

May 31, 2004

To Our Shareholders with Voting Rights

Hiroshi Rinno
President and Representative Director
Credit Saison Co., Ltd.
1-1, Higashi-Ikebukuro 3-chome, Toshima-ku,
Tokyo

NOTICE OF THE 54TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby inform you of the 54th Ordinary General Meeting of Shareholders to be held as follows:

If you are unable to attend the meeting, please read the attached REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS and return the Exercise Voting Rights Form with your selections and registered seal so that it will reach us by June 28, 2004.

- 1. Date:** 10 a.m., Tuesday, June 29, 2004
- 2. Place:** Ten-Ran-no-Ma Hall (3F)
Sunshine City Prince Hotel
1-5, Higashi-Ikebukuro 3-chome, Toshima-ku, Tokyo

3. Objectives of the Meeting:

Reports: Balance Sheet as of March 31, 2004, and Business Report and Statement of Income for the 54th Fiscal Term (from April 1, 2003, to March 31, 2004)

Agenda:

- Proposal No. 1:** Approval of the Proposed Appropriation of Retained Earnings for the 54th Fiscal Term
- Proposal No. 2:** Proposed amendments to the Articles of Incorporation
The details of the proposal are as stated in the REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS on page 24 (Japanese original).
- Proposal No. 3:** Election of three (3) directors
- Proposal No. 4:** Presentation of retirement allowances to resigned and resigning directors

For those attending, please present the enclosed Exercise Voting Rights Form at the reception desk on arrival at the meeting.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS

1. Total number of voting rights held by all shareholders: 1,696,307

2. Proposals and references

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 54th Fiscal Term

The summary of the Proposal of Appropriation of Retained Earnings for the 54th Fiscal Term is as shown below.

The credit industry continues to undergo a difficult business environment combined with substantial selection and reorganization in the industry. In this harsh operating climate, the Company intends to maintain a dividend policy of ensuring stable dividends while strengthening its financial capabilities to prepare for future business deployment.

Given the considerations above, we propose that cash dividends be ¥18 per share for the year ended March 31, 2004, unchanged from the previous fiscal year.

We also propose that the total of directors' bonuses be ¥130 million (including ¥15 million for statutory auditors).

Proposed Appropriation of Retained Earnings for the 54th Fiscal Term

(yen)

Unappropriated retained earnings at end of year	26,920,122,620
Reversal of reserve for advanced depreciation of fixed assets	301,151,700
Total	27,221,274,320
To be appropriated as follows:	
Cash dividends (¥18 per share)	3,065,349,024
Directors' bonuses	130,000,000
(bonuses to statutory auditors therein)	(15,000,000)
Voluntary reserve	
General reserve	15,000,000,000
Retained earnings to be carried forward	9,025,925,296

Note: The dividends for 1,428,241 shares of treasury stock are excluded from the cash dividends above for the 54th fiscal term.

Proposal No. 2: Proposed amendments to the Articles of Incorporation

1. Reasons for the amendments

- 1) Pursuant to the "Law Regarding Partial Revision of the Commercial Code and the Law for Special Exceptions to the Commercial Code Concerning Audit, etc., of Corporations" (2003 Law No. 132), which was implemented on September 25, 2003, Japanese corporations are now allowed to purchase their own shares with a resolution adopted by the Board of Directors, on the condition that a regulation to that effect is stipulated in the Articles of Incorporation. Accordingly, we hereby propose to newly establish a provision concerning the acquisition of treasury stock, which would enable the Company to take swift and flexible responses in its financing policy.
- 2) In line with the above amendment, the numbers of relevant articles shall be appropriately adjusted.

2. Summary draft of this proposal

We propose that the Articles of Incorporation be amended as shown in the table below.

(Amendments shown by underlines.)

Existing Articles of Incorporation	Proposed Amendments
CHAPTER 2: SHARES	CHAPTER 2: SHARES
(New establishment)	<u>Article 7. (Acquisition of Treasury Stock)</u> <u>The Company may, under Article 211-3, Paragraph 1, Item 2, of the Commercial Code, purchase its treasury stock with a resolution adopted by the Board of Directors.</u>
Article <u>7.</u> to (The related provisions omitted) Article <u>30.</u>	Article <u>8.</u> to (The same as the existing ones) Article <u>31.</u>

Proposal No. 3: Election of three (3) directors

Director Fumio Ikeda resigned as of September 25, 2003, and Director Hideki Miyauchi resigned as of September 30, 2003. Also, directors Shigeru Yamada and Mitsuo Yokoyama are resigning as of June 28, 2004. Accordingly, we propose that you elect three (3) directors to fill these vacancies.

The term of office of the newly appointed directors shall be the remaining tenure for the resigned and resigning directors (that is, until the conclusion of the 55th Ordinary General Meeting of Shareholders to be held in June 2005) in accordance with the relevant provisions in the Company's Articles of Incorporation.

The nominees for the new directors are as follows:

No.	Name (Date of birth)	Brief personal history and representative positions in other companies (The asterisk (*) refers to current position.)	Number of the Company's shares held	Special interest in the Company
1	Hisayuki Kurata (October 3, 1949)	April 1973 April 1999 February 2001	100	None
2	Akira Kuramitsu (October 9, 1948)	March 1967 February 2000 February 2002 February 2004	0	None
3	Takayoshi Yamaji (September 30, 1953)	April 1977 April 1994 February 2004	0	None

Proposal No. 4: Presentation of retirement allowances to resigned and resigning directors

To Fumio Ikeda, who resigned from his position as Director as of September 25, 2003, Hideki Miyauchi, who resigned from his position as Director as of September 30, 2003, as well as to Shigeru Yamada and Mitsuo Yokoyama, who are resigning as of June 28, 2004, from their positions as Directors, we propose to present appropriate amounts of retirement allowances in accordance with the Company's internal standard to provide compensation for services rendered during their tenure.

We also propose that the actual amount, timing and method of presentation to each be left to the determination of the Board of Directors for the resigned and resigning directors.

A brief history of the resigned and resigning directors is as follows:

Name	Brief personal history	
Hideki Miyauchi	June 1997 February 2002	Director of Credit Saison Co., Ltd. Managing Director
Shigeru Yamada	June 1997	Director of Credit Saison Co., Ltd.
Mitsuo Yokoyama	June 2001	Director of Credit Saison Co., Ltd.
Fumio Ikeda	June 2002	Director of Credit Saison Co., Ltd.

Nonconsolidated Balance Sheet (as of March 31, 2004)

(Millions of yen)

ASSETS		LIABILITIES	
Account item	Amount	Account item	Amount
Current Assets	875,038	Current Liabilities	508,030
Cash and bank deposits	43,928	Notes payable—trade	1,320
Installment accounts receivable	838,629	Accounts payable—trade	91,220
Merchandise	1,414	Short-term loans payable	246,348
Supplies	521	Current portion of long-term debt	13,455
Prepaid expenses	566	Bonds redeemable within one year	20,000
Deferred tax assets	13,647	Convertible bonds redeemable within one year	6,784
Accounts receivable—other	5,837	Commercial paper	71,000
Other	1,735	Trade payables from assignment of obligations due redeemable within one year	3,127
Allowance for doubtful accounts	△31,241	Accounts payable—other	1,442
		Accrued expenses	23,533
Fixed Assets	279,107	Income taxes payable	22,192
Property and Equipment, at Cost	139,516	Deposits received	2,092
Equipment for lease	127,552	Unearned income	84
Buildings	2,165	Accrued employees' bonuses	1,340
Vehicles and transport equipment	0	Deferred installment income	3,446
Tools, furniture and fixture	3,649	Other	642
Land	3,654	Long-Term Liabilities	385,952
Construction in progress	2,494	Bonds	130,000
Intangible Fixed Assets	9,052	Long-term debt	214,924
Leasehold rights	15	Trade payables from assignment of obligations	33,000
Software	8,785	Accrued retirement allowances for employees	6,030
Other	251	Accrued retirement allowances for directors and statutory auditors	439
Investments and Other Assets	130,538	Allowance for losses on guarantee	934
Investment securities	59,987	Guarantee money received	527
Investment in stocks of subsidiaries	26,042	Other	96
Other equity investments	559	Total Liabilities	893,983
Long-term loans	28,252		
Long-term loans to subsidiaries	7,395	SHAREHOLDERS' EQUITY	
Long-term prepaid expenses	3,852	Common Stock	63,667
Guarantee money deposited	3,210	Capital Surplus	67,078
Deferred tax assets	1,336	Additional paid-in capital	67,078
Other	1,086	Retained Earnings	129,696
Allowance for doubtful accounts	△1,182	Legal reserve	3,020
Deferred Charges	1,629	Voluntary reserve	99,756
Bond issue costs	229	Reserve for advanced depreciation of fixed assets	301
Development expenses	1,400	General reserve	99,455
		Unappropriated retained earnings at end of year	26,920
		Net Unrealized Gain on Available-for-Sale Securities	4,679
		Treasury Stock	△3,329
Total Assets	1,155,776	Total Shareholders' Equity	261,792
		Total Liabilities and Shareholders' Equity	1,155,776

Nonconsolidated Statement of Income (From April 1, 2003, to March 31, 2004)

(Millions of yen)

Account item	Amount	
(Ordinary Profit and Loss Section)		
Operating Revenue and Expenses:		
Operating Revenue		
Comprehensive brokerage income		59,324
Individual brokerage income		1,275
Credit guarantee income		3,229
Financing fees		90,892
Operational agency income		6,531
Leasing income		
Leasing sales	46,771	
Leasing cost of sales	41,162	5,609
Income from merchandise sales		
Merchandise sales	2,763	
Merchandise cost of sales	2,359	403
Other		
Other sales	3,392	
Other cost of sales	255	3,136
Financial income		5,321
Total		175,725
Operating Expenses		
Selling, general and administrative expenses		123,746
Financial cost, net		
Interest expense	6,612	
Other financial expenses	541	7,154
Total		130,900
Operating Income		44,824
Nonoperating Income and Expenses:		
Nonoperating Income		975
Nonoperating Expenses		748
Ordinary Profit		45,051
Special Income and Losses:		
Special Losses		
Loss on disposition of fixed assets	213	
Loss on impairment of fixed assets	664	
Loss on write-down of investment securities	1,354	
Other special losses	470	2,702
Income before Income Taxes		42,349
Income taxes—Current	22,322	
Income taxes—Deferred	△4,368	17,953
Net Income		24,396
Loss on disposition of treasury stock		0
Retained earnings brought forward		2,524
Unappropriated Retained Earnings at End of Year		26,920