

Please note that the following purports to be an accurate translation of the original Japanese version prepared for the convenience of our shareholders with voting rights outside Japan for reference. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 8354)

June 7, 2016

Dear Shareholders:

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

 **Notice of Convocation of the
9th Annual Shareholders Meeting**

This is to inform you that the 9th 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 29, 2016 (Wednesday) at 10:00 a.m.
2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka
<Convivial gathering for shareholders>
*Please note that a convivial gathering for the shareholders after the Shareholders Meeting will not be held.
3. Purposes:
Matters to be reported:
 1. 9th business year (April 1, 2015 through March 31, 2016) Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
 2. 9th business year (April 1, 2015 through March 31, 2016) Non-Consolidated Financial Statements
Matters to be acted upon:
 - Agenda No. 1 Appropriation of Surplus
 - Agenda No. 2 Partial Amendments to the Articles of Incorporation
 - Agenda No. 3 Election of Thirteen (13) Directors
 - Agenda No. 4 Election of One (1) Audit & Supervisory Board Member
 - Agenda No. 5 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.
If you attend the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist.	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.	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.
Date and time of meeting: 10:00 a.m. on June 29, 2016 (Wednesday)	Deadline for exercise: Forms to be returned no later than 5:00 p.m. on June 28, 2016 (Tuesday)	Deadline for exercise: Vote to be exercised no later than 5:00 p.m. on June 28, 2016 (Tuesday)

<For further details, please refer to page 30>

- (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.

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* Of the documents to be provided with this Notice of Convocation, “Persons who Control Decisions on the Company’s Financial and Business Policies,” “Matters relating to Specified Wholly-owned Subsidiaries,” “Matters relating to Transactions with Parent Company, etc.,” “Matters relating to Accounting Advisors,” “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/>).

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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 net income attributable to owners of the parent company 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 ¥6.50 per share (the annual dividend for the year under review, including the interim dividend, is ¥13 per share).

In this case, the total amount of year-end dividends for common shares is ¥5,582,754,031 (the total amount of dividends for the year under review, including the interim dividends, is ¥11,165,614,770).

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 30, 2016.

Agenda No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) Due to the acquisition and retirement of eighteen million and seven hundred forty-two thousand (18,742,000) Class 1 Preferred Shares of the Company held by subsidiaries on April 6, 2016, the total number of shares authorized to be issued shall decrease and the part pertaining to the Class 1 Preferred Shares shall be deleted.
- (2) In accordance with the enforcement of the “Act for Partial Revision of the Company Law” (Act No. 90 of 2014), the paragraph number of provisions that form the grounds for the provisions of the Company’s Articles of Incorporation concerning the preelection of Substitute Audit & Supervisory Board Members has been changed. Accordingly, the Company shall make necessary amendments to its Articles of Incorporation.
- (3) Changes in the numbers of the Articles, etc. shall be made in accordance with the aforementioned amendments

2. Details of amendments

The contents of the amendments are as follows.
 Parts of the current Articles of Incorporation not amended are omitted.

(The parts to be amended are underlined)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER II. SHARES <i>(Total Number of Shares Authorized to be Issued)</i> Article 6. The total number of shares authorized to be issued by the Company shall be <u>one billion eight hundred and eighteen million and eight hundred seventy-eight thousand (1,818,878,000) shares and each number of the respective class of shares shall be as set forth below:</u></p> <p><u>Common Shares: 1,800,000,000 shares</u> <u>Class 1 Preferred Shares: 18,878,000 shares</u></p> <p><i>(Number of Shares Constituting One (1) Unit)</i> Articles 7. The number of shares constituting one (1) unit (tangen) of <u>common shares and Class 1 Preferred Shares</u> of the Company shall be one thousand (1,000) shares, <u>respectively.</u></p> <p>CHAPTER III. PREFERRED SHARES <i>(Preferred Dividends)</i> Article 12. 1. <u>With respect to the cash dividends from surplus to be distributed to the shareholders or the registered share pledgees whose names have been entered or recorded in the latest register of shareholders as of March 31 of each year, which is the last day of each business year, the</u></p>	<p>CHAPTER II. SHARES <i>(Total Number of Shares Authorized to be Issued)</i> Article 6. The total number of shares authorized to be issued by the Company shall be <u>one billion eight hundred million (1,800,000,000) shares.</u></p> <p><i>(Number of Shares Constituting One (1) Unit)</i> Articles 7. The number of shares constituting one (1) unit (tangen) of <u>shares</u> of the Company shall be one thousand (1,000) shares.</p> <p style="text-align: center;">(Deleted) (Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Company shall distribute cash dividends from surplus (hereinafter referred to as the “Preferred Dividends”) up to a maximum of the respective amounts prescribed below to the holders of preferred shares (hereinafter referred to as the “Preferred Shareholders”) or the registered share pledgees who hold pledges over preferred shares (hereinafter referred to as the “Registered Preferred Share Pledgees”), with priority over the holders of common shares (hereinafter referred to as the “Common Shareholders”) or the registered share pledgees who hold pledges over common shares (hereinafter referred to as the “Registered Common Share Pledgees”); provided, however, that if the distribution of cash dividends from surplus provided for in Article 13 hereof has been made in the relevant business year, the amount of the dividends so distributed shall be deducted accordingly from the amount of the Preferred Dividends set forth below for each relevant class of preferred shares:</u></p> <p><u>Class 1 Preferred Shares: 14 yen per share</u></p> <p><u>2. If the aggregate amount paid to a Preferred Shareholder or a Registered Preferred Share Pledgee as cash dividends from surplus in any particular business year is less than the prescribed amount of the relevant Preferred Dividends, the unpaid amount shall not be carried over to nor cumulated in the subsequent business year and thereafter.</u></p> <p><u>3. The Company shall not distribute any dividends from surplus to any Preferred Shareholder or Registered Preferred Share Pledgee in excess of the prescribed amount of the relevant Preferred Dividends; provided, however, that the foregoing shall not apply to a distribution of dividends from surplus in the process of an absorption-type demerger (kyushu-bunkatsu) set forth Article 758, Item 8 (b) or Article 760, Item 7 (b) of the Company Law, or a distribution of dividends from surplus in the process of an incorporation-type demerger (shinsetsu-bunkatsu) set forth Article 763, Item 12 (b) or Article 765, Paragraph 1, Item 8 (b) of the Company Law.</u></p> <p><u>(Distribution of Dividends from Surplus by Designating Record Date)</u></p> <p><u>Article 13.</u></p> <p><u>1. If the Company distributes any dividends in cash from surplus to the shareholders or registered share pledgees whose names have been entered or recorded in the latest register of shareholders as of the record date set forth in Article 54, Paragraph 2 hereof, the Company shall make a cash distribution from surplus (hereinafter referred to as the</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>“Preferred Interim Dividends”) up to a maximum of half of the amount prescribed in the main clause of Paragraph 1 of the immediately preceding Article to the Preferred Shareholders or the Registered Preferred Share Pledges with priority over the Common Shareholders or the Registered Common Share Pledges.</u></p> <p><u>2. If the Company distributes cash dividends from surplus to the shareholders or registered share pledges whose names have been entered or recorded in the latest register of shareholders as of the record date set forth in Article 54, Paragraph 3 hereof, the Company shall make a cash distribution from surplus in the amount otherwise determined by a resolution of the Board of Directors to the Preferred Shareholders or the Registered Preferred Share Pledges with priority over the Common Shareholders or the Registered Common Share Pledges.</u></p>	
<p><i>(Distribution of Residual Assets)</i></p> <p><u>Articles 14.</u></p> <p><u>1. If the Company distributes its residual assets of the Company, the Company shall pay the respective amounts in cash set forth below to the Preferred Shareholders or the Registered Preferred Share Pledges with priority over the Common Shareholders or the Registered Common Share Pledges:</u></p> <p><u>Class 1 Preferred Shares: 500 yen per share</u></p> <p><u>2. The Company shall not make any distribution of residual assets to the Preferred Shareholders or the Registered Preferred Share Pledges other than those provided for in the preceding paragraph.</u></p>	(Deleted)
<p><i>(Voting Rights)</i></p> <p><u>Article 15.</u></p> <p><u>The Preferred Shareholders shall not have voting rights at any shareholders meetings; provided, however, that the Preferred Shareholders shall have voting rights from (i) the commencement of an annual shareholders meeting in the event that a proposal for the distribution from surplus in the amount of the Preferred Dividends (if the Preferred Dividends have been distributed in accordance with the provisions of Article 13 hereof in the business year in which the record date for such Preferred Dividends belongs, the amount obtained after deducting the amount of such Preferred Dividends therefrom; the same shall apply hereinafter) is not submitted to such annual shareholders meeting, or (ii) the close of an annual shareholders meeting in the event that such proposal is rejected at such annual shareholders meeting, until, in either case, a proposal for</u></p>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<p><u>the distribution of the Preferred Dividends to the Preferred Shareholders is adopted at a shareholders meeting.</u></p>	
<p><u>(Consolidation or Split of Preferred Shares, Rights to Receive Allotment of Offered Shares, etc.)</u></p>	(Deleted)
<p><u>Article 16.</u> 1. <u>Unless otherwise provided for in laws and regulations, the Company shall not consolidate or split any preferred shares.</u> 2. <u>The Company shall not grant Preferred Shareholders any rights to receive allotment of offered shares or rights to receive allotment of offered share acquisition rights, and also, shall not conduct gratis allotment of shares or gratis allotment of share acquisition rights.</u></p>	
<p><u>(Acquisition of Class 1 Preferred Shares)</u></p>	(Deleted)
<p><u>Article 17.</u> 1. <u>The Company may acquire all or part of the Class 1 Preferred Shares on the acquisition date determined by the Board of Directors of the Company at 500 yen per share of such Preferred Shares.</u> 2. <u>In the case of acquiring part of the Preferred Shares pursuant to the preceding paragraph, it shall be made through drawings.</u></p>	
<p><u>(Order of Priority)</u></p>	(Deleted)
<p><u>Article 18.</u> <u>The Preferred Dividends of each class of the preferred shares issued by the Company, the dividends from surplus set forth in the provisions of Article 13 hereof and the residual assets shall, in respect of the payment, rank <i>pari passu</i> with each other.</u></p>	
<p><u>(Prescription Period)</u></p>	(Deleted)
<p><u>Article 19.</u> <u>The provisions of Article 55 hereof shall apply <i>mutatis mutandis</i> to the payment of the Preferred Dividends, the Preferred Interim Dividends and the distribution from surplus by designating a record date.</u></p>	
<p>CHAPTER <u>IV</u>. SHAREHOLDERS MEETING Articles <u>20</u> to <u>26</u>. (Omitted)</p>	CHAPTER <u>III</u> . SHAREHOLDERS MEETING Articles <u>12</u> to <u>18</u>. (Unchanged)
<p><u>(Class Shareholders Meeting)</u></p>	(Deleted)
<p><u>Article 27.</u> 1. <u>The provisions of Articles 22, 23, 24 and the immediately preceding Article shall apply <i>mutatis mutandis</i> to a class shareholders meeting.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>2. The provisions of Articles 21 hereof shall apply <i>mutatis mutandis</i> to a class shareholders meeting held on the same date as the date of the annual shareholders meeting of the Company.</u></p> <p><u>3. Resolution of a class shareholders meeting governed by Article 324, Paragraph 2 of the Company Law shall require the attendance of shareholders holding not less than one-third (1/3) of the total number of voting rights held by all the shareholders who are entitled to vote and shall be adopted by a vote of two-thirds (2/3) or more of the voting rights held by such shareholders attending the meeting.</u></p> <p>CHAPTER <u>V.</u> DIRECTORS AND BOARD OF DIRECTORS Articles <u>28</u> to <u>39</u>. (Omitted)</p> <p>CHAPTER <u>VI.</u> AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD Articles <u>40</u> to <u>41</u>. (Omitted)</p> <p><i>(Term of Office)</i> Article <u>42</u>.</p> <p>1. The term of office of Audit & Supervisory Board Members shall expire at the close of the ordinary general meeting of shareholders held in respect of the last business year ending four (4) years after their election.</p> <p>2. The term of office of an Audit & Supervisory Board Member who has been elected to fill a vacancy of an Audit & Supervisory Board Member who has retired before the expiration of the term of such Audit & Supervisory Board Member's office shall expire when the remaining term of the predecessor would have expired.</p> <p>3. The term of office of a Substitute Audit & Supervisory Board Member, having been elected as per Article 329, Paragraph <u>2</u> of the Company Law, in the event of assuming the post of Audit & Supervisory Board Member, shall expire when the remaining term of the predecessor would have expired.</p> <p>Articles <u>43</u> to <u>48</u>. (Omitted)</p> <p>CHAPTER <u>VII.</u> ACCOUNTING AUDITOR Articles <u>49</u> to <u>51</u>. (Omitted)</p> <p>CHAPTER <u>VIII.</u> ACCOUNTS Articles <u>52</u> to <u>55</u>. (Omitted)</p>	<p>CHAPTER <u>IV.</u> DIRECTORS AND BOARD OF DIRECTORS Articles <u>19</u> to <u>30</u>. (Unchanged)</p> <p>CHAPTER <u>V.</u> AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD Articles <u>31</u> to <u>32</u>. (Unchanged)</p> <p><i>(Term of Office)</i> Article <u>33</u>.</p> <p>1. (Unchanged)</p> <p>2. (Unchanged)</p> <p>3. The term of office of a Substitute Audit & Supervisory Board Member, having been elected as per Article 329, Paragraph <u>3</u> of the Company Law, in the event of assuming the post of Audit & Supervisory Board Member, shall expire when the remaining term of the predecessor would have expired.</p> <p>Articles <u>34</u> to <u>39</u>. (Unchanged)</p> <p>CHAPTER <u>VI.</u> ACCOUNTING AUDITOR Articles <u>40</u> to <u>42</u>. (Unchanged)</p> <p>CHAPTER <u>VII.</u> ACCOUNTS Articles <u>43</u> to <u>46</u>. (Unchanged)</p>

Agenda No. 3 Election of Thirteen (13) Directors

In order to fill the vacant offices of all the thirteen (13) Directors, whose terms of office will expire upon the conclusion of this Annual Shareholders Meeting, we ask for the election of thirteen (13) Directors, of whom twelve (12) are candidates for reelection.

The candidates for Directors are as follows:

Candidate No.	Name		Present position at the Company
1	Masaaki Tani	Reelection	Director, Chairman of the Board
2	Takashige Shibato	Reelection	Director, President (& Executive Officer)
3	Takashi Yoshikai	Reelection	Director, Deputy President (& Executive Officer)
4	Masayuki Aoyagi	Reelection	Director & Executive Officer
5	Yasuhiko Yoshida	Reelection	Director & Executive Officer
6	Yuji Shirakawa	Reelection	Director & Executive Officer
7	Yasuaki Morikawa	Reelection	Director & Executive Officer
8	Ei Takeshita	Reelection	Director & Executive Officer
9	Fumio Sakurai	Reelection	Director & Executive Officer
10	Shunsuke Yoshizawa	Reelection	Director & Executive Officer
11	Satoru Fukuda	Reelection	Director & Executive Officer
12	Hideaki Takahashi	Reelection External Officer Independent Director	Director (External)
13	Masahiko Fukasawa	New election External Officer Independent Director	

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
1	Masaaki Tani Born on January 23, 1943 Reelection	<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>June 2005: Director of RKB MAINICHI BROADCASTING CORPORATION (present position)</p> <p>April 2007: Director, Chairman of the Board & President of the Company</p> <p>June 2008: Audit & Supervisory Board Member of Nishi - Nippon Railroad Co., Ltd. (present position)</p> <p>April 2009: Director, Chairman of the Board, President & Executive Officer of the Company</p> <p>June 2010: Director of Saibugas Co., Ltd. (present position)</p> <p>June 2014: Director, Chairman of the Board of the Company (present position)</p> <p>June 2014: Director, Chairman of the Board of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director, Chairman of the Board of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Masaaki Tani has held positions as the officer in charge of corporate planning, auditing, risk management, compliance, and credit supervision, and served as President from April 2005 and as Chairman of the Board from June 2014 at the Group company, The Bank of Fukuoka. At the Company, he has served as Chairman of the Board & President from April 2007 and as Chairman of the Board from June 2014. Based on his experience, he possesses the quality and track record to properly oversee general group management.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	58,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
2	Takashige Shibato Born on March 13, 1954 Reelection	<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 Managing Executive Officer of the said bank</p> <p>April 2007: Director of the Company</p> <p>June 2008: Director of DAIICHI KOUTSU SANGYO Co., Ltd. (present position)</p> <p>April 2009: Director & Executive Officer of the Company</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 the Company</p> <p>June 2014: Director, President & Executive Officer of the Company (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> <p>(Reasons for appointment of the candidate for Director) Takashige Shibato has held positions as the officer in charge of corporate planning, personnel, auditing, compliance, credit supervision and general affairs and served as President from June 2014 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, auditing, risk management and general affairs, and as President from June 2014. Based on his experience, he possesses the quality and track record to properly supervise general group management.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	54,047 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
3	<p>Takashi Yoshikai Born on December 14, 1953</p> <p>Reelection</p>	<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 the Company</p> <p>April 2009: Director & Executive Officer of the Company</p> <p>April 2010: Director & Senior Managing 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 the Company (present position)</p> <p>May 2015: Director of KOSE R.E. Co., Ltd. (present position)</p> <p>May 2015: Director of Plenus Company Limited (present position)</p> <p>(Status of material concurrent positions) Director & Deputy President of The Bank of Fukuoka, Ltd. (Divisions in charge of at the Company) Executive Secretariat, Internal Audit Division</p> <p>(Reasons for appointment of the candidate for Director) Takashi Yoshikai has held positions as the officer in charge of corporate planning, personnel, auditing, risk management, compliance, credit supervision, financial markets and general affairs and served as Deputy President from April 2011 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, auditing, risk management, compliance and general affairs, and as Deputy President from April 2012. Based on his experience, he possesses the quality and track record to properly supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	29,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
4	Masayuki Aoyagi Born on September 28, 1955 Reelection	<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 the Company</p> <p>April 2011: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>June 2011: Director & Executive Officer of the Company (present position)</p> <p>April 2014: Director & Deputy President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director & Deputy President of The Bank of Fukuoka, Ltd. (Division in charge of at the Company)</p> <p>Corporate Planning Division (Treasury Department), Sales Planning Division (International Strategic Planning Group)</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Masayuki Aoyagi has held positions as the general manager of the overseas branch and treasury division, and the officer in charge of compliance, financial markets and overseas strategies, and served as Deputy President from April 2014 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's compliance, financial markets and overseas strategies, and as Director from June 2011. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	36,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
5	Yasuhiko Yoshida Born on February 26, 1957 Reelection	<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 the Company</p> <p>June 2012: Director & Executive Officer of the Company (present position)</p> <p>June 2013: Audit & Supervisory Board Member of OCHI HOLDINGS CO., LTD. (present position)</p> <p>April 2014: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>April 2014: Director of The Shinwa Bank, Ltd. (present position)</p> <p>June 2014: Audit & Supervisory Board Member of Showa Manufacturing Co., Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>Non-Executive Director of The Shinwa Bank, Ltd. (Division in charge of at the Company) Corporate Planning Division (excluding Treasury Department), General Affairs and Public Relations Division</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Yasuhiko Yoshida has held positions as the general manager of divisions of corporate planning, compliance, corporate sales and business solution, General Manager of the Head Office Business Promotion Division, and the officer in charge of corporate planning, personnel, sales planning and general affairs, and served as Senior Managing Executive Officer from April 2014 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's management and overall bank operations and as Director from June 2012. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	29,150 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
6	<p>Yuji Shirakawa Born on January 12, 1957</p> <p>Reelection</p>	<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 the Company</p> <p>April 2014: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2014: Director & Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Yuji Shirakawa has held positions as General Manager of Kitakyushu Business Promotion Division, as the general manager of divisions of business finance and business solution, and the officer in charge of business solution, and served as Senior Managing Executive Officer from April 2014 at the Group company, The Bank of Fukuoka. At the Company, he has served as Director from June 2014. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	21,144 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
7	Yasuaki Morikawa Born on February 4, 1958 Reelection	<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</p> <p>April 2012: Executive Officer of the Company</p> <p>June 2014: Director & Executive Officer of the Company (present position)</p> <p>April 2016: Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director & Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>(Divisions in charge of at the Company)</p> <p>Human Resources Administration Division, Risk Administration Division (Risk Administration Group), Operations Administration Division, IT Administration Division (CIO),</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Yasuaki Morikawa has held positions as the general manager of divisions of corporate planning, compliance, credit supervision and operations management, and the officer in charge of corporate planning, personnel, risk management, operations management, IT, and general affairs, and served as Senior Managing Executive Officer from April 2016 at the Group company, The Bank of Fukuoka. At the Company, he has served as the officer in charge of the Group's corporate planning, personnel, risk management, operations management, IT and general affairs, and as Director from June 2014. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	23,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
8	<p>Ei Takeshita Born on January 15, 1951</p> <p>Reelection</p>	<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 Managing 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 the Company</p> <p>June 2014: Director & Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director & President of The Kumamoto Bank, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Ei Takeshita has held positions as the officer in charge of personnel, auditing, risk management, credit supervision, operations management, and IT and served as President from April 2014 at the Group company, The Kumamoto Bank. At the Company, he has served as Director from June 2014. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	47,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
9	Fumio Sakurai Born on December 3, 1954 Reelection	<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 the Company</p> <p>April 2009: Director & Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2009: Executive Officer of the Company</p> <p>June 2009: Director & Executive Officer of the Company (present position)</p> <p>April 2011: Director & Senior Managing 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> <p>(Reasons for appointment of the candidate for Director) Fumio Sakurai has held positions as the general manager of divisions of personnel, auditing, risk management, credit supervision and operations management, and the officer in charge of risk management, compliance, operations management and IT at the Group company, The Bank of Fukuoka. From April 2014, he has served as Deputy President at the Group company, The Kumamoto Bank. At the Company, he has served as the officer in charge of the Group's risk management, compliance, operations management and IT, and as Director from June 2009. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	33,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
10	Shunsuke Yoshizawa Born on February 8, 1956 Reelection	<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 the Company</p> <p>October 2007: Director & Senior Managing Executive Officer of The Shinwa Bank, Ltd.</p> <p>April 2009: Director & Executive Officer of the Company (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> <p>(Reasons for appointment of the candidate for Director) Shunsuke Yoshizawa has held positions as General Manager of the Head Office Business Promotion Division, the general manager of divisions of corporate planning and credit supervision, and the officer in charge of corporate planning, personnel, auditing and sales planning, and served as President from April 2014 at the Group company, The Shinwa Bank. At the Company, he has served as Director from August 2007. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	19,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
11	Satoru Fukuda Born on February 11, 1954 Reelection	<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 Managing Executive Officer of The Shinwa Bank, Ltd.</p> <p>April 2013: Executive Officer of the Company</p> <p>June 2013: Director & Executive Officer of the Company (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> <p>(Reasons for appointment of the candidate for Director) Satoru Fukuda has held positions as the general manager of divisions of risk management, credit supervision, sales planning and business solution, and the officer in charge of business solution and regional finance at the Group company, The Bank of Fukuoka. From April 2014, he has served as Deputy President at the Group company, The Shinwa Bank. At the Company, he has served as Director from June 2013. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as a director with respect to group management and overall bank operations. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to continually contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	34,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
12	<p>Hideaki Takahashi Born on March 22, 1948</p> <p>Reelection</p> <p>External Officer</p> <p>Independent Director</p>	<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 the Company (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)</p> <p>Non-Executive Director of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Hideaki Takahashi has 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 as well as specialized knowledge and broad and international experience.</p> <p>Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence.</p> <p>He is appointed as a candidate for External Director on the judgment that he will supervise directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby continually contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	13,000 shares

Candidate No.	Name Date of Birth	Career Summary, and Position and Divisions in Charge of at the Company	Number of Shares of the Company Owned
13	Masahiko Fukasawa Born on November 25, 1960 New election External Officer Independent Director	<p>April 1984: Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 1993: Joined A.T. Kearney, Inc.</p> <p>May 2002: Japan Representative of A.T. Kearney, Inc. (concurrently served as Chairman of Korea Office since 2005)</p> <p>January 2007: Chairman of China Office of A.T. Kearney, Inc.</p> <p>May 2012: Joint Representative of Japan of AlixPartners Asia, LLC</p> <p>February 2014: Joint Supervisor of Asia Region and Joint Representative of Japan of AlixPartners Asia, LLC (present position)</p> <p>(Status of material concurrent positions)</p> <p>Non-Executive Director of The Bank of Fukuoka, Ltd. (scheduled to assume office on June 29, 2016)</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Masahiko Fukasawa has held positions as the Japan Representative (concurrently served as Chairman of Korea Office) and the Chairman of China Office of A.T. Kearney. He has served as the Joint Supervisor of Asian Region and the Joint Representative of Japan of AlixPartners Asia, LLC from February 2014. As such, he possesses extensive practical experience and specialized knowledge in consulting on management strategy and business revitalization of a wide variety of companies.</p> <p>Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence. (Note 5)</p> <p>He is appointed as a candidate for External Director on the judgment that he will supervise directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby continually contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	- shares

- (Notes)
1. No special interests exist between the candidates for the positions of Directors and the Company.
 2. Mr. Hideaki Takahashi is a Non-Executive Director of The Bank of Fukuoka, which is a business operator that has a special relationship with the Company (a subsidiary of the Company). Mr. Masahiko Fukasawa is scheduled to assume the office of Non-Executive Director of The Bank of Fukuoka, which is a business operator that has a special relationship with the Company (a subsidiary of the Company) on June 29, 2016.
 3. Mr. Hideaki Takahashi is a candidate for External Director. He is an independent director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders. Mr. Masahiko Fukasawa is a new candidate for External Director. He is scheduled to be designated as an independent director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders.
 4. Mr. Hideaki Takahashi is an External Director for the Company with term of office of 9 years and 3 months as of the conclusion of this Annual Shareholders Meeting.

5. Transactions between the company to which Mr. Masahiko Fukasawa belongs and the Group
 - There are no consulting transactions and business relationships between AlixPartners Asia, LLC, to which Mr. Masahiko Fukasawa belongs and the Group.
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 Mr. Hideaki Takahashi and plans to enter into said agreement with Mr. Masahiko Fukasawa.

Agenda No. 4 Election of One (1) Audit & Supervisory Board Member

The term of office of Mr. Fumihide Sugimoto of the current three (3) Audit & Supervisory Board Members will expire upon the conclusion of this Annual Shareholders Meeting. In order to fill the vacant office of him, we ask for the election of one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board approved this Agenda.

The candidate for Audit & Supervisory Board Member is as follows:

Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
Fumihide Sugimoto Born on April 6, 1962 Reelection External Officer	<p>March 1989: Joined Tsunematsu Yanase & Sekine</p> <p>April 1989: Registered as an attorney</p> <p>September 1993: Simpson Thacher & Bartlett LLP (New York)</p> <p>April 1995: SBC Warburg Securities (currently UBS) (Tokyo)</p> <p>January 1996: Partner of Tsunematsu Yanase & Sekine</p> <p>January 2000: Partner of Nagashima Ohno and Tsunematsu</p> <p>June 2012: Audit & Supervisory Board Member of the Company (present position)</p> <p>June 2012: Audit & Supervisory Board Member of The Bank of Fukuoka, Ltd.</p> <p>January 2015: Managing Partner of Nagashima Ohno and Tsunematsu (present position)</p> <p>(Reasons for appointment of the candidate for Audit & Supervisory Board Member)</p> <p>Although Fumihide Sugimoto has not been directly involved in the management of a corporation, he possesses extensive practical experience and advanced capabilities and insight in general law as an attorney. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence. (Note 3)</p> <p>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 by utilizing his extensive practical experience and professional insight, thereby continually contributing to the establishment of a quality corporate governance structure that responds to social trust.</p>	- shares

- (Notes)
1. No special interests exist between the candidate for the position of Audit & Supervisory Board Member and the Company.
 2. Mr. Fumihide Sugimoto is a candidate for External Audit & Supervisory Board Member.
 3. Transactions between the law firm to which Mr. Fumihide Sugimoto belongs and the Group
 - There are no advisory contracts between Nagashima Ohno and Tsunematsu (hereinafter referred to as the “Law Firm”), to which Mr. Fumihide Sugimoto belongs and the Group.
 - The Group consults legal matters with the Law Firm appropriately for each case, but the average transaction amount with the Group for the past three fiscal years is as minimal as less than 1% of both net sales of the Law Firm and consolidated gross business profit of the Company.
 - Mr. Fumihide Sugimoto does not take part in the legal consultations for the Group and the Company does not pay him separate remuneration, etc. besides remuneration of Audit & Supervisory Board Member.
 4. Mr. Fumihide Sugimoto is an External Audit & Supervisory Board Member for the Company with term of office of 4 years as of the conclusion of this Annual Shareholders Meeting.
 5. Liability Limitation Agreements with External Audit & Supervisory Board Members
 - The Company has executed an agreement with each External Audit & Supervisory Board Member to the effect that the liability of each 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 in his duties.
- If elected as External Audit & Supervisory Board Member at this Annual Shareholders Meeting, the Company shall continue said agreement with Mr. Fumihide Sugimoto.

Agenda No. 5 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: Mr. Masahiko Tsuchiya is the candidate for substitute for Audit & Supervisory Board Member Mr. Hidemitsu Ishiuchi. Mr. Masamichi Miura is the candidate for substitute for External Audit & Supervisory Board Member Mr. Fumihide Sugimoto (subject to the approval of the Agenda No. 4 “Election of One (1) Audit & Supervisory Board Member”) and External Audit & Supervisory Board Member Mr. Hideo Yamada. 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	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 the Company</p> <p>June 2015: Audit & Supervisory Board Member of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Audit & Supervisory Board Member of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for substitute Audit & Supervisory Board Member)</p> <p>Masahiko Tsuchiya has held positions as the General Manager of Kokura Branch, the Executive General Manager of Kurume Business Promotion Division and the Executive General Manager of Ken-nan District Administrative Headquarters, and as Audit & Supervisory Board Member from June 2015 at the Group company, The Bank of Fukuoka. At the Company, he has served as Audit & Supervisory Board Member from June 2011 to June 2015. Based on his experience, he possesses the quality and track record to properly fulfill his roles and responsibilities as an audit & supervisory board member with respect to group management and overall bank operations. He is appointed as a candidate for substitute Audit & Supervisory Board Member in the expectation that he will utilize his extensive management experience and insight in financial practice to contribute to the establishment of a quality corporate governance structure that responds to social trust.</p>	28,216 shares

Candidate No.	Name Date of Birth	Career Summary and Position at the Company	Number of Shares of the Company Owned
2	Masamichi Miura Born on March 22, 1975 External Officer	<p>October 2001: Registered as lawyer</p> <p>October 2001: Joined Miura Okuda Iwamoto Law Office (currently Miura Okuda Sugihara Law Office)</p> <p>April 2007: Partner of Miura Okuda Sugihara Law Office (present position)</p> <p>(Reasons for appointment of the candidate for substitute Audit & Supervisory Board Member)</p> <p>Although Masamichi Miura has not been directly involved in the management of a corporation, he possesses extensive practical experience and professional insight in the corporate legal affairs as an attorney.</p> <p>Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence. (Note 3)</p> <p>He is appointed as a candidate for substitute 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 by utilizing his extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.</p>	- shares

- (Notes)
- No special interests exist between the candidates for the positions of Substitute Audit & Supervisory Board Members and the Company.
 - Mr. Masamichi Miura is a candidate for Substitute External Audit & Supervisory Board Member.
 - Transactions between the law firm to which Mr. Masamichi Miura belongs and the Group
 - There are no advisory contracts and business relationships between Miura Okuda Sugihara Law Office, to which Mr. Masamichi Miura belongs.
 - Liability Limitation Agreements with Substitute External Audit & Supervisory Board Members

The Company plans to execute an agreement with Mr. Masamichi Miura, 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.

(Reference)

Fukuoka Financial Group

Criteria for Independence

To be deemed to have independence from the Company, the External Directors and External Audit & Supervisory Board Members of the Company must fulfill the following requirements.

1. One cannot be a person or an entity whose principal customer is the Company or its subsidiary bank (Note 1) (hereinafter referred to as the Company or its subsidiaries) (Note 2) or cannot be an operating officer of such person or entity
2. One cannot be a principal customer of the Company or its subsidiaries (Note 3) or cannot be an operating officer of such customer.
3. One cannot be a legal professional, accounting professional or consultant who receives a significant amount of cash or other form of asset (Note 4) other than directors' compensation from the Company (in the case a recipient is an entity, such as a corporation or partnership, one cannot be an individual belonging to such entity).
4. One cannot be a principal shareholder of the Company (holding 10% or more of the total shareholder voting rights) or cannot be an operating officer of such shareholder.
5. One cannot be a relative within the third degree of kinship of persons described below (unless insignificant (Note 5)).
 - (1) Any person who does not meet the requirements listed in the items from 1 to 4 above.
 - (2) Director, an operating officer such as Executive Officer, etc., or an Audit & Supervisory Board Member of the Company or its subsidiaries.
6. The Company may determine a person not meeting the requirements of items 1 through 5 above as being appropriately independent and elect that person as an external Director or external Audit & Supervisory Board Member, on condition that the Company provides reasons for the appropriateness.

(Notes) 1. "Subsidiary bank"

The Bank of Fukuoka, Ltd., The Kumamoto Bank, Ltd., and The Shinwa Bank, Ltd

2. "A person or an entity whose principal customer is the Company or its subsidiaries"

Judgment shall be determined by either of the following criteria:

- Annual transaction amount between such person or entity and the Company or its subsidiaries exceeds 2% of the annual consolidated sales of that person or entity
- When such person or entity is dependent on the Company or its subsidiaries in terms of financing to the extent that the person or entity has no alternative sources, such as a case where that person or entity has difficulty in borrowing funds from financial institutions other than the Company or its subsidiaries.

3. "A principal customer of the Company or its subsidiaries"

Judgment shall be made based on whether annual operating gross profit resulting from transactions with such customer exceeds 2% of the annual consolidated operating gross profit of the Company

4. "Significant amount of cash or other form of asset"

Judgment shall be made based on the average for the past three fiscal years whether an individual recipient receives 10 million yen or more per annum or an entity recipient receives the amount equal to 2% or more of its annual sales.

5. "Insignificant"

An individual below the rank of director, executive officer, audit & supervisory board members, or departmental head (for an individual from an entity such as a law firm or audit firm, an individual without a professional license such as an attorney at law or public accountant).

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 28, 2016 (Tuesday). 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

