Report on the Financial Statements for the 147th Term (April 1, 2007 to March 31, 2008)
 2. The Consolidated Financial Statements for the 147th Term (April 1, 2007 to March 31, 2008) and the Audit Report of Accounting Auditors and Board of Corporate Auditors regarding the Consolidated Financial Statements

Matters to be resolved

- Proposal 1: Partial Amendment to the Articles of Incorporation
Proposal 2: Election of Nine (9) Directors
Proposal 3: Election of Two (2) Corporate Auditors
Proposal 4: Granting Retirement Benefits for Retiring Directors and Effectuating a Lump-Sum Payment of Retirement Benefits to Directors and Corporate Auditors due to the Abolition of the Executive Retirement Benefit Plan
Proposal 5: Payment of Bonuses for Executives
Proposal 6: Revision of Remunerations for Directors and Corporate Auditors
Proposal 7: Amount and Specific Details of Stock Acquisition Rights Granted as Stock Options for Stock-Linked Remuneration to Directors

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 General Meeting of Shareholders and attached documents through our Website <http://www.boy.co.jp/>.
- (3) Shareholders intending to diversely exercise voting rights pursuant to Article 313 of the Corporation Law must provide written notice with their reasons three days prior to the General Meeting of Shareholders.

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

This is a partial translation of the original Japanese “Notice of the 147TH Ordinary General Meeting of Shareholders” prepared for the convenience of non-resident shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

Non-Consolidated Statements of Changes in Net Assets

(From April 1, 2007 to March 31, 2008)

(Unit: Millions of yen)

	Shareholders' equity									
	Capital stock	Capital surplus		Legal reserve	Retained earnings				Treasury stock	Total shareholders' equity
		Additional paid-in capital	Total capital surplus		Other retained earnings			Total retained earnings		
					Reserve for compression of fixed assets	Voluntary reserve	Earned surplus brought forward			
BALANCE, MARCH 31, 2007	215,481	177,097	177,097	38,383	1,370	118,234	68,770	226,758	(205)	619,132
Changes of items during the period										
Issuance of new shares	115	115	115							231
Cash dividends							(15,899)	(15,899)		(15,899)
Transfer to legal reserve				0			(0)	-		-
Reserve for compression of fixed assets					197		(197)	-		-
Reversal of reserve for compression of fixed assets					(77)		77	-		-
Net income							66,468	66,468		66,468
Purchase of treasury stock									(18,095)	(18,095)
Disposal of treasury stock							(1)	(1)	23	21
Retirement of treasury stock							(17,572)	(17,572)	17,572	-
Reversal of land revaluation surplus							44	44		44
Net changes of items other than shareholders' equity										
Total changes of items during the period	115	115	115	0	120	-	32,919	33,040	(500)	32,771
BALANCE, MARCH 31, 2008	215,597	177,213	177,213	38,384	1,490	118,234	101,690	259,798	(705)	651,903

	Valuation and translation adjustments				Total net assets
	Unrealized gain on available-for-sale securities	Deferred gain or loss on under hedge accounting	Land revaluation surplus	Total valuation and translation adjustments	
BALANCE, MARCH 31, 2007	65,039	8	31,972	97,019	716,152
Changes of items during the period					
Issuance of new shares					231
Cash dividends					(15,899)
Transfer to legal reserve					-
Reserve for compression of fixed assets					-
Reversal of reserve for compression of fixed assets					-
Net income					66,468
Purchase of treasury stock					(18,095)
Disposal of treasury stock					21
Retirement of treasury stock					-
Reversal of land revaluation surplus					44
Net changes of items other than shareholders' equity	(47,585)	(48)	(44)	(47,678)	(47,678)
Total changes of items during the period	(47,585)	(48)	(44)	(47,678)	(14,906)
BALANCE, MARCH 31, 2008	17,453	(39)	31,927	49,341	701,245

Note: The amounts are presented in millions of yen and are rounded down to the nearest million.

Reference Material for the General Meeting of Shareholders

[References] Basic concept for the revisions of the executive system and executive remuneration system

With a keen eye on improving its corporate value through a strong corporate governance framework, the Bank resolved at a meeting of its Board of Directors held on May 15, 2008 to review its executive system and executive remuneration system subject to the approval of each Proposal at this Ordinary General Meeting of Shareholders.

1. Revision of the executive system

(1) Appointment of new Outside Directors

The Bank shall appoint two (2) Outside Directors in order to obtain the valuable recommendations of influential individuals in society based on their wealth of knowledge and experience as well as to increase the potency of the oversight of executive duties and ensure fairness and objectivity in decision-making.

(2) Appointment of an additional Outside Auditor

Up to now, the Bank had a system of Corporate Auditors comprising four (4) individuals (including two (2) Outside Corporate Auditors), however, upon the conclusion of this Ordinary General Meeting of Shareholders, the system will be changed to include one (1) additional Outside Corporate Auditor making a total number of five (5) Corporate Auditors (including three (3) Outside Corporate Auditors), thus greatly strengthening the auditing functions of the Bank. Subsequent to this, no further elections of substitute auditors will be effectuated.

2. Revisions of the executive remuneration system

The remunerations of Directors and Corporate Auditors of the Bank comprise monthly remunerations (“basic remunerations”), bonuses and retirement benefits, however, in order to further increase the motivation of executives with respect to performing their duties and improving financial results, the following revisions shall be made:

(1) Remunerations for Directors other than Outside Directors

In addition to basic remunerations paid on a monthly basis in accordance with roles and responsibilities and bonuses calculated based on performance over the course of each business term, the Bank shall introduce stock options granted as stock-linked remunerations in hopes of having Directors share with Shareholders the advantages and risks associated with share price fluctuations and further increasing their morale as well as their motivation towards improving both the corporate value and share price in the medium to long term.

(2) Remunerations for Outside Directors and Corporate Auditors

Since Outside Directors and Corporate Auditors are only requested to perform oversight and auditing duties with respect to the operations of the Bank, the remuneration system for them shall not be linked to the financial results of the Bank and they shall only be paid basic remunerations on a monthly basis.

(3) Abolition of the executive retirement benefit plan

In accordance with the revision of the executive remuneration system, the executive retirement benefit plan for Directors, Corporate Auditors and Executive Officers shall be abolished upon the conclusion of this Ordinary General Meeting of Shareholders.

(4) Revision of maximum remuneration amounts

In accordance with the revisions above, the maximum annual remuneration for Directors shall be ¥480 million (among which the maximum annual remuneration for Outside Directors shall be ¥50 million) and the separate maximum annual remuneration relating to stock acquisition rights granted as stock options for stock-linked remuneration to Directors other than Outside Directors shall be ¥120 million. The maximum annual remuneration for Corporate Auditors shall be ¥120 million.

In addition, a Remuneration Committee shall be established to ensure the objectivity and transparency of remunerations.

As a result of the above, “Proposal 1: Partial Amendment to the Articles of Incorporation”, “Proposal 2: Election of Nine (9) Directors”, “Proposal 3: Election of Two (2) Corporate Auditors”, “Proposal 4: Granting Retirement Benefits for Retiring Directors and Effectuating a Lump-Sum Payment of Retirement Benefits to Directors and Corporate Auditors due to the Abolition of the Executive Retirement Benefit Plan”, “Proposal 5: Payment of Bonuses for Executives”, “Proposal 6: Revision of Remunerations for Directors and Corporate Auditors” and “Proposal 7: Amount and Specific Details of Stock Acquisition Rights Granted as Stock Options for Stock-Linked Remuneration to Directors” shall be submitted.

Proposal 1: Partial Amendment to the Articles of Incorporation

1. Reasons for amendments

The Bank shall newly establish Article 25 (Limited Liability Agreement with Outside Directors) so that qualified Outside Directors can be elected, and the roles expected for these Outside Directors can be fulfilled. Accordingly, the Articles from 25 onward of the current Articles of Incorporation are to be put off by one Article as shown below.

We obtained unanimous consent from each one of the Corporate Auditors prior to making this proposal.

2. Details of Amendments

The details of amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER IV: DIRECTORS AND THE BOARD OF DIRECTORS</p> <p style="text-align: center;">(To be newly added)</p> <p>Article <u>25</u>. (Omitted)</p> <p>Article <u>40</u>.</p>	<p style="text-align: center;">CHAPTER IV: DIRECTORS AND THE BOARD OF DIRECTORS</p> <p><u>Article 25. (Limited Liability Agreement with Outside Directors)</u> <u>Pursuant to Article 427, Paragraph 1 of the Corporation Law, the Bank may enter into an agreement with Outside Director to limit the amount of his/her liabilities for damages arising from failure in performing his/her duties as Outside Director; provided, however, that any such amount of liabilities shall be within the limit as provided for by laws or regulations.</u></p> <p>Article <u>26</u>. (Unchanged)</p> <p>Article <u>41</u>.</p>

Proposal 2: Election of Nine (9) Directors

As the term of office of all eight (8) Directors will expire at the end of this Ordinary General Meeting of Shareholders, the Bank requests that you elect nine (9) 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	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> <p>June 2007 to present Became Chairman of Regional Banks Association of Japan</p>	68,000
2	Hiroshi Hayakawa (April 29, 1947)	<p>April 1970 Joined 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> <p>June 2006 Became Deputy President of the Bank</p> <p>April 2008 to present Became Deputy President of the Bank In charge of Shared IT System Promotion Department, Credit Risk Management Department, Corporate Administration Department, Bankers Association Department, Risk Management Office and Secretariat Became General Manager of Shared IT System Promotion Department</p>	39,000

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
3	Chiyuki Okubo (November 23, 1952)	<p>April 1975 Joined 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 Became Representative Director, General Manager, CS Promotion Department and Business Promotion and Strategy Department of the Bank</p> <p>April 2007 Became Representative Director, General Manager, Brand Strategy Department and Business Promotion and Strategy Department of the Bank</p> <p>April 2008 to present Became Representative Director (Head of Business Promotion) of the Bank In charge of Brand Strategy Department, Business Planning and Promotion Department, Personal Banking Department, Corporate Banking Department, Business Solution Department, Asia Business Promotion Office, and Direct Banking Office Became Deputy General Manager of Shared IT System Promotion Department and General Manager of Brand Strategy Department</p>	7,038
4	Masaki Itoh (May 27, 1955)	<p>April 1978 Joined 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>June 2006 Became Director, Executive Officer, General Manager, Corporate Planning Department of the Bank</p> <p>April 2008 to present Became Representative Director (Head of Administration) of the Bank In charge of Financial Market Department, Operations Planning and Administration Department, and Corporate Planning Department Became Deputy General Manager of Shared IT System Promotion Department</p>	14,000

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
5	Toshiyuki Mimura (March 3, 1955)	<p>April 1977 Joined 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> <p>June 2006 to present Became Director, Managing Executive Officer, General Manager, Head Office and Head Office Block Business Headquarters of the Bank</p>	114,200
6	Takashi Yoshikawa (November 20, 1954)	<p>April 1978 Joined the Bank</p> <p>July 2002 Became General Manager, Internal Audit Department of the Bank</p> <p>June 2003 Became General Manager, Credit Department of the Bank</p> <p>June 2005 Became Executive Officer and General Manager, Sagamiharaekimae Branch and North Prefecture Block Business Headquarters of the Bank</p> <p>April 2007 Became Executive Officer and General Manager, Kawasaki Branch and Kawasaki & Keihin Block, Business Headquarters of the Bank</p> <p>April 2008 to present Became Executive Officer In charge of Credit Department</p>	6,284
7	Seiichi Yoneda (September 11, 1956)	<p>April 1979 Joined the Bank</p> <p>January 2004 Became General Manager, Direct Business Department of the Bank</p> <p>February 2005 Became General Manager, IT Planning and Administration Department of the Bank</p> <p>April 2006 Became Executive Officer and General Manager, IT Planning and Administration Department of the Bank</p> <p>April 2008 to present Became Executive Officer of the Bank In charge of Credit Department II and IT Planning and Administration Department MEJAR Officer</p>	8,000

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
8	Shoji Hanawa (September 14, 1936)	<p>April 1959 Joined Tokyo Electric Power Company, Inc. (the Company)</p> <p>June 1986 Became General Manager of General Affairs Department of the Company</p> <p>June 1989 Became Director and General Manager of General Affairs Department of the Company</p> <p>June 1993 Became Managing Director of the Company</p> <p>June 1996 Became Director and Executive Vice President of the Company</p> <p>June 1998 Became Standing Auditor and Chairman of Board of Auditors of the Company</p> <p>June 2004 to present Became Advisor of the Company</p>	—
9	Harumi Sakamoto (April 10, 1938)	<p>April 1962 Joined Ministry of International Trade and Industry</p> <p>July 1984 Became General Manager of Minister Secretary Planning Office, Ministry of International Trade and Industry</p> <p>June 1986 Became Chief of Sapporo Regional Bureau of International Trade and Industry</p> <p>August 1987 Became Advisor of the Dai-Ichi Kangyo Bank, Ltd.</p> <p>August 1989 Became Advisor of the Seiyu, Ltd.</p> <p>May 1990 Became Managing Director of the Seiyu, Ltd.</p> <p>May 1993 Became Representative Managing Director of the Seiyu, Ltd.</p> <p>May 1997 Became Deputy President and Representative Director of the Seiyu, Ltd.</p> <p>May 1997 Became Director of the Seibu Department Stores, Ltd.</p> <p>September 1997 Became Deputy President and Representative Director of the Seibu Department Stores, Ltd.</p> <p>April 1999 Became Deputy Chairman of Association of Corporate Executives</p> <p>October 2000 Became Executive Director Secretary General of EXPO 2005 AICHI JAPAN</p> <p>October 2003 Became Vice Chairman of EXPO 2005 AICHI JAPAN</p> <p>June 2006 to present Became Chairman of the Distribution Systems Research Institute</p>	—

(Notes) 1. No special interests exist between the Bank and the candidates.

2. Shoji Hanawa and Harumi Sakamoto are candidates for Outside Director.

3. Reasons for selecting the candidates for Outside Director

(1) Shoji Hanawa possesses substantial experience and deep insight as a business leader. We hereby ask that he be elected as Outside Director in order for us to utilize his experience and insight in the Bank's operations.

(2) Harumi Sakamoto possesses substantial and valuable experience as an economic and industrial policy formulator and a business leader. We hereby ask that she be elected as Outside Director in order for us to utilize her experience and insight in the Bank's operations.

4. Limited liability agreement with Outside Directors

The Bank has proposed, as iterated in "Proposal 1" submitted to this Ordinary General Meeting of Shareholders, to amend the Articles of Incorporation in order to enable the execution of an agreement with Outside Directors that limits their liability for damages from negligence to the maximum amount prescribed by law for the purpose of encouraging them to properly perform their expected roles. The following is a summary of the content of the said agreement:

Pertaining to the responsibilities stipulated in Paragraph 1, Article 423 of the Corporation Law, Outside Director shall be liable for damages within the minimum amount of liability stipulated in Paragraph 1, Article 425 of the Corporation Law provided that the duties were executed in good faith and without gross negligence.

In the event Shoji Hanawa and Harumi Sakamoto are elected, the Bank shall execute a limited liability agreement with the two, respectively.

Proposal 3: Election of Two (2) Corporate Auditors

As the term of office of Corporate Auditor Masahiro Hoshino will expire at the end of this Ordinary General Meeting of Shareholders, the Bank requests that you elect two (2) Corporate Auditors.

The candidates are as follows.

We obtained unanimous consent from each one of the Corporate Auditors prior to making this proposal.

Candidates for Corporate Auditors

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	Masahiro Hoshino (July 14, 1933)	<p>April 1957 Joined SAGAMI RAILWAY Co., Ltd. (the Company)</p> <p>June 1984 Became Director of the Company</p> <p>June 1991 Became Managing Director and General Manager of Housing Business Division and Building Business Division of the Company</p> <p>June 1993 Became Executive Managing Director of the Company</p> <p>July 1994 Became Executive Managing Director and General Manager of Real Estate Business Division of the Company</p> <p>January 1995 Became President and Representative Director of the Company</p> <p>January 2001 Became Chairman and Representative Director of the Company</p> <p>June 2004 Became Corporate Auditor of the Bank (Incumbent)</p> <p>June 2007 to present Became Advisor of the Company</p>	2,000
2	Atsushi Shimizu (September 24, 1934)	<p>April 1960 Became Assistant Judge of Tokyo Family Court and Tokyo District Court</p> <p>March 1990 Became Director – General of Civil Affairs Bureau, Ministry of Justice of Japan</p> <p>July 1993 Became Presiding Judge of Tokyo High Court</p> <p>March 1996 Became Chief Judge of Chiba District Court</p> <p>October 1997 Became Chief Judge of Hiroshima High Court</p> <p>December 1998 Became Commissioner of the Financial Reconstruction Commission of Japan(Deputy Minister)</p> <p>January 2001 Became Advisor of Financial Services Agency of Japan</p> <p>April 2001 Became Chairman of Information Disclosure Review Board, the Cabinet Office of Japan</p> <p>April 2004 Became Professor of Law School, Toin University of Yokohama</p> <p>June 2004 to present Became Director of Toshiba Corporation</p> <p>January 2005 to present Registered at Attorney</p> <p>October 2007 to present Became Governor, Tokyo Stock Exchange Regulation</p>	—

- (Notes)
1. No special interests exist between the Bank and the candidates.
 2. Masahiro Hoshino and Atsushi Shimizu are candidates for Outside Corporate Auditors.
 3. Reasons for selecting the candidates for Outside Corporate Auditors
 - (1) Masahiro Hoshino possesses substantial experience and deep insight as a business leader and is currently serving as Outside Corporate Auditor for the Bank with distinction. We hereby ask that he be elected as Outside Corporate Auditor.

(2) Atsushi Shimizu possesses valuable experience from the prominent posts he held in the legal establishment, deep insight in general legal statutes and is involved in a variety of fields. We hereby determine that he is capable of appropriately executing duties as Outside Corporate Auditor and ask that he be elected as Corporate Auditor.

4. Term of office of Outside Corporate Auditors from their appointment

The term of office of Masahiro Hoshino as Outside Auditor shall be four (4) years from the conclusion of this Ordinary General Meeting of Shareholders.

5. Limited liability agreement with Outside Corporate Auditors

The Bank, as stipulated in its Articles of Incorporation, is at present able to execute an agreement with Outside Corporate Auditors that limits their liability for damages from negligence to the maximum amount prescribed by law for the purpose of encouraging them to properly perform their expected roles. Masahiro Hoshino is currently serving as Outside Corporate Auditor for the Bank and is under such limited liability agreement. The following is a summary of the content of the said agreement:

Pertaining to the responsibilities stipulated in Paragraph 1, Article 423 of the Corporation Law, an Outside Director shall be liable for damages within the minimum amount of liability as stipulated in Paragraph 1, Article 425 of the same Law, provided that the duties were executed in good faith and without gross negligence.

In the event Masahiro Hoshino is reelected, the Bank shall continue the abovementioned limited liability agreement with him. In the event Atsushi Shimizu is elected, the Bank shall execute a limited liability agreement with him.

Proposal 4: Granting Retirement Benefits for Retiring Directors and Effectuating a Lump-Sum Payment of Retirement Benefits to Directors and Corporate Auditors due to the Abolition of the Executive Retirement Benefit Plan

The Bank proposes to grant retirement benefits to Sadaaki Hirasawa, Tetsunobu Ikeda and Yoshio Ota who will retire as Directors at the end of this Ordinary General Meeting of Shareholders, within the scope provided in the Bank's standards, to reward them for their contributions during their terms of office.

We ask that the determination of the specific amount, timing, method and other details of the payment be entrusted to the consultation of the Board of Directors.

Brief personal profiles of the retiring Directors are as follows:

Name	Brief Personal Profile	
Sadaaki Hirasawa	June 1994	Joined the Bank as President
	June 2004	Became Chairman, Director and President of the Bank
	June 2005	Became Chairman, Representative Director of the Bank
	June 2006 to present	Became Chairman, Director of the Bank
Tetsunobu Ikeda	June 2007 to present	Became Representative Director of the Bank
Yoshio Ota	June 2003	Became Director of the Bank
	June 2004	Became Representative Director of the Bank
	April 2007 to present	Became Director of the Bank

Furthermore, the Bank resolved, at a meeting of its Board of Directors held on May 15, 2008, to revise the executive remuneration system and, as of the conclusion of this Ordinary General Meeting of Shareholders, to abolish the conventional retirement benefit plan for Directors and Corporate Auditors.

In as such, we hereby ask that the five (5) Directors and one (1) Corporate Auditor to be reelected under the condition that Proposals 2 and 3 are approved in their original version and the three (3) Corporate Auditors currently in office receive a lump-sum payment of retirement benefits calculated based on standards prescribed by the Bank in order to reward them for their valuable services up to the conclusion of this Ordinary General Meeting of Shareholders.

The lump-sum retirement benefit payment shall be effectuated upon the retirement of each individual Director and Corporate Auditor, respectively, and the determination of the specific amounts and payment method shall be entrusted to the consultation of the Board of Directors, with respect to the Directors, and of the Corporate Auditors, with respect to the Corporate Auditors.

Brief profiles of the Directors and Corporate Auditors to receive a lump-sum retirement benefit payment are provided below.

Name	Brief Personal Profile	
Tadashi Ogawa	June 2005 to present	Joined the Bank as President
Hiroshi Hayakawa	June 2006 to present	Became Deputy President of the Bank
Chiyuki Okubo	June 2002	Became Director of the Bank
	June 2003 to present	Became Representative Director of the Bank
Masaki Itoh	June 2006	Became Director of the Bank
	April 2008 to present	Became Representative Director of the Bank
Toshiyuki Mimura	June 2006 to present	Became Director, Managing Executive Officer of the Bank
Kazutaka Tsumura	June 2006 to present	Became Full-time Corporate Auditor of the Bank
Shinichi Mori	June 2007 to present	Became Full-time Corporate Auditor of the Bank
Shinsuke Kobayashi	June 2002 to present	Became Full-time Corporate Auditor of the Bank
Masahiro Hoshino	June 2004 to present	Became Corporate Auditor of the Bank

Proposal 5: Payment of Bonuses for Executives

In light of our business results, we propose to pay bonuses of ¥85,200,000 to eight (8) Directors and four (4) Corporate Auditors as of the end of the business term (¥71,700,000 to Directors and ¥13,500,000 to Corporate Auditors).

We ask that the determination of the specific amount of the payment of bonuses be entrusted to the Board of Directors for Directors to be rewarded and to the consultation of the Corporate Auditors for Corporate Auditors to be rewarded.

Proposal 6: Revision of Remunerations for Directors and Corporate Auditors

Concerning the remunerations for Directors and Corporate Auditors of the Bank, the maximum of ¥38 million of monthly remuneration for Directors was approved at the 128th Ordinary General Meeting of Shareholders held on June 29, 1989 and the maximum of ¥5.5 million of monthly remuneration for Corporate Auditors was approved at the 133rd Ordinary General Meeting of Shareholders held on June 29, 1994. Both are currently valid and bonuses are approved as separate from monthly remunerations.

In consideration of the revision of the executive remuneration system, whose basic concept is described on Page 4 herein, changes in economic conditions occurred subsequent to the abovementioned Ordinary General Meetings of Shareholders, the inclusion of bonuses in remunerations in accordance with the enactment of the Corporation Law, and other conditions, we hereby ask that the clause stipulating a “monthly” remuneration be changed to an “annual” remuneration, that the maximum annual remuneration including bonus for Directors be changed to ¥480 million (among which the maximum annual remuneration for Outside Directors shall be ¥50 million), that the maximum annual remuneration for Corporate Auditors be changed to ¥120 million, taking into consideration the increase in the number of the latter, and that basic remunerations and bonuses to Directors other than Outside Directors and basic remunerations to Outside Directors and Corporate Auditors be paid within the aforementioned limitations upon resolution by the Board of Directors or upon consultation by the Corporate Auditors, respectively.

Basic remunerations shall be paid on a monthly basis in accordance with the roles and responsibilities of each Director and Corporate Auditor, respectively. Bonuses shall only be paid to Directors other than Outside Directors during their terms of office, the specific amounts of which shall be determined based on the business results of the corresponding business term.

There are currently eight (8) Directors (with no Outside Directors) and four (4) Corporate Auditors. If Proposals 2 and 3 were approved in their original version, the number of Directors would be nine (9) (including two (2) Outside Directors) and the number of Corporate Auditors would be five (5).

The amount of remunerations for Directors mentioned above conventionally does not include the salaries of employees serving concurrently as executives.

Proposal 7: Amount and Specific Details of Stock Acquisition Rights Granted as Stock Options for Stock-Linked Remuneration to Directors

As iterated in the basic concept provided on Page 4 herein, in order to have Directors (other than Outside Directors) share with Shareholders all the advantages and risks involved in share price fluctuations and further heighten their motivation and morale with respect to increasing the corporate value and share price in the medium to long term, we hereby ask that stock acquisition rights be allotted to Directors (other than Outside Directors) through a stock option plan as stock-linked remuneration with the amount of ¥1 per share redeemable upon the exercise of the said stock acquisition rights.

Due to the enactment of the Corporation Law, stock acquisition rights granted to Directors as stock options have become a part of remunerations, etc. to Directors. Therefore, we hereby ask that the amount and specific details of remunerations relating to stock acquisition rights be approved as the followings.

The amount and specific details of remunerations relating to stock acquisition rights are determined based on business results, execution of duties at the Bank and the level of contribution to the Bank.

In light of the above, the specific details of the stock options granted as stock-linked remunerations are appropriate.

Concerning Outside Directors, stock acquisition rights granted as stock options are not allotted to these individuals based on their role within the Bank. There are currently eight (8) Directors (with no Outside Directors), however, if Proposal 2 is approved in its original version, there would be nine (9) Directors (among which two (2) Outside Directors).

1. Amount of remunerations relating to stock acquisition rights granted as stock options

We hereby ask that the maximum annual amount of remunerations relating to stock acquisition rights granted as stock options to Directors (other than Outside Directors) be ¥120 million, separate from the cash remunerations stipulated in Proposal 6 from the date of each Ordinary General Meeting of Shareholders corresponding to each business term.

2. Specific details of the stock acquisition rights granted as stock options

(1) Total amount of stock acquisition rights, the type and the number of underlying shares

Total number of stock acquisition rights

The maximum number of stock acquisition rights to be issued within one (1) year from the date of each Ordinary General Meeting of Shareholders corresponding to each business term shall be 2,200 rights.

The type and the number of underlying shares

The type of shares underlying the stock acquisition rights shall be common shares and the number of shares underlying each stock acquisition right (“number of underlying shares”) shall be 100 shares.

However, subsequent to the date this Proposal is resolved (“resolution date”), the Bank shall adjust the number of underlying shares based on the following formula in the event the common shares of the Bank is split (including gratis stock allotments of common shares) or merged.

Number of underlying shares after adjustment = Number of underlying shares prior to adjustment x Ratio of share split or consolidation

In addition to the above, subsequent to the resolution date, in the event the adjustment of the number of underlying shares is deemed appropriate, the Bank may do so within a reasonable scope.

Any fractions of 1 share resulting from the above adjustment shall be rounded off.

The maximum number of shares that can be delivered through the exercise of stock acquisition rights issued within 1 year from the date of each Ordinary General Meeting of Shareholders corresponding to each business term is 220,000 shares of the common shares of the Bank. In the event the underlying shares are adjusted, the maximum number of deliverable shares shall be the number of underlying shares after adjustment multiplied by the maximum number of the abovementioned stock acquisition rights.

(2) Value of assets contributed upon the exercise of stock acquisition rights

The value of the assets contributed upon the exercise of each stock acquisition right shall be ¥1 per share deliverable upon the exercise of each corresponding stock acquisition right and

the amount paid shall be ¥1 multiplied by the number of underlying shares.

(3) Exercisable period of stock acquisition rights

The exercisable period shall be determined by the Board of Directors of the Bank within thirty (30) years of the day following the date of the stock acquisition rights are allotted.

(4) Restriction on acquisition of stock acquisition rights by transfer

The acquisition of stock acquisition rights by transfer requires approval by resolution of the Board of the Directors of the Bank.

(5) Other requirements for the exercise of stock acquisition rights

Stock acquisition rights holders may exercise their rights within the period iterated in (3) above and within 10 days of the day following the date on which the holders' position as Director (including executives serving on committees in a "company with committees" system), Corporate Auditor and Executive Officer is forfeited. Other requirements for the exercise of stock acquisition rights shall be determined by the Board of Directors upon the establishment of the subscription particulars.

3. The amount and specific details of the aforementioned remunerations to Directors does not include the salaries of employees serving concurrently as executives.

(Reference)

Subsequent to the conclusion of this Ordinary General Meeting of Shareholders, Executive Officers of the Bank shall be allotted stock acquisition rights with the same details as the abovementioned stock options as stock-linked remuneration based on the position of the said Executive Officers. There will be eleven (11) Executive Officers (excluding individuals serving concurrently as Directors) after the conclusion of this Ordinary General Meeting of Shareholders.

For reference

(Dividends from Surplus)

As for the payment of dividends, we have paid the sum of the stable dividend (ordinary dividend) and the dividend that is linked to our business results (special dividend) based on our dividend policy.

As for the level of the dividend, we have determined ordinary dividend as ¥10.00 per share per annum for the portion that is paid regardless of our business results, and special dividend as ¥1.50 per share per annum for the portion that is linked to our business results, based on our dividend policy where around 35 percent of the amount exceeding ¥60 billion in net income is to be paid (non-consolidated).

Consequently, the total dividend payment for the entire term was ¥11.50 per share. However, since we had already paid ¥5 per share as interim dividends, we have paid ¥6.50 per share as the year-end dividends.