

Share Handling Regulations

Established as of May 30, 1975
Partly amended as of June 20, 2018

Chapter 1 General Provisions

(Purpose)

Article 1

In addition to the rules set forth by Japan Securities Depository Center, Inc. (hereinafter referred to as “JASDEC”) and Account Management Institutions such as the securities firms, etc. with which the shareholders have opened transfer accounts (each such Account Management Institution is hereinafter referred to as a “Securities Firm”), these rules herein lay down the various procedures with regard to handling shares of the Bank in accordance with Article 10 of the Articles of Incorporation.

(Transfer Agent)

Article 2

The Bank's transfer agent for the register of shareholders and its handling office shall be as follows:

Transfer Agent:

Sumitomo Mitsui Trust Bank, Limited
Address: 4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Handling Office:

Stock Transfer Agency Department
Sumitomo Mitsui Trust Bank, Limited
Address: 4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Chapter 2 Entries into the Register of Shareholders and Related Matters

(Entries into the Register of Shareholders)

Article 3

1. Any change to matters indicated in the register of shareholders shall be made based on Notice on All Shareholders (*sou kabunushi tuuchi*) and other notices from JASDEC (but excluding the notice (*kobetu kabunushi tuuchi*) (hereinafter referred to as the “Notice on Individual Shareholders”) stipulated under Article 154, Paragraph 3 of The Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc. (hereinafter referred to as the “Transfer Law”)).

2. In addition to the provisions of the preceding paragraph, matters indicated in the register of shareholders shall be changed without notices from JASDEC in the event of the issuance of new shares or other circumstances provided by law.

3. The register of shareholders shall be recorded using letters and symbols that JASDEC allows to use.

(Notification of Matters to be indicated in the Register of Shareholders)

Article 4

A shareholder shall notify the Bank of its name and address through the relevant Securities

Firm and through JASDEC, as provided for by JASDEC. The same shall apply if any changes occur to these notified matters.

(Representative of a Corporate Shareholder)

Article 5

A corporate shareholder shall notify the Bank of the name of one of its representatives through the relevant Securities Firm and through JASDEC, as provided for by JASDEC. The same shall apply if any changes occur to these notified matters.

(Representative of Joint Shareholders)

Article 6

Shareholders who own shares jointly shall designate one representative and shall notify the Bank of such representative's name and address through the relevant Securities Firm and through JASDEC, as provided for by JASDEC. The same shall apply if any changes occur to these notified matters.

(Statutory Agent)

Article 7

A statutory agent such as a parental guardian (*shinken-sha*) and a guardian (*kouken-nin*) of a shareholder shall notify the Bank of his/her name and address through the relevant Securities Firm and through JASDEC, as provided for by JASDEC. The same shall apply if any changes occur to these notified matters.

(Notification of Place Where a Nonresident Shareholder Should Receive Notices)

Article 8

A shareholder or a registered pledgee of shares, or its statutory agent shall, if not a resident of Japan, appoint a standing proxy in Japan, or designate a mailing address in Japan where he/she receives notices, and shall notify the Bank of the name and address of such standing proxy or such mailing address through the relevant Securities Firm and through JASDEC, as provided for by JASDEC. The same shall apply if any changes occur to these notified matters.

(Method to Confirm through JASDEC)

Article 9

If a notification by a shareholder is submitted to the Bank through the relevant Securities Firm and through JASDEC, it shall be deemed as a notification submitted by the shareholder itself.

Chapter 3 Shareholder Identification

(Shareholder Identification)

Article 10

1. When a shareholder (including shareholder with respect to whom a Notice on Individual Shareholders was sent) makes a claim or exercises its rights as a shareholder (each such claim or such exercise of rights is hereinafter referred to as a "Claim"), evidence to prove that such Claim is made by the shareholder itself (hereinafter referred to as "Evidence") shall be attached to the document for such Claim or otherwise provided to the Bank. However, this shall not apply if the Bank is able to otherwise confirm that such Claim is made by the shareholder itself

2. If a Claim by a shareholder against the Bank was made through the relevant Securities Firm and through JASDEC, such Claim shall be deemed to have been made by the shareholder itself and no other Evidence shall be required to prove that it was made by the

shareholder itself.

3. If a Claim by a shareholder is to be made through an agent, a power of attorney that has been signed or to which the shareholder's name and the seal of the shareholder are affixed by the shareholder shall be attached in addition to the procedure in the preceding two paragraphs. The power of attorney shall also indicate the name and address of the agent.

4. The provisions of Paragraph 1 and 2 shall mutatis mutandis apply to the agent.

Chapter 4 Procedures for Exercise of Shareholders' Rights

(Minority Shareholders' Rights)

Article 11

When a shareholder directly exercises against the Bank the minority shareholder's rights provided in Article 147, Paragraph 4 of the Transfer Law, such exercise shall be made by requesting the Notice on Individual Shareholders and submitting a document signed, or to which the shareholder's name and the seal of the shareholder are affixed.

(Description of Proposals from Shareholder in Reference Materials for General Meeting of Shareholders)

Article 12

If an agenda for a general meeting of shareholders is proposed by a shareholder, the allowances of letters prescribed by the Bank provided in accordance with Article 93, Paragraph 1 of the Ordinance for Enforcement of the Companies Act are as follows. When the numbers of letters exceed its allowance, such description may be set forth in an outline thereof.

(1) Reasons for a proposal:

Up to 400 letters for each agenda

(2) In case of an agenda of the appointment of director(s), items to be described in reference materials of general meeting of shareholders:

Up to 400 letters for each nominee

(Method of Request for Purchase of Shares Less Than One Unit)

Article 13

A request to the Bank to purchase shares less than one unit (*tan-gen miman kabushiki*) (hereinafter referred to as "Shares Less Than One Unit") shall be made through the relevant Securities Firm and through JASDEC as provided by JASDEC.

(Determination of Purchase Price)

Article 14

1. A purchase price per share, for which a request for purchase has been made in accordance with the provisions of the preceding article, shall be equal to the closing price of the share in a market established by the Tokyo Stock Exchange on a day when such request reaches the handling office of transfer agent for the register of shareholders. Provided, however, that if no trade occurs on that day or that day is a holiday for the Tokyo Stock Exchange, then the purchase price per share shall be the price at which the trade is first executed at the Tokyo Stock Exchange subsequent to that day.

2. The purchase price shall be the amount obtained by multiplying the number of shares requested for purchase by the purchase price per share set forth in the preceding paragraph.

(Payment of Purchase Money)

Article 15

1. The Bank shall pay, as provided by JASDEC, on the fourth business day reckoned from the day following the date that the purchase price per share is determined, an amount equal to the purchase price determined in accordance with the provisions of the preceding article except in cases where the Bank separately stipulates otherwise. Provided, however, that if the purchase price is a price that includes rights such as rights to dividends or share splits, then such payment shall be made on or prior to the record date for such purposes.

2. The shareholder who has made the request to purchase may request that the Bank pay the amount of the purchase price through remittance to the bank deposit account designated by such shareholder, or in cash by way of Japan Post Bank., Ltd.

(Transfer of Purchased Shares)

Article 16

Shares Less Than One Unit that have been requested for purchase shall be transferred to the Bank's transfer account on the day on which the payment, or the procedure for the payment, of the purchase price pursuant to the preceding Article is completed.

(Method of Request for Additional Purchase of Shares Less Than One Unit)

Article 17

If a shareholder requests the Bank to sell shares the number of which constitutes one unit when aggregated with the Shares Less Than One Unit held by such shareholder (hereinafter referred to as a "Request for Additional Purchase "), such shareholder shall make the Request for Additional Purchase through the relevant Securities Firm and through JASDEC as provided by JASDEC.

(Request for Additional Purchase Exceeding the Balance of Treasury Shares)

Article 18

If the total number of shares for which the Request for Additional Purchase is made on a certain day exceeds the number of treasury shares held by the Bank which are available to be transferred on the same day, any Request for Additional Purchase on that day shall not become effective.

(Effective Date of Request for Additional Purchase)

Article 19

Request for Additional Purchase shall become effective on the day that the Request for Additional Purchase reaches the handling office of transfer agent for the register of shareholders.

(Determination of Price of Additional Purchase)

Article 20

1. A price of additional purchase per share shall be equal to the closing price of the share in a market established by the Tokyo Stock Exchange on a day when the Request for Additional Purchase becomes effective. Provided, however, that if no trade occurs on that day or that day is a holiday for the Tokyo Stock Exchange, then the price of additional purchase per share shall be the price at which the trade is first executed at the Tokyo Stock Exchange subsequent to that day.

2. The price of additional purchase shall be the amount obtained by multiplying by the number of shares requested for additional purchase by the price of additional purchase per share set forth in the preceding paragraph.

(Transfer of Shares Additionally Purchased)

Article 21

The Bank shall apply for the transfer of treasury shares subject to the Request for Additional

Purchase, to the transfer account of the shareholder who made Request for Additional Purchase, on the day that the Bank confirms that an amount equal to the price of additional purchase is transferred from such shareholder who made Request for Additional Purchase, to a bank deposit account specified by the Bank, through a Securities Firm as provided by JASDEC.

(Suspension Term for Acceptance of Request for Additional Purchase)
Article 22

1. The Bank shall suspend acceptance of the Request for Additional Purchase for the ten (10) business day period preceding each of the following dates every year.

- (1) March, 31
- (2) September, 30
- (3) Other dates, such as a shareholders-fixing day, specified by JASDEC

2. Notwithstanding the preceding paragraph, the Bank may establish a term for suspending acceptance of the Request for Additional Purchase if it deems such suspension necessary.

Chapter 5 Exceptions for Special Account

(Exceptions for Special Account)
Article 23

The handling of identification of a shareholder for whom a Special Account has been opened and other matters concerning Special Accounts shall be handled in accordance with the provisions used by Account Management Institutions for Special Accounts, as well as those provided by JASDEC.

Chapter 6 Attendance of Global Institutional Investors at Shareholders Meeting

(Definitions)
Article 24

“An institutional investor that owns shares in the name of a trust bank, etc. and does not own shares in their own name” (hereinafter referred to as “Global Institutional Investor(s)”), which is stipulated in Article 16 of the Articles of Incorporation of the Bank, shall be those who are juridical persons or other organizations and are currently authorized to give instructions on the exercise of voting rights in relation to the Bank’s shares among the persons listed in the following items; provided, however, that they shall be limited to persons who do not have any person authorized to give instructions on the exercise of voting rights in relation to voting rights on which they are authorized to give instructions other than themselves at the shareholders meeting where they exercise their voting rights by proxy.

- (1) Institutional investors who own shares in the name of trust banks and do not own shares in their own names or persons who have the right to give instructions on investment management in accordance with discretionary investment management agreements with such institutional investors;
- (2) Settlor companies of investment trusts managed based on instructions from the settlor stipulated in Article 2 of the Act on Investment Trusts and Investment Corporations; and
- (3) Institutional investors based outside Japan who own shares in the name of custodian banks (custodies) or Securities Firms (nominees) or persons who have the right to give instructions on investment management in accordance with discretionary investment management agreements with such institutional investors.

(Exercise of Voting Rights by Proxy by Global Institutional Investors)

Article 25

Global Institutional Investors may attend the Bank's shareholders meeting and exercise their voting rights by proxy (hereinafter simply referred to as "exercising voting rights by proxy") on the condition that they meet and comply with the requirements and procedures in the following article through Article 28.

(Number of Global Institutional Investors Who Can Exercise Their Voting Rights by Proxy)

Article 26

1. A Global Institutional Investor may exercise its voting rights by proxy for each shareholder recorded in the shareholders register (hereinafter referred to as "Nominee Shareholder(s)").

2. Notwithstanding the provision of the preceding paragraph, in cases where there is more than one Global Institutional Investor wishing to exercise their voting rights by proxy for each Nominee Shareholder at one shareholders meeting, when the Bank finds it necessary for more than one to attend the meeting for rational reasons, one for each Global Institutional Investor is allowed to attend the meeting.

(Reasonable Cooperation by Global Institutional Investors and Nominee Shareholders)

Article 27

1. Any Global Institutional Investor who wishes to exercise its voting rights by proxy must give the Bank two (2) weeks notice in advance of the relevant shareholders meeting to that effect directly or through its Nominee Shareholder or standing proxy.

2. Any Global Institutional Investor who wishes to exercise its voting rights by proxy and its Nominee Shareholder shall reasonably cooperate with the Bank in order to ensure accurate counting of voting rights at the relevant shareholders meeting and smooth operation of the meeting in other respects if the Global Institutional Investor attends the shareholders meeting.

(Documents to Be Submitted and Other Matters)

Article 28

1. Any Global Institutional Investor wishing to exercise its voting rights by proxy shall submit the documents listed in the following items to the person predetermined by the Bank in cooperation with its Nominee Shareholder or standing proxy:

- (1) A proxy;
- (2) A certificate on exercise of voting rights by proxy using a form specified by the Bank;
- and
- (3) An identity verification document.
- (4) A notice on vicarious duties and other documents requested by the Company.

2. In cases of the preceding paragraph, when any Global Institutional Investor based outside Japan submits documents prepared by its Nominee Shareholder through its standing proxy to the Company, it shall submit a document by the standing proxy certifying bona fide preparation of such documents along with them.

3. The deadline for submitting the documents in the paragraphs 1 and 2 above is as follows:

- (1) A copy of the documents shall be submitted no later than three (3) business days prior to the relevant shareholders meeting.
- (2) The original documents shall be brought and submitted on the day of the shareholders meeting.

Supplementary Provisions

1. These regulations shall be amended by resolution of the Board of Directors.
2. These regulations shall come into effect as of June 20, 2018.

<Attachment>

Certificate for the Exercise of Voting Rights by Proxy by Global Institutional Investors

MM DD, YYYY

To Shinsei Bank, Limited

Address

Company name

[Standing proxy: Address

Name

Representative

Seal

For the person described in 2 below (the "Proxy") to attend the shareholders meeting of Shinsei Bank, Limited described in 1 below (the "Shareholders Meeting") in connection with [all/part of] shares of Shinsei Bank, Limited in our name (the "Shares"), we hereby certify and pledge the following:

1. Shareholders Meeting

(1) Date MM DD, YYYY

(2) Type(s) of shareholders meeting(s) (multiple answers allowed)

Annual shareholders meeting / Extraordinary shareholders meeting / General meeting of class shareholders

2. Proxy

(1) Address

(2) Name

(3) The Shares and Proxy correspond to any of the following:

(Circle the relevant number)

(i) An institutional investor who owns shares in the name of a trust bank and does not own shares in its own name or a person who has the right to give instructions on investment management in accordance with a discretionary investment management agreement with such institutional investor;

(ii) A settlor company of an investment trust managed based on instructions from the settlor stipulated in Article 2 of the Act on Investment Trusts and Investment Corporations; or

(iii) An institutional investor based outside Japan who owns shares in the name of a custodian bank (custody) or securities firm, etc. (nominee) or a person who has the right to give instructions on investment management in accordance with a discretionary investment management agreement with such institutional investor.

(4) We are not aware of any special circumstances that indicate a risk of disturbance at the Shareholders Meeting by accepting the exercise of our voting rights by the Proxy.

3. Total number of voting rights owned by us as of the relevant record date: _____

4. (1) Number of voting rights for which the Proxy is authorized to give instructions on the exercise of voting rights and other matters among 3 above (the "Voting Rights By Proxy"): _____

(2) We have no one but the Proxy who is authorized to give instructions on the exercise of voting rights and other matters in connection with the Voting Rights By Proxy.

5. Exercise of the Voting Rights By Proxy

(1) Among the Voting Rights By Proxy, voting rights that have been exercised in writing or by electromagnetic means to date are as stated in Annex 1.

(2) If there is any change in the status of whether the Voting Rights By Proxy are exercised before the date of the Shareholders Meeting, we will promptly give you notice.

(3) If the Proxy attends the Shareholders Meeting, please treat it as our attendance on the day.

6. Other matters

If there is any serious error in this certificate, we and the Proxy absolutely agree that the Proxy may not attend the Shareholders Meeting, and will not cause you any trouble in connection with such error.

End