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Securities identification code: 8369  
June 3, 2019

To our shareholders:

Nobuhiro Doi  
President  
**The Bank of Kyoto, Ltd.**  
700, Yakushimae-cho, Karasuma-dori,  
Matsubara-Agaru, Shimogyo-ku, Kyoto, Japan

## NOTICE OF THE 116TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 116th Ordinary General Meeting of Shareholders of The Bank of Kyoto, Ltd. (the “Bank”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or electronic means (the Internet). Please indicate your approval or disapproval of the proposals after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail or the Internet to reach us no later than 5:00 p.m. on Wednesday, June 26, 2019 (Japan Standard Time).

### Meeting Details

- 1. Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. (Japan Standard Time)  
(Reception will open at 9:00 a.m.)
- 2. Venue:** 7th floor Hall, Head office of the Bank  
700, Yakushimae-cho, Karasuma-dori, Matsubara-Agaru, Shimogyo-ku, Kyoto, Japan

### 3. Purposes:

#### Items to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 116th Term (from April 1, 2018 to March 31, 2019)
2. Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 116th Term (from April 1, 2018 to March 31, 2019)

#### Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of nine (9) Directors
- Proposal 3:** Election of three (3) Audit & Supervisory Board Members

[Exercise of Voting Rights by Postal Mail]

Please indicate your approval or disapproval of each proposal in the enclosed Voting Rights Exercise Form and return it by mail so that it is received by the deadline as stated above.

[Exercise of Voting Rights via Electronic Means (the Internet)]

Please refer to “the Information About Exercising Voting Rights via the Internet” on the attached sheet and access the Voting Rights Exercise Site: <https://evote.tr.mufg.jp/>. Follow the instructions on the screen and indicate approval or disapproval of each proposal by the deadline as stated above. (Japanese only)

[Handling of Duplicate Voting]

If you vote both in writing on the Voting Rights Exercise Form and via the Internet, only your vote placed via the Internet will be valid.

In addition, if you submit your vote more than once via the Internet, only the last vote will be valid.

## Reference Documents for the General Meeting of Shareholders

### Items to be Resolved and Reference Documents

#### Proposal 1: Appropriation of surplus

Based on our policy of continuing stable payment of dividends to shareholders and strengthening our business base by retaining sufficient internal reserve, it is proposed that payment of year-end dividend and appropriation of surplus be conducted as follows:

##### 1. Matters related to year-end dividends

With regard to year-end dividends, the Bank takes into consideration the performance and future business environment and ensures a return of profits to all shareholders.

Therefore, with consideration of the performance in the fiscal year under review, the Bank proposes that dividends of ¥70 per share be paid (a special dividend of ¥40 in addition to an ordinary dividend of ¥30), to reciprocate the support of the shareholders. Including the interim dividend of ¥30 per share paid in December 2018, annual dividend amounts will total ¥100 per share.

##### (1) Type of dividend property

Cash

##### (2) Allocation of dividend property to shareholders and total amount thereof

¥70 per common share of the Bank

Total amount of dividends: ¥5,285,588,490

##### (3) Effective date of distribution of dividends of surplus

June 28, 2019

##### 2. Matters related to other appropriation of surplus

##### (1) Item of surplus to be increased and amount of increase thereof

General reserve: ¥22,500,000,000

##### (2) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: ¥22,500,000,000

**Proposal 2:** Election of nine (9) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Bank is decreasing the number of Directors by two (2) to facilitate a more efficient management system, and it proposes the election of nine (9) Directors, including two (2) Outside Directors.

The candidates for Directors are as follows:

No.	Name				Current position in the Bank
1	Reelection	Hideo Takasaki			Chairman
2	Reelection	Nobuhiro Doi			President
3	Reelection	Hiroshi Hitomi			Senior Managing Director
4	Reelection	Masaya Anami			Senior Managing Director
5	Reelection	Toshiro Iwahashi			Managing Director
6	Reelection	Mikiya Yasui			Managing Director
7	Reelection	Hiroyuki Hata			Director
8	Reelection	Norikazu Koishihara	Outside	Independent	Director
9	Reelection	Junko Otagiri	Outside	Independent	Director

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
1	Hideo Takasaki (November 2, 1944)	<p>Apr. 1967    Joined the Bank</p> <p>June 1997    Director, General Manager, Credit Examination Division</p> <p>June 1998    Director, General Manager, Head Office Business Department</p> <p>June 2001    Managing Director</p> <p>June 2008    Senior Managing Director</p> <p>June 2010    President</p> <p>June 2015    Chairman (present position)</p>	13,037
<p>[Reasons for selection as Director candidate]</p> <p>Hideo Takasaki served as President of the Bank from June 2010 and has served as Chairman since June 2015. He sufficiently fulfills his duties and responsibilities. The Bank believes that Takasaki has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.</p>			
2	Nobuhiro Doi (April 25, 1956)	<p>Apr. 1980    Joined the Bank</p> <p>June 2007    Director, General Manager, Personnel Division</p> <p>June 2008    Managing Director</p> <p>June 2010    Managing Director, General Manager, Head Office Business Department</p> <p>June 2012    Managing Director</p> <p>June 2015    President (present position)</p>	6,700
<p>[Reasons for selection as Director candidate]</p> <p>Nobuhiro Doi served as Director in charge of business management, risk management, personnel affairs, and others. He has served as President since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank believes that Doi has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.</p>			
3	Hiroshi Hitomi (November 27, 1960)	<p>Apr. 1985    Joined the Bank</p> <p>June 2012    Director, General Manager, Corporate Planning Division</p> <p>June 2014    Director, General Manager, Head Office Business Department</p> <p>June 2015    Managing Director, General Manager, Head Office Business Department</p> <p>June 2016    Managing Director</p> <p>June 2017    Senior Managing Director (present position) In charge of Risk Management Division, Business Administration Division, Business Operations Center, Systems Division, Internal Audit Division, Productivity Innovation Headquarters Secretariat</p>	4,000
<p>[Reasons for selection as Director candidate]</p> <p>Hiroshi Hitomi served as Manager in charge of business management and sales and served as Director in charge of business management, risk management, business administration &amp; system, and others. He has served as Senior Managing Director since June 2017 and sufficiently fulfills his duties and responsibilities. The Bank believes that Hitomi has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
4	Masaya Anami (March 27, 1962)	Apr. 1985	Joined the Bank	4,000
		June 2012	Director, General Manager, Corporate Banking Division	
		Apr. 2013	Director, General Manager, Business Support Division	
		June 2015	Managing Director	
		June 2017	Senior Managing Director, General Manager, Business Headquarters (present position)	
<p>[Reasons for selection as Director candidate]  Masaya Anami served as Manager in charge of sales and served as Director in charge of sales. He has served as Senior Managing Director since June 2017 and sufficiently fulfills his duties and responsibilities. The Bank believes that Anami has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.</p>				
5	Toshiro Iwahashi (December 12, 1961)	Apr. 1986	Joined the Bank	3,300
		June 2014	Director, Sanjo Branch Manager	
		June 2015	Director, General Manager, Credit Examination Division	
		June 2016	Managing Director, General Manager, Head Office Business Department	
		June 2018	Managing Director (present position) In charge of Treasury & Investment Division, General Secretariat, Human Resources and General Affairs Division, Kyoto Banking College	
<p>[Reasons for selection as Director candidate]  Toshiro Iwahashi served as Manager in charge of business management, sales and credit examination. He has served as Managing Director since June 2016 and sufficiently fulfills his duties and responsibilities. The Bank believes that Iwahashi has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.</p>				
6	Mikiya Yasui (February 8, 1965)	Apr. 1987	Joined the Bank	3,060
		Apr. 2011	General Manager, General Secretariat	
		Nov. 2014	General Manager, Personnel Division	
		June 2015	Executive Officer (commissioned General Manager of Personnel Division)	
		June 2017	Director	
		June 2018	Managing Director, General Manager, Head Office Business Department (present position)	
<p>[Reasons for selection as Director candidate]  Mikiya Yasui served as Manager in charge of business management, sales and personnel. He has served as Managing Director since June 2018 and sufficiently fulfills his duties and responsibilities. The Bank believes that Yasui has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
7	Hiroyuki Hata (April 16, 1963)	Apr. 1987    Joined the Bank June 2012    Kujo Branch Manager June 2015    Executive Officer (commissioned General Manager of Compliance Management Division and Customer Service Office, Compliance Management Division) June 2016    Executive Officer (commissioned General Manager of Risk Management Division) Feb. 2017    Executive Officer (commissioned General Manager of Productivity Innovation Headquarters Secretariat) June 2018    Director, General Manager of Productivity Innovation Headquarters Secretariat (present position)	4,340
		[Reasons for selection as Director candidate] Hiroyuki Hata served as Manager in charge of personal, sales, risk management and business management. He has served as Director since June 2018 and sufficiently fulfills his duties and responsibilities. The Bank believes that Hata has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.	
8	Norikazu Koishihara (June 11, 1945)	May 1964    Member of Kyoto Prefectural Board of Education Apr. 1988    Manager, Land Division, Department of Civil Engineering and Construction, Kyoto Prefecture June 1998    Chief, Sonobe Regional Development Bureau, Kyoto Prefecture June 2002    Chief, Finance Management Bureau, Kyoto Prefecture May 2004    Planning Director, Crisis Management Supervisor, Kyoto Prefecture May 2006    Deputy Governor, Kyoto Prefecture July 2010    Director, Kyoto Prefecture Housing Supply Corporation (present position) June 2015    Director, the Bank (present position)	1,300
		[Reasons for selection as Outside Director candidate] Norikazu Koishihara has served as Outside Director since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank hereby proposes the election of Koishihara as Outside Director due to his affluent experience and extensive knowledge accumulated through his long career as a chief of public administration. The Bank would like to have Koishihara continue to utilize his experience and knowledge for the management of the Bank from an independent standpoint as Outside Director. Even though Koishihara has never been involved in corporate management, he has adequately carried out his duties as Outside Director since taking office of Director of the Bank.	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
9	Junko Otagiri (June 24, 1952)	<p>Apr. 1979 Assistant, Junior College of Economics, Shiga University</p> <p>Apr. 1980 Instructor, Junior College of Economics, Shiga University</p> <p>Apr. 1987 Assistant Professor, Junior College of Economics, Shiga University</p> <p>Apr. 1993 Assistant Professor, Faculty of Economics, Shiga University</p> <p>Apr. 1998 Professor, Faculty of Economics, Shiga University</p> <p>June 2017 Director, the Bank (present position)</p> <p>Apr. 2018 Professor Emeritus, Shiga University (present position)</p>	500
<p>[Reasons for selection as Outside Director candidate]</p> <p>Junko Otagiri has served as Outside Director since June 2017 and sufficiently fulfills her duties and responsibilities. As a university professor with cost accounting and managerial accounting as her main research field, Otagiri has professional and extensive knowledge about her research field and other areas. The Bank would like to have Otagiri continue to utilize her knowledge for the management of the Bank from an independent standpoint as Outside Director. Even though Otagiri has never been involved in corporate management, she has adequately carried out her duties as Outside Director since taking office of Director of the Bank.</p>			

- Notes:
- None of the above candidates have any special interest in the Bank.
  - Norikazu Koishihara and Junko Otagiri are candidates for Outside Directors as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The terms of office for Koishihara and Otagiri will be four (4) years and two (2) years, respectively, as of the conclusion of this Ordinary General Meeting of Shareholders. The name, Junko Otagiri, is as written as she uses it for her profession, but the name on her family register is Junko Hayashi.
  - Conclusion of Agreement Limiting Liability  
The Bank has entered into an Agreement Limiting Liability with each of Norikazu Koishihara and Junko Otagiri. Limits on liability for damages under these agreements shall be set at liability amounts stipulated by laws and regulations. If the election of Koishihara and Otagiri as Outside Directors is approved at this Ordinary General Meeting of Shareholders, the Bank plans to continue the said agreements with them.
  - Registration as Independent Officers  
Norikazu Koishihara and Junko Otagiri are registered with the Tokyo Stock Exchange (TSE) as Independent Officer in accordance with the TSE's rules and regulations. If the election of Koishihara and Otagiri as Outside Directors is approved at this Ordinary General Meeting of Shareholders, the Bank plans to continue the appointments of Koishihara and Otagiri as independent officers.
  - Please refer to the Bank's website for details (career summaries, photographs, and others) of the nine (9) candidates for Directors.

**Proposal 3:** Election of three (3) Audit & Supervisory Board Members

The term of office of three (3) Audit & Supervisory Board Members Takayuki Matsumura, Nobuaki Sato, and Masaki Ishibashi will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Bank proposes the election of three (3) Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

No.	Name (Date of birth)	Career summary and position (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
*1	Masahiko Naka (June 20, 1960)	Apr. 1985    Joined the Bank June 2012    Director, General Manager, Public Institutions Division June 2013    Director, General Manager, Credit Examination Division Apr. 2014    Director, General Manager, Credit Examination Division, General Manager, Credit Strategy Office June 2014    Director, General Manager, Credit Examination Division June 2015    Managing Director June 2017    Senior Managing Director (present position)	4,000
[Reasons for selection as Audit & Supervisory Board Member candidate] Masahiko Naka served as Manager in charge of sales and served as Director in charge of business management, sales, credit examination, and others. He has served as Senior Managing Director since June 2017 and sufficiently fulfills his duties and responsibilities. The Bank believes that Naka has knowledge and experience being able to execute an objective and neutral audit for bank management.			

No.	Name (Date of birth)	Career summary and position (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
2	Nobuaki Sato (January 3, 1945)	Apr. 1974 Public Prosecutor Apr. 2001 Chief Public Prosecutor, Kushiro District Public Prosecutors Office June 2002 Deputy Chief Public Prosecutor, Hiroshima High District Public Prosecutors Office Sept. 2004 General Manager, Public Security Bureau, Supreme Public Prosecutors Office May 2006 Chief Public Prosecutor, Osaka District Public Prosecutors Office Aug. 2007 Registered as an attorney at law (Osaka Bar Association) Feb. 2008 Outside Audit & Supervisory Board Member, SAMTY Co., Ltd. Mar. 2008 Established Nobuaki Sato Law Office (present position) June 2012 Outside Audit & Supervisory Board Member, Rihga Royal Hotels (present position) June 2015 Outside Audit & Supervisory Board Member, the Bank (present position) Feb. 2016 Outside Director, SAMTY Co., Ltd. <Significant concurrent positions outside the Bank> Outside Audit & Supervisory Board Member, Rihga Royal Hotels	400
<p>[Reasons for selection as Outside Audit &amp; Supervisory Board Member candidate]            Nobuaki Sato has served as Outside Audit &amp; Supervisory Board Member since June 2015 and sufficiently fulfills his duties and responsibilities. Sato is thoroughly experienced in legal affairs as an attorney-at-law. The Bank expects that he will utilize his experience and extensive knowledge being able to execute an objective and neutral audit for bank management.            Even though Sato has never been involved in corporate management except as Outside Officer, the Bank believes that he could adequately carry out his duties as Outside Audit &amp; Supervisory Board Member after his appoint as Audit &amp; Supervisory Board Member of the Bank.</p>			

No.	Name (Date of birth)	Career summary and position (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
3	Masaki Ishibashi (July 15, 1949)	Aug. 1980 Registered as Certified Public Accountant July 1982 Joined Yoko Audit Corporation (current Ernst & Young ShinNihon LLC) Feb. 1990 Registered as Certified Tax Accountant July 2004 Chief Executive, The Japanese Institute of Certified Public Accountants July 2013 President, Ishibashi Accounting Firm (current Ishibashi Kasahara Accounting Firm) (present position) July 2013 Head of Masaki Ishibashi CPA office (present position) Apr. 2014 Comprehensive Outside Auditor, Nishinomiya City Mar. 2015 Outside Audit & Supervisory Board Member, SIIX Corporation (present position) June 2015 Outside Audit & Supervisory Board Member, the Bank (present position) <Significant concurrent positions outside the Bank> Outside Audit & Supervisory Board Member, SIIX Corporation	700
<p>[Reasons for selection as Outside Audit &amp; Supervisory Board Member candidate]            Masaki Ishibashi has served as Outside Audit &amp; Supervisory Board Member since June 2015 and sufficiently fulfills his duties and responsibilities. Ishibashi possesses adequate knowledge in finance and accounting as a certified public accountant and licensed tax accountant. The Bank expects that he will utilize his experience and extensive knowledge being able to execute an objective and neutral audit for bank management. Even though Ishibashi has never been involved in corporate management except as Outside Officer, the Bank believes that he could adequately carry out his duties as Outside Audit &amp; Supervisory Board Member after his appoint as Audit &amp; Supervisory Board Member of the Bank.</p>			

- Notes:
1. New candidate for Audit & Supervisory Board Member is indicated by an asterisk (\*).
  2. None of the above candidates have any special interest in the Bank.
  3. Nobuaki Sato and Masaki Ishibashi are candidates for Outside Audit & Supervisory Board Members as defined in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. The terms of office for Sato and Ishibashi will be four (4) years as of the conclusion of this Ordinary General Meeting of Shareholders.
  4. Conclusion of Agreement Limiting Liability  
 The Bank has entered into an Agreement Limiting Liability with each of Nobuaki Sato and Masaki Ishibashi. Limits on liability for damages under these agreements shall be set at liability amounts stipulated by laws and regulations. If the election of Sato and Ishibashi as Outside Audit & Supervisory Board Members is approved at this Ordinary General Meeting of Shareholders, the Bank plans to continue the said agreements with them.
  5. Registration as Independent Officers  
 Nobuaki Sato and Masaki Ishibashi are registered with the Tokyo Stock Exchange (TSE) as Independent Officers in accordance with the TSE's rules and regulations. If the election of Sato and Ishibashi as Outside Audit & Supervisory Board Members is approved at this Ordinary General Meeting of Shareholders, the Bank plans to continue the appointments of Sato and Ishibashi as independent officers.
  6. Please refer to the Bank's website for details (career summary, photograph, and others) of the three (3) candidates for Audit & Supervisory Board Members.