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[TRANSLATION]

TSE Stock code: 8303
May 30, 2012
4-3 Nihonbashi-muromachi 2-chome, Chuo-ku, Tokyo
Shinsei Bank, Limited

Notice of the Annual General Meeting of Shareholders for the Twelfth Term

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of Shareholders of Shinsei Bank, Limited (“the Bank”) for the twelfth term, which will be held as shown below.

If you are not able to attend the meeting in person, we encourage you to examine the accompanying reference materials below and exercise your voting right by either filling out the enclosed Form for Exercising Voting Rights and returning it to the Bank or by an electromagnetic method using the Internet, etc. In either case, please read the "Instructions on Exercising Voting Rights, etc." carefully and exercise your voting right, using either method, so that your vote is received by 5:00 p.m. on Tuesday, June 19, 2012.

Yours faithfully,

Shigeki Toma
Representative Director and
President

Request:

When you attend the meeting in person, please submit the enclosed Form for Exercising Voting Rights to the reception desk at the meeting.

Notes:

Please note that this is a translation of the original document, and is provided for reference only. Although this translation is intended to be complete and accurate, the Japanese original shall take precedence over this translation in case of any discrepancies between this translation and the original.

If it becomes necessary for the Bank to make corrections to the Reference Materials for the General Meeting of Shareholders, business report, financial statements (keisan-shorui) or consolidated financial statements (renketsu-keisan-shorui), the Bank will post these matters on its website (<http://www.shinseibank.com>).

For both domestic and foreign institutional shareholders, we will participate in the ICJ electronic voting platform. This system uses Broadridge’s ProxyEdge voting platform to provide users instantaneous access to agenda information, proxy statement details as they are officially released and the ability to immediately vote on proposals.

No individual that resides outside Japan may exercise his or her voting right via internet or mobile phone.

We are planning to disclose the Annual General Meeting of Shareholders for the Twelfth Term by posting the media file on the Bank’s website at a later date for a certain period in order to enable shareholders who were unable to attend the meeting to view the images of the meeting. Images of individual shareholders who attended the meeting will not be shown.

As part of efforts to conserve electricity, the air conditioning at the Meeting venue will be set at 28°C and the executives in attendance will be dressed in "Cool Biz" attire. We ask for your understanding in this regard.

Description of the Meeting

1. **Date and Time:** *Wednesday, June 20, 2012 at 10:00 a.m.
Doors Open at 9:00 a.m.*

2. **Place:** *Grand Hall, Nomura Conference Plaza Nihonbashi,
6th floor, Nihonbashi Nomura Building
4-3 Nihonbashi-muromachi 2-chome, Chuo-ku, Tokyo*

3. **Purposes:**
Matters to be reported:
 1. *Report on the Business Report, Consolidated Financial Statements and the Results of the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Statutory Auditors for the Twelfth Term (from April 1, 2011 to March 31, 2012).*
 2. *Report on the Financial Statements for the Twelfth Term (from April 1, 2011 to March 31, 2012).***Matters to be voted on:**
 - Agenda 1:** *Election of Six (6) Directors*
 - Agenda 2:** *Election of One (1) Statutory Auditor*
 - Agenda 3:** *Election of One (1) Substitute Statutory Auditor*

Instructions on Exercising Voting Rights, etc.

(1) Voting by proxy:

If you are not able to attend the meeting, you can designate another shareholder who is also eligible to vote at the meeting to vote on your behalf at the meeting. Please note, however, that a document must be submitted that provides evidence of this power of representation.

(2) Method of announcing corrections, if any, of descriptions in the Reference Materials of the General Meeting of Shareholders and the Financial Statements, etc.:

If it becomes necessary for the Bank to make corrections in the matters to be described in the Reference Materials of the Annual General Meeting of Shareholders, the financial statements (*keisan-shorui*), consolidated financial statements (*renketsu-keisan-shorui*) and business report (*jigyuu-houkokusho*) for the period from the date on which the Bank issues this notice of convocation to the day immediately prior to the date of the Annual General Meeting of Shareholders, the Bank will post the corrected matters on its website (<http://www.shinseibank.com>).

(3) Treatment of duplicate votes cast by using the Form for Exercising Voting Rights and via Internet:

If you cast your votes twice by using the Form for Exercising Voting Rights and via Internet, the Bank will consider the vote cast via Internet to be the valid vote.

(4) Treatment of duplicate votes cast via Internet:

If you have cast your votes more than once via Internet, the Bank will consider the vote last cast via Internet to be the valid vote.

(5) Treatment of requests for the Form for Exercising Voting Rights, etc. by shareholders who have agreed to receive the notice of convocation by way of electromagnetic means:

Any shareholder who has agreed to receive the notice of convocation by electromagnetic means, and who wishes to request that the Form for Exercising Voting Rights, etc. be delivered in written form, will be sent these written forms and documents. If any shareholder wishes such treatment, please contact the Stock Transfer Agency Department of Sumitomo Mitsui Trust Bank, Limited, the contact details for which are described in the “Procedures for Exercising Voting Rights via Internet” on page 35 below.

(6) Treatment of the voting platform for institutional investors:

Registered Shareholders, such as trust banks acting as administrators (including standing proxies), can use the voting platform in order to exercise their voting rights by electromagnetic means at the Annual General Meeting of Shareholders of the Bank, provided that each has applied in advance to use the electronic voting platform for institutional investors which is operated by ICJ Inc., the joint venture company formed by the Tokyo Stock Exchange, Inc. and other entities.

For details on exercising voting rights via Internet, please see the “Procedure for Exercising Voting Rights via Internet” on page 35 below.