

**Articles of Incorporation**  
**of The Hachijuni Bank, Ltd.**  
**(as amended on April 1st, 2016)**

**Chapter 1. GENERAL PROVISIONS**

Article 1. (Trade Name)

This Bank shall be called Kabushiki Kaisha Hachijuni Ginko.

It shall be, however, written in the English language as The Hachijuni Bank, Ltd.

Article 2. (Purposes)

The purposes of this Bank shall be to engage in the following business:

1. Taking deposit and installment savings, lending funds or discounting bills and notes and exchange transactions.
2. Guaranteeing debts or acceptance of bills and notes and other business incidental to the banking business mentioned in the preceding sub-paragraph.
3. Underwriting, handling of offering for subscription or sale, sale and other business involving national bonds, local bonds, government guaranteed bonds and other securities.
4. Trust business.
5. In addition to the business mentioned in each of the preceding sub-paragraphs, business which a bank may engage in by virtue of the Banking Law, the Secured Debenture Trust Law and other laws and regulations.
6. Matters incidental or relating to the business mentioned in each of the preceding sub-paragraphs.

Article 3. (Location of Head Office)

This Bank shall have its head office in Nagano City.

Article 4. (Organization)

The Bank shall be organized to consist of the following in addition to the General Meeting of Shareholders and the Directors:

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit & Supervisory Board
4. Accounting auditors

Article 5. (Method of Public Notice)

The public notices of this Bank shall be given in the form of electronic notices. However, if an electronic notice cannot be given due to an accident or other unavoidable circumstances,

such notice shall be given in the Shinano Mainichi Shimbun and in the Nihon Keizai shimbun.

## **Chapter 2. SHARES**

### **Article 6. (Total Number of Shares Authorized to be Issued)**

The total number of shares which this Bank is authorized to issue shall be two billion (2,000,000,000).

### **Article 7. (Acquisition of the Bank's Own Shares)**

The Bank may acquire its own shares by resolution of the Board of Directors in accordance with Article 165, Section 2 of the Corporate Law.

### **Article 8. (Number of One Unit of Share)**

The number of shares which constitutes one unit of share of this Bank shall be one hundred.

### **Article 9. (Rights to Shares Constituting less than One Unit)**

The shareholders of this Bank may not execute any rights concerning their shares constituting less than one unit except for the following:

- (1) Rights provided under Article 189, Section 2 of the Corporate Law
- (2) Rights to make claims in accordance with the provisions of Article 166, Section 1 of the Corporate Law
- (3) Rights to receive allotment of new shares and new share warrants depending on the number of shares owned by the shareholder
- (4) Rights to make claims provided under the next article

### **Article 10. (Rights to Buy Shares less than One Unit)**

The shareholders of this Bank, who hold their shares constituting less than one unit, may claim on this Bank to sell a shortfall of shares which constitute one unit.

### **Article 11. (Shareholders' List Manager)**

1. This Bank shall have a Shareholders' List Manager.
2. Shareholders' List Manager and its office shall be decided by resolution of the Board of Directors, and shall be publicly notified.
3. The shareholders' list and the register of share warrants shall be prepared and kept by the Shareholders' List Manager. The Shareholder's List Manager shall be entrusted to do other matters regarding the shareholders' list and the register of share warrants. This Bank shall not do above-mentioned matters.

### **Article 12. (Handling of Shares)**

Handling, fees and other matters related to the shares of the Bank shall be governed by the Rules of Handling of Shares adopted by the Board of Directors in addition to any applicable laws and these Articles of Incorporation.

### **Article 13. (Registration Obligation of Shareholders)**

1. A shareholder, pledgee or his legal agent or representative shall register the name and address of the individual or organization with this Bank. This applies to any changes of the

same.

2.If a person mentioned in the preceding paragraph resides in a foreign country, he shall designate the place or agent for receiving notices within Japan and registering the same with this Bank. This applies to any change of the same.

3.This Bank shall assume no responsibility as to notices or calls to a person who neglected the registration mentioned in the two preceding paragraphs.

**Article 14.** (Record Date)

1. This Bank shall authorize the shareholders listed in the latest Register of Shareholders as of March 31 of every year, to exercise the rights at the Ordinary General Meeting of Shareholders for the business year.

2. In addition to the preceding paragraph, when necessary, the shareholders or registered pledgees listed or recorded in the latest Register of Shareholders on a specific date, which is announced by advance public notice, based on a resolution of the Board of Directors, shall be the shareholders or pledgees who can exercise the rights.

**Chapter 3. GENERAL MEETING OF SHAREHOLDERS**

**Article 15.** (Ordinary and Extraordinary General Meeting of Shareholders)

The Ordinary General Meeting of Shareholders shall be convened within three months from the last day of every business year, and an Extraordinary General Meeting of Shareholders shall be convened at any time when necessary.

**Article 16.** (Internet Disclosure and Deemed Provision of Reference Materials Concerning the General Meeting of Shareholders)

Prior to convening the General Meeting of Shareholders, the Bank may disclose information on items to be listed or disclosed in the reference materials concerning the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements by a method that uses the Internet in accordance with the provisions of a Ministry of Justice ordinance, and by doing so, may deem such information as having been provided to shareholders.

**Article 17.** (Chairman of the General Meeting of Shareholders)

President shall act as the chairman of the General Meeting of Shareholders. When President is unable to act or when such office is vacant, another Director shall act as such in the order determined by the Board of Directors.

**Article 18.** (Voting by Proxy)

1. A shareholder may exercise his voting rights by proxy. Such proxy shall be another shareholder of this Bank who has the right to vote.

2. The above shareholder or proxy must submit a certificate of proxy in writing to the Bank at each General Meeting of Shareholders.

**Article 19.** (Method of Ordinary Resolutions)

1. Unless otherwise provided for in the laws and regulations or in the Articles of Incorporation,

resolution of the General Meeting of Shareholders shall require a majority of the voting rights of the shareholders who are present and may exercise their voting rights.

2. The resolution set forth in Article 309, Section 2 of the Corporate Law shall require the quorum of shareholders holding one-third or more of the voting rights of the shareholders who may exercise their voting rights, and shall be adapted by at least two-thirds of voting rights represented at the meeting.

#### **Chapter 4. DIRECTORS AND BOARD OF DIRECTORS**

##### Article 20. (Number of Directors)

This Bank shall have twelve or fewer Directors.

##### Article 21. (Appointment of Directors)

Directors shall be appointed at the General Meeting of Shareholders.

The decision on the appointment thereof shall require the presence of shareholders holding one-third or more of voting rights of shareholders who may exercise their voting rights and shall be adopted by a majority of voting rights thereof.

Appointment of Directors shall not be subject to cumulative voting.

##### Article 22. (Term of Office of Directors)

The term of office of Directors shall expire at the time of completion of the Ordinary General Meeting of Shareholders relating to the last settlement period within two years after their assuming office.

The term of office of Directors appointed to fill the vacancy created by a Director having retired before the expiry of his term of office shall expire at the time when the term of office of the retired Director would expire.

##### Article 23. (Executive Directors)

1. The Board of Directors, by its resolution, may appoint one President.
2. The Board of Directors, by its resolution, may appoint one Chairman and several Vice Presidents, Senior Managing Directors and Managing Directors.

##### Article 24. (Representative Directors)

1. The President shall represent the Bank.
2. The Board of Directors, by its resolution, may appoint Directors representing the Bank from among Executive Directors in addition to the stipulation of the preceding paragraph.

##### Article 25. (Remuneration and Other Financial Benefits of Directors)

Remuneration, bonuses or other financial benefits that Directors receive from this Bank in consideration of exercising their duties ("Remuneration etc.") shall be determined by a resolution of the General Meeting of Shareholders.

##### Article 26. (Board of Directors)

The Board of Directors shall be formed with all the Directors and shall make decisions on the conduct of important business of this Bank in addition to the matters provided for in the laws and regulations and by the Articles of Incorporation and shall supervise execution of duties of Directors.

Article 27. (Convocation of Meetings of the Board of Directors)

The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director and each Audit & Supervisory Board Member up to three days prior to the date of the meeting. However, if there is urgent need, this period may be shortened.

Article 28. (Omission of a Resolution of the Board of Directors)

The Bank deems that a resolution of the Board of Directors was passed when the requirements under Articles 370 of the Corporate Law have been satisfied.

Article 29. (Limitation of Liability Contract with an Outside Director)

The Bank may conclude a contract concerning limitation of liability with an Outside Director when the legal requirements concerning Article 423, Section 1 of the Corporate Law are applicable. However, the maximum limit of liability under such a contract shall be the minimum total liability provided by law.

Article 30. (Rules of the Board of Directors)

Except as provided for in the laws and regulations and by the Articles of Incorporation matters relating to the Board of Directors shall be as provided for in the Rules of the Meeting of the Board of Directors adopted by the Board of Directors.

Article 31. (Advisers and Counselors)

Advisers and Counselors may be appointed by a resolution of the Board of Directors.

**Chapter 5. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD**

Article 32. (Number of Audit & Supervisory Board Members)

This bank shall have six or fewer Audit & Supervisory Board Members.

Article 33. (Appointment of Audit & Supervisory Board Members)

Audit & Supervisory Board Members shall be appointed at the General Meeting of Shareholders. The decision on the appointment thereof shall require the presence of shareholders holding one-third or more of voting rights of shareholders who may exercise their voting rights and shall be adopted by a majority of voting rights thereof.

Article 34. (Term of Office of Audit & Supervisory Board Members)

1. The term of office of Audit & Supervisory Board Members shall expire at the time of completion of the Ordinary General Meeting of Shareholders relating to the last business year within four years after their appointment.
2. The term of office of Audit & Supervisory Board Members appointed to fill the vacancy created by an Audit & Supervisory Board Member having retired before the expiry of his term of office shall expire at the time when the term of office of the retired Audit & Supervisory Board Member would expire.

Article 35. (Full-Time Audit & Supervisory Board Members)



The Audit & Supervisory Board Members shall elect by its resolution one or more Full-Time Audit & Supervisory Board Member(s).

Article 36. (Remuneration and Other Financial Benefits of Audit & Supervisory Board Members)

Remuneration and other financial benefits of Audit & Supervisory Board Members shall be determined by a resolution of the General Meeting of Shareholders.

Article 37. (Audit & Supervisory Board)

The Audit & Supervisory Board shall be formed with all the Audit & Supervisory Board Members and shall, in conformity with the laws and regulations and with the Articles of Incorporation, receive reports, hold consultations or pass resolutions on important audit-related matters.

However, it may not hinder the Audit & Supervisory Board Members in the exercise of their authority.

Article 38. (Convocation of Meetings of the Audit & Supervisory Board)

The notice of convocation of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Members up to three days prior to the date of the meeting. However, if there is urgent need, this period may be shortened.

Article 39. (Limitation of Liability Contract with an Outside Audit & Supervisory Board Member)

The Bank may conclude a contract concerning limitation of liability with an Outside Audit & Supervisory Board Members when the legal requirements concerning Article 423, Section 1 of the Corporate Law are applicable. However, the maximum limit of liability under such a contract shall be the minimum total liability provided by law.

Article 40. (Rules of the Audit & Supervisory Board)

Except as provided for in the laws and regulations and by the Articles of Incorporation, matters relating to the Audit & Supervisory Board shall be as provided for in the Rules of the Meeting of the Audit & Supervisory Board adopted by the Audit & Supervisory Board.

**Chapter 6. ACCOUNTS**

Article 41. (Business Year)

A business year of this Bank shall be from April 1 of each year to March 31 of the following year.

Article 42. (Disposition of Surplus)

The surplus of this Bank, unless otherwise provided for in the laws and regulations, shall be disposed of by a resolution of the General Meeting of Shareholders.

Article 43. (Year-End Dividend of Surplus)


The year-end dividend of the surplus of this Bank shall be paid to the shareholders or registered pledgees who are listed or recorded in the latest shareholders' list as of March 31 every year.

Article 44. (Interim Dividend)

This Bank may, by a resolution of the Board of Directors, pay the Interim Dividend to the shareholders or registered pledgees who are listed or recorded in the latest shareholders' list as of September 30 every year.

Article 45. (Exclusion Period)

In case the payment of the year-end dividend of surplus and interim dividend is not received after five years have elapsed from the date when the payment thereof began, this Bank shall be discharged from liability to make the payment.

  
Yoshinori Matsuda, Managing Director

## 株式会社八十二銀行定款

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昭和 6年8月 1日 制 定  
平成 28年4月 1日 最終改訂



## 第 1 章 総 則

(商 号)

第 1 条 当銀行は株式会社八十二銀行と称する。

但し、英文では The Hachijuni Bank, Ltd. と書く。

(目 的)

第 2 条 当銀行は次の業務を営むことを目的とする。

1. 預金または定期積金の受入れ、資金の貸付けまたは手形の割引ならびに為替取引
2. 債務の保証または手形の引受けその他の前号の銀行業務に付随する業務
3. 国債、地方債、政府保証債、その他の有価証券に係る引受け、募集または売出しの取扱い、売買その他の業務
4. 信託業務
5. 前各号の業務の他、銀行法、担保付社債信託法その他の法律により銀行が営むことのできる業務
6. その他前各号の業務に付帯または関連する事項

(本店の所在地)

第 3 条 当銀行は本店を長野市に置く。

(機 関)

第 4 条 当銀行は株主総会および取締役のほか、次の機関を置く。

1. 取締役会
2. 監査役
3. 監査役会
4. 会計監査人

(公告方法)

第 5 条 当銀行の公告方法は、電子公告とする。ただし、事故その他やむを得ない事由によって電子公告による公告をすることができない場合は、信濃毎日新聞および日本経済新聞に掲載して行なう。

## 第 2 章 株 式

(発行可能株式総数)

第 6 条 当銀行の発行可能株式総数は、20億株とする。

(自己の株式の取得)

第 7 条 当銀行は会社法第165条第2項の規定により取締役会の決議によって自己の株式を取得することができる。

(単元株式数)

第8条 当銀行の単元株式数は、100株とする。

(単元未満株式についての権利)

第9条 当銀行の株主は、その有する単元未満株式について、次に掲げる権利以外の権利を行使することができない。

- (1) 会社法第189条第2項各号に掲げる権利
- (2) 会社法第166条第1項の規定による請求をする権利
- (3) 株主の有する株式数に応じて募集株式の割当ておよび募集新株予約権の割当てを受ける権利
- (4) 次条に定める請求をする権利

(単元未満株式の買増し)

第10条 当銀行の株主は、その有する単元未満株式の数と併せて単元株式数となる数の株式を売渡すことを当銀行に請求することができる。

(株主名簿管理人)

第11条 当銀行は株主名簿管理人を置く。

2. 株主名簿管理人およびその事務取扱場所は、取締役会の決議により定め、これを公告する。
3. 当銀行の株主名簿および新株予約権原簿の作成ならびに備置きその他株主名簿および新株予約権原簿に関する事務は、これを株主名簿管理人に委託し、当銀行においては取扱わない。

(株式取扱規程)

第12条 当銀行の株式に関する取扱いおよび手数料については、法令または本定款によるほか、取締役会の定める株式取扱規程による。

(株主の届出義務)

第13条 株主、質権者またはその法定代理人若しくは代表者は、その住所および氏名または名称を当銀行に届け出なければならない。

これを変更したときも亦同様である。

2. 前項の者が外国に居住するときは日本国内で通知を受ける場所または代理人を定めて、当銀行に届け出なければならない。これを変更したときも亦同様である。
3. 前2項の届け出を怠ったものに対しては、当銀行は通知または催告についての責任を負わない。

(基準日)

第14条 当銀行は、毎年3月31日の最終の株主名簿に記載または記録された株主をもって定時株主総会において権利を行使することができる株主とする。