



September 25, 2015

To whom it may concern:

Company: Tokyo TY Financial Group, Inc.  
Representative: Akihiro Kakizaki, President  
Code Number: 7173, First Section, Tokyo Stock Exchange

Company: ShinGinko Tokyo, Limited  
Representative: Hidenori Tsunehisa, President and CEO

**Final Agreement Regarding Business Integration (Share Exchange)  
between Tokyo TY Financial Group, Inc. and ShinGinko Tokyo, Limited**

Notice is hereby given that the boards of directors of Tokyo TY Financial Group, Inc. (President: Akihiro Kakizaki; hereafter, “Tokyo TYFG”) and ShinGinko Tokyo, Limited (President: Hidenori Tsunehisa; hereafter, “ShinGinko Tokyo”) today decided to carry out a business integration (hereafter, “Business Integration”) through a share exchange (hereafter, “Share Exchange”) with an effective date of April 1, 2016 in which Tokyo TYFG would be the wholly owning parent company and ShinGinko Tokyo the wholly owned subsidiary, assuming that approval by the general meeting of shareholders and a class shareholders meeting by ordinary shareholders and the relevant authorities necessary for the Business Integration is obtained. The two companies signed a Share Exchange Agreement and Business Integration Agreement, as described below.

**1. Background and Objective of Business Integration**

As already announced in the press release dated June 12, 2015 and titled “Basic Agreement Regarding Consideration of the Business Integration between Tokyo TY Financial Group, Inc. and ShinGinko Tokyo, Limited” (hereafter, “press release on the Basic Agreement”), the two companies had gone ahead with discussion and consideration of a business integration through a share exchange with a target date of April 1, 2016.

Tokyo TYFG is a regional bank group established in October 2014 in a business integration by The Tokyo Tomin Bank, Limited (hereafter, “Tokyo Tomin Bank”), and The Yachiyo Bank, Limited (hereafter, “Yachiyo Bank”; collectively designated as “banks in the Tokyo TYFG Group” in conjunction with Tokyo Tomin Bank), regional banks with head offices in Tokyo, the capital city of Japan. Since its establishment, Tokyo TYFG has aimed to become the urban regional bank group most favored by customers in the Tokyo metropolitan area. To achieve this goal, Tokyo TYFG has formed a solid management foundation that gives the bank group a presence in the Tokyo metropolitan area, centered on the city of Tokyo and the northeast area of Kanagawa Prefecture, and also endeavors to provide genuine value as a financial institution serving the local community. Specifically, we are engaged in a wide range of measures, such as providing one-stop financial services utilizing such consulting functions as business matching and business success consultations focused on the financial platform service “Club TY.” At the same time, we believe that expanding our network and augmenting our sales base to reinforce ties with local governments and others is an important measure in our management plan.

ShinGinko Tokyo is a regional financial institution established in April 2004 to support the financing needs of small and medium-sized enterprises in the city of Tokyo with impressive technical skills and future potential. While forming wide-ranging ties with the Tokyo metropolitan government, the bank created and provided

financial services that meet the needs of diverse customers, particularly small and medium-sized enterprises in the Tokyo metropolitan area, and endeavored to make sustainable contributions to small and medium-sized regional companies and the revitalization of regional economies.

In these conditions, Tokyo TYFG and ShinGinko Tokyo both utilized their respective strengths as regional financial institutions in the Tokyo metropolitan area to facilitate local financing and contribute to the development of regional economies. However, both companies share the same management goal of supporting small and medium-sized enterprises, and business integration would enable the two companies to truly perform their role as regional financial institutions in the Tokyo metropolitan area, and can also be expected to generate synergistic effects. Accordingly, we reached a final agreement on the Business Integration today.

## **2. Basic Strategy of Business Integration**

Both companies aspire to become the urban regional bank group most favored by customers in the Tokyo metropolitan area by exercising their synergistic effects based on the following basic strategies.

- (1) As one of the largest regional financial institutions headquartered in Tokyo, we will establish a sustainable business model focused on the future of regional financial institutions and increase our competitiveness in the Tokyo metropolitan market as an urban-style regional bank group by working with the Tokyo metropolitan government to foster and support small and medium-sized enterprises in Tokyo and contributing to regional development.
- (2) We will augment financial services functions that meet the needs of our diversifying and increasingly sophisticated customers by consolidating Tokyo TYFG's network of branches in the Tokyo metropolitan area and wide-range network of mid-sized and small and medium-sized enterprise clients with ShinGinko Tokyo's expertise in the support of small and medium-sized enterprises in affiliation with the Tokyo metropolitan government.
- (3) The companies will aim to improve employee morale by operating a highly profitable and sound business and will approach their growth strategy with a sense of unity based on a spirit of mutual trust.

## **3. Affiliation with the Tokyo Metropolitan Government**

As noted in the press release on the Basic Agreement, on implementing this Business Integration, the two companies considered a wide range of approaches to working together, including forming agreements on measures supporting small and medium-sized enterprises, in order to work with the Tokyo metropolitan government to foster and support small and medium-sized enterprises in Tokyo.

As a result, today the Tokyo metropolitan government, Tokyo TYFG, Tokyo Tomin Bank, Yachiyo Bank and ShinGinko Tokyo concluded the Agreement on a Comprehensive Affiliation for Industrial Development in Tokyo (hereafter, "this agreement") with the aim of working together in the areas related to industrial development listed below for the sake of Tokyo's sustainable economic development.

Areas for affiliation

- (1) Promotion of small and medium-sized enterprises
  - (i) Support with financing
  - (ii) Support for start-ups
  - (iii) Support for overseas expansion
  - (iv) Collaboration with industry, academia and the public sector
  - (v) Other

- (2) Promotion of tourism
- (3) Promotion of agricultural, forestry and fishery industries
- (4) Employment
- (5) Other items that the parties concerned deem necessary after consultation

We will pursue the following specific measures in the aforementioned affiliation with the Tokyo metropolitan government based on this agreement, and aim to realize the effects of integration at an early date.

- (1) Expand and promote means of supplying small and medium-sized enterprises with financing
- (2) Augment support tailored to life stages, such as the start-up and establishment of businesses and passing on businesses
- (3) Support for the overseas expansion of small and medium-sized enterprises in collaboration with the Tokyo Metropolitan Small and Medium Enterprise Support Center and the Tokyo Metropolitan Industrial Technology Research Institute
- (4) Provision of information utilizing “Club TY” and matching customers with the Tokyo metropolitan government to contribute to bridge-building between customers and the Tokyo metropolitan government

The two companies will act as a mediator in relaying customer views to the Tokyo metropolitan government through active communication with the government, and will contribute to the development of many customers by further augmenting financial service functions.

#### **4. Organization after Business Integration**

After the Business Integration, an Affiliation Promotion Office (tentative name) will be set up, with the special division established within Tokyo TYFG, in order to reinforce a broad range of affiliations with regional public organizations, such as the Tokyo metropolitan government and other organizations, to pursue various affiliation measures.

In addition, each company will dispatch approximately two directors to each other’s company after the business integration to strengthen the Group’s overall governance and exercise the effects of integration.

Moreover, we will consider a reorganization within the Group following the Business Integration, including mergers between banks in the Tokyo TYFG Group and ShinGinko Tokyo at an early date, in order to further benefit from the synergistic effects of the integration.

## 5. Outline of Share Exchange

### (1) Schedule for Share Exchange

September 25, 2015 (Friday) (today)	Board of Directors meeting to approve share exchange agreement (both companies)
Same day	Signing of the share exchange agreement (both companies)
September 30, 2015 (Wednesday) (planned)	Public notice of record date for extraordinary general meeting of shareholders and the class shareholders meeting (both companies)
October 15, 2015 (Thursday) (planned)	Record date for extraordinary general meeting of shareholders and the class shareholders meeting (both companies)
November 27, 2015 (Friday) (planned)	Extraordinary general meeting of shareholders to approve the share exchange agreement (both companies) *1 Tokyo TYFG plans to hold a class shareholders meeting by ordinary shareholders to approve the share exchange agreement in conjunction with the extraordinary general meeting of shareholders. *2 ShinGinko Tokyo plans to hold a class shareholders meeting by ordinary shareholders and a class shareholders meeting by Class A preferred shareholders to approve the share exchange agreement in conjunction with the extraordinary general meeting of shareholders.
April 1, 2016 (Friday) (planned)	Effective date for Share Exchange

Please note that the schedule may change in the future if the two companies reach an agreement that a change is necessary due to reasons such as unforeseeable requirements arising in the course of implementing the Share Exchange.

### (2) Method of Share Exchange

In this share exchange, Tokyo TYFG will be the wholly owning parent company and ShinGinko Tokyo the wholly owned subsidiary.

This share exchange is premised on the approval of the share exchange agreement at Tokyo TYFG's extraordinary general meeting of shareholders and class shareholders meeting by ordinary shareholders and ShinGinko Tokyo's extraordinary general meeting of shareholders, class shareholders meeting by ordinary shareholders and class shareholders meeting by Class A preferred shareholders planned for November 27, 2015. It is also premised on the approval at Tokyo TYFG's extraordinary general meeting of shareholders and class shareholders meeting by ordinary shareholders of amendments to the Articles of Incorporation (hereafter, "Amendments to the Articles of Incorporation") intended to add Tokyo TYFG's Class II preferred shares, which are to be allotted in this Share Exchange, to Tokyo TYFG's class shares, and the approval of the relevant authorities. Please refer to today's press release by Tokyo TYFG titled "Notice Concerning Partial Amendments to the Articles of Incorporation" for more details on the Amendments to the Articles of Incorporation.

(3) Share exchange ratio

(i) Common stock (share exchange ratio)

Company	Tokyo TYFG (wholly owning parent company)	ShinGinko Tokyo (wholly owned subsidiary)
Share exchange ratio	1	0.24

(Note 1) Tokyo TYFG will allocate 0.24 shares of Tokyo TYFG common stock for every one share of ShinGinko Tokyo's common stock in the Share Exchange.

(Note 2) Shares allotted in this Share Exchange

Tokyo TYFG's common stock: 1,422,289 shares (provisional)

The above figure is based on the total number of issued and outstanding shares of ShinGinko Tokyo common stock as of June 30, 2015 (5,926,207 shares). (ShinGinko Tokyo did not have any own shares as of June 30, 2015.)

(Note 3) ShinGinko Tokyo plans to cancel all of the treasury stock that it owns (including treasury stock acquired following the dissenting shareholders' share purchase demand in accordance with Article 785 Paragraph 1 of the Companies Act related to this Share Exchange) until right before the Share Exchange takes place (hereafter, "base date"), in line with decisions taken at board of directors meetings held up until the day before the base date. The number of outstanding shares of Tokyo TYFG common stock to be allotted in this Share Exchange could be revised due to the acquisition and cancellation of treasury stock by ShinGinko Tokyo.

(Note 4) Shares of common stock of Tokyo TYFG are scheduled to be delivered as consideration in the Share Exchange. Shareholders who will hold shares of Tokyo TYFG constituting less than a whole unit (fewer than 100 shares) as a result of the Share Exchange shall have the right to receive those dividends whose record date is after the effective date of the Share Exchange in an amount corresponding to the number of shares that they hold, but will not be able to sell such shares on the TSE or other financial instruments exchange. Shareholders who will hold shares of Tokyo TYFG constituting less than a whole unit (fractional units) as a result of the Share Exchange may use the following programs:

(a) Additional purchase program for shares constituting less than a whole unit so that the total number of shares held would constitute a whole unit (100 shares)

In accordance with Article 194 Paragraph 1 of the Companies Act and the Articles of Incorporation, shareholders holding fractional units may compel Tokyo TYFG to offer for sale the number of shares necessary to achieve a whole unit (100 shares) with respect to shares for which they only have a fractional unit.

(b) Buyback program for shares constituting less than a whole unit

In accordance with Article 192 Paragraph 1 of the Companies Act, the shareholders holding fractional units that cannot be sold on the TSE or other financial instruments exchange may compel Tokyo TYFG to repurchase their fractional units.

(Note 5) Shareholders of ShinGinko Tokyo who will receive fractional shares of Tokyo TYFG common stock through the Share Exchange will be paid an amount equivalent to such

fractional shares pursuant to Article 234 of the Companies Act and other related laws and regulations.

(ii) Preferred stock

One of Tokyo TYFG's Class II preferred shares will be allotted for every one Class A preferred share issued by ShinGinko Tokyo. The conditions stipulated in the issuance terms and conditions for Tokyo TYFG's Class II preferred shares were decided and agreed upon by Tokyo TYFG and ShinGinko Tokyo after taking into account the various conditions that could affect the value of the Class II preferred shares.

- (4) Handling of stock acquisition rights and bonds with stock acquisition rights following Share Exchange  
ShinGinko Tokyo has not issued stock acquisition rights and bonds with stock acquisition rights and thus this is not relevant.

## 6. Basis of Share Exchange Ratio Calculation

(1) Common stock

(i) Basis of share exchange ratio calculation and reasons for delivery details

In order to ensure fairness in determining the share exchange ratio set forth in Section 5. Outline of Share Exchange (3) Share exchange ratio (i) Common stock above, TYFG retained Mizuho Securities Co., Ltd. (hereafter, "Mizuho Securities") and ShinGinko Tokyo retained Deloitte Tohmatsu Financial Advisory LLC (hereafter, "Deloitte Tohmatsu") as their respective independent third-party advisors for calculating the share exchange ratio to be used for the Share Exchange. Using the results of the calculations carried out by those third-party advisors, DDM analytical methodology and other calculation methods, the companies diligently negotiated and discussed the Share Exchange ratio based on the outcome of the due diligence they performed on the other, and generally took into consideration factors including their respective financial status, asset status and future projections. Based on the above, the companies determined that the share exchange ratio set forth above is reasonable, and the board of directors of each company held a meeting today and determined and agreed on the share exchange ratio for the Share Exchange.

(ii) Calculation

(a) Relationship with advisors

Neither Mizuho Securities, Tokyo TYFG's third-party advisor, nor Deloitte Tohmatsu, ShinGinko Tokyo's third-party advisor, qualifies as a party related to the companies or has a material interest in the Share Exchange that requires disclosure.

(b) Overview of calculation

In order to ensure the fairness of the share exchange ratio calculation in the Share Exchange, Tokyo TYFG retained Mizuho Securities and ShinGinko Tokyo retained Deloitte Tohmatsu as their respective independent third-party advisors for calculating the share exchange ratio, and received documents calculating the share exchange ratio as described below.

In calculating the share exchange ratios of common stock of Tokyo TYFG, Mizuho Securities used a market share price analysis (designating September 24, 2015 as the reference date and based on the closing price on TSE on the reference date, the simple average closing price in the week before the

reference date, as well as the average closing prices for the one-month, three-month and six-month periods prior to the reference date) as a market approach since Tokyo TYFG's shares are listed on TSE and the market price for Tokyo TYFG's shares exist. In addition, because there are multiple listed companies engaged in businesses that are relatively comparable to Tokyo TYFG, it was possible to analyze its share value using the comparable company analysis method. Moreover, as an income approach, the dividend discount model method (hereafter, "DDM analysis"), which is widely used to evaluate financial institutions, was used to reflect the valuation of future business activities of Tokyo TYFG. DDM analysis is a methodology to examine stock value by discounting shareholders' expected profits to the present value by using capital costs. Such shareholders' profits attributable to the shareholders are calculated by taking into account the amounts of internal reserves and other factors required for maintaining a certain capital structure. The future projections for Tokyo TYFG, the basis for DDM analysis calculations, do not anticipate substantial increases or decreases in profit in any fiscal year.

In contrast, ShinGinko Tokyo's shares are not listed and do not have market value, and thus the market share price analysis was not used. As a market approach, because there are multiple listed companies engaged in businesses that are relatively comparable to ShinGinko Tokyo, it was possible to analyze its share value using the comparable company analysis method. Moreover, as an income approach, the DDM analysis methodology was used to reflect the valuation of future business activities of ShinGinko Tokyo, as with Tokyo TYFG. The future projections for ShinGinko Tokyo, the basis for DDM analysis calculations, include forecasts of substantial declines of somewhat more than 30% over the previous fiscal year in ordinary profit, net income before taxes and net income in the fiscal year ending in March 2017. This is because, after setting aside conservative provisions for loan loss reserves on an ongoing basis in recent years, these loan loss reserves are expected to be reversed as a result of improvements in the credit conditions of business partners on the back of a recovery in economic sentiment. These reversals will be posted in the fiscal year ending in March 2016, resulting in substantial upward deviations in earnings in that fiscal year.

The results under each method of calculation are shown below. The ranges of the share exchange ratio in the table below represent the number of common stock of Tokyo TYFG to be allotted for one common stock of ShinGinko Tokyo.

Calculation method	Range of share exchange ratio
Market share price analysis/comparable company analysis	0.270 – 0.377
Comparable company analysis	0.258 – 0.394
DDM analysis	0.138 – 0.362

Mizuho Securities used information received from the companies and information that is publicly available in principle to calculate the share exchange ratio on the assumption that these materials and information are accurate and complete. Mizuho Securities did not independently verify its accuracy or completeness. Mizuho Securities did not independently perform an evaluation, appraisal or assessment of the individual assets and liabilities (including off-balance sheet assets and liabilities and other contingent liabilities) of the companies and their affiliated companies, nor were third-party

advisors asked to perform an evaluation, appraisal or assessment. Mizuho Securities assumes that the information it received on financial projections and other information related to the future (including projections of future revenue and costs, forecasts of cost-cutting and the companies' business plans) were reasonably prepared or presented by the companies' management based on the best projections and judgment available to them. Mizuho Securities did not independently verify the feasibility of the aforementioned assumptions nor the companies' financial projections and business plans.

In calculating the share exchange ratio for Tokyo TYFG, Deloitte Tohmatsu used a market price analysis as Tokyo TYFG's shares are listed on the TSE and thus a market price exists. Since some media outlets reported on this business integration on the evening of May 26, 2015, May 26, 2015 was used as the reference date for calculations to eliminate this impact on share prices. The calculations were based on the closing price on the reference date, as well as the average closing prices for the one-week, one-month, three-month and six-month periods prior to the reference date. Furthermore, DDM analysis, which is widely used to evaluate financial institutions, was used to reflect the valuation of future business activities of the bank. DDM analysis is a methodology to examine stock value by discounting shareholders' expected profits to the present value by using capital costs. Such shareholders' profits attributable to the shareholders are calculated by taking into account the amounts of internal reserves and other factors required for maintaining a certain capital structure.

A comparable company analysis was used for ShinGinko Tokyo since there are multiple listed companies comparable to this bank. In addition, DDM analysis was used in the calculations to reflect the valuation of future business activities, as with Tokyo TYFG's calculations.

The results under each method of calculation are shown below. The ranges of the share exchange ratios in the table below represent the number of common stock of Tokyo TYFG to be allotted for one common stock of ShinGinko Tokyo.

Calculation method	Range of share exchange ratio
Comparable company analysis/ Market share price analysis	0.182 – 0.271
DDM analysis	0.184 – 0.360

Deloitte Tohmatsu used information received from the companies and information that is publicly available in principle and as is to calculate the share exchange ratio on the assumption that these materials and information are accurate and complete. Deloitte Tohmatsu did not independently verify its accuracy or completeness. Deloitte Tohmatsu did not independently perform an evaluation, appraisal or assessment, including an analysis and evaluation of the individual assets and liabilities, of the assets and liabilities (including contingent liabilities) of the companies and their affiliated companies. Moreover, Deloitte Tohmatsu assumes that the companies' financial projections (including profit estimates and other information) were reasonably prepared by the companies' management based on the best projections and judgment available to the companies at this point. As regards the financial projections for ShinGinko Tokyo on which the DDM analysis is premised, Deloitte Tohmatsu expects a sharp decline in ordinary profit, net income before taxes and net income in the first fiscal year of the financial projection period (fiscal year ending in March 2017) compared to the previous fiscal year (forecasts for the fiscal year ending in March 2016). This is because, after

setting aside conservative provisions for loan loss reserves on an ongoing basis in recent years, these loan loss reserves are expected to be reversed as a result of improvements in the credit conditions of business partners on the back of a recovery in economic sentiment. These reversals will be posted in the fiscal year ending in March 2016, resulting in substantial upward deviations in earnings in that fiscal year. Income is not expected to increase or decrease sharply thereafter.

The financial projections for Tokyo TYFG do not include any projections of large increases or decreases in income.

(2) Preferred stock

The companies decided to allot 20,000 yen in Tokyo TYFG's Class II preferred shares (total of 2 million shares) for every one Class A preferred share issued by ShinGinko Tokyo after taking into account the analysis and opinions of Mizuho Securities in the case of Tokyo TYFG and the analysis and opinions of Deloitte Tohmatsu in the case of ShinGinko Tokyo on the matter of the Class A preferred shares issued by ShinGinko Tokyo, generally considering the various conditions that could affect the value of the Class II preferred shares to be newly issued to Tokyo TYFG and the fact that, unlike common stock, market prices do not exist, and carefully discussing and negotiating the allotment of Class A preferred shares. This was decided and approved at the board of directors meetings held by the two companies today.

(3) Potential delisting and trigger event

This is not applicable because Tokyo TYFG will become the wholly owning parent company in this Share Exchange, and ShinGinko Tokyo, which will become the wholly owned subsidiary, is not a listed company.

(4) Measures to ensure fairness

Tokyo TYFG has taken the following measures to ensure that the Share Exchange is fair.

(i) Obtaining documents calculating the share exchange ratio, etc. from independent third-party advisors

In order to ensure the fairness of the Share Exchange, Tokyo TYFG appointed Mizuho Securities as an independent third-party advisor as described in Section 6. "Basis of Share Exchange Ratio Calculation" above, and obtained documents calculating the share exchange ratio to be used as the basis of the agreement on the share exchange ratio for the Share Exchange. Tokyo TYFG conducted negotiations and discussions with ShinGinko Tokyo based on the analysis and opinions of Mizuho Securities, its third-party advisor, and the board of directors resolved today that it will carry out the Share Exchange using the agreed share exchange ratio as described in Section 5. "Outline of Share Exchange" (3) "Share exchange ratio" above.

Tokyo TYFG received a written opinion (so-called "fairness opinion") dated September 25, 2015 from Mizuho Securities to the effect that the share exchange ratio is fair to Tokyo TYFG common shareholders from a financial point of view.

(ii) Advice from an independent law firm

In order to ensure the fairness and appropriateness of its board of directors, Tokyo TYFG obtained legal advice from TMI Associates, a legal advisor independent of the companies, with respect to the method and process of decision-making by Tokyo TYFG and other procedures related to the Share Exchange.

ShinGinko Tokyo has taken the following measures to ensure the fairness of the share exchange.

(i) Obtaining documents calculating the share exchange ratio, etc. from independent third-party advisors

In order to ensure the fairness of the Share Exchange, ShinGinko Tokyo appointed Deloitte Tohmatsu as an independent third-party advisor as described in Section 6. “Basis of Share Exchange Ratio Calculation” above, and obtained documents calculating the share exchange ratio to be used as the basis of the agreement on the share exchange ratio for the Share Exchange. ShinGinko Tokyo conducted negotiations and discussions with Tokyo TYFG based on the analysis and opinions of Deloitte Tohmatsu, its third-party advisor, and the board of directors resolved today that it will carry out the Share Exchange using the agreed share exchange ratio as described in Section 5. “Outline of Share Exchange” (3) “Share exchange ratio” above.

ShinGinko Tokyo received a written opinion (so-called “fairness opinion”) dated September 24, 2015 from Deloitte Tohmatsu to the effect that the share exchange ratio is fair to ShinGinko Tokyo common shareholders and Class A preferred shareholders from a financial point of view.

(ii) Advice from an independent law firm

In order to ensure the fairness and appropriateness of its board of directors, ShinGinko Tokyo obtained legal advice from Nagashima Ohno & Tsunematsu, a legal advisor independent of the companies, with respect to the method and process of decision-making by ShinGinko Tokyo and other procedures related to the Share Exchange.

(5) Measures to avoid conflicts of interest

No special measures to avoid conflicts of interest have been taken because no board member serving on the boards of Tokyo TYFG and ShinGinko Tokyo, which approved this Share Exchange agreement, concurrently serves as an officer or employee of the other company.

## 7. Overview of Parties to the Share Exchange

(1) Company overview (as of end of March 2015; representative, however, is as of this report's submission)

Trade name	Tokyo TY Financial Group, Inc.	ShinGinko Tokyo, Limited <sup>*1</sup>
Establishment date	October 1, 2014	April 1, 2004 <sup>*2</sup>
Location of head office	5-9-2, Shinjuku, Shinjuku-ku, Tokyo	1-21-1, Nishishinjuku, Shinjuku-ku, Tokyo
Representative	Akihiro Kakizaki, President	Hidenori Tsunehisa, President and CEO
Business	Bank holding company	Banking operations and trust operations
Capital	20,000 million yen	20,000 million yen
Issued and Outstanding Shares	29,227,826 shares	5,926,207 shares (common shares) 2,000,000 shares (A-type preferred shares)
Total assets (consolidated)	4,943,828 million yen	431,456 million yen
Net Assets (consolidated)	202,580 million yen	55,057 million yen
Account balance (non-consolidated)	4,491,306 million yen	261,534 million yen
Loan balance (non-consolidated)	3,294,802 million yen	200,706 million yen
Fiscal year-end	March 31	March 31
Employees (consolidated)	3,294	163
Number of branches (including sub-branches)	161	1
Major shareholders and their respective shareholding ratios	<p>[Common shares]</p> <p>Sumitomo Mitsui Trust Bank, Limited 7.87%</p> <p>Japan Trustee Services Bank, Ltd. (Trust Account) 6.38%</p> <p>Mizuho Bank, Ltd. 2.46%</p> <p>The Master Trust Bank of Japan, Ltd. (Trust Account) 2.42%</p> <p>Mitsui Sumitomo Insurance Company, Limited 2.14%</p> <p>Yachiyo Bank Employee Stock Ownership Plan 1.64%</p> <p>CBNY DFA INTL SMALL CAP VALUE PORTFOLIO 1.47%</p> <p>Tokyo Tomin Bank Employee Stock Ownership Plan 1.37%</p> <p>Fukuda Denshi Co., Ltd. 1.21%</p> <p>CBNY-GOVERNMENT OF NORWAY 1.17%</p>	<p>[Common shares]</p> <p>Tokyo Metropolitan Government 84.22%</p> <p>NTT Communications Corporation 2.11%</p> <p>Hitachi, Ltd. 2.11%</p> <p>Aioi Nissay Dowa Insurance Co., Ltd. 1.69%</p> <p>Shinkin Central Bank (SCB) 0.97%</p> <p>SMBC Nikko Securities Inc. 0.84%</p> <p>ORIX Corporation 0.84%</p> <p>Kajima Corporation 0.84%</p> <p>Taisei Corporation 0.84%</p> <p>Mitsui Sumitomo Insurance Company, Limited 0.84%</p> <p>[Class A preferred shares]</p> <p>Tokyo Metropolitan Government 100.00%</p>
Relationship between the parties	Capital relationship	Not applicable.
	Personal relationships	Not applicable.
	Business relationships	Not applicable.
	Relationship to related party	Not applicable.

(Note 1) Total assets, net assets, account balance, loan balance and number of employees for ShinGinko Tokyo, Limited are provided on a non-consolidated basis.

(Note 2) The date that the Tokyo metropolitan government acquired all of the shares in BNP Paribas Private

Bank Ltd. to establish ShinGinko Tokyo is given as the date on which ShinGinko Tokyo was established. The date on which it was established as a corporation was April 5, 1999.

(2) Financial summary for the last three years

(Unit: million yen)

Fiscal year	Tokyo TY Financial Group, Inc.* <sup>1</sup>			ShinGinko Tokyo, Limited* <sup>2</sup>		
	FY ended March 31, 2013	FY ended March 31, 2014	FY ended March 31, 2015	FY ended March 31, 2013	FY ended March 31, 2014	FY ended March 31, 2015
Ordinary revenue (consolidated)	-	-	65,043	7,537	6,704	7,211
Ordinary profit (consolidated)	-	-	11,809	1,023	890	1,514
Net income (consolidated)	-	-	57,290	1,019	885	1,510
Net assets per share (consolidated)	-	-	Yen 6,959.92	Yen 2,049.75	Yen 2185.12	Yen 2540.87
Net income per share (consolidated)	-	-	2,638.39	172.05	149.47	254.90
Dividends per share	-	-	30.00	-	-	-

(Note 1) Tokyo TYFG was established on October 1, 2014, and thus financial results for the fiscal years ending in March 2013 and March 2014 are not provided. The breakdown of profits and loss in the fiscal year ended in March 2015 are as follows.

- Tokyo Tomin Bank's consolidated profit/loss from April 2014 to March 2015
- Yachiyo Bank's consolidated profit/loss from October 2014 to March 2015
- Tokyo TYFG's parent-only profit/loss from October 2014 to March 2015
- Necessary revisions required on other consolidated financial statements (such as gains on negative goodwill).

(Note 2) ShinGinko Tokyo's ordinary revenue, ordinary profit and net income are parent-only figures.

## 8. Conditions After Share Exchange

Trade name	Tokyo TY Financial Group, Inc.
Location of head office	5-9-2 Shinjuku, Shinjuku-ku, Tokyo
Representative	President: Akihiro Kakizaki
Business	Bank holding company
Capital	20,000 million yen
Total assets (consolidated)	To be determined
Total net assets (consolidated)	To be determined
Fiscal year-end	March 31

## 9. Overview of Accounting in Connection with the Share Exchange

The purchase method of accounting is expected to be used, since the Share Exchange is regarded as an acquisition under the Accounting Standards for Business Combinations. The amount of goodwill (or negative goodwill) arising as a result of the Share Exchange has not been determined at the present stage.

## 10. Forecast

The forecast of operating results after the Business Integration are currently being prepared, and will be provided once they are determined.

## 11. Other

The Share Exchange is subject to the approval of the share exchange agreement at the companies' general meeting of shareholders and class shareholders meeting, approval at Tokyo TYFG's general meeting of shareholders and class shareholders meeting of Amendments to the Articles of Incorporation, obtaining approval from the relevant authorities and fulfilling conditions for this Share Exchange, as noted above in Section 5. Outline of Share Exchange (2) Method of Share Exchange.

(Reference) Tokyo TYFG's earnings forecasts for current fiscal year (released on May 15, 2015) and consolidated earnings in previous fiscal year

(Unit: million yen)

	Consolidated ordinary income	Consolidated ordinary profit	Net income attributable to owners of parent
Earnings forecasts for current fiscal year (ending in March 2016)	-	12,900	8,500
	Consolidated ordinary income	Consolidated ordinary profit	Net income attributable to owners of parent
Results in previous fiscal year (ended in March 2015)	65,043	11,809	57,290

[Inquiries]

Tokyo TY Financial Group, Inc.  
Corporate Planning Division

The Tokyo Tomin Bank, Limited TEL +81-03-3505-2155  
Corporate Planning Division, Public and Investor  
Relations Office

The Yachiyo Bank, Limited TEL +81- 03-3352-2295  
Corporate Planning Division, Investor Relations  
Section

ShinGinko Tokyo, Limited TEL +81- 03-6302-3598  
Corporate Planning Division