

Reference Materials Related to the Annual General Meeting of Shareholders

Agenda 1 Election of Fifteen (15) Directors

This is to propose to elect following fifteen (15) directors, since all directors shall be completed their terms of office at the end of this Shareholders' Meeting.

The candidate directors are as follows.

No.	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)		Ownership (# of Shares)	
1	Thierry Porté (June 28, 1957)	1979Y	9M	Joined Morgan Stanley, New York	471,915
		1991Y	1M	Managing Director	
		1995Y	9M	President, Morgan Stanley Japan	
		2003Y	11M	Joined Shinsei Bank, Limited Corporate Executive Officer and Vice Chairman	
		2004Y	6M	Director, Vice Chairman	
		2005Y	6M	Director, President, CEO (Current)	
2	Junji Sugiyama (April 15, 1946)	1970Y	5M	Joined The Sanwa Bank, Limited (Predecessor of The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	Nil
		1996Y	6M	Director	
		1999Y	6M	Managing Executive Officer	
		2001Y	4M	Managing Executive Officer, UFJ Holdings, Inc. (Predecessor of Mitsubishi UFJ Financial Group, Inc.)	
		2002Y	1M	Senior Managing Executive Officer	
		2002Y	4M	Advisor, APLUS Co., Ltd.	
		2002Y	6M	President	
		2005Y	6M	Director, Vice Chairman, Shinsei Bank, Limited (Current)	
		3	Michael J. Boskin (September 23, 1945)	1970Y	
1978Y	9M			Professor	
1989Y	1M			Chairman, President's Council of Economic Advisers	
1993Y	9M			T.M. Friedman Professor of Economics and Senior Fellow Hoover Institution, Stanford University (Current)	
1994Y	4M			Director, Oracle Corporation (Current)	
1996Y	1M			Director, Exxon Corporation (Predecessor of Exxon Mobil Corporation) (Current)	
1999Y	6M			Director, Vodafone Group PLC (Current)	
2000Y	3M			Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	
4	Emilio Botín (October 1, 1934)			1958Y	10M
		1977Y	10M	CEO	
		1986Y	12M	Chairman	
		1999Y	4M	Chairman, Banco Santander Central Hispano S.A. (Current)	
		2000Y	4M	Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	
		2003Y	7M	Chairman, Grupo Santander (Current)	

No.	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)			Ownership (# of Shares)
5	Timothy C. Collins (October 8, 1956)	1974Y	1M	Joined Cummins Engine Company	1,088,301
		1981Y	9M	Joined Booz, Allen & Hamilton, Inc.	
		1984Y	8M	Joined Lazard Frere & Co., LLC	
		1990Y	1M	Joined Onex Corporation	
		1995Y	10M	CEO, Ripplewood Holdings, LLC (Current)	
		2000Y	3M	Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	
		2005Y	3M	CEO and Director, RHJ International S.A. (Current)	
6	J. Christopher Flowers (October 27, 1957) *1, 2	1979Y	3M	Joined Goldman Sachs	88,283,355
		1988Y	12M	Partner	
		1996Y	10M	Director, The Enstar Group, Inc. (Current)	
		2000Y	3M	Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	
		2002Y	11M	Chairman, J.C. Flowers & Co., LLC (Current)	
		2005Y	12M	Supervisory Board, NIBC Holding N.V. (Current)	
		2005Y	12M	Supervisory Board, NIBC Bank N.V. (Current)	
7	Shigeru Kani (September 20, 1943)	1966Y	4M	Joined The Bank of Japan	Nil
		1992Y	5M	Executive Auditor and Senior Advisor to the Chairman, The Tokyo International Financial Futures Exchange	
		1996Y	5M	Director, Administration Department, The Bank of Japan	
		1999Y	5M	Executive Managing Director, Tokyo Stock Exchange	
		2002Y	4M	Advisor, NEC Corporation	
		2004Y	6M	Director, Shinsei Bank, Limited (Current)	
		2006Y	4M	Professor, Yokohama College of Commerce (Current)	
		2006Y	4M	Professor, Yokohama College of Commerce (Current)	
8	Fred H. Langhammer (January 13, 1944)	1970Y	9M	General Manager of Import Division, Dodwell Japan	Nil
		1975Y	1M	President, Estée Lauder, Japan	
		1985Y	9M	COO, The Estée Lauder Companies, Inc.	
		1995Y	9M	President and COO	
		2000Y	1M	President and CEO	
		2004Y	7M	Chairman, Global Affairs, The Estée Lauder Companies, Inc. (Current)	
		2005Y	1M	Director, The Walt Disney Company (Current)	
		2005Y	6M	Director, Shinsei Bank, Limited (Current)	
		2006Y	1M	Director, American International Group, Inc. (Current)	

No.	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)			Ownership (# of Shares)
9	Minoru Makihara (January 12, 1930)	1956Y	3M	Joined Mitsubishi Corporation, Tokyo	Nil
		1987Y	6M	President, Mitsubishi International Corporation, New York	
		1992Y	6M	President, Mitsubishi Corporation, Tokyo	
		1998Y	4M	Chairman	
		2000Y	3M	Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	
		2000Y	5M	Vice Chairman, Japan Business Federation (Nippon Keidanren)	
		2004Y	6M	Senior Corporate Advisor, Mitsubishi Corporation, Tokyo (Current)	
10	Yasuharu Nagashima (June 22, 1926)	2004Y	9M	Director, IBM Corporation (Current)	Nil
		1953Y	4M	Attorney at Law in Japan	
		1961Y	1M	Partner, Nagashima & Ohno (Predecessor of Nagashima Ohno & Tsunematsu)	
		1997Y	1M	Advisor, Nagashima Ohno & Tsunematsu (Current)	
		2003Y	4M	Member, Advisory Committee of Tokyo University Law School (Current)	
11	Lucio A. Noto (April 24, 1938)	2004Y	6M	Director, Shinsei Bank, Limited (Current)	12,298
		1962Y	6M	Joined Mobil Corporation	
		1994Y	3M	Chairman and CEO	
		1995Y	2M	Director, IBM Corporation (Current)	
		1998Y	1M	Director, Altria Group, Inc. (Current)	
		1999Y	12M	Vice Chairman, Exxon Mobil Corporation	
		2001Y	3M	Managing Partner, Midstream Partners, LLC (Current)	
		2001Y	5M	Director, United Auto Group, Inc. (Current)	
		2005Y	6M	Director, Shinsei Bank, Limited (Current)	
12	Nobuaki Ogawa (March 13, 1939)	2006Y	2M	Director, Commercial International Bank (Current)	Nil
		1968Y	4M	Attorney at Law in Japan	
		1970Y	8M	Partner, Ogawa Law Office (Current) (Predecessor of Ogawa Tomono Law Office)	
		1992Y	4M	Vice Chairman, Tokyo Bar Association	
		1996Y	4M	Secretary General, Japan Federation of Bar Associations	
		1998Y	11M	Statutory Auditor, The Long-Term Credit Bank of Japan, Ltd	
		2000Y	3M	Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	
13	Hiroyuki Takahashi (March 1, 1937)	2000Y	3M	Director, Shinsei Bank, Limited (Current) (Formerly The Long-Term Credit Bank of Japan, Ltd.)	Nil
		1959Y	4M	Joined Mitsui & Co., Ltd.	
		1996Y	6M	Executive Managing Director, General Manager, Personnel Division	
		1997Y	6M	Corporate Auditor	
		2000Y	6M	Counselor	
		2000Y	10M	Executive Managing Director and Secretary-General, Japan Corporate Auditors Association (JCAA)	
2005Y	10M	Director			

No.	Name (Date of Birth)	Personal History/Positions and Responsibilities in the Bank (Representative positions in Other Companies)		Ownership (# of Shares)	
14	John S. Wadsworth, Jr. (September 12, 1939)	1963Y	8M	Joined The First Boston Corporation	20,000
		1978Y	10M	Joined Morgan Stanley	
		1987Y	3M	President, Morgan Stanley Japan	
		1992Y	1M	Chairman, Morgan Stanley Asia Limited	
		2001Y	2M	Advisory Director, Morgan Stanley (Current)	
		2001Y	8M	Partner, Manitou Ventures (Current)	
		2005Y	5M	Special Director, Ceyuan Ventures (Current)	
		2005Y	6M	Director, Shinsei Bank, Limited (Current)	
15	Teruaki Yamamoto (November 24, 1948) *3	1971Y	4M	Joined The Long-Term Credit Bank of Japan, Ltd. (Predecessor of Shinsei Bank, Limited)	2,991
		2000Y	6M	Corporate Executive Officer	
		2001Y	6M	Managing Director	
		2002Y	6M	Senior Managing Director	
		2004Y	6M	Senior Managing Executive Officer	
		2005Y	6M	Director, Shinsei Bank, Limited (Current)	
		2005Y	6M	President, APLUS Co., Ltd. (Current)	
		2006Y	3M	Chairman, ZEN-NICHI SHINPAN CO., LTD (Current)	

(Notes) 1. Of those candidates listed above, the following 12 persons are the candidates of Outside Director

Messrs. Michael J. Boskin, Emilio Botín, Timothy C. Collins, J. Christopher Flowers, Shigeru Kani, Fred H. Langhammer, Minoru Makihara, Yasuharu Nagashima, Lucio A. Noto, Nobuaki Ogawa, Hiroyuki Takahashi, John S. Wadsworth, Jr.

2. Special financial interests between the Bank and the candidates

*1 The Bank has invested 25,002 million yen through Shinsei NIB (Cayman) Limited to New NIB Partners LP, the general partner of which is J.C. Flowers & Co., LLC in which Mr. J. Christopher Flowers is acting as the Chairman.

*2 The Bank has invested 5,105 million yen to Hillcot Holdings Ltd., majority of which is indirectly owned by Mr. J. Christopher Flowers.

*3 The Bank currently leases certain space within its business center and provides other services to APLUS Co., Ltd. for which Mr. Teruaki Yamamoto is acting as a representative director. The total annual amount receivable by the Bank under these transactions is 5 million yen.

Agenda 2. Partial Amendment to Articles of Incorporation

1. Reasons for the Amendment

- (1) In accordance with the enforcement of the “Law to Partially Amend the Commercial Code, etc. for Introduction of an Electronic Public Notice System” (Law No. 87 of 2004) on February 1, 2005, the method of public notices will be amended from publishing in the “Nihon Keizai Shinbun” as set forth in Article 4 (Method of Public Notices) of the current Articles of Incorporation to making the electronic public notice in order to improve the publicity and reduce the cost of the public notices, and also prescribe the measures in case that any electronic public notices cannot be made for inevitable reasons.
- (2) The following amendments will be made in connection with the implementation of the “Corporation Act” (Law No. 86 of 2005), the “Law concerning Amendment of Related Laws due to Enforcement of the Corporation Act” (Law No. 87 of 2005, hereinafter the “Amendment Law”), the “Regulations for Enforcement of the Corporation Act” (Ordinance of the Ministry of Justice No. 12 of 2006) and the “Regulations for the Corporation Accounting” (Ordinance of the Ministry of Justice No. 13 of 2006) on May 1, 2006:
 - (i) With respect to the each matter (i.e. (a) establishment of a Board of Directors, Nomination Committee, Audit Committee, Compensation Committee and Accounting Auditor, (b) issuance of share certificates relating to our shares, (c) appointment of a Transfer Agent and (d) authorization of Board of Directors to decide matters concerning dividend, etc. from the surplus and prohibition of such decision by a resolution of the meeting of shareholders) which is deemed to have been provided in the Articles of Incorporation upon the enforcement of the Corporation Act pursuant to the “Amendment Law”, new provisions will be added or existing provisions will be modified in accordance with the proposed amendment concerning Article 4 (Bodies), Article 7 (Issuance of Share Certificates), Article 10 (Transfer Agent) and Article 35 (Decision-Making Body concerning Dividend from the Surplus, Etc.) and the current Article 1-2 (Introduction of Committee Company System) and the current Article 5-2 (Acquisition of Treasury Shares) will be deleted.
 - (ii) As it is allowed to prescribe the rights to exercise concerning shares constituting less than one full unit in the Articles of Incorporation under the Corporation Act, the new provision of Article 9 (Rights Concerning Shares Constituting Less than One Full Unit) in the proposed amendment will be added in order to restrict the rights concerning shares constituting less than one full unit within the reasonable scope.
 - (iii) As it is allowed to prescribe in the Articles of Incorporation under the Corporation Act that a part of the referential materials for meeting of shareholders and other documents to be deemed to be provided to the shareholders by disclosing them through the Internet, the new provision of Article 14 (Internet Disclosure and Deemed Provision of Referential Materials for Meeting of Shareholders) in the proposed amendment will be added in order to improve the convenience of the shareholders.
 - (iv) As the system that the consents of all the Directors in writing or electromagnetic records are deemed as the resolution of the Board of Directors is introduced under the Corporation Act, the new provision of Article 26, Paragraph 2 (Resolutions at Meetings of the Board of Directors) in the proposed amendment will be added in order to manage the Board of Directors flexibly and effectively.
 - (v) The current Article 9 (Record Date) will be deleted, while, pursuant to the provision of Article 124, Paragraph 1 and Paragraph 2 of the Corporation Act, the new provision of Article 13 (Record Date for Annual Meeting of Shareholders) in the proposed amendment will be added and the Article 36 of (Record Date for Dividend from the Surplus) will be modified to prescribe the record dates for year-end dividends, interim dividends and any other dividends in accordance with the proposed amendment. The current Article 33 (Payment of Interim Dividends) and the current Article 34 (Conversion of Preferred Shares and Dividends) will be also deleted.

- (vi) Necessary amendments will be made concerning the convene of the meeting of shareholders (Article 12 (Holding of Meetings of Shareholders) in the proposed amendment) and the like.
 - (vii) Other than the above, the clauses of the previous “Commercial Code” (Law No. 48 of 1899) which are quoted in the Articles of Incorporation will be revised in line with the relevant clauses of the “Corporation Act” and the terms of the previous “Commercial Code” which are quoted therein will also be revised in line with the terms of the “Corporation Act”.
- (3) Necessary amendments will be made concerning the number of shareholders who vote as proxies (Article 17 (Voting by Proxies) in the proposed amendment) and the method of election of the Chairman of the Committee (Amended Article 32 (Authority to Convene and Preside over Meetings of the Committee) in the proposed amendment), etc. Besides that, in relation to the addition, modification and deletion of the provisions as mentioned above, the article and chapter numbers will be amended and certain expressions and wordings in the whole text of the Articles of Incorporation will be modified.

2. Details of the Amendment

The details of the amendments are indicated as follows:

Matters pertaining to Amendment to Articles of Incorporation

(Amended parts are underlined.)

<u>Current Articles</u>	<u>Proposed Amendments</u>
<p><u>Article 1-2 (Introduction of Committee Company System)</u> <u>The provisions for the special exceptions set forth in Chapter 2, Section 4 of the Law for Special Exceptions Concerning Audit, etc. of Kabushiki Kaisha (“Special Exceptions Law”) shall apply to the management system of the Company.</u></p>	<p>(Deleted)</p>
<p>(New Provision)</p>	<p><u>Article 4. (Bodies)</u> <u>The Bank shall have the following bodies, in addition to meetings of shareholders and the Directors</u> <u>(1) Board of Directors;</u> <u>(2) Nomination Committee;</u> <u>(3) Audit Committee;</u> <u>(4) Compensation Committee; and</u> <u>(5) Accounting Auditor</u></p>
<p><u>Article 4. (Method of Public Notices)</u> Public notices of the Bank shall be published in the “Nihon Keizai Shimbun”.</p>	<p><u>Article 5. (Method of Public Notices)</u> Public notices of the Bank shall be <u>made electronically. Provided, if the Bank is unable to make any electronic public notice due to an accident or other unavoidable reason, the notice shall be published in the “Nihon Keizai Shimbun”.</u></p>

Current Articles

Article 5. (Aggregate Number of Shares Authorized to Be Issued)

The aggregate number of shares which the Bank shall have the authority to issue shall be three billion one hundred seventy four million five hundred twenty eight thousand (3,174,528,000) shares, out of which two billion five hundred million (2,500,000,000) shares shall be common shares, seventy four million five hundred twenty eight thousand (74,528,000) shares shall be Class-A preferred shares and six hundred million (600,000,000) shares shall be Class-B preferred shares (Class-A preferred shares and Class-B preferred shares being hereinafter collectively referred to as the "Preferred Shares"); provided, however, that, if any common shares are retired or any Preferred Shares are retired or converted into common shares, the number of shares so retired or converted shall be subtracted from the total number of shares to be issued and the number of the relevant class of shares to be issued.

Article 5-2. (Acquisition of Treasury Shares)

The Bank may, by a resolution of the Board of Directors of the Bank, purchase its treasury shares pursuant to the provisions of Article 211-3, Paragraph 1, Item (2) of the Commercial Code.

(New Provision)

Article 6. (Number of Shares Constituting One Predetermined Minimum Unit of Shares (tan-gen kabu) and Shares Constituting Less than One Full Unit (tan-gen miman kabu))

1. One predetermined minimum unit of shares (tan-gen kabu) for all the classes of the Bank shall be one thousand (1,000) shares.
2. The Bank shall not issue share certificates of shares falling short of one predetermined minimum unit of shares (hereinafter referred to as "shares constituting less than one full unit").
3. Shareholders holding shares constituting less than one full unit of the Bank (including beneficial shareholders, hereinafter the same) 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.

(New Provision)

Proposed Amendments

Article 6. (Aggregate Number of Shares Authorized to Be Issued)

The aggregate number of shares which the Bank shall have the authority to issue shall be three billion one hundred seventy four million five hundred twenty eight thousand (3,174,528,000) shares, out of which two billion five hundred million (2,500,000,000) shares shall be common shares, seventy four million five hundred twenty eight thousand (74,528,000) shares shall be Class-A preferred shares and six hundred million (600,000,000) shares shall be Class-B preferred shares (Class-A preferred shares and Class-B preferred shares being hereinafter collectively referred to as the "Preferred Shares").

(Deleted)

Article 7. (Issuance of Share Certificates)

The Bank shall issue share certificates of its shares.

Article 8. (Number of Shares Constituting One Predetermined Minimum Unit of Shares (tan-gen kabu))

1. (same as at present)
2. Notwithstanding the provision of the preceding paragraph, the Bank shall not issue share certificates of shares constituting less than one full unit.
3. Shareholders of the Bank (including beneficial shareholders, hereinafter the same) 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)

Shareholders of the Bank may not exercise any rights concerning shares constituting less than one full unit other than those prescribed below;

- (1) Rights set forth in Article 189, Paragraph 2 of the Corporation Act;
- (2) Right to file a claim in accordance with the provision of Article 166, Paragraph 1 of the Corporation Act;
- (3) Right to receive allocation of shares offered or share purchase rights offered in proportion to the number of shares held; or
- (4) Right to make requests in accordance with the provision of Article 8, Paragraph 3.

Current Articles

Article 7. (Transfer Agent)

1. The Bank shall appoint a transfer agent in connection with its shares.
2. Election 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 officers of the Bank who are authorized to make such resolution by the Board of Directors and shall be notified by public notice.
3. The shareholder register (including the beneficial shareholder register, hereinafter the same) and the register for the lost share certificate of the Bank shall be kept at the business office of the transfer agent, and registration of transfer of shares, registration of lost share certificate, and repurchase and sale of shares constituting less than one full unit and other affairs concerning shares in the capital of the Bank shall be handled by the transfer agent and not by the Bank.

Article 8. (Rules for Handling Shares)

Denomination of share certificates of the Bank and the procedures and fees relating to registration of transfer of shares, registration of lost share certificate, and repurchase and sale of shares constituting less than one full unit, and other stock-related matters shall be in accordance with the share handling rules as established by the Board of Directors or by the statutory executive officers who are authorized to establish such rules by the Board of Directors.

Article 9. (Record Date)

1. The shareholders last appearing or being recorded in the shareholder register as of the close of March 31 of each year shall be entitled to exercise rights as shareholders at the annual meeting of shareholders of the Bank with respect to the fiscal year of the Bank which ends on such record date.
2. In addition to the preceding paragraph, the Bank may, in case of necessity, by resolution of the Board of Directors and by giving public notice in advance, establish a specified date and determine that only those shareholders or registered pledgees then registered or recorded in the shareholder register as of the close of such date shall be entitled to exercise their rights as shareholders or pledgees.

Proposed Amendments

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 (including the beneficial shareholder register, hereinafter the same), the register of share purchase rights and the register for the lost share certificate of the Bank as well as other administrative affairs relating to the shareholder register, the register of share purchase rights and the register for the lost share certificate shall be entrusted to the transfer agent and shall not be handled by the Bank.

Article 11. (Rules for Handling Shares)

The procedures and fees relating to the shares of the Bank shall be in accordance with the share handling rules as established by the Board of Directors or by the Statutory Executive Officer(s) who are authorized to establish such rules by the Board of Directors as well as laws and regulations and these Articles of Incorporation.

(Deleted)

Current Articles

Article 9-2. (Preferred Dividends)

1. In the event that dividends are to be paid by the Bank as provided for in Article 32, the Bank shall pay the preferred dividend in respect of a Preferred Share (hereinafter referred to as the "Preferred Dividend") in the amount determined by resolution of the Board of Directors of the Bank at the time of issue of such Preferred Shares which shall not exceed one hundred (100) yen in respect of one Class-A preferred share or ten (10) yen in respect of one Class-B preferred share, as the case may be, to each of the shareholders who hold the Preferred Shares (hereinafter referred to as the "Preferred Shareholders") or each of the registered pledgees in respect of the Preferred Shares (hereinafter referred to as the "Registered Preferred Pledgees") in priority to the shareholders who hold the common shares (hereinafter referred to as the "Common Shareholders") or registered pledgees in respect of the common shares (hereinafter referred to as the "Registered Common Pledgees"); provided, however, that, if the Preferred Interim Dividends as provided for in Article 9-3 were paid during the relevant fiscal year, such Preferred Interim Dividends shall be subtracted therefrom. As far as payment of the Preferred Dividends is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.
2. If the amount of dividend paid to a Preferred Shareholder or a Registered Preferred Pledgee is less than the amount of the Preferred Dividend to be paid in respect of Class-A preferred shares or Class-B preferred shares, as the case may be, in any fiscal year, the deficiency shall not accumulate to the succeeding fiscal years.
3. Any amount in excess of the Preferred Dividends in respect of Class-A preferred shares or Class-B preferred shares, as the case may be, shall not be paid to any Preferred Shareholder or Registered Preferred Pledgee as dividend in any fiscal year.

Article 9-3. (Preferred Interim Dividends)

In the event that the Interim Dividends are to be paid by the Bank as provided for in Article 33, the Bank shall make money distribution in the amount determined by resolution of the Board of Directors of the Bank at the time of issue of the Preferred Shares which shall not exceed the amount equal to one half of the Preferred Dividend to be paid in respect of a Preferred Share (which is referred to as the "Preferred Interim Dividend" in these Articles of Incorporation) to each Preferred Shareholder or Registered Preferred Pledgee in priority to the Common Shareholders or Registered Common Pledgees. As far as payment of the Interim Dividends is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.

Proposed Amendments

Article 11-2. (Preferred Dividends)

1. In the event that year-end dividends are to be paid by the Bank as provided for in Article 36 Paragraph 1, the Bank shall pay the year-end dividend in respect of a Preferred Share (hereinafter referred to as the "Preferred Dividend") in the amount determined by resolution of the Board of Directors of the Bank at the time of issue of such Preferred Shares which shall not exceed one hundred (100) yen in respect of one Class-A preferred share or ten (10) yen in respect of one Class-B preferred share, as the case may be, to each of the shareholders who hold the Preferred Shares (hereinafter referred to as the "Preferred Shareholders") or each of the registered share pledgees in respect of the Preferred Shares (hereinafter referred to as the "Registered Preferred Share Pledgees") in priority to the shareholders who hold the common shares (hereinafter referred to as the "Common Shareholders") or registered share pledgees in respect of the common shares (hereinafter referred to as the "Registered Common Share Pledgees"); provided, however, that, if the Preferred Interim Dividends as provided for in the following article were paid during the relevant fiscal year, such Preferred Interim Dividends shall be subtracted therefrom. As far as payment of the Preferred Dividends is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.
2. If the amount of year-end dividend paid to a Preferred Shareholder or a Registered Preferred Share Pledgee is less than the amount of the Preferred Dividend to be paid in respect of Class-A preferred shares or Class-B preferred shares, as the case may be, in any fiscal year, the deficiency shall not accumulate to the succeeding fiscal years.
3. Any amount in excess of the Preferred Dividends in respect of Class-A preferred shares or Class-B preferred shares, as the case may be, shall not be paid to any Preferred Shareholder or Registered Preferred Share Pledgee as dividend in any fiscal year.

Article 11-3. (Preferred Interim Dividends)

In the event that the Interim Dividends are to be paid by the Bank as provided for in Article 36, Paragraph 2, the Bank shall make money distribution in the amount determined by resolution of the Board of Directors of the Bank at the time of issue of the Preferred Shares which shall not exceed the amount equal to one half of the Preferred Dividend to be paid in respect of a Preferred Share (which is referred to as the "Preferred Interim Dividend" in these Articles of Incorporation) to each Preferred Shareholder or Registered Preferred Share Pledgee in priority to the Common Shareholders or Registered Common Share Pledgees. As far as payment of the Interim Dividends is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.

Current Articles

Article 9-4. (Distribution of Residual Assets)

1. In the event of distribution of residual assets of the Bank, one thousand three hundred (1,300) yen in respect of Class-A preferred shares and four hundred (400) yen in respect of Class-B preferred shares shall be payable to each Preferred Shareholder or Registered Preferred Pledgee in priority to the Common Shareholders or Registered Common Pledges. As far as distribution of residual assets is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.
2. No other distribution of surplus assets shall be made to any Preferred Shareholder and Registered Preferred Pledgee.

Article 9-5. (Cancellation of Preferred Shares)

The Bank may at any time purchase Preferred Shares and cancel them at the purchase prices thereof out of the profits distributable to the shareholders.

Article 9-6. (Voting Rights)

No Preferred Shareholder shall be entitled to vote at a meeting of shareholders. Provided, however, that Preferred Shareholder shall be entitled to vote from the time of the annual meeting if the agenda item to the effect that the Preferred Shareholders shall receive a preferred dividend has not been submitted to that annual meeting and from the time of the close of the annual meeting if the agenda item has been rejected at that annual meeting, to the time when a resolution to the effect that the Preferred Shareholder shall receive a preferred dividend has been adopted.

Article 9-7. (Consolidation or Split, Preemptive Rights, Etc.)

1. No consolidation or split in respect of the Preferred Shares shall be made by the Bank unless otherwise provided for in laws or ordinances.
2. No preemptive rights, share purchase rights in respect of newly issued shares or no share purchase rights in respect of bonds with warrants shall be granted to the Preferred Shareholders.

Article 9-8. (Conversion to Common Shares)

Any Preferred Shareholder may request conversion of Preferred Shares held by him or her to common shares on the terms and conditions determined by the Board of Directors of the Bank at the time of issue of such Preferred Shares; such request shall be made during the specified period (hereinafter referred to as the "Conversion Period") determined by the same meeting of the Board of Directors of the Bank.

Proposed Amendments

Article 11-4. (Distribution of Residual Assets)

1. In the event of distribution of residual assets of the Bank, one thousand three hundred (1,300) yen in respect of Class-A preferred shares and four hundred (400) yen in respect of Class-B preferred shares shall be payable to each Preferred Shareholder or Registered Preferred Share Pledgee in priority to the Common Shareholders or Registered Common Share Pledges. As far as distribution of residual assets is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.
2. No other distribution of surplus assets shall be made to any Preferred Shareholder and Registered Preferred Share Pledgee.

Article 11-5. (Cancellation of Preferred Shares)

The Bank may at any time purchase Preferred Shares and cancel them at the purchase prices thereof out of surplus to the shareholders.

Article 11-6. (Voting Rights)

No Preferred Shareholder shall be entitled to vote at a meeting of shareholders. Provided, however, that Preferred Shareholder shall be entitled to vote from the time of an annual meeting if, by the time of dispatching a convocation notice for an annual meeting of shareholders of each fiscal year, the Board of Directors has neither approved the agenda item to the effect that the Preferred Shareholders shall receive a preferred dividend nor resolved to submit it to that annual meeting of shareholders or from the time of the close of the annual meeting of shareholders if the agenda item has been rejected at that annual meeting of shareholders, to the time when a resolution to the effect that the Preferred Shareholder shall receive a preferred dividend has been adopted by the Board of Directors or annual meeting of shareholders.

Article 11-7. (Consolidation or Split, Right to be Allotted Shares in Proportion to Number of Shares Held by Shareholders, Etc.)

1. (same as at present)
2. No rights to be allotted offered shares or offered share purchase rights in proportion to number of shares held by shareholders shall be granted to the Preferred Shareholders.

Article 11-8. (Request for Acquisition of Preferred Shares)

Any Preferred Shareholder may request the Bank to deliver common shares in compensation for acquisition of Preferred Shares by the Bank on the terms and conditions determined by the Board of Directors of the Bank at the time of issue of such Preferred Shares; such request shall be made during the specified period (hereinafter referred to as the "Acquisition Request Period") determined by the same meeting of the Board of Directors of the Bank.

Current Articles

Article 9-9. (Mandatory Conversion to Common Shares)

1. Each Preferred Share in respect of which a request for conversion has not been made during the Conversion Period shall be mandatorily converted on the day (hereinafter referred to as the “Mandatory Conversion Date”) next following the expiry date of the Conversion Period for Class-A preferred shares or Class-B preferred shares, as the case may be, to such number of common shares as shall be obtained by dividing the subscription price in respect of the relevant Preferred Share by a certain amount stipulated in the following paragraph for Class-A preferred shares and Class-B preferred shares respectively.
2. A certain amount referred to in the immediately preceding paragraph means, with respect to Class-A preferred shares, the average of the daily closing prices (including closing bid or offered price if no closing price is reported) of the common shares of the Bank traded in regular way and as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding those trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Conversion Date, and, with respect to Class-B preferred shares, if common shares of the Bank are listed on any Stock Exchange or registered on any Register Book of Securities Traded Over-the-Counter on the 45th trading day prior to the Mandatory Conversion Date, the average of the daily closing prices (including closing bid or offered price if no closing price is reported) of the common shares of the Bank traded in regular way as reported by the Stock Exchange concerned or Over-the-Counter Securities Market established by the Securities Dealers’ Association holding the Register Book of Securities Traded Over-the-Counter concerned (hereinafter referred to as “Over-the-Counter Market”) for the 30 consecutive trading days (excluding those trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Conversion Date, and if common shares of the Bank are neither listed on any Stock Exchange nor registered on any Register Book of Securities Traded Over-the-Counter on the 45th trading day prior to the Mandatory Conversion Date, the amount of net assets per share calculated pursuant to a certain formula to be separately decided by the Board of Directors based on the consolidated financial statements prepared according to the Regulation concerning the Terms, Form and Method of Preparation of Consolidated Financial Statements as of the annual settlement of accounts or semi-annual settlement of accounts. Provided, however, that there are two (2) or more Stock Exchanges or Over-the-Counter Markets in total where common shares of the Bank are listed or traded as of the 45th trading day prior to the Mandatory Conversion Date, the average price shall be calculated based on the daily closing prices of the common shares of the Bank traded in regular way on the Exchange or in the Over-the-Counter Market where the volume of trade was the largest during the period commencing on the 45th trading day prior to the Mandatory Conversion Date up to the day immediately preceding the Mandatory Conversion Date. The average price shall be calculated by rounding to the nearest first decimal with less than five-hundredth of one (0.05) yen being disregarded.

Proposed Amendments

Article 11-9. (Mandatory Acquisition of Preferred Shares)

1. The Bank shall mandatorily acquire each Preferred Share in respect of which a request for acquisition has not been made during the Acquisition Request Period on the day (hereinafter referred to as the “Mandatory Acquisition Date”) next following the expiry date of the Acquisition Request Period for Class-A preferred shares or Class-B preferred shares, as the case may be, and shall deliver such number of common shares as shall be obtained by dividing the subscription price in respect of the relevant Preferred Share by a certain amount stipulated in the following paragraph for Class-A preferred shares and Class-B preferred shares respectively.
2. A certain amount referred to in the immediately preceding paragraph means, with respect to Class-A preferred shares, the average of the daily closing prices (including closing bid or offered price if no closing price is reported) of the common shares of the Bank traded in regular way and as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding those trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Acquisition Date, and, with respect to Class-B preferred shares, if common shares of the Bank are listed on any Stock Exchange or registered on any Register Book of Securities Traded Over-the-Counter on the 45th trading day prior to the Mandatory Acquisition Date, the average of the daily closing prices (including closing bid or offered price if no closing price is reported) of the common shares of the Bank traded in regular way as reported by the Stock Exchange concerned or Over-the-Counter Securities Market established by the Securities Dealers’ Association holding the Register Book of Securities Traded Over-the-Counter concerned (hereinafter referred to as “Over-the-Counter Market”) for the 30 consecutive trading days (excluding those trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Acquisition Date, and if common shares of the Bank are neither listed on any Stock Exchange nor registered on any Register Book of Securities Traded Over-the-Counter on the 45th trading day prior to the Mandatory Acquisition Date, the amount of net assets per share calculated pursuant to a certain formula to be separately decided by the Board of Directors based on the consolidated financial statements prepared according to the Regulation concerning the Terms, Form and Method of Preparation of Consolidated Financial Statements as of the last day of fiscal year or semi-annual fiscal year. Provided, however, that there are two (2) or more Stock Exchanges or Over-the-Counter Markets in total where common shares of the Bank are listed or traded as of the 45th trading day prior to the Mandatory Acquisition Date, the average price shall be calculated based on the daily closing prices of the common shares of the Bank traded in regular way on the Exchange or in the Over-the-Counter Market where the volume of trade was the largest during the period commencing on the 45th trading day prior to the Mandatory Acquisition Date up to the day immediately preceding the Mandatory Acquisition Date. The average price shall be calculated by rounding to the nearest first decimal with less than five-hundredth of one (0.05) yen being disregarded.

Current Articles

3. The number of common shares to be issued by the mandatory conversion as provided for in the two preceding paragraphs shall not exceed two (2) common shares per Class-A preferred share, and shall not exceed two-thirds ($\frac{2}{3}$) of one common share per Class-B preferred share and shall not fall below one-half ($\frac{1}{2}$) common share per Class-B preferred share. (Following is same as at present.)
4. In the calculation of the number of common shares as aforesaid in the preceding three paragraphs, any number less than one (1) share shall be dealt with in the manner applied to share consolidation as provided for in the Commercial Code, *mutatis mutandis*.

Article 10. (Holding of Meetings of Shareholders)

1. An annual meeting of shareholders of the Bank shall be held in June of each year.
2. A special meeting of shareholders of the Bank shall be held whenever necessary.
3. Unless otherwise provided for in laws or ordinances, a meeting of shareholders of the Bank shall be called by the President of the Bank in accordance with a resolution of the Board of Directors.
4. In case the President is vacant or unable to act, the Chairman of the Bank shall call the meeting, and in case both the President and the Chairman are vacant or unable to act, one of the other Statutory Executive Officers, acting in accordance with a resolution of the Board of Directors, shall call the meeting.

(New Provision)

(New Provision)

Article 11. (Chairman of Meetings of Shareholders)

1. Meetings of shareholders of the Bank shall be presided over by the President.
2. In case the President is vacant or unable to act, the Chairman shall preside over the meeting; and in case both the President and the Chairman are vacant or unable to act, one of the other Statutory Executive Officers, acting in accordance with a resolution of the Board of Directors, shall preside over the meeting.
3. Notwithstanding the preceding two (2) Paragraphs, the Board of Directors can resolve who shall preside the meetings of shareholders.

Proposed Amendments

3. The number of common shares to be delivered in compensation for the acquisition as provided for in the two preceding paragraphs shall not exceed two (2) common shares per Class-A preferred share, and shall not exceed two-thirds ($\frac{2}{3}$) of one common share per Class-B preferred share and shall not fall below one-half ($\frac{1}{2}$) common share per Class-B preferred share. (Following is same as at present.)
4. In the calculation of the number of common shares as aforesaid in the preceding three paragraphs, any number less than one (1) share shall be dealt with in the manner applied to share consolidation as provided for in the Corporation Act, *mutatis mutandis*.

Article 12. (Holding of Meetings of Shareholders)

1. (same as at present)
2. (same as at present)
3. Unless otherwise provided for in laws or ordinances, a meeting of shareholders of the Bank shall be called by the President of the Bank, who is also a Director, in accordance with a resolution of the Board of Directors.
4. In case the President is vacant, is not a Director or is unable to act, one of the other Directors, acting in accordance with a resolution of the Board of Directors, shall call the meeting.

Article 13. (Record Date for Annual Meeting of Shareholders)

The record date for voting at an annual meeting of shareholders shall be March 31 each year.

Article 14. (Internet Disclosure and Deemed Provision of Referential Materials for Meetings of Shareholders)

Information relating to the matters to be indicated or presented in referential materials for meetings of shareholders, business reports, financial statements and consolidated financial statements may be deemed to be provided by the Bank to the shareholders by disclosing them through the Internet pursuant to the Ordinances of the Ministry of Justice.

Article 15. (Chairman of Meetings of Shareholders)

1. (same as at present)
2. (same as at present)
3. (same as at present)

Current Articles

Article 12. (Method of Resolutions)

1. Unless otherwise provided for in laws or ordinances or by these Articles of Incorporation, all resolutions of meetings of shareholders of the Bank shall be adopted by a majority of the votes cast at the meeting by the shareholders present and in attendance.
2. All resolutions of meetings of shareholders of the Bank pursuant to the Article 343 of the Commercial Code shall be adopted by the votes equal to or more of two thirds of the voting rights held by the shareholders present and in attendance only when such shareholders present and in attendance represent aggregate voting rights equal to or more than one third of the entire voting rights.

Article 13. (Voting by Proxies)

A shareholder may vote at a meeting of shareholders of the Bank through a proxy who is himself or herself a shareholder of the Bank and is entitled to vote at the relevant meeting of shareholders.

Article 13-2. (Meetings of Holders of Particular Classes of Shares)

The provisions of Article 10, paragraphs 3 and 4, Articles 11 and 13 shall be applied, *mutatis mutandis*, to meetings of holders of particular classes of shares.

Article 14. (Number of Directors and Their Election)

1. The number of Directors of the Bank shall be not more than twenty (20). Among Directors, more than one (1) must be outside directors (as defined in Article 188, Paragraph 2, Item 7-2 of the Commercial Code).
2. Directors shall be elected at a shareholder meeting of the Bank attended by shareholders representing one-third (1/3) or more of the voting rights held by all shareholders of the Bank.
3. Cumulative voting shall not be permitted for the election of Directors.

Article 15. (Term of Office of Directors)

1. The term of office of directors of the Bank shall expire at the conclusion of the annual meeting of shareholders of the Bank for the last fiscal year which falls within one (1) year after their assuming office.
2. The term of office of directors of the Bank elected during the term of office of other directors shall be conterminous with the remaining term of office of directors then in office.

Article 16. (Chairman of the Board)

The Board of Directors may by a resolution of the Board elect one (1) Chairman of the Board from among the directors.

Article 17. (Senior Advisor)

The Bank may appoint Senior Advisors by resolution of the Board of Directors.

Proposed Amendments

Article 16. (Method of Resolutions)

1. Unless otherwise provided for in laws or ordinances or by these Articles of Incorporation, all resolutions of meetings of shareholders of the Bank shall be adopted by a majority of the votes cast at the meeting by the shareholders present and in attendance who are entitled to vote at the meeting.
2. All resolutions of meetings of shareholders of the Bank pursuant to the Article 309, Paragraph 2 of the Corporation Act shall be adopted by the votes equal to or more of two thirds of the voting rights held by the shareholders present and in attendance only when such shareholders present and in attendance represent aggregate voting rights equal to or more than one third of the voting rights held by the shareholders entitled to vote at the meeting.

Article 17. (Voting by Proxies)

(same as at present)

Article 17-2. (Meetings of Holders of Particular Classes of Shares)

The provisions of Article 12, paragraphs 3 and 4 of Articles 15 and the preceding article shall be applied, *mutatis mutandis*, to meetings of holders of particular classes of shares.

Article 18. (Number of Directors and Their Election)

1. The number of Directors of the Bank shall be not more than twenty (20). Among Directors, more than one (1) must be outside Directors (as defined in Article 2, Item 15 of the Corporation Act; hereinafter the same).
2. Directors shall be elected by the votes of the majority of the voting rights held by the shareholders present and in attendance only when such shareholders present and in attendance represent aggregate voting rights equal to or more than one third of the voting rights held by the shareholders entitled to vote at the meeting.
3. (same as at present)

Article 19. (Term of Office of Directors)

1. The term of office of Directors of the Bank shall expire at the conclusion of the annual meeting of shareholders of the Bank for the fiscal year which is the last of those ending within one (1) year after their assuming office.
2. The term of office of Directors of the Bank elected during the term of office of other Directors shall be conterminous with the remaining term of office of Directors then in office.

Article 20. (Chairman of the Board)

The Board of Directors may by a resolution of the Board elect one (1) Chairman of the Board from among the Directors.

Article 21. (Senior Advisor)

(same as at present)

Current Articles

Article 18. (Limitation of Liabilities of Directors)

1. The Bank may, by a resolution of the Board of Directors of the Bank, exempt Directors (including ex-Directors) from their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemptions Law to the extent permitted by laws and regulations.
2. The Bank may enter into an agreement with outside Directors which limits the maximum amount of their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemptions Law to an aggregate sum of the amounts prescribed in each item of Article 266, Paragraph 19 of the Commercial Code applied *mutatis mutandis* according to the Article 21-17, Paragraph 5 of the Special Exemptions Law.

Article 19. (Constitution and Power of the Board of Directors)

1. The directors of the Bank shall constitute the Board of Directors.
2. The Board of Directors shall have power to decide all matters stipulated in Article 21-7, Paragraph 1 and in other laws and regulations and supervise the execution of the duties and responsibilities of the directors and the statutory executive officers.

Article 20. (Calling of Meetings of the Board of Directors)

1. A meeting of the Board of Directors shall be called by the Chairman of the Board or, in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, by the President who is also a director.
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.
3. Notwithstanding the preceding two (2) Paragraphs, any director who is a member of the relevant committees set forth in Article 26 and nominated thereat may convene a meeting of the Board of Directors.
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.

Article 21. (Chairman of Meetings of the Board of Directors)

1. The Chairman of the Board shall preside over meetings of the Board of Directors, and in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President, who is also a director, shall preside over the meetings.
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, acting in accordance with a resolution of the Board of Directors, shall preside over the meetings.

Proposed Amendments

Article 22. (Limitation of Liabilities of Directors)

1. The Bank may, by a resolution of the Board of Directors of the Bank, exempt Directors (including ex-Directors) failing to perform their duties from their liabilities for damage pursuant to in Article 426, Paragraph 1 of the Corporation Act to the extent permitted by laws and regulations.
2. The Bank may enter into an agreement with outside Directors, pursuant to Article 427, Paragraph 1 of the Corporation Act, which limits the maximum amount of their liabilities for damage regarding failure to perform their duties to an aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Corporation Act.

Article 23. (Constitution and Power of the Board of Directors)

1. The Directors of the Bank shall constitute the Board of Directors.
2. The Board of Directors shall have power to decide all matters stipulated in Article 416, Paragraph 1 of the Corporation Act and in other laws and regulations and supervise the execution of the duties and responsibilities of the Directors and the Statutory Executive Officers.

Article 24. (Calling of Meetings of the Board of Directors)

1. A meeting of the Board of Directors shall be called by the Chairman of the Board or, in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, by the President who is also a Director.
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.
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.
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.

Article 25. (Chairman of Meetings of the Board of Directors)

1. The Chairman of the Board shall preside over meetings of the Board of Directors, and in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President, who is also a Director, shall preside over the meetings.
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, acting in accordance with a resolution of the Board of Directors, shall preside over the meetings.

Current Articles

Article 22. (Resolutions at Meetings of the Board of Directors)

Unless otherwise provided for in laws or ordinances, any resolution of meetings of the Board of Directors shall be adopted by an affirmative vote of a majority of the directors present at the meeting, at which a quorum shall be constituted by the presence of a majority of the directors.

(New Provision)

Article 23. (Number and Election of Statutory Executive Officers)

1. The Company shall have not more than twenty (20) statutory executive officers.
2. The statutory executive officers shall be elected at the meeting of the Board of Directors.

Article 24. (Term of Statutory Executive Officers)

1. The term of the statutory executive officers shall expire at the close of the first meeting of the Board of Directors to be held following the close of the annual meeting of shareholders with respect to the most recent fiscal year which is within one (1) year subsequent to their assumption of office.
2. The term of the statutory executive officers elected during the term of office of other directors shall be conterminous with the term of office of the statutory executive officers then in office.

Article 25. (Representative Statutory Executive Officers and Statutory Executive Officers with Special Title)

1. The Board of Directors shall appoint one or more Representative Statutory Executive Officers by its resolution.
2. Representative Statutory Executive Officers shall represent the Company.
3. Among the statutory executive officers, the Board of Directors shall appoint one (1) Chairman and one (1) President, or at least one (1) Chairman or one (1) President by its resolution, and, the Board of Directors may appoint one (1) Vice Chairman and one (1) or more Executive Vice President(s), Senior Managing Executive Officer(s) and Managing Executive Officer(s) by its resolution.
4. The Board of Directors may determine the allocation of responsibilities among the statutory executive officers, the relationship among the statutory executive officers with respect to supervision and direction, and any other matters concerning the mutual relationships among statutory executive officers, and shall promptly notify each statutory executive officer thereof.

Article 26. (Release of Statutory Executive Officers from Liabilities)

The Bank may, by a resolution of the Board of Directors of the Bank, exempt the statutory executive officers (including ex-statutory executive officers) from their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemption Law to the extent permitted by laws and regulations

Proposed Amendments

Article 26. (Resolutions at Meetings of the Board of Directors)

1. Unless otherwise provided for in laws or ordinances, any resolution of meetings of the Board of Directors shall be adopted by an affirmative vote of a majority of the Directors present at the meeting, at which a quorum shall be constituted by the presence of a majority of the Directors entitled to vote at the meeting.

2. If the requirements of Article 370 of the Corporation Act are satisfied, the Bank shall deem that a resolution of the Board of Directors has been adopted.

Article 27. (Number and Election of Statutory Executive Officers)

1. The Company shall have not more than twenty (20) Statutory Executive Officers.
2. The Statutory Executive Officers shall be elected at the meeting of the Board of Directors.

Article 28. (Term of Statutory Executive Officers)

1. The term of the Statutory Executive Officers shall expire at the close of the first meeting of the Board of Directors to be convened following the close of the annual meeting of shareholders with respect to the last of the fiscal years ending within one (1) year subsequent to their election.
2. The term of the Statutory Executive Officers elected during the term of office of other Directors shall be conterminous with the term of office of the Statutory Executive Officers then in office.

Article 29. (Representative Statutory Executive Officers and Statutory Executive Officers with Special Title)

1. (same as at present)
2. (same as at present)
3. Among the Statutory Executive Officers, the Board of Directors shall appoint one (1) Chairman and one (1) President, or at least one (1) Chairman or one (1) President by its resolution, and, the Board of Directors may appoint one (1) Vice Chairman and one (1) or more Executive Vice President(s), Senior Managing Executive Officer(s) and Managing Executive Officer(s) by its resolution.
4. The Board of Directors may determine the allocation of responsibilities among the Statutory Executive Officers, the relationship among the Statutory Executive Officers with respect to supervision and direction, and any other matters concerning the mutual relationships among Statutory Executive Officers, and shall promptly notify each Statutory Executive Officer thereof.

Article 30. (Release of Statutory Executive Officers from Liabilities)

The Bank may, by a resolution of the Board of Directors of the Bank, exempt the Statutory Executive Officers (including ex-Statutory Executive Officers) from their liabilities for damage regarding failure to perform their duties in accordance with Article 426, Paragraph 1 of the Corporation Act to the extent permitted by laws and regulations.

Current Articles

Article 27. (Composition of the Committees, and Designation of Committee Members)

1. Each of the Nomination, Audit, and Compensation Committees shall have at least three (3) members.
2. A majority of the members of each of the Nomination, Audit, and Compensation Committees must be outside directors and must not be appointed as statutory executive officers.
3. Members of the Audit Committee shall not be appointed from among the statutory executive officers, managers or other employees of the Company or its subsidiaries, or those who serve concurrently as directors performing the business of such subsidiaries.
4. Members of each of the Nomination, Audit, and Compensation Committees shall be appointed from among the directors at a meeting of the Board of Directors.

Article 28. (Authority to Convene and Preside Over Meetings of the Committee)

1. Meetings of the respective Committees shall be convened and presided over by the member previously appointed by the respective Committees.
2. Notwithstanding the preceding Paragraph, each member may convene the Committee when he considers necessary.
3. Notice of the convening of a meeting of each Committee shall be dispatched to each member at least three (3) days prior to the date of such meeting; provided, however, that this period of notice may be shortened in case of emergency.
4. The respective Committees may omit the procedure referred to in the preceding Paragraph if all members of the relevant Committee so agree.

Article 29. (Method of Resolution of the Committee)

Resolutions of the Committee shall be adopted by the affirmative votes of a majority of members present at meetings thereof.

Article 30. (Fiscal Year)

The fiscal year of the Bank shall be from April 1 of each year to March 31 of the next succeeding year.

(New Provision)

Proposed Amendments

Article 31. (Composition of the Committees, and Designation of Committee Members)

1. (same as at present)
2. A majority of the members of each of the Nomination, Audit, and Compensation Committees must be outside Directors.
3. Members of the Audit Committee shall not be appointed from among the Statutory Executive Officers, Accounting Officers (if any Accounting Officer is a corporation, its employees who perform duties of an Accounting Officer) managers or other employees of the Company or its subsidiaries, or those who serve concurrently as Directors performing the business of such subsidiaries.
4. Members of each of the Nomination, Audit, and Compensation Committees shall be appointed from among the Directors at a meeting of the Board of Directors.

Article 32. (Authority to Convene and Preside Over Meetings of the Committee)

1. Meetings of the respective Committees shall be convened and presided over by the member previously appointed by the Board of Directors.
2. (same as at present)
3. (same as at present)

(Deleted)

Article 33. (Method of Resolution of the Committee)

Resolutions of the Committee shall be adopted by the affirmative votes of a majority of members present at meetings, at which a quorum shall be constituted by the presence of a majority of the members entitled to vote at the meeting.

Article 34. (Fiscal Year)

(same as at present)

Article 35. (Decision-Making Body concerning Dividend from the Surplus, Etc)

Unless otherwise provided for by laws and regulations, the Bank shall make decisions concerning dividend from the surplus and any other matters set forth in Article 459, Paragraph 1, Item 1 (other than those matters referred to in each Item of Paragraph 1 of Section 156 of the Corporation Act with respect to preferred shares,) and Items 2 through 4 of the Corporation Act by a resolution of the Board of Directors and not by a resolution of a meeting of shareholders.

Current Articles

Article 31. (Appropriation of Earned Surplus)

Unless otherwise provided for in laws or ordinances, the earned surplus of the Bank shall be appropriated by resolution of the annual meeting of shareholders of the Bank (including cases where the resolution of the Board of Directors is deemed to be the resolution at the meeting of shareholders based on Article 21-31 of the Special Exemption Law).

Article 32. (Payment of Dividends)

Dividends shall be paid to the shareholders or the registered pledgees, as the case may be, last appearing or being recorded in the shareholder register as of the close of March 31 of each year.

(New Provision)

(New Provision)

Article 33. (Payment of Interim Dividends)

The Bank may, by resolution of the Board of Directors, make money distribution pursuant to the provisions of Article 293-5 of the Commercial Code (referred to as the "Interim Dividend" in these Articles of Incorporation) to the shareholders or the registered pledgees, as the case may be, last appearing or being recorded in the shareholder register as of the close of September 30 of each year.

Article 34. (Conversion of Preferred Shares and Dividends)

The first (1st) payment of dividends or Interim Dividends on the common shares issued upon conversion of Preferred Shares issued by the Bank, as the case may be, shall be made, as if the conversion had taken effect on the first (1st) day of April, in case the conversion is requested or mandatory conversion as provided for in Article 9-9 is made between the first (1st) day of April and the thirtieth (30th) day of September, and as if the conversion had taken effect on the first (1st) day of October, in case the conversion is requested or mandatory conversion as provided for in Article 9-9 is made between the first (1st) day of October and the thirty-first (31st) day of March of the next succeeding year.

Article 35. (Period for Discharge of Dividends)

In case dividends or Interim Dividends are not received by the person entitled thereto within five (5) years from the day of commencement of payment thereof, the Bank shall be discharged from any liability for payment thereof.

Proposed Amendments

(Deleted)

Article 36. (Record Date for Dividend from the Surplus)

1. The record date for year-end dividends of the Bank shall be March 31 of each year.

2. The record date for interim dividends of the Bank shall be September 30 of each year.

3. In addition to the dividends under the preceding two Paragraphs, the Bank may make distribution of dividends from the surplus on any designated record date.

(Deleted)

(Deleted)

Article 37. (Period for Discharge of Dividends)

In case dividends distributed in cash are not received by the person entitled thereto within five (5) years from the day of commencement of payment thereof, the Bank shall be discharged from any liability for payment thereof.

Current Articles

Article 36. (Exemption of Directors and Statutory Auditors from Their Liabilities Prior to the Transition to the Company with Committees of the Board of Directors)

Exemption of Directors and Statutory Auditors from their liabilities with respect to the action under Article 266, Paragraph 1, Item (5) of the Commercial Code prior to the close of the annual meeting of shareholders with respect to the fiscal year ending March 31, 2004, and agreements for limitation of liabilities entered into by and between the Bank and each of outside Directors shall be as set forth in Articles 19-2 and 25-2 of the Articles of Incorporation in effect before the amendments effective from the end of the said annual meeting of shareholders.

(Articles 19-2 and 25-2 before the amendment).

Article 19-2. (Limitation of Liabilities of Directors)

1. The Bank may, by a resolution of the Board of Directors of the Bank, exempt Directors from their liabilities regarding actions provided for in Article 266, Paragraph 1, Item (5) of the Commercial Code to the extent permitted by laws and regulations.
2. The Bank may enter into an agreement with outside Directors which limits the maximum amount of their liabilities regarding actions provided for in Article 266, Paragraph 1, Item (5) of the Commercial Code to an aggregate sum of the amounts prescribed in each item of Article 266, Paragraph 19 of the Commercial Code.

Article 25-2. (Limitation of Liabilities of Statutory Auditors)

The Bank may, by a resolution of the Board of Directors of the Bank, exempt Statutory Auditors from their liabilities to the extent permitted by laws and regulations.

(New Provision)

Proposed Amendments

Article 38. (Exemption of Directors and Statutory Auditors from Their Liabilities Prior to the Transition to the Company with Committees of the Board of Directors)

Exemption of Directors and Statutory Auditors from their liabilities with respect to the action under Article 266, Paragraph 1, Item (5) of the Commercial Code before having been amended by the Law concerning Amendment of Related Laws due to Enforcement of Corporation Act (Law No. 87 of 2005) prior to the close of the annual meeting of shareholders with respect to the fiscal year ending March 31, 2004, and agreements for limitation of liabilities entered into by and between the Bank and each of outside Directors shall be as set forth in Articles 19-2 and 25-2 of the Articles of Incorporation in effect before the amendments effective from the end of the said annual meeting of shareholders.

(Following is same as at present.)

Article 39. (Exemption of Directors and Statutory Executive Officers from Their Liabilities Prior to the Implementation of the Corporation Act)

Articles 18 and 26 of the Articles of Incorporation in effect before the amendments effective from the end of the annual meeting of shareholders with respect to the fiscal year ending March 31, 2006 is still in effect only regarding the Exemption of Directors and Statutory Executive Officers from their liabilities with respect to their action before the Implementation of the Corporation Act.

(Articles 18 and 26 before the amendment)

Article 18. (Limitation of Liabilities of Directors)

1. The Bank may, by a resolution of the Board of Directors of the Bank, exempt Directors (including ex-Directors) from their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemptions Law to the extent permitted by laws and regulations.
2. The Bank may enter into an agreement with outside Directors which limits the maximum amount of their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemptions Law to an aggregate sum of the amounts prescribed in each item of Article 266, Paragraph 19 of the Commercial Code applied *mutatis mutandis* according to the Article 21-17, Paragraph 5 of the Special Exemptions Law.

Current Articles

Proposed Amendments

Article 26. (Release of Statutory Executive Officers from Liabilities)

The Bank may, by a resolution of the Board of Directors of the Bank, exempt the statutory executive officers (including ex-statutory executive officers) from their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemption Law to the extent permitted by laws and regulations.

Agenda 3 Issuance of Stock Acquisition Rights as Stock Options

This Agenda is to request approval on the issuance of stock acquisition rights as stock options (the “Stock Acquisition Rights”) to directors, statutory executive officers and employees of the Bank and its subsidiaries as well as its senior advisors in the following manner, pursuant to the provisions of Articles 238 and 239 of the Corporation Act.

1. Reason for the necessity of making the offering without the payment of money

The Stock Acquisition Rights shall be issued to directors, statutory executive officers and employees of the Bank and its subsidiaries as well as its senior advisors free of charge for the purpose of improving their morale and willingness to improve the performance of the Bank group, thus increasing the corporate value of the Bank group.

The Board of Directors of the Bank may issue Stock Acquisition Rights which have different exercise periods and exercise conditions within the scope approved in “3. Items for the offering of Stock Acquisition Rights” below.

2. Persons receiving stock acquisition rights

Up to 12,000 Stock Acquisition Rights shall be allocated to directors, statutory executive officers and employees of the Bank and its subsidiaries as well as its senior advisors.

3. Items for the offering of stock acquisition rights

- (1) Maximum number of stock acquisition rights to be offered Up to 12,000
- (2) Content of stock acquisition rights to be offered
 - (i) Class and number of shares that can be purchased through the exercise of stock acquisition rights
One thousand (1,000) common shares of the Bank per Stock Acquisition Right

If the Bank carries out a stock split, reverse stock split or a stock allocation made free of charge, then the number of shares that can be purchased through the exercise of Stock Acquisition Rights shall be adjusted in accordance with the following formula. Provided, however, that such adjustments shall be made only to the number of shares that can be purchased through the exercise of Stock Acquisition Rights that have not yet been exercised at the time of such stock split, reverse stock split or stock allocation made free of charge and any fractional shares less than one (1) share that may result from such adjustments shall be rounded off.

Number of shares after adjustment = number of shares before adjustment x ratio of split, reverse split or allocation made free of charge

Furthermore, if the Bank merges with another company and is the surviving company, if the Bank acquires all of the issued shares of another company through share exchange and the Bank becomes its 100% parent company, if the Bank spins off its business to establish a new company (*shinsetsu bunkatsu*) or if the Bank spins off its business to an existing company (*kyuushuu bunkatsu*) or acquires all or part of rights and

obligations of another company concerning its business through *kyuushuu bunkatsu*, the Bank may adjust the number of shares that can be obtained through the exercise of Stock Acquisition Rights as considered necessary.

(ii) Value of property payable for the exercise of stock acquisition rights

The value of property (limited to money) for one Stock Acquisition Right payable upon exercising Stock Acquisition Rights shall be the amount calculated by multiplying the payment amount per share as stipulated below (the “Exercise Price”) and the number of common shares of the Bank that can be purchased through the exercise of one Stock Acquisition Right as determined in (i) above.

The Exercise Price shall be the average value of the closing price of the Bank’s common shares on the Tokyo Stock Exchange in the 30 trading days commencing 45 trading days immediately preceding the day that is immediately after the date of allocation of Stock Acquisition Rights (excluding days on which no transactions are concluded) and rounded up to the nearest yen. However, if said value is lower than the closing price on the allocation date, the closing price of the allocation date itself shall be the Exercise Price.

If the Bank issues shares at a price lower than market value in a stock split, reverse stock split or allotment to shareholders after the date of issuance of the Stock Acquisition Rights, the Exercise Price shall be adjusted in accordance with the following formula, and any amount less than 1 yen that arises as a result of such adjustments shall be rounded up.

$$\text{The Exercise Price after adjustment} = \text{The Exercise Price before adjustment} \times \frac{\text{Number of outstanding shares} + \frac{\text{Number of new shares to be issued} \times \text{Payment amount per share}}{\text{Share price before split, reverse split, new issuance}}}{\text{Number of outstanding shares} + \text{Number of increase in shares as a result of split/new issuance}}$$

(In the case of reverse stock split, the number of outstanding shares minus the number of shares merged)

Furthermore, if the Bank merges with another company and is the surviving company, if the Bank acquires all of the issued shares of another company through share exchange and becomes its 100% parent company, if the Bank spins off its business to establish a new company (*shinsetsu bunkatsu*) or if the Bank spins off its business to an existing company (*kyuushuu bunkatsu*) or acquires all or part of rights and obligations of another company concerning its business through *kyuushuu bunkatsu*, the Bank may adjust the Exercise Price as considered necessary.

(iii) Exercise Period of stock acquisition rights

The Board of Directors shall determine the exercise period of Stock Acquisition Rights to be within the period from the allocation date of Stock Acquisition Rights to June 23, 2017.

(iv) Conditions for exercising stock acquisition rights

(a) In case a Stock Acquisition Rights holder dies and their legal heir completes the succession procedures within the period fixed by the Bank, Stock Acquisition Rights may be inherited by the legal heir of the Stock Acquisition Rights holder.

(b) Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.

(c) Other conditions shall be stipulated in the “Agreement on the grant of stock acquisition rights” to be entered into between the Bank and Stock Acquisition Rights holders who are entitled to the allotment of Stock Acquisition Rights based on the resolution of this General Meeting of Shareholders and the Meeting of Board of Directors of the Bank to be held subsequently.

(v) Matters related to the increase of capital and capital reserve in case of the issuance of shares for the exercise of stock acquisition rights

In case of the issuance of shares for the exercise of Stock Acquisition Rights, half of the payment amount is capitalized (any amount less than 1 yen that arises by the calculation is rounded up and capitalized) and the remaining portion is booked as capital reserve.

(vi) Restrictions on the assignment of stock acquisition rights

Any assignment of stock acquisition rights shall be subject to the approval of the Board of Directors of the Bank.

(vii) Acquisition of stock acquisition rights

(a) If the General Meeting of Shareholders approves a merger agreement in which the Bank becomes a dissolving company, or if the General Meeting of Shareholders approves a proposal to approve a stock exchange agreement or stock transfer plan, and the Board of the Directors of the Bank resolves that the Bank acquires the Stock Acquisition Rights at the date of acquisition, the Bank acquires Stock Acquisition Rights without charge.

(b) If persons who received Stock Acquisition Rights fall into a situation in which he or she cannot exercise Stock Acquisition Rights, such as where he or she does not satisfy the conditions stipulated in the “Agreement on the grant of stock acquisition rights”, and the Board of the Directors of the Bank resolves that the Bank acquires such Stock Acquisition Rights with the date of acquisition, the Bank acquires such Stock Acquisition Rights without charge.

(viii) Stock acquisition rights granted via reorganization

In case the Bank becomes a dissolving company as a result of a merger, the Bank spins off its business to an existing company (*kyuushuu bunkatsu*), the Bank spins off its business to establish a new company (*shinsetsu bunkatsu*), the Bank executes a share exchange or a share transfer, then stock acquisition rights of the surviving company after such merger, the company newly established by such merger, the company which succeeds the rights and duties of the business through *kyuushuu bunkatsu*, the company newly established by *shinsetsu bunkatsu*, the company which becomes its parent company through a share exchange or the company newly established by share transfer may be granted in place of Stock Acquisition Rights based on an agreement on *kyuushuu gappei*, agreement on *shinsetsu gappei*, agreement on *kyuushuu bunkatsu*, plan for *shinsetsu bunkatsu*, agreement on share exchange or plan for share transfer.

In this case, the conditions of stock acquisition rights to be granted shall be determined in accordance with the following.

(a) Shares that can be purchased through the exercise of stock acquisition rights

Same class of shares of the surviving company after such merger, the company newly established by such merger, the company which succeeds rights and duties of the business through *kyuushuu bunkatsu*, the company newly established by *shinsetsu bunkatsu*, the company which becomes its parent company through share exchange or the company newly established by share transfer.

(b) Number of shares that can be purchased through the exercise of stock acquisition rights

To be adjusted in accordance with the ratio of merger, company split, share exchange or share transfer. With regard to shares to be granted to the person who exercised stock acquisition rights, any shares less than 1 share that arises as a result of such adjustments shall be rounded down.

(c) Value of property payable for exercise of stock acquisition rights (Exercise Price)

To be adjusted in accordance with the ratio of merger, company split, share exchange or share transfer. Any amount less than 1 yen that arises as a result of such adjustments shall be rounded up.

(d) Exercise period of stock acquisition rights, exercise conditions of stock acquisition rights, reasons for the company to acquire stock acquisition rights

To be determined in the merger agreement, agreement on *kyuushuu bunkatsu*, plan for *shinsetsu bunkatsu*, agreement on share exchange or plan for share transfer.

(e) Restrictions on the assignment of stock acquisition rights

Any assignment of stock acquisition rights shall be subject to approval of the Board of Directors of the company which grants stock acquisition rights.

(3) Payment amount for stock acquisition rights

To be issued free of charge. Payment is not required.

Agenda No. 4 Acquisition of Treasury Shares

In order to implement the stock option plan for Directors and other staff of the Bank and its subsidiaries, approval is sought to acquire treasury shares up to 30 million common shares at a maximum aggregate acquisition total money of 30.0 billion yen pursuant to Article 156 of the Corporation Act within one year from the closing of this annual general meeting of shareholders.

End

Procedures for Exercising Voting Rights via the Internet

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

1. Website for Exercising Voting Rights

- (1) Voting rights can be exercised via the Internet by accessing the website for exercising voting rights, <http://www.evotep.jp/>, only from a personal computer or an appropriate mobile phone (i-mode, EZweb or Vodafone live!).

Note: “i-mode,” “EZweb” and “Vodafone live!” are trademarks owned, respectively, by NTT DoCoMo, Inc., KDDI Corporation and Vodafone Group Plc.

- (2) Please be aware that when exercising voting rights from a personal computer, it is possible that some shareholders may not be able to exercise voting rights via the Internet, depending on Internet environment settings, such as the use of firewalls, antivirus software settings or the use of proxy servers.
- (3) In order to exercise voting rights via mobile telephone, the shareholder must be enrolled in one of three services: i-mode, EZweb or Vodafone live! In addition, the mobile telephone that is used must allow for encrypted transmission, using a secure socket layer (SSL) and information transmission. Please be aware that mobile telephone models that do not meet these requirements may not be used.
- (4) Shareholders may exercise their voting rights via the Internet until 5:00 p.m. on Monday, June 26, 2006, the day before the annual general meeting of shareholders. However, we urge shareholders to exercise their voting rights at their earliest convenience and if you have questions, please contact the Helpdesk described below.

2. Exercising Voting Rights via the Internet

- (1) When exercising voting rights through the Internet, you must enter the “Voting Rights Exercise Code” and “Temporary 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.
- (2) To prevent impersonation, whereby people other than the valid shareholders gain unauthorized access or alter votes cast during the exercise of voting rights, when shareholders use the Internet to access the website for exercising voting rights, they will be prompted to select a new password to replace their temporary password, to acquire a digital certificate, or, if accessing the site via mobile phone, to transmit telephone number information.
- (3) A new code for “Voting Rights Exercise Code” will be issued to the shareholder each time a general meeting of shareholders is convened. However, as for shareholders who agreed to receive notices of general meeting of shareholders by email, the password will remain valid until it is changed by the shareholder, so please take appropriate precautions in managing your password.

3. Costs of Accessing the Website for Exercising Voting Rights

Any costs incurred to access the website for exercising voting rights, such as Internet connection dial-up costs or telephone charges, shall be borne by the shareholder exercising voting rights. Any costs incurred by use of a mobile phone such as packet communication costs shall be borne by the shareholder.

4. Method of Receiving Notices of Shareholders' Meetings

Beginning from the next annual general meeting of shareholders, shareholders may elect to receive notices about the general meeting of shareholders via e-mail, so please use a personal computer to take

advantage of this opportunity and complete the appropriate procedure on the website for exercising voting rights. (Please note that this procedure cannot be conducted from a mobile telephone, nor can a mobile telephone e-mail address be specified as the method for receiving an invitation.)

End

Contact for system-related questions:
Helpdesk, Corporate Agency Department, Mitsubishi UFJ Trust and Banking Corporation
Tel: 0120-173-027 (toll-free, available 9:00 a.m. – 9:00 p.m.)