

Reference Materials for the Annual General Meeting of Shareholders

Agenda 1. Partial Amendments to the Articles of Incorporation

1. Reasons for the Partial Amendments to the Articles of Incorporation

As “The Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement for Trade of Stocks and Other Securities” (the “Settlement Streamlining Law”) (Act No. 88 of 2004) went into effect on January 5, 2009 and stock dematerialization has been enforced, partial amendments to the Articles of Incorporation are proposed for the following reasons.

- (1) As the deemed amendments to the Articles of Incorporation to abolish the provision relating to issuance of share certificates have become effective as of the enforcement date of the Settlement Streamlining Law (in accordance with Paragraph 1 of Article 6 of supplementary provisions of the Settlement Streamlining Law), Article 7 (Issuance of Share Certificates) and Paragraph 2 of Article 8 (Number of Shares Constituting One Predetermined Minimum Unit of Shares (tan-gen kabu)) of the Articles of Incorporation shall be deleted.
- (2) As the “Law Concerning Central Securities Depository and Book-Entry Transfer of Stock Certificates and Other Securities” (Act No.30 of 1984) was abolished as of January 5, 2009 due to the enforcement of the Settlement Streamlining Law, the descriptions regarding beneficial shareholders and beneficial shareholder register in the Articles of Incorporation shall be deleted.
- (3) As a register for lost share certificates must be prepared and kept for one year from the day following the day on which the Articles of Incorporation are amended to abolish a provision relating to issuance of share certificates (in accordance with Article 221 of the Corporation Act), the provision relating to the register for lost share certificates shall be shifted to the supplementary provisions of the Articles of Incorporation and the provision shall be deleted as of January 6, 2010.
- (4) Due to the above changes, the numbers and other of the Articles of Incorporation shall be amended as accordingly.

2. Details of the Amendment

The details of the amendments are indicated as follows:

(Amended parts are underlined.)

Current Articles	Proposed Amendments
CHAPTER II SHARES	CHAPTER II SHARES
Article 7. (Issuance of Share Certificates) The Bank shall issue share certificates of its shares.	(Deleted)
Article 8. (Number of Shares Constituting One Predetermined Minimum Unit of Shares (tan-gen kabu)) 1. One predetermined minimum unit of shares (tan-gen kabu) shall be one thousand (1,000) shares. <u>2. Notwithstanding the provision of the preceding paragraph, the Bank shall not issue share certificates of shares constituting less than one full unit.</u> 3. Shareholders of the Bank <u>(including beneficial shareholders, hereinafter the same)</u> may request the Bank to sell shares in the number that will constitute one full unit of shares when combined with the number of shares constituting less than one full unit of shares owned by them.	Article 7. (Number of Shares Constituting One Predetermined Minimum Unit of Shares (tan-gen kabu)) 1. One predetermined minimum unit of shares (tan-gen kabu) shall be one thousand (1,000) shares. (Deleted) 2. Shareholders of the Bank may request the Bank to sell shares in the number that will constitute one full unit of shares when combined with the number of shares constituting less than one full unit of shares owned by them.
Article 9. (Rights Concerning Shares Constituting Less than One Full Unit) (Omitted)	Article 8. (Rights Concerning Shares Constituting Less than One Full Unit) (No Change)
Article 10. (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 or by resolution of the Statutory Executive Officer(s) of the Bank who are authorized to make such resolution by the Board of Directors and shall be notified by public notice. 3. Preparation and keeping of the shareholder register <u>(including the beneficial shareholder register, hereinafter the same)</u> , the register of share purchase rights <u>and the register for the lost share certificate of the Bank</u> as well as other administrative affairs relating to the shareholder register, the register of share purchase rights <u>and the register for the lost share certificate</u> shall be entrusted to the transfer agent and shall not be handled by the Bank.	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 or by resolution of the Statutory Executive Officer(s) of the Bank who are authorized to make such resolution by the Board of Directors and shall be notified by public notice. 3. Preparation and keeping of the shareholder register <u>and the register of share purchase rights</u> as well as other administrative affairs relating to the shareholder register <u>and the register of share purchase rights</u> shall be entrusted to the transfer agent and shall not be handled by the Bank.
Article 11~Article 23 (Omitted)	Article 10~Article 22 (No Change)

<p>Article 24. (Calling of Meetings of the Board of Directors)</p> <p>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 vacant or the Chairman of the Board is unable to act, by the President who is also a Director.</p> <p>2. In case both the Chairman of the Board and the President (including the case that the President is not a Director) 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. Notwithstanding the preceding two (2) Paragraphs, any Director who is a member of the relevant committees set forth in Article 31 and nominated thereat may convene a meeting of the Board of Directors.</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>Article 23. (Calling of Meetings of the Board of Directors)</p> <p>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 vacant or the Chairman of the Board is unable to act, by the President who is also a Director.</p> <p>2. In case both the Chairman of the Board and the President (including the case that the President is not a Director) 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. 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.</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>Article 25~Article 39 (Omitted)</p>	<p>Article 24~Article 38 (No Change)</p>
<p style="text-align: center;">CHAPTER VIII SUPPLEMENTARY PROVISION</p>	<p style="text-align: center;">CHAPTER VIII SUPPLEMENTARY PROVISION</p>
<p style="text-align: center;">(New)</p>	<p>Article 39 <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></p>
<p style="text-align: center;">(New)</p>	<p>Article 40 <u>This article and the previous article shall be valid until January 5, 2010, and shall be deleted as of January 6, 2010.</u></p>

Agenda 2 Election of Eleven (11) Directors

This is to propose to elect following 11 directors, since all directors shall have completed their terms of office at the end of this General Meeting of Shareholders.

Career summary of the candidates is as follows.

	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)	Ownership (# of Shares)
1	Masamoto Yashiro (February 14, 1929)	1958 Y 6 M Joined Standard-Vacuum Oil Company Japan Division (Predecessor of Exxon Mobil Private Limited) 1974 Y 6 M President, Esso Sekiyu K.K. 1989 Y 11 M Country Corporate Officer-Japan, Citibank, N.A. 2000 Y 3 M Director, Chairman and CEO, Shinsei Bank, Limited 2004 Y 8 M Member of the Council of International Advisers, China Banking Regulatory Commission (Current) 2005 Y 6 M Chairman of the Board, Shinsei Bank, Limited 2006 Y 6 M Senior Advisor 2007 Y 6 M Advisor, China Construction Bank Corporation (Current) 2008 Y 6 M Chairman of the Board, Shinsei Bank, Limited 2008 Y 11 M Chairman of the Board, President, CEO (Current)	Nil
2	Rahul Gupta (August 13, 1959)	1986 Y 12 M Senior Officer and Head of Department-Accounting, Societe Generale, India 1989 Y 12 M Manager, Financial Control, Hong Kong and Shanghai Banking Corporation (HSBC), India 1996 Y 9 M Director and Chief Controller-India, Deutsche Bank AG, India 1998 Y 10 M Director and Chief Controller-Asia, Deutsche Bank AG, Asia Pacific Head Office, Singapore 2001 Y 3 M Managing Director and Group Financial Controller, DBS Bank Limited, Singapore 2005 Y 9 M Senior Managing Executive Officer, Chief Financial Officer, Shinsei Bank, Limited (Current)	Common Shares 76,991

	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)	Ownership (# of Shares)
3	J. Christopher Flowers (October 27, 1957)	1979 Y 3 M Joined Goldman Sachs 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) 2006 Y 10 M Supervisory Board Member, HSH Nordbank AG (Current) 2007 Y 8 M Director, The Kessler Group (Current) 2008 Y 9 M Chairman and Director, Flowers National Bank (Current)	Common Shares 91,297,043
4	Yukinori Ito (March 8, 1936)	1962 Y 4 M Joined The Export-Import Bank of Japan (Predecessor of Japan Bank for International Cooperation) 1991 Y 6 M Senior Executive Director 1995 Y 4 M Corporate Advisor, Mitsubishi Corporation 2002 Y 4 M Professor of Department of Economics, Teikyo University 2003 Y 1 M Auditor, AOC Holdings, Ltd. 2007 Y 3 M President and CEO, Centennial Economic Advisors (Japan), Inc. (Current) 2007 Y 6 M Director, Shinsei Bank, Limited (Current) 2007 Y 6 M Auditor, Latin America Society (Current)	Common Shares 3,000
5	Shigeru Kani (September 20, 1943)	1966 Y 4 M Joined The Bank of Japan 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)	Nil
6	Minoru Makihara (January 12, 1930)	1956 Y 3 M Joined Mitsubishi Corporation, Tokyo 1987 Y 6 M President, Mitsubishi International Corporation, New York 1992 Y 6 M President, Mitsubishi Corporation, Tokyo 1998 Y 4 M Chairman 2000 Y 3 M Director, Shinsei Bank, Limited (Current) 2000 Y 5 M Vice Chairman, Japan Business Federation (Nippon Keidanren) 2004 Y 6 M Senior Corporate Advisor, Mitsubishi Corporation, Tokyo (Current)	Nil

	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)	Ownership (# of Shares)
7	Oki Matsumoto (December 19, 1963)	1987 Y 4 M Joined Salomon Brothers Asia Ltd. 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, Tokyo Stock Exchange, Inc. (Current) 2008 Y 6 M Director, Shinsei Bank, Limited (Current)	Nil
8	Yasuharu Nagashima (June 22, 1926)	1953 Y 4 M Attorney at Law in Japan 1961 Y 1 M Partner, Nagashima & Ohno (Predecessor of Nagashima Ohno & Tsunematsu) 1997 Y 1 M Advisor (Current) 2003 Y 4 M Member, Advisory Committee of Tokyo University Law School (Current) 2004 Y 6 M Director, Shinsei Bank, Limited (Current)	Nil
9	Nobuaki Ogawa (March 13, 1939)	1968 Y 4 M Attorney at Law in Japan 1970 Y 8 M Partner, Ogawa Law Office (Predecessor of Ogawa Tomono Law Office) (Current) 1992 Y 4 M Vice Chairman, Tokyo Bar Association 1996 Y 4 M Secretary General, Japan Federation of Bar Associations 1998 Y 11 M Statutory Auditor, The Long-Term Credit Bank of Japan, Ltd (Under Temporary Nationalization) 2000 Y 3 M Director, Shinsei Bank, Limited (Current)	Nil

	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)	Ownership (# of Shares)
10	Hiroyuki Takahashi (March 1, 1937)	1959 Y 4 M Joined Mitsui & Co., Ltd. 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)	Nil
11	John S. Wadsworth, Jr. (September 12, 1939)	1963 Y 8 M Joined The First Boston Corporation 1978 Y 10 M Joined Morgan Stanley 1987 Y 3 M President, Morgan Stanley Japan 1992 Y 1 M Chairman, Morgan Stanley Asia Limited 2001 Y 2 M Advisory Director, Morgan Stanley (Current) 2001 Y 8 M Partner, Manitou Ventures (Current) 2005 Y 5 M Chairman, Ceyuan Ventures (Current) 2005 Y 6 M Director, Shinsei Bank, Limited (Current)	Common Shares 70,000

Notes.

1. The responsibilities (Committee) in the Bank of the candidates for Directors who are current Directors are described on page 21 of Business Report.
2. While the shares of the Bank that are substantively owned by candidates for Directors are described in the section "Ownership (# of shares)" above, in addition thereto, Mr. Masamoto Yashiro, the current present, CEO of the Bank, has reported to us that he has an indirect stake in the Bank through Saturn I Sub (Cayman) Exempt Ltd., Saturn Japan II Sub C.V., Saturn Japan III Sub C.V. and Saturn IV Sub LP (collectively, "Saturn Entities"), all of which are shareholders of the Bank. Mr. Yashiro is not in a position to control Saturn Entities.
3. Special Interests between the Bank and a candidate:
 - ① The Bank has established a commitment line of finance to NIBC Bank N.V., which is substantially controlled by Mr. J. Christopher Flowers through an investment partnership in which he serves as the general partner.
 - ② The Bank provides loans to NIBC Bank Ltd. (Singapore subsidiary of NIBC Bank N.V.), which is substantially controlled by Mr. J. Christopher Flowers through an investment partnership in which he serves as the general partner.

- ③ The Bank has an equity interest in J.C. Flowers II L.P. and J.C. Flowers III L.P. established and operated by J.C. Flowers & Co. LLC in which Mr. J. Christopher Flowers serves as a representative.
- ④ In January 2008, four investment vehicles advised by J.C. Flowers & Co. LLC 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 J.C. Flowers & Co. LLC.

No Special Interests exist between any of the other candidates for Directors and the Bank.

4. The following persons are candidates for Outside Directors:
Messrs. J. Christopher Flowers, Yukinori Ito, Shigeru Kani, Minoru Makihara, Oki Matsumoto, Yasuharu Nagashima, Nobuaki Ogawa, Hiroyuki Takahashi, and John S. Wadsworth, Jr.

5. 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 extensive experience as a management executive and his discernment in various areas.
- ② Mr. Yukinori Ito is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his wide range of knowledge and extensive experience concerning international financing and his banking expertise
- ③ 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.
- ④ Mr. Minoru Makihara is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his extensive experience as a management executive and deep insight into the field of corporate management.
- ⑤ 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.
- ⑥ Mr. Yasuharu Nagashima is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his expert knowledge and experience, etc. as a lawyer.
- ⑦ Mr. Nobuaki Ogawa is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his expert knowledge and experience, etc. as a lawyer.
- ⑧ 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.
- ⑨ Mr. John S. Wadsworth, Jr. is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his wide range of knowledge and experience, etc. in banking business.

(2) Violation of laws or articles of incorporation 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.

None.

- (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 willful misconduct 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.*

Mitsubishi UFJ Securities Co., Ltd., for which Mr. Minoru Makihara serves as an outside director received a Business Improvement Order from the Financial Services Agency in January 2007, on the grounds that the company (then Mitsubishi Securities Co., Ltd.) contravened the former Securities and Exchange Law in July 2005 with regard to “trading securities for ‘proprietary purposes’ (*jikono-keisan*) based on corporate information.” He had not recognized this fact until the matter was discovered. However, even before this incident occurred, he had made every effort to prevent any misconduct by emphasizing the significance of compliance. After its discovery, he supervised the business improvement plan which had been proposed by management at the Board meeting and had expressed his opinions from the viewpoint of a director. Mitsubishi UFJ Securities Co., Ltd., for which Mr. Minoru Makihara serves as an outside director, announced in April 2009 that it was discovered that their former employee had fraudulently obtained and sold their customer information to a third party. Mr. Makihara had not been aware of this fact until the matter was discovered. After its discovery, he expressed his opinion on the required preventive measures and so forth at a Board meeting.

Mr. Minoru Makihara at one time served as an outside director of the Mitsubishi Electric Corporation. In October 2008, after he had retired from his position at the Mitsubishi Electric Corporation in June 2006, the corporation received a cease-and-desist order and a surcharge payment order issued by the Japan Fair Trade Commission, on the grounds that the corporation had committed an act violating the Antimonopoly Act with respect to the bidding for electrical equipment construction contract in relation to sewage disposal facilities in Hokkaido which occurred during Mr. Makihara's term of office at the corporation. Mr. Makihara had not been aware of this, as the matter was discovered after he had retired. However, prior to his retirement he had consistently offered proposals that promoted compliance with laws and regulations at Board meetings.

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 the Agency. 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.

(4) *The ground on which the Bank judges that a candidate for Outside Director 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 Auditor.*

Given that Messrs. Yasuharu Nagashima and Nobuaki Ogawa have, from their specialist viewpoints as lawyers, distinguished track records in activities related to corporate laws and further that they have extensive experience, they are expected to function appropriately as Outside Directors of the Bank.

(5) *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 eight years three months in total.
- ② As of the end of this General Meeting of Shareholders, Mr. Yukinori Ito will have been an Outside Director for two years.
- ③ As of the end of this General Meeting of Shareholders, Messrs. Shigeru Kani and Yasuharu Nagashima will have been Outside Directors for five years.
- ④ As of the end of this General Meeting of Shareholders, Messrs. Minoru Makihara and Nobuaki Ogawa will have been Outside Directors for nine years three months.
- ⑤ As of the end of this General Meeting of Shareholders, Mr. Oki Matsumoto will have been an Outside Director for one year.
- ⑥ As of the end of this General Meeting of Shareholders, Mr. Hiroyuki Takahashi will have been an Outside Director for three years.
- ⑦ As of the end of this General Meeting of Shareholders, Mr. John S. Wadsworth, Jr. will have been an Outside Director for four years.

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

Candidates for Outside Directors, namely, Messrs. J. Christopher Flowers, Yukinori Ito, Shigeru Kani, Minoru Makihara, Oki Matsumoto, Yasuharu Nagashima, Nobuaki Ogawa, Hiroyuki Takahashi, and John S. Wadsworth, Jr. 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 nine candidates are re-elected as Directors, the Bank will continue the said Agreement for Limitations on Liability with them.

【Procedures for Exercising Voting Rights via Internet】

Please take note of the following instructions before exercising voting rights via Internet.

- (1) Voting rights can be exercised via Internet only by accessing the following website for exercising voting rights from a personal computer or cell phone.
【Website for exercising voting rights】 <http://www.webdk.net>
- (2) When exercising voting rights via Internet, you must enter the “Voting Rights Exercise Code” and “Password”, both of which are contained in the enclosed Form for Exercising Voting Rights. Please follow the instructions on the screen to vote in favor of or against the proposed items.
- (3) Shareholders may exercise their voting rights via Internet until 5:00 p.m. on Monday, June 22, 2009. However, we urge shareholders to exercise their voting rights at their earliest convenience for the purpose of tallying voting rights.
- (4) If you have 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.
- (5) 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.
- (6) Any costs incurred to access the website for exercising voting rights, such as Internet connection costs payable to a provider or telecommunication fees (telephone charges, etc.) shall be borne by the shareholder exercising the voting rights.

【System Environment for Exercising Voting Rights via Internet】

The following computer system environment is necessary in order to use the website for exercising voting rights.

- (1) Ability to access the website via Internet
- (2) In order to exercise voting rights using a personal computer, it is necessary to be able to use an Internet browser as well as software such as Internet Explorer 5.5 SP2 or greater of Microsoft® or Netscape 6.2 or greater. It is necessary to have a hardware environment that allows for the use of the above internet browser and software.
- (3) In order to exercise voting rights via a cell phone, the cell phone must be a model that allows for 128bitSSL transmissions (encrypted transmissions).
(For security purposes, the website is accessible only by models that allow for 128bitSSL transmissions (encrypted transmissions) so that some models may not be able to access the website.)

(“Microsoft” is a trademark owned by the Microsoft Corporation in the United States and other countries. “Netscape” is a trademark owned by the Netscape Communications Corporation in the United States and other countries.)

【Inquiries concerning Exercising Voting Rights via Internet】

For inquiries concerning exercising voting rights via Internet, please contact the following:

Shareholder List Administrator: Stock Transfer Agency Department, The Sumitomo Trust & Banking Co., Ltd.

【Hotline】 0120-186-417 (available 24 hours a day)

【Request for forms, and other inquiry】 0120-176-417 (available weekdays from 9 a.m. to 5 p.m.)

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