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(Securities Code: 8346)
June 2, 2016

To Shareholders with Voting Rights:

Seishi Kitamura
President
The Toho Bank, Ltd.
3-25, Ohmachi, Fukushima City,
Fukushima, Japan

NOTICE OF CONVOCATION OF THE 113TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 113th Annual General Meeting of Shareholders of The Toho Bank, Ltd. (hereinafter the “Bank”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Thursday, June 23, 2016 at 5:15 p.m. Japan time

- Of the documents required to be attached to this notice of convocation, the following are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, posted on the Bank’s website and are therefore not included with this document.
 1. The Non-consolidated Statements of Changes in Net Assets
 2. The Notes to the Non-consolidated Financial Statements
 3. The Consolidated Statements of Changes in Net Assets
 4. The Notes to the Consolidated Financial Statements
(<http://www.tohobank.co.jp/ir/stocks/sokai.html>)
- Any updates to the Reference Documents and the Attached Documents for the General Meeting of Shareholders will be posted on the Bank’s website.
(<http://www.tohobank.co.jp/ir/stocks/sokai.html>)
- The notice of convocation of the Bank is posted on the Bank’s website and the website of the Tokyo Stock Exchange (<http://www.jpx.co.jp/>) (in Japanese and English).

- 1. Date and Time:** Friday, June 24, 2016 at 10:00 a.m. Japan time (reception begins at 9:00 a.m.)
- 2. Place:** 8F, Main Conference Room, Head Office of the Bank, 3-25, Ohmachi, Fukushima City, Fukushima, Japan
(Congestion is expected immediately before the meeting begins. It is requested to arrive early.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank's 113th Fiscal Year (from April 1, 2015 to March 31, 2016)
 2. Consolidated Financial Statements for the Bank's 113th Fiscal Year (from April 1, 2015 to March 31, 2016) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Four (4) Directors
- Proposal No. 3:** Election of Three (3) Audit & Supervisory Board Members
- Proposal No. 4:** Revision to Amount of Fixed-amount Remuneration for Outside Directors

Exercise of Voting Rights:

Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights via one of the following three methods.

Attending the General Meeting of Shareholders

Please submit the enclosed Voting Rights Exercise Form to the receptionist at the venue.

Date and time of General Meeting of Shareholders: Friday, June 24, 2016 at 10:00 a.m. Japan time

- Regarding attendance by proxy
If exercising voting rights via proxy, said voting rights may be exercised via one proxy who is also a shareholder that holds voting rights in the Bank.
- When attending the meeting, please bring this notice of convocation with you.

Exercise of Voting Rights in Writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the exercise deadline.

Postage is not required.

- (1) Indicate vote for or against the proposals
- (2) Cut off
- (3) Post

Exercise deadline: Thursday, June 23, 2016, at 5:15 p.m. Japan time

- If when exercising voting rights in writing, there is no indication for or against the proposals, your vote will be deemed to be for the proposals.

Duplicate Exercise of Voting Rights

- If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid.
- If you submit your vote multiple times via the Internet, only the most recent vote will be valid.
- If you submit in duplicate via computer and smartphone, only the most recent vote will be valid.

Inquiries regarding Exercise of Voting Rights

Mitsubishi UFJ Trust and Banking Corporation, Stock Transfer Agency Division (Help desk)

Toll free (within Japan) 0120-173-027 (Hours of operation: 9:00 am to 9:00 pm or 21:00, no fees)

For institutional investors

If you have registered ahead of time to utilize the Electronic Voting Rights Platform operated by ICJ, Inc., voting rights may be exercised via said Electronic Voting Rights Platform.

Exercise of Voting Rights via Electromagnetic Means (the Internet)

Exercise deadline: Valid for submissions by Thursday, June 23, 2016, at 5:15 p.m. Japan time

Please access the Bank's designated voting website (<http://www.evotep.jp/>) from a personal computer, smartphone, or cellular phone, etc., utilize the "Login ID" and "Temporary Password" printed on the Voting Rights Exercise Form, and indicate your vote for or against the proposals by following the on-screen instructions.

*Connection fees and transmission fees, etc., when utilizing the voting rights exercise website shall be borne by the shareholder.

*Depending on your Internet use environment, subscribed service, or device, it may not be possible to utilize the voting rights exercise website.

1. Access the voting rights exercise website
Top page of the "voting rights exercise website"
Voting rights exercise website: <http://www.evotep.jp/>
 - (1) Click "To next screen"
2. Log in
 - (2) Input the "Login ID" and "Temporary Password" printed on your Voting Right Exercise Form
 - (3) Click "Login"
3. Register password
 - (4) Input the new password in the "New password input field" and the "New password (confirmation) input field." Please take care not to forget your password.
 - (5) Click "Send"
4. From here, please vote for or against the proposals by following the on-screen instructions.

Proposal No. 1: Appropriation of Surplus

The Bank proposes the appropriation of surplus as follows.

1. Matters concerning year-end dividends

The dividend policy of the Bank is, in principle, to aim for further soundness of management by enhancing the amount of its internal reserves while continuing to provide stable dividends. To that end, the Bank works to provide returns of profits to shareholders in a flexible manner according to its business results. Under this policy, with regard to the year-end dividends for the 113th fiscal year, as the Bank will celebrate the 75th year of its founding on November 4, 2016, and in thanks to the continued patronage of shareholders, the Bank proposes 4.50 yen per share of common stock, including a commemorative dividend of 0.50 yen. As a result, combined with the interim dividend of 4 yen per share that has been paid out, full-year dividends will amount to 8.50 yen per share.

- (1) Matters concerning the allotment of dividend property to shareholders and the total amount 4.50 yen per share of common stock, for a total of 1,134,297,688 yen
(Includes ordinary dividend of 4 yen and commemorative dividend of 0.50 yen for the Bank's 75th anniversary)
- (2) Effective date of distribution of surplus
June 27, 2016

2. Other matters concerning the appropriation of surplus

Concerning other appropriation of surplus, in consideration of the future management environment and to strengthen the Bank's financial standing, the Bank proposes the following.

- (1) Item and the amount of surplus to be increased
General reserve 8,000,000,000 yen
- (2) Item and amount of surplus to be decreased
Retained earnings brought forward 8,000,000,000 yen

Proposal No. 2: Election of Four (4) Directors

The three (3) Directors of Kenichi Kogure, Satoshi Aji, and Kazuaki Ishii will resign at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, as substitutes, the election of four (4) Directors is proposed, including one (1) additional Outside Director with the aim of securing management transparency and further strengthening corporate governance.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1 (New)	Kiichi Yokoyama (Jul. 20, 1960)	<p>Apr. 1983 Joined the Bank</p> <p>Mar. 2003 Branch Manager, Takizawa Branch</p> <p>Mar. 2005 Branch Manager, Asaka Branch</p> <p>Jun. 2007 Branch Manager, Sendai Branch</p> <p>Mar. 2010 Branch Manager, Kencho (Prefectural Government) Branch</p> <p>Sep. 2011 General Manager in charge of Individual Finance Department</p> <p>Jun. 2012 Branch Manager, Kitakata Branch</p> <p>Mar. 2014 General Manager in charge of Personnel Department, and Section Manager, Personnel Section</p> <p>Sep. 2014 General Manager in charge of Personnel Department</p> <p>Jun. 2015 Executive Officer and General Manager, Personnel Department (To the present)</p> <p>Reasons for selection as candidate for Director From joining the Bank, Mr. Kiichi Yokoyama has been involved as a member of the Group in personnel and business, etc., possessing a wealth of operational experience and is well-versed in overall operations of the Bank. In the future, by utilizing this experience and knowledge in management from the standpoint of Director, the Bank expects him to strengthen the decision-making functions of the Board of Directors and the effectiveness of supervisory functions, and has designated him a candidate for Director.</p>	16,000 shares
2 (New)	Fumitoshi Kuge (Apr. 6, 1961)	<p>Apr. 1984 Joined the Bank</p> <p>Mar. 2004 Branch Manager, Loan Plaza Aizu Branch</p> <p>Mar. 2006 Branch Manager, Horai Branch</p> <p>Jun. 2008 Branch Manager, Koriyama-minami Branch</p> <p>Jul. 2009 Deputy General Manager, Personnel Department</p> <p>Jun. 2011 General Manager in charge of Personnel Department, and Deputy Manager, General Planning Department</p> <p>Sep. 2011 General Manager, Personnel Department</p> <p>Sep. 2012 Branch Manager, Onahama Branch</p> <p>Jun. 2015 Executive Officer and Branch Manager, Onahama Branch</p> <p>May 2016 Executive Officer and General Manager, Iwaki Main Office (To the present)</p> <p>Reasons for selection as candidate for Director From joining the Bank, Mr. Fumitoshi Kuge has been involved as a member of the Group in personnel and business, etc., possessing a wealth of operational experience and is well-versed in overall operations of the Bank. In the future, by utilizing this experience and knowledge in management from the standpoint of Director, the Bank expects him to strengthen the decision-making functions of the Board of Directors and the effectiveness of supervisory functions, and has designated him a candidate for Director.</p>	14,000 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
3 (New)	Tomohiro Komiya (Feb. 22, 1962)	<p>Apr. 1984 Joined the Bank</p> <p>Mar. 2003 Deputy General Manager, Headquarter Banking Promotion Department, and Section Manager, Public Relations Section</p> <p>Oct. 2003 Section Manager, Public Relations Section, Headquarter Banking Promotion Department</p> <p>Jun. 2005 Section Manager, Business Promotion Section, Business Promotion Department</p> <p>Jun. 2008 Branch Manager, Hokida Branch</p> <p>Jun. 2010 Branch Manager, Sukagawa Branch</p> <p>May 2014 Deputy General Manager, Business Promotion Headquarters</p> <p>Sep. 2014 Deputy General Manager, Business Promotion Headquarters, and General Manager, Business Administration Department</p> <p>Jun. 2015 Executive Officer and Deputy General Manager, Business Promotion Headquarters, and General Manager, Business Administration Department</p> <p>Sep. 2015 Executive Officer and Deputy General Manager, Business Promotion Headquarters (To the present)</p> <p>Reasons for selection as candidate for Director From joining the Bank, Mr. Tomohiro Komiya has been involved as a member of the Group in overall business, etc., possessing a wealth of operational experience and is well-versed in overall operations of the Bank. In the future, by utilizing this experience and knowledge in management from the standpoint of Director, the Bank expects him to strengthen the decision-making functions of the Board of Directors and the effectiveness of supervisory functions, and has designated him a candidate for Director.</p>	7,000 shares
4 (New) (Outside)	Hayao Watanabe (Jan. 12, 1956)	<p>Apr. 1979 Joined Japan Development Bank (current Development Bank of Japan Inc.)</p> <p>Apr. 1996 Section Manager, General Affairs Department</p> <p>Jun. 2003 General Manager, Finance Department</p> <p>Jun. 2005 General Manager, Research Department</p> <p>Jun. 2006 Branch Manager, Tohoku Branch</p> <p>Jun. 2009 Office Manager, Audit Office</p> <p>Jun. 2010 Full-time Corporate Auditor, KEIO PLAZA HOTEL CO., LTD. (To the present)</p> <p>Jun. 2012 Outside Corporate Auditor, Japan Economic Research Institute Inc. (To the present)</p> <p>[Significant concurrent positions] Full-time Corporate Auditor, KEIO PLAZA HOTEL CO., LTD. Outside Corporate Auditor, Japan Economic Research Institute Inc.</p> <p>Reasons for selection as candidate for Outside Director Mr. Hayao Watanabe possesses wide insights and a wealth of experience in overall fiscal policy through serving as Branch Manager, Tohoku Branch of the Development Bank of Japan and Office Manager of the Audit Office of the said Bank, etc., and the Bank expects him to check functions for the Board of Directors from an objective and neutral standpoint based on advanced insights, and has designated him a candidate for Director.</p>	0 shares

- (Notes)
1. There is no special interest relationship between the candidates and the Bank.
 2. Mr. Hayao Watanabe is a candidate for Outside Director.
 3. Liability limitation agreements with Outside Directors
As stipulated in Article 32 of the Articles of Incorporation of the Bank, to enable Outside Directors to fully execute their expected roles, the Bank allows for the conclusion of liability limitation agreements with Outside Directors that limit their liability to the amounts defined in laws and regulations. If the election of Mr. Hayao Watanabe is approved at this General Meeting of Shareholders, the Bank plans to continue with his agreements.
 4. Mr. Hayao Watanabe is a relative to within the third degree of an executor of business at Aizu Shuzou Co., Ltd., a major transaction partner of the Bank.

Proposal No. 3: Election of Three (3) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Takao Endo, Shinsuke Tanno, and Kazufumi Ioki will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three (3) Audit & Supervisory Board Members is proposed.

This proposal has been approved by the Audit & Supervisory Board.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
1 (Reelection)	Takao Endo (Apr. 17, 1958)	<p>Apr. 1981 Joined the Bank</p> <p>Mar. 2000 Deputy General Manager, Personnel Department, and Section Manager, Personnel Section</p> <p>Mar. 2002 Branch Manager, Shiokawa Branch</p> <p>Jun. 2003 Branch Manager, Mito Branch</p> <p>Mar. 2006 Branch Manager, Kencho (Prefectural Government) Branch</p> <p>Jun. 2007 Deputy General Manager, Corporate Banking Department, and General Manager, Official Affairs Office</p> <p>Mar. 2008 Deputy General Manager, Audit Department</p> <p>Mar. 2010 General Manager, Operations Support Department, Business Operations Headquarters</p> <p>Jan. 2012 General Manager, Operations Support Department, Business Operations Headquarters, and General Manager, Business Operations Support Center</p> <p>Mar. 2012 General Manager, Operations Support Department, Business Operations Headquarters</p> <p>Jun. 2013 Full-time Audit & Supervisory Board Member (To the present)</p> <p>Reasons for selection as candidate for Audit & Supervisory Board Member</p> <p>From joining the Bank, Mr. Takao Endo has been involved as a member of the Group in personnel, audit, and overall administrative management, etc., possessing a wealth of operational experience and is well-versed in overall operations of the Bank. Additionally, as he has a wealth of audit experience as a Full-time Audit & Supervisory Board Member of the Bank, he has been judged to be an appropriate person to conduct audit operations toward the Bank striving for continuous improvement in corporate value, and has been designated a candidate for Audit & Supervisory Board Member.</p>	49,000 shares

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
2 (Reelection)	Shinsuke Tanno (Mar. 14, 1954)	<p>Apr. 1977 Joined the Bank</p> <p>Mar. 1997 Senior Deputy Branch Manager, Koriyama Branch, and Section Manager, Loan Section</p> <p>Jun. 1997 Branch Manager, Takizawa Branch</p> <p>Mar. 1999 Deputy Manager, Credit Department</p> <p>Mar. 2000 Deputy Manager, Credit Department, and Section Manager, Credit Section I</p> <p>Jun. 2002 Branch Manager, Yabuki Branch</p> <p>Jun. 2004 Assistant to Manager, Personnel Department</p> <p>Jun. 2006 General Manager, General Affairs Department</p> <p>Jun. 2007 Branch Manager, Taira Branch</p> <p>Jun. 2008 Director and Branch Manager, Taira Branch</p> <p>Jun. 2011 Managing Director and Branch Manager, Taira Branch</p> <p>Jul. 2011 Managing Director and Branch Manager, Koriyama Branch</p> <p>Mar. 2013 Managing Director and General Manager, Business Promotion Headquarters, General Manager, Business Administration Department, and General Manager, Credit Card Business Department</p> <p>Jun. 2013 Senior Managing Director and General Manager, Business Promotion Headquarters, General Manager, Business Administration Department, and General Manager, Credit Card Business Department</p> <p>Sep. 2013 Senior Managing Director and General Manager, Business Promotion Headquarters</p> <p>Jun. 2015 Full-time Audit & Supervisory Board Member (To the present)</p> <p>Reasons for selection as candidate for Audit & Supervisory Board Member</p> <p>From joining the Bank, Mr. Shinsuke Tanno has been involved as a member of the Group in audit and general affairs, etc., possessing a wealth of operational experience and is well-versed in overall operations of the Bank. Additionally, as he has management experience as a Director and a wealth of audit experience as a Full-time Audit & Supervisory Board Member of the Bank, he has been judged to be an appropriate person to conduct audit operations toward the Bank striving for continuous improvement in corporate value, and has been designated a candidate for Audit & Supervisory Board Member.</p>	64,232 shares

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Bank held
3 (New) (Outside) (Independent)	Takashi Fujiwara (Nov. 8, 1948)	<p>Apr. 1972 Joined Ministry of Finance</p> <p>Jul. 1977 General Manager, Yonezawa Tax Office</p> <p>Jun. 1989 General Manager, Research Department I, Tokyo Regional Taxation Bureau</p> <p>Jul. 1992 Section Manager, Research Section, Bureau of Taxation</p> <p>Jul. 1993 Section Manager, Securities Market Section, Securities Bureau</p> <p>Section Manager, Securities Operations Section</p> <p>Jul. 1996 Section Manager, General Affairs Section</p> <p>Jul. 1998 Bureau Manager, Tohoku Local Finance Bureau</p> <p>Jul. 1999 Deputy Director-General, Secretariat Section, Financial Supervisory Agency</p> <p>Jul. 2000 Deputy Director-General, General Affairs Planning Bureau, Financial Services Agency (In charge of General Affairs)</p> <p>Jul. 2002 Bureau Manager, General Affairs Planning Bureau</p> <p>Sep. 2003 Vice Chairperson, General Insurance Rating Organization of Japan</p> <p>Jul. 2006 Director and Representative Executive Chairman, Jasdq Securities Exchange, Inc.</p> <p>Jun. 2008 Corporate Auditor, Electric Power Development Co., Ltd.</p> <p>Jun. 2009 Senior Corporate Auditor, Electric Power Development Co., Ltd.</p> <p>Jul. 2014 Advisor, NIPPONKOA Insurance Co., Ltd. (currently Sampo Japan Nipponkoa Insurance Inc.) (To the present)</p> <p>[Significant concurrent positions] Advisor, NIPPONKOA Insurance Co., Ltd. (currently Sampo Japan Nipponkoa Insurance Inc.)</p> <p>Reasons for selection as candidate for Outside Audit & Supervisory Board Member</p> <p>Mr. Takashi Fujiwara served as Bureau Manager of Tohoku Local Finance Bureau, and Bureau Manager of General Affairs Planning Bureau of the Financial Services Agency, in addition to serving as Director and Representative Executive Chairman of a securities exchange, possessing a wealth of experience in significant positions and exceptionally wide views, and the Bank expects him to provide objective audit and supervision for the Bank's audits from a specialized viewpoint, and has designated him a candidate for Audit & Supervisory Board Member.</p>	0 shares

- (Notes)
1. There is no special interest between the candidates and the Bank.
 2. Mr. Takashi Fujiwara is a candidate for Outside Audit & Supervisory Board Member and if his election is approved as proposed, he will be deemed as an Independent Auditor as stipulated by the Tokyo Stock Exchange.
 3. Liability limitation agreements with Outside Audit & Supervisory Board Member
As stipulated in Article 42 of the Articles of Incorporation of the Bank, to enable Outside Audit & Supervisory Board Members to fully execute their expected roles, the Bank allows for the conclusion of liability limitation agreements with Outside Audit & Supervisory Board Members that limit their liability to the amounts defined in laws and regulations. If the election of Mr. Takashi Fujiwara is approved at this General Meeting of Shareholders, the Bank plans to continue with his agreements.

Proposal No. 4: Revision to Amount of Fixed-amount Remuneration for Outside Directors

The Bank's remuneration structure for Directors comprises of fixed-amount remuneration and performance-linked remuneration

Fixed-amount remuneration for Directors of the Bank was approved by the 112th Annual General Meeting of Shareholders held on June 24, 2015, to be within 350 million yen per year (including 25 million yen per year for Outside Directors), but if Proposal 2 is approved in its original form, the number of Outside Directors will increase by one (1) person to three (3) persons, and without modifying the amount for fixed-amount remuneration, the Bank proposes revising remuneration to be within 350 million yen per year (including 35 million yen per year for Outside Directors). The Bank also requests that the decision regarding the payment amount to each Director be entrusted to the Board of Directors.

As in the past, the fixed-amount remuneration amounts shall not include the portion of payment for employees of the Directors who concurrently serve as regular employees.

There are currently thirteen (13) incumbent Directors (including two (2) Outside Directors), and the number of Directors will be fourteen (14) (including three (3) Outside Directors) if Proposal No. 2 is approved in its original form at this General Meeting of Shareholders.