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[TRANSLATION]

TSE Stock code: 8303

June 8, 2009

1-8 Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo
Shinsei Bank, Limited

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

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of Shareholders of Shinsei Bank, Limited (“the Bank”) for the ninth 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 Monday, June 22, 2009.

Very truly yours,

Masamoto Yashiro

Director

Representative Statutory Executive Officer 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, 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 one’s voting right via internet or mobile phone.

We are planning to disclose the Annual General Meeting of Shareholders for the Ninth Term by posting the media file on the Bank’s website at a later date for a certain period in order to enable unattended shareholders to view the images of the meeting. The picture of attended individual shareholders will not be disclosed.

Description of the Meeting

1. **Date and Time:** *Tuesday, June 23, 2009 at 10:00 a.m.*
2. **Place:** *Shinsei Hall, First Floor of Head Office, Shinsei Bank, Limited
1-8, Uchisaiwaicho 2-chome, Chiyoda-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 Audit Committee for the Ninth Term (from April 1, 2008 to March 31, 2009).*
 2. *Report on the Financial Statements for the Ninth Term (from April 1, 2008 to March 31, 2009).*
 - Matters to be voted on:**
 - Agenda 1:** *Partial Amendment to Articles of Incorporation*
 - Agenda 2:** *Election of Eleven (11) Directors*

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 and business report 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, these written forms and documents are granted. If any shareholder wishes such treatment, please contact the Stock Transfer Agency Department of Sumitomo Trust & Banking Co., Ltd., the contact details for which are described in the “Procedures for Exercising Voting Rights via Internet” on page 58 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 58 below.

(Attachment)

Business Report for the 9th Fiscal Year (From April 1, 2008 to March 31, 2009)

1. Current State of the Bank

(1) Business Development and Performance of the Group

[Principal Business of the Group]

As of March 31, 2009, the Shinsei Bank Group consisted of Shinsei Bank, Limited, 225 subsidiaries (comprising 126 consolidated companies including APLUS Co., Ltd., Showa Leasing Co., Ltd., Shinsei Financial Co., Ltd. and 99 unconsolidated subsidiaries) and 30 affiliated companies (accounted for under the equity method, including Jih Sun Financial Holding Company, Limited). The Shinsei Bank Group is an integrated financial services group which engages principally in the banking business and conducts securities, trust and other businesses.

The positioning of the Group's businesses is as follows:

(Banking Business)

The following businesses are conducted at our head office and domestic branch offices, and also by some of our consolidated subsidiaries and our affiliated companies (accounted for under the equity method): deposit business, bond business, loan and debt guarantee business, domestic exchange business, foreign exchange business, securities investment business, product securities trading business, securitization business, credit trading business, non-recourse finance business, M&A business, corporate revitalization business and consumer and commercial finance business.

(Securities Business)

Shinsei Securities Co., Ltd., a domestic consolidated subsidiary, conducts the securitization business and bond underwriting sales business.

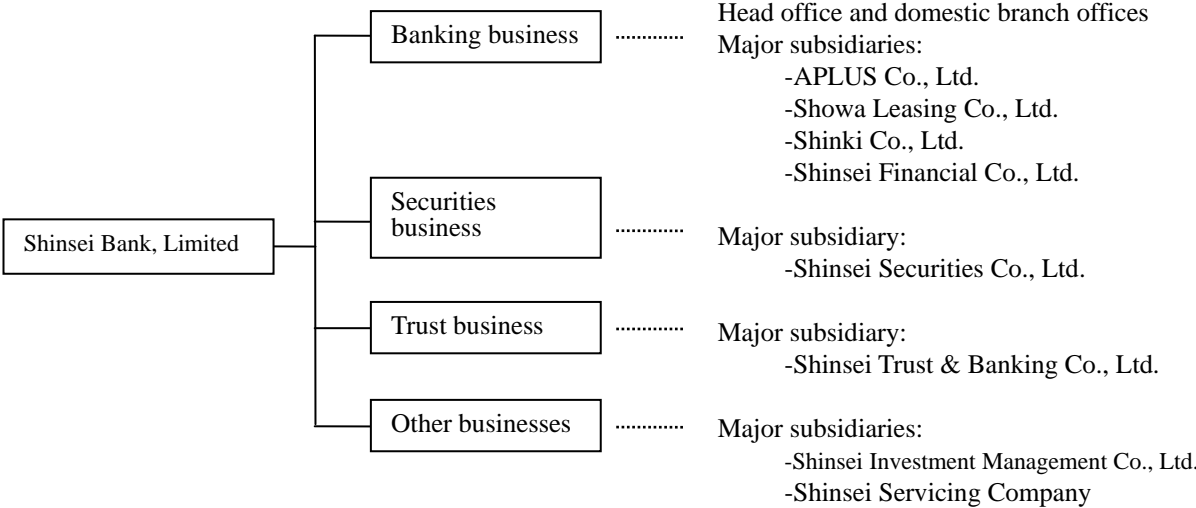
(Trust Business)

Shinsei Trust & Banking Co., Ltd., a domestic consolidated subsidiary, conducts the money credit trust business, securities trust business and specified non-money trust business.

(Other Businesses)

Shinsei Investment Management Co., Ltd., a domestic consolidated subsidiary, conducts the investment trust entrustment business and investment advisory business. Shinsei Servicing Company, also a domestic consolidated subsidiary, conducts the credit management and collection business.

The above can be illustrated in a business organization chart as follows.



Note
The company name was changed from GE Consumer Finance Co., Ltd. to Shinsei Financial Co., Ltd. on April 1, 2009.

[Financial and Economic Environment]

At the beginning of fiscal year 2008, after the bail-out of Bear Sterns by JPMorgan in March 2008, the stock market remained stable on the assumption that the losses caused by the sub-prime loan problem had reached their peak. The commodity market soared in expectation of an early economic recovery and due to an influx of speculative money. In July 2008, crude oil prices exceeded \$140 per barrel, exerting a significant impact on people’s daily lives. Meanwhile, the long-term interest rate rose out of concerns over inflation, with the symbolic 10 year Japanese Government Bonds rising more than 0.5% in the three months from April 2008.

After summer, however, it became clear that financial institutions’ recovery would be slower than market expectations, and these institutions began calling in funds from the market. These actions rapidly reduced liquidity in the market. After Lehman Brothers’ collapse in September 2008, financial markets around the world were paralyzed in a crisis of market confidence widely described as a “once in a hundred years” event.

Additionally, real estate prices fell sharply and there were significant changes in consumer consumption patterns. In the new year, car sales dropped drastically in both the U.S. and Japan. From autumn of 2008, exporters were dealt a serious blow due to the sharp appreciation of the yen. The crisis had extended beyond the financial sector to affect industries across the board.

In response to this economic crisis, central banks of major countries agreed to lower bank rates and provide financial support on an unprecedented scale. Since October 2008, the Bank of Japan has lowered the bank rate twice to its current level of 0.1%, and is taking aggressive measures to control the credit crunch, such as purchasing corporate bonds and stocks owned by financial institutions.

[Business Development and Performance of the Group in fiscal year 2008]

Shinsei Bank implemented organizational changes in June 2008 in an effort to further develop its business around the customer. Following these organizational changes, Shinsei's Consumer and Commercial Finance operations were realigned. Its commercial finance operations, focused on leasing operations, were integrated with the existing institutional banking operations to become the Institutional Group. Consumer finance operations were integrated with the existing retail banking operations to form the Individual Group. Shinsei Bank has strived to improve its efficiency and responsiveness in order to provide a wide range of financial products and services to both corporate and retail customers.

(Institutional Group)

In the Institutional Group, institutional banking operations have been integrated with leasing operations. In addition to traditional financial products and services the group provides value-added financial products, services and solutions to our corporate customers. Our customer relationship managers and financial products and services specialists work together in order to offer value-added products that are innovative and flexible. Our business is focused mainly on large- and medium-sized corporations, financial institutions and the public sector. In June 2008, Shinsei combined the former Corporate Banking, Financial Institutions, and Public Sector Finance relationship manager sub-groups into a new Institutional Business Sub-Group, strengthening our capacity to provide the best financial products and services to both existing and new customer categories.

Due to the deterioration of the U.S. and European financial markets as well as weakening domestic economic environment, the challenges we faced in fiscal year 2008 were mainly in our securitization operations, which include overseas asset-backed securities, asset-backed investments and capital markets operations. However, in our aim to swiftly return to profitability, we have appropriately recorded losses in fiscal year 2008 to reduce the portfolio of overseas investments and loans, including investments made for trading purposes, that were the cause of our weakened performance. In our efforts to go back to basics, we have established a new operational structure to better allocate management resources in Japan; to focus our business more closely on our customers, to implement appropriate risk management practices and to provide products and services that meet customers' needs.

In our lending operations, a key component of our investment banking operations, we have strived to meet the needs of our customers while maintaining the profitability and quality of our assets. In our non-recourse real estate finance operations, we have strived for prudent asset management through highly selective loan transaction management, taking into account credit concentration risks and ensuring an appropriate level of risk and return, as well as conservative property assessment and maintaining an appropriate level of reserves. In our credit trading operations, where we purchase, make collections and sell non-performing loans, we have pursued investments in and collection of non-performing loans and substandard loans in Japanese and overseas markets. We have shown strong performance in our transactions and collection both in Japan and overseas.

Showa Leasing Co., Ltd. (“Showa Leasing”) acquired Yamagata-based Kirayaka Leasing Co., Ltd in July 2008. In September 2008, Showa Leasing sold all of its shares in Showa Auto Rental & Leasing Co., Ltd., with the aim of improving operational efficiency. Showa Leasing is utilizing its strengths in order to expand into new business channels.

(Individual Group)

In the Individual Group, we have integrated our consumer finance operations with existing retail banking operations. The group is committed to providing our customers with high quality financial products and services tailored to every stage of their lives, serving them seamlessly as they move from loans to asset accumulation. We are also working to strengthen and streamline our consumer finance operations.

In retail banking, in January 2009 we began the “Shinsei Step Up” program for all “PowerFlex” account holders, offering three levels of service (Shinsei Platinum, Shinsei Gold and Shinsei Standard) according to the level of customer commitment. Retail Banking has improved upon its efforts to provide customers with value-added products and services that meet their needs at every stage of their lives. It has also implemented measures to establish a closer relationship with customers. We are striving to provide convenient, high quality products and services through the implementation of a business model that effectively combines branches with various remote channels including the internet and our call center. The number of newly opened “PowerFlex” accounts continues to show strong growth. The total number of retail accounts, including existing accounts, as of March 31, 2009, has surpassed 2.4 million. The balance of deposits from individuals, which represent our stable funding base, was over JPY5 trillion as of March 31, 2009, as a result of various successful retail deposit campaigns. The balance of assets under management, including structured deposits and annuity and insurance investment products, was over JPY6.1 trillion as of March 31, 2009. The balance of “PowerSmart” home mortgages has steadily increased, as our highly flexible range of housing loans with no-penalty automatic early repayment and overdraft services have been favorably received by customers.

In the consumer finance operations, we acquired GE Consumer Finance Co. Ltd., (renamed Shinsei Financial Co., Ltd. (“Shinsei Financial”) on April 1, 2009) which operates the "Lake" brand, and its subsidiaries in September 2008 to expand our consumer finance business. In our efforts to further strengthen this business we have embarked on a comprehensive review of the Shinsei Bank Group’s consumer finance operations, including Shinsei Financial, Shinki Co., Ltd. (“Shinki”), and APLUS Co., Ltd. (“APLUS”) in February 2009. Specifically, the measures include:

1. Establishment of a Business Integration Committee to identify opportunities for resource-sharing and cost efficiencies of Shinsei Financial and Shinki;
2. Launching of a tender offer bid by Shinsei Bank and Shinsei Financial for Shinki shares;
3. Reduction of the number of manned Lake branches and withdrawal from the credit card and mortgage businesses by Shinsei Financial; and
4. APLUS’s move to increase business efficiency and review its fee structure to boost profitability.

In March 2009, as a result of the tender offer bid, Shinsei Bank and Shinsei Financial held 96.80% of existing shares in Shinki (as compared to before the tender offer bid when Shinsei Bank held 67.77%). We will strive to improve the operational efficiency and strengthen the competitive edge of Shinsei’s consumer finance business while capitalizing on Shinsei’s information technology capabilities.

(Financial Position)

In March 2009, an overseas special purpose subsidiary, in which the voting rights were wholly owned by Shinsei Bank, issued JPY48.2 billion in Tier I preferred securities in Japan to strengthen the Shinsei Bank Group’s Tier I capital.

(Business Performance)

Based on the business developments discussed above, Shinsei Bank and its consolidated subsidiaries attained the following business results for the fiscal year ended March 31, 2009. Consolidated subsidiaries partly operate in the securities and trust businesses in addition to the banking business, but since the proportion of such businesses is insignificant in terms of all segments, we have stated the results of the business as a whole. Shinsei Financial Co., Ltd. became a consolidated subsidiary of Shinsei Bank on September 22, 2008, and its balance sheet and income statement from October 1, 2008 to March 31, 2009 have been consolidated into Shinsei Bank.

As of March 31, 2009, the total consolidated assets of the Shinsei Bank Group amounted to ¥11,949.1 billion, an increase of ¥423.4 billion from the end of the previous fiscal year. The main components of this were ¥6,272.1 billion in deposits and negotiable certificates of deposit (up ¥465.4 billion from the previous year), ¥675.5 billion in debentures (up ¥13.1 billion from the previous year) and ¥5,876.9 billion in loans and bills discounted (up ¥254.6 billion from the previous year).

For the fiscal year ended March 31, 2009, ordinary income was ¥601.6 billion, an increase of ¥8.1 billion from the previous year, while ordinary expenses were ¥764.9 billion, an increase of ¥182.7 billion from the previous year. Consequently, our consolidated net ordinary loss was ¥163.3 billion compared to ordinary income of ¥11.2 billion in the previous year and our consolidated net loss for the fiscal year ended March 31, 2009, after extraordinary gains of ¥100.9 billion, extraordinary losses of ¥56.6 billion, income tax expenses (losses) of ¥3.4 billion, income tax adjustments (losses) of ¥7.0 billion, and minority interests (losses) of ¥13.5 billion, was ¥143.0 billion compared to net gain of ¥60.1 billion in the previous year.

[Challenges Facing the Shinsei Bank Group]

Shinsei Bank Group has appropriately recorded losses in fiscal year 2008, in our aim to swiftly return to profitability, in order to reduce the portfolio of overseas asset-backed securities and investments, including investments made for trading purposes, which were the main cause of our weakened performance. At the same time, we have strived to thoroughly meet the needs of our customers, going back to basics of our business, while strengthening our risk management structure and concentrating the allocation of management resources in Japan. We will continue to implement various strategies and strengthen our operational structure in our aim to return to profitability.

1. Striving for long-term and stable profit growth by offering products and services that meet the needs of our customers

In order to provide high quality value-added products and services to meet the increasingly diversified and sophisticated needs of our customers, the Shinsei Bank Group is actively working to develop new product and service categories. With our highly flexible IT infrastructure as our base, utilizing cutting-edge technology, we strive for long-term and stable profit growth by offering a broad range of products and services in a timely manner that better meets the needs of our customers.

(Institutional Group)

We intend to prioritize the restructuring of our portfolio of overseas asset-backed securities and investments, including investments made for trading purposes, and improve the profitability of the entire Institutional Group. Specifically, in our lending operations to corporate customers, where our customer focus is medium-sized corporations and the public sector, we aim to expand our customer base and further enhance the relationship of cooperation between our customer relationship managers and product specialists in actively providing value-added financial products, services and solutions to our customers. In our real estate non-recourse finance operations, we will strive to ensure an appropriate level of risk and return while carefully monitoring real estate market trends. In our credit trading operations, where we purchase, make collections and sell non-performing loans, we will actively pursue opportunities while monitoring changes in the economic environment. In capital markets operations such as foreign exchange and derivative transactions, we aim to record stable revenues by focusing on customer transactions.

(Individual Group)

In the Retail Banking operations, we aim to strengthen our ability to offer products for every stage of our customers' lives, while enhancing our ability to appropriately provide solutions and solve problems that our customers face regarding financial transactions and products. In our consumer finance operations, where we are facing a difficult operating environment due to factors including legislative changes, market contraction and industry realignment, we will strive to effectively utilize management resources throughout our Group subsidiaries, review expense structures, and implement appropriate credit cost management by capitalizing on leveraging Shinsei's information technology capabilities. We will also strive to achieve the seamless provision and cross-selling of financial services for individuals, from loans to asset accumulation solutions, transcending the boundary between retail banking and individual subsidiaries. Through these measures, we aim to establish highly trusted, comprehensive financial services for individuals.

2. Reinforcement of risk management and the corporate governance system and working to achieve a high level of transparency in management

We will optimally allocate management resources and establish a balanced management of our operations through the smooth implementation of Basel II under the internal rating based approach, the capitalization ratio parameter under the Banking Act, by the Bank and its Group companies, by enhancing risk management and accurately identifying risk and return.

The Bank has adopted a “Company with Committees” board model, and, as such, has established a management system that enables it to reinforce its management supervision functions and make decisions expeditiously. In addition to the Board of Directors, we have a Nomination Committee, an Audit Committee and a Compensation Committee, responsible for overseeing our operations. The majority of these committees’ members are outside directors. We also delegate substantial business execution authority to the Statutory Executive Officers in order to enable them to run the operations of the Bank in a flexible and efficient manner. We intend to further enhance our legal compliance by strengthening our compliance system while giving ample consideration to customer protection in line with the Financial Instruments and Exchange Law. While we have completed preparations to comply with J-SOX, implemented from the end of fiscal year 2008, we will continue to improve our internal control systems and reinforce our audit function. Furthermore, as a listed company, we will continue to endeavor to make timely, proper, and highly transparent disclosure for the benefit of investors.

3. Revitalization plan targets

Shinsei Bank posted an ordinary business loss of JPY65.3 billion and a net loss of JPY157.0 billion, both on a non-consolidated basis, in the fiscal year ended March 2009, due mainly to the deterioration of the market in the U.S., Europe and Japan, and the loss on our securities holdings in APLUS. This figure was significantly below the net income plan posted in the term ended March 2009 under the Plan for Restoring Sound Management (“Revitalization Plan”). The Bank received a Business Improvement Order from the Financial Services Agency (“FSA”) in June 2007 as it recorded a net income figure that was lower than the target set in the Revitalization Plan for the term ended March 2007 and submitted a new Revitalization Plan in August 2007. As a bank receiving public funds, we deeply regret that we were unable to achieve the target. While we plan to submit the new Revitalization Plan in coming months, in order to achieve the targets set out in the new Revitalization Plan, the Bank will make its utmost efforts to promote its business through reinforcing the profitability of each of its operations, and with other improvements to its business such as the efficient management of expenses.

Note

The description of item 3. does not refer to subsidiaries and affiliates.

(2) State of Assets, Profit and Loss

i. State of Assets, Profit and Loss of the Group

	(Hundred millions of yen)			
	Fiscal 2005 (6th Fiscal Period)	Fiscal 2006 (7th Fiscal Period)	Fiscal 2007 (8th Fiscal Period)	Fiscal 2008 (9th Fiscal Period)
Consolidated ordinary income	5,290	5,600	5,935	6,016
Consolidated net ordinary income (loss)	714	231	112	(1,633)
Consolidated net income (loss)	760	(609)	601	(1,430)
Consolidated shareholders' equity	8,553	9,332	9,652	7,674
Consolidated total assets	94,050	108,376	115,257	119,491

Notes

1. In the amount shown above, figures below the first decimal place have been omitted.
2. Consolidated net income/loss changed from net income of ¥60.1 billion in fiscal year 2007 to net loss of ¥143.0 billion in fiscal year 2008 due mainly to the impairment of securities and the increase of reserve for credit losses due to the worldwide economical deterioration and turmoil affecting financial markets.

ii. State of Assets, Profit and Loss of the Bank

	(Hundred millions of yen)			
	Fiscal 2005 (6th Fiscal Period)	Fiscal 2006 (7th Fiscal Period)	Fiscal 2007 (8th Fiscal Period)	Fiscal 2008 (9th Fiscal Period)
Deposits	41,581	54,714	58,651	68,974
Time deposits	23,431	29,380	35,329	44,517
Others	18,150	25,334	23,321	24,457
Debentures issued	10,214	7,039	6,631	6,767
Coupon debenture	10,214	7,039	6,631	6,767
Discount debenture	—	—	—	—
Corporate bonds	4,470	5,624	5,199	4,024
Loans	39,612	50,752	53,563	51,680
To individuals	4,578	5,669	8,173	8,683
To small- and medium-sized businesses	16,150	22,691	21,358	20,325
Others	18,883	22,391	24,031	22,671
Trading assets	1,733	2,841	2,751	3,260
Trading liabilities	1,290	873	2,037	3,160
Securities	18,097	20,620	23,003	26,260
Japanese government bonds	4,744	7,472	6,453	12,042
Others	13,353	13,147	16,549	14,217

	Fiscal 2005 (6th Fiscal Period)	Fiscal 2006 (7th Fiscal Period)	Fiscal 2007 (8th Fiscal Period)	Fiscal 2008 (9th Fiscal Period)
Total assets	72,086	87,289	95,486	107,134
Net assets	8,530	6,588	7,327	5,648
Domestic exchange transactions	241,715	311,040	405,859	320,737
	(Millions of dollars)	(Millions of dollars)	(Millions of dollars)	(Millions of dollars)
Foreign exchange transactions	15,533	11,559	11,417	11,090
	(Millions of yen)	(Millions of yen)	(Millions of yen)	(Millions of yen)
Net ordinary income (loss)	60,497	47,146	32,528	(164,860)
	(Millions of yen)	(Millions of yen)	(Millions of yen)	(Millions of yen)
Net income (loss)	74,890	(41,960)	53,203	(157,048)
	(Yen)	(Yen)	(Yen)	(Yen)
Net income (loss) per share	52.27	(32.14)	34.46	(79.96)

Notes

1. *In the amount shown above, figures below the first decimal place have been omitted.*
2. *“Deposits” and “Deposits-Others” include negotiable certificates of deposits.
The increase in “Deposits” is mainly due to the growing needs of individuals for retail deposits.*
3. *The increase in “Debentures issued” is mainly due to the increase in short-term debentures issued while 5-year debentures issued decreased.*
4. *The decrease in “Corporate Bonds” is mainly due to the decrease in subordinated bonds and other issued bonds.*
5. *The decrease in “Loans” is mainly due to the decrease in outstanding general corporate loans while outstanding housing loans increased.*
6. *The increase in “Trading assets” is mainly due to an increase in derivatives.*
7. *The increase in “Trading liabilities” is mainly due to an increase in derivatives.*
8. *The increase in “Securities” is mainly due to the increase in Japanese government bonds and equity.*
9. *Net income/loss changed from income of ¥53.2 billion in fiscal year 2007 to loss of ¥157 billion in fiscal year 2008 due mainly to the impairment of securities and the increase of reserve for credit losses due to the worldwide economical deterioration and turmoil affecting financial markets.*

(3) Employees on consolidated basis

	End of this fiscal year	End of the previous fiscal year
	Number of employees (persons)	
Banking business	5,984	4,592
Securities business	137	168
Trust business	72	99
Other	813	386
Total	7,006	5,245

Note

These numbers include overseas local employees.

(4) Principal Offices of the Group

i. Banking Business of the Bank

① Number of business offices

	End of this fiscal year		End of the previous fiscal year	
	(liaison office)		(liaison office)	
Hokkaido and Tohoku area	2	(-)	2	(-)
Kanto area	21	(2)	24	(6)
(Tokyo).....	(16	(2))	(19	(6))
Chubu area	2	(-)	2	(-)
Kinki area.....	5	(-)	7	(2)
Chugoku, Shikoku and Kyushu area...	3	(-)	3	(-)
Domestic total	33	(2)	38	(8)
Overseas.....	—	(-)	1	(-)
Grand total	33	(2)	39	(8)

Notes

ATMs located outside branches were installed at 174 locations as at the end of this fiscal year.

② Newly established business offices in this fiscal year

Name of office	Address
Machida branch	14-15, Haramachida 6-chome, Machida-city, Tokyo

③ List of agencies of the bank

None.

④ Agent activities operated by the Bank

None.

ii. Banking Business of the Group (excluding those listed in i. above)

The main company name and the main office

<u>Company name</u>	<u>Name of office</u>	<u>Address</u>
APLUS Co., Ltd.	Tokyo Head office	1, Shin-ogawacho 4-chome, Shinjuku-ku, Tokyo
Showa Leasing Co., Ltd.	Head office	7-12, Shinonome 1-chome, Koutou-ku, Tokyo
Shinki Co., Ltd.	Head office	6-1, Nishi-shinjuku 1-chome, Shinjuku-ku, Tokyo
Shinsei Financial Co., Ltd.	Head office	2-20, Akasaka 5 chome, Minato-ku, Tokyo

iii Securities business

The main company name and the main office

<u>Company name</u>	<u>Name of office</u>	<u>Address</u>
Shinsei Securities Co., Ltd.	Head office	1-8, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo

iv. Trust and Banking business

The main company name and the main office

<u>Company name</u>	<u>Name of office</u>	<u>Address</u>
Shinsei Trust & Banking Co., Ltd.	Head office	1-8, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo

v. Other

The main company name and the main office

<u>Company name</u>	<u>Name of office</u>	<u>Address</u>
Shinsei Investment Management Co., Ltd.	Head office	1-8, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo
Shinsei Servicing Company	Head office	1-8, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo

(5) Facility Investment of the Group

i. Total facility investment

	(Millions of yen)
<u>Business segment</u>	<u>Amount</u>
Banking business	13,100
Securities business	389
Trust business	—
Other business	175
Total	13,665

ii. New establishment of important facilities

		(Millions of yen)
<u>Business segment</u>	<u>Details</u>	<u>Book value as of the end of FY2007</u>
Other business	Sale of Meguro Production Center of Shinsei Bank, Limited	8,836

(6) Significant Parent Company and Subsidiaries

i. Parent Company

None.

ii. Subsidiaries

<u>Name</u>	<u>Address</u>	<u>Major business</u>	<u>Establishment date</u>	<u>Capital (million)</u>	<u>Shinsei's Voting Shareholding Ratio (%)</u>	<u>Other</u>
APLUS Co., Ltd.	Osaka City, Osaka	Consumer credit business	October 6, 1956	¥47,250	76.71	—
Showa Leasing Co., Ltd.	Koto-ku, Tokyo	Leasing business	April 2, 1969	¥24,300	96.42	—
Shinki Co., Ltd.	Shinjuku-ku, Tokyo	Consumer finance business	December 1, 1954	¥16,709	96.80 (11.11)	—
Shinsei Financial Co., Ltd.	Minato-ku, Tokyo	Consumer finance business	June 3, 1991	¥66,518	100.00 (0.20)	—
Shinsei Trust & Banking Co., Ltd.	Chiyoda-ku, Tokyo	Trust business	November 27, 1996	¥5,000	100.00	—
Shinsei Securities Co., Ltd.	Chiyoda-ku, Tokyo	Securities business	August 11, 1997	¥8,750	100.00	—

Notes

1. Fractions smaller than one million yen have been omitted.
2. Numbers included in parentheses in the "Shinsei shares" column indicate indirect holdings.
3. Shinsei has 126 consolidated subsidiaries, including the major subsidiaries listed above, as well as 30 affiliated companies that are accounted for under the equity method.

Summary of Important Business Alliances

1. The Bank offers automated cash withdrawal services through the mutual use of ATMs under alliance relationships with the following financial institutions:

Commercial banks:

The Bank of Tokyo-Mitsubishi UFJ, Ltd.; Mizuho Bank, Ltd.; Sumitomo Mitsui Banking Corporation; Resona Bank, Ltd.; and Saitama Resona Bank, Ltd.

Trust and banking companies:

The Chuo Mitsui Trust and Banking Co., Ltd.; Mitsubishi UFJ Trust and Banking Corporation; The Sumitomo Trust and Banking Co., Ltd.; and Mizuho Trust & Banking Co., Ltd.

Others:

Japan Post Bank Co., Ltd.; The Shoko Chukin Bank; Aozora Bank, Ltd., and The Miura-Fujisawa Shinkin Bank.

2. The Bank offers cash withdrawal and depository services, and mutual fund transfer services through the mutual use of ATMs under an alliance with Japan Post Bank Co., Ltd.
3. The Bank offers automated cash withdrawal and depository services through ATMs located in railway and subway stations under alliance relationships with the following railway companies: Tokyo Metro Co., Ltd.; Kintetsu Corporation.
In addition, the Bank has installed ATMs at JR Nagoya station, JR Kyoto station, and JR Mitaka station, and offers automated cash withdrawal and depository services.
4. The Bank offers automated local currency cash withdrawal services through overseas ATMs in the PLUS network under alliance relationships with Visa International.
5. The Bank established Pensions First Group LLP (former name, Guaranteed Pensions LLP) with other alliance partners to solve the pension liabilities of companies through capital markets in the UK.
6. The Bank has an alliance with APLUS Co., Ltd., a consolidated subsidiary, and has been processing applications for the Shinsei Visa Card, a credit card issued by APLUS Co., Ltd. The Bank has also entered into a contract with APLUS Co., Ltd. whereby APLUS Co., Ltd. acts as a guarantor for loans made through the Bank's SmartCard Loan Service, which began in June 2008.

7. The Bank and Seven Bank, Ltd. have cooperated with each other by sharing sales channels, jointly developing new products and services under alliances, and managing joint ATM corners.
8. The Bank has an Operational Alliance Agreement with The Towa Bank, Ltd.
9. The Bank has concluded a “Basic Agreement Concerning Business Integration and Reorganization” (“this Agreement”) with Shinki Co., Ltd. (“Shinki”) and GE Consumer Finance Co., Ltd. on February 3, 2009, with the objective of achieving continued enhancement in the value of the Group’s consumer finance business going forward. As a result of this Agreement, the Business Alliance Agreement between the Bank and Shinki originally initiated on March 15, 2002, has now been dissolved.
10. On July 22, 2008, the Bank has concluded an operational agreement with So-net M3, Inc. to provide information on financial products and services directly to members of the medical professional site.

(7) State of Business Transfer, etc.

- i. Significant Business Transfer, Merger and Splitting, New Establishment and Splitting
None.
- ii. Transfer of Business from Other Companies
None.

iii. Stock, Other Equities or Stock Acquisition (or Disposal) Rights of Other Companies

Date	Details																		
September 22, 2008	On September 22, 2008, the Bank acquired GE Consumer Finance Co., Ltd. (renamed Shinsei Financial Co., Ltd. in April 2009) and its subsidiaries for an all-cash consideration of 580 billion yen from GE Japan Holdings Corporation.																		
February 4, 2009	<p>The Bank and GE Consumer Finance Co., Ltd. (renamed Shinsei Financial Co., Ltd. in April 2009), as a subsidiary of the Bank, had launched a tender offer for the shares of common stock of SHINKI Co., Ltd. as a listed subsidiary of the Bank on February 4, 2009, and concluded the tender offer on March 18, 2009. The result of the tender offer is described below.</p> <table border="1" data-bbox="483 607 1422 904"> <thead> <tr> <th></th> <th></th> <th>Number of Voting Rights</th> <th>Shareholding Ratio</th> </tr> </thead> <tbody> <tr> <td rowspan="2">The Bank</td> <td>Before Tender Offer</td> <td>1,024,300</td> <td>67.77%</td> </tr> <tr> <td>After Tender Offer</td> <td>1,295,074</td> <td>85.69%</td> </tr> </tbody> </table> <p>(for reference)</p> <table border="1" data-bbox="483 949 1422 1155"> <tbody> <tr> <td rowspan="2">GE Consumer Finance Co., Ltd.</td> <td>Before Tender Offer</td> <td>-</td> <td>00.00%</td> </tr> <tr> <td>After Tender Offer</td> <td>167,972</td> <td>11.11%</td> </tr> </tbody> </table>			Number of Voting Rights	Shareholding Ratio	The Bank	Before Tender Offer	1,024,300	67.77%	After Tender Offer	1,295,074	85.69%	GE Consumer Finance Co., Ltd.	Before Tender Offer	-	00.00%	After Tender Offer	167,972	11.11%
		Number of Voting Rights	Shareholding Ratio																
The Bank	Before Tender Offer	1,024,300	67.77%																
	After Tender Offer	1,295,074	85.69%																
GE Consumer Finance Co., Ltd.	Before Tender Offer	-	00.00%																
	After Tender Offer	167,972	11.11%																

iv. Material Succession of Rights and Obligations regarding Other Corporations' Businesses through Merger or Company Split

None.

(8) Other Important Items Regarding the Current State of the Group

None.

2. Matters Concerning Corporate Directors

(1) Corporate Directors and Officers

i. Corporate Directors

(As of March 31, 2009)

Name	Position/Responsibilities, and Committee	Important Concurrent Post	Others
Masamoto Yashiro	Chairman of the Board, Nomination	—	Resigned as Member of Compensation Committee on January 14, 2009 Appointed as Member of Nomination Committee on January 14, 2009
Thierry Porté	Director, Nomination	—	Resigned on November 12, 2008
Michael J. Boskin	Director (Outside) Nomination	Professor, Stanford University	—
Emilio Botín	Director (Outside) Compensation	Chairman, Grupo Santander	—
J. Christopher Flowers	Director (Outside) Nomination, Compensation	Chairman, J. C. Flowers & Co. LLC	—
Yukinori Ito	Director (Outside) Audit	President and CEO, Centennial Economic Advisors (Japan), Inc.	—
Shigeru Kani	Director (Outside) Audit	Professor, Yokohama College of Commerce	—
Fred H. Langhammer	Director (Outside) Compensation	Chairman, Global Affairs, The Estée Lauder Companies, Inc.	—
Minoru Makihara	Director (Outside) Nomination*, Compensation	Senior Corporate Advisor, Mitsubishi Corporation	—
Oki Matsumoto	Director (Outside) Nomination	CEO, Monex Group, Inc.	—
Yasuharu Nagashima	Director (Outside) Audit	Lawyer	—
Nobuaki Ogawa	Director (Outside) Audit	Lawyer	—
Hiroyuki Takahashi	Director (Outside) Audit*	—	—
John S. Wadsworth, Jr.	Director (Outside) Compensation*	Advisory Director, Morgan Stanley	—

Note

*Directors with * are the chairmen of their respective committees.*

ii. Statutory Executive Officers

(As of March 31, 2009)

Name	Position and Responsibilities	Important Concurrent Post	Others
Masamoto Yashiro	Representative Statutory Executive Officer, President, Chief Executive Officer	—	—
Masazumi Kato	Representative Statutory Executive Officer, Executive Vice President	—	—
Junzo Tomii	Representative Statutory Executive Officer, Executive Vice President	—	—
Michael Cook	Senior Managing Executive Officer, Head of Risk Management Group, Chief Risk Officer	—	—
Dhananjaya Dvivedi	Senior Managing Executive Officer, Group Chief Information Officer	—	—
Rahul Gupta	Head of Banking Infrastructure Group Senior Managing Executive Officer, Chief Financial Officer, Head of Finance Group	—	—
Sanjeev Gupta	Senior Managing Executive Officer, Head of Individual Group	—	—
Sang-Ho Sohn	Senior Managing Executive Officer Head and Chief Executive of Institutional Group	—	—
Norio Funayama	Managing Executive Officer, GM of Corporate Planning Division, and Executive Head of Institutional Business Sub-Group	—	—
Kazuya Fujimoto	Statutory Executive Officer, Head of Institutional Business Sub-Group, and GM of Public Sector Finance Division	—	—
Michimasa Honda	Statutory Executive Officer, GM of Financial Institutions Business Division III	—	—
Yukio Nakamura	Statutory Executive Officer, Executive Head of Institutional Business Sub-Group	—	—
Shigeru Oishi	Statutory Executive Officer, GM of Osaka Branch	—	—
Michiyuki Okano	Statutory Executive Officer, Head of Operations Sub-Group, Head of Retail Services Sub-Group	—	—
Yoshikazu Sato	Statutory Executive Officer Head of Technology Sub-Group	—	—

Name	Position and Responsibilities	Important Concurrent Post	Others
Takashi Tsuchiya	Statutory Executive Officer, Head of Advisory Sub-Group	—	—
Thierry Porté	Representative Statutory Executive Officer, President Chief Executive Officer	—	Resigned on November 12, 2008
Akira Ito	Representative Statutory Executive Officer, Senior Management Executive Officer, Head of Corporate Governance Group, General Counsel	—	Resigned on March 11, 2009
Kazumi Kojima	Managing Executive Officer	—	Resigned on February 28, 2009
Thomas Pedersen	Statutory Executive Officer, Head of People and Communication Group	—	Resigned on February 28, 2009

(2) Remuneration and other payment for Directors and Statutory Executive Officers

Total amount of remuneration and other payment for Directors and Statutory Executive Officers for this fiscal year

Category	Number of payees	Remuneration and other payment	Remarks
Directors	13 (Of which one has already retired)	166 million yen (including 22 million yen for payments other than remuneration)	
Statutory Executive Officers	27 (Of which eleven have already retired)	2,776 million yen (including 1,390 million yen for payments other than remuneration)	
Total	40 (Of which twelve have already retired)	2,942 million yen (including 1,412 million yen for payments other than remuneration)	

Notes:

- The Bank does not pay directors' remuneration to Directors who are concurrently Statutory Executive Officers.
- The Bank does not pay Directors' performance linked remunerations.
- The disclosure standards for officers' remuneration and other payment were amended and the amended disclosure standards take effect at such a time as to apply to the business report for fiscal year 2008. In accordance to the amended disclosure standards, the above-mentioned amounts include amounts of remuneration and other payment for Directors and Statutory Executive Officers who have already retired before the first day of fiscal year 2008 as well as amounts of remuneration and other payment for Directors and Statutory Executive Officers who assumed office on or since the day following the day on which the Eighth General Meeting of Shareholders was held (June 25, 2008). In addition, the above-mentioned amounts include amounts of remuneration and other payment for Directors and Statutory Executive Officers who retired on June 25, 2008, when the Eighth General Meeting of Shareholders was held. And due to the amendments to the disclosure standards, the above-mentioned "payments other than remuneration" include the following amounts:
 - Stock price-linked awards paid in this fiscal year as consideration for the execution of duties in previous fiscal years.
 - Expenses appropriated in this fiscal year in relation to stock price-linked awards as consideration for the execution of duties in previous fiscal years.
 - Stock price-linked awards payable in the next fiscal year or thereafter as consideration for the execution of duties in previous fiscal years.
- The above-mentioned amounts include the following retirement allowances paid in this fiscal year:
 - To one Director: 4 million yen
 - To five Statutory Executive Officers: 93 million yen
- Due to the amendments to the disclosure standards, it is now difficult to compare the amounts of remuneration and other payment for Directors and Statutory Executive Officers for this fiscal year, with those for previous fiscal years. The following are total amounts of remuneration and other payment (other than amounts of retirement allowances) for Directors and Statutory Executive Officers for fiscal year 2007 and fiscal year 2008, on the basis of the disclosure standards for fiscal year 2007.

	Fiscal Year 2007	Fiscal Year 2008
Directors:	156 million yen	156 million yen
Statutory Executive Officers:	1,727 million yen	1,560 million yen
Total:	1,883 million yen	1,716 million yen

6. *Policies of remuneration and other payment for Directors and Statutory Executive Officers, as determined by the Compensation Committee, are as follows:*

(1) Basic Policy

Remuneration and other payment for Directors and Statutory Executive Officers shall be determined based on:

- Individual performance*
- The Bank's performance*
- Market competitiveness*

Remuneration and other payment for Directors and Statutory Executive Officers shall be determined from the Total Reward point of view.

(2) Remuneration and other payment for Directors

The total amount of remuneration and other payment shall be set at a global standard level. Total amount of remuneration and other payment shall consist of fixed remuneration, stock price-linked awards, a retirement allowance, and other appropriate awards.

(3) Remuneration and other payment for Statutory Executive Officers

Objectives of total amount of remuneration and other payment:

- To attract and retain high performing individuals*
- To provide appropriate incentives to improve the Bank's performance*

Total amount of remuneration and other payment shall consist of fixed remuneration, performance-linked remuneration, stock price-linked awards, a retirement allowance and other appropriate awards. Total amount of remuneration and other payment shall be determined with consideration given to individual contributions to the Bank's business performance. Certain amounts of fringe benefits shall be provided to expatriate Statutory Executive Officers. Statutory Executive Officers who are concurrently Directors are classified here as Statutory Executive Officers.

3. Matters concerning Outside Directors and Officers

(1) Concurrent Posts and Other Details of Outside Directors and Officers

Name	Concurrent Posts and Other Details
Michael J. Boskin	Outside Director, Exxon Mobil Corporation Outside Director, Oracle Corporation
Emilio Botín	Chairman (Executive Officer), Banco Santander, S.A. Chairman (Executive Officer), Santander Investment S.A. Chairman (Executive Officer), Portal Universia S.A. & affiliates
J. Christopher Flowers	Chairman (Executive Officer), J. C. Flowers & Co. LLC Outside Director, Enstar Group Limited Outside Director, The Kessler Group Supervisory Board Member, HSH Nordbank AG Chairman and Director, Flowers National Bank
Yukinori Ito	President and CEO, Centennial Economic Advisors (Japan), Inc.
Shigeru Kani	Affiliate Professor, Graduate School, Takushoku University Director, The Securities Analysts Association of Japan
Fred H. Langhammer	Co-Chairman, American Institute for Contemporary German Studies Outside Director, The Walt Disney Company

Name	Concurrent Posts and Other Details
Minoru Makihara	Outside Director, Mitsubishi UFJ Securities Co., Ltd. Outside Director, Mitsubishi Logistics Corporation Outside Director, Mitsubishi Research Institute, Inc. Outside Director, Tokio Marine Holdings, Inc.
Oki Matsumoto	CEO (Executive Officer), Monex Group, Inc. CEO (Executive Officer), Monex, Inc. Director (Non-executive), WR Hambrecht & Co Japan, Inc. Director (Non-executive), Monex Business Incubation, Inc. Outside Director, Tokyo Stock Exchange Group, Inc. Outside Director, Tokyo Stock Exchange, Inc.
Yasuharu Nagashima	Outside Director, Nippon Otis Elevator Company Outside Auditor, Isuzu Motors Limited Outside Auditor, Osaka Hilton Co., Ltd.
Nobuaki Ogawa	Outside Auditor, T. HASEGAWA CO., LTD.
Hiroyuki Takahashi	Outside Auditor, Panasonic Corporation Outside Auditor, Kyowa Hakko Kirin Co., Ltd.
John S. Wadsworth, Jr.	Partner, Manitou Ventures Chairman, Ceyuan Ventures Outside Director, Diversified Credit Investments

Note:

The Bank participates in certain transactions in which J. C. Flowers & Co. LLC or its affiliate acts as General Partner; Mr. Flowers is the Chairman of J. C. Flowers & Co. LLC. There is no significant transaction between the Bank and the companies at which other outside directors serve as executives.

(2) Major Activities of Outside Directors and Officers

Name	Term of Office	Participation in Meetings of Board of Directors Participation in Meetings of Audit Committee	Remarks at Meetings of Board of Directors and Other Activities
Michael J. Boskin	9 years	Participated in nine out of ten meetings of the Board of Directors held during this fiscal year	Provided timely and necessary remarks on agenda items, etc. in terms of economics – his specialty
Emilio Botín	8 years 11 months	Participated in one out of ten meetings of the Board of Directors held during this fiscal year	Provided timely and necessary remarks and advice mainly on agenda items related to Shinsei Bank's retail banking from his special viewpoint as an executive officer of a bank
J. Christopher Flowers	8 years as an Outside Director and 1 year as Director (Non-executive)	Participated in seven out of ten meetings of the Board of Directors held during this fiscal year	Provided timely and necessary remarks and advice on general agenda items and deliberations based on his wide-ranging financial knowledge
Yukinori Ito	1 year 9 months	Participated in all ten meetings of the Board of Directors and all thirteen meetings of the Audit Committee held during this fiscal year	Provided timely and necessary remarks on general agenda items based on his wide range of knowledge and extensive experience in banking expertise
Shigeru Kani	4 years 9 months	Participated in all ten meetings of the Board of Directors and all thirteen meetings of the Audit Committee held during this fiscal year	Provided timely and necessary remarks and advice on agenda items and deliberations in terms of risk management – his specialty
Fred H. Langhammer	3 years 9 months	Participated in five out of ten meetings of the Board of Directors held during this fiscal year	Provided timely and necessary remarks and advice specifically on retail banking from his special viewpoint as an experienced executive officer in the consumer field
Minoru Makihara	9 years	Participated in all ten meetings of the Board of Directors held during this fiscal year	Provided timely and necessary remarks on general agenda items based on his long experience as an executive officer
Oki Matsumoto	9 months	Participated in all nine meetings of the Board of Directors held during this fiscal year after assuming office in June 2008	Provided timely and necessary remarks on general agenda items based on his extensive knowledge and his experience as an executive officer
Yasuharu Nagashima	4 years 9 months	Participated in all ten meetings of the Board of Directors and all thirteen meetings of the Audit Committee held during this fiscal year	Provided necessary remarks and advice on agenda items and deliberations mainly from his special viewpoint as a lawyer and experienced outside director of other companies
Nobuaki Ogawa	1 year as a Standing Statutory Auditor and 9 years as an Outside Director	Participated in all ten meetings of the Board of Directors and all thirteen meetings of the Audit Committee held during this fiscal year	Provided necessary remarks and advice on agenda items and deliberations mainly from his special viewpoint as a lawyer and experienced outside auditor of other companies

Name	Term of Office	Participation in Meetings of Board of Directors Participation in Meetings of Audit Committee	Remarks at Meetings of Board of Directors and Other Activities
Hiroyuki Takahashi	2 years 9 months	Participated in all ten meetings of the Board of Directors and all thirteen meetings of the Audit Committee held during this fiscal year	Provided necessary remarks and advice on general agenda items and deliberations as the Chairman of the Audit Committee with extensive professional experience including experience as an auditor of other companies
John S. Wadsworth, Jr.	3 years 9 months	Participated in nine out of ten meetings of the Board of Directors held during this fiscal year	Provided timely and necessary remarks on general agenda items based on his extensive business experience

(3) Agreement for Limitation on Liability

Name	Overview of Contents of Agreement for Limitation on Liability
Michael J. Boskin Emilio Botín J. Christopher Flowers Yukinori Ito Shigeru Kani Fred H. Langhammer Minoru Makihara Oki Matsumoto Yasuharu Nagashima Nobuaki Ogawa Hiroyuki Takahashi John S. Wadsworth, Jr.	The Outside Directors' liability for any damage caused through neglect of their duties and responsibilities shall be limited under Article 427, Paragraph 1 of the Corporation Act. 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.

(4) Remuneration, etc. for Outside Directors

	Number of payees	Remuneration and other payment received from the Bank	Remuneration and other payment received from the Bank's parent company and other companies
Total amount of remuneration and other payment	13 (Of which one has already retired)	166 million yen (including 22 million yen for payments other than remuneration)	—

Notes

1. The above-mentioned 22 million yen for payments other than remuneration are expenses appropriated in this fiscal year in relation to stock price-linked awards as consideration for the execution of duties in previous fiscal years.
2. The above-mentioned amounts include the following retirement allowance paid in the fiscal year:
To one Director: 4 million yen

(5) Opinions from Outside Directors and Officers

None

4. Matters concerning Common Shares of the Bank

(1) The Number of Shares

- Aggregate number of shares authorized to be issued
4,000,000,000
- Aggregate number of shares issued
2,060,346,000

Note

The number of shares shown has been rounded down to thousands of shares (same as in the Notes below).

(2) The Number of Shareholders at the End of the Current Fiscal Year

54,777

(3) Major Shareholders

Shareholder's name	Investment in the Bank	
	Number of common shares	Shareholding percentage
SATURN IV SUB LP (JPMCB 380111)	322,964,000	16.44%
Deposit Insurance Corporation of Japan	269,128,000	13.70%
THE RESOLUTION AND COLLECTION CORPORATION	200,000,000	10.18%
SATURN JAPAN III SUB C.V. (JPMCB 380113)	110,449,000	5.62%
SATURN V C.V. (JPMCB 380114)	70,708,000	3.60%
GOLDMAN. SACHS & CO. REG	68,000,000	3.46%
ASTYANAX CORPORATION 380098	66,000,000	3.36%
JAPAN TRUSTEE SERVICES BANK, LTD. (TRUST ACCOUNT 4 G)	58,900,000	2.99%
JAPAN TRUSTEE SERVICES BANK, LTD. (TRUST ACCOUNT)	40,001,000	2.03%
THE MASTER TRUST BANK OF JAPAN LTD. (TRUST ACCOUNT)	28,390,000	1.44%

Notes

1. The number of common shares shown has been rounded down to thousands of shares.
2. Percentages of investment have been calculated by deducting the treasury shares (96,427,000 shares) from the denominator and rounding down to the second decimal place.
3. 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" (Act. No. 88 of 2004) went into effect on January 5, 2009, shareholders' names for which Japanese kana orthography could not be confirmed in the register of shareholders are based on the alphabetical name shown in the register of shareholders.
4. The shareholders which hold at or more than one tenth of number of the Bank's shares issued (excluding the treasury shares) as at the end of this fiscal year are SATURN IV SUB LP (JPMCB 380111), Deposit Insurance Corporation of Japan and THE RESOLUTION AND COLLECTION CORPORATION.
5. The Bank has been notified that the shares under the name "ASTYANAX CORPORATION 380098" are substantially held by Mr. J. Christopher Flowers, a director of the Bank.
6. Templeton Global Advisors Limited and other co-holders, totaling 4 companies, have filed the amendment report No. 5 with the head of the Kanto Local Finance Bureau on December 5, 2008 (the filing obligation arose on November 28, 2008), which describes that the total number of shares held by the co-holders is 84,964,000; however, it is not feasible to confirm the name of the shareholders and the number of shares held by each shareholder. The above information is based on the register of shareholders.

5. Stock Acquisition Rights of the Bank

- (1) Stock acquisition rights of the Bank owned by the directors and officers of the Bank as of the end of the fiscal year ended March 31, 2009.

	1st Issuance of Stock Acquisition Rights	5th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	June 24, 2004	June 24, 2005
Issue date	July 1, 2004	June 27, 2005
Number of stock acquisition rights issued	9,455	4,922
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	427/13 persons	447/11 persons
Holdings by Outside Directors	-	225/9 persons
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/5,945,000 shares (1,000 shares per stock acquisition right)	Common stock/3,368,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	684 yen	601 yen
Exercise period of stock acquisition rights	From July 1, 2006 to June 23, 2014	From July 1, 2007 to June 23, 2015
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) Holders may exercise up to half of their rights between July 1, 2006 and June 30, 2007 (any amount less than one shall be rounded up).</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 4th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between July 1, 2007 and June 30, 2008 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	6th Issuance of Stock Acquisition Rights	7th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	June 24, 2005	June 24, 2005
Issue date	June 27, 2005	June 27, 2005
Number of stock acquisition rights issued	2,856	1,287
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	394/3 persons	192/10 persons
Holdings by Outside Directors	-	-
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/2,153,000 shares (1,000 shares per stock acquisition right)	Common stock/907,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	601 yen	601 yen
Exercise period of stock acquisition rights	From July 1, 2005 to June 23, 2015	From July 1, 2007 to June 23, 2015
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after July 1, 2007. They may exercise up to half of these rights between July 1, 2007 and June 30, 2008 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after July 1, 2008. They may exercise up to half of these rights between July 1, 2008 and June 30, 2010 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	8th Issuance of Stock Acquisition Rights	9th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	June 24, 2005	September 23, 2005
Issue date	June 27, 2005	September 28, 2005
Number of stock acquisition rights issued	561	157
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	84/2 persons	108/1 person
Holdings by Outside Directors	-	-
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/295,000 shares (1,000 shares per stock acquisition right)	Common stock/157,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	601 yen	697 yen
Exercise period of stock acquisition rights	From July 1, 2005 to June 23, 2015	From July 1, 2007 to June 23, 2015
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after July 1, 2008. They may exercise up to half of these rights between July 1, 2008 and June 30, 2010 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between July 1, 2007 and June 30, 2008 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	10th Issuance of Stock Acquisition Rights	13th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	September 23, 2005	May 23, 2006
Issue date	September 28, 2005	May 25, 2006
Number of stock acquisition rights issued	53	5,342
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	36/1 person	436/14 persons
Holdings by Outside Directors	-	225/9 persons
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/53,000 shares (1,000 shares per stock acquisition right)	Common stock/3,706,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	697 yen	825 yen
Exercise period of stock acquisition rights	From July 1, 2007 to June 23, 2015	From June 1, 2008 to June 23, 2015
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after July 1, 2008. They may exercise up to half of these rights between July 1, 2008 and June 30, 2010 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between June 1, 2008 and May 31, 2009 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	14th Issuance of Stock Acquisition Rights	15th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	May 23, 2006	May 23, 2006
Issue date	May 25, 2006	May 25, 2006
Number of stock acquisition rights issued	3,027	1,439
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	205/2 persons	192/13 persons
Holdings by Outside Directors	-	-
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/2,440,000 shares (1,000 shares per stock acquisition right)	Common stock/1,042,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	825 yen	825 yen
Exercise period of stock acquisition rights	From June 1, 2006 to June 23, 2015	From June 1, 2008 to June 23, 2015
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after June 1, 2008. They may exercise up to half of these rights between June 1, 2008 and May 31, 2009 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after June 1, 2009. They may exercise up to half of these rights between June 1, 2009 and May 31, 2011 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	16th Issuance of Stock Acquisition Rights	17th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	May 23, 2006	May 9, 2007
Issue date	May 25, 2006	May 25, 2007
Number of stock acquisition rights issued	331	3,306
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	17/1 person	459/10 persons
Holdings by Outside Directors	-	100/10 persons
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/118,000 shares (1,000 shares per stock acquisition right)	Common stock/2,675,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	825 yen	555 yen
Exercise period of stock acquisition rights	From June 1, 2006 to June 23, 2015	From June 1, 2009 to May 8, 2017
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after June 1, 2008. They may exercise up to half of these rights between June 1, 2008 and May 31, 2009 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 5th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between June 1, 2009 and May 31, 2011 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 6th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	18th Issuance of Stock Acquisition Rights	20th Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	May 9, 2007	May 14, 2008
Issue date	May 25, 2007	May 30, 2008
Number of stock acquisition rights issued	1,480	2,830
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	83/3 persons	635/9 persons
Holdings by Outside Directors	-	110/11 persons
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/1,225,000 shares (1,000 shares per stock acquisition right)	Common stock/2,308,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	555 yen	416 yen
Exercise period of stock acquisition rights	From June 1, 2007 to May 8, 2017	From June 1, 2010 to May 13, 2018
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after June 1, 2009. They may exercise up to half of these rights between June 1, 2009 and May 31, 2011(any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 6th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between June 1, 2010 and May 31, 2012 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 7th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	21st Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	May 14, 2008
Issue date	May 30, 2008
Number of stock acquisition rights issued	2,081
Holdings by Directors and Statutory Executive Officers (excluding outside directors)	37/1 person
Holdings by Outside Directors	-
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/1,635,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	416 yen
Exercise period of stock acquisition rights	From June 1, 2008 to May 13, 2018
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after June 1, 2010. They may exercise up to half of these rights between June 1, 2010 and May 31, 2012 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 7th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.

(2) Stock Acquisition Rights of the Bank issued to employees, etc. during the fiscal year ended March 31, 2009.

	20th Issuance of Stock Acquisition Rights	21st Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	May 14, 2008	May 14, 2008
Issue date	May 30, 2008	May 30, 2008
Number of stock acquisition rights issued	2,830	2,081
Number of stock acquisition rights issued to employees	2,085/104 persons	2,044/29 persons
Number of stock acquisition rights issued to corporate directors and employees of (consolidated) subsidiaries	-	-
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/2,308,000 shares (1,000 shares per stock acquisition right)	Common stock/1,635,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	416 yen	416 yen
Exercise period of stock acquisition rights	From June 1, 2010 to May 13, 2018	From June 1, 2008 to May 13, 2018
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between June 1, 2010, and May 31, 2012 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 7th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise their rights after June 1, 2010. They may exercise up to half of these rights between June 1, 2010, and May 31, 2012 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 7th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

	22nd Issuance of Stock Acquisition Rights	23rd Issuance of Stock Acquisition Rights
Date of resolution at Board of Directors meeting	June 25, 2008	November 12, 2008
Issue date	July 10, 2008	December 1, 2008
Number of stock acquisition rights issued	203	97
Number of stock acquisition rights issued to employees	-	-
Number of stock acquisition rights issued to corporate directors and employees of (consolidated) subsidiaries.	203/43 persons	97/17 persons
Class and number of shares that can be purchased through the exercise of stock acquisition rights	Common stock/203,000 shares (1,000 shares per stock acquisition right)	Common stock/97,000 shares (1,000 shares per stock acquisition right)
Per-share amount to be paid upon exercise of stock acquisition rights	407 yen	221 yen
Exercise period of stock acquisition rights	From July 1, 2010 to June 24, 2018	From December 1, 2010 to November 11, 2018
Conditions for exercising stock acquisition rights	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may exercise up to half of these rights between July 1, 2010, and June 30, 2012 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 8th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>	<p>1) In case a Stock Acquisition Rights holder dies and his or her legal heir completes the succession procedures within a term fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.</p> <p>2) In principle, holders may up to half of these rights between December 1, 2010 and November 30, 2012 (any amount less than one shall be rounded up). However, in certain cases as stipulated in the "Agreement on the granting of Stock Acquisition Rights," all stock acquisition rights may be exercised from the first day of the exercise period.</p> <p>3) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.</p> <p>4) Other conditions shall be stipulated in the "Agreement on the granting of Stock Acquisition Rights" between the Bank and Stock Acquisition Rights holders based on resolutions of the 8th Annual General Meeting of Shareholders of the Bank and the Board of Directors meeting held on the day shown above.</p>
Favorable terms	Stock Acquisition Rights that have been issued without charge.	

6. Matters concerning the Bank's Independent Accounting Auditor

(1) The Bank's Independent Accounting Auditor

Name	Fees for This Fiscal Year (millions of yen)		Others
Deloitte Touche Tohmatsu	Audit certification business	421	Business other than audit certification business includes research and reporting on internal control systems for capital adequacy ratios.
	Business other than audit certification business	58	
	Total fees	479	

Notes

1. Yoriko Goto, Shigehiko Matsumoto and Junji Suzuki are designated partners.
2. The audit certification business is the business that falls under Article 2, Paragraph 1 of the Certified Public Accountant Law.
3. Compensation for independent accounting auditors of the bank and the consolidated subsidiaries of the bank for this fiscal year is as follows.

Fees for This Fiscal Year (millions of yen)		
	Audit certification business	801
	Business other than audit certification business	85
	Total fees	887

(2) Agreement for Limitation on Liability

None.

(3) Other Matters Concerning the Bank's Independent Accounting Auditor

- i) Policy to determine dismissal or non-reassignment of independent accounting auditor

The Audit Committee has a policy to discuss the dismissal or non-reassignment of the independent accounting auditor if it falls under any of the following categories. In addition, the Audit Committee's policy is to make necessary resolutions when dismissal or the non-reassignment is appropriate.

1. It infringes on any of the provisions in each item of Article 337, Paragraph 3 of the Corporation Act.
2. It falls under any of the provisions in each item of Article 340, Paragraph 1 of the Corporation Act.
3. The proper execution of the business by the independent accounting auditor is otherwise deemed to have been difficult.

- ii) Policy concerning exercise of authorities granted to the Board of Directors in accordance with the provisions of the Articles of Incorporation under the provision of Article 459, Paragraph 1 of the Corporation Act.

We plan to exercise the authorities granted to the Board of Directors in accordance with Article 35 of our Articles of Incorporation under the provision of Article 459, Paragraph 1 of the Corporation Act from the viewpoint of flexible and mobile capital policy implementation, taking into consideration the soundness, stability and efficiency of finance.

Further, our basic dividend policy in the medium to long term is to distribute profits to shareholders based on the global standard considering management results, including profit trends etc. and our future prospects. We will, however, determine our policies in a comprehensive manner in accordance with the revitalization plan that govern banks that have received public funds, while also paying attention to the balance between stability and retained earnings.

7. Basic Policy for Persons Who Determine Financial and Business Policies

None

8. Systems to Ensure Business Relevance

As for the systems to ensure business relevance (internal control systems) to be resolved by the Board of Directors of a company with committees in accordance with Article 416, Paragraph 1, Items 1b and e of the Corporation Act and Article 112, Paragraphs 1 and 2 of the Enforcement Regulations of the Corporation Act, we provide for those matters in detail mainly in the “Internal Control Rules” and their related rules pursuant to the Board of Directors’ resolutions. The statutory executive officers are required to establish and operate the internal control system for their respective businesses, and all the statutory executive officers and employees are required to follow them. The outline of the system is as follows.

The Board of Directors adopted by resolution the “Internal Control Rules” as the matter required to implement operations of the Audit Committee provided for in the former Commercial Code and the Enforcement Regulations of the Commercial Code to establish internal control systems when the Bank was transformed into a company with committees based on the former Commercial Code and the former Law for Special Exemptions to the Commercial Code Concerning Audit, etc. of Stock Companies in June 2004. Following the effectuation of the Corporation Act in May 2006, we made revisions required for the “Internal Control Rules,” and the Board of Directors newly made a resolution on the matter. The status of our internal control systems is regularly reported to the Board of Directors.

- (1) Matters concerning directors and employees with the duties and responsibilities to support the Audit Committee (Article 112, Paragraph 1, Item 1 of the Enforcement Regulations of the Corporation Act)

It is stipulated that the Office of Audit Committee shall be established to assist in the performance of the duties and responsibilities of the Audit Committee; and the General Manager of the Office of Audit Committee, the head of the Office of Audit Committee, and the employees belonging to the office of Audit Committee shall be employees who should assist in the duties and responsibilities of the Audit Committee (“Assistants”). The Assistants have an obligation to report to the Audit Committee on the results of their businesses.

- (2) Matters concerning the independence of directors and employees provided for in the previous paragraph (Article 112, Paragraph 1, Item 2 of the Enforcement Regulations of the Corporation Act)

The Office of Audit Committee directly reports to the Audit Committee, which is established as an independent organization from each statutory executive officer and business execution. In addition, the appointment, removal, reassignment, or other change regarding the Assistants shall be decided with consent of the Audit Committee, and those important matters of the General Manager of the office of the Audit Committee shall be determined by the Board of Directors subject to the consent of the Audit Committee. Revisions of wages and other allowances for the Assistants are subject to the prior consent of the Audit Committee. The aforementioned matters ensure the independence of the employees in the duties and responsibilities to support the Audit Committee from the statutory executive officers.

- (3) System for statutory executive officers and employees to report to the Audit Committee and systems for reporting other matters to the Audit Committee (Article 112, Paragraph 1, Item 3 of the Enforcement Regulations of the Corporation Act)

If any statutory executive officers or employees become aware of any facts that could cause the Bank substantial damage, they must report on such facts and other matters designated by the Board of Directors or the Audit Committee without delay. The said report shall be made to the Audit Committee directly by statutory executive officers, and by employees through the Office of Audit Committee, in writing in principle. The Office of Audit Committee questions the statutory executive officers or employees who have reported in the manner described above in accordance with orders from the Audit Committee or the Audit Committee member previously designated.

- (4) Other systems to ensure effective auditing by the Audit Committee (Article 112, Paragraph 1, Item 4 of the Enforcement Regulations of the Corporation Act)

It is stipulated that the statutory executive officers and employees shall cooperate on auditing by the Audit Committee and may not act in a manner to prevent such cooperation, and the Audit Committee may use external professionals as required within the range permitted by law, at the expense of the Bank.

- (5) Systems to ensure that statutory executive officers and employees perform their duties and responsibilities in conformity with the applicable laws, ordinances, regulations and the Articles of Incorporation (Article 416, Paragraph 1, Item 1e of the Corporation Act; Article 112, Paragraph 2, Item 4 of the Enforcement Regulations of the Corporation Act)

We have established the “Shinsei Bank Code of Conduct” as a base for systems to ensure that the statutory executive officers and employees perform their duties and responsibilities in conformity with applicable laws, ordinances, regulations, and the Articles of Incorporation, and all directors and employees must comply with it.

The “Shinsei Bank Code of Conduct” stipulates that anyone breaching laws, regulations, or internal rules could be subject to disciplinary action including dismissal, and directors and employees are required to promptly report any breaches of laws, regulations, or internal rules. In addition, all the directors and employees are required to regularly pledge and affirm in writing that they understand and comply with the Code of Conduct. Actions of directors and employees have been regulated in detail in the individual internal rules as required under the Code of Conduct.

- (6) Systems for retention and management of information regarding the execution of the duties and responsibilities of the statutory executive officers (Article 112, Paragraph 2, Item 1 of the Enforcement Regulations of the Corporation Act)

We must retain and manage the information regarding the performance by the statutory executive officers of their duties and responsibilities with the due care required for each type of storage media so that it is not divulged, and we must also provide it to the Audit Committee from time to time upon request. In addition, we must manage information regarding the performance of the duties and responsibilities of the statutory executive officers and employees pursuant to the “Information Security Policy” established by the Bank.

The objectives of the “Information Security Policy” are to recognize information as an important asset, and appropriately manage and protect information assets. In addition, we define information security as appropriately managing information assets based on their characteristics and ensuring and maintaining their confidentiality, completeness, and usability, and the purpose of the “Information Security Policy” is to realize information security described above. The Policy stipulates the legal compliance, granting of access authorities based on the principle of minimal disclosure, establishment and operation of the required systems, classification and management of information assets, and implementation of education and training, etc.

- (7) Risks of loss management regulations and other systems (Article 112, Paragraph 2, Item 2 of the Enforcement Regulations of the Corporation Act)

The “Shinsei Bank Risk Management Policy” has been prescribed as the basis for risk of loss management, and we have constructed the risk management system based on the Policy.

The basic policy for monitoring the total risks held by the Bank and the Bank Group and actively managing them has been determined in the “Shinsei Bank Risk Management Policy,” and the system for the risk control is based on the integration of the “macro approach” (distribution and evaluation of capital and resources by the management organization) and the “standardized operation management framework” (a progressively decentralized transaction approval process). The Policy stipulates as the specific “operation management framework” 1) risk classifications including credit risks, market risks, liquidity risks, operational risks, and investment risks, 2) formation, objectives, missions, and functions of various committee organizations responding to risks including the Risk Policy Committee, Transaction Approval Committee, Credit Committee, ALM/Market Risk Committee, and New Business and Product Committee and 3) functions, roles and responsibilities of the Risk Management Group.

- (8) Systems to ensure that the statutory executive officers efficiently perform their duties and responsibilities (Article 112, Paragraph 2, Item 3 of the Enforcement Regulations of the Corporation Act)

Statutory Executive Officers are to perform their daily duties and responsibilities in accordance with the “Regulations of the Statutory Executive Officers” that stipulate the duties and responsibilities of the statutory executive officers.

The “Regulations of the Statutory Executive Officers” provide for basic matters to ensure the efficient execution of the duties and responsibilities of the statutory executive officers including the legal compliance, duty of care of a good manager and duty of loyalty, duty not to compete, prohibition of actions in conflict of interest, duty of reporting to the Board of Directors, responsive actions to be taken if significant damage is likely to be caused to the Bank, storage and management of information for the execution of duties and responsibilities, and the selection and dismissal of the statutory executive officers.

- (9) Systems to ensure business relevance of the corporate group consisting of a stock corporation, its parent company, and subsidiaries (Article 112, Paragraph 2, Item 5 of the Enforcement Regulations of the Corporation Act)

To ensure our business operations are consistent with our overall management policies, business plans, and risk and compliance control, we have determined the division in charge of each subsidiary and affiliated company, and established systems in which the divisions in charge of subsidiaries instruct and manage the overall management of each subsidiary and affiliated company. In addition, we conduct the management instruction and control of our subsidiaries and affiliated companies in accordance with our “Subsidiaries and Affiliates Policy.”

The objective of the “Subsidiaries and Affiliates Policy” is to maximize our group value clarifying the following three responsibilities with respect to the management of subsidiaries and affiliated companies; 1) supporting and guiding the subsidiaries and affiliated companies in their autonomous management, while ensuring that their initiatives are consistent with the Bank's strategy and goals as a whole, 2) assisting the subsidiaries and affiliated companies in managing risks and their operations, in line with the Bank's standards, 3) ensuring that the subsidiaries and affiliated companies comply with various rules (including firewall rules) and maintain their reputation and appropriate internal controls. The Policy provides for the management instruction and control of the subsidiaries and affiliated companies including the roles and responsibilities of the divisions in charge of subsidiaries and affiliated companies and other related divisions of the Bank, responsibilities of subsidiaries and affiliated companies, responsibilities of our directors and employees involved with our subsidiaries and affiliated companies, and other responsibilities of our directors and employees.

- (10) Others

We declare in “The Charter of Corporate Ethics” pursuant to the Board of Directors’ resolutions that we will take a firm and resolute stand against anti-social organizations which threaten the order and security of our society. We will consistently prevent and immediately eliminate illegal interference by such anti-social organizations.

In order to inspect how the above-mentioned internal control system is being implemented, the Internal Audit Division conducts internal audits in accordance with the “Internal Audit Policy” established by the Bank and submits reports on its results to the Statutory Executive Officer/President and the Audit Committee.

9. Matters Concerning Accountants

None.

10. Others

None.

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.)

End