

(TRANSLATION)

Reference Materials Related to Exercise of Voting Rights

1. The number of voting rights of all shareholders

1,358,369 rights.

2. Agendas and matters for reference

Agenda No. 1 Approval of Proposal for Appropriation of Profit for the 4th Term

The contents of this Agenda are as described on page 35 of the aforementioned attached documents.

With respect to the dividends to be paid at the end of the subject fiscal year, it is proposed that 6.50 yen per share for Series A Preferred Stock, 2.42 yen per share for Series B Preferred Stock and 1.11 yen per share for Common Stock shall be paid. The dividends for preferred stocks are the contractual amount and those for common stocks are proposed based on consideration of current business results such as profit and its future prospects as well as soundness and relation to retained earnings. Since 6.50 yen per share for Series A Preferred Stock, 2.42 yen per share for Series B Preferred Stock and 1.11 yen per share for Common Stock were paid as the interim dividends, it means that 13.00 yen per share for Series A Preferred Stock, 4.84 yen per share for Series B Preferred Stock and 2.22 yen per share for Common Stock will be paid for the whole subject fiscal year respectively. For your information, a dividend of 1.11 yen per Common Stock was paid for the whole preceding fiscal year which amount is virtually the same as for this fiscal year because a 2 to 1 reverse stock split was conducted during this fiscal year.

The payment of bonuses for directors is not proposed.

Agenda No. 2 Election of 3 Directors

The Bank will adopt a “Company with Committees System” at the closing of this General Meeting of Shareholders. In accordance with such event, it is proposed to elect the following 3 Directors for the purpose of expansion of outside directors and so forth.

Career summaries of the candidates are as follows.

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No	Name (Date of Birth)	Personal History	Ownership (# of Shares)
1	Thierry Porté (June 28, 1957)	1979 Y 9 M Joined Morgan Stanley, New York 1991 Y 12 M Managing Director, Morgan Stanley 1995 Y 9 M President, Morgan Stanley Japan 2003 Y 11 M Joined Shinsei Bank, Limited Corporate Executive Officer and Vice Chairman	20,119
2	Shigeru Kani (September 20, 1943)	1966 Y 4 M Joined The Bank of Japan 1988 Y 10 M General Manager, Okayama Branch, The Bank of Japan 1992 Y 5 M Executive Auditor, The Tokyo International Financial Futures Exchange 1996 Y 5 M Director, Administration Department, The Bank of Japan 1999 Y 5 M Executive Managing Director, The Tokyo Stock Exchange 2002 Y 4 M Advisor, NEC Corporation	Nil
3	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 Counsel, Nagashima Ohno & Tsunematsu 2004 Y 4 M Member, Advisory Committee of Tokyo University Law School	Nil

(Remarks) Of those candidates listed above, the following two persons are qualified as "Outside Director" defined under the Article 188-2-7-2 of the Commercial Code of Japan ;
Messrs Shigeru Kani and Yasuharu Nagashima.

Agenda No. 3 Issuance of Stock Acquisition Rights as Stock Options to Directors and other Staff of the Bank and its Subsidiaries

This is to request approval on the issuance of Stock Acquisition Rights as stock options to Directors (except for outside directors), Statutory Executive Officers and employees of the Bank as well as Directors (except for outside directors) and employees of its wholly owned subsidiaries in the following manner pursuant to the provisions of Articles 280-20 and 280-21 of the Commercial Code.

1. Reason for issuing Stock Acquisition Rights under especially favorable conditions

Stock Acquisition Rights shall be issued to Directors (except for outside directors), Statutory Executive Officers and employees of the Bank as well as Directors (except for outside directors) and employees of its wholly owned subsidiaries free of charge for the purpose of enhancing their willingness and determination to improve the performance of the Bank group and thus increasing corporate value of the Bank group.

2. Persons receiving Stock Acquisition Rights

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Up to 10,000 Stock Acquisition Rights shall be allocated to Directors (except for outside directors), Statutory Executive Officers and employees of the Bank as well as Directors (except for outside directors) and employees of its wholly owned subsidiaries.

3. Outline of issuance of Stock Acquisition Rights

(1) Class and number of shares that can be purchased through the exercise of Stock Acquisition Rights

Common shares of the Bank: Up to a total of 10,000,000 shares

If the Bank carries out a stock split or reverse stock split, 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 or reverse stock split and any fractional shares less than one 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 or reverse split

Furthermore, if the Stock Acquisition Rights are succeeded as a result of a merger of the Bank into another company or a merger of the Bank with another company to create a new company, if the Bank exchanges shares with another company and the Bank becomes its 100% parent company, if the Bank spins off its business to establish a new company [which allocates its shares to our company or its shareholders] (*shinsetsu bunkatsu*) or if the Bank spins off its business to an existing company [which allocates its shares to the Bank or its shareholders] (*kyuushuu bunkatsu*), the Bank may adjust the number of shares that can be obtained through the exercise of Stock Acquisition Rights as considered necessary.

(2) Number of Stock Acquisition Rights to be issued

Up to 10,000 (One thousand common shares may be purchased by exercising one Stock Acquisition Right. Provided, however, that adjustments similar to the previous paragraph shall be made if adjustments are made to the number of shares as stipulated in the previous paragraph.)

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(3) Issue price of Stock Acquisition Right

Free of charge.

(4) Amount of money to be paid upon exercise of Stock Acquisition Rights

The amount payable upon exercising one Stock Acquisition Right shall be the amount calculated by multiplying the payment amount per share as stipulated below (the “Exercise Price”) and the number of shares that can be purchased through the exercise of one Stock Acquisition Right as determined in (2) above.

The Exercise Price shall be the amount calculated by multiplying the average value of the closing price of the Bank’s common shares at the Tokyo Stock Exchange in the ten trading days immediately preceding the issuance of Stock Acquisition Rights (excluding days on which no transactions were concluded) by 1.01 (any amount less than one yen shall be rounded up).

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.

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

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

Furthermore, if Stock Acquisition Rights are succeeded as a result of a merger of the Bank into another company or a merger of the Bank with another company to create a new company, if the Bank exchanges shares with another company and becomes its 100% parent company, if the Bank spins off its business to establish a new company [which allocates its shares to the Bank or its shareholders] (*shinsetsu bunkatsu*) or if the Bank spins off its business to an existing company [which allocates its shares to the Bank or its shareholders] (*kyuushuu bunkatsu*), the Bank may adjust the Exercise Price as considered necessary.

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(5) Exercise Period of Stock Acquisition Rights

From July 1, 2006 to June 23, 2014.

(6) Conditions for exercising Stock Acquisition Rights

- ① In case a Stock Acquisition Rights holder dies and its 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.
- ② Stock Acquisition Rights holders may exercise their rights between July 1, 2006 and June 30, 2007 with respect to only one-half of the number of Stock Acquisition Rights granted to them (any amount less than one shall be rounded up).
- ③ Stock Acquisition Rights may not be pledged as collateral or disposed of in any other way.
- ④ Other conditions shall be stipulated in the “Agreement on the Grant of Stock Acquisition Right ” to be entered into between the Bank and Directors (except for outside directors), Statutory Executive Officers and employees of the Bank as well as Directors (except for outside directors) and employees of its wholly owned subsidiaries 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 to be held subsequently.

(7) Retirement of Stock Acquisition Rights

- ① If the General Meeting of Shareholders approves a merger agreement that stipulates the Bank as the dissolving company or if the General Meeting of Shareholders approves a proposal to approve a stock exchange or stock transfer agreement that makes the Bank a wholly owned subsidiary, the Bank may retire Stock Acquisition Rights without charge.
- ② If persons who received Stock Acquisition Rights fall into a situation that does not satisfy conditions stipulated in the “Agreement on the grant of Stock Acquisition Right” in (6) ④ herein or the legal heir of a Stock Acquisition Rights holder does not take the succession procedures stipulated in (6) ① and lose their rights, the Bank may retire their Stock Acquisition Rights which have not been exercised without charge. Provided, however, that procedures for retirement in this case may be carried out at once after the expiration of the period of the Stock Acquisition Rights herein.

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(8) 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 Bank.

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 and in order to conduct flexible capital management in response to changes in business environment, an approval is sought to acquire treasury shares pursuant to Article 210 of Commercial Code under the following conditions.

Limit of number of shares to be acquired: 25 million common shares

Limit of aggregate acquisition price: 20 billion yen

Period available for acquisition:

from the closing of this Annual General Meeting of Shareholders to the closing of the immediately following Annual General Meeting of Shareholders.

Agenda No. 5 Payment of Retirement Allowance to the Retiring Director and Statutory Auditors.

We would like to reward Mr. Hidebumi Mori, who retired from Shinsei's Board of Directors as of April 15, 2004, and due to the abolition of the Statutory Auditor system as a result of Shinsei's conversion to a Company with Committees System, Mr. Koji Saito, Mr. Akira Sudo, and Ms. Makiko Yasuda, who retire as Statutory Auditors effective at the closing of this Annual General Meeting of Shareholders, for their services. The rewards are to be the Director's retirement reward of 64.69 million yen, and the reward for Statutory Auditors of 26.64 million yen in total, according to the rules prescribed by the Bank. Regarding the decision on the specific amount to each Statutory Auditor, we would like to ask you to leave the decision entirely to the Compensation Committee which is expected to be organized by a resolution of the Meeting of the Board of Directors scheduled after this Meeting.

Career summaries of the Director and the Statutory Auditors are as follows.

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Name	Career Summary
Hidebumi Mori	November, 1998 Deputy President March, 2000 Senior Managing Director April, 2004 Retired from Senior Managing Director
Koji Saito	June, 2002 Statutory Auditor, full time (current)
Akira Sudo	November, 1998 Statutory Auditor, full time March, 2000 Statutory Auditor, part time (current)
Makiko Yasuda	March, 2000 Statutory Auditor, part time (current)

Procedures to Exercise Voting Rights through the Internet

Respecting the exercise of voting right through the Internet, please take note of the followings.

1. The exercise of voting right through the Internet is possible only by utilizing the voting right exercising site (<http://www.evotep.jp/>) designated by the Bank.
The voting right exercising site on the Internet cannot be utilized by using cellular phones, PHS, etc.
2. Any expense arising from access to the voting right exercising site shall be borne by shareholders.
3. In case of the exercise of voting right on the Internet, it is necessary for you, on the voting right exercising site, to use the “voting right exercising code” and “provisional password” as stated in the Form for Exercising Voting Rights and vote for or against in accordance with the displayed guidance. Furthermore, in order to prevent unauthorized access by persons other than shareholders or alteration of the contents of the exercise of voting right, shareholders using the Internet shall be requested to change the “provisional password” to a new one and obtain an exclusive electronic certificate issued by UFJ Trust Bank Limited, the transfer agent of the Bank.
A new “voting right exercising code” will be notified each time a shareholders’ meeting is convened, however, the password shall continue to be used until a shareholder changes it.
4. The exercise of voting right through the Internet is to be accepted until 24:00 on June 23, 2004 (Wednesday), one day prior to the date of shareholders’ meeting, but for the sake of compiling the results of the exercise of voting right, you are requested to exercise voting right at your earliest convenience.
5. In case voting right is exercised concurrently both by mail and through the Internet, voting on the Internet shall be treated as being effective.
6. In case voting right on the Internet is exercised more than once, the last voting shall be treated as being effective.

Contact by telephone:

UFJ Trust Bank Limited, Corporate Agency Department

(*Shouken-daikou-bu*), Help Desk for the exercise of voting right on the Internet:

0120-663-166_(Inquiry hours: 9:00 a.m. – 9:00 p.m.)