

(Translation)

June 24, 2016

To whom it may concern:

Shinsei Bank, Limited

### **Filing of Extraordinary Report**

Shinsei Bank, Limited (the "Bank") hereby announces that it filed today an extraordinary report regarding the results of the exercise of voting rights at the Bank's annual general meeting of shareholders for the 16th term.

#### **1. Reason for Filing**

Given that the proposals were adopted at the 16th Annual General Meeting of Shareholders of the Bank held on June 22, 2016, the Bank filed an extraordinary report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law of Japan and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

#### **2. Description of Report**

(1) Date on Which the General Meeting of Shareholders Was Held

June 22, 2016

(2) Details of Matters Submitted for Resolution

Item 1: Partial Amendment to the Article of Incorporation

Item 2: Election of Seven (7) Directors

It was proposed that Messrs. Hideyuki Kudo, Yukio Nakamura, J. Christopher Flowers, Ernest M. Higa, Shigeru Kani, Jun Makihara, and Ryuichi Tomimura, seven (7) in total, be appointed as Directors.

Item 3: Election of One (1) Audit & Supervisory Board Member

It was proposed that Mr. Shinya Nagata be appointed Audit & Supervisory Board Member.

Item 4: Election of One (1) Substitute Audit & Supervisory Board Member

It was proposed that Mr. Naohisa Aikawa be appointed Audit & Supervisory Board Member.

(3) Number of Voting Rights for Approval, Disapproval and Abstentions in the Matters to be Resolved, and the Approval Requirements and Voting Results Thereof

Matters to be Resolved	Number of Approvals (units)	Number of Disapprovals (units)	Number of Abstentions (units)	Approval Requirements	Voting Results (Approval Rate %)
<b>Item 1</b>	2,125,199	4,393	34,751	(Note1)	Adopted (97.63%)
<b>Item 2</b>				(Note2)	
Hideyuki Kudo	2,119,432	10,152	34,748		Adopted (97.36%)
Yukio Nakamura	2,121,354	8,230	34,748		Adopted (97.45%)
J. Christopher Flowers	1,882,728	246,852	34,748		Adopted (86.49%)
Ernest M. Higa	2,124,640	4,945	34,748		Adopted (97.60%)
Shigeru Kani	2,100,557	29,028	34,748		Adopted (96.49%)
Jun Makihara	2,124,673	4,912	34,748		Adopted (97.60%)
Ryuichi Tomimura	2,124,456	5,129	34,748		Adopted (97.59%)
<b>Item 3</b>				(Note2)	
Shinya Nagata	2,117,834	11,764	34,748		Adopted (97.29%)
<b>Item 4</b>				(Note2)	
Naohisa Aikawa	2,103,691	25,911	34,748		Adopted (96.64%)

Note:

1. Approval of not less than two-third (2/3) of the voting rights held by the shareholders present at the meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required for the adoption.
2. Approval of a majority of the voting rights held by the shareholders present at the meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required for the adoption.

(4) Reason for Not Counting a Portion of the Voting Rights of the Shareholders Present at the General Meeting of Shareholders

The required majority approval for each proposal was lawfully met by the addition of the voting rights exercised prior to the meeting and a portion of those exercised by shareholders attending on the day of the meeting, which the Bank was able to confirm. Therefore, voting rights of shareholders present on the day of the meeting, for which the Bank was not able to confirm approval, disapproval or abstention, have not been counted.

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