

To Our Shareholders with Voting Rights

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NOTICE OF THE 56TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby inform you of the 56th 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 23, 2006.

1. Date: 10 a.m., Saturday, June 24, 2006

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:

1. Non-consolidated Balance Sheet as of March 31, 2006, and Business Report and Non-consolidated Statement of Income for the 56th Fiscal Term (from April 1, 2005 to March 31, 2006)
2. Consolidated Balance Sheet as of March 31, 2006, and Consolidated Statement of Income, and results of audit by Accounting Auditor and the Board of Statutory Auditors on the Consolidated Statutory Reports for the 56th Fiscal Term (from April 1, 2005 to March 31, 2006)

Agenda:

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 56th 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 pages 44 through 52 (Japanese original).

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

Proposal No. 4: Election of two (2) Statutory Auditors

Proposal No. 5: Presentation of retirement allowances to a resigned Director and a resigning Statutory Auditor

For those attending, please present the enclosed Voting Rights Exercise 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: 1,789,309 rights
2. Proposals and references

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 56th Fiscal Term

The summary of the Proposal of Appropriation of Retained Earnings for the 56th Fiscal Term is as shown below.

Moves for restructuring in the retail financial industry has been accelerated, leading to drastic changes in the credit card industry in Japan. Under the circumstance, the Company assumes that the activity for improvement of company quality and continuous business expansion are important to increase shareholder value of the Company. For the profit return, the Company is planning to ensure sufficient earnings retention and appropriate, stable, and continuous dividends for shareholders.

In response to the above, the dividend of the fiscal term will be set to ¥26 per share, an increasing of ¥6, compared with the previous fiscal term.

We also propose that the total of Directors' bonuses be ¥150 million (including ¥16 million for Statutory Auditors).

Proposed Appropriation of Retained Earnings for the 56th Fiscal Term

(yen)

Unappropriated retained earnings at the end of the year	37,322,016,211
To be appropriated as follows:	
Cash dividends (¥26 per share)	4,659,928,988
Bonuses to Directors (bonuses to Statutory Auditors included in above)	150,000,000 (16,000,000)
Voluntary reserves	
General reserve	22,000,000,000
Retained earnings carried forward	10,512,087,223

Note: The dividends for 1,488,587 shares of treasury stock are excluded from the cash dividends above for the 56th fiscal term.

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

1. Reasons for the amendments

- (1) Adding business purposes to deal with the extension and diversification of business contents
- (2) Changes following the enactment of the Company Law

The Company Law (Law No. 86, 2005), the Law Concerning the Adjustment of Associated Laws Following the Enactment of the Company Law (Law No. 87, 2005), the Enforcement Regulations of the Company Law, and the Regulations of Corporate Accounting (hereafter collectively referred to as the "Company Regulations") have been enacted since May 1, 2006. Accordingly, the Company has decided to change the Articles of Incorporation based on the following reasons:

- 1) It is reasonable that the right of odd stock be limited within the reasonable range compared with the unit stock. Thus, the Articles of Incorporation have established modified Article 9 (Right of Odd Stock).
- 2) In order to disclose more information for General Meetings of Shareholders, the Articles of Incorporation have established modified Article 17 (Disclosure of Reference Documents for General Meetings of Shareholders on the Internet and Presumed Provision).
- 3) In order to steer the Board of Directors, the Articles of Incorporation have established modified Article 26 (Omission of Resolutions by the Board of Directors) for approval of resolutions in writing and with electro-nonmagnetic record.

- 4) In order for outside Directors and outside Statutory Auditors to fully perform their duties, the Article of Incorporation have established Article 30 (Agreement to Limit the Responsibility of Outside Directors) and Article 38 (Agreement to Limit the Responsibility of Outside Statutory Auditors) that respectively allow the Company to conclude an agreement with outside Directors and with outside Statutory Auditors to limit their responsibilities.
- 5) In addition to these modifications, the Company has made necessary changes, including additions, deletion, corrections, and relocations, in other parts of the Articles of Incorporation in accordance with the Company Regulations.

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. Note: In case that change in original Japanese text does not effect a substantial change in the meaning, no change is made in English translation.)

Existing Articles of Incorporation	Proposed Amendments
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
Article 2 (Purpose)	Article 2 (Purpose)
1. to 23. (Omitted)	1. to 23. (The same as the existing ones)
(New establishment)	<u>24. Securities brokerage service</u>
(New establishment)	<u>25. Bank agency service</u>
<u>24.</u> All businesses incidental to or related to the previous report	<u>26.</u> All businesses incidental to or related to the previous report
Article 3 (Location of Head Office)	Article 3 (Location of Head Office)
The Company shall have its head office in Toshima-ku, Tokyo.	(The same as the existing ones)
(New establishment)	<u>Article 4 (Organs)</u>
	<u>The Company shall have the following organs in addition to General Meeting of Shareholders and Directors.</u>
	<u>(1) Board of Directors</u>
	<u>(2) Statutory Auditors</u>
	<u>(3) Board of Statutory Auditors</u>
	<u>(4) Accounting Auditors</u>
Article 4 (Method of Public Notice)	Article 5 (Method of Public Notice)
Public Notice of the Company shall be issued in the <i>Nihon Keizai Shimbun</i> circulated in Tokyo.	Public Notice of the Company shall be issued in the <i>Nihon Keizai Shimbun</i> circulated in Tokyo.
CHAPTER II. SHARES	CHAPTER II. SHARES
Article 5 (Total Number of Shares Authorized to be Issued)	Article 6 (Total Number of Shares Authorized to be Issued)
The total number of shares Authorized to be issued shall be three hundred million (300,000,000) shares. <u>However, in case the Company cancels shares, the corresponding number of shares shall be subtracted from the total number of shares to be issued</u>	The total number of shares authorized to be issued shall be three hundred million (300,000,000) shares.
(New establishment)	<u>Article 7 (Issuance of Share Certificates)</u>
	<u>The Company shall issue share certificates representing the Company's shares.</u>

Existing Articles of Incorporation	Proposed Amendments
<p>Article 6 (Number of Shares Constituting One Unit of Stock, Non-Issuance of Share Certificates representing Shares Less Than One Unit of Stock and Request for Sale of Shares Constituting Less Than One Unit)</p> <p>The number of shares constituting one unit of stock shall be one hundred (100).</p> <p>2) The Company shall not issue share certificates representing shares constituting less than one unit of stock (<u>hereinafter referred to as “shares constituting less than one unit”</u>); provided, however, that this provision shall not apply to the matters otherwise provided for in the Share Handling Regulations.</p> <p>3) <u>A shareholder (including a beneficial shareholder; hereinafter the same interpretation shall apply) holding shares constituting less than one unit, in accordance with the provisions of the Share Handling Regulations, may request the Company to sell to him/her such amount of shares which will, when added together with the shares constituting less than one unit, constitute one unit of stock.</u></p> <p>(New establishment)</p> <p>(New establishment)</p>	<p>Article 8 (Number of Shares Constituting One Unit of Stock and Non-Issuance of Share Certificates representing Shares Less Than One Unit of Stock)</p> <p>The number of shares constituting one unit of stock shall be one hundred (100)</p> <p>2) <u>Notwithstanding the preceding article, the Company shall not issue share certificates representing shares constituting less than one unit of stock; provided, however, that this provision shall not apply to the matters otherwise provided for in the Share Handling Regulations.</u></p> <p>3) (Deleted)</p> <p><u>Article 9 (Rights with respect to Shares Constituting Less Than One Unit)</u></p> <p><u>A shareholder (including a beneficial shareholder; hereinafter the same interpretation shall apply) may not exercise rights with respect to shares constituting less than one unit other than those specified in the following sections:</u></p> <p>(1) <u>Right specified in each item of Article 189, Section 2 of the Company Law</u></p> <p>(2) <u>Right to make requests to the Company provided for in Article 166, Paragraph 1 of the Company Law</u></p> <p>(3) <u>Right to receive share subscription or to receive allotment of stock acquisition rights in accordance with the number of shares held by the shareholder</u></p> <p>(4) <u>Right to make a request to the Company provided for in the following article</u></p> <p><u>Article 10 (Request for Sale of Shares Constituting Less Than One Unit)</u></p> <p><u>A shareholder holding shares constituting less than one unit, in accordance with the provisions of the Share Handling Regulations, may request the Company to sell to him/her such amount of shares which will, when added together with the shares constituting less than one unit, constitute one unit of stock.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p>Article 7 (<u>Purchase of Treasury Stock</u>) The Company may, by resolution of the Board of Directors, <u>purchase treasury stock pursuant to Article 211-3, Paragraph 1, Item 2 of the Commercial Code.</u></p> <p>Article 8 (<u>Share Handling Regulations</u>) The business and handling charges pertaining to shares of the Company, <u>including denominations of share certificates, registration of transfers of shares and purchase and sale of shares constituting less than one unit, etc.</u> shall be governed by the Share Handling Regulations adopted or amended by resolution of the Board of Directors of the Company.</p> <p>Article 9 (<u>Transfer Agent</u>) The Company shall appoint a transfer agent <u>with respect to its shares.</u></p> <p>2) <u>The transfer agent and its business office shall be designated by resolution of the Board of Directors of the Company and public notice thereof shall be issued by the Company.</u></p> <p>3) <u>The register of shareholders, the register of beneficial shareholders (hereinafter referred to as “the register of shareholders etc.”) and the register of lost share certificates of the Company shall be retained at the business office of the transfer agent. The business pertaining to shares, such as registration of transfers of shares, registration of lost share certificates, and purchase and sale of shares constituting less than one unit, etc. shall be handled by the transfer agent and not by the Company.</u></p> <p>Article 10 (<u>Record Date</u>) <u>The shareholders who are entitled to exercise their voting rights at an ordinary General Meeting of Shareholders of the Company (Including beneficial shareholders, hereinafter the same interpretation shall apply) shall be those whose names are entered or recorded in the lists of shareholders with voting rights as at every accounting settlement date.</u></p> <p>2) <u>In addition to shareholders defined in the preceding paragraph, when necessary, the Company may, after making a notice supported by a resolution of the Board of Directors, appoint shareholders and registered pledges, who are entered or recorded in the lists of shareholders as at a certain date, as those who are entitled to exercise their rights.</u></p>	<p>Article 11 (<u>Acquisition of Own Shares</u>) The Company may, by resolution of the Board of Directors, <u>acquire the Company’s own shares through market trading etc. as provided for in Article 165, Paragraph 1 of the Company Law, pursuant to Paragraph 2 of the said Article.</u></p> <p>Article 12 (<u>Share Handling Regulations</u>) The business and handling charges pertaining to shares of the Company shall be governed by, <u>in addition to law or these Articles of Incorporation, the Share Handling Regulations adopted or amended by resolution of the Board of Directors of the Company.</u></p> <p>Article 13 (<u>Transfer Agent</u>) The Company shall appoint a transfer agent.</p> <p>2) (Deleted)</p> <p>2) <u>Preparation and retention of the register of shareholders (including the register of beneficial shareholders; hereinafter the same interpretation shall apply), the ledger of stock acquisition rights and the register of lost share certificates of the Company, as well as any other business with respect to the register of shareholders, ledger of stock acquisition rights and the register of lost share certificates of the Company, shall be entrusted to the transfer agent and shall not be handled by the Company.</u> (Deleted)</p>

Existing Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Article <u>11</u> (Convocation) The ordinary general meeting of shareholders of the Company shall be convened in June of each year and an extraordinary general meeting of shareholders shall be convened whenever necessary. <p style="text-align: center;">(New establishment)</p> </p> <p>Article <u>12</u> (Chairman) The President and Director of the Company shall convene the general meeting of shareholders and act as the chairman thereof.</p> <p>2) In the event that the President and Director of the Company is unable to act as the chairman, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors of the Company, shall convene the general meeting of shareholders and act as the chairman thereof. <p style="text-align: center;">(New establishment)</p> </p> <p>Article <u>13</u> (Method of Adopting Resolutions) Except as otherwise provided by law or by these Articles of Incorporation, all resolutions of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders present.</p> <p>2) Resolutions to be adopted pursuant to <u>Article 343 of the Commercial Code</u> may be adopted by two-thirds (2/3) or more of the votes of the shareholders present who hold one-third (1/3) or more of the total number of voting rights of all shareholders.</p>	<p style="text-align: center;">CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Article <u>14</u> (Convocation) The ordinary general meeting of shareholders of the Company shall be convened in June of each year and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p><u>Article 15 (Record Date with respect to Ordinary General Meeting of Shareholders)</u> <u>The record date with respect to voting rights exercisable at an ordinary general meeting of shareholders of the Company shall be March 31 of each year.</u></p> <p>Article <u>16 (Convocation of Meetings and Chairman)</u> <p style="text-align: center;">(The same as the existing ones)</p> <p>2) (The same as the existing ones)</p> </p> <p><u>Article 17 (Disclosure via the Internet of the Reference Documentation for the General Meeting of Shareholders, etc., and the Deemed Provision of Information)</u> <u>The Company shall be deemed to have provided the shareholders with the necessary information with respect to the matters to be stated or indicated in the reference documents for the general meeting of shareholders, the business reports, the statutory reports and the consolidated statutory reports, by disclosing such information via the Internet in accordance with the ordinance of the Ministry of Justice.</u></p> <p>Article <u>18</u> (Method of Adopting Resolutions) Except as otherwise provided by law or by these Articles of Incorporation, all resolutions of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders <u>with voting rights present.</u></p> <p>2) Resolutions to be adopted pursuant to <u>Article 309, Paragraph 2 of the Company Law</u> may be adopted by two-thirds (2/3) or more of the votes of the shareholders present who hold one-third (1/3) or more of the total number of voting rights of shareholders <u>with voting rights.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p>Article <u>14</u> (Exercise of Voting Rights by Proxy) <u>When a shareholder intends to exercise his/her voting rights with a proxy, the shareholder may appoint only another shareholder with voting rights to act as his/her proxy who will be present at the General Meeting of Shareholders.</u> (New establishment)</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article <u>15</u> (Number of Directors) The number of Directors of the Company shall not exceed twenty-five (25).</p> <p>Article <u>16</u> (Election of Directors) Directors shall be elected at a General Meeting of Shareholders.</p> <p>2) Resolutions for the election of Directors <u>stated in the preceding paragraph</u> shall be adopted by a majority vote of the shareholders present who hold one-third (1/3) or more of the voting rights of <u>all</u> shareholders.</p> <p>3) Resolutions for the election of Directors shall not be by cumulative voting.</p> <p>Article <u>17</u> (Term of Office of Directors) The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last closing of accounts within two (2) years from his/her assumption of office.</p> <p>2) The term of office of a Director elected to increase the number of Directors or to fill a vacancy shall be the same as the remaining term of office of the other Directors then in office.</p> <p>Article <u>18</u> (Executive Directors) <u>The Board of Directors may appoint by resolution one (1) Chairman of the Board, one (1) Vice Chairman of the Board, one (1) President and Director, several Executive Vice Presidents and Directors, Senior Managing Directors and Managing Directors.</u></p>	<p>Article <u>19</u> (Exercise of Voting Rights by Proxy) A shareholder may exercise his/her voting rights by authorizing <u>one (1) other</u> shareholder with voting rights to act as his/her proxy.</p> <p>2) <u>A shareholder or his/her proxy shall submit to the Company a document evidencing his/her power of representation for each general meeting of shareholders.</u></p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article <u>20</u> (Number of Directors) (The same as the existing ones)</p> <p>Article <u>21</u> (<u>Method of</u> election of Directors) (The same as the existing ones)</p> <p>2) Resolutions for the election of Directors shall be adopted by a majority vote of the shareholders present who hold one-third (1/3) or more of <u>the total number</u> of voting rights of shareholders <u>with voting rights</u>.</p> <p>3) Resolutions for the election of Directors shall not be by cumulative voting.</p> <p>Article <u>22</u> (Term of Office of Directors) The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last <u>business year ending</u> within two (2) years from his/her <u>election to office</u>.</p> <p>2) The term of office of a Director elected to increase the number of Directors or to fill a vacancy shall be the same as the remaining term of office of the other Directors then in office.</p> <p>(Deleted)</p>

Existing Articles of Incorporation	Proposed Amendments
<p>(New establishment)</p> <p><u>Article 19 (Representative Directors)</u> The President and Director shall assume office as Representative Director. When necessary, however, the Board of Directors may make resolutions to have some additional Representative Directors from the Executive Directors stated in the preceding paragraph.</p> <p><u>Article 20 (The Board of Directors)</u> <u>Notice of convocation of a meeting of the Board of Directors of the Company shall be sent to each Director at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</u> 2) <u>In additions to what is provided by law or by these Articles of Incorporation, the matters concerning the Board of Directors of the Company shall be governed by the Board of Directors Regulations established by the Board of Directors of the Company.</u> (New establishment)</p> <p>(New establishment)</p>	<p><u>Article 23 (Representative Directors and Executive Directors)</u> <u>The Board of Directors of the Company shall elect by resolution Representative Directors from the members of Directors.</u> 2) <u>The Board of Directors may appoint by resolution one (1) Chairman of the Board, one (1) Vice Chairman of the Board, one (1) President and Director, several Executive Vice Presidents and Directors, Senior Managing Directors and Managing Directors.</u> (Deleted)</p> <p>(Deleted)</p> <p><u>Article 24 (Convocation of Meetings and Chairman)</u> <u>Except as otherwise provided by law, the Chairman of the Board of Directors shall convene the meetings of the Board of Directors and act as the chairman thereof.</u> 2) <u>In the event that the President and Director of the Company is unable to act as the chairman, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors of the Company, shall convene the meetings of the Board of Directors and act as the chairman thereof.</u></p> <p><u>Article 25 (Notice of Convocation of the Board of Directors)</u> <u>Notice of convocation of a meeting of the Board of Directors of the Company shall be sent to each Director and Statutory Auditor at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</u></p>

Existing Articles of Incorporation	Proposed Amendments
(New establishment)	<u>Article 26 (Omission of the Procedure for Adopting Resolutions of the Board of Directors)</u>
(New establishment)	<u>The Company may presume that a resolution is made by the Board of Directors when the Company satisfies the requirements defined in Article 370 of the Company Law.</u>
Article 21 (Counselors and Advisors) When necessary, the Board of Directors may have counselors and advisors.	<u>Article 27 (Board of Directors Regulations)</u> <u>In additions to what is provided by law or by these Articles of Incorporation, the matters concerning the Board of Directors of the Company shall be governed by the Board of Directors Regulations established by the Board of Directors of the Company.</u>
(New establishment)	Article 28 (Counselors and Advisors) (The same as the existing ones)
(New establishment)	<u>Article 29 (Compensation etc.)</u> <u>The amount of compensation, bonuses and any other proprietary benefits to be granted to Directors by the Company in consideration of their performance of duty (hereinafter referred to as “compensation etc.”) shall be determined by resolution of the General Meeting of Shareholders.</u>
(New establishment)	<u>Article 30 (Agreement to Limit the Responsibility of External Directors)</u> <u>The Company may conclude an agreement with External Directors in order to limit their liability for damage, which may result from failure to fulfill their duties, in accordance with the provisions of Article 427 Paragraph 1 of the Company Law. However, the limit of their responsibility for compensation under the agreement shall not exceed the limit defined in the relevant law or regulations.</u>
CHAPTER V. STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS	CHAPTER V. STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS
Article 22 (Number of Statutory Auditors) The number of Statutory Auditors of the Company shall not exceed five (5).	Article 31 (Number of Statutory Auditors) (The same as the existing ones)
Article 23 (Election of Statutory Auditors) Statutory Auditors shall be elected at the general meetings of shareholders. 2) Resolutions for the election of Statutory Auditors <u>stated in the preceding paragraph</u> shall be adopted by a majority vote of the shareholders present who hold one-third (1/3) or more of the voting rights of <u>all</u> shareholders.	Article 32 (Method of Election of Statutory Auditors) (The same as the existing ones) 2) Resolutions for the election of Statutory Auditors shall be adopted by a majority vote of the shareholders present who hold one-third (1/3) or more of the total number of voting rights of shareholders <u>with voting rights.</u>
Article 24 (Term of Office of Statutory Auditors) The term of office of a Statutory Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last <u>closing of accounts</u> within four (4) years from his/her <u>assumption of office.</u>	Article 33 (Term of Office of Statutory Auditors) The term of office of a Statutory Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last <u>business year</u> ending within four (4) years from his/her <u>election to office.</u>

Existing Articles of Incorporation	Proposed Amendments
<p>2) The term of office of a Statutory Auditor elected to fill a vacancy shall be the same as the remaining term of office of the retired Statutory Auditor.</p> <p>Article <u>25</u> (Full-Time Statutory Auditors) <u>Statutory Auditors shall determine among themselves one or more full-time Statutory Auditors.</u></p> <p>Article <u>26</u> (The Board of Statutory Auditors) <u>Notice of convocation of a meeting of the Board of Statutory Auditors of the Company shall be sent to each Statutory Auditor at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</u></p> <p>2) <u>In additions to what is provided by law or by these Articles of Incorporation, the matters concerning the Board of Statutory Auditors of the Company shall be governed by the Board of Statutory Auditors Regulations established by the Board of Statutory Auditors of the Company.</u> (New establishment)</p> <p>(New establishment)</p> <p>(New establishment)</p> <p>(New establishment)</p>	<p>2) The term of office of a Statutory Auditor elected to fill a vacancy <u>caused by retirement of a Statutory Auditor prior to the expiry of his/her term of office</u> shall be the same as the remaining term of office of the retired Statutory Auditor.</p> <p>Article <u>34</u> (Full-Time Statutory Auditors) <u>The Board of Statutory Auditors shall elect by resolution one or more full-time Statutory Auditors.</u> (Deleted)</p> <p>Article <u>35</u> (Notice of Convocation of the Board of Statutory Auditors) <u>Notice of convocation of a meeting of the Board of Statutory Auditors of the Company shall be sent to each Statutory Auditor at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</u></p> <p>Article <u>36</u> (Board of Statutory Auditors Regulations) <u>In additions to what is provided by law or by these Articles of Incorporation, the matters concerning the Board of Statutory Auditors of the Company shall be governed by the Board of Statutory Auditors Regulations established by the Board of Statutory Auditors of the Company.</u></p> <p>Article <u>37</u> (Compensation etc.) <u>The amount of compensation etc. to be granted to Statutory Auditors shall be determined by resolution of the General Meeting of Shareholders.</u></p> <p>Article <u>38</u> (Agreement to Limit the Responsibility of External Statutory Auditors) <u>The Company may conclude an agreement with External Statutory Auditors in order to limit their liability for damage, which may result from failure to fulfill their duties, in accordance with the provisions of Article 427 Paragraph 1 of the Company Law. However, the limit of their responsibility for compensation under the agreement shall not exceed the limit defined in the relevant law or regulations.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER VI. ACCOUNTS</p> <p>Article <u>27</u> (Business Year) <u>The business year of the Company shall commence on April 1 of each year and shall end on March 31 of the following year, and the Company shall settle its accounts at the end of every business year.</u></p> <p>Article <u>28</u> (Dividends) <u>Dividends shall be paid to the shareholders or registered pledges whose names are listed or recorded in the last register of shareholders as of the date of closing of accounts for every business year.</u> (New establishment) (New establishment)</p> <p>Article <u>29</u> (Interim Dividends) <u>The Company may distribute money to shareholders and registered pledges entered or recorded in the lists of shareholders as of September 30 every year in accordance with the provisions of Article 293-5 of the Commercial Code of Japan (hereinafter referred to as "Interim Dividends").</u></p> <p>Article <u>30</u> (Period for Converting Convertible Bonds) <u>For the purpose of the Company's first dividends or interim distribution of money for the shares issued under a request for conversion of convertible bonds, each of the periods from April 1 to September 30 and from October 1 to March 31 of the following year shall be deemed to constitute a business term, and the conversion shall be deemed to have occurred at the beginning of the business term in which such request for conversion was made.</u></p> <p>Article <u>31</u> (Expiration Period for Dividends and Interim Dividends) <u>If dividends or interim dividends are not claimed within three (3) years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to make such payment.</u> 2) Dividends shall bear no interest.</p>	<p style="text-align: center;">CHAPTER VI. ACCOUNTS</p> <p>Article <u>39</u> (Business Year) <u>The business year of the Company shall commence on April 1 of each year and shall end on March 31 of the following year.</u></p> <p>Article <u>40</u> (Record Date for Distribution of Surplus) <u>The record date for payment of year-end dividends shall be March 31 of each year.</u> 2) <u>In addition to the provisions of the above two paragraphs, the Company may distribute surplus by specifying any other record date.</u></p> <p>Article <u>41</u> (Interim Dividends) <u>The Company may distribute interim dividends based on the record date of September 30, every year, by resolution of the Board of Directors.</u> (Deleted)</p> <p>(Deleted)</p> <p>Article <u>42</u> (Expiration Period for Dividends) <u>If dividends, which are to be paid in cash, are not claimed within three (3) years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to make such payment.</u> 2) (The same as the existing ones)</p>

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

On February 28, 2006, Director Terutaka Hasuda resigned the Company. Thus, we propose the election of three nominees for Directors in order to reinforce the Company's management system.

The nominees for 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 shares of the Company held	Special interest between the nominee and the Company
1	Chikako Yokoi (September 2, 1947)	October 1986	Joined Credit Saison Co., Ltd.	3,300 shares	None.
		March 2005	Manager, Promotion Center		
		March 2006	Deputy Head of Credit Division *		
2	Hideo Suzuki (September 3, 1956)	April 1980	Joined the SEIBU DEPARTMENT STORES, LTD.	700 shares	None.
		May 1993	Joined Credit Saison Co., Ltd.		
		March 1996	General Manager, Affinity Card Division		
		October 2003	Joined Idemitsu Credit Co., Ltd.		
		June 2004	Director, Idemitsu Credit Co., Ltd.		
		June 2005	Managing Director, Idemitsu Credit Co., Ltd.		
		March 2006	Joined Credit Saison Co., Ltd. Head of Sales Division *		
3	Hong Tae Kim (July 18, 1975)	April 2002	Joined Credit Saison Co., Ltd.	No share	None.
		April 2002	Manager, Business Strategy Division		
		September 2003	Manager, Corporate Planning Department		
		March 2006	Deputy Head of Business Strategy Division and General Manager, Corporate Planning Department *		

Proposal No. 4: Election of two (2) Statutory Auditors

Full-time Statutory Auditor Junichi Yamamoto will resign on June 6, 2006. To reinforce corporate auditing, the election of the two Statutory Auditors is proposed. We also propose that Isao Ohtsuka, a nominee for Statutory Auditor, be elected to fill in the vacancy for resignation of Full-time Statutory Auditor Junichi Yamamoto. His term of office will expire at the close of the ordinary General Meeting of Shareholders to be held in June 2007. This proposal has been approved by the Board of Statutory Auditors.

The nominees for the Statutory Auditors 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 shares of the Company held	Special interest between the nominee and the Company
1	Isao Ohtsuka (August 3, 1942)	<p>April 1965 Joined the Ministry of Finance.</p> <p>June 1990 Councilor of the Minister's Secretariat (General of the Minister's Secretariat)</p> <p>June 1991 Minister of Embassy of the Ministry of Foreign Affairs of Japan to the United Kingdom</p> <p>October 1999 Senior Executive Director, Japan Bank for International Cooperation</p> <p>February 2001 Ambassador Extraordinary and Plenipotentiary of the Ministry of Foreign Affairs of Japan to Jamaica</p> <p>April 2004 Auditor, Tokyo Metro Co., Ltd. *</p>	0 share	None.
2	Seiji Sugiyama (April 17, 1947)	<p>July 1971 Joined Nippon Kangyo Bank Co., Ltd. (presently, Mizuho Financial Group, Inc.)</p> <p>April 1997 General Manager, Osaka Sales Department, Daiichi-Kangyo Bank Co., Ltd. (presently, Mizuho Financial Group, Inc.)</p> <p>June 1999 Director and General Manager, Personnel Office</p> <p>May 2000 Managing Director, General Manager of 1st Department of Corporate Operation (Customer & Consumer Banking Company)</p> <p>June 2002 Senior Executive Officer, Mizuho Corporate Bank Co., Ltd. and supervisory Officer of Planning Group</p> <p>March 2003 Deputy President and Executive Officers of Mizuho Financial Group, Inc., Head of IT, System & Operations Group</p> <p>March 2004 President and Director, Mizuho Bank, Ltd. *</p>	0 shares	None.

Note: Isao Ohtsuka and Seiji Sugiyama are nominees for outside Statutory Auditors.

Proposal No. 5: Presentation of retirement allowances to a resigned Director and a resigning Statutory Auditor

We hereby propose that retirement allowance be granted to Terutaka Hasuda, who resigned Directorship on February 28, 2006, and Junichi Yamamoto, who will resign Statutory Auditor on June 6, 2006, for their meritorious service to the Company, in amounts based on the Company's internal regulations. We also propose that their actual amount, timing and method of presentation be left to the Board of Directors as to the retiring Director and to the consultation of Statutory Auditors as to the retiring Statutory Auditor.

A brief history of the resigned Director and the resigning Statutory Auditor is as follows:

Name	Brief personal history	
Terutaka Hasuda	June 1998 February 2002 April 2005	Director, Credit Saison Co., Ltd. Managing Director, Credit Saison Co., Ltd. Senior Managing Director, Head of Sales Division, Credit Saison Co., Ltd.
Junichi Yamamoto	June 2003	Statutory Auditor, Credit Saison Co., Ltd.

Non-consolidated Balance Sheet (As of March 31, 2006)

(Millions of yen)

ASSETS		LIABILITIES	
Account item	Amount	Account item	Amount
Current Assets	1,392,442	Current Liabilities	742,345
Cash and deposits	37,001	Notes payable	1,937
Installment accounts receivable	1,364,763	Accounts payable	177,051
Merchandise	667	Short-term loans	353,769
Supplies	1,012	Current portion of long-term loans	40,903
Prepaid expenses	641	Current portion of bonds	10,000
Deferred income taxes	6,657	Commercial paper	113,000
Other receivable	25,182	Current portion of payables under securitized lease receivables	12,000
Other current assets	9,761	Other payable	2,690
Allowance for losses on receivables	△53,246	Accrued expenses	17,880
Fixed Assets	368,925	Accrued taxes on income	365
Property and Equipment, at Cost	177,183	Withholdings	3,536
Equipment for lease	158,645	Advance received	181
Buildings	6,152	Allowance for bonuses	1,783
Vehicles	0	Allowance for losses on interest repayment	2,090
Fixtures and equipment	7,276	Unearned income	4,244
Land	3,642	Other current liabilities	911
Construction in progress	1,466	Long-Term Liabilities	677,896
Intangible Assets	27,389	Bonds	200,000
Leaseholds	15	Long-term loans	391,370
Software	27,124	Payables under securitized lease receivables	48,000
Other intangible fixed assets	248	Accrued pension and severance costs	6,164
Investments and Other Assets	164,352	Retirement allowances for directors and statutory auditors	593
Investment securities	90,743	Allowance for losses on guarantees	1,741
Investment in securities of subsidiaries	25,426	Allowance for permanent points	29,023
Investments in capital	51	Lease deposits received	769
Investments in capital of subsidiaries	55	Other Long-term liabilities	235
Long-term loans	28,223	Total Liabilities	1,420,242
Long-term loans to subsidiaries	5,000	SHAREHOLDERS' EQUITY	
Long-term prepaid expenses	3,950	Common Stock	74,458
Lease deposits	2,874	Capital Surplus	77,863
Deferred income taxes	12,663	Additional paid-in capital	77,863
Other long-term investments	1,529	Other capital surplus	0
Allowance for losses on receivables	△4,112	Net gain on disposal of treasury stock	0
Allowance for losses on investment	△2,054	Retained Earnings	175,797
Deferred Assets	298	Legal reserve	3,020
Bond issue costs	298	Voluntary reserves	135,455
		General reserve	135,455
		Unappropriated retained earnings at end of period	37,322
		Unrealized Gain on Investment Securities	16,871
		Treasury Common Stock	△3,567
		Total Shareholders' Equity	341,423
Total Assets	1,761,666	Total Liabilities and Shareholders' Equity	1,761,666

Non-consolidated Statement of Income (from April 1, 2005 to March 31, 2006)

(Millions of yen)

Account item	Amount	
(Ordinary Income or Loss)		
Operating Income and Expenses:		
Operating Revenues		
Credit cards		74,202
Shopping loans		748
Guarantees		3,877
Loans		104,099
Agency services		10,368
Income from leases		
Lease sales	65,691	
Cost of lease sales	58,507	7,183
Income other sales		
Other sales	4,907	
Cost of other sales	622	4,284
Financial revenues		11,689
Total		216,453
Operating Expenses		
Selling, general and administrative expenses		156,887
Financial cost		
Interest expense	8,917	
Other financial costs	782	9,700
Total		166,587
Operating Income		49,865
Non-operating Income and expenses:		
Non-operating Income		1,620
Non-operating Expenses		723
Ordinary Income		50,762
Extraordinary Gains and Losses:		
Extraordinary gains		
Gain on sales of securities of subsidiaries	12,281	
Gain on sales of investment securities	423	
Gain on sales of fixed assets	17	12,722
Extraordinary Losses		
Amortization on goodwill	24,269	
Loss on evaluation of investment securities	3,296	
Provision for allowance for losses on receivables	3,037	
Provision for allowance for losses on interest repayment	2,090	
Provision for allowance for losses on investment	2,054	
Losses on support of business consolidation of subsidiaries	1,100	
Loss on disposal of fixed assets	212	
Loss on evaluation of securities of subsidiaries	122	
Loss on sales of investment securities	24	36,207
Net Income before Income Taxes		27,277
Income taxes, Current	7,968	
Income taxes, Deferred	△7,822	146
Net Income		27,131
Retained earnings carried forward from preceding year		10,190
Unappropriated Retained Earnings at the End of the Year		37,322

Consolidated Balance Sheet (As of March 31, 2006)

(Millions of yen)

ASSETS		LIABILITIES	
Account item	Amount	Account item	Amount
Current Assets	1,669,434	Current Liabilities	900,169
Cash and deposits	66,314	Notes and accounts payable	180,221
Notes and accounts receivable	1,487,013	Short-term loans	470,857
Other trade receivable	459	Current portion of long-term loans	58,775
Inventories	122,267	Current portion of bonds	15,925
Deferred income taxes	10,618	Commercial paper	113,000
Short-term loans	1,027	Current portion of payables under securitized lease receivables	12,000
Prepaid expense and Other current assets	39,922	Accrued taxes on income	7,097
Allowance for losses on receivables	△58,189	Allowance for bonuses	2,256
Fixed Assets	392,886	Allowance for losses of business downsizing	352
Property and Equipment, at Cost	199,940	Allowance for losses on interest repayment	2,305
Equipment for lease	158,580	Unearned income	4,244
Buildings	18,327	Accrued expenses and Other current liabilities	33,135
Land	8,250	Long-Term Liabilities	785,375
Construction in progress	1,704	Bonds	216,472
Other tangible fixed assets	13,078	Long-term loans	475,349
Intangible Assets	29,453	Payables under securitized lease receivables	48,000
Leaseholds	971	Accrued pension and severance costs	7,403
Software	28,200	Retirement allowance for directors and statutory auditors	855
Other intangible fixed assets	280	Allowance for losses on guarantees	1,741
Investments and Other Assets	163,492	Allowance for defective on guarantees	35
Investment securities	103,004	Allowance for permanent points	29,023
Long-term loans	29,909	Consolidation adjustments	194
Lease deposits	8,760	Other long-term liabilities	6,302
Deferred income taxes	16,610	Total Liabilities	1,685,545
Other	13,349	MINORITY INTERESTS	
Allowance for losses on receivables	△7,759	Minority interests	16,471
Allowance for losses on investment	△381	SHAREHOLDERS' EQUITY	
Deferred Assets	414	Common Stock	74,458
Bond issue costs	414	Capital Surplus	78,176
		Retained Earnings	194,179
		Unrealized Gain on other Securities	18,057
		Treasury Stock, at cost	△4,155
		Total Shareholders' Equity	360,717
Total Assets	2,062,735	Total Liabilities and Shareholders' Equity	2,062,735

Consolidated Statement of Income (from April 1, 2005 to March 31, 2006)

(Millions of yen)

Account item	Amount	
(Ordinary Income or Loss)		
Operating Income and Expenses:		
Operating Revenues		
Financing and administration fees		214,449
Income from entertainment		
Entertainment sales	143,547	
Cost of entertainment sales	125,663	17,884
Income from real estate		
Real estate sales	70,132	
Cost of real estate sales	51,771	18,361
Income from leases		
Leases sales	65,622	
Cost of leases sales	58,479	7,142
Income from other business		
Other sales	6,888	
Cost of other sales	2,050	4,837
Financial revenues		11,990
Total		274,666
Operating Expenses		
Selling, general and administrative expenses		193,125
Financial cost		11,965
Total		205,090
Operating Income		69,575
Non-operating Income and expenses:		
Non-operating Income		4,296
Non-operating Expenses		2,722
Ordinary Income		71,149
Extraordinary Gains and Losses:		
Extraordinary gains		
Gain on sales of stocks of subsidiaries	8,372	
Net gain on changes in equity interest	6,395	
Gain on sales of investment securities	481	
Gain on sales of investments	305	
Gain on sales of fixed assets	23	
Other special gains	69	15,646
Extraordinary Losses:		
Amortization on goodwill	24,857	
Loss on evaluation of investment securities	3,296	
Provision for allowance for losses of receivables	3,037	
Provision for allowance for losses on interest repayment	2,305	
Loss from sales of fixed assets	961	
Provision for allowance for losses on business downsizing	476	
Loss on sales of investment securities	387	
Provision for allowance for losses on investment	381	
Loss on evaluation of stocks of subsidiaries	122	
Loss on impairment of fixed assets	79	
Other special loss	96	36,001
Income before income taxes and minority interests		50,795
Income taxes, Current	16,375	
Income taxes, Deferred	△9,418	6,956
Minority interests		1,619
Net Income		42,219