

[Translation]

(Securities Code: 8354)

June 4, 2015

Dear Shareholders:

Takashige Shibato
Director & President
Fukuoka Financial Group, Inc.
8-3, Otemon 1-Chome, Chuo-ku, Fukuoka



**Notice of Convocation of the
8th Annual Shareholders Meeting**

This is to inform you that the 8th Annual Shareholders Meeting will be held as described below. You are cordially invited to attend the meeting.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc. after careful examination of the Reference Documents for the Annual Shareholders Meeting contained herein.

1. Date and time: June 26, 2015 (Friday) at 10:00 a.m.
2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka
*As we will be holding a convivial gathering for the shareholders after the Shareholders Meeting at the same place, we hope that you will be able to remain and attend this gathering.
3. Purposes:
Matters to be reported:
 1. 8th business year (April 1, 2014 through March 31, 2015) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
 2. 8th business year (April 1, 2014 through March 31, 2015) Non-Consolidated Financial StatementsMatters to be acted upon:
 - Agenda No. 1 Appropriation of Surplus
 - Agenda No. 2 Election of Fourteen (14) Directors
 - Agenda No. 3 Election of Two (2) Audit & Supervisory Board Members
 - Agenda No. 4 Election of Two (2) Substitute Audit & Supervisory Board Members

Guidance on Exercise of Voting Rights

Exercise of Voting Rights by Attending the Meeting	Exercise of Voting Rights in Writing	Exercise of Voting Rights via the Internet, etc.
<p>If you attend the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist.</p> <p>Date and time of meeting: 10:00 a.m. on June 26, 2015 (Friday)</p>	<p>Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval of the agendas and return the Form so as to ensure that such completed Form reaches Transfer Agent Department of Japan Securities Agents, Ltd.</p> <p>Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 25, 2015 (Thursday)</p>	<p>Please access the website for exercise of voting rights (http://www.e-sokai.jp) and follow the on-screen instructions to indicate your approval or disapproval of the agendas.</p> <p>Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 25, 2015 (Thursday)</p> <p><For further details, please refer to page 16></p>

- (1) Treatment of voting rights exercised multiple times
Should you exercise your voting rights “in writing,” and also “via the Internet, etc.,” the vote cast “via the Internet, etc.,” shall be deemed to be the valid vote regardless of the time the Voting Rights Exercise Form reaches Japan Securities Agents, Ltd.
If you exercise your voting rights via the Internet, etc. multiple times, the last vote cast shall be the valid vote.
- (2) Exercise of voting rights through a proxy
If you wish to exercise your voting rights through a proxy, such proxy must be a shareholder with voting rights. You may appoint only one (1) proxy.

.....

* Of the documents to be provided with this Notice of Convocation, “6. System to Ensure Appropriate Business Operations” of the Business Report as well as “Notes on Consolidated Financial Statements” and “Notes on Non-Consolidated Financial Statements” are omitted as they are posted on the Company website (<http://www.fukuoka-fg.com/>) in accordance with the applicable laws, regulations and Article 24 of the Company’s Articles of Incorporation. Therefore, the attached documents of this Notice of Convocation are a part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Accounting Auditor for the purpose of the preparation of Audit Report, as well as a part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Audit & Supervisory Board for the purpose of the preparation of Audit Report.

* If any revisions are made to Reference Documents for the Annual Shareholders Meeting, and Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, the revisions will be posted on the Company website (<http://www.fukuoka-fg.com/>).

Contents

<u>Notice of Convocation of the 8th Annual Shareholders Meeting</u>	<u>1</u>
<u>Contents</u>	<u>3</u>
<u>Reference Documents for the Annual Shareholders Meeting</u>	<u>4</u>
<u>Agenda No. 1 Appropriation of Surplus</u>	<u>4</u>
<u>Agenda No. 2 Election of Fourteen (14) Directors</u>	<u>5</u>
<u>Agenda No. 3 Election of Two (2) Audit & Supervisory</u>	
<u>Board Members</u>	<u>13</u>
<u>Agenda No. 4 Election of Two (2) Substitute Audit & Supervisory</u>	
<u>Board Members</u>	<u>14</u>
<u>Guidance on Exercise of Voting Rights via the Internet, etc.</u>	<u>16</u>
<u>Map to the meeting place of the Annual Shareholders Meeting</u>	<u>17</u>

Reference Documents for the Annual Shareholders Meeting

Agendas and Reference Materials

Agenda No. 1 Appropriation of Surplus

The agenda for the appropriation of surplus is as stated below.

Matters concerning year-end dividends

The Company, which aims to continually enhance its corporate value and further strengthen its corporate constitution, introduced a performance-linked dividend policy based on the premise of stable distributions of dividends in an effort to provide ample returns of profits to its valued shareholders and, with respect to the common shares of the Company, a dividend will be determined in accordance with the level of consolidated net income for the year.

(1) Type of dividend property

Cash

(2) Matters concerning allocation and total amount of dividend property

With respect to the year-end dividend for common shares for the year under review, the Company proposes to pay ¥6 per share (the annual dividend for the year under review, including the interim dividend, is ¥12 per share).

In this case, the total amount of year-end dividends for common shares is ¥5,153,593,698 (the total amount of dividends for the year under review, including the interim dividends, is ¥10,307,363,556).

With respect to the year-end preferred dividend for Class 1 Preferred Shares for the year under review, the Company proposes to pay ¥7 per share (the annual dividend for the year under review, including the interim dividend, is ¥14 per share).

In this case, the total amount of the year-end dividends for Class 1 Preferred Shares is ¥131,194,000 (the total amount of dividends for the year under review, including the interim dividends, is ¥262,388,000).

(3) Date on which dividends from surplus shall be effective

The Company proposes June 29, 2015.

Agenda No. 2 Election of Fourteen (14) Directors

In order to fill the vacant offices of all the fourteen (14) Directors, whose terms of office will expire upon the conclusion of this Annual Shareholders Meeting, we ask for the election of fourteen (14) Directors, all of whom fourteen (14) are candidates for reelection.

The candidates for Directors are as follows:

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
1	Masaaki Tani Born on January 23, 1943	<p>April 1966: Joined The Bank of Fukuoka, Ltd.</p> <p>June 1993: Director & General Manager of the Corporate Planning Division of the said bank</p> <p>June 1995: Managing Director of the said bank</p> <p>June 1999: Senior Managing Director of the said bank</p> <p>April 2000: Director & Deputy President of the said bank</p> <p>April 2005: Director & President of the said bank</p> <p>April 2007: Chairman of the Board & President of Fukuoka Financial Group, Inc.</p> <p>April 2009: Chairman of the Board, President & Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2014: Chairman of the Board of Fukuoka Financial Group, Inc. (present position)</p> <p>June 2014: Chairman of the Board of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Chairman of the Board of The Bank of Fukuoka, Ltd.</p>	Common shares: 56,000 shares
2	Takashige Shibato Born on March 13, 1954	<p>April 1976: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2003: Director & General Manager of the Corporate Planning Division of the said bank</p> <p>April 2005: Managing Director of the said bank</p> <p>June 2006: Director & Managing Executive Officer of the said bank</p> <p>April 2007: Director & Senior Executive Officer of the said bank</p> <p>April 2007: Director of Fukuoka Financial Group, Inc.</p> <p>April 2009: Director & Executive Officer of Fukuoka Financial Group, Inc.</p> <p>April 2010: Director & Deputy President of The Bank of Fukuoka, Ltd.</p> <p>April 2011: Director of The Shinwa Bank, Ltd.</p> <p>April 2012: Director, Deputy President & Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2014: Director, President & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>June 2014: Director & President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & President of The Bank of Fukuoka, Ltd.</p>	Common shares: 52,047 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
3	Takashi Yoshikai Born on December 14, 1953	<p>April 1977: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2005: Director & General Manager of the Corporate Planning Division of the said bank</p> <p>June 2006: Executive Officer & General Manager of the Corporate Planning Division of the said bank</p> <p>November 2006: Managing Executive Officer of the said bank</p> <p>December 2006: Director & Managing Executive Officer of the said bank</p> <p>April 2007: Director of Fukuoka Financial Group, Inc.</p> <p>April 2009: Director & Executive Officer of Fukuoka Financial Group, Inc.</p> <p>April 2010: Director & Senior Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2011: Director & Deputy President of the said bank (present position)</p> <p>April 2011: Director of The Kumamoto Family Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>April 2012: Director, Deputy President & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>(Divisions in charge of at the Company) Executive Secretariat, Internal Audit Division (Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd.</p>	Common shares: 28,000 shares
4	Masayuki Aoyagi Born on September 28, 1955	<p>April 1978: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2006: Executive Officer & General Manager of the Treasury Division of the said bank</p> <p>April 2009: Director, Managing Executive Officer & General Manager of the Treasury Division of the said bank</p> <p>April 2009: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>April 2011: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>June 2011: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>April 2014: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Division in charge of at the Company) Corporate Planning Division (Treasury Department), Quality Administration Division, Sales Planning Division (International Strategic Planning Group) (Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd.</p>	Common shares: 34,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
5	Yasuhiko Yoshida Born on February 26, 1957	<p>April 1979: Joined The Bank of Fukuoka, Ltd.</p> <p>July 2007: Executive Officer & General Manager of the Corporate Planning Division of the said bank</p> <p>October 2007: Executive Officer & General Manager of the Business Administration Division of the said bank</p> <p>April 2009: Executive Officer & General Manager of the Head Office Business Promotion Division of the said bank</p> <p>April 2011: Director & Managing Executive Officer of the said bank</p> <p>April 2011: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2012: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>April 2014: Director & Senior Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>April 2014: Director of The Shinwa Bank, Ltd. (present position)</p> <p>(Division in charge of at the Company) Corporate Planning Division (excluding Treasury Department), General Affairs and Public Relations Division (Status of material concurrent positions) Director & Senior Executive Officer of The Bank of Fukuoka, Ltd. Non-Executive Director of The Shinwa Bank, Ltd.</p>	Common shares: 27,150 shares
6	Yuji Shirakawa Born on January 12, 1957	<p>April 1981: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2009: Executive Officer & General Manager of Kitakyushu Business Promotion Division of the said bank</p> <p>April 2011: Director, Managing Executive Officer & Executive General Manager of Kitakyushu Administrative Headquarters of the said bank</p> <p>April 2013: Director & Managing Executive Officer of the said bank</p> <p>April 2013: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>April 2014: Director & Senior Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2014: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>(Status of material concurrent positions) Director & Senior Executive Officer of The Bank of Fukuoka, Ltd.</p>	Common shares: 20,144 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
7	Yasuaki Morikawa Born on February 4, 1958	<p>April 1981: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2010: Executive Officer & General Manager of the Business Administration Division of the said bank</p> <p>July 2011: Executive Officer & General Manager of the Business Administration Division and Quality Administration Division of the said bank</p> <p>April 2012: Director & Managing Executive Officer of the said bank (present position)</p> <p>April 2012: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2014: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>(Divisions in charge of at the Company) Human Resources Administration Division, Operations Administration Division, IT Administration Division (CIO), Risk Administration Division (Risk Administration Group)</p> <p>(Status of material concurrent positions) Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p>	Common shares: 20,000 shares
8	Ei Takeshita Born on January 15, 1951	<p>April 1974: Joined The Kumamoto Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>June 2002: Executive Officer & General Manager of Credit Management Division No.2, Credit Management Headquarters of the said bank</p> <p>June 2003: Director of the said bank</p> <p>June 2007: Director & Managing Executive Officer of the said bank</p> <p>April 2010: Director & Senior Executive Officer of the said bank</p> <p>April 2014: Director & President of the said bank (present position)</p> <p>April 2014: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2014: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>(Status of material concurrent positions) Director & President of The Kumamoto Bank, Ltd.</p>	Common shares: 43,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
9	Fumio Sakurai Born on December 3, 1954	<p>April 1977: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2005: Director & General Manager of the Operations Administration Division of the said bank</p> <p>October 2005: Director & General Manager of the Internal Audit Division of the said bank</p> <p>June 2006: Executive Officer & General Manager of the Internal Audit Division of the said bank</p> <p>April 2007: Executive Officer & General Manager of the Human Resources Division of the said bank</p> <p>October 2007: Executive Officer & General Manager of the Human Resources Administration Division of Fukuoka Financial Group, Inc.</p> <p>April 2009: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2009: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2009: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>April 2011: Director & Senior Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2012: Director & Deputy President of the said bank</p> <p>April 2014: Director & Deputy President of The Kumamoto Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & Deputy President of The Kumamoto Bank, Ltd.</p>	Common shares: 31,000 shares
10	Noritaka Murayama Born on January 24, 1954	<p>April 1977: Joined The Higo Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>June 2005: Executive Officer & General Manager of the 1st Credit Management Division of the said bank</p> <p>April 2006: Executive Officer & General Manager of the Operations Administration Division of the said bank</p> <p>April 2009: Executive Officer & General Manager of the Corporate Administration Division of the said bank</p> <p>April 2010: Director & Managing Executive Officer of the said bank (present position)</p> <p>June 2010: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>(Status of material concurrent positions) Director & Managing Executive Officer of The Kumamoto Bank, Ltd.</p>	Common shares: 19,434 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
11	Shunsuke Yoshizawa Born on February 8, 1956	<p>April 1978: Joined The Shinwa Bank, Ltd.</p> <p>June 2006: Executive Officer & General Manager of the Head Office Business Promotion Division of the said bank</p> <p>March 2007: Executive Officer & General Manager of the Credit Evaluation Division of the said bank</p> <p>June 2007: Managing Executive Officer & General Manager of the Corporate Planning Division of the said bank</p> <p>August 2007: Managing Executive Officer & General Manager of the Corporate Planning Division and Quality Administration Division of the said bank</p> <p>August 2007: Director of Fukuoka Financial Group, Inc.</p> <p>October 2007: Director & Senior Executive Officer of The Shinwa Bank, Ltd.</p> <p>April 2009: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>April 2014: Director & President of The Shinwa Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & President of The Shinwa Bank, Ltd.</p>	Common shares: 16,000 shares
12	Satoru Fukuda Born on February 11, 1954	<p>April 1978: Joined The Bank of Fukuoka, Ltd.</p> <p>November 2006: Executive Officer & General Manager of the Sales Planning Division of the said bank</p> <p>April 2009: Executive Officer & General Manager of the Credit Supervision Division I of the said bank</p> <p>April 2010: Director & Managing Executive Officer and General Manager of the Business Solution Division of the said bank</p> <p>April 2012: Director & Managing Executive Officer and Executive General Manager of Kyushu Business Division of the said bank</p> <p>April 2013: Director & Senior Executive Officer of The Shinwa Bank, Ltd.</p> <p>April 2013: Executive Officer of Fukuoka Financial Group, Inc.</p> <p>June 2013: Director & Executive Officer of Fukuoka Financial Group, Inc. (present position)</p> <p>April 2014: Director & Deputy President of The Shinwa Bank, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director & Deputy President of The Shinwa Bank, Ltd.</p>	Common shares: 33,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
13	Ryuji Yasuda Born on April 28, 1946	<p>July 1976: Joined Morgan Guaranty Trust Company, NY (currently J.P. Morgan Chase & Company)</p> <p>January 1979: Joined McKinsey & Company, Inc.</p> <p>June 1986: Partner of the said company</p> <p>June 1996: General Representative for Asia region of A. T. Kearney, Inc.</p> <p>June 2003: Director & Chairman of J-Will Partners Co., Ltd.</p> <p>June 2003: Director of Daiwa Securities Group Inc. (present position)</p> <p>April 2004: Professor of Hitotsubashi University Graduate School of International Corporate Strategy (present position)</p> <p>June 2006: Director of The Bank of Fukuoka, Ltd. (present position)</p> <p>April 2007: Director of Fukuoka Financial Group, Inc. (present position)</p> <p>June 2007: Director of Sony Corporation</p> <p>June 2008: Director of Sony Financial Holdings Inc.</p> <p>June 2009: Director of YAKULT HONSHA CO., LTD. (present position)</p> <p>June 2011: Audit & Supervisory Board Member of The Asahi Shimbun Company (present position)</p> <p>June 2013: Director of ORIX Corporation (present position)</p> <p>(Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd.</p>	Common shares: 20,000 shares
14	Hideaki Takahashi Born on March 22, 1948	<p>August 1974: Joined NCR Corporation (US)</p> <p>March 1992: Vice President & Representative Director of NCR Japan, Ltd.</p> <p>December 1997: Senior Vice President of NCR Corporation (US)</p> <p>March 2000: Vice President & Representative Director of Fuji Xerox Co., Ltd.</p> <p>January 2006: Project Professor of the Graduate School of Media and Governance of Keio University (present position)</p> <p>June 2006: Director of The Bank of Fukuoka, Ltd. (present position)</p> <p>April 2007: Director of Fukuoka Financial Group, Inc. (present position)</p> <p>June 2007: Director of NEC Corporation</p> <p>June 2014: Director of ORIX Corporation (present position)</p> <p>(Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd.</p>	Common shares: 13,000 shares

- (Notes)
1. No special interests exist between the candidates for the positions of Directors and the Company.
 2. Ryuji Yasuda and Hideaki Takahashi are Non-Executive Directors of a business operator that has a special relationship with the Company (a subsidiary of the Company).
 3. Ryuji Yasuda and Hideaki Takahashi are candidates for External Directors. They are independent directors as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.

4. The reasons for appointment of the candidates for External Directors are as follows:
 - (1) Ryuji Yasuda, who held positions as a Partner of McKinsey & Company, Inc. and a general representative for Asia region of A. T. Kearney, Inc., is appointed as a candidate for External Director in the hope that he will be able to utilize his abundant business experience and knowledge, etc. that he has cultivated for the management of the Company.
 - (2) Hideaki Takahashi, who held positions as the Senior Vice President of NCR Corporation (US) and the Vice President & Representative Director of Fuji Xerox Co., Ltd., and therefore, has great knowledge of the IT-related field, is appointed as a candidate for External Director in the hope that he will be able to utilize his specialized knowledge and broad and international experience, etc. for the management of the Company.
5. Both Ryuji Yasuda and Hideaki Takahashi are External Directors for the Company with terms of office of 8 years and 3 months as of the conclusion of this Annual Shareholders Meeting.
6. Liability Limitation Agreements with External Directors

The Company has executed an agreement with each External Director to the effect that the liability of each External Director shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Company Law, as long as such External Director has been in good faith and without gross negligence in performing in his duties. If elected as External Directors at this Annual Shareholders Meeting, the Company shall continue said agreement with each External Director, respectively.

Agenda No. 3 Election of Two (2) Audit & Supervisory Board Members

The terms of office of Masahiko Tsuchiya, Tsuguo Nagao and Masayoshi Nuki of the current four (4) Audit & Supervisory Board Members will expire upon the conclusion of this Annual Shareholders Meeting. In order to fill the vacant offices of them, we ask for the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board approved this Agenda.

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

Candidate No.	Name Date of Birth	Career Summary and Position at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
1	* Hidemitsu Ishiuchi Born on January 5, 1960	<p>April 1983: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2010: General Manager of the Credit Administration Division of the said bank</p> <p>April 2010: General Manager of the Risk Administration Division of Fukuoka Financial Group, Inc.</p> <p>April 2012: General Manager of the Internal Audit Division of The Bank of Fukuoka, Ltd.</p> <p>April 2013: General Manager of the Internal Audit Division of Fukuoka Financial Group, Inc.</p> <p>April 2015: Senior Manager of the Human Resources Division of The Bank of Fukuoka, Ltd. (present position)</p>	Common shares: 9,000 shares
2	* Hideo Yamada Born on February 23, 1955	<p>April 1981: Joined Mitsubishi Research Institute, Inc.</p> <p>April 1989: Joined Systems Science Institute of Waseda University</p> <p>April 1997: Professor at the said institute</p> <p>June 2001: Audit & Supervisory Board Member of Yamanouchi Pharmaceutical Co., Ltd.</p> <p>April 2005: Audit & Supervisory Board Member of Astellas Pharma Inc.</p> <p>April 2007: Professor of Graduate School of Commerce of Waseda University (present position)</p> <p>June 2011: Audit & Supervisory Board Member of NEC Corporation (present position, scheduled to retire on June 22, 2015)</p>	- shares

- (Notes)
- * denotes newly appointed candidates for the positions of Audit & Supervisory Board Members.
 - No special interests exist between the candidates for the positions of Audit & Supervisory Board Members and the Company.
 - Hideo Yamada is a candidate for External Audit & Supervisory Board Member. He is scheduled to be designated as an independent auditor as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.
 - The reason for appointment of the candidate for External Audit & Supervisory Board Member is as follows: Although Hideo Yamada has not been directly involved in the management of a corporation, he is appointed as a candidate for External Audit & Supervisory Board Member on the judgment that he is able to provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance of the operation executions of the Company with a high level of insight and extensive experience on business management strategies as well as finance and accounting.
 - Liability Limitation Agreements with External Audit & Supervisory Board Members
The Company plans to execute an agreement with Hideo Yamada, should he assume office as an External Audit & Supervisory Board Member, to the effect that the liability of the Audit & Supervisory Board Member shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Company Law, as long as such External Audit & Supervisory Board Member has been in good faith and without gross negligence in performing his duties.

Agenda No. 4 Election of Two (2) Substitute Audit & Supervisory Board Members

Since the terms of the current Substitute Audit & Supervisory Board Members are in effect until this Annual Shareholders Meeting, in preparation for instances in which the number of Audit & Supervisory Board Members is short of the statutory minimum, we ask for the election of two (2) Substitute Audit & Supervisory Board Members as per Article 329, Paragraph 3 of the Company Law.

The following are the candidates for Substitute Audit & Supervisory Board Members: Masahiko Tsuchiya is the candidate for substitute for Audit & Supervisory Board Member Hidemitsu Ishiuchi (subject to the approval of the Agenda No.3 “Election of Two (2) Audit & Supervisory Board Members”) and Masaki Konishi is the candidate for substitute for External Audit & Supervisory Board Member Fumihide Sugimoto and External Audit & Supervisory Board Member Hideo Yamada (subject to the approval of the Agenda No.3 “Election of Two (2) Audit & Supervisory Board Members”). This resolution for election of substitutes will remain in effect until the next Annual Shareholders Meeting.

The Audit & Supervisory Board approved this Agenda.

Candidate No.	Name Date of Birth	Career Summary and Position at the Company (Status of material concurrent positions)	Number of Shares of the Company Owned
1	Masahiko Tsuchiya Born on November 30, 1955	<p>April 1979: Joined The Bank of Fukuoka, Ltd.</p> <p>January 2002: General Manager of the Risk Auditing Office of the Inspection Division of the said bank</p> <p>April 2005: General Manager of Kokura Branch of the said bank</p> <p>November 2006: Executive General Manager of Kurume Business Promotion Division of the said bank</p> <p>April 2008: Executive Officer & Executive General Manager of Ken-nan District Administrative Headquarters of the said bank</p> <p>June 2011: Audit & Supervisory Board Member of Fukuoka Financial Group, Inc. (present position, scheduled to retire on June 26, 2015)</p> <p>(Status of material concurrent positions) Audit & Supervisory Board Member of The Bank of Fukuoka, Ltd. (scheduled to assume office on June 26, 2015)</p>	Common shares: 26,216 shares
2	Masaki Konishi Born on August 7, 1970	<p>April 1997: Joined Tsunematsu Yanase & Sekine</p> <p>April 1997: Registered as lawyer</p> <p>September 2001: Simpson Thacher & Bartlett LLP (New York)</p> <p>September 2002: Linklaters (London)</p> <p>January 2006: Partner of Nagashima Ohno & Tsunematsu (present position)</p>	- shares

- (Notes)
- No special interests exist between the candidates for the positions of Substitute Audit & Supervisory Board Members and the Company.
 - Masahiko Tsuchiya will retire from Audit & Supervisory Board Member of the Company upon the conclusion of this Annual Shareholders Meeting due to the expiration of his term of office and assume office as an Audit & Supervisory Board Member of The Bank of Fukuoka, Ltd., a business operator that has a special relationship with the Company (a subsidiary of the Company) as of June 26, 2015.
 - Masaki Konishi is a candidate for Substitute External Audit & Supervisory Board Member.
 - The reason for appointment of the candidate for Substitute External Audit & Supervisory Board Member is as follows:
Although Masaki Konishi has not been directly involved in the management of a corporation, he is appointed as a candidate for Substitute External Audit & Supervisory Board Member on the judgment that he is able to provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance of the operational executions of the Company with a high level of insight and extensive experience as a lawyer with respect to legal compliance including finance-related laws and regulations.
 - Liability Limitation Agreements with Substitute External Audit & Supervisory Board Members
The Company plans to execute an agreement with Masaki Konishi, should he assume office as an External Audit & Supervisory Board Member, to the effect that the liability of the External Audit & Supervisory Board Member

shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Company Law, as long as such External Audit & Supervisory Board Member has been in good faith and without gross negligence in performing his duties.

Guidance on Exercise of Voting Rights via the Internet, etc.

Matters to Be Noted before Exercising Your Voting Rights via the Internet, etc.

You may exercise your voting rights via the Internet only by accessing the site for exercising the voting rights (<http://www.e-sokai.jp>) designated by the Company from your personal computer.

- * When exercising your voting rights via the Internet, you will be required to enter the “Voting Rights Exercise Code” and the “Password” shown on the enclosed Voting Rights Exercise Form. Then indicate your approval or disapproval of the agendas by following the on-screen instructions.

Deadline for Exercise of Voting Rights via the Internet, etc.

Votes will be accepted until 5:00 p.m. on June 25, 2015 (Thursday). However, you are cordially requested to exercise your voting rights earlier.

1. Access to Website
The site for exercising the voting rights (<http://www.e-sokai.jp>)
Click “Go to Next”
2. Log in
Enter the “Voting Rights Exercise Code” shown on your Voting Rights Exercise Form and click “Log-in”
3. Entry of Password
Enter the “Password” shown on the Voting Rights Exercise Form, and click “Next”

From here on, follow the on-screen instructions to indicate your approval or disapproval. Now you are ready for voting.

(Notes)

- It might not be possible to exercise voting rights via a personal computer depending on certain factors in the shareholder’s Internet usage circumstances. These factors include the use of a firewall, etc. in the Internet connection, the use of anti-virus software, and the use of a proxy server.
- All costs (Access fees to providers, telecommunication fees, etc.) incurred in accessing the site for exercising the voting rights shall be borne by shareholders.
Exercise of voting rights is also possible by using the full browser function of mobile phones including smart phones, but please be advised that the website may not be accessible by certain mobile phone models.

Platform for Electronic Exercise of Voting Rights

If nominee shareholders such as trust and custody services banks (including standing proxies) make prior application to use the platform for the electronic exercise of voting rights operated by ICJ, Inc., such shareholders may use the said platform as an electromagnetic method for exercising voting rights at the Annual Shareholders Meeting of the Company apart from the exercise of voting rights via the Internet as stated above.

*Contact for questions regarding systems

Administrator of shareholder registry: Transfer Agent Department, Japan Securities Agents, Ltd.
Dedicated number for online support: 0120-707-743 (toll free)
Available from 9:00 a.m. to 9:00 p.m. (including Saturdays, Sundays and national holidays)

Map to the meeting place of the Annual Shareholders Meeting

3-2, Shimokawabata-machi, Hakata-ku, Fukuoka
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka
Telephone number: 092-262-1111



■ Location map

