

Reference Materials

Agenda 1 Partial Amendment to the Articles of Incorporation

1. Reasons for the Partial Amendment to the Articles of Incorporation
 - (1) In accordance with the head office relocation project of the Bank, scheduled to be implemented in the second half of the fiscal year ending March 2011, we propose to change the location of the head office set forth in Article 3 from Chiyoda-ku, Tokyo to Chuo-ku, Tokyo. This amendment shall take effect on the date of the relocation of the head office, which is to be determined separately by the Board of Directors of the Bank no later than January 31, 2011. We propose to include this in Article 42 of Chapter VII (Supplementary Provisions) of the Articles of Incorporation.
 - (2) As we will also be changing our corporate governance system from a “Company with Committees” board model (*i-in-kai setchi gaisha*) to a “Company with Board of Statutory Auditors” board model (*kansayaku-kai setchi gaisha*), we propose to introduce certain relevant amendments to the Articles of Incorporation.

The Bank adopted the current corporate governance system (“Company with Committees” board model) under the then applicable Commercial Code at the closing of the annual meeting of shareholders held on June 24, 2004. The aim was to create an effective governance system and an efficient and highly transparent management under this framework, given that it permitted delegation of business operations to the Statutory Executive Officers, allowing them to operate the businesses flexibly and expeditiously; and permitted the Board of Directors to specialize in the determination of important business matters concerning core elements of business management as well as the supervision and oversight of the operation of the business.

It has, however, been increasingly necessary for the Board of Directors to be actively involved in the formulation of internal governance systems and risk management, and to strengthen the business decision functions relating to management policy in accordance with the actual practices of the Bank’s business operation. Further, it has also been increasingly necessary to enhance the audit function through, amongst other things, a daily audit of the business operation by full-time audit officer(s) and supervision of the business operation and other activities of the Directors by audit officers who are separate from Directors.

Under these circumstances, we have decided to change our corporate governance structure to that of a “Company with Board of Statutory Auditors” board model. Since Directors of a “Company with Board of Statutory Auditors” board model are responsible for both the determination and execution of business matters, the Board of Directors shall have the ultimate power and authority as well as responsibility for business operation. Under the existing framework (“Company with Committees” board model), the overall power and authority of the business operation lie with the President, who also serves as a Statutory Executive Officer. As a result, an asymmetry of information flow between the Board of Directors and the Statutory Executive Officers is likely to occur. This could therefore be a weakness, in that the supervision of the operation of the business by the Board of Directors may not be able to function adequately. However, we expect to be able to overcome these possible weaknesses of the existing framework through the implementation of a “Company with Board of Statutory Auditors” board model.

We should note that, even under a “Company with Board of Statutory Auditors” board model, we can ensure to some extent an expedited execution of our business through a well-structured management system, which would include, for example, a specific stipulation of the criteria for what items require board approvals and the segregation of the duties of Executive Directors. We can also ensure the objectivity and transparency of the decision-making process by maintaining an adequate number of Outside Directors and Outside Statutory Auditors.

We have set the term of office of Directors at one (1) year, as standard, and propose to provide in the Articles of Incorporation that the Board of Directors may make decisions concerning the distributions of dividends from the surplus, etc.

- (3) As the supplementary provision regarding the register for lost share certificates expired on January 6, 2010 (following the first anniversary of the date immediately after the date on which the Articles of Incorporation was amended such that the Bank shall no longer issue any share certificates), we propose to delete this supplementary provision and renumber the remaining provisions.

2. Details of the Amendments

The details of the amendments are as follows:

Proposed Amendment to the Articles of Incorporation

Amended parts are underlined.

Current Articles	Proposed Amendments
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>Article 3. (Location of Head Office) The head office of the Bank shall be located in <u>Chiyoda-ku</u>, Tokyo.</p>	<p>Article 3. (Location of Head Office) The head office of the Bank shall be located in <u>Chuo-ku</u>, Tokyo.</p>
<p>Article 4. (Bodies) The Bank shall have the following bodies, in addition to meetings of shareholders and the Directors</p> <ol style="list-style-type: none"> (1) Board of Directors; (2) <u>Nomination Committee</u>; (3) <u>Audit Committee</u>; (4) <u>Compensation Committee</u>; and (5) <u>Accounting Auditor</u> 	<p>Article 4. (Bodies) The Bank shall have the following bodies, in addition to meetings of shareholders and the Directors</p> <ol style="list-style-type: none"> (1) Board of Directors; (2) <u>Statutory Auditors</u>; (3) <u>Board of Statutory Auditors</u>; and (4) <u>Accounting Auditor</u>
CHAPTER II SHARES	CHAPTER II SHARES
<p>Article 8. (Rights Concerning Shares Constituting Less than One Full Unit) Shareholders of the Bank may not exercise any rights concerning shares constituting less than one full unit other than those prescribed below;</p> <ol style="list-style-type: none"> (1) Rights set forth in Article 189, Paragraph 2 of the Corporation Act; (2) Right to file a claim in accordance with the provision of Article 166, Paragraph 1 of the Corporation Act; (3) Right to receive allocation of shares offered or share purchase rights offered in proportion to the number of shares held; or (4) Right to make requests in accordance with the provision of Article <u>8</u>, Paragraph <u>3</u>. 	<p>Article 8. (Rights Concerning Shares Constituting Less than One Full Unit) Shareholders of the Bank may not exercise any rights concerning shares constituting less than one full unit other than those prescribed below;</p> <ol style="list-style-type: none"> (1) Rights set forth in Article 189, Paragraph 2 of the Corporation Act; (2) Right to file a claim in accordance with the provision of Article 166, Paragraph 1 of the Corporation Act; (3) Right to receive allocation of shares offered or share purchase rights offered in proportion to the number of shares held; or (4) Right to make requests in accordance with the provision of Article <u>7</u>, Paragraph <u>2</u>.
<p>Article 9. (Transfer Agent) 1. The Bank shall appoint a transfer agent. 2. Designation of the transfer agent and its business office shall be made by resolution of the Board of Directors of the Bank <u>or by resolution of the Statutory Executive</u></p>	<p>Article 9. (Transfer Agent) 1. (No Change) 2. Designation of the transfer agent and its business office shall be made by resolution of the Board of Directors of the Bank and shall be notified by public notice.</p>

Current Articles	Proposed Amendments
<p><u>Officer(s) of the Bank who are authorized to make such resolution by the Board of Directors</u> and shall be notified by public notice.</p> <p>3. Preparation and keeping of the shareholder register and the register of share purchase rights as well as other administrative affairs relating to the shareholder register and the register of share purchase rights shall be entrusted to the transfer agent and shall not be handled by the Bank.</p>	<p>3. (No Change)</p>
<p>Article 10. (Rules for Handling Shares)</p> <p>The procedures and fees relating to the shares of the Bank shall be in accordance with the share handling rules as established by the Board of Directors <u>or by the Statutory Executive Officer(s) who are authorized to establish such rules by the Board of Directors</u> as well as laws and regulations and these Articles of Incorporation.</p>	<p>Article 10. (Rules for Handling Shares)</p> <p>The procedures and fees relating to the shares of the Bank shall be in accordance with the share handling rules as established by the Board of Directors as well as laws and regulations and these Articles of Incorporation.</p>
<p>CHAPTER III MEETINGS OF SHAREHOLDERS</p>	<p>CHAPTER III MEETINGS OF SHAREHOLDERS</p>
<p>Article 11. (Holding of Meetings of Shareholders)</p> <p>1. An annual meeting of shareholders of the Bank shall be held in June of each year.</p> <p>2. A special meeting of shareholders of the Bank shall be held whenever necessary.</p> <p>3. Unless otherwise provided for in laws or ordinances, a meeting of shareholders of the Bank shall be called by the President of the Bank, <u>who is also a Director</u>, in accordance with a resolution of the Board of Directors.</p> <p>4. In case the President <u>is vacant, is not a Director or</u> is unable to act, one of the other Directors, acting in accordance with a resolution of the Board of Directors, shall call the meeting.</p>	<p>Article 11. (Holding of Meetings of Shareholders)</p> <p>1. (No Change)</p> <p>2. (No Change)</p> <p>3. Unless otherwise provided for in laws or ordinances, a meeting of shareholders of the Bank shall be called by the President of the Bank, in accordance with a resolution of the Board of Directors.</p> <p>4. In case the President is unable to act, one of the other Directors, acting in accordance with a resolution of the Board of Directors, shall call the meeting.</p>
<p>Article 14. (Chairman of Meetings of Shareholders)</p> <p>1. Meetings of shareholders of the Bank shall be presided over by the President.</p> <p>2. In case the President is <u>vacant or</u> unable to act, <u>the Chairman shall preside over the meeting; and in case both the President and</u></p>	<p>Article 14. (Chairman of Meetings of Shareholders)</p> <p>1. Meetings of shareholders of the Bank shall be presided over by the President.</p> <p>2. In case the President is unable to act, one of the other <u>Directors</u>, acting in accordance with a resolution of the Board of Directors,</p>

Current Articles	Proposed Amendments
<p><u>the Chairman are vacant or unable to act, one of the other Statutory Executive Officers, acting in accordance with a resolution of the Board of Directors, shall preside over the meeting.</u></p> <p>3. Notwithstanding the preceding two (2) Paragraphs, the Board of Directors can resolve who shall preside the meetings of shareholders.</p>	<p>shall preside over the meeting.</p> <p>3. (No Change)</p>
<p style="text-align: center;">CHAPTER IV DIRECTORS AND THE BOARD OF DIRECTORS</p>	<p style="text-align: center;">CHAPTER IV DIRECTORS AND THE BOARD OF DIRECTORS</p>
<p>Article 17 (Number of Directors and Their Election)</p> <p>1. The number of Directors of the Bank shall be not more than twenty (20). <u>Among Directors, more than one (1) must be outside Directors (as defined in Article 2, Item 15 of the Corporation Act; hereinafter the same).</u></p> <p>2. Directors shall be elected by the votes of the majority of the voting rights held by the shareholders present and in attendance only when such shareholders present and in attendance represent aggregate voting rights equal to or more than one third of the voting rights held by the shareholders entitled to vote at the meeting.</p> <p>3. Cumulative voting shall not be permitted for the election of Directors.</p>	<p>Article 17 (Number of Directors and Their Election)</p> <p>1. The number of Directors of the Bank shall be not more than twenty (20).</p> <p>2. (No Change)</p> <p>3. (No Change)</p>
<p><u>Article 19. (Chairman of the Board)</u> <u>The Board of Directors may by a resolution of the Board elect one (1) Chairman of the Board from among the Directors.</u></p>	<p style="text-align: center;">(Deleted)</p>
<p style="text-align: center;">(New)</p>	<p><u>Article 19. (Election of Representative Directors)</u> <u>1. The Board of Directors shall by its resolution elect one (1) or more Representative Directors.</u> <u>2. Representative Directors shall severally represent the Bank.</u></p>
<p style="text-align: center;">(New)</p>	<p><u>Article 20. (Election of Directors with Executive Positions)</u> <u>The Board of Directors may by its resolution elect from among the Directors one (1) Chairman of the Board, one (1) President, one</u></p>

Current Articles	Proposed Amendments
	<u>(1) or more Deputy Presidents, one (1) or more Senior Managing Directors, and one (1) or more Managing Directors.</u>
(New)	<u>Article 21 (Activities of Directors with Executive Positions)</u> <u>1. The Chairman of the Board shall preside over meetings of the Board of Directors.</u> <u>2. In case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President shall preside over meetings of the Board of Directors.</u> <u>3. The President shall implement the resolutions of the Board of Directors, and has full power to manage the businesses of the Bank.</u> <u>4. The Deputy Presidents, Senior Managing Directors, and Managing Directors shall assist the President in the management of the regular businesses of the Bank.</u> <u>5. In case the President is unable to act, one of the other Directors shall act in the place of the President in accordance with a resolution of the Board of Directors.</u>
Article <u>20</u> . (Senior Advisor) (Omitted)	Article <u>22</u> . (Senior Advisor) (No Change)
Article <u>21</u> . (Limitation of Liabilities of Directors) (Omitted)	Article <u>23</u> . (Limitation of Liabilities of Directors) (No Change)
Article <u>22</u> . (Constitution and Power of the Board of Directors) 1. The Directors of the Bank shall constitute the Board of Directors. 2. The Board of Directors shall have power to decide all matters <u>stipulated in Article 416, Paragraph 1 of the Corporation Act and in other laws and regulations</u> and supervise the execution of the duties and responsibilities of the Directors <u>and the Statutory Executive Officers</u> .	Article <u>24</u> . (Constitution and Power of the Board of Directors) 1. (No Change) 2. The Board of Directors shall have power to decide all matters <u>concerning the management and administration of the business and affairs of the Bank</u> and supervise the execution of the duties and responsibilities of the Directors.
Article <u>23</u> . (Calling of Meetings of the Board of Directors) 1. A meeting of the Board of Directors shall be called by the Chairman of the Board or, in case the office of the Chairman of the Board is	Article <u>25</u> . (Calling of Meetings of the Board of Directors) 1. A meeting of the Board of Directors shall be called by the Chairman of the Board or, in case the office of the Chairman of the Board is

Current Articles	Proposed Amendments
<p>vacant or the Chairman of the Board is unable to act, by the President <u>who is also a Director</u>.</p> <p>2. In case both the Chairman of the Board and the President (<u>including the case that the President is not a Director</u>) are vacant or unable to act, one of the other Directors shall call such meeting in accordance with a resolution of the Board of Directors.</p> <p>3. <u>Notwithstanding the preceding two (2) Paragraphs, any Director who is a member of the relevant committees set forth in Article 30 and nominated thereat may convene a meeting of the Board of Directors.</u></p> <p>4. Notice of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the meeting; provided, however, that this period of notice may be shortened in case of emergency.</p>	<p>vacant or the Chairman of the Board is unable to act, by the President.</p> <p>2. In case both the Chairman of the Board and the President are vacant or unable to act, one of the other Directors shall call such meeting in accordance with a resolution of the Board of Directors.</p> <p>(Deleted)</p> <p>3. Notice of a meeting of the Board of Directors shall be dispatched to each Director <u>and each Statutory Auditor</u> at least three (3) days prior to the meeting; provided, however, that this period of notice may be shortened in case of emergency.</p>
<p>Article<u>24</u>. (Chairman of Meetings of the Board of Directors)</p> <p>1. The Chairman of the Board shall preside over meetings of the Board of Directors, and in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President, <u>who is also a Director</u>, shall preside over the meetings.</p> <p>2. In case both the Chairman of the Board and the President (<u>including the case that the President is not a Director</u>) are vacant or unable to act, one of the other Directors, acting in accordance with a resolution of the Board of Directors, shall preside over the meetings.</p>	<p>Article<u>26</u>. (Chairman of Meetings of the Board of Directors)</p> <p>1. The Chairman of the Board shall preside over meetings of the Board of Directors, and in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President shall preside over the meetings.</p> <p>2. In case both the Chairman of the Board and the President are vacant or unable to act, one of the other Directors, acting in accordance with a resolution of the Board of Directors, shall preside over the meetings.</p>
<p>Article<u>25</u>. (Resolutions at Meetings of the Board of Directors)</p> <p>(Omitted)</p>	<p>Article<u>27</u>. (Resolutions at Meetings of the Board of Directors)</p> <p>(No Change)</p>
<p><u>CHAPTER V</u> <u>STATUTORY EXECUTIVE OFFICERS</u></p>	<p>(Deleted)</p>
<p>Article 26. (Number and Election of Statutory Executive Officers)</p> <p>1. <u>The Company shall have not more than twenty (20) Statutory Executive Officers.</u></p> <p>2. <u>The Statutory Executive Officers shall be elected at the meeting of the Board of Directors.</u></p>	<p>(Deleted)</p>

Current Articles	Proposed Amendments
<p><u>Article 27. (Term of Statutory Executive Officers)</u></p> <p><u>1. The term of the Statutory Executive Officers shall expire at the close of the first meeting of the Board of Directors to be convened following the close of the annual meeting of shareholders with respect to the last of the fiscal years ending within one (1) year subsequent to their election.</u></p> <p><u>2. The term of the Statutory Executive Officers elected during the term of office of other Directors shall be conterminous with the term of office of the Statutory Executive Officers then in office.</u></p>	(Deleted)
<p><u>Article 28. (Representative Statutory Executive Officers and Statutory Executive Officers with Special Title)</u></p> <p><u>1. The Board of Directors shall appoint one or more Representative Statutory Executive Officers by its resolution.</u></p> <p><u>2. Representative Statutory Executive Officers shall represent the Company.</u></p> <p><u>3. Among the Statutory Executive Officers, the Board of Directors shall appoint one (1) Chairman and one (1) President, or at least one (1) Chairman or one (1) President by its resolution, and, the Board of Directors may appoint one (1) Vice Chairman and one (1) or more Executive Vice President(s), Senior Managing Executive Officer(s) and Managing Executive Officer(s) by its resolution.</u></p> <p><u>4. The Board of Directors may determine the allocation of responsibilities among the Statutory Executive Officers, the relationship among the Statutory Executive Officers with respect to supervision and direction, and any other matters concerning the mutual relationships among Statutory Executive Officers, and shall promptly notify each Statutory Executive Officer thereof.</u></p>	(Deleted)
<p><u>Article 29. (Release of Statutory Executive Officers from Liabilities)</u></p> <p><u>The Bank may, by a resolution of the Board of Directors of the Bank, exempt the Statutory Executive Officers (including ex-Statutory Executive Officers) from their liabilities for damage regarding failure to perform their duties</u></p>	(Deleted)

Current Articles	Proposed Amendments
<u>in accordance with Article 426, Paragraph 1 of the Corporation Act to the extent permitted by laws and regulations.</u>	
<u>CHAPTER VI COMMITTEES</u>	(Deleted)
<p><u>Article 30. (Composition of the Committees, and Designation of Committee Members)</u></p> <p><u>1. Each of the Nomination, Audit, and Compensation Committees shall have at least three (3) members.</u></p> <p><u>2. A majority of the members of each of the Nomination, Audit, and Compensation Committees must be outside Directors.</u></p> <p><u>3. Members of the Audit Committee shall not be appointed from among the Statutory Executive Officers, Accounting Officers (if any Accounting Officer is a corporation, its employees who perform duties of an Accounting Officer) managers or other employees of the Company or its subsidiaries, or those who serve concurrently as Directors performing the business of such subsidiaries.</u></p> <p><u>4. Members of each of the Nomination, Audit, and Compensation Committees shall be appointed from among the Directors at a meeting of the Board of Directors.</u></p>	(Deleted)
<p><u>Article 31. (Authority to Convene and Preside Over Meetings of the Committee)</u></p> <p><u>1. Meetings of the respective Committees shall be convened and presided over by the member previously appointed by the Board of Directors.</u></p> <p><u>2. Notwithstanding the preceding Paragraph, each member may convene the Committee when he considers necessary.</u></p> <p><u>3. Notice of the convening of a meeting of each Committee shall be dispatched to each member at least three (3) days prior to the date of such meeting; provided, however, that this period of notice may be shortened in case of emergency.</u></p>	(Deleted)
<p><u>Article 32. (Method of Resolution of the Committee)</u></p> <p><u>Resolutions of the Committee shall be adopted by the affirmative votes of a majority of members present at meetings, at which a</u></p>	(Deleted)

Current Articles	Proposed Amendments
<u>quorum shall be constituted by the presence of a majority of the members entitled to vote at the meeting.</u>	
(New)	<u>CHAPTER V</u> <u>STATUTORY AUDITORS AND</u> <u>THE BOARD OF STATUTORY</u> <u>AUDITORS</u>
(New)	<p><u>Article 28. (Number of Statutory Auditors and Their Election)</u></p> <p><u>1. The number of Statutory Auditors of the Bank shall be not more than five (5).</u></p> <p><u>2. Statutory Auditors and Substitute Statutory Auditors shall be elected by the votes of the majority of the voting rights held by the shareholders present and in attendance only when such shareholders present and in attendance represent aggregate voting rights equal to or more than one third of the voting rights held by the shareholders entitled to vote at the meeting.</u></p> <p><u>3. Unless otherwise provided in the resolution by which the relevant Substitute Statutory Auditors are elected, the resolution for the election of Substitute Statutory Auditors shall remain in force until the opening of the annual meeting of shareholders of the Bank for the fiscal year which is the last of those ending within four (4) years after such election.</u></p>
(New)	<p><u>Article 29. (Term of Office of Statutory Auditors)</u></p> <p><u>1. The term of office of Statutory Auditors of the Bank shall expire at the conclusion of the annual meeting of shareholders of the Bank for the fiscal year which is the last of those ending within four (4) years after their assuming office.</u></p> <p><u>2. The term of office of a Statutory Auditor who has been elected to fill a vacancy of another Statutory Auditor who has retired before the expiration of the term of his/her office shall expire when the remaining term of office of the predecessor would have expired.</u></p>
(New)	<p><u>Article 30. (Limitation of Liabilities of Statutory Auditors)</u></p> <p><u>1. The Bank may, by a resolution of the</u></p>

Current Articles	Proposed Amendments
	<p><u>Board of Directors of the Bank, exempt Statutory Auditors (including ex-Statutory Auditors) failing to perform their duties from their liabilities for damage pursuant to Article 426, Paragraph 1 of the Corporation Act to the extent permitted by laws and regulations.</u></p> <p><u>2. The Bank may enter into an agreement with Outside Statutory Auditors, pursuant to Article 427, Paragraph 1 of the Corporation Act, which limits the maximum amount of their liabilities for damage regarding failure to perform their duties to an aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Corporation Act.</u></p>
(New)	<p><u>Article 31. (Election of Standing Statutory Auditors)</u></p> <p><u>The Board of Statutory Auditors shall elect from among the Statutory Auditors not more than three (3) Standing Statutory Auditors.</u></p>
(New)	<p><u>Article 32. (Constitution and Power of the Board of Statutory Auditors)</u></p> <p><u>1. The Statutory Auditors shall constitute the Board of Statutory Auditors of the Bank.</u></p> <p><u>2. The Board of Statutory Auditors shall have the power to decide those matters concerning the execution of duties and responsibilities of Statutory Auditors.</u></p>
(New)	<p><u>Article 33. (Calling of Meetings of the Board of Statutory Auditors)</u></p> <p><u>1. A meeting of the Board of Statutory Auditors may be called by any one of the Statutory Auditors.</u></p> <p><u>2. Notice of a meeting of the Board of Statutory Auditors shall be dispatched to each Statutory Auditor at least three (3) days prior to the meeting; provided, however, that this period of notice may be shortened in case of emergency.</u></p>
(New)	<p><u>Article 34. (Resolutions at Meetings of the Board of Statutory Auditors)</u></p> <p><u>Unless otherwise provided for in laws or ordinances, any resolution of meetings of the Board of Statutory Auditors shall be adopted by an affirmative vote of a majority of the Statutory Auditors.</u></p>

Current Articles	Proposed Amendments
CHAPTER VII ACCOUNTING	CHAPTER VI ACCOUNTING
Article <u>33</u> . (Fiscal Year) (Omitted)	Article <u>35</u> . (Fiscal Year) (No Change)
Article <u>34</u> . (Decision-Making Body concerning Dividend from the Surplus, Etc) (Omitted)	Article <u>36</u> . (Decision-Making Body concerning Dividend from the Surplus, Etc) (No Change)
Article <u>35</u> . (Record Date for Dividend from the Surplus) (Omitted)	Article <u>37</u> . (Record Date for Dividend from the Surplus) (No Change)
Article <u>36</u> . (Period for Discharge of Dividends) (Omitted)	Article <u>38</u> . (Period for Discharge of Dividends) (No Change)
CHAPTER VIII SUPPLEMENTARY PROVISION	CHAPTER VII SUPPLEMENTARY PROVISION
Article <u>37</u> . (Exemption of Directors and Statutory Auditors from Their Liabilities Prior to the Transition to the Company with Committees of the Board of Directors) (Omitted)	Article <u>39</u> . (Exemption of Directors and Statutory Auditors from Their Liabilities Prior to the Transition to the Company with Committees of the Board of Directors) (No Change)
Article <u>38</u> . (Exemption of Directors and Statutory Executive Officers from Their Liabilities Prior to the Implementation of the Corporation Act) (Omitted)	Article <u>40</u> . (Exemption of Directors and Statutory Executive Officers from Their Liabilities Prior to the Implementation of the Corporation Act) (No Change)
<u>Article 39.</u> <u>Preparation and keeping of the register for the lost share certificate as well as other administrative affairs relating to the register for the lost share certificate shall be entrusted to the transfer agent and shall not be handled by the Bank.</u>	(Deleted)
<u>Article 40.</u> <u>This article and the previous article shall be valid until January 5, 2010, and shall be deleted as of January 6, 2010.</u>	(Deleted)
(New)	<u>Article 41. (Exemption of Statutory Executive Officers from Their Liabilities Prior to the Transition to “Company with Board of Statutory Auditors” board model)</u> <u>Article 29 of the Articles of Incorporation as in effect before the amendments effective from the end of the annual meeting of</u>

Current Articles	Proposed Amendments
	<p><u>shareholders for the fiscal year ending March 31, 2010 is still in effect only as regards the exemption of Statutory Executive Officers from liability for their actions falling under Article 423, Paragraph 1 of the Corporation Act which occurred prior to the end of the said annual meeting of shareholders.</u></p> <p><u>(Article 29 before the amendment)</u></p> <p><u>Article 29. (Release of Statutory Executive Officers from Liabilities)</u> <u>The Bank may, by a resolution of the Board of Directors of the Bank, exempt the Statutory Executive Officers (including ex-Statutory Executive Officers) from their liabilities for damage regarding failure to perform their duties in accordance with Article 426, Paragraph 1 of the Corporation Act to the extent permitted by laws and regulations.</u></p>
(New)	<p><u>Article 42. (The effective date of the amendment to Article 3)</u> <u>The amendment to Article 3 of the Articles of Incorporation, which was adopted by a resolution at the annual meeting of shareholders for the fiscal year ending March 31, 2010, shall take effect on the date of relocation of the head office of the Bank which is to be separately determined by the Board of Directors no later than January 31, 2011, and Article 3 as in effect before the amendment shall continue to have effect until the date immediately before the date of relocation elapses. This Article shall be automatically deleted after the date of relocation elapses.</u></p> <p><u>(Article 3 before the amendment)</u></p> <p><u>Article 3. (Location of Head Office)</u> <u>The head office of the Bank shall be located in Chiyoda-ku, Tokyo.</u></p>

Agenda 2 Election of Six (6) Directors

All directors shall have completed their term of office at the end of this Annual General Meeting of Shareholders. In addition, if Agenda 1 entitled "Partial Amendments to the Articles of Incorporation" is approved at this meeting, Shinsei Bank will be changing its corporate governance system from a "Company with Committees" board model (*i-in-kai setchi gaisha*) to a "Company with Board of Statutory Auditors" board model (*kansayaku-kai setchi gaisha*). We would like to seek approval to elect 6 persons as Directors, subject to the approval of Agenda 1.

Career summary of the candidates is as follows.

	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank and Important Concurrent Post		Ownership (# of Shares)	
1	Shigeki Toma (September 29, 1948)	1972	Y 4 M	Joined The Dai-Ichi Kangyo Bank, Ltd. (Predecessor of Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd.)	Nil
		2000	Y 6 M	Corporate Executive Officer	
		2001	Y 5 M	Managing Executive Officer	
		2002	Y 4 M	Managing Executive Officer, Mizuho Corporate Bank, Ltd.	
		2002	Y 11 M	Executive Vice President and Director, Isuzu Motors Limited	
		2007	Y 6 M	Director (Current)	
		2010	Y 5 M	Advisor, Shinsei Bank, Limited (Current)	
		2010	Y 6 M	To resign from Isuzu Motors Limited	
2	Yukio Nakamura (September 5, 1954)	1978	Y 4 M	Joined The Long-Term Credit Bank of Japan, Ltd. (Predecessor of Shinsei Bank, Limited)	Common Shares 3,177
		2000	Y 10 M	General Manager, Risk Management Planning and Policy Division, Portfolio and Risk Management Division	
		2007	Y 4 M	General Manager, Risk Management Planning and Policy Division, Portfolio and Risk Management Division, Operational Risk Management Division	
		2008	Y 6 M	Statutory Executive Officer, Executive Head of Institutional Business Sub-Group	
		2009	Y 10 M	Managing Executive Officer, Executive Head of Institutional Business Sub-Group (Current)	
3	J. Christopher Flowers (October 27, 1957)	1979	Y 3 M	Joined Goldman Sachs	Common Shares 88,571,640
		1988	Y 12 M	Partner	
		1996	Y 10 M	Director, Enstar Group Limited (Current)	
		2000	Y 3 M	Director, Shinsei Bank, Limited (Current)	
		2002	Y 11 M	Chairman, J. C. Flowers & Co. LLC (Current)	
		2007	Y 8 M	Director, The Kessler Group (Current)	
		2008	Y 9 M	Chairman and Director, Flowers National Bank (Current)	
4	Shigeru Kani (September 20, 1943)	1966	Y 4 M	Joined The Bank of Japan	Nil
		1992	Y 5 M	Executive Auditor and Senior Advisor to the Chairman, The Tokyo International Financial Futures Exchange	
		1996	Y 5 M	Director, Administration Department, The Bank of Japan	
		1999	Y 5 M	Executive Managing Director, Tokyo Stock Exchange	
		2002	Y 4 M	Advisor, NEC Corporation	
		2004	Y 6 M	Director, Shinsei Bank, Limited (Current)	
		2006	Y 4 M	Professor, Yokohama College of Commerce (Current)	
5	Oki Matsumoto (December 19, 1963)	1987	Y 4 M	Joined Salomon Brothers Asia Ltd.	Nil
		1990	Y 4 M	Joined Goldman Sachs (Japan) Ltd.	
		1994	Y 11 M	Co-head of fixed income & currency business in Japan	
		1994	Y 11 M	General Partner, The Goldman Sachs Group, L.P.	
		1999	Y 4 M	CEO, Monex, Inc.	
		2004	Y 8 M	CEO, Monex Beans Holdings, Inc. (Predecessor of Monex Group, Inc.) (Current)	
		2005	Y 5 M	CEO, Monex Beans, Inc. (Predecessor of Monex, Inc.) (Current)	
		2008	Y 6 M	Director, Tokyo Stock Exchange Group, Inc. (Current)	
		2008	Y 6 M	Director, Shinsei Bank, Limited (Current)	
6	Hiroyuki Takahashi (March 1, 1937)	1959	Y 4 M	Joined Mitsui & Co., Ltd.	Nil
		1996	Y 6 M	Executive Managing Director, General Manager, Personnel Division	
		1997	Y 6 M	Corporate Auditor	
		2000	Y 6 M	Counselor	
		2000	Y 10 M	Executive Managing Director and Secretary-General, Japan Corporate Auditors Association	
		2005	Y 10 M	Director	
		2006	Y 6 M	Director, Shinsei Bank, Limited (Current)	
		2006	Y 6 M	Auditor, Matsushita Electric Industrial Co., Ltd. (Predecessor of Panasonic Corporation) (Current)	
		2007	Y 6 M	Auditor, Kyowa Hakko Kogyo Co., Ltd. (Predecessor of Kyowa Hakko Kirin Co., Ltd.) (Current)	

Notes.

1. The responsibilities (Committee) in the Bank of the candidates for Directors who are current Directors are described on page 38 of Business Report.
2. Special Interests between the Bank and a candidate:
 - ① The Bank has an outstanding loan to NIBC Bank Ltd., which is wholly owned by NIBC Holding N.V. NIBC Holding N.V. is indirectly controlled by New NIB Limited, 49% of which is owned by Mr. J. Christopher Flowers.
 - ② The Bank invests as a limited partner in J.C. Flowers II L.P. and J.C. Flowers III L.P. which are investment funds operated by JCF Associates II Ltd. and JCF Associates III Ltd., respectively, and advised by J.C. Flowers & Co. LLC (JCF), an investment advisory firm founded by Mr. J. Christopher Flowers, who serves as Chairman. The Bank and JCF have an advisory arrangement regarding one of JCF's private investment funds.
 - ③ In January 2008, four investment vehicles advised by JCF acquired 358,456 thousand common shares of the Bank through a public tender offer and subsequently subscribed to a primary issue of an additional 117,647 thousand shares to strengthen the capital base of the Bank. Mr. J. Christopher Flowers, a Director of the Bank, is the founder and managing member of JCF.No Special Interests exist between any of the other candidates for Directors and the Bank.

3. The following persons are candidates for Outside Directors:
Messrs. J. Christopher Flowers, Shigeru Kani, Oki Matsumoto and Hiroyuki Takahashi

4. Matters concerning candidates for Outside Directors:

(1) Reasons for nominating each of the candidates for Outside Director

- ① Mr. J. Christopher Flowers is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his experience and expertise in banking, finance and the financial services industry as a whole.
- ② Mr. Shigeru Kani is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his discernment in the risk management area and his wide range of knowledge concerning banking operations.
- ③ Mr. Oki Matsumoto is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his extensive knowledge on financing and his experience as a management executive.
- ④ Mr. Hiroyuki Takahashi is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his deep insight into corporate audits as well as his experience in a wide range of business spheres.

(2) Violation of laws or articles of incorporation or other unjust business execution by the relevant joint stock company (kabushiki-kaisha) during the most recent term of office of the Outside Director candidate in the joint stock company, as well as actions actually taken by the Outside Director candidate to prevent recurrence of such violation and subsequent countermeasures taken by him/her.

On July 28, 2009, the Bank received a Business Improvement Order from the Financial Services Agency which is based on the Law Concerning Emergency Measures for Early

Strengthening of Financial Functions and the Banking Act. The reason for this Order was that the Bank's non-consolidated financial results for the fiscal year ended March 2009 were substantially lower than the targeted non-consolidated income stated in the Revitalization Plan. On September 11, 2009, in response to this Order, the Bank submitted its business improvement plan to clarify the Bank's future management plan.

On September 9, 2009, after recognizing again the importance of returning to and placing an emphasis on domestic businesses and improving risk management and governance and prior to the submission of the business improvement plan, a meeting of the Board of Directors was held, and the business improvement plan was approved.

Prior to the Bank receiving the Business Improvement Order, management traditionally provided reports, regarding the volatile domestic/overseas financial environment and the forecast financial results impact, to the candidates for Outside Directors of the Bank, namely, Messrs. J. Christopher Flowers, Shigeru Kani, Oki Matsumoto and Hiroyuki Takahashi through the Board of Directors and Audit Committee meetings. After the Bank received the Business Improvement Order, the Board of Directors performed supervisory/auditing activities in order to contribute to the steady implementation of the business improvement plan and held discussions from various viewpoints in an effort to further improve the Bank's profitability and strengthen its risk management framework.

(3) If a candidate for Outside Director had been a Statutory Executive Officer, a Director, or an Auditor in other joint stock companies (kabushiki-kaisha) in the last five years, the fact (if any) of violation of laws or articles of incorporation or other unjust business execution by the relevant joint stock company during his/her term of office in the company, as well as actions actually taken by the relevant candidate to prevent a recurrence of this violation and subsequent countermeasures taken by him/her.

Monex, Inc., for which Mr. Oki Matsumoto serves as the CEO, received a Business Improvement Order from the Financial Services Agency (FSA) in June 2006 based on the results of the inspection carried out in November 2005 by the Securities and Exchange Surveillance Commission (SESC). This Order was issued on the grounds that there were violations that customer securities trading, among others, was not being adequately monitored to prevent suspicious unfair trading, and that the management of the organization for electronic information processing related to securities operations was not adequate. In July 2006, the Company submitted to the FSA a report on the business improvement measures taken on the issue, and the report was accepted by FSA. Monex, Inc. also received a Business Suspension Order and a Business Improvement Order from the FSA in March 2009 based on the results of the inspection carried out in November 2008 by the SESC. These orders were issued on the grounds that there were violations that the management of the organization for electronic information processing related to financial instruments business was not adequate. The Business Suspension Order directed the Company to forgo conducting new operations involving systems maintenance during the period from April 1, 2009 to June 30, 2009, excluding those specifically approved by the FSA. In April 2009, the Company submitted to the FSA a report on the business improvement measures taken on the issue, and the report was accepted by FSA.

Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation), for which Mr.

Hiroyuki Takahashi serves as Outside Auditor, in March 2006, had a trial decision imposed by the Fair Trade Commission in relation to its marketing activities for traffic signal work ordered by the Metropolitan Police Department. Moreover, Matsushita Electric Industrial Co., Ltd. received an order to pay a surcharge in September 2006. While Mr. Takahashi became the Outside Auditor of Matsushita Electric Industrial Co., Ltd. in June 2006, he verified the company's recurrence prevention measures after the occurrence of the above events.

(4) The number of years since candidates for Outside Directors who are currently Outside Directors became Outside Directors:

- ① As of the end of this General Meeting of Shareholders, Mr. J. Christopher Flowers will have been an Outside Director for nine years and three months in total.
- ② As of the end of this General Meeting of Shareholders, Mr. Shigeru Kani will have been Outside Directors for six years.
- ③ As of the end of this General Meeting of Shareholders, Mr. Oki Matsumoto will have been an Outside Director for two years.
- ④ As of the end of this General Meeting of Shareholders, Mr. Hiroyuki Takahashi will have been an Outside Director for four years.

(5) Overview of the contents of the Agreement for Limitations on Liability concluded with Outside Directors

Candidates for Outside Directors, namely, Messrs. J. Christopher Flowers, Shigeru Kani, Oki Matsumoto and Hiroyuki Takahashi have concluded an Agreement for Limitations on Liability with the Bank under Article 427, Paragraph 1 of the Corporation Act. Under this agreement, the Outside Directors' liability for any damage caused through neglect of their duties and responsibilities shall be limited. If the Bank suffers damage as a result of such neglect, the Outside Directors shall be liable up to the lowest maximum liability provided for in Article 425, Paragraph 1 of the Corporation Act, provided that there should be no willful misconduct or gross negligence involved in their duties and responsibilities.

If the above mentioned four candidates are re-elected as Directors, the Bank will continue the said Agreement for Limitations on Liability with them.

Agenda 3 Election of 3 (Three) Statutory Auditors

If Agenda 1 entitled "Partial Amendments to the Articles of Incorporation" is approved at the Annual General Meeting of Shareholders, Shinsei Bank will be changing its corporate governance system from a "Company with Committees" board model (*i-in-kai setchi gaisha*) to a "Company with Board of Statutory Auditors" board model (*kansayaku-kai setchi gaisha*). We would like to seek approval to elect 3 persons as Statutory Auditors, subject to the approval of Agenda 1. The Audit Committee's consent has been obtained.

Career summary of the candidates is as follows.

	Name (Date of Birth)	Personal History/Positions in the Bank and Important Concurrent Post		Ownership (# of Shares)
1	Akira Watanabe (July 22, 1959)	1983 Y 4 M	Joined The Long-Term Credit Bank of Japan, Ltd. (Predecessor of Shinsei Bank, Limited)	Nil
		2003 Y 7 M	General Manager, Markets Division	
		2003 Y 11 M	General Manager, Treasury Division and Capital Markets Division	
		2005 Y 9 M	General Manager, IB Business Division and Capital Markets Division	
		2006 Y 4 M	General Manager, Office of Audit Committee	
		2009 Y 1 M	General Manager, Finance Group (Current)	
2	Kozue Shiga (November 23, 1948)	1967 Y 11 M	Joined Japan Airlines Corporation	Nil
		1993 Y 4 M	Prosecutor, Yokohama District Public Prosecutors' Office	
		1998 Y 4 M	Registered Daiichi Tokyo Bar Association	
		1999 Y 8 M	Established Shiga Law Office	
		2002 Y 6 M	Partner, Son Sogo Law Office	
		2004 Y 6 M	Auditor, Nipponkoa Insurance Company, Limited (Current)	
		2005 Y 10 M	Partner, Shiraishi & Partners (Current)	
		2007 Y 3 M	Auditor, FX Prime Corporation (Current)	
		2007 Y 4 M	Auditor, Tokushu Tokai Holdings Co., Ltd. (Current)	
		2009 Y 9 M	Director, Toyoko Inn Co., Ltd. (Current)	
3	Tatsuya Tamura (October 11, 1938)	1961 Y 4 M	Joined The Bank of Japan	Nil
		1992 Y 1 M	Executive Director	
		1996 Y 4 M	Chairman, A.T. Kearney	
		2002 Y 5 M	President, Global Management Institute Inc.	
		2003 Y 3 M	Chairman, Japan Independent Directors Network (Current)	
		2008 Y 6 M	Director, Autobacs Seven Co., Ltd. (Current)	
		2009 Y 6 M	Director, Nipponkoa Insurance Company, Limited (Current)	

Notes.

1. Special Interests between the Bank and a candidate:

No Special Interests exist between any candidates for Statutory Auditors and the Bank.

2. The following persons are candidates for Outside Statutory Auditors:

Ms. Kozue Shiga, Mr. Tatsuya Tamura

3. Matters concerning candidates for Outside Statutory Auditors:

(1) Reasons for nominating each of the candidates for Outside Statutory Auditor

- ① Ms. Kozue Shiga is asked to stand as a candidate for Outside Statutory Auditor in order to reflect in the Bank's audit operations her expertise and extensive experience as a lawyer.
- ② Mr. Tatsuya Tamura is asked to stand as a candidate for Outside Statutory Auditor in order to reflect in the Bank's audit operations his extensive experience and knowledge in finance and corporate governance.

(2) If a candidate for Outside Statutory Auditor had been a Statutory Executive Officer, a Director, or an Auditor in other joint stock companies (kabushiki-kaisha) in the last five years, the fact (if any) of violation of laws or articles of incorporation or other unjust business execution by the relevant joint stock company during his/her term of office in the company, as well as actions actually taken by the relevant candidate to prevent a recurrence of this violation and subsequent countermeasures taken by him/her.

Nipponkoa Insurance Co., Ltd. for which Ms. Kozue Shiga serves as an Outside Statutory Auditor, failed to pay ancillary insurance benefits such as expense insurance benefits (for which the company received a Business Improvement Order from the Financial Services Agency (FSA) in November 2005), committed inappropriate nonpayment of insurance benefits for "third-sector" insurance products (such as health insurance and nursing-care expenses insurance) (for which the company received a partial business suspension order and business improvement order from the FSA in March 2007), and made errors in determining building structure types etc. upon the sale of fire insurance. Ms. Kozue Shiga has made recommendations from the viewpoint of compliance on a regular basis. After the discovery of the above incidents, she fulfilled her role through such actions as receiving research reports to establish a clear picture of the incidents and making specific recommendations to prevent their recurrence.

(3) The ground on which the Bank judges that a candidate for Outside Statutory Auditor can appropriately implement his/her duties, in the case where the relevant candidate has not been involved in the management of a company by means other than by assuming the office of an Outside Director or Outside Statutory Auditor.

Given that Ms. Kozue Shiga has, from her specialist viewpoints as a lawyer, distinguished track records in activities related to corporate law and further that she has extensive experience, she is expected to function appropriately as Outside Statutory Auditor of the Bank.

(4) Overview of the contents of the Agreement for Limitations on Liability concluded with Outside Statutory Auditors

Candidates for Outside Statutory Auditors, namely, Ms. Kozue Shiga and Mr. Tatsuya Tamura when elected as Statutory Auditors, are to conclude an Agreement for Limitations on Liability with the Bank under Article 427, Paragraph 1 of the Corporation Act. Under this agreement, the Outside Statutory Auditors' liability for any damage caused through neglect of their duties and responsibilities shall be limited. If the Bank suffers damage as a result of such neglect, the Outside Statutory Auditors shall be liable up to the lowest maximum liability provided for in Article 425, Paragraph 1 of the Corporation Act, provided that there should be no willful misconduct or gross negligence involved in their duties and responsibilities.

Agenda 4 Election of 1 (one) Substitute Statutory Auditors

If Agenda 1 entitled "Partial Amendments to the Articles of Incorporation" is approved at the Annual General Meeting of Shareholders, Shinsei Bank will be changing its corporate governance system from a "Company with Committees" board model (*i-in-kai setchi gaisha*) to a "Company with Board of Statutory Auditors" board model (*kansayaku-kai setchi gaisha*). We would like to seek approval to elect one person as Substitute Statutory Auditor, pursuant to Article 329, Paragraph 2 of the Corporation Act, in order to prepare for the event that the number of Statutory Auditors falls short of the number stipulated by law, subject to the approval of Agenda 1. Until and prior to actually assuming office, the above election as Substitute Statutory Auditor may be cancelled by a resolution of the Board of Directors and with a consent of the Board of Statutory Auditors. The Audit Committee's consent has been obtained.

Career summary of the candidate is as follows.

	Name (Date of Birth)	Personal History and Important Concurrent Post	Ownership (# of Shares)
1	Makiko Yasuda (March 10, 1944)	1973 Y 4 M Registered Daiichi Tokyo Bar Association 1980 Y 5 M Established Yasuda Law & Patent Office (Current) 1997 Y 4 M Executive Vice President, Daiichi Tokyo Bar Association 2000 Y 3 M Statutory Auditor, Shinsei Bank, Limited 2006 Y 6 M Auditor, Shinsei Trust & Banking Co., Ltd. (Current) 2010 Y 4 M Auditor, NKSJ Holdings, Inc. (Current)	Nil

Notes.

1. Special Interests between the Bank and a candidate:

No Special Interests exist between a candidate for Substitute Statutory Auditor and the Bank.

2. The following person is a candidate for Substitute Outside Statutory Auditor:

Ms. Makiko Yasuda

3. Matters concerning a candidate for Substitute Outside Statutory Auditor:

(1) Reasons for nominating the candidate for Substitute Outside Statutory Auditor

Ms. Makiko Yasuda is asked to stand as a candidate for Substitute Outside Statutory Auditor in order to reflect in the Bank's audit operations her expert knowledge and extensive experience related audit for banking business as a lawyer.

(2) The ground on which the Bank judges that a candidate for Substitute Outside Statutory Auditor can appropriately implement his/her duties, in the case where the relevant candidate has not been involved in the management of a company by means other than by assuming the office of an Outside Director or Outside Statutory Auditor.

Given that Ms. Makiko Yasuda has, from her specialist viewpoints as a lawyer, distinguished track records in activities related to corporate law and audit for banking business, and further that she has extensive experience, she is expected to function appropriately as Outside Statutory Auditor of the Bank.

(3) Overview of the contents of the Agreement for Limitations on Liability concluded with Substitute Outside Statutory Auditor

Candidate for Substitute Outside Statutory Auditor, namely, Ms. Makiko Yasuda when she becomes Statutory Auditor, is to conclude an Agreement for Limitations on Liability with the Bank under Article 427, Paragraph 1 of the Corporation Act. Under this agreement, the Outside Statutory Auditor's liability for any damage caused through neglect of her duty and responsibility shall be limited. If the Bank suffers damage as a result of such neglect, the Outside Statutory Auditor shall be liable up to the lowest maximum liability provided for in Article 425, Paragraph 1 of the Corporation Act, provided that there should be no willful misconduct or gross negligence involved in her duty and responsibility.

Agenda 5 Maximum Amount of Remuneration, Etc. of Directors and Statutory Auditors

Subject to shareholders' approval for Agenda 1 (Partial Amendments to the Articles of Incorporation), we will change our corporate governance system from a “Company with Committees” board model (*i-in-kai setchi gaisha*) to a “Company with Board of Statutory Auditors” board model (*kansayaku-kai setchi gaisha*). Along with such change, this agenda determines the maximum remuneration, etc. of Directors and Statutory Auditors as follows, which has been reached at after the consideration of a variety of factors:

Remuneration, etc. of Directors: No more than 180 million yen per year
(of which, no more than 50 million yen per year for Outside Directors)

Remuneration, etc. of Statutory Auditors: No more than 60 million yen per year

For your information, assuming shareholders' approval for Agenda 2 (Election of Six (6) Directors) and Agenda 3 (Election of Three (3) Statutory Auditors), we will have Six (6) Directors (of which four (4) directors will be Outside Directors) and three (3) Statutory Auditors (of which two (2) Statutory Auditors will be Outside Statutory Auditors).

END