

For Immediate Release

Shinsei Bank, Limited  
(Code: 8303, TSE First Section)

## Notice on Partial Amendment to Articles of Incorporation

Tokyo (Tuesday, May 23, 2006) --- Shinsei Bank, Limited ("Shinsei Bank") today announced that the Board of Directors resolved on May 23, 2006, to submit a proposal of the following amendments to the Articles of Incorporation at the forthcoming annual general meeting of shareholders (the "Next Annual Shareholders' Meeting") scheduled on June 27, 2006.

### 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 in 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

See Appendix for details of the amendment:

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*Shinsei Bank is a Japanese financial institution providing a full range of financial products and services to both institutional and retail customers based on a three pillar business model comprising Institutional Banking, Consumer and Commercial Finance and Retail Banking. The Bank has total assets of US\$ 80 billion on a consolidated basis and a network of 29 Shinsei Bank branches in Japan (as of March 2006). Shinsei Bank demands uncompromising levels of integrity and transparency in all its activities to earn the trust of customers, staff and shareholders. The Bank is committed to delivering long-term profit growth and increasing value for all its stakeholders. News and other information about Shinsei Bank are available at <http://www.shinseibank.com/english/index.html>.*

## Matters pertaining to Amendment to Articles of Incorporation

(Amended parts are underlined.)

Current Articles	Proposed Amendments
<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>	(Deleted)
(New Provision)	<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>Article 4. (Method of Public Notices)  Public notices of the Bank shall be published in the "Nihon Keizai Shimbun".</p>	<p>Article 5. (Method of Public Notices)  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>
<p>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"); <u>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.</u></p>	<p>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").</p>
<p>Article 5-2. (Acquisition of Treasury Shares)  <u>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.</u></p>	(Deleted)
(New Provision)	<p><u>Article 7. (Issuance of Share Certificates)</u>  <u>The Bank shall issue share certificates of its shares.</u></p>

Current Articles	Proposed Amendments
<p>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))</p> <p>1. One predetermined minimum unit of shares (tan-gen kabu) for all the classes of the Bank shall be one thousand (1,000) shares.</p> <p>2. The Bank shall not issue share certificates of <u>shares falling short of one predetermined minimum unit of shares (hereinafter referred to as “shares constituting less than one full unit”)</u>.</p> <p>3. Shareholders <u>holding shares constituting less than one full unit</u> 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.</p>	<p>Article 8. (Number of Shares Constituting One Predetermined Minimum Unit of Shares (tan-gen kabu))</p> <p>1. (same as at present)</p> <p>2. <u>Notwithstanding the provision of the preceding paragraph</u>, the Bank shall not issue share certificates of shares constituting less than one full unit.</p> <p>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.</p>
<p>(New Provision)</p>	<p>Article 9. (<u>Rights Concerning Shares Constituting Less than One Full Unit</u>)</p> <p><u>Shareholders of the Bank may not exercise any rights concerning shares constituting less than one full unit other than those prescribed below;</u></p> <p><u>(1) Rights set forth in Article 189, Paragraph 2 of the Corporation Act;</u></p> <p><u>(2) Right to file a claim in accordance with the provision of Article 166, Paragraph 1 of the Corporation Act;</u></p> <p><u>(3) Right to receive allocation of shares offered or share purchase rights offered in proportion to the number of shares held; or</u></p> <p><u>(4) Right to make requests in accordance with the provision of Article 8, Paragraph 3.</u></p>
<p>Article 7. (Transfer Agent)</p> <p>1. The Bank shall appoint a transfer agent <u>in connection with its shares.</u></p> <p>2. <u>Election</u> 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 <u>statutory executive officers</u> of the Bank who are authorized to make such resolution by the Board of Directors and shall be notified by public notice.</p> <p>3. <u>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.</u></p>	<p>Article 10. (Transfer Agent)</p> <p>1. The Bank shall appoint a transfer agent.</p> <p>2. <u>Designation</u> 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 <u>Statutory Executive Officer(s)</u> of the Bank who are authorized to make such resolution by the Board of Directors and shall be notified by public notice.</p> <p>3. <u>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.</u></p>
<p>Article 8. (Rules for Handling Shares)</p> <p><u>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</u></p>	<p>Article 11. (Rules for Handling Shares)</p> <p><u>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</u></p>

Current Articles	Proposed Amendments
<p>established by the Board of Directors or by the <u>statutory executive officers</u> who are authorized to establish such rules by the Board of Directors.</p>	<p><u>Articles of Incorporation.</u></p>
<p><u>Articles 9. (Record Date)</u></p> <p>1. <u>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.</u></p> <p>2. <u>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.</u></p>	<p>(Deleted)</p>
<p><u>Article 9-2. (Preferred Dividends)</u></p> <p>1. In the event that dividends are to be paid by the Bank as provided for in Article <u>32</u>, the Bank shall pay the <u>preferred</u> 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 <u>Article 9-3</u> 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.</p> <p>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.</p> <p>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.</p>	<p><u>Article 11-2. (Preferred Dividends)</u></p> <p>1. In the event that <u>year-end</u> dividends are to be paid by the Bank as provided for in Article <u>36 Paragraph 1</u>, the Bank shall pay the <u>year-end</u> 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 <u>share</u> pledgees in respect of the Preferred Shares (hereinafter referred to as the "Registered Preferred <u>Share</u> Pledgees") in priority to the shareholders who hold the common shares (hereinafter referred to as the "Common Shareholders") or registered <u>share</u> pledgees in respect of the common shares (hereinafter referred to as the "Registered Common <u>Share</u> Pledgees"); provided, however, that, if the Preferred Interim Dividends as provided for in <u>the following article</u> 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.</p> <p>2. If the amount of <u>year-end</u> dividend paid to a Preferred Shareholder or a Registered Preferred <u>Share</u> 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.</p> <p>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 <u>Share</u> Pledgee as dividend in any fiscal year.</p>

Current Articles	Proposed Amendments
<p>Article 9-3. (Preferred Interim Dividends)</p> <p>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.</p>	<p>Article 11-3. (Preferred Interim Dividends)</p> <p>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 <u>Share</u> Pledgee in priority to the Common Shareholders or Registered Common <u>Share</u> Pledgees. As far as payment of the Interim Dividends is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.</p>
<p>Article 9-4. (Distribution of Residual Assets)</p> <p>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 Pledgees. As far as distribution of residual assets is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.</p> <p>2. No other distribution of surplus assets shall be made to any Preferred Shareholder and Registered Preferred Pledgee.</p>	<p>Article 11-4. (Distribution of Residual Assets)</p> <p>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 <u>Share</u> Pledgee in priority to the Common Shareholders or Registered Common <u>Share</u> Pledgees. As far as distribution of residual assets is concerned, Class-A preferred shares and Class-B preferred shares shall rank pari passu.</p> <p>2. No other distribution of surplus assets shall be made to any Preferred Shareholder and Registered Preferred <u>Share</u> Pledgee.</p>
<p>Article 9-5. (Cancellation of Preferred Shares)</p> <p>The Bank may at any time purchase Preferred Shares and cancel them at the purchase prices thereof out of <u>the profits distributable</u> to the shareholders.</p>	<p>Article 11-5. (Cancellation of Preferred Shares)</p> <p>The Bank may at any time purchase Preferred Shares and cancel them at the purchase prices thereof out of <u>surplus</u> to the shareholders.</p>
<p>Article 9-6. (Voting Rights)</p> <p>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 <u>the</u> annual meeting if the agenda item to the effect that the Preferred Shareholders shall receive a preferred dividend <u>has not been submitted</u> to that annual meeting <u>and</u> 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.</p>	<p>Article 11-6. (Voting Rights)</p> <p>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 <u>an</u> annual meeting if, <u>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</u> from the time of the close of the annual meeting <u>of shareholders</u> if the agenda item has been rejected at that annual meeting <u>of shareholders</u>, to the time when a resolution to the effect that the Preferred Shareholder shall receive a preferred dividend has been adopted <u>by the Board of Directors or annual meeting of shareholders</u>.</p>
<p>Article 9-7. (Consolidation or Split, <u>Preemptive Rights</u>, Etc.)</p> <p>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.</p> <p>2. No <u>preemptive rights, share purchase rights in respect of newly issued shares or no share purchase</u></p>	<p>Article 11-7. (Consolidation or Split, <u>Right to be Allotted Shares in Proportion to Number of Shares Held by Shareholders</u>, Etc.)</p> <p>1. (same as at present)</p> <p>2. No <u>rights to be allotted offered shares or offered share purchase rights in proportion to number</u></p>

Current Articles	Proposed Amendments
<p><u>rights in respect of bonds with warrants</u> shall be granted to the Preferred Shareholders.</p>	<p>of shares <u>held by shareholders</u> shall be granted to the Preferred Shareholders.</p>
<p>Article <u>9-8. (Conversion to Common Shares)</u></p> <p>Any Preferred Shareholder may request <u>conversion of Preferred Shares held by him or her to common shares</u> 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 "<u>Conversion Period</u>") determined by the same meeting of the Board of Directors of the Bank.</p>	<p>Article <u>11-8. (Request for Acquisition of Preferred Shares)</u></p> <p>Any Preferred Shareholder may request <u>the Bank to deliver common shares in compensation for acquisition of Preferred Shares by the Bank</u> 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 "<u>Acquisition Request Period</u>") determined by the same meeting of the Board of Directors of the Bank.</p>
<p>Article <u>9-9. (Mandatory Conversion to Common Shares)</u></p> <p>1. Each Preferred Share in respect of which a request for <u>conversion</u> has not been made during the <u>Conversion Period shall be mandatorily converted</u> on the day (hereinafter referred to as the "<u>Mandatory Conversion Date</u>") next following the expiry date of the <u>Conversion Period</u> for Class-A preferred shares or Class-B preferred shares, as the case may be, <u>to</u> 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.</p> <p>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 <u>Mandatory Conversion Date</u>, 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 <u>Mandatory Conversion Date</u>, 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 "<u>Over-the-Counter Market</u>") 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 <u>Mandatory Conversion Date</u>, 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</p>	<p>Article <u>11-9. (Mandatory Acquisition of Preferred Shares)</u></p> <p>1. <u>The Bank shall mandatorily acquire each Preferred Share</u> in respect of which a request for <u>acquisition</u> has not been made during the <u>Acquisition Request Period</u> on the day (hereinafter referred to as the "<u>Mandatory Acquisition Date</u>") next following the expiry date of the <u>Acquisition Request Period</u> for Class-A preferred shares or Class-B preferred shares, as the case may be, <u>and shall deliver</u> 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.</p> <p>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 <u>Mandatory Acquisition Date</u>, 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 <u>Mandatory Acquisition Date</u>, 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 "<u>Over-the-Counter Market</u>") 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 <u>Mandatory Acquisition Date</u>, 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</p>



Current Articles	Proposed Amendments
<p>on the 45th trading day prior to the Mandatory <u>Conversion</u> 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 <u>annual settlement of accounts or semi-annual settlement of accounts</u>. 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 <u>Conversion</u> 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 <u>Conversion</u> Date up to the day immediately preceding the Mandatory <u>Conversion</u> 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.</p> <p>3. The number of common shares to be <u>issued by the mandatory conversion</u> 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 (2/3) of one common share per Class-B preferred share and shall not fall below one-half (1/2) common share per Class-B preferred share. (Following is same as at present.)</p> <p>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 <u>Commercial Code</u>, <i>mutatis mutandis</i>.</p>	<p>on the 45th trading day prior to the Mandatory <u>Acquisition</u> 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 <u>last day of fiscal year or semi-annual fiscal year</u>. 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 <u>Acquisition</u> 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 <u>Acquisition</u> Date up to the day immediately preceding the Mandatory <u>Acquisition</u> 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.</p> <p>3. The number of common shares to be <u>delivered in compensation for the acquisition</u> 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 (2/3) of one common share per Class-B preferred share and shall not fall below one-half (1/2) common share per Class-B preferred share. (Following is same as at present.)</p> <p>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 <u>Corporation Act</u>, <i>mutatis mutandis</i>.</p>
<p>Article <u>10</u>. (Holding of Meetings of Shareholders)</p> <p>1. An annual meeting of shareholders of the Bank shall be held in June of each year.</p> <p>2. A special meeting of shareholders of the Bank shall be held whenever necessary.</p> <p>3. Unless otherwise provided for in laws or ordinances, a meeting of shareholders of the Bank shall be called by the President of the Bank in accordance with a resolution of the Board of Directors.</p> <p>4. In case the President is vacant or unable to act, <u>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</u>, acting in accordance with a resolution of the Board of Directors, shall call the meeting.</p>	<p>Article <u>12</u>. (Holding of Meetings of Shareholders)</p> <p>1. (same as at present)</p> <p>2. (same as at present)</p> <p>3. Unless otherwise provided for in laws or ordinances, a meeting of shareholders of the Bank shall be called by the President of the Bank, <u>who is also a Director</u>, in accordance with a resolution of the Board of Directors.</p> <p>4. In case the President is vacant, <u>is not a Director</u> or <u>is unable to act</u>, one of the other <u>Directors</u>, acting in accordance with a resolution of the Board of Directors, shall call the meeting.</p>
<p>(New Provision)</p>	<p>Article <u>13</u>. (Record Date for Annual Meeting of Shareholders)</p> <p>The record date for voting at an annual meeting of shareholders shall be March 31 each year.</p>

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(New Provision)	<p><u>Article 14. (Internet Disclosure and Deemed Provision of Referential Materials for Meetings of Shareholders)</u>  <u>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.</u></p>
<p>Article <u>11</u>. (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.</p>	<p>Article <u>15</u>. (Chairman of Meetings of Shareholders)  1. (same as at present)  2. (same as at present)  3. (same as at present)</p>
<p>Article <u>12</u>. (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 <u>Article 343 of the Commercial Code</u> 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 <u>entire</u> voting rights.</p>	<p>Article <u>16</u>. (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 <u>who are entitled to vote at the meeting.</u>  2. All resolutions of meetings of shareholders of the Bank pursuant to the <u>Article 309, Paragraph 2 of the Corporation Act</u> 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 <u>held by the shareholders entitled to vote at the meeting.</u></p>
<p>Article <u>13</u>. (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.</p>	<p>Article <u>17</u>. (Voting by Proxies)  (same as at present)</p>
<p>Article <u>13-2</u>. (Meetings of Holders of Particular Classes of Shares)  The provisions of Article <u>10</u>, paragraphs 3 and 4, <u>Articles 11 and 13</u> shall be applied, <i>mutatis mutandis</i>, to meetings of holders of particular classes of shares.</p>	<p>Article <u>17-2</u>. (Meetings of Holders of Particular Classes of Shares)  The provisions of Article <u>12</u>, paragraphs 3 and 4 of <u>Articles 15</u> and the <u>preceding article</u> shall be applied, <i>mutatis mutandis</i>, to meetings of holders of particular classes of shares.</p>
<p>Article <u>14</u>. (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 <u>directors</u> (as defined in <u>Article 188, Paragraph 2, Item 7-2 of the Commercial Code</u>).  2. Directors shall be elected at a <u>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.</u></p>	<p>Article <u>18</u>. (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 <u>Directors</u> (as defined in <u>Article 2, Item 15 of the Corporation Act; hereinafter the same</u>).  2. Directors shall be elected <u>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</u></p>

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<p>3. Cumulative voting shall not be permitted for the election of Directors.</p>	<p><u>rights held by the shareholders entitled to vote at the meeting.</u> 3. (same as at present)</p>
<p>Article <u>15</u>. (Term of Office of Directors) 1. The term of office of <u>directors</u> of the Bank shall expire at the conclusion of the annual meeting of shareholders of the Bank for the <u>last</u> fiscal year which <u>falls within</u> one (1) year after their assuming office.  2. The term of office of <u>directors</u> of the Bank elected during the term of office of other <u>directors</u> shall be conterminous with the remaining term of office of <u>directors</u> then in office.</p>	<p>Article <u>19</u>. (Term of Office of Directors) 1. The term of office of <u>Directors</u> of the Bank shall expire at the conclusion of the annual meeting of shareholders of the Bank for the fiscal year which <u>is the last of those ending within</u> one (1) year after their assuming office. 2. The term of office of <u>Directors</u> of the Bank elected during the term of office of other <u>Directors</u> shall be conterminous with the remaining term of office of <u>Directors</u> then in office.</p>
<p>Article <u>16</u>. (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 <u>directors</u>.</p>	<p>Article <u>20</u>. (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 <u>Directors</u>.</p>
<p>Article <u>17</u>. (Senior Advisor) The Bank may appoint Senior Advisors by resolution of the Board of Directors.</p>	<p>Article <u>21</u>. (Senior Advisor) (same as at present)</p>
<p>Article <u>18</u>. (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 <u>regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemptions Law</u> 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 <u>actions provided for in Article 21-17, Paragraph 1 of the Special Exemptions Law</u> to an aggregate sum of the amounts prescribed in each item of <u>Article 266, Paragraph 19 of the Commercial Code applied mutatis mutandis according to the Article 21-17, Paragraph 5 of the Special Exemptions Law</u>.</p>	<p>Article <u>22</u>. (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) <u>failing to perform their duties</u> from their liabilities <u>for damage pursuant to in Article 426, Paragraph 1 of the Corporation Act</u> to the extent permitted by laws and regulations. 2. The Bank may enter into an agreement with outside Directors, <u>pursuant to Article 427, Paragraph 1 of the Corporation Act</u>, which limits the maximum amount of their liabilities <u>for damage regarding failure to perform their duties</u> to an aggregate sum of the amounts prescribed in each item of <u>Article 425, Paragraph 1 of the Corporation Act</u>.</p>
<p>Article <u>19</u>. (Constitution and Power of the Board of Directors) 1. The <u>directors</u> of the Bank shall constitute the Board of Directors. 2. The Board of Directors shall have power to decide all matters stipulated in <u>Article 21-7, Paragraph 1</u> and in other laws and regulations and supervise the execution of the duties and responsibilities of the <u>directors</u> and the <u>statutory executive officers</u>.</p>	<p>Article <u>23</u>. (Constitution and Power of the Board of Directors) 1. The <u>Directors</u> of the Bank shall constitute the Board of Directors. 2. The Board of Directors shall have power to decide all matters stipulated in <u>Article 416, Paragraph 1 of the Corporation Act</u> and in other laws and regulations and supervise the execution of the duties and responsibilities of the <u>Directors</u> and the <u>Statutory Executive Officers</u>.</p>
<p>Article <u>20</u>. (Calling of Meetings of the Board of Directors) 1. A meeting of the Board of Directors shall be called by the Chairman of the Board or, in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, by the President who is also a <u>director</u>. 2. In case both the Chairman of the Board and the President (including the case that the President is not a <u>director</u>) are vacant or unable to act, one of the other <u>directors</u> shall call such meeting in accordance with a resolution of the Board of Directors.</p>	<p>Article <u>24</u>. (Calling of Meetings of the Board of Directors) 1. A meeting of the Board of Directors shall be called by the Chairman of the Board or, in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, by the President who is also a <u>Director</u>. 2. In case both the Chairman of the Board and the President (including the case that the President is not a <u>Director</u>) are vacant or unable to act, one of the other <u>Directors</u> shall call such meeting in accordance with a resolution of the Board of Directors.</p>

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<p>3. Notwithstanding the preceding two (2) Paragraphs, any <u>director</u> who is a member of the relevant committees set forth in Article <u>26</u> and nominated thereat may convene a meeting of the Board of Directors.</p> <p>4. Notice of a meeting of the Board of Directors shall be dispatched to each <u>director</u> at least three (3) days prior to the meeting; provided, however, that this period of notice may be shortened in case of emergency.</p>	<p>3. Notwithstanding the preceding two (2) Paragraphs, any <u>Director</u> who is a member of the relevant committees set forth in Article <u>31</u> and nominated thereat may convene a meeting of the Board of Directors.</p> <p>4. Notice of a meeting of the Board of Directors shall be dispatched to each <u>Director</u> at least three (3) days prior to the meeting; provided, however, that this period of notice may be shortened in case of emergency.</p>
<p>Article <u>21</u>. (Chairman of Meetings of the Board of Directors)</p> <p>1. The Chairman of the Board shall preside over meetings of the Board of Directors, and in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President, who is also a <u>director</u>, shall preside over the meetings.</p> <p>2. In case both the Chairman of the Board and the President (including the case that the President is not a <u>director</u>) are vacant or unable to act, one of the other <u>directors</u>, acting in accordance with a resolution of the Board of Directors, shall preside over the meetings.</p>	<p>Article <u>25</u>. (Chairman of Meetings of the Board of Directors)</p> <p>1. The Chairman of the Board shall preside over meetings of the Board of Directors, and in case the office of the Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President, who is also a <u>Director</u>, shall preside over the meetings.</p> <p>2. In case both the Chairman of the Board and the President (including the case that the President is not a <u>Director</u>) are vacant or unable to act, one of the other <u>Directors</u>, acting in accordance with a resolution of the Board of Directors, shall preside over the meetings.</p>
<p>Article <u>22</u>. (Resolutions at Meetings of the Board of Directors)</p> <p>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 <u>directors</u> present at the meeting, at which a quorum shall be constituted by the presence of a majority of the <u>directors</u>.</p> <p>2. (New Provision)</p>	<p>Article <u>26</u>. (Resolutions at Meetings of the Board of Directors)</p> <p>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 <u>Directors</u> present at the meeting, at which a quorum shall be constituted by the presence of a majority of the <u>Directors</u> entitled to vote at the <u>meeting</u>.</p> <p>2. <u>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.</u></p>
<p>Article <u>23</u>. (Number and Election of Statutory Executive Officers)</p> <p>1. The Company shall have not more than twenty (20) <u>statutory executive officers</u>.</p> <p>2. The <u>statutory executive officers</u> shall be elected at the meeting of the Board of Directors.</p>	<p>Article <u>27</u>. (Number and Election of Statutory Executive Officers)</p> <p>1. The Company shall have not more than twenty (20) <u>Statutory Executive Officers</u>.</p> <p>2. The <u>Statutory Executive Officers</u> shall be elected at the meeting of the Board of Directors.</p>
<p>Article <u>24</u>. (Term of Statutory Executive Officers)</p> <p>1. The term of the <u>statutory executive officers</u> shall expire at the close of the first meeting of the Board of Directors to be <u>held</u> following the close of the annual meeting of shareholders with respect to the <u>most recent</u> fiscal year <u>which is</u> within one (1) year subsequent to their <u>assumption of office</u>.</p> <p>2. The term of the <u>statutory executive officers</u> elected during the term of office of other <u>directors</u> shall be <u>conterminous</u> with the term of office of the <u>statutory executive officers</u> then in office.</p>	<p>Article <u>28</u>. (Term of Statutory Executive Officers)</p> <p>1. The term of the <u>Statutory Executive Officers</u> shall expire at the close of the first meeting of the Board of Directors to be <u>convened</u> following the close of the annual meeting of shareholders with respect to the <u>last of the fiscal years ending</u> within one (1) year subsequent to their <u>election</u>.</p> <p>2. The term of the <u>Statutory Executive Officers</u> elected during the term of office of other <u>Directors</u> shall be <u>conterminous</u> with the term of office of the <u>Statutory Executive Officers</u> then in office.</p>
<p>Article <u>25</u>. (Representative Statutory Executive Officers and Statutory Executive Officers with Special Title)</p> <p>1. The Board of Directors shall appoint one or more Representative Statutory Executive Officers by its resolution.</p> <p>2. Representative Statutory Executive Officers</p>	<p>Article <u>29</u>. (Representative Statutory Executive Officers and Statutory Executive Officers with Special Title)</p> <p>1. (same as at present)</p> <p>2. (same as at present)</p>

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<p>shall represent the Company.</p> <p>3. Among the <u>statutory executive officers</u>, 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.</p> <p>4. The Board of Directors may determine the allocation of responsibilities among the <u>statutory executive officers</u>, the relationship among the <u>statutory executive officers</u> with respect to supervision and direction, and any other matters concerning the mutual relationships among <u>statutory executive officers</u>, and shall promptly notify each <u>statutory executive officer</u> thereof.</p>	<p>3. Among the <u>Statutory Executive Officers</u>, 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.</p> <p>4. The Board of Directors may determine the allocation of responsibilities among the <u>Statutory Executive Officers</u>, the relationship among the <u>Statutory Executive Officers</u> with respect to supervision and direction, and any other matters concerning the mutual relationships among <u>Statutory Executive Officers</u>, and shall promptly notify each <u>Statutory Executive Officer</u> thereof.</p>
<p>Article 26. (Release of Statutory Executive Officers from Liabilities)</p> <p>The Bank may, by a resolution of the Board of Directors of the Bank, exempt the <u>statutory executive officers</u> (including <u>ex-statutory executive officers</u>) 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.</p>	<p>Article 30. (Release of Statutory Executive Officers from Liabilities)</p> <p>The Bank may, by a resolution of the Board of Directors of the Bank, exempt the <u>Statutory Executive Officers</u> (including <u>ex-Statutory Executive Officers</u>) from their liabilities <u>for damage</u> regarding <u>failure to perform their duties in accordance with Article 426, Paragraph 1 of the Corporation Act</u> to the extent permitted by laws and regulations.</p>
<p>Article 27. (Composition of the Committees, and Designation of Committee Members)</p> <p>1. Each of the Nomination, Audit, and Compensation Committees shall have at least three (3) members.</p> <p>2. A majority of the members of each of the Nomination, Audit, and Compensation Committees must be outside <u>directors</u> and must not be appointed as <u>statutory executive officers</u>.</p> <p>3. Members of the Audit Committee shall not be appointed from among the <u>statutory executive officers</u>, managers or other employees of the Company or its subsidiaries, or those who serve concurrently as <u>directors</u> performing the business of such subsidiaries.</p> <p>4. Members of each of the Nomination, Audit, and Compensation Committees shall be appointed from among the <u>directors</u> at a meeting of the Board of Directors.</p>	<p>Article 31. (Composition of the Committees, and Designation of Committee Members)</p> <p>1. (same as at present)</p> <p>2. A majority of the members of each of the Nomination, Audit, and Compensation Committees must be outside <u>Directors</u>.</p> <p>3. Members of the Audit Committee shall not be appointed from among the <u>Statutory Executive Officers, Accounting Officers (if any Accounting Officer is a corporation, its employees who perform duties of an Accounting Officer)</u> managers or other employees of the Company or its subsidiaries, or those who serve concurrently as <u>Directors</u> performing the business of such subsidiaries.</p> <p>4. Members of each of the Nomination, Audit, and Compensation Committees shall be appointed from among the <u>Directors</u> at a meeting of the Board of Directors.</p>
<p>Article 28. (Authority to Convene and Preside Over Meetings of the Committee)</p> <p>1. Meetings of the respective Committees shall be convened and presided over by the member previously appointed by the <u>respective Committees</u>.</p> <p>2. Notwithstanding the preceding Paragraph, each member may convene the Committee when he considers necessary.</p> <p>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</p>	<p>Article 32. (Authority to Convene and Preside Over Meetings of the Committee)</p> <p>1. Meetings of the respective Committees shall be convened and presided over by the member previously appointed by the <u>Board of Directors</u>.</p> <p>2. (same as at present)</p> <p>3. (same as at present)</p>

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<p>shortened in case of emergency.</p> <p><u>4. The respective Committees may omit the procedure referred to in the preceding Paragraph if all members of the relevant Committee so agree.</u></p>	<p>4. (Deleted)</p>
<p>Article <u>29.</u> (Method of Resolution of the Committee)</p> <p>Resolutions of the Committee shall be adopted by the affirmative votes of a majority of members present at meetings <u>thereof.</u></p>	<p>Article <u>33.</u> (Method of Resolution of the Committee)</p> <p>Resolutions of the Committee shall be adopted by the affirmative votes of a majority of members present at meetings, <u>at which a quorum shall be constituted by the presence of a majority of the members entitled to vote at the meeting.</u></p>
<p>Article <u>30.</u> (Fiscal Year)</p> <p>The fiscal year of the Bank shall be from April 1 of each year to March 31 of the next succeeding year.</p>	<p>Article <u>34.</u> (Fiscal Year)</p> <p>(same as at present)</p>
<p>(New Provision)</p>	<p>Article <u>35.</u> (Decision-Making Body concerning Dividend from the Surplus, Etc)</p> <p><u>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.</u></p>
<p>Article <u>31.</u> (Appropriation of Earned Surplus)</p> <p><u>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).</u></p>	<p>(Deleted)</p>
<p>Article <u>32.</u> (Payment of Dividends)</p> <p><u>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.</u></p> <p>2. (New Provision)</p> <p>3. (New Provision)</p>	<p>Article <u>36.</u> (Record Date for Dividend from the Surplus)</p> <p><u>1. The record date for year-end dividends of the Bank shall be March 31 of each year.</u></p> <p><u>2. The record date for interim dividends of the Bank shall be September 30 of each year.</u></p> <p><u>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.</u></p>
<p>Article <u>33.</u> (Payment of Interim Dividends)</p> <p><u>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.</u></p>	<p>(Deleted)</p>
<p>Article <u>34.</u> (Conversion of Preferred Shares and Dividends)</p> <p><u>The first (1st) payment of dividends or Interim Dividends on the common shares issued upon</u></p>	<p>(Deleted)</p>

Current Articles	Proposed Amendments
<p><u>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.</u></p>	
<p>Article <u>35</u>. (Period for Discharge of Dividends)  In case dividends <u>or Interim Dividends</u> 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.</p>	<p>Article <u>37</u>. (Period for Discharge of Dividends)  In case dividends <u>distributed in cash</u> 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.</p>
<p>Article <u>36</u>. (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.</p> <p>(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.</p> <p>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.</p>	<p>Article <u>38</u>. (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 <u>before having been amended by the Law concerning Amendment of Related Laws due to Enforcement of Corporation Act (Law No.87 of 2005)</u> 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.</p> <p>(Following is same as at present.)</p>
<p>(New Provision)</p>	<p>Article <u>39</u>. (Exemption of Directors and Statutory Executive Officers from Their Liabilities Prior to the Implementation of the Corporation Act)  <u>Articles 18 and 26 of the Articles of</u></p>

Current Articles	Proposed Amendments
	<p><u>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.</u></p> <p><u>(Articles 18 and 26 before the amendment)</u></p> <p><u>Article 18. (Limitation of Liabilities of Directors)</u></p> <p><u>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.</u></p> <p><u>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 <i>mutatis mutandis</i> according to the Article 21-17, Paragraph 5 of the Special Exemptions Law.</u></p> <p><u>Article 26. (Release of Statutory Executive Officers from Liabilities)</u></p> <p><u>The Bank may, by a resolution of the Board of Directors of the Bank, exempt the statutory executive officers (including ex-statutory executive officers) from their liabilities regarding actions provided for in Article 21-17, Paragraph 1 of the Special Exemption Law to the extent permitted by laws and regulations.</u></p>