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Securities identification code: 8369

June 1, 2016

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 113TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 113th 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., Tuesday, June 28, 2016 (Japan Standard Time).**

### **Meeting Details**

- 1. Date and time:** Wednesday, June 29, 2016 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 113th Term (from April 1, 2015 to March 31, 2016)
  2. Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 113th Term (from April 1, 2015 to March 31, 2016)**Items to be resolved:**
  - Proposal 1:** Appropriation of surplus
  - Proposal 2:** Election of eleven (11) Directors

**[Exercise of Voting Rights by Postal Mail]**

Please indicate your approval or disapproval of each of the proposals 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 Procedure to Exercise Voting Rights via the Internet as shown below and use a personal computer, smartphone, or cellular phone to access the Voting Rights Exercise Site: <http://www.evotep.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

Based on our policy of maintaining return of profits to shareholders, while taking into consideration the performance in the year under review and the business environment in the future, it is proposed that an amount of year-end dividend for the fiscal year ended March 31, 2016 be 6 yen per share. Including the interim dividend of 6 yen per share paid in December 2015, annual dividend amounts will total 12 yen.

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

Cash

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

6 yen per common share of the Bank

Total amount of dividends: 2,267,957,352 yen

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

June 30, 2016

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

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

General reserve: 16,000,000,000 yen

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

Retained earnings brought forward: 16,000,000,000 yen

**Proposal 2: Election of eleven (11) Directors**

The terms of office of all twelve (12) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Bank proposes the election of eleven (11) Directors, including two (2) Outside Directors.

The candidates for Directors are as follows:

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)	April 1967      Joined the Bank	61,188
		June 1997      Director, General Manager, Credit Examination Division	
June 1998      Director, General Manager, Head Office Business Department			
June 2001      Managing Director			
June 2008      Senior Managing Director			
June 2010      President			
June 2015      Chairman (present position)			
[Reasons for selection as Director candidate] 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.			
2	Nobuhiro Doi (April 25, 1956)	April 1980      Joined the Bank	29,000
		June 2007      Director, General Manager, Personnel Division	
June 2008      Managing Director			
June 2010      Managing Director, General Manager, Head Office Business Department			
June 2012      Managing Director			
June 2015      President (present position)			
[Reasons for selection as Director candidate] 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.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
3	Masayuki Kobayashi (August 25, 1953)	April 1978	Joined the Bank	55,530
		June 2006	Director, General Manager, Treasury & Investment Division	
June 2008	Managing Director			
June 2012	Managing Director, General Manager, Head Office Business Department			
June 2014	Managing Director			
June 2015	Senior Managing Director (present position) In charge of Risk Management Division, Compliance Management Division, Business Administration Division, Business Operations Center, System Division, Internal Audit Division			
[Reasons for selection as Director candidate] Masayuki Kobayashi served as Director in charge of business management, treasury & investment, business administration & system, and others. He has served as Senior Managing Director since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank believes that Kobayashi has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.				
4	Junji Inoguchi (November 3, 1955)	April 1978	Joined the Bank	25,000
		June 2006	Director, Head of General Secretariat	
June 2008	Managing Director			
June 2015	Senior Managing Director (present position) In charge of Treasury & Investment Division, General Secretariat, Personnel Division, Kyoto Banking College, Tokyo Liaison Office			
[Reasons for selection as Director candidate] Junji Inoguchi served as Director in charge of business management, sales, credit examination, and others. He has served as Senior Managing Director since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank believes that Inoguchi has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.				
5	Masahiko Naka (June 20, 1960)	April 1985	Joined the Bank	14,000
		June 2011	General Manager, Public Institutions Division	
June 2012	Director, General Manager, Public Institutions Division			
June 2013	Director, General Manager, Credit Examination Division			
April 2014	Director, General Manager, Credit Examination Division, Head of Credit Strategy Office			
June 2014	Director, General Manager, Credit Examination Division			
June 2015	Managing Director (present position) In charge of Credit Examination Management (Credit Examination Division), Public Institutions Division, General Affairs Division			
[Reasons for selection as Director candidate] Masahiko Naka served as Manager in charge of sales and credit examination. He has served as Managing Director since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank believes that Naka has knowledge and experience being able to exercise business management of the Bank in an appropriate, fair, and efficient manner.				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
6	Hiroshi Hitomi (November 27, 1960)	April 1985 June 2009 June 2012 June 2014 June 2015	Joined the Bank General Manager, Head Office First Business Department Director, General Manager, Corporate Planning Division Director, General Manager, Head Office Business Department Managing Director, General Manager, Head Office Business Department (present position)	14,000
		<p>[Reasons for selection as Director candidate]</p> <p>Hiroshi Hitomi served as Manager in charge of business management and sales. He has served as Managing Director since June 2015 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>		
7	Masaya Anami (March 27, 1962)	April 1985 April 2011 June 2012 April 2013 June 2015	Joined the Bank General Manager, Corporate Banking Division Director, General Manager, Corporate Banking Division Director, General Manager, Business Support Division Managing Director (present position) In charge of Business Promotion Division, Business Support Division, Retail Banking Division	14,000
		<p>[Reasons for selection as Director candidate]</p> <p>Masaya Anami served as Manager in charge of sales. He has served as Managing Director since June 2015 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>		
8	Yasuo Kashihara (July 14, 1939)	April 1963 June 1992 February 1993 June 1994 June 1997 June 1998 June 2010 June 2015	Joined the Bank Director, General Manager, Business Development Division Director, General Manager, Personnel Division Managing Director Deputy President President Chairman Director & Counselor (present position)	122,604
		<p>[Reasons for selection as Director candidate]</p> <p>Yasuo Kashihara served as President of the Bank from June 1998 and Chairman from June 2010. He has served as Director &amp; Counselor since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank believes that Kashihara 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
9	Toshiro Iwahashi (December 12, 1961)	April 1986      Joined the Bank	11,000
		June 2008      General Manager, Corporate Planning Division	
June 2012      Sanjo Branch Manager			
June 2014      Director, Sanjo Branch Manager			
June 2015      Director, General manager, Credit Examination Division (present position)			
[Reasons for selection as Director candidate] Toshiro Iwahashi served as Manager in charge of business management and sales. He has served as Director since June 2014 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.			
10	Shinichi Nakama (December 19, 1942)	April 1977      Registered as Certified Public Accountant	7,000
		June 1977      Registered as Certified Tax Accountant	
September 1978      Head of Nakama CPA office (present position)			
October 1981      CPA, Chuo Audit Corporation			
June 1988      Representative Partner, Chuo Audit Corporation			
June 2005      Corporate Auditor of the Bank			
June 2015      Director of the Bank (present position)			
[Reasons for selection as Outside Director candidate] Shinichi Nakama has served as Outside Director since June 2015 and sufficiently fulfills his duties and responsibilities. The Bank hereby proposes the election of Nakama as Outside Director due to his considerable knowledge in finance and accounting as a certified public accountant and as a certified tax accountant. The Bank would like to have Nakama continue to utilize his experience and knowledge for the management of the Bank from an independent standpoint, based on 10 years of his experience as Outside Corporate Auditor of the Bank. Even though Nakama has never been involved in corporate management except as Outside Officer, the Bank believes that he could adequately carry out his duties as Outside Director, according to the above-mentioned reasons.			
11	Norikazu Koishihara (June 11, 1945)	May 1964      Member of Kyoto Prefectural Board of Education	0
		April 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 of the Bank (present position)			
[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. Even though Koishihara has never been involved in corporate management, the Bank believes that he could adequately carry out his duties as Outside Director, according to the above-mentioned reasons.			

Notes:

1. None of the above eleven (11) candidates have any special interest in the Bank.
2. Shinichi Nakama and Norikazu Koishihara 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 Nakama and Koishihara will be one year as of the conclusion of this Ordinary General Meeting of Shareholders.
3. Conclusion of Agreement Limiting Liability  
The Bank has entered into an Agreement Limiting Liability with each of Shinichi Nakama and Norikazu Koishihara. Limits on liability for damages under these agreements shall be set at liability amounts stipulated by laws and regulations. If the election of Nakama and Koishihara as Outside Directors is approved at this Ordinary General Meeting of Shareholders, the Bank plans to continue the said agreements with them.
4. Registration as Independent Officers  
Shinichi Nakama and Norikazu Koishihara satisfy the requirements for being independent officers in accordance with the Tokyo Stock Exchange (TSE)'s rules and regulations and are registered with the TSE as such. If the election of Nakama and Koishihara as Outside Directors is approved at this Ordinary General Meeting of Shareholders, the Bank plans to continue the appointments of Nakama and Koishihara as independent officers.
5. Please refer to the Bank's website for details (career summaries, photographs, and others) of the eleven (11) candidates for Directors.