

(Translation)

June 19, 2015

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 15th term.

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

Given that the proposals were adopted at the 15th Annual General Meeting of Shareholders of the Bank held on June 17, 2015, 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 17, 2015

(2) Details of Matters Submitted for Resolution

Item 1: 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 2: Election of One (1) Audit & Supervisory Board Member

It was proposed that Mr. Michio Shibuya be appointed Audit & Supervisory Board Member.

Item 3: Payment of Retirement Allowance to Retiring Director and Payment of Retirement Allowance to Full-Time Director Due to the Abolition of the Retirement Allowance Plan for Officers

It was proposed to award retirement allowance to Mr. Shigeki Toma, the retiring Director who will have completed his term of office as a Director at the end of this Annual General Meeting of Shareholders, and to award retirement allowance to Mr. Yukio Nakamura, a Full-Time Director, who will have been reappointed as a Full-Time Director through the approval of Item 1, due to the abolition of the retirement allowance plan for Officers.

Item 4: Payment of Retirement Allowance to Retired Directors (Outside Directors)

It was proposed to award retirement benefits to Messrs. Hiroyuki Takahashi and Oki Matsumoto, retired Directors.

Item 5: Payment of Retirement Allowance to Outside Directors and Audit & Supervisory Board Members Due to the Abolition of the Retirement Allowance Plan for Officers

It was proposed to award retirement allowances to Messrs. J. Christopher Flowers, Ernest M. Higa, Shigeru Kani and Jun Makihara (Outside Directors); and Mr. Shinya Nagata (Audit & Supervisory Board Member (Full-Time)), Ms. Kozue Shiga (Audit & Supervisory Board Member (Outside)) and Mr. Ryuichi Tomimura (Audit & Supervisory Board Member (Outside)) , due to the abolition of the retirement allowance plan for Officers.

Item 6: Introduction of Stock Options to Full-Time Directors and Determination of its Details

It was proposed to allot Subscription Warrants not exceeding 50 million yen annually to Full-Time Directors as equity remuneration type stock options, excluding employee-directors' salaries as employees. Outside Directors shall not be eligible for such allotment. The details are as follows: the number of Subscription Warrants to be allotted within one year from the date of the annual general meeting of shareholders for each business year shall not be more than 6,000 and the Class of shares to be delivered upon the exercise of the Subscription Warrants shall be common shares of the Bank; the number of shares to be delivered per Subscription Warrant unit (the "Number of Underlying Shares") shall be 100, and so on.

Item 7: Revision of Maximum Remuneration, etc. to Directors

It was proposed to increase the maximum remuneration, etc. to be paid to Outside Directors to 60 million yen a year, due to the number of Outside Directors being increased by one upon the approval of the Item 1.

(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>				(Note 1)	
Hideyuki Kudo	2,062,796	7,440	12,145		Adopted (98.78%)
Yukio Nakamura	2,061,963	8,273	12,145		Adopted (98.74%)
J. Christopher Flowers	1,848,378	221,856	12,145		Adopted (88.51%)
Ernest M. Higa	2,062,629	7,609	12,145		Adopted (98.77%)
Shigeru Kani	2,025,246	44,992	12,145		Adopted (96.98%)
Jun Makihara	2,062,549	7,689	12,145		Adopted (98.77%)
Ryuichi Tomimura	2,068,078	2,161	12,145		Adopted (99.03%)
<b>Item 2</b>				(Note 1)	
Michio Shibuya	2,068,402	1,832	12,145		Adopted (99.05%)
<b>Item 3</b>				(Note 2)	
	2,044,754	22,896	14,710		Adopted (97.91%)
<b>Item 4</b>				(Note 2)	
	1,632,487	434,578	15,322		Adopted (78.17%)
<b>Item 5</b>				(Note 2)	
	1,783,847	282,135	16,448		Adopted (85.42%)
<b>Item 6</b>				(Note 2)	
	2,054,021	11,925	16,448		Adopted (98.36%)
<b>Item 7</b>				(Note 2)	
	2,064,354	3,350	14,710		Adopted (98.85%)

Note:

1. 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.
2. Approval of a majority of the voting rights held by the shareholders present at the meeting.

(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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