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## SBI HOLDINGS, INC.

(Incorporated in Japan with limited liability)

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**YOU SHOULD READ THE SECTION HEADING “WARNING” ON THE COVER OF THIS WEB PROOF INFORMATION PACK.**

## SUMMARY

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### CURRENT EVENTS IN JAPAN

On 11 March 2011, an earthquake measuring 9.0 degrees on the Richter scale occurred in Tohoku district, northeast of Tokyo which, coupled with aftershocks in the days after the earthquake, associated tsunami waves on the east coast of Japan and a nuclear plant crisis in Fukushima in Japan, caused considerable physical and economic damage to Japan (the “Recent Earthquake”). With the exception of one three-storey, vacant commercial property located in an area affected by the Recent Earthquake (the “Affected Property”), which has suffered what appears to be relatively minor exterior damage, all of our properties are located in the areas unaffected by the Recent Earthquake, and have been unaffected. The condition of the interior of the Affected Property has yet to be determined. Based on our initial investigation and site inspections, our office premises, operational quarters, and property interests have not suffered any material damage, and we have not incurred any significant loss as a result of the Recent Earthquake. Our main businesses, including our brokerage, internet bank, credit card and insurance businesses, are operating, and major websites and servers operated by the Group are functioning normally. Moreover, none of our officers and employees suffered from any personal injuries or deaths.

As a result of the Recent Earthquake, there has been great uncertainty in the Japanese economy and great volatility on the Japanese stock market. We anticipate that both the Japanese economy and the Japanese stock market, as well as our Share prices on the TSE and the OSE, will remain extremely volatile in the short term until the potential consequential events (such as the possibility of aftershocks and nuclear leakage) as a result of the Recent Earthquake have stabilized or settled in Japan. Due to the significant volatility of the economic and capital market conditions, our financial results for the year ending 31 March 2011 may be adversely affected. However, we are currently unable to ascertain the specific impact which the fluctuations in the capital market might have on the Group’s financial performance and position for the year ending 31 March 2011 because of the extreme volatility of the current economic and capital market conditions, the uncertainty of the aftermath of the Recent Earthquake mentioned above, the fact that our current financial year has not yet ended as at the Latest Practicable Date, the fair value of our equity interests in our listed subsidiaries, listed investment securities, property interests and other assets will be determined only after the Latest Practicable Date as at 31 March 2011 and our financial results will not become available until around the end of April 2011.

Moreover, as a result of the Recent Earthquake, there are continuing transportation delays and disruptions and government imposition of energy conservation measures, including rolling blackouts in Tokyo and surrounding areas, which are anticipated to continue for the short term. The Group is prepared with generators to ensure that there are no significant disruptions to the Group’s businesses during the blackouts. The blackouts will affect our operations to the extent our employees living outside the immediate Tokyo metropolitan area are required to work from more remote locations. We also anticipate that there may be a temporary impact on capital markets activity in Japan in the period immediately following the Recent Earthquake, which may adversely affect our brokerage and investment banking business in the short-term.

For further details, please refer to the section headed “Risk Factors — Risks Relating to Japan” in this document.

### BUSINESS OVERVIEW

We are an Internet-based financial group based in Japan, offering a broad range of financial products and services to our customers. We started in 1999 as a venture capital business principally investing in Internet-related companies and have since expanded our businesses to include a wide range of Japanese and overseas funds in our asset management business, Japan’s leading online securities company, as well as additional online financial services, housing and real

## SUMMARY

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estate and other businesses. The Shares of our Company have been listed on both the TSE and the OSE since 2002. We have six subsidiaries whose shares are listed on stock exchanges in Japan and Korea, of which three are listed on the OSE, two are listed on the TSE, and one is listed on KOSDAQ.

Our businesses are divided into the following four core segments and other businesses segment:

- **Asset Management** — We establish and manage a range of investment funds, including venture capital, biotechnology, buyout and other funds, to invest both in Japan and overseas. We have expanded our operations overseas, particularly in China and other parts of Asia, Eastern Europe, Russia, the United States and Brazil, often by partnering with local partners. We also provide investment trust management services to individuals.
- **Brokerage and Investment Banking** — Our subsidiary, SBI SECURITIES Co., Ltd., is the market leader among Japan’s online securities companies by measures such as customer accounts and share of retail trading value and total stock brokerage trading value. It is a comprehensive securities company that also provides investment banking services to corporate clients, including underwriting and corporate finance advisory services. We are expanding complementary businesses such as the proprietary trading system operated by our equity-method non-consolidated subsidiary and our foreign exchange clearing operations.
- **Financial Services** — In recent periods we have diversified our offerings of Internet-based financial products and services to include Internet-based banking, non-life insurance products, financial research and advisory services, financial product comparison services, credit cards, automobile financing, e-commerce payment settlement systems and others. With a consistent customer-centric philosophy under the “SBI” brand, we are striving to be an Internet-based financial conglomerate.
- **Housing and Real Estate** — We are engaged in the provision of housing loans, real estate-secured loans, real estate investment and development, real estate fund management, real estate-related investments and the lifestyle networks business. In addition to investments in Japan, we have overseas real estate projects in China and Hawaii. Further, in our lifestyle networks business, we use our Internet experience to offer individuals a unified network of convenient services. The network pillars are our area guide and community portal services, service and product comparison services and media, and an e-commerce platform for services such as the brokerage of concert tickets and brand products.
- **Other Businesses**<sup>(1)</sup> — We are involved in the planning, design and operation of information technology systems, including next-generation financial services and system solutions for financial institutions, as well as the research and development of technology and information security products for encryption technology. We are also

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<sup>(1)</sup> For the three fiscal years ended 31 March 2010, we reported our results of operations based on five business segments: asset management; brokerage and investment banking; financial services; housing and real estate; and system solution. From 1 April 2010, we began to reclassify the system solutions business segment to other business segments following application of a new accounting policy.

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## SUMMARY

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engaged in the beauty care and health food products retail and services business and biotechnology business, which focuses on the development of new immunotherapy and cancer treatment through the combination of antibody, nucleic acid and low-molecular drugs with cell remedies.

One of our focuses in the last five years has been the expansion of our businesses outside of Japan. The principal drive behind this expansion is the growth of our asset management business. We have established representative offices in China, Russia and Vietnam and local subsidiaries in Hong Kong, Singapore and Korea. We also plan to establish a representative office in Malaysia. By capitalizing on our experience and expertise in venture capital investment, we are able to develop and enhance our asset management business overseas with partners in Asian and other markets. For instance, the NEW HORIZON FUND, L.P. (新宏遠創基金) (the fund management company of which we own 25%), set up in May 2005 together with Temasek Holdings, has invested in ten companies in China, eight of which have achieved public listings, and sales of some of the holdings in the fund representing approximately ¥2.2 billion contributed to our operating income in the fiscal year ended 31 March 2010. We have also established investment funds in China, Taiwan, India, Vietnam, Malaysia, Brunei, Eastern Europe, Russia and the United States in collaboration with local partners.

In addition, we have been exploring opportunities with partners in Asian and other markets for the provision of brokerage and other financial services. Recently, we expanded our overseas operations and investments which include (i) the launch of The Phnom Penh Commercial Bank Limited (in which we own a 40% shareholding interest) in Cambodia, in September 2008; (ii) the acquisition of 20% of the stock of Tien Phong Commercial Joint Stock Bank, a Vietnamese commercial bank, in August 2009; (iii) an agreement in March 2010 with China Securities Journal (中國證券報) to establish a joint venture which will operate a Japanese-language website that provides financial information in relation to Chinese companies; (iv) the acquisition of 9.99% of the stock of Commercial Bank of Ceylon PLC in Sri Lanka, in June 2010; and (v) the acquisition of 7.65% of the voting stock of Tianan Insurance Co., Ltd. (天安保險股份有限公司), a Chinese insurance business, in July 2010. Through our overseas expansion, we endeavour to position ourselves to not only realise capital gains in each of our overseas investments, but also to promote the development of Internet-based financial services business in the emerging markets of Asia. Our long-term goal is to develop similar financial businesses in each of those markets by introducing to them the systems and know-how of our online financial services business.

We experienced a significant decrease in net sales for the fiscal year ended 31 March 2009 as compared to the fiscal year ended 31 March 2008 primarily due to a decrease in revenue from our asset management segment, brokerage and investment banking segment and housing and real estate segment as a result of difficult economic and market conditions during the height of the global financial crisis. We suffered a net loss for the fiscal year ended 31 March 2009 primarily due to the Tokyo District Court's decision in July 2008 to commence civil rehabilitation proceedings against ZEPHYR Co., Ltd., our former affiliate. Due to the commencement of the civil rehabilitation proceedings, our investment in ZEPHYR Co., Ltd and a ¥11 billion loan to them were recorded as losses in our accounts. For the fiscal year ended 31 March 2010, we had consolidated net sales of ¥124.5 billion, operating income of ¥3.4 billion and a net income of ¥2.4 billion. For the six months ended 30 September 2010, we had consolidated net sales of ¥62.9 billion, operating income of ¥3.6 billion and net income of ¥0.7 billion. Please refer to the section headed "Financial Information" in this document for more details.

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### Results of our business segments

The following table sets forth, for the periods indicated, net sales and operating income for each business segment.

Segment	Fiscal year ended 31 March						Six months ended 30 September			
	2008		2009		2010		2009		2010	
	Net sales	Operating income	Net sales	Operating income	Net sales	Operating income	Net sales	Operating income	Net sales	Operating income
	<i>(unaudited)</i>									
	(¥ in millions)									
Asset Management business . . . . .	¥58,008	¥16,481	¥15,981	¥2,594	¥20,194	¥1,863	¥12,118	¥2,123	¥10,516	¥2,679
Brokerage & Investment Banking business . . . . .	68,531	20,511	49,182	5,714	50,122	9,374	26,623	5,985	24,216	3,780
Financial Services business . . . . .	22,495	849	22,617	1,491	25,605	206	11,962	304	14,508	435
Housing and Real Estate business . . . . .	75,070	8,093	40,906	923	29,408	(35)	12,565	(586)	8,591	1,205
Other business . . . . .	322	(473)	6,354	(303)	4,629	(515)	2,310	(351)	8,262	(1,020)
Eliminations/Corporate . . . . .	(1,860)	(2,856)	(4,119)	(6,016)	(5,419)	(7,462)	(2,427)	(3,723)	(3,147)	(3,474)
<b>Total . . . . .</b>	<b>¥222,567</b>	<b>¥42,606</b>	<b>¥130,922</b>	<b>¥4,403</b>	<b>¥124,541</b>	<b>¥3,431</b>	<b>¥63,153</b>	<b>¥3,752</b>	<b>¥62,948</b>	<b>¥3,605</b>

### Major Acquisitions and Disposals During the Track Record Period

The Company has made a number of acquisitions and disposals during the Track Record Period in order to consolidate and refine its core business segments, including, most recently, the acquisition of SBI VeriTrans by way of the Share Exchange. For more information, please refer to the section headed “History and Corporate Structure - Acquisition of SBI VeriTrans by the Company by way of Share Exchange” in this document. We entered into a total of sixteen major acquisitions and disposals during the Track Record Period. With the exception of the acquisition of SBI SECURITIES Co. Ltd., which was acquired by way of a share exchange in 2008 and required Shareholders’ approval as it constituted a Statutory Transaction, none of these transactions constitute Major Transactions. The following were the only other transactions during the Track Record Period that would have required disclosure pursuant to certain applicable rules and regulations. In 2008, we disposed of E\*TRADE Korea Co. Ltd and Zephyr Co. Ltd in order to dispose of non-core business, and in 2009, we acquired SBI Life Living Co. Ltd in order to further develop our housing and real estate business. For further information regarding the details of the major transactions, please refer to the section headed “Business — Major Acquisitions and Disposals” in this document.

For all other acquisitions and disposals, other than Statutory Transactions that require Shareholders’ approval, the Company has proposed to voluntarily provide disclosure in respect of (i) any acquisition of assets (excluding cash) by the Company where the consideration includes securities for which listing will be sought and where all percentage ratios are less than 5% and (ii) a transaction or series of transactions by the Company where any percentage ratio is 5% or more.



## SUMMARY

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### COMPETITIVE STRENGTHS

Our Directors attribute our success to the following key competitive strengths:

- Leading position in the online securities brokerage business in Japan, one of the world’s largest capital markets;
- Leading venture capital business in Japan based on investment amount with strong investment track record and focused investment philosophy;
- Well-established, integrated growth platform in asset management and financial services businesses to capture new growth opportunities in Japan and emerging markets primarily in China and other Asian countries;
- Synergies among various complementary businesses and strategic alliances, which help accelerate business growth and differentiate our product offerings from our competitors;
- Large and diversified customer base providing significant growth opportunities; and
- Experienced and stable management teams and investment professionals with significant industry experience.

Please refer to “Business — Competitive Strengths” in this document for further details.

### STRATEGIES

Our strategies to achieve our goals include the following:

- Aggressively leveraging synergistic effects among the core financial services businesses to increase profitability;
- Pursuing aggressive investments and overseas expansion in China and other Asian emerging markets in order to increase the contribution of overseas earnings;
- Advancing the integration of online and face-to-face services to become Japan’s largest financial products distributor capable of supplying low cost, optimal financial products;
- Rationalizing our corporate structure and cost base to focus on profit growth; and
- Enhancing Our Group’s brand name recognition in overseas and domestic markets.

Please refer to “Business — Strategies” in this document for further details.

## SUMMARY

### SELECTED OPERATING DATA

Asset management and brokerage businesses are our core business segments.

The following table shows the breakdown of our assets under management by investment type as at the dates indicated.

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(¥ in billions)			(¥ in billions)
<b>Private equity and others</b>				
Information technology/biotechnology <sup>(1)</sup> . . . . .	120.5	120.5	129.1	123.5
Environment/energy <sup>(1)</sup> . . . . .	7.4	6.8	8.4	8.0
Buyout/mezzanine <sup>(1)</sup> . . . . .	34.8	35.2	37.9	43.6
Overseas <sup>(1)</sup> . . . . .	91.5	53.6	68.7	103.2
<b>Direct investments made by our Group</b> . . . . .	25.5	25.1	27.2	33.4
Sub-total . . . . .	279.6	241.2	271.3	311.7
<b>Investment trusts and others</b>				
Investment trusts <sup>(2)</sup> . . . . .	57.7	31.0	39.8	40.2
Investment advisory <sup>(2)</sup> . . . . .	240.8	161.5	174.7	161.0
Investment companies <sup>(2)</sup> . . . . .	3.0	2.2	1.6	1.5
Sub-total . . . . .	301.5	194.7	216.1	202.7
<b>Real estate and others</b>				
Real estate development <sup>(3)</sup> . . . . .	16.1	22.4	26.7	29.4
Completed properties <sup>(3)</sup> . . . . .	29.9	35.2	28.0	21.4
Sub-total . . . . .	46.0	57.6	54.7	50.8
<b>Total</b> . . . . .	<b>627.1</b>	<b>493.5</b>	<b>542.1</b>	<b>565.2</b>

*Notes:*

- (1) Figures reflect net assets at market value based on the most recent financial report for each fund as at the dates indicated.
- (2) Figures reflect net assets at market value as at the dates indicated.
- (3) Figures reflect the total amount of investments.



## SUMMARY

The table below sets forth certain operating data for our subsidiary, SBI SECURITIES Co., Ltd., which operates our brokerage business, as at the dates indicated:

	As at or for the month ended					
	31 March 2008	30 September 2008	31 March 2009	30 September 2009	31 March 2010	30 September 2010
Number of securities accounts . . . . .	1,662,051	1,735,589	1,866,508	1,956,746	2,053,986	2,128,426
Number of margin trading accounts . . .	169,443	179,964	192,015	202,810	214,274	221,834
Average daily retail trading value (¥ in millions) . . . .	289,873	274,770	202,390	202,461	197,227	137,383
Average daily proprietary trading system trading value (¥ in millions) . . . .	1,003	1,066	3,173	9,209	3,576	9,990
Monthly foreign exchange trading value (¥ in billions) . . . .	582	2,550	5,228	4,681	4,194	5,695
Client assets (¥ in billions) . . . .	3,755	3,230	2,980	3,714	4,093	3,867

## SELECTED FINANCIAL RATIOS

The following table sets forth, for the periods indicated, certain financial ratios applicable to the Group. For a discussion of the different financial ratios, please see the section in this document headed "Supervision and Regulation."

Ratio/Measure	Fiscal year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
Solvency margin ratio <sup>1</sup> . . .	19,533.5%	5,893.0%	3,478.8%	8,176.3%	5,201.1%
Capital-to-risk ratio <sup>2</sup> . . . . .	652.4%	1,064.7%	427.4%	973.4%	442.3%
Capital adequacy ratio <sup>3</sup> . . .	21.39%	9.82%	8.56%	9.56%	9.45%

1. Only applicable to our subsidiary, SBI Insurance Co., Ltd. The ratio is in compliance with the regulatory requirement under the Insurance Act of Japan (Act No. 56 of 2008, as amended).
2. Only applicable to our subsidiary, SBI SECURITIES Co., Ltd. The ratio is in compliance with the regulatory requirement under the FIEA.
3. Only applicable to our equity-method affiliate, SBI Sumishin Net Bank, Ltd. The ratio is in compliance with the regulatory requirement under the Money Lending Business Act of Japan and the Banking Act of Japan (Act No.59 of 1981, as amended).

## **SUMMARY**

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### **COMPANY LISTING INFORMATION**

At the time of its establishment, our Company was a wholly-owned subsidiary of SOFTBANK FINANCE CORPORATION (currently SOFTBANK TELECOM Corp.), which was an intermediate holding company that oversaw the finance-related business activities of the SOFTBANK group of companies operated by SOFTBANK CORP. From late 2000 to mid 2006, SOFTBANK FINANCE CORPORATION's Share of the Company decreased gradually as a result of the combined effect of the Company issuing more Shares and the disposal of our Shares by SOFTBANK FINANCE CORPORATION.

Our Company obtained a listing on the First Section of the TSE in February 2002 and moved its listing from NASDAQ Japan to the First Section of the OSE in November 2002. Our Company changed its status within the SOFTBANK CORP. group of companies from a consolidated subsidiary to an equity-method affiliate of SOFTBANK CORP. as a result of a capital increase through a public offering in March 2005. In August 2006, our Company became independent from the SOFTBANK group of companies operated by SOFTBANK CORP. after the disposition by a subsidiary of SOFTBANK CORP.

Our primary listings are on the TSE and the OSE.

### **SHAREHOLDER PROTECTION UNDER JAPANESE LAW**

Below is a brief summary of the shareholder protection measures that exist under Japanese laws and regulations, as well as those voluntarily adopted by our Company, with regard to the following material areas of our Company's Shareholder protection system: (1) corporate governance, (2) internal control, (3) reporting and disclosure arrangements, (4) Shareholders' rights, and (5) additional measures to ensure minority Shareholders' equal rights. For detailed information, please refer to the section headed “Appendix VI — Shareholder Protection Matters” to this document.

#### **Corporate Governance Structure**

Pursuant to Japanese law, our Company has five independent Directors and a Board of Statutory Auditors. Our Company and the Statutory Auditors [have made] amendments to the Rules and Standards of the Statutory Auditors that (i) at least one Statutory Auditor has the appropriate accounting and related financial management expertise; and (ii) majority of the Statutory Auditors, including chairman of the Board of Statutory Auditors, meet the independence criteria under the Rules and Statutory Auditors. The Board has the responsibility of determining the remuneration of its Directors, but there are checks and balances in place, including compensation guidelines, to guide them.

#### **Strict Internal Control Requirement (J-SOX)**

As a listed company in Japan, our Company has adopted a stringent internal control system pursuant to the requirements of J-SOX, a legal framework for internal control provided in the FIEA for listed companies in Japan. J-SOX specifies additional requirements for financial reporting and asset protection for listed companies in Japan. It also requires our Company to disclose in its annual securities report to the Shareholders an annual internal control audit report issued by the independent auditors of our Company, including any material weaknesses identified through the evaluation process by the independent auditors. Directors, Statutory Auditors and external auditors of the Company may be subject to criminal charges on non-compliance with J-SOX and may be held liable to compensate Shareholders for damages caused by false statements.

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## SUMMARY

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### **Annual and Quarterly Reporting and Disclosure Requirements**

Under the applicable laws and regulations in Japan, our Company is required to report financial results quarterly and annually, disclose price sensitive information on a timely basis within a business hour of the Business Day of its occurrence, and disclose detailed extraordinary reports in respect of material transactions, such as Statutory Transactions, and acquisitions or disposals valued at greater than the applicable thresholds based on assets, revenues or profits of our Company and the structure of the transactions. The TSE and OSE listing regulations provide a detailed and exhaustive list of announceable events, which include those that are price sensitive as well as a “sweep-up” provision that requires the disclosure of material events affecting our Company.

### **Shareholders’ Rights**

Shareholders have been provided with shareholder rights under Japanese law, including with regard to winding up, appointment of auditors and directors, register of members, compulsory acquisition, rights to convene shareholders’ meetings, voting and voting by poll, proxies, declaration and disclosure of interest, loans and payments to directors, alternation and reduction of share capital, distribution of assets, and financial assistance.

Shareholders are entitled to vote on most of the material transactions that would directly affect the Shareholders’ rights and interests in our Company, such as, mergers, corporate split, share exchange and share transfer, business transfer and business assumption, subject to applicable threshold based on asset of our Company and the structure of the transactions. In addition, in order to minimize the differences in the scope of transactions requiring Shareholders’ approval in Japan, our Company will refer to Shareholders for non-binding approval in general meetings for acquisitions with dilutive effects to Shareholders and valued at greater than 25% of the Group’s total assets, and the Board will follow the resolution of the Shareholders.

### **Arrangements for Minority Shareholders’ Rights and Abstention of Shareholders with Material Interests in a Transaction**

Our Company has noted that ancillary laws and regulations in Japan seek to provide minority shareholders of a listed company with certain assurances and equalities of treatment that their legal position might not otherwise provide. The TSE and the OSE listing regulations also require listed companies to establish a policy to protect minority shareholders and require an independent opinion for certain transactions involving controlling shareholders. Although our Company currently does not have any Controlling Shareholder, in addition to compliance with the requirements in Japan, our Company has undertaken to take certain voluntary steps such as making voluntary announcements and obtaining a fairness opinion in certain circumstances in order to increase the standard of Shareholder protection provided by the Japanese regime on Related Party Transactions.

### **COMPLIANCE WITH JAPANESE LAWS AND REGULATIONS**

Our Group is subject to Japanese laws and regulations with regard to our various business endeavours, including, financial services, banking, insurance, real estate, and construction, among others. The laws and regulations to which we are subject include: (a) the Companies Act; (b) FIEA; (c) TSE Rules; (d) OSE Rules; (e) Banking Act; (f) Insurance Business Act; (g) Money Lending Business Act; (h) Contributions Act; (i) Interest Rate Restriction Act; (j) Installment Sales Act; (k) Act on Sales of Financial Products; (l) Anti-Money Laundering Acts; (m) Personal Information Protection Act; (n) Act Concerning Protection of Depositors from Illegal Withdrawals

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## SUMMARY

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Made by Counterfeit or Stolen Cards; (o) Anti-Monopoly Act; (p) Building Standard Act; (q) City Planning Act; (r) Construction Business Act; (s) Building Lots And Buildings Transaction Business Act; and (t) Pharmaceutical Affairs Act. For more information, please refer to the section headed “Supervision and Regulation” in this document.

During the Track Record Period, our Company is aware of three instances of non-compliance with Japanese laws and regulations. In February 2010, the Securities and Exchange Surveillance Commission identified deficiencies in SBI SECURITIES Co., Ltd.’s business operations, and the FSA ordered it to improve its business under Article 51 of the FIEA. Following the FSA’s actions, the TSE, OSE, and JSDA also disciplined SBI SECURITIES Co., Ltd. for the same deficiencies. We have implemented significant measures to strengthen and enhance SBI SECURITIES Co., Ltd.’s internal control structure and to prevent those deficiencies from recurring. Our Directors believe that the FSA was satisfied with the contents of the report on improvement submitted to the FSA on 12 March 2010, and appropriate remedial actions have been taken and SBI SECURITIES Co., Ltd. has been submitting the periodic report to the FSA following this incident, updating the status of their internal control enhancements.

In December 2010, SBI Net Systems Co., Ltd. disclosed that the independent committee set up by it and its auditor discovered a fraudulent accounting procedure in the fiscal years ended March 2006, March 2007, and March 2008. The remedy that SBI Net Systems Co., Ltd. continues to implement includes (a) re-formation of compliance and risk control management, (b) strengthening of business management, government structure, management regarding reported sales amount and actual expensed versus budget control, (c) establishment of an internal control system, (d) actual condition survey with respect to the circular transactions regarding software, (e) enhancement of board of directors and board of auditors, and (f) implementation of internal audit. Although we believe that the necessary measures have been taken, it is uncertain whether the TSE would make additional requests to the improvement report.

On 23 May 2008, the FSA identified deficiencies in SBI E\*TRADE SECURITIES Co., Ltd.’s business operations of failing to register customers who were related to listed companies in its insider list and ordered it to improve its business. Following the FSA’s actions, the TSE, OSE, and JSDA also disciplined SBI E\*TRADE SECURITIES Co., Ltd. and required it to submit a report on improvement of its business operations to the FSA on 23 June 2008. SBI E\*TRADE SECURITIES Co., Ltd. changed its name to SBI SECURITIES Co., Ltd. in July 2008. SBI SECURITIES Co., Ltd. continues improvements with respect to the appropriate internal control measures.

Please refer to the section headed “Business — Legal Proceedings and Compliance - Public Disciplinary Action or Reprimand” in this document for more information.

## SUMMARY

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### CONNECTED TRANSACTIONS

Our Company does not currently have a substantial shareholder or a Controlling Shareholder, but we have disclosed Related Party Transactions conducted between the Company and one of its Directors in the section headed “Connected Transactions — Summary of Related Party Transactions — Related Party Transactions conducted by Yoshitaka Kitao” in this document. During the Track Record Period, the Company was involved in three Related Party Transactions with its Director and Chief Executive Officer, Yoshitaka Kitao. First, pursuant to the SBI Acquisition agreement dated 30 September 2008, Yoshitaka Kitao purchased all of the issued shares of SBI Asia Net-Trans (No.7) from SBI Incubation Co., Ltd. for ¥1,002 million. Second, pursuant to the loan agreement dated 27 June 2008, Yoshitaka Kitao lent ¥500 million and ¥400 million, respectively, to Living Corporation Inc. on 27 June 2008 and 4 July 2008 at an interest rate of 2.75% per year. Living Corporation Inc., which changed its name to SBI Life Living Co., Ltd in July 2009, has been a consolidated subsidiary of the Company since September 2007. Third, pursuant to the share purchase agreement dated 30 December 2010, Yoshitaka Kitao purchased 972 shares in SBI ALApromo Co., Ltd., a non-consolidated subsidiary of the Company (1.39% of the outstanding shares in SBI ALApromo Co., Ltd.) from the Company for ¥1,000 million. There are no outstanding payments or obligations due from the Company and such consolidated subsidiaries.

### SUMMARY FINANCIAL INFORMATION

The following tables present summary financial information for the three fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010 and should be read in conjunction with our financial information included in the Accountants’ Report set out in Appendix I to this document, including the notes thereto. The summary financial information has been prepared in accordance with JGAAP.

## SUMMARY

### Consolidated statements of operations

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	<i>(¥ in millions)</i>			<i>(unaudited)</i>	
Net sales . . . . .	222,567	130,922	124,541	63,153	62,948
Cost of sales . . . . .	<u>115,343</u>	<u>63,633</u>	<u>59,138</u>	<u>28,274</u>	<u>28,646</u>
Gross profit . . . . .	107,223	67,289	65,403	34,879	34,301
Selling, general and administrative expenses . . . . .	<u>64,616</u>	<u>62,885</u>	<u>61,971</u>	<u>31,126</u>	<u>30,696</u>
Operating income . . . . .	<u>42,606</u>	<u>4,403</u>	<u>3,431</u>	<u>3,752</u>	<u>3,605</u>
Non-operating income					
Interest income . . . . .	289	1,033	365	169	165
Dividend income . . . . .	358	400	155	113	139
Share of results of affiliates . . . . .	—	—	—	—	203
Refunded consumption taxes . . . . .	—	—	188	—	—
Others . . . . .	<u>481</u>	<u>989</u>	<u>476</u>	<u>241</u>	<u>245</u>
Total non-operating income . . . . .	<u>1,129</u>	<u>2,423</u>	<u>1,185</u>	<u>524</u>	<u>754</u>
Non-operating expense					
Interest expense . . . . .	1,784	2,450	1,960	864	1,375
Amortization of stock issuance costs . . . . .	186	5	4	2	16
Amortization of bond issuance costs . . . . .	196	41	60	20	46
Amortization of deferred operating costs under Article 113 of the Insurance Business Act . . . . .	—	—	746	300	343
Share of results of affiliates . . . . .	4,614	2,508	98	149	—
Foreign exchange losses . . . . .	724	621	64	551	1,249
Others . . . . .	<u>541</u>	<u>1,162</u>	<u>569</u>	<u>375</u>	<u>632</u>
Total non-operating expense . . . . .	<u>8,048</u>	<u>6,790</u>	<u>3,504</u>	<u>2,264</u>	<u>3,663</u>
Ordinary income . . . . .	<u>35,687</u>	<u>37</u>	<u>1,112</u>	<u>2,012</u>	<u>695</u>
Extraordinary income					
Gains on sales of investment securities . . . . .	6,783	10,523	3,153	913	55
Reversal of allowance for doubtful accounts . . . . .	28	89	40	42	176
Reversal of statutory reserves . . . . .	—	714	33	33	2,022
Gains on the changes in interests in consolidated subsidiaries and equity method investees . . . . .	598	355	185	148	32
Others . . . . .	<u>387</u>	<u>586</u>	<u>55</u>	<u>37</u>	<u>139</u>
Total extraordinary income . . . . .	<u>7,797</u>	<u>12,269</u>	<u>3,466</u>	<u>1,174</u>	<u>2,426</u>

## SUMMARY

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	<i>(¥ in millions)</i>			<i>(unaudited)</i>	
Extraordinary expense					
Losses on sales of non-current assets . . . . .	1	33	0	0	—
Losses on retirement of non-current assets . . . .	253	259	103	51	127
Provision of allowance for doubtful accounts . . .	—	—	1,989	1,485	189
Provision of statutory reserves . . . . .	1,611	0	0	—	—
Losses on sales of investment securities . . . . .	3	12,040	237	146	3
Losses on valuation of investment securities . . .	—	7,547	46	24	176
Write down of real estate inventories . . . . .	—	984	—	—	—
Losses on disposal of subsidiaries and affiliates . . . . .	—	—	—	—	635
Impairment losses on goodwill . . . . .	2,121	1,066	—	—	397
Impairment loss . . . . .	—	—	—	—	716
Goodwill amortization for equity method affiliates with significant losses . . . . .	6,794	1,353	238	—	—
Losses on the changes in equity interest in consolidated subsidiaries and equity method investees . . . . .	2,300	14	44	42	1
Impact from applying the Accounting Standards of Asset Retirement Obligation . . . . .	—	—	—	—	501
Others . . . . .	<u>1,580</u>	<u>5,137</u>	<u>998</u>	<u>362</u>	<u>257</u>
Total extraordinary expense . . . . .	<u>14,665</u>	<u>28,438</u>	<u>3,658</u>	<u>2,113</u>	<u>3,007</u>
Income (loss) before income taxes . . . . .	<u>28,819</u>	<u>(16,132)</u>	<u>920</u>	<u>1,074</u>	<u>113</u>
Income taxes-current . . . . .	<u>(19,311)</u>	<u>(11,829)</u>	<u>(9,095)</u>	<u>(4,971)</u>	<u>(4,392)</u>
Income taxes-deferred . . . . .	<u>2,038</u>	<u>5,680</u>	<u>8,359</u>	<u>3,632</u>	<u>3,001</u>
Total income taxes . . . . .	<u>(17,273)</u>	<u>(6,148)</u>	<u>(736)</u>	<u>(1,338)</u>	<u>(1,391)</u>
Income (loss) after income tax before minority interests . . . . .	11,546	(22,280)	184	(264)	(1,277)
Minority interests in income (loss) . . . . .	<u>7,317</u>	<u>(3,905)</u>	<u>(2,165)</u>	<u>(1,086)</u>	<u>(1,963)</u>
Net income (loss) . . . . .	<u><u>4,228</u></u>	<u><u>(18,375)</u></u>	<u><u>2,350</u></u>	<u><u>822</u></u>	<u><u>686</u></u>



## SUMMARY

### Consolidated balance sheets

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(¥ in millions)			
<b>Assets</b>				
<b>Current assets</b>				
Cash and deposits . . . . .	160,281	127,123	143,726	134,933
Notes and accounts receivable-trade . . . . .	10,984	7,914	8,483	10,560
Leases receivable and lease investment assets . . . . .	—	18,819	17,924	16,332
Short-term investment securities . . . . .	445	2,893	240	328
Cash segregated as deposits . . . . .	313,930	266,365	318,865	308,665
Operational investment securities . . . . .	115,717	105,236	121,576	125,139
Allowance for investment losses . . . . .	(4,966)	(6,206)	(8,424)	(5,115)
Operational investment securities-net . . . . .	110,750	99,029	113,152	120,023
Operational loans receivable . . . . .	66,260	47,868	34,694	35,395
Real estate inventories . . . . .	32,894	36,515	28,767	31,579
Trading instruments . . . . .	1,728	7,724	3,514	10,024
Loans on margin transactions . . . . .	274,887	134,792	221,107	245,253
Cash collateral pledged for securities borrowings on margin transactions . . . . .	17,995	46,008	40,533	22,010
Margin transaction assets . . . . .	292,882	180,800	261,641	267,264
Short-term guarantee deposits . . . . .	13,413	8,845	5,944	3,350
Securities in custody . . . . .	259	209	—	—
Deferred tax assets . . . . .	1,053	5,920	7,667	6,819
Others . . . . .	66,148	44,079	37,732	49,845
Allowances for doubtful accounts . . . . .	(1,762)	(2,703)	(2,032)	(2,813)
<b>Total current assets . . . . .</b>	<b>1,069,271</b>	<b>851,408</b>	<b>980,323</b>	<b>992,309</b>
<b>Non-current assets</b>				
<b>Property and equipment</b>				
Buildings . . . . .	4,420	5,161	9,972	9,920
Accumulated depreciation . . . . .	(2,237)	(2,173)	(2,405)	(2,909)
Buildings-net . . . . .	2,182	2,988	7,567	7,010
Furniture and fixtures . . . . .	6,404	5,551	5,079	5,211
Accumulated depreciation . . . . .	(3,778)	(3,607)	(3,585)	(3,747)
Furniture and fixtures-net . . . . .	2,626	1,943	1,493	1,463
Assets leased to others parties . . . . .	21,738	—	—	—
Accumulated depreciation . . . . .	(14,813)	—	—	—
Assets leased to others parties-net . . . . .	6,924	—	—	—
Land . . . . .	886	2,953	7,556	5,740
Others . . . . .	65	791	4,503	4,634
Accumulated depreciation . . . . .	(34)	(98)	(506)	(940)
Others-net . . . . .	31	692	3,996	3,694
<b>Total property and equipment . . . . .</b>	<b>12,652</b>	<b>8,577</b>	<b>20,613</b>	<b>17,909</b>
<b>Intangible assets</b>				
Software . . . . .	8,815	9,369	11,670	13,057
Goodwill . . . . .	60,874	136,354	133,008	129,823
Others . . . . .	1,398	168	608	549
<b>Total Intangible assets . . . . .</b>	<b>71,088</b>	<b>145,892</b>	<b>145,286</b>	<b>143,430</b>

## SUMMARY

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	<i>(¥ in millions)</i>			
Investments and other assets				
Investment securities . . . . .	41,791	33,868	41,204	54,373
Deferred tax assets . . . . .	10,594	10,601	14,196	17,876
Others . . . . .	18,365	32,388	34,860	34,975
Allowance for doubtful accounts . . . . .	(4,769)	(6,644)	(9,767)	(10,692)
Total investments and other assets . . . . .	65,983	70,214	80,494	96,532
Total non-current assets . . . . .	149,723	224,685	246,395	257,872
Deferred charges				
Stock issuance costs . . . . .	6	4	—	186
Bonds issuance costs . . . . .	62	20	61	50
Deferred operating costs under Article 113 of the Insurance Business Act . . . . .	182	3,114	3,159	4,468
Total deferred charges . . . . .	252	3,139	3,220	4,705
Total assets . . . . .	1,219,247	1,079,233	1,229,939	1,254,886
Liabilities				
Current liabilities				
Short-term loans payable . . . . .	53,831	54,658	55,614	56,057
Current portion of long-term loans payable . . . . .	6,282	21,553	13,368	13,885
Current portion of bonds payable . . . . .	100,520	41,480	112,600	111,500
Current portion of bonds payable with warrants . . . . .	5,940	—	—	—
Accrued income taxes . . . . .	9,351	2,624	4,953	4,406
Advances received . . . . .	1,764	1,813	1,828	1,864
Borrowings on margin transactions . . . . .	81,583	56,726	48,813	52,857
Cash received for securities lending on margin transactions . . . . .	62,530	89,544	101,223	72,274
Margin transaction liabilities . . . . .	144,114	146,270	150,036	125,131
Loans payable secured by securities . . . . .	35,440	46,587	63,780	67,388
Guarantee deposits received . . . . .	272,005	258,068	282,373	277,825
Customers' deposits received for commodity futures transactions . . . . .	39,573	—	—	—
Deposits from customers . . . . .	20,147	23,488	31,176	32,157
Accrued expenses . . . . .	2,941	2,980	2,835	3,113
Deferred tax liabilities . . . . .	8,867	5	2,959	1,566
Provision for bonuses . . . . .	338	54	53	85
Provision for contingent losses . . . . .	22	—	—	—
Other provisions . . . . .	—	38	155	229
Others . . . . .	39,491	23,823	25,353	42,132
Total current liabilities . . . . .	740,633	623,448	747,090	737,345
Non-current liabilities				
Bonds payable . . . . .	30,300	300	—	—
Bonds payable with warrants . . . . .	13,270	—	—	—
Long-term loans payable . . . . .	33,578	13,283	27,620	35,274
Deferred tax liabilities . . . . .	299	566	540	489
Provision for retirement benefits . . . . .	102	128	52	47
Provision for directors' retirement benefits . . . . .	3	—	—	—
Other provisions . . . . .	—	390	877	733
Others . . . . .	5,325	14,524	17,924	18,269
Total non-current liabilities . . . . .	82,879	29,193	47,014	54,813

## SUMMARY

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	<i>(¥ in millions)</i>			
Statutory reserves				
Reserve for securities transaction liabilities . . . . .	7,925	—	—	—
Reserve for financial products transaction liabilities . . . . .	—	7,219	7,219	5,196
Reserve for commodities transaction liabilities . . . . .	41	33	—	—
Reserve for price fluctuation . . . . .	—	0	0	0
Total statutory reserves . . . . .	<u>7,967</u>	<u>7,253</u>	<u>7,219</u>	<u>5,196</u>
Total liabilities . . . . .	<u>831,480</u>	<u>659,894</u>	<u>801,324</u>	<u>797,355</u>
Net assets				
Shareholders' equity				
Capital stock . . . . .	55,157	55,214	55,284	73,226
Capital surplus . . . . .	116,761	219,012	218,968	236,910
Retained earnings . . . . .	112,339	86,865	87,276	86,241
Treasury stock . . . . .	(53,063)	(636)	(246)	(246)
Total Shareholders' equity . . . . .	<u>231,195</u>	<u>360,456</u>	<u>361,282</u>	<u>396,131</u>
Valuation and translation adjustments				
Unrealized gains (losses) on available-for-sale securities . .	10,133	(5,946)	(559)	(3,649)
Deferred gains (losses) on hedges . . . . .	8	(25)	14	(1,475)
Foreign currency translation adjustments . . . . .	(121)	(966)	(1,506)	(3,167)
Total valuation and translation adjustments . . . . .	<u>10,020</u>	<u>(6,937)</u>	<u>(2,051)</u>	<u>(8,293)</u>
Stock acquisition rights . . . . .	4	11	11	11
Minority interests . . . . .	146,546	65,808	69,372	69,680
Total net assets . . . . .	<u>387,766</u>	<u>419,338</u>	<u>428,615</u>	<u>457,530</u>
Total liabilities and net assets . . . . .	<u><u>1,219,247</u></u>	<u><u>1,079,233</u></u>	<u><u>1,229,939</u></u>	<u><u>1,254,886</u></u>

## SUMMARY

### Consolidated statements of cash flows

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(¥ in millions)			(unaudited)	
Net cash from (used in) operating activities					
Income (loss) before income taxes . . . . .	28,819	(16,132)	920	1,074	113
Adjustments for:					
Depreciation and amortization . . . . .	6,896	4,893	5,550	2,553	2,969
Amortization of goodwill . . . . .	4,580	7,068	7,764	3,889	4,271
Increase in provision . . . . .	4,353	7,539	8,038	3,600	2,927
Share of results of affiliates . . . . .	4,614	2,508	98	149	(203)
Write-down of operational investment securities . . . . .	1,961	2,515	602	340	836
Equity in earnings of funds . . . . .	(3,101)	(2,880)	(1,174)	(1,362)	(1,049)
(Gains) losses on sales of investment securities . . . . .	(6,780)	1,517	(2,915)	(767)	(52)
Losses on valuation of investment securities . . . . .	—	7,547	46	24	176
Foreign exchange losses . . . . .	1,376	336	275	1,180	2,256
Interest and dividend income . . . . .	(31,237)	(27,495)	(17,456)	(9,272)	(8,803)
Interest expense . . . . .	7,809	8,784	5,962	2,956	3,369
Changes in assets and liabilities:					
(Increase) decrease in operational investment securities . . . . .	(5,596)	(20,645)	(8,961)	805	(16,860)
(Increase) decrease in operational loans receivable . . . . .	(16,108)	7,357	6,188	1,654	(1,050)
Decrease (increase) in real estate inventories . . . . .	9,190	(7,616)	(2,036)	(1,940)	(514)
(Increase) decrease in notes and accounts receivable-trade . . . . .	(1,979)	453	(1,302)	(761)	820
(Decrease) increase in notes and accounts payable-trade . . . . .	(280)	(2,044)	263	(526)	(732)
Decrease (increase) in cash segregated as deposits for customers . . . . .	18,901	32,379	(12,962)	(55,962)	16,000
Decrease (increase) in trading instruments . . . . .	386	(2,038)	(1,486)	(2,073)	(7,651)
Purchases of leased assets . . . . .	(1,041)	—	—	—	—
Increase (decrease) in margin transaction assets/liabilities . . . . .	55,172	108,341	(77,074)	(86,555)	(30,528)
Increase in deposits from customers . . . . .	3,821	2,615	7,357	4,980	718
Decrease in guarantee deposits received for margin transactions . . . . .	(25,442)	—	—	—	—
(Decrease) increase in guarantee deposits received . . . . .	—	(29,706)	4,173	19,245	(4,548)
(Decrease) increase in loans payable secured by securities . . . . .	(20,290)	11,105	17,193	11,682	3,607
Increase (decrease) in advances received . . . . .	1,292	1,449	1,464	444	(458)
Others, net . . . . .	20,511	1,815	(1,614)	44,735	3,709
Subtotal . . . . .	<u>57,830</u>	<u>99,669</u>	<u>(61,085)</u>	<u>(59,902)</u>	<u>(30,675)</u>
Interest and dividend income received . . . . .	30,595	27,847	17,747	10,037	8,402
Interest expense paid . . . . .	(7,810)	(8,698)	(5,629)	(2,867)	(3,394)
Income taxes (paid) refunded . . . . .	(30,542)	(15,782)	(4,167)	584	(4,366)
Net cash from (used in) operating activities . . . . .	<u>50,073</u>	<u>103,034</u>	<u>(53,134)</u>	<u>(52,149)</u>	<u>(30,034)</u>

## SUMMARY

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(¥ in millions)			(unaudited)	
Net cash from (used in) investing activities					
Purchases of intangible assets	(3,457)	(3,913)	(7,043)	(2,269)	(2,776)
Purchases of investment securities	(8,309)	(7,344)	(7,653)	(5,296)	(9,298)
Proceeds from sales of investment securities	3,579	784	3,204	2,475	3,031
Proceeds from sales of investments in subsidiaries	7,190	130	28	—	249
Purchases of investments in subsidiaries resulting in change in scope of consolidation	(3,861)	(1,086)	(260)	(399)	(99)
Proceeds from disposal of investments in subsidiaries resulting in change in scope of consolidation	—	19,341	2,540	—	—
Purchases of investments in subsidiaries	(4,442)	(5,621)	(3,753)	(3,511)	—
Payments of loans receivable	(200,952)	(42,156)	(15,756)	(8,005)	(7,506)
Collection of loans receivable	191,927	37,519	16,226	7,598	6,630
Payments for lease and guarantee deposits	(2,855)	(3,045)	(1,491)	(1,104)	(455)
Proceeds from collection of lease and guarantee deposits	1,377	2,063	1,347	749	339
Others, net	(804)	2,225	(2,953)	(3,053)	92
Net cash used in investing activities	(20,610)	(1,104)	(15,563)	(12,816)	(9,793)
Net cash from (used in) financing activities					
Increase in short-term loans payable	2,672,500	—	—	—	—
Decrease in short-term loans payable	(2,680,830)	—	—	—	—
Increase (decrease) in short-term loans payable	—	(8,959)	940	42,929	(182)
Proceeds from long-term loans payable	46,215	1,474	28,360	1,700	2,000
Repayment of long-term loans payable	(38,571)	(9,899)	(22,208)	(3,638)	(3,328)
Proceeds from issuance of bonds payable	297	200	122,218	49,968	40,464
Redemption of bonds payable	(1,400)	(108,366)	(51,480)	(41,480)	(41,600)
Proceeds from stock issuance	413	134	141	44	35,678
Proceeds from stock issuance to minority interests	2,850	325	1,023	1,006	1,681
Contributions from minority Shareholders in consolidated investment funds	29,858	5,611	11,931	8,307	1,912
Cash dividend paid	(13,451)	(6,795)	(1,681)	(1,666)	(1,666)
Cash dividend paid to minority interests	(2,554)	(2,746)	(218)	(152)	(147)
Distributions to minority Shareholders in consolidated investment funds	(25,265)	(7,975)	(3,914)	(1,670)	(1,360)
Proceeds from sales of treasury stock	0	10	—	—	—
Purchases of treasury stock	(2)	(585)	(13)	(9)	(2)
Others, net	(19)	57	(499)	(132)	(488)
Net cash (used in) from financing activities	(9,957)	(137,514)	84,599	55,205	32,959
Effect of changes in exchange rate on cash and cash equivalents	(931)	(102)	(490)	(1,153)	(1,978)
Net increase (decrease) in cash and cash equivalents	18,574	(35,686)	15,410	(10,914)	(8,847)
Increase in cash and cash equivalents from newly consolidated subsidiary	25,364	2,875	842	63	—
Decrease in cash and cash equivalents resulting from deconsolidation of subsidiaries	(23)	(107)	—	—	(28)
Increase in cash and cash equivalents resulting from merger	—	223	15	15	—
Cash and cash equivalents at beginning of year/period	115,092	159,007	126,312	126,312	142,581
Cash and cash equivalents at end of year/period	159,007	126,312	142,581	115,477	133,705

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## SUMMARY

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### DIVIDEND POLICY

Pursuant to the Companies Act and our Articles of Incorporation, through a resolution of the Board of Directors, we may declare dividends to our Shareholders subject to a limit equal to the distributable amount then existing. Pursuant to the Companies Act and the relevant Ordinance of the Ministry of Justice of Japan, the Company’s distributable amount is calculated based on the retained earnings (*joyo kin*) recorded in the Company’s non-consolidated financial statements prepared in accordance with JGAAP (rather than IFRS) with certain adjustments (including the deduction of the book value of any treasury Shares held by the Company). Cash dividends on our Shares, if any, will be paid in Yen. Other distributions, if any, will be paid to our Shareholders by any means which our Directors consider legal, fair and practicable. Dividends paid by our Company to our Shareholders (other than Shareholders holding 5% or greater of our Shares) that are nonresident individuals of Japan or non-Japanese corporations without a permanent establishment in Japan are generally subject to a withholding tax in Japan of 7% for dividends payable prior to 1 January 2012 and 15% thereafter. We are required by Japanese law to withhold such tax prior to payment of dividends.

We had declared and paid dividends in the amount of ¥1,200 per Share, ¥100 per Share and ¥100 per Share, respectively, for the fiscal years ended 31 March 2008, 2009 and 2010. We have not declared or paid any dividend for the six months ended 30 September 2010. Our future dividend policy states that approximately 20% to 50% of our consolidated net income from the preceding fiscal year, if any, will be recommended annually at the end of the financial year for distribution for each financial year. We do not expect to declare interim dividends under our current dividend policy. The amount of dividends actually distributed to our Shareholders will depend upon our earnings and financial condition, operating requirements, capital requirements and any other conditions that our Directors may deem relevant. There is no assurance that dividends of any amount will be declared or distributed in any year.

For further details on the timing, amount and form of future dividends, if any, our Company’s ability to pay cash dividends, the factors affecting the payment of dividends, please see “Financial Information — Dividend Policy”.

### RISK FACTORS

We believe that there are certain risks involved in our operations, many of which are beyond our control. These risks are set out in the section headed “Risk Factors” and are summarised below.

#### **Risks relating to our businesses**

##### ***Risks relating to our general operations***

- Our corporate structure, which consists of a large number of public and private companies in multiple business lines, exposes us to challenges not found in companies with a single business line
- Our voting interests in our portfolio companies may be diluted
- The growth we expect in the market for our online products and services may not materialise
- Changes in the legal or financial stability of, or cultural or business strategic differences with, any counterparties with whom we enter into joint ventures or alliances
- Risks relating to business reputation

## SUMMARY

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- Risks relating to business restructuring and expansion
- Risks relating to entering new businesses
- Risks relating to being a financial conglomerate
- Risks relating to investment securities
- Litigation risk
- Risks relating to risk management and internal control
- Risks relating to funding liquidity
- Derivatives risk
- We depend in part on payments from our subsidiaries and other entities
- Reliance on key personnel
- Risks relating to employees
- Risks relating to trademarks and other intellectual property rights
- Risks relating to enactment of, or changes in, laws, regulations and accounting standards
- Risks relating to insurance coverage
- Past results may not be indicative of future performance
- We may be unable to use the name “SBI Holdings” or the mark “SBI” in Hong Kong and may be unable to register certain new trademarks in Hong Kong

### ***Risks relating to our asset management segment***

- Impact of changes in the business environment on our asset management segment
- Risks associated with outside investors in our funds
- Investment risk
- Foreign currency risk
- Overseas investment risk
- Competition in our asset management segment
- Legal regulations affecting our asset management segment

### ***Risks relating to our brokerage and investment banking segment***

- Impact of changes in the business environment affecting our brokerage and investment banking segment
- Credit risk
- Foreign currency and counterparty risk
- Underwriting risk
- Risks relating to proprietary trading system (PTS) business



## SUMMARY

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- Competition in brokerage and investment banking segment
- Legal restrictions on the brokerage and investment banking segment
- Systems risks affecting our brokerage and investment banking segment
- Security of customer information in our brokerage and investment banking segment

### ***Risks relating to our financial services segment***

- Impact of changes in the business environment on our financial services segment
- Competition in the financial services segment
- Risk relating to banking business
- Risk relating to insurance business
- Legal risks affecting our financial services segment
- Systems risks affecting financial services segment
- Security of customer information in our financial services segment

### ***Risks relating to our housing and real estate segment***

- Impact of changes in the business environment on our housing and real estate segment
- Investment risk
- Foreign currency risk
- Risks relating to investment in overseas real estate
- Competition in businesses relating to residential real estate
- Legal regulatory risk relating to residential real estate and lifestyle networks
- Systems risks affecting our residential real estate related business
- Security of customer information in our real estate related businesses

### ***Risks relating to our other businesses***

- Risks relating to system solution business
- Risks relating to biotechnology business

### **Risks relating to Japan**

- Transfer of surplus funds into or out of the Group may be subject to regulatory restrictions
- Pursuant to Japanese law, an offeror acquiring two-thirds of the voting rights of a company's shares may compulsorily acquire the shares held by the remaining shareholders

## **SUMMARY**

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- Changes and other events in the operating environment could have a material adverse effect on our business activities, results of operations and financial condition
- We may suffer substantial losses in the event of a natural disaster, such as an earthquake, terrorist attack or other casualty event in Japan or other markets in which we operate
- We cannot guarantee the accuracy of facts and statistics with respect to certain information obtained from official governmental sources and other data

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## DEFINITIONS

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*In this document, unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are defined in “Glossary”.*

“Accountant Auditor”	Deloitte Touche Tohmatsu LLC
“Account Managing Institution”	a financial instrument trader, bank, trust company, or other financial institution that meets the requirements prescribed by the Book-Entry Act
“AGM”	annual general meeting of our Company
“Articles of Incorporation” or “Articles”	our articles of incorporation, as certified by a notary public on 7 July 1999, and as amended from time to time, a summary of which is contained in Appendix V to this document
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board” or “our Board”	our board of Directors
“Board of Statutory Auditors”	our board of Statutory Auditors
“Book-Entry Act”	the Act Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc of Japan (Act No. 75 of 2001, as amended)
“bricks and mortar”	refers to businesses that have physical (rather than virtual or online) presences
“Business Day”	a day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are normally open for normal banking business
“CAGR”	compound annual growth rate
“China” or “PRC”	the People’s Republic of China, which for the purpose of this document and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“Commercial Code”	the Commercial Code of Japan (Act no. 48 of 1899, as amended), which was consolidated into the Companies Act in 2005
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “we”, “our” or “us”	SBI Holdings, Inc., a company incorporated in Japan with limited liability on 8 July 1999, or where the context requires, the Company and its portfolio companies collectively
“Companies Act”	the Companies Act of Japan (Act No. 86 of 2005, as amended)
“Compensation Rules”	rules promulgated by the Board of Directors of our Company setting forth rules for the compensation of the Company’s officers

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## DEFINITIONS

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“DGLFB”	the director general of the local finance bureau in Japan
“Director(s)” or “our Director(s)”	the director(s) of our Company or any one of them
“EDINET”	Electronic Disclosure for Investors’ NETwork under the FIEA
“Euro” or “€”	Euros, the lawful currency of the euro area, which comprised of 16 European Union members as at the Latest Practicable Date
“Executive Officer(s)”	the executive officer(s) of our Company or any one of them. For more information on Executive Officers, please see the section in this document headed “Directors and Senior Management — Senior Management — Executive Officers”
“FIEA”	the Financial Instruments and Exchange Act of Japan (Act No.25 of 1948, as amended)
“FSA”	Financial Services Agency of Japan
“general partner”	any person who shall manage the operations of a limited partnership and shall be jointly and severally liable for all obligations of the partnership
“Group” or “our Group”	our Company and its subsidiaries at the relevant point of time (including where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company)
“HK\$” or “HK dollars” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IFRS”	International Financial Reporting Standards
“Independent Third Party”	a party which is not connected to our Directors, substantial shareholders or chief executives of our Company
“JASDAQ”	Japan Association of Securities Dealers Automated Quotation System
“JASDEC”	Japan Securities Depository Center, Inc.
“JGAAP”	Japanese Generally Accepted Accounting Principles
“JSDA”	Japan Securities Dealers Association
“J-SOX”	a legislative framework known which obliges all listed companies in Japan to strengthen internal controls and ensure full and accurate disclosure of financial information, provide additional rules and guidelines for the Statutory Auditors to follow

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## DEFINITIONS

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“KOSDAQ”	Korean Securities Dealers Automated Quotations
“Latest Practicable Date”	[[●] 2011], being the latest practicable date prior to the uploading of this document for the purpose of ascertaining certain information contained in this document
“limited partner”	any person who shall be liable for the obligations of a limited partnership only to the extent of that person’s capital investment
“OSE”	Osaka Securities Exchange
“OSE Delisting Rules”	the Criteria for Delisting of Shares of the OSE (Kabuken Johjou haishi Kijun)
“OSE Rules”	the Listing Regulations of the OSE
“SAR Resolutions”	the resolutions that approved the issuance of the Outstanding SARs
“Outstanding SARs”	outstanding SARs and Warrants issued by the Company, assumed by the Company due to mergers and/or acquisitions and outstanding SARs and Warrants issued by the consolidated subsidiaries of the Company in accordance with the Commercial Code or the Companies Act (depending on the time of issue)
“Related Party”	as defined in Article 15-4 of the Regulation for Terminology, Forms and Preparation of Consolidated Financial Statements
“Related Party Transaction”	as defined in Article 15-4-2, paragraph 1 of the Regulation for Terminology, Forms and Preparation of Consolidated Financial Statements
“SARs”	share acquisition rights ( <i>shinkabu yoyaku ken</i> ) under the Companies Act or the Commercial Code
“SBIH SARs”	outstanding SARs and Warrants issued by the Company and assumed by the Company due to mergers and/or acquisitions in accordance with the Commercial Code or the Companies Act (depending on the time of issue)
“Share(s)”	ordinary share(s) of our Company
“Shareholder(s)”	holder(s) of Shares
“sq.ft”	square feet
“sq.m.”	square meter
“SRS”	securities registration statement under the FIEA

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## DEFINITIONS

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“Statutory Auditor(s)”	the statutory auditor(s) of our Company or any one of them. For more information on Statutory Auditors, please see the section in this document headed “Directors and Senior Management — Statutory Auditors”
“Statutory Transaction”	pursuant to the Companies Act, a merger, corporate split, share exchange, share transfer, business transfer and business assumption
“Track Record Period”	the periods comprising the three financial years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010
“TSE”	Tokyo Stock Exchange
“TSE Rules”	the Listing Regulations of the TSE
“United States” or “US”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“Warrants”	warrants ( <i>shinkabu hikiuke ken</i> ) under the Commercial Code
“%”	per cent.
“¥” or “Yen”	Japanese Yen, the lawful currency of Japan

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## RISK FACTORS

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We believe that there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorised these risks and uncertainties into: (i) risks relating to our businesses and (ii) risks relating to Japan. Additional risks and uncertainties not presently known to us, or not expressed or implied below, or that we deem immaterial, may also harm our results of operations, financial condition and business.

### RISKS RELATING TO OUR BUSINESSES

#### *Risks relating to our general operations*

#### **Our corporate structure, which consists of a large number of public and private companies in multiple business lines, exposes us to challenges not found in companies with a single business line**

Our Group consists of portfolio companies operating in multiple industries, including asset management, brokerage and investment banking, financial services, housing and real estate and other businesses. Our Group also comprises six publicly traded subsidiaries. Due to the diverse characteristics of our portfolio companies, we face challenges not found in companies with a single business line. In particular:

- We are exposed to business, market and regulatory risks relating to different industries. We need to devote substantial resources to monitor changes in different operating environments so that we can react with appropriate strategies that fit the needs of the portfolio companies affected.
- Due to our large number of portfolio companies involved (101 consolidated subsidiaries as of 30 September 2010), successful operation of our Group requires an effective management system that emphasizes accountability, imposes financial discipline on portfolio companies, and creates value-focused incentives for management. As we continue to grow through acquisitions of businesses in an increasing number of different industries, our operations will become more complex, which increase the difficulty of implementing our management system.
- As at 30 September 2010, ¥2.0 billion of the borrowings of our portfolio company, HOMEOSTYLE Inc., were guaranteed by our Group. The guarantee provided by the Group to HOMEOSTYLE Inc. was not in proportion to the Group's equity interest in HOMEOSTYLE Inc. If the portfolio company defaults in any such borrowings, the relevant lender may exercise its right under the guarantee to demand payment from our Group. This may result in a funding shortage at the holding company level and adversely affect the financial support that our Group may offer to its portfolio companies in other segments.

Further, our portfolio companies in different operating segments may determine that it is in their shareholders' interests to pursue business ventures together. We cannot assure you that such business ventures will be successful or generate the synergies expected, if any.

#### **Our voting interests in our portfolio companies may be diluted**

Our portfolio companies may become publicly traded, which will dilute our voting interests in these entities. In addition, our portfolio companies may from time to time need additional capital to achieve their expansion plans or other business objectives, and may issue additional shares or other equity securities to meet their capital needs. We may choose not to, or be unable to, subscribe for the securities offered in any such additional issuances by our portfolio companies. If we fail to subscribe for additional securities of a portfolio company on a pro-rata basis to our existing shareholding in such company, our equity interest in the company will be diluted.



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## RISK FACTORS

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A dilution in our equity interest in a portfolio company would reduce our share of the profits earned by such portfolio company, which may have an adverse effect on our results of operations. Further, if our ownership were reduced significantly, it may cause our representation on such company’s board of directors to be reduced, or otherwise reduce our ability to direct or influence the operations of that company.

### **The growth we expect in the market for our online products and services may not materialise**

The market in Japan for online financial products and services continues to evolve. Our success depends substantially on continued growth in the use of online products and services such as online brokerage services, Internet banking and Internet-based insurance products and services by individuals. If this growth does not materialise, our business will suffer. Factors that could discourage Japanese individuals from using online products and services include security or privacy concerns, inconsistent quality of service and frustration with actual or perceived difficulties in using the Internet to conduct brokerage and other financial transactions.

### **Changes in the legal or financial stability of, or cultural or business strategic differences with, any counterparties with whom we enter into joint ventures or alliances**

We operate joint ventures and enter into alliances with foreign and domestic counterparties and the success of these operations is often dependent upon the financial and legal stability of our counterparties. If one of the counterparties with whom we operate a joint venture or continue a business alliance suffers a decline in its financial condition for any reason, or is subject to instability owing to a change to the laws governing its operations after we have invested in the joint venture or the business alliance, we may be unable to successfully operate the joint venture or alliance, or we may be required to invest additional capital or cease operations altogether. Likewise, significant differences in corporate culture and business strategy between ourselves and such partners may come to light, and may result in significant changes to the assumptions that we made when we decided enter into the joint venture or alliance. If our joint venture or counterparties are unable to perform as expected, or if any unexpected events relating to the alliances occur, then we may be unable to continue those businesses successfully. Our inability to successfully operate joint ventures or alliances may adversely affect our reputation and our results of operations. [As at the Latest Practicable Date, as far as our Company was aware, there were no joint venture partners or business alliance partners of the Group that suffer financial difficulties or are subject to instability, which may adversely affect the business operations or financial position of the Group.]

### **Risks relating to business reputation**

We are vulnerable to poor market perception and reputational risk since we operate in industries where integrity and the trust and confidence of our clients are of utmost importance. Negative publicity (whether or not justified) associated with us or any of our funds, products, services, officers or employees, partners or alliances, or the occurrence of any of the risks set out in this section could result in a loss of clients and/or mandates. Our business operations are highly dependent on our officers, employees, partners and/or alliances. The actions, misconduct, omissions, failures or breaches of any of our officers or employees, partners and/or alliances may, by association, create negative publicity in relation to our Group. Accordingly, any mismanagement, fraud or failure to discharge legal, contractual, regulatory or fiduciary duties, responsibilities, liabilities or obligations, or the negative perception resulting from such activities or any allegation of such activities, could have a material adverse effect on our Group’s business, growth prospects, results of operations and/or financial condition.

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## RISK FACTORS

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In addition, customers may engage in fraudulent activities, including fraudulent use of customer accounts or the use of a false identity to open an account. Such types of fraud may be difficult to prevent or detect, and we may not be able to recover the losses caused by such activities. Our reputation may also be damaged by such activities. In particular, if customers fraudulently use our accounts for money-laundering or other illegal activities, our reputation could be seriously damaged and we could become subject to significant legal liabilities and regulatory sanctions.

### **Risks relating to business restructuring and expansion**

In addition to internal business restructuring, such as the share exchange in August 2008 and the share exchange in August 2009 through which respectively SBI SECURITIES Co., Ltd. and SBI Futures Co., Ltd. became our wholly-owned subsidiaries, we intend to aggressively pursue business expansion, including mergers and acquisitions of businesses that we believe offer favourable synergies with our core businesses. We face the risk that our restructuring and business expansion activities may not produce the results that we expect. Failure to achieve expected results could have an adverse effect on our financial condition and results of operations.

As of the Latest Practicable Date, we have no definitive commitment or agreement for any material investment, partnership or acquisition. The total amount of outstanding planned investment to be made on the existing overseas and domestic funds of the Group was approximately ¥51,800 million as at 30 September 2010 and [●] as at the Latest Practicable Date. The materiality threshold adopted by the Directors in determining whether an investment, partnership or acquisition is material or not is based on an assessment of the amount involved for such investment, partnership or acquisition, how material such investment, partnership or acquisition is in relation to the overall strategy of the Group and the effect or size of the impact such investment, partnership or acquisition would have on the Group's income, profit/loss and financial position if such investment, partnership or acquisition were to proceed. We may not be able to identify suitable investment opportunities, partners or acquisition candidates. Even if we do identify suitable investment opportunities, partners or acquisition candidates, we may be unable to negotiate terms that are commercially acceptable to us or complete those transactions at all. With respect to our recent and future acquisitions, we could have difficulty in integrating these companies or businesses, including internal operations, distribution networks, product lines and personnel, with our existing business, and there is no assurance that the expected strategic benefits of any recent and future acquisitions or alliances will be realised. The acquired companies may have low margins and require significant restructuring to increase efficiency. In addition, the key personnel of an acquired company may decide not to work for us. Any potential investment, partnership, acquisition, alliance or joint venture could involve a number of specific risks, including diversion of management's attention, higher costs, unanticipated events or circumstances, legal liabilities, failure of the business of the acquired company, fall in value of investments and amortization of acquired intangible assets, some or all of which could have a material adverse impact on our business, financial condition and results of operations. In the event that we plan to acquire or invest in an overseas company, we may be required to obtain the prior approval of the relevant regulators and/or the government and there can be no assurance that such approvals will be obtained in a timely manner or at all. In addition, any acquisition of an overseas company will expose us to foreign exchange risks, foreign regulations applicable to its business and different environments that we are not familiar with.

We may finance future acquisitions of companies with proceeds from possible working capital generating activities, as well as with cash from operations, our existing cash balances, debt financing, the issuance of additional shares or any combination of these. We cannot guarantee that we will be able to arrange financing on acceptable terms, if at all, to complete any such

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## RISK FACTORS

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transaction. Any debt financing for investments, partnerships or acquisitions could significantly increase our debt leverage and may subject us to interest rates fluctuations and other financial risks. Investments, partnerships or acquisitions financed by the issuance of our Shares would dilute the ownership interest of our Shareholders.

### **Risks relating to entering new businesses**

We are aggressively creating and nurturing new businesses. If our new businesses are unable to achieve their business plans as originally formulated, and if they are unable to record earnings commensurate with their initial investments, such failure could have an adverse impact on our financial condition and results of operations. In addition, our new businesses could become subject to new laws and regulations or be placed under the guidance of particular regulatory authorities. Any violations by our new businesses of the laws, regulations or guidance that is applicable to them, and any administrative or legal actions directed at them, could impede the conduct of their operations and have an adverse impact on our financial condition and results of operations.

### **Risks relating to being a financial conglomerate**

From the fiscal year ended 31 March 2008, we are a "financial conglomerate" under the Guidelines for Supervision of Financial Conglomerate issued by the FSA. As a financial conglomerate, our Company and the Group are subject to the supervision of the FSA with respect to business administration, soundness of financial base and adequacy of business operation, and subject to certain regulatory requirements in respect of capital adequacy, liquidity and solvency. Any administrative action that we become subject to by supervisory authorities could impede our operations and have an adverse impact on our financial condition and results of operations.

### **Risks relating to investment securities**

We hold a large amount of investment securities, including investments in unconsolidated subsidiaries and affiliated companies. As at 30 September 2010, we had an aggregate of ¥54.4 billion of investment securities, of which ¥44.3 billion was investments in unconsolidated subsidiaries and affiliated companies. We could experience impairment losses on our investment securities as a result of declines in their value, which could adversely affect our results of operations and financial condition.

### **Litigation risk**

We are exposed to litigation risk relating to the operations of our business segments on an ongoing basis. While we cannot predict the outcome of any pending or future litigation, given the inherent unpredictability of litigation, it is possible that an adverse outcome in any one or more matters could have a material adverse effect on our results of operations and financial condition.

### **Risks relating to risk management and internal control**

We have established risk management and internal control systems and procedures. Certain areas within our risk management and internal control systems may require constant monitoring, maintenance and continual improvements by our senior management and staff. If our efforts to maintain these systems are provided to be ineffective or inadequate, we may be subject to sanctions or penalties, and our business prospects and reputation may be adversely affected.

Deficiencies in our risk management and internal control systems and procedures may adversely affect our ability to record, process, summarize and report financial and other data in an accurate and timely manner, as well as adversely impact on our ability to identify any reporting errors and non-compliance with rules and regulations. In February 2010, the Securities and

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## RISK FACTORS

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Exchange Surveillance Commission and the FSA identified deficiencies in the operations of the electronic data processing systems of SBI SECURITIES Co., Ltd. (a Financial Instruments Business Operator), including deficiencies in its risk management system. For further details related to the regulatory proceeding with respect to SBI SECURITIES Co., Ltd, please refer to the section headed “Business — Legal proceedings and compliance” in this document.

Our internal control system, no matter how sophisticated in design, still contains inherent limitations caused by misjudgment or fault. As such, there is no assurance that our risk management and internal control systems are adequate or effective notwithstanding our efforts, and any failure to address any internal control matters and other deficiencies could result in investigations and/or disciplinary actions or even prosecution being taken against our Group and/or our employees, disruption to our risk management system, and material and adverse effects on our financial condition and results of operations.

### **Risks relating to funding liquidity**

We raise working capital through various means, including equity finance in the capital markets, loans from financial institutions, and issuances of corporate bonds. Due to the ongoing global economic crisis and the resulting deterioration in the global credit markets, including reduced lending by financial institutions, we may face difficulty raising funds under favourable conditions or at all. In addition, potential downgrades to our credit ratings could interfere with our ability to raise funds from external sources. In such circumstances our access to funds could be restricted, and our financing costs could increase. Any such events could adversely affect our financial condition and results of operations.

The ongoing global economic crisis has had a significant impact on our results of operations in recent periods and our cash flows from operations for past periods are not necessarily indicative of the cash flows from operations to be expected for the fiscal year ending 31 March 2011 or for other future periods.

The current portion of our long-term debt of ¥125.4 billion as at 30 September 2010 consisted of borrowings from banks and bonds issued based on Euro-MTN programme. For further information about our liquidity and liquidity management, please refer to the section headed “Financial Information — Liquidity and Capital Resources” and the Accountants’ Report in Appendix I to this document.

### **Derivatives risk**

We utilize derivative instruments to reduce investment portfolio price fluctuations, and to manage interest rate and foreign exchange rate risk. However, we may not be able to successfully manage our risks through the use of derivatives. Counterparties may fail to honor the terms of their derivatives contracts with us. Alternatively, our ability to enter into derivative transactions may be adversely affected if our credit ratings are downgraded.

We may also suffer losses from trading activities, a part of which includes the use of derivative instruments. As a result, our financial condition and results of operations could be adversely affected.

During the Track Record Period, we have entered into derivative instruments, which included currency forward contracts, interest rate swaps, stock-index futures, commodity futures, bond futures and foreign exchange margin transactions. As of the Latest Practicable Date, we had a net [asset]/[liability] of ¥[●] million on our outstanding derivative instruments, with total contract amounts of ¥[●] million under such derivative instruments. For a discussion of derivative financial instruments and hedging, please refer to note XII of the Accountants’ Report in Appendix I to this document.

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## **RISK FACTORS**

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Our use of these derivatives may adversely affect our financial condition and results of operations.

### **We depend in part on payments from our subsidiaries and other entities**

We depend in part on dividends, distributions and other payments from our subsidiaries and other entities, such as partnerships and other investment vehicles, to fund payments on our obligations, including our debt obligations. Regulatory and other legal restrictions, including contractual restrictions, may limit our ability to transfer funds to or from our subsidiaries and other entities, particularly our consolidated investment funds. Some of our subsidiaries and other entities which we depend on in part for payments are subject to laws and regulations that authorise regulatory bodies to block or reduce the flow of funds to us, or that prohibit such transfers altogether in certain circumstances. These laws and regulations may hinder our ability to access funds that we may need to make payments on our obligations.

### **Reliance on key personnel**

Our business operations depend on the leadership of our Representative Director and Chief Executive Officer, Mr. Yoshitaka Kitao, and other key members of our management team. If one or more of our current management teams becomes unable to continue to operate our businesses, such event could adversely affect our financial condition and results of operations. Any remedial action adopted by management to deal with a loss of key personnel may not take effect immediately or at all.

### **Risks relating to employees**

We employ who we consider highly skilled and qualified personnel to work under our management team. If we are unable to continue to engage highly skilled and qualified personnel of the requisite caliber and skills, this could adversely affect our financial condition and results of operations.

### **Risks relating to trademarks and other intellectual property rights**

Our businesses involve various types of intellectual property, including patents, copyrights and other forms of intellectual property, particularly those related to our “SBI” brand. We rely on our ability to protect the intellectual property we own and use in our business. If we fail to sufficiently protect our intellectual property, or if we are unable to acquire the necessary licenses for the use of third-party intellectual property, we may experience difficulty in developing technologies or providing services. Also, we may be the subject of legal actions brought by third parties alleging infringement of their intellectual property. In addition, we may experience increased costs in connection with intellectual property, especially those related to copyright. Such additional costs could have a material adverse effect on our financial condition and results of operations.

### **Risks relating to enactment of, or changes in, laws, regulations and accounting standards**

Enactment of, or changes in, laws and regulations (for example, regulations concerning the gradual reduction of margin rate from 1 August 2010 with respect to foreign exchange margin transactions announced by the FSA) may affect the way that we conduct our business, the products or services that we may offer in Japan or overseas, as well as our customers, borrowers, portfolio companies and funding sources. Such enactment or changes are unpredictable and may cause our costs to increase. As a result of such enactment or changes, our business activities, financial condition and results of operations could be adversely affected.



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Withdrawal or amendment of any regulatory approval or of any exemption from registration in respect of any part of our Group’s activities or any of our funds in any jurisdiction might oblige us to cease conducting a particular business or change the way in which it is conducted. Similarly, the withdrawal of either a license or an approval of one or more individuals would hinder their ability to perform their current role. The carrying on of regulated activities by unauthorised persons could have a number of consequences including the possibility of agreements made in the course of carrying on such activities being unenforceable.

Enactment of, or changes in, accounting standards may have a significant effect on how we record and report our financial condition and results of operations, even if our underlying business fundamentals remain the same. As a result of such enactment or changes, our business activities, financial condition and results of operations could be adversely affected.

### **Risks relating to insurance coverage**

To manage operating risks, we maintain in our portfolio companies insurance coverage of various kinds. However, we cannot assure you that all claims under their insurance policies will be honored fully or on time. Furthermore, we are generally unable to insure against certain types of losses, including losses caused by earthquakes, typhoons, floods, wars and riots, and we do not have business interruption insurance. To the extent that any of our portfolio companies suffer loss or damage that is not covered by insurance or that exceeds the limit of its insurance coverage, our results of operations and cash flow may be adversely affected.

### **Past results may not be indicative of future performance**

The historical financial information included in this document may not necessarily reflect our results of operations, financial condition or cash flows in the future. We may experience slower growth in some of our businesses and we may not be successful in launching new businesses. New businesses may not achieve as quick or as large growth as anticipated, and our multiple business strategy may not be successful and we may not be able to successfully integrate future businesses or assets into our existing operations.

### **We may be unable to use the name “SBI Holdings” or the mark “SBI” in Hong Kong and may be unable to register certain new trademarks in Hong Kong**

Our Company does not currently conduct business in Hong Kong. The partner in a former Singapore joint venture in which we had a share has taken an assignment of trademark registrations in Hong Kong for a logo form of which the words “SBI E2-Capital” (in the English language) are a significant component. The former joint venture partner is called E2-Capital Inc. These trademark registrations have been made in respect of a range of services that overlap with our core business offering in the other countries in which we operate as set out in the section headed “Business” — Overview” in this document. Our Company no longer owns any shares or has any contractual relationship with E2-Capital Inc. We are aware that E2-Capital Inc. trades in Hong Kong using the logo form it has registered as a trademark.

If our Company decided to conduct business in Hong Kong under the name “SBI Holdings” and/or the mark “SBI” then its use of this name and this mark could infringe the trademark rights of SBI E2-Capital in Hong Kong. To avoid this risk of conflict, our Company would have either to choose a different name for its business in Hong Kong or would alternatively have to bring a legal challenge to E2-Capital Inc.’s entitlement to its trademark registrations. There is no guarantee that a legal challenge against E2-Capital Inc. would be successful. If we were required to operate our

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business in Hong Kong under a different name and mark to the name and mark that we use in other countries, our business, financial conditions and results of operations could be materially and adversely affected and this would have a material bearing on any decision to begin to conduct business in Hong Kong.

[Our Company has, as at the Latest Practicable Date, made two trademark applications in Hong Kong for two new trademarks, as set out in the section headed “Statutory and General Information — Intellectual property rights of the Group — Trademarks” in Appendix VIII to this document,] in respect of services that we offer in the other countries in which we operate. One trademark application has been made in respect of a Chinese language trademark, the other trademark application has been made in respect of a logo form. These trademark applications are unrelated to the name and mark “SBI”. There is no guarantee that these pending applications for new trademarks will be granted or that they will be granted for a specification of services that protects all of our normal business activities. Despite our efforts, we may ultimately be unsuccessful in applying for registration of those new trademarks. There is a possibility that our Company would decide to use these new trademarks in China, Taiwan and in Singapore. We have not yet taken any decision in this respect and we have therefore not applied for registration of trademarks in those countries. In addition, our introduction of new brands in these countries may not gain immediate success, including by customer’s failing to recognise our new brand names. If we fail to implement and manage our introduction of new brands our business, financial conditions and results of operations could be materially and adversely affected.

### ***Risks relating to our asset management segment***

#### **Impact of changes in the business environment on our asset management segment**

The main investment revenue sources for our asset management segment, and investment partnerships managed by our Group, are capital gains on the disposal of shareholdings and management revenue from investment partnerships. For the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010, capital gains on disposal of shareholdings and management revenue from investment partnerships accounted for 94.2%, 81.0%, 86.0% and 90.3%, respectively, of the revenue from customers of our asset management segment. However, these revenue sources are easily affected by fluctuations in the political, economic and industrial situation and in stock market conditions, particularly the market for initial public offerings. For example, adverse market conditions could result in reduced capital gains or capital losses on the sale of operational investment securities or require us to record valuation losses on operational investment securities. These external factors beyond our control may contribute to fluctuations in the performance of our asset management segment, and thereby exert a substantial influence on the performance of the entire Group. Our performance may also be subject to large fluctuations as the realization of investment profits may be concentrated in a fixed period.

#### **Risks associated with outside investors in our funds**

Approximately 54% of our funds depend in part on funding contributions from outside investors. We could experience difficulty raising new capital, both from existing and new outside investors, if our funds perform poorly. In addition, we may not be able to draw upon the commitments of existing outside investors if those investors experience decreased liquidity, impaired financial soundness or other financial hardships. Difficulty in raising new funds in our asset management business, whether due to the reasons discussed above or for other reasons, may interfere with our ability to operate our funds as planned, which could have a material adverse effect on our financial condition and results of operations.



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### Investment risk

We, and investment partnerships managed by us, have invested in many venture companies and companies undergoing restructuring. The future prospects of these companies are affected by many uncertainties and various potential future events that could cause fluctuations in their performance. These factors include, but are not limited to:

- changes in the competitive environment caused by the rapid progress of technological innovation and fluctuations in industrial standards;
- the hiring and retention of exceptional managers and staff;
- vulnerabilities in these companies’ financial structure; and
- the non-disclosure of important information by the companies.

In addition, some of the businesses that we invest in operate in industries that are inherently speculative and risky. The investment risks associated with such uncertainty could lead to losses that could have a material adverse effect on our financial condition and results of operations.

(i) *Investments by us or our funds may rank junior to or have lesser rights or preferences than investments made by others*

The companies in which we or our funds invest may in certain cases incur indebtedness or issue equity securities, or may be permitted to incur indebtedness or to issue equity securities, that rank senior to or have more rights and preferences than our investments. Such instruments may provide that their holders are entitled to receive payments of dividends, interest or principal on or before the dates on which payments are to be made in respect of our investment. Moreover, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which an investment is made, holders of securities ranking senior to or having distribution preferences over our funds’ investment would typically be entitled to receive payment in full before distributions could be made in respect of our investment. Holders of claims that rank equal with or are in the same class as our investment would be entitled to share on an equal and ratable basis in distributions that are made out of assets remaining after payment to holders of senior securities.

(ii) *Our investment funds may invest in companies that we do not seek to control*

Our investment funds have in the past invested, and may in the future invest, in companies that we do not seek to control. Our funds may acquire such instruments and securities through trading activities or through purchases of securities or instruments directly from the issuer. In addition, our funds may acquire minority equity interests and may also dispose of a portion of their majority equity investments in investee companies over time in a manner that results in the investment funds retaining a minority investment. Those investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of investments by our funds could decrease and our financial condition, results of operations and cash flow could suffer as a result.

Moreover, as some of our Group companies and funds are subject to different overseas jurisdictional regulatory oversight in view of their overseas portfolio investments, our Group might be affected by the regulatory environment of various jurisdictions including those of Brazil, China, India and United States.

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### Foreign currency risk

We, and investment partnerships managed by us, are exposed to foreign currency risk when making investments denominated in foreign currencies. Fluctuations in exchange rates may affect our performance due to uncertainty over both the timing of the recovery of the investment and the amount recovered. For example, during the six months ended 30 September 2010, the Yen generally appreciated against major foreign currencies, resulting in a foreign currency translation loss with respect to our loans to our subsidiaries which are denominated in a foreign currency. Likewise, as our investment assets are held at carrying value in accordance with JGAAP, sales of our investment assets for foreign currencies during the six months ended 30 September 2010 led to foreign currency translation losses or lower than expected gains as a result of their decreased value against the Yen. In the future, we expect foreign exchange fluctuations will continue to have an effect on our results of operations, assets and liabilities and cash flows.

### Overseas investment risk

When investing overseas, we, and investment partnerships managed by us, face potential social unrest caused by changes in local economic conditions, changes in political factors, changes in the legal system or terrorism. Country risk may be difficult to minimise or avoid and may affect our financial performance.

In particular, our funds invest in companies in emerging markets, including China and other countries in Asia. Many emerging market countries are developing economically and politically and do not have firmly established securities markets. Investments in companies in emerging markets may involve a high degree of risk and may be speculative. Risks include:

- political or economic developments such as nationalisation of key industries;
- lack of liquidity coupled with high levels of price volatility, which result from the relatively small size of some of the markets for securities and relatively low volume of trading in the individual stocks;
- certain national policies which may restrict a fund's investment opportunities including restrictions on investing in companies or industries deemed sensitive to relevant national interests;
- the potential for significantly higher rates of inflation;
- currency risk and the imposition, extension or continuation of foreign exchange controls (for example, the PRC currently operates foreign exchange controls);
- changes in, or enactments of, laws and/or regulations, including those relating to taxation;
- differences in accounting standards and auditing practices which may result in unreliable financial information; and
- lack of depth of management or strict corporate governance control.

We cannot guarantee that we will be able to achieve satisfactory investment performance for our funds in emerging markets, in the future. Failure to do so could have a material adverse effect on our business, growth prospects, net inflows of asset under management, fee income, results of operations and/or financial condition.

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### **Competition in our asset management segment**

At a time of intense competition in the venture investment business and restructuring investment business, including from new entrants, and with domestic and overseas financial institutions and investment companies launching numerous funds, there is no assurance that we will be able to maintain our competitiveness. We may not be able to raise investment funds of a sufficient scale in line with our plans, or to find promising investee companies that would provide adequate returns on investment, as a result of industry rivals deploying revolutionary new services or due to mergers and collaborations between industry rivals.

### **Legal regulations affecting our asset management segment**

The investment partnerships we manage are subject to, and must comply with, the FIEA, the Money Lending Business Act of Japan (Act No. 32 of 1983, as amended), the Companies Act, the Civil Code of Japan (Act No. 89 of 1896, as amended), the Limited Partnership Act for Investment of Japan (Act No. 10 of 1998, as amended) and other laws, domestic and foreign. We also operate investment trust management companies that are registered as investment management businesses or as investment advisory or agency businesses in accordance with the FIEA. The business operations of our asset management segment may be hindered, and its performance may be adversely affected, in the event of revisions to the FIEA or other related laws, or in the event that required registrations are revoked.

### ***Risks relating to our brokerage and investment banking segment***

#### **Impact of changes in the business environment affecting our brokerage and investment banking segment**

Brokerage commissions account for the majority of the revenue from customers of our brokerage and investment banking segment. For the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010, brokerage commissions accounted for 48.0%, 46.2%, 39.0% and 33.2%, respectively, of the revenue from customers of our brokerage and investment banking segment. This segment is therefore highly exposed to fluctuations in the trading volume and trading values of stock markets. Trading volume and trading values on stock markets are affected by various factors, such as corporate profits, exchange rate fluctuations, interest rates, international political conditions, fluctuations in the main global markets and investor sentiment. A fall in share prices tends to lead to a contraction in trading volume. There can be no guarantee of favourable stock market conditions in the future, and the performance of our brokerage and investment banking segment could be adversely affected by declines in share prices and any resulting drop in trading volumes.

The Japanese government, certain foreign governments and various financial instruments exchanges are currently promoting financial and stock market reforms. The substance of these reforms could have an adverse effect on the future performance of our brokerage and investment banking segment. For example, as of 1 August 2010, the new foreign exchange trading regulation was implemented under the amendment of Cabinet Office Ordinance on FIEA, which gradually reduces the maximum allowable leverage (50 times on 1 August 2010 and 25 times on 1 August 2011). The Group has not yet been affected, but it is possible that it will experience a decline in the foreign exchange market.

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### **Credit risk**

Margin transactions for domestic stocks are one of the revenue sources for our brokerage and investment banking segment. However, the value of the collateral deposited by a customer for a margin transaction may be inadequate if the customer suffers a loss on the margin transaction or if the value of the securities posted as collateral declines. In addition, the funds required for margin transactions are primarily financed through borrowings from securities finance companies. However, the value of securities pledged by us to securities finance companies as collateral for such borrowings may also fluctuate. In the event of a decline in the value of securities pledged by us as collateral, the securities finance companies from which we have borrowed may request that we pledge additional collateral, in which case we would be required to borrow from other lenders in order to fund such additional collateral requirements.

We borrow shares from our customers and lend such shares to other broker-dealers. We may suffer losses if there are sharp changes in market values of securities and our counterparties to borrowing and lending transactions fail to honor their commitments. Any fluctuation in public equity markets may lead to a greater risk that parties to stock lending transactions may fail to meet their commitments. In addition, if we fail to expand our customer base for stock lending services and maintain good relationships with other securities companies to which we lend securities, it may have a material adverse impact on our reputation and results of operations.

Moreover, over-the-counter foreign exchange margin transactions are transactions conducted by depositing certain amount of margin as collateral. Our customers may make large amount of profits or suffer large amount of losses compared to the amount of margin deposited. Subject to changes in foreign exchange market conditions, in cases where losses suffered exceed the amount of margin deposited, depending on the total amount or the number of incidences, our results of operations could be materially and adversely affected, as bad debt losses may be incurred and further increase in loan loss provision may be necessary due to an increase in unsecured accounts receivable. For the periods ended 31 March 2008, 2009, 2010 and 30 September 2010, we made no loan loss provision and there were no bad debt losses incurred in relation to over-the-counter foreign exchange transactions.

### **Foreign currency and counterparty risk**

We face counterparty risk with respect to over-the-counter foreign exchange transactions with counterparties, which we perform in order to hedge foreign exchange fluctuations in the positions that we take in relation to our customers. If unforeseen circumstances should occur such as systemic damage to, or the deterioration of the business and financial condition of, a counterparty, we may not be able to hedge market risk for our customers, which could have an adverse effect on our results of operations and financial condition.

### **Underwriting risk**

In order to diversify our revenue sources, we are increasing the resources devoted to the underwriting of shares. Due to this we face increased underwriting risk in the event that underwritten securities cannot be resold. Price fluctuations of securities offered but not resold may have an adverse impact on our financial condition and results of operations. A decline in the reputation of an issuer, either during or after a public offering for which we have acted as lead managing underwriter, could damage our reputation and hinder the development of our underwriting business, which would adversely affect our financial condition and results of operations.

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### **Risks relating to proprietary trading system (PTS) business**

Our equity-method non-consolidated subsidiary, SBI Japannext Co., Ltd., commenced operations of its proprietary trading system in August 2007. Japannext PTS is an off-exchange electronic trading market to which multiple securities companies can connect. Any potential operational difficulties, whether caused by unexpected events such as system failures, non-settlement or late settlement, or the bankruptcy of participating securities companies, could damage the confidence of investors and participating securities companies in the reliability and security of the proprietary trading system, which would adversely affect our financial condition and results of operations.

### **Competition in brokerage and investment banking segment**

Competition among brokerage companies has been intensifying. We expect competition to continue to intensify as more companies from other industries enter the online securities brokerage market in response to deregulation, as well as due to the emergence of foreign companies. Furthermore, large securities companies are developing and improving their online securities brokerage businesses. In addition, the minimum unit cost needed to acquire a single new customer account is also projected to increase due to such competition. These factors could have a large impact on the operating performance of our brokerage and investment banking segment.

In addition, though we are striving to improve the level of convenience enjoyed by investors who use our proprietary trading system platform, if the services we offer do not compare favourably to those offered by our competitors' proprietary trading system platforms, trading activity on our proprietary trading system may decline, which could have a material adverse effect on our financial condition and results of operations.

### **Legal restrictions on the brokerage and investment banking segment**

We are registered as a financial instruments business operator in accordance with the FIEA, allowing us to engage in the trading of financial instruments. This business area is subject to the provisions of the FIEA and related laws such as the Financial Instruments and Exchange Act Enforcement Ordinance of Japan. Please refer to the section headed "Supervision and Regulation" in this document for a summary of the key regulations in Japan to which our brokerage and investment banking business is subject.

In addition to the rules of the TSE, OSE, Nagoya Stock Exchange, Fukuoka Stock Exchange and Sapporo Securities Exchange of which we are a general trading member, we are subject to the rules and regulations established by the JSDA and Financial Futures Association of Japan, which are organizations established under the FIEA.

In the event that we or our employees violate any of these laws, rules or regulations, our license to operate may be revoked or a court order may be issued requiring that we take administrative action in order to achieve specified improvements. Any such action or event could adversely affect our financial condition and results of operations. Even if there are no violations of laws or regulations, if we are investigated by government authorities and the investigation becomes publicly known, our reputation may be harmed and our business activities may be adversely affected.

### **Systems risks affecting our brokerage and investment banking segment**

The Internet is our primary sales channel. Accordingly, we are exposed to various systems risks, including the risk of hardware and software failures, human error, communication failures, computer viruses, cyber terror and natural disasters. We may be liable for damages resulting from

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an insufficient or poorly executed response to any such failure or disaster, which could result in a loss of trust in the reliability of our systems and our support, causing damage to our customer base. In addition, we are developing new systems and increasing capacity in response to expected increases in the number of accounts and trading volume. However, if such number of accounts or trading volume increase less than our expectation, increased costs in relation to our systems such as depreciation and lease fees which do not contribute to our profit could have an adverse effect on our financial condition and results of operations.

### **Security of customer information in our brokerage and investment banking segment**

Any unauthorised orders for securities trades, leaks or destruction of important customer data could give rise to liabilities and in turn have a material adverse effect on our financial condition and results of operations. Any violations of the Personal Information Protection Act of Japan or any leaks or destruction of important customer data could have negative consequences, including a loss of customer trust, which would have a material adverse effect on our financial condition and results of operations.

### ***Risks relating to our financial services segment***

#### **Impact of changes in the business environment on our financial services segment**

*(i) Effects of interest rate fluctuations*

Because we obtain much of the funding required for purchases of leased assets in our leasing business through borrowing, we are exposed to the risk of fluctuations in interest rates. Dramatic increases in the interest rates at which we are able to borrow would result in increased costs in our leasing business. Increases in interest rates could also lead to increased expenses in our consumer loan business. Accordingly, increases in interest rates could have a material adverse effect on our financial condition and results of operations.

*(ii) Responding to technical innovations*

Because the Internet is the primary channel through which we provide services to our customers, it is imperative for our future growth prospects that we maintain thorough familiarity with the Internet and related technology. With technological innovation comes changes in the technical standards and user environments in which our customers operate. If we are slow to respond to technological advancements, the services we provide are likely to suffer and become inferior or obsolete, resulting in a loss of competitive advantage within the industry. Our financial condition and results of operations could be negatively affected if we lag behind in our efforts to keep up with changes in our technological environment. In addition, we could incur significant expenses to develop new internal systems or perform major system upgrades in order to keep pace with important technological changes.

#### **Competition in the financial services segment**

Because initial capital investment requirements for comparison shopping websites, such as those that compare financial, insurance and loan products, are low and because such businesses may be launched with relatively low personnel costs, competition in this business is intensifying as more companies enter into the market. Such competitive pressures could have a negative impact on the profitability of our financial services segment. In addition, there are a number of competing websites in the non-financial services area, where three of our group companies are active. As the number of our competitors in these fields increases, the number of users who visit our websites could decrease, which could cause additional downward pressure on revenues. Any of these factors could have an adverse effect on our financial condition and results of operations.



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### **Risk relating to banking business**

In the banking industry, it is necessary to respond to a great variety of risks: credit risk, market risk, liquidity risk, compliance risk, administrative risk, system risk, information security risk, risks associated with contracting with third parties, event risk, reputation risk, capital ratio risk, strategic risk, and risk associated with regulatory change. Any failure to adequately address these risks could be disruptive to business operations. In addition, if we are unable to achieve the targets projected in our initial business plan for this sector, and if future income is inadequate to cover our initial investments, operating results could be adversely affected. We own 50% of SBI Sumishin Net Bank, Ltd. which is required by Japanese law to maintain at all times a minimum capital adequacy ratio. SBI Sumishin Net Bank, Ltd. may require additional funding in the future in connection with maintaining such capital adequacy ratio, and if so, we may be required to provide additional funds (whether as equity contribution or otherwise) to SBI Sumishin Net Bank, Ltd.

### **Risk relating to insurance business**

In the non-life insurance industry, it is necessary to respond to a great variety of risks: insurance underwriting risk, market risk, credit risk, liquidity risk, administrative risk, system risk, information security risk, legal risk and casualty risk. Any failure to adequately address any of these risks could be disruptive to our business operations. In addition, if we are unable to achieve the targets projected in our initial business plan for this sector, and if future income is inadequate to cover our initial investments, operating results could be adversely affected.

### **Legal risks affecting our financial services segment**

Licenses, permits or registrations are required to conduct businesses under our financial services segment under the Money Lending Business Act of Japan, the Banking Act of Japan (Act No. 59 of 1981, as amended), Insurance Business Act of Japan (Act No. 105 of 1995, as amended) and their respective related ordinances and regulations, the Insurance Act of Japan (Act No. 56 of 2008, as amended) and Act on Special Measures regarding Servicer Business of Japan (Act No. 126 of 1999, as amended). Our business would be materially adversely affected if any necessary licenses, permits or registrations were revoked for any reason. In addition amendments to the Money Lending Business Act of Japan that are currently being phased in include changes to the regulation of maximum loan interest rates and other aspects of the consumer loan business which could have a negative impact on our financial condition and results of operations.

### **Systems risks affecting financial services segment**

Because our financial services segment relies heavily on computer systems, if unforeseeable events such as earthquakes, floods, fires, computer viruses, power outages, communications failures, work-stoppages by third-party service providers or unpredictable system failures were to result in a delay, suspension or cessation of services to our customers, such events could have a material adverse effect on our financial condition and results of operations.

### **Security of customer information in our financial services segment**

Although to date there have been no occurrences of, and we have suffered no liabilities arising from, any leaks or destruction of customer information, if any such event should occur, we could lose the trust of our customers and incur significant legal and other costs, either of which could have a material adverse effect on our financial condition and results of operations. In addition, any violation of the Personal Information Protection Act of Japan or any leaks of customer information could lead to a loss of trust by our customers and could have a negative impact on our operating results.



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### ***Risks relating to our housing and real estate segment***

#### **Impact of changes in the business environment on our housing and real estate segment**

(i) *Effects of real estate market conditions*

Changes in real estate market conditions, such as land prices and lease rates, could affect our real estate holdings, including our direct holdings and our holdings through investment partnerships. For example, we may be required to increase allowance for doubtful accounts with respect to real estate we hold as collateral for loans if the appraised value of such real estate decreases. In addition, since the housing loan business in our housing and real estate segment concentrates primarily on the provision of housing loans to consumers who are building or buying new homes, fluctuations in the volume of housing loans subject to external factors such as new housing starts could impact our financial condition and results of operations.

(ii) *Effects of fluctuations in interest rates and related market conditions*

We are exposed to interest rate fluctuations in our housing and real estate segment. An increase in interest rates leads to higher procurement costs, including procurement costs for non-recourse loans. In addition, in the real estate financing business in our housing and real estate segment, changes in interest rates could impact the interest rates on housing loans and mortgages, affect the number of new borrowers and refinancing borrowers and affect the entry hurdles for new entrants into the housing loan market.

#### **Investment risk**

If problems or defects that were not identified in the pre-purchase diligence process for a property are later revealed following the acquisition of that property, such as unusual rights relationships, poor soil quality, inadequate construction or environmental problems, those problems could have a material adverse effect on the value or cash flow from that property. Other factors that could have a negative effect on a property's price and cash flow include fires, riots, terrorism, earthquakes, volcanic eruptions, tidal waves and other unforeseeable natural disasters.

#### **Foreign currency risk**

Investments in our housing and real estate segment that are denominated in foreign currencies are subject to risk caused by fluctuations in foreign exchange rates. Because both the timing and amount of recovery from real estate properties are inherently uncertain, the operating results of our housing and real estate segment could be adversely affected by fluctuations in foreign exchange rates.

#### **Risks relating to investment in overseas real estate**

Investments in overseas real estate expose us to risks including losses due to disruptions in economic and political conditions, changes in the local legal system and social disruptions resulting from terrorism and other factors. There can be no assurance that country risk will not have a negative impact on our financial condition and results of operations.

#### **Competition in businesses relating to residential real estate**

Competition in the residential real estate market is expected to intensify as the number of new entrants increases in response to greater business opportunities. If our efforts to maintain and strengthen our competitive position are unsuccessful, price competition in the real estate market could put downward pressure on our revenues, which could have a negative impact on our financial condition and results of operations.

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### **Legal regulatory risk relating to residential real estate and lifestyle networks**

In addition to the Building Lots and Building Transaction Business Act of Japan (Act No.176 of 1952, as amended), which requires a license to act as an agent and broker in the purchase or lease of real estate, other laws in Japan such as the National Land Use Planning Act of Japan (Act No.92 of 1974, as amended), Building Standards Act of Japan (Act No.201 of 1950, as amended), City Planning Act of Japan (Act No.100 of 1968, as amended), Act Concerning Specified Joint Business in Real Estate of Japan (Act No.77 of 1994, as amended), Leased Land and House Lease Act of Japan (Act No.90 of 1991, as amended), Construction Business Act of Japan (Act No.100 of 1949, as amended), Architect Act of Japan (Act No.202 of 1950, as amended), Labor Health and Safety Act of Japan (Act No.57 of 1972, as amended) and the FIEA also apply to us. In addition, the Money Lending Business Act of Japan also applies to our real estate financing business. With respect to the method of payment settlement, laws in Japan such as the Act for Regulation of Receiving Capital Subscription, Deposits, and Interest Rates, etc. of Japan (Act No.195 of 1954, as amended), the Banking Act, and the Payment Services Act of Japan (Act No.58 of 2009, as amended) are also applicable.

Our lifestyle networks business is subject to laws in Japan such as the Act on Specified Commercial Transactions of Japan (Act No.57 of 1976, as amended), the Consumer Contract Act of Japan (Act No.61 of 2000, as amended), the Pharmaceutical Affairs Act of Japan (Act No.145 of 1960, as amended), the Product Liability Act of Japan (Act No.85 of 1994, as amended), the Unauthorized Computer Access Act of Japan (Act No.128 of 1999, as amended), and anti-nuisance ordinances.

Any administrative action that would require us to take steps to alter our operations, or any revocation of a license, permit or registration required under these various legal requirements, could adversely affect our financial condition and results of operations.

### **Systems risks affecting our residential real estate related business**

Any computer failure causing a delay, suspension or cessation of services due to unforeseeable factors such as widespread earthquake or flood damage, fires, computer viruses, power outages, communications failures or work-stoppages by third-party service providers, could adversely affect our financial condition and results of operations.

### **Security of customer information in our real estate related businesses**

If any leak or destruction of customer information were to occur, it could result in significant legal liability and a loss of trust and credibility, either of which could have a material adverse effect on our financial condition and results of operation.

In addition, any violation of the Act on Protection of Personal Information of Japan (Act No. 57 of 2003, as amended) or any other applicable laws relating to the protection of personal information could lead to legal liability and administrative sanctions and the loss of our customer trust, which could have negative impact on our financial condition and results of operations.

### ***Risks relating to our other businesses***

#### **Risks relating to system solution business**

Our system solution business is primarily engaged in system development, and operation and maintenance of system.

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The information technology industry continues to bring about technological innovation and industry technical standards and customer usage conditions continue to evolve through the constant introduction of new technologies. If we were to lag behind in our response to these new technologies, our services could become unattractive or obsolete, which could adversely affect our competitiveness in this industry.

In addition, if our system solution business is unable to achieve the goals set out in its business plans as originally formulated, and if it is unable to record earnings commensurate with its initial investments, such failure could have an adverse impact on our financial condition and results of operations.

### **Risks relating to biotechnology business**

Our biotechnology business is primarily focused on developing new immunotherapy and cancer treatment through the combination of antibody, nucleic acid and low-molecular drugs with cell remedies.

As the biotechnology industry is monitored closely by the Japanese government, our operations are constrained in many ways. We must obtain all the necessary permits and product certifications to introduce a new product to the market and there is no assurance that regulatory authorities will approve any or all of our new products. Changes in regulations may also make the application process more difficult.

We focus on the research and development of proprietary drugs. However, we cannot assure you that our research and development efforts will result in the development of commercially successful products or innovative production technologies, or that any such research projects will generate the expected results. Substantially all of our biotechnology products must undergo a clinical trial process before they can be introduced into the market for commercial sale. The process is expensive, lengthy and uncertain. Our biotechnology business may be adversely affected if after we devote significant time and expense on research and development and the clinical trial process, a product under development fails to achieve approval for commercial sale.

In addition, we may be subject to product liability claims in respect of our biotechnology products. In the event that the use or misuse of our potential biotechnology products results in personal injury or death, claims may be brought against us for damages and the Japanese government may close down the related operations.

### **RISKS RELATING TO JAPAN**

#### **Transfer of surplus funds into or out of the Group may be subject to regulatory restrictions**

Transfers of funds into or out of the Group may be subject to regulatory restrictions. Transfers of funds into or out of our Group companies as a loan might be subject to the Money Lending Business Act of Japan (Act No. 32 of 1983, as amended). With respect to the surplus fund, transfers of such funds as a distribution of surplus may be subject to the Companies Act. The surplus fund of one part of the Group, especially listed subsidiaries, might not be readily available for use by those parts of the Group that are in need of funds because, in order to distribute surplus funds, an ordinary resolution of a Shareholders’ meeting is required as a general rule, and it might take quite a long time for listed subsidiaries to obtain such Shareholders’ approval.

For further details regarding the Money Lending Business Act of Japan and the Companies Act, please refer to the section headed “Supervision and Regulation — Money Lending Business Act” and “Appendix V — Summary of the Constitution of our Company, Certain TSE and OSE Listing Regulations and Japanese Corporations Law — Japanese Corporations Law — (e) Dividends and distributions” in this document, respectively.

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## RISK FACTORS

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### **Pursuant to Japanese law, an offeror acquiring two-thirds of the voting rights of a company's shares may compulsorily acquire the shares held by the remaining shareholders**

Pursuant to Japanese law, a shareholder having two-thirds of the voting rights of a company's shares may compulsorily acquire the shares held by the other shareholders. Theoretically, there is no restriction in relation to the compulsory acquisition price, however, if the compulsory acquisition price is low, the shareholder might, within three months from the day of resolution of the shareholders' meetings regarding the compulsory acquisition, claim revocation of them as grossly improper resolutions under the Companies Act. A shareholder who has objected and voted against a compulsory acquisition resolution at a shareholders' meeting or a shareholder who does not have a voting right at the shareholders' meeting, may request the company to repurchase his shares at a fair price under the Companies Act.

### **Changes and other events in the operating environment could have a material adverse effect on our business activities, results of operations and financial condition**

Although the uncertainty in the European, US and Japanese economies caused by the liquidity crisis appears to be gradually subsiding due to fiscal measures taken by numerous governments around the world, we believe that private demand is still weak, unemployment rates remain high and there are new concerns related to the financial stability of particular countries, such as Greece.

There may have been signs of economic recovery in Japan. However, funding requirements and capital expenditures of domestic companies still remain sluggish amid concerns about Japan's future economic growth, share price and exchange rate volatility, and high unemployment rates.

Our exposure to these Japanese and global economic problems could adversely affect our business activities, financial condition and results of operations.

Additionally, governments, government ministries and agencies, as well as various financial markets are proceeding with system reforms and amendments to laws concerning stock markets and other markets related to our businesses. Any major changes to system reforms and legal amendments in the future may have an impact on our business activities, results of operations and financial condition.

### **We may suffer substantial losses in the event of a natural disaster, such as an earthquake, terrorist attack or other casualty event in Japan or other markets in which we operate**

A substantial portion of our assets, as well as our head office, are located in Japan, and a substantial portion of our net sales are derived from our operations in Japan. Japan has historically experienced numerous large-scale earthquakes that have resulted in extensive property damage. Our overseas operations are subject to similar or other disaster risks. Additionally, large disasters, outbreaks, terrorist attacks or other casualty events affecting our operational network, either in Japan or overseas, could disrupt our operations even in the absence of direct physical damage to our properties or cause a material economic downturn in the affected area or country, which in turn could result in significant interruptions to or material adverse impact on our businesses, results of operations and financial condition.

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## RISK FACTORS

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We do not have insurance against all earthquake damage or business interruption. With or without insurance, damage to any of our offices, branches or distribution network, due to fire, earthquake, typhoon, flood, terrorism, outbreaks such as the H1N1 pandemic, avian flu or other man-made or natural disasters or casualty events may materially and adversely affect our business, financial condition and results of operations.

On 11 March 2011, an earthquake measuring 9.0 degrees on the Richter scale occurred in Tohoku district, northeast of Tokyo which, coupled with aftershocks in the days after the earthquake, associated tsunami waves on the east coast of Japan and a nuclear plant crisis in Fukushima in Japan, caused considerable physical and economic damage to Japan. All of our properties are in the areas unaffected by the Recent Earthquake and have been unaffected, with the exception of the Affected Property located in Sendai, which has suffered what appears to be relatively minor exterior damage. The condition of the interior of the Affected Property has yet to be determined. Based on our initial investigation and site inspections, our office premises, operational quarters, and property interests have not suffered any material damage or incurred any significant loss as a result of the Recent Earthquake. Our main businesses, including our brokerage, internet bank, credit card and insurance businesses, are operating, and major websites operated by the Group are functioning normally. Furthermore, the Group maintains back up power systems for almost all systems to ensure that our online trading and other internet-based businesses are not disrupted in any material respects in the event of a power failure. The servers are located at multiple data centers and are functioning effectively. Moreover, none of our officers and employees suffered from any personal injuries or deaths.

As a result of the Recent Earthquake, there has been great uncertainty in the Japanese economy and great volatility on the Japanese stock market. Nikkei index dropped by 17.53% from 10,434.38 points on 10 March 2011 to 8,605.15 points at closing on 15 March 2011, and thereafter recovered by [●]% from 15 March 2011 to [●] points at closing as at the Latest Practicable Date. Our Share price has also experienced great fluctuations since the Recent Earthquake. Our Share price on the TSE dropped by 28.10% from ¥12,740 per Share on 10 March 2011 to ¥9,160 per Share at closing on 15 March 2011, and thereafter recovered by [●]% from 15 March 2011 to ¥[●] per Share at closing at the Latest Practicable Date.

We anticipate that both the Japanese economy and the Japanese stock market, as well as our Share prices on the TSE and the OSE, will remain extremely volatile in the short term until the potential consequential events (such as the possibility of aftershocks and nuclear leakage) as a result of the Recent Earthquake have stabilized or settled in Japan. Unless and until the current economic condition and uncertainty in Japan have improved and stabilized, we anticipate that there may be a temporary impact on the capital market conditions, which may affect our brokerage and investment banking business in the short-term. We believe that the Recent Earthquake will not have an impact on our insurance business as earthquake-related damage is not covered by SBI Insurance Co., Ltd.

Due to the significant volatility of the economic and capital market conditions, our financial results for the year ending 31 March 2011 may be adversely affected. However, we are currently unable to ascertain the specific impact which the fluctuations in the capital market might have on the Group's financial performance and position for the year ending 31 March 2011 because of the extreme volatility of the current economic and capital market conditions, the uncertainty of the aftermath of the Recent Earthquake mentioned above, the fact that our current financial year has not yet ended as at the Latest Practicable Date, the fair value of our equity interests in our listed subsidiaries, listed investment securities, property interests and other assets will be determined only after the Latest Practicable Date as at 31 March 2011 and our financial results will not become available until around the end of April 2011.

## **RISK FACTORS**

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There are continuing transportation delays and disruptions and government imposition of energy conservation measures, including rolling blackouts in Tokyo and surrounding areas, which are anticipated to continue for the short term. The Group is prepared with generators to ensure that there are no significant disruptions to the Group’s businesses during the blackouts. This will affect our operations to the extent our employees living outside the immediate Tokyo metropolitan area are required to work from more remote locations.

We cannot assure you that there will not be any further subsequent events as a result of the Recent Earthquake, such as aftershock, tsunami, nuclear power plant explosion, radiation leakage, and further government action, which may in turn result in new developments and significant interruptions to or material adverse impact on our businesses, results of operations and financial condition, depending on the magnitude of such subsequent events.

### **We cannot guarantee the accuracy of facts and statistics with respect to certain information obtained from official governmental sources and other data**

Facts and statistics in this document relating to Japan, the Japanese economy and the financial sector (including the financial services industry) and other sectors in which we operate derived from official government or other industry sources are generally believed to be reliable. However, we cannot guarantee the quality or reliability of such information. Neither we nor any of our respective affiliates or advisers have prepared or verified the accuracy of the information received from such sources. We make no representation as to the accuracy or completeness of such facts and statistics from these sources. Furthermore, there can be no assurance that these sources have stated or compiled such facts and figures on the same basis or with the same degree of accuracy or completeness as may be the case elsewhere. In all cases, you should not unduly rely on these facts and statistics.



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## DIRECTORS AND PARTIES

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### DIRECTORS

Name	Address	Nationality
<b>Executive Directors</b>		
Yoshitaka Kitao	38-1-502, Wakamiya-cho, Shinjuku-ku, Tokyo, Japan	Japanese
Yasutaro Sawada	2-6-50, Azamino, Aoba-ku, Yokohama-shi, Kanagawa, Japan	Japanese
Kenji Hirai	1677-12, Isshiki, Hayama-machi, Miura-gun, Kanagawa, Japan	Japanese
Takashi Nakagawa	1-22-12-204, Oojima, Koutou-ku, Tokyo, Japan	Japanese
Tomoya Asakura	1-1-1-1613, Kaigan, Minato-ku, Tokyo, Japan	Japanese
Takashi Okita	1-7-1-1511, Mita, Minato-ku, Tokyo, Japan	Japanese
Noriaki Maruyama	2-3-15-905, Mejiro, Toshima-ku, Tokyo, Japan	Japanese
Shumpei Morita	3-4-3-2108, Shirakawa, Koutou-ku, Tokyo, Japan	Japanese
Taro Izuchi	53-12-502, Honmura-cho, Asahi-ku, Yokohama-shi, Kanagawa, Japan	Japanese
Hiroyoshi Kido	1-28-6, Igusa, Suginami-ku, Tokyo, Japan	Japanese
Noriyoshi Kimura	1150-1-206, Isshiki, Hayama-machi, Miura-gun, Kanagawa, Japan	Japanese
Hiroshi Tasaka	3-9-10, Takaido-Higashi, Suginami-ku, Tokyo, Japan	Japanese
<b>Independent non-executive Directors</b>		
Masaki Yoshida	5-4-1-505, Minamiazabu, Minato-ku, Tokyo, Japan	Japanese



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## DIRECTORS AND PARTIES

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<b>Name</b>	<b>Address</b>	<b>Nationality</b>
Kiyoshi Nagano	6-9-9, Ryokuen, Izumi-ku, Yokohama-shi, Kanagawa, Japan	Japanese
Keiji Watanabe	1-29-25, Kotsubo, Zushi-shi, Kanagawa, Japan	Japanese
Takeshi Natsuno	4-4-8-501, Higashi, Shibuya-ku, Tokyo, Japan	Japanese
Akihiro Tamaki	1-322, Nishiogiminami, Suginami-ku, Tokyo, Japan	Japanese

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## DIRECTORS AND PARTIES

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### PARTIES

#### **Legal advisers to our Company**

*As to Hong Kong law and United States law*  
Freshfields Bruckhaus Deringer  
11<sup>th</sup> Floor, Two Exchange Square  
Central  
Hong Kong

*As to Japanese law*  
Nishimura & Asahi  
Ark Mori Building  
1-12-32 Akasaka  
Minato-ku, Tokyo 107-6029  
Japan

Freshfields Bruckhaus Deringer  
Akasaka Biz Tower 36F  
5-3-1 Akasaka  
Minato-ku, Tokyo 107-6336  
Japan

#### **Reporting accountants**

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F, One Pacific Place  
88 Queensway  
Hong Kong

#### **Independent auditors**

Deloitte Touche Tohmatsu LLC  
A member of the Japanese  
Institute of Certified Public Accountants  
PCPM Building  
11-1 Marunouchi 1-chome  
Chiyoda-ku, Tokyo 100-6211  
Japan

#### **Property valuer**

Jones Lang LaSalle Sallmanns Limited  
6/F Three Pacific Place  
1 Queen’s Road East  
Hong Kong

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## CORPORATE INFORMATION

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<b>Registered office</b>	Izumi Garden Tower 19 <sup>th</sup> Floor 1-6-1, Roppongi, Minato-ku Tokyo Japan
<b>Principal place of business in Hong Kong</b>	Suite 806, 8/F Tower 2, Lippo Centre 89 Queensway Hong Kong
<b>Japan joint-company secretary</b>	Mr. Toshiharu Fujita 1-6-1 Roppongi, Minato-ku Tokyo Japan
<b>Hong Kong joint-company secretary</b>	Ms. Corinna Wai Han Leung ( <i>ACS,ACIS</i> ) Level 28, Three Pacific Place 1 Queen's Road East Hong Kong
<b>Authorised representative</b>	Mr. Hideo Nakamura Suite 806, 8/F, Tower 2 Lippo Centre 89 Queensway Hong Kong
<b>Principal bankers</b>	Mizuho Corporate Bank Ltd. 4-16-13, Tsukishima, Chuo-ku Tokyo, 104-0052 Japan
<b>Company website address</b>	<a href="http://www.sbigroup.co.jp">www.sbigroup.co.jp</a> (The information contained in the website does not form a part of this document).

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## INDUSTRY OVERVIEW

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### ASSET MANAGEMENT

Asset management involves the management of investments by third-party managers on behalf of investors. The asset management industry generally comprises the management of traditional funds including equity funds, fixed income funds and mixed funds, as well as alternative investments such as private equities, venture capital, real estate funds, hedge funds, funds of funds, mezzanine and structured debt funds.

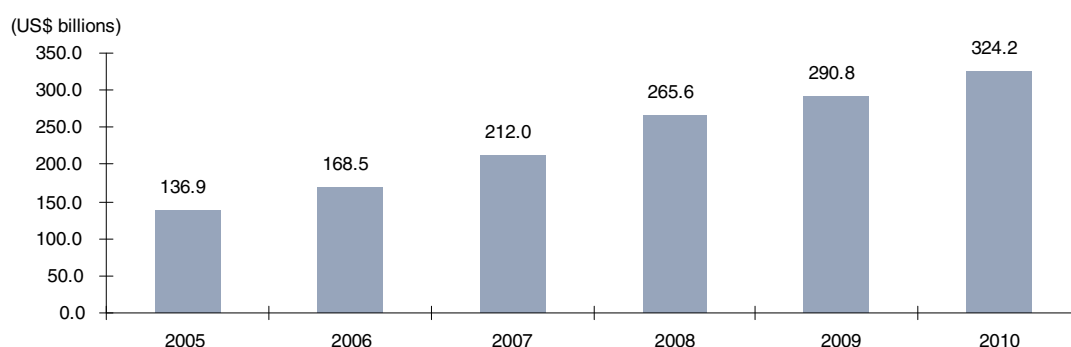
### PRIVATE EQUITY

Private equity funds, broadly defined as being made up of venture capital and buyout funds, generally invest in unlisted securities. Private equity funds are typically limited partnerships with a fixed term. At inception, investors make an unfunded commitment to the limited partnership, which is then drawn over the term of the fund on an “as needed” basis. Private equity fund managers typically earn management fees on committed or contributed capital, transaction and monitoring fees as capital is invested and carried interest based on the net profits of the fund. Carried interest is a share of the capital gains a fund manager gets allocated. Typically, a fund must return all capital contributed by limited partners in addition to any preferential rate of return before the general partner can share in the profits of the fund.

#### Private Equity in Asia

Private equity funds in Asia have experienced significant capital inflows, with over US\$212 billion since 2005. Fresh capital increased from US\$25.0 billion in 2005 to US\$53.5 billion in 2008, although a decline of 52.9% was recorded in 2009 resulting from the global financial crisis. Total aggregate fund pool increased by 136.8% from 2005 to US\$324.2 billion in 2010. The charts below set out the aggregate Asian private equity fund pool and fresh capital during 2005 to 2010.

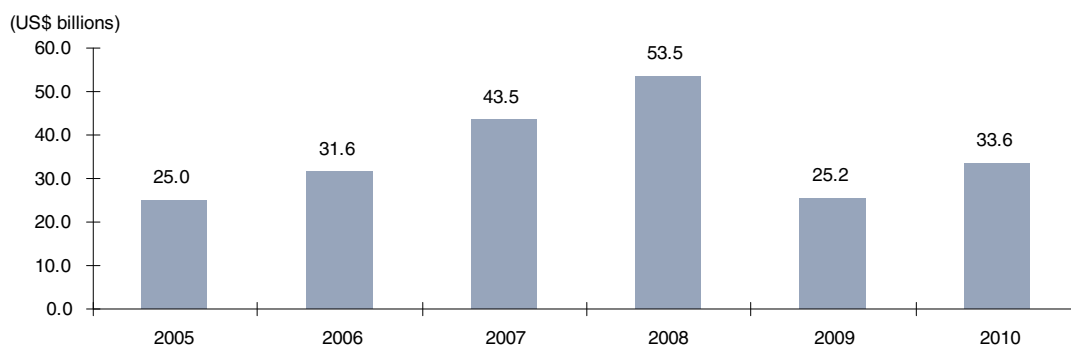
Asian Private Equity Fund Pool — Aggregate (2005 - 2010)



Source: Asia Private Equity Review, 2010 Year End Review

## INDUSTRY OVERVIEW

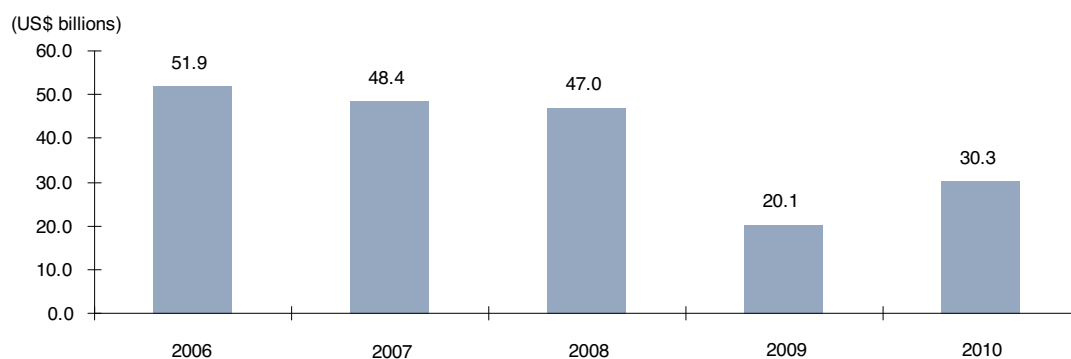
### Fresh capital each year from 2005 to 2010



Source: Asia Private Equity Review, 2010 Year End Review

From 2006 to 2010, the total transaction value of Asian private equity funds reached US\$197.7 billion. During 2009 and 2010, China, Australia, Japan and India were the major destinations for investment allocation. The charts below set forth the annual investment amount and allocation by investment destinations:

### Annual investment amount from 2006 to 2010



Source: Asia Private Equity Review, 2010 Year End Review

### Annual investment committed by destination in 2009 and 2010

(US\$ million)	2009	2010	2009-2010	% of Total
China . . . . .	7,848	9,846	17,694	35.1%
Australia . . . . .	1,205	7,655	8,860	17.6%
India . . . . .	2,585	5,277	7,862	15.6%
Japan . . . . .	3,204	2,094	5,298	10.5%
South Korea . . . . .	3,171	1,058	4,229	8.4%
Indonesia . . . . .	570	1,166	1,736	3.4%
Singapore . . . . .	860	551	1,411	2.8%
Others . . . . .	679	2,647	3,326	6.6%
<b>Total . . . . .</b>	<b>20,122</b>	<b>30,294</b>	<b>50,416</b>	<b>100.0%</b>

Source: Asia Private Equity Review 2010 Year End Review

## INDUSTRY OVERVIEW

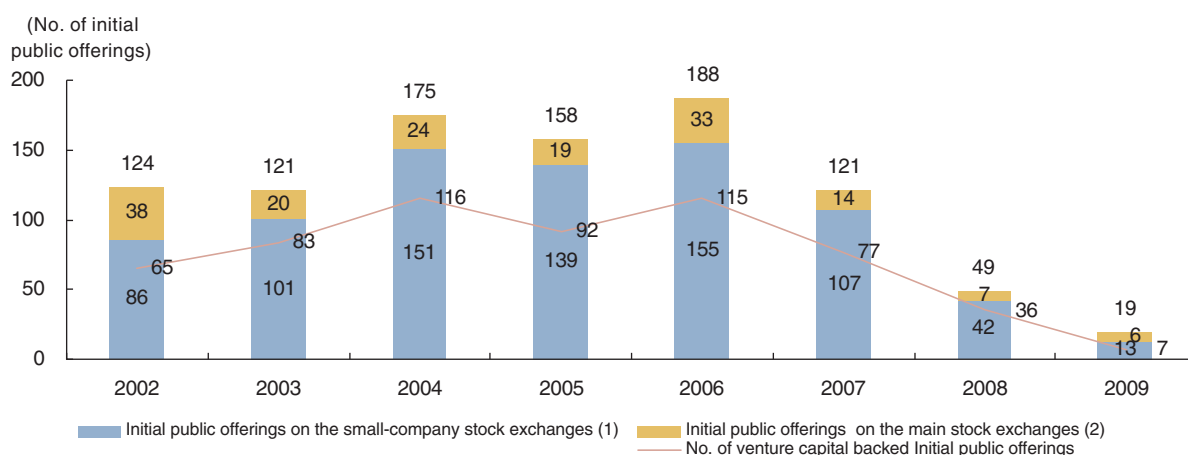
### Private Equity in Japan

#### Venture Capital

Venture capital funds have been an important source of capital for start-up business in Japan. According to Japan Venture Capital Association (JVCA), of the 936 companies that went public in Japan from 2002 to 2008, 62% were backed by venture capital funds. As of 31 March 2009, there were 451 venture capital funds in Japan, with total commitment of ¥1,845 billion.

An initial public offering used to be the key exit strategy of the Japanese venture capital business model. Initial public offering activity in Japan has fallen sharply since 2007, following a surge of 188 initial public offerings in 2006. This decrease in initial public offering activity as well as the economic downturn led to a reduction in new investments. Some venture businesses have attempted to collaborate with foreign capital, shift both production and funding overseas and seek options other than an initial public offering as an exit strategy. The charts below set forth the number of initial public offerings in Japan and venture capital investments committed by Japanese venture capital funds:

Number of initial public offerings on the stock exchanges in Japan from 2002 to 2009



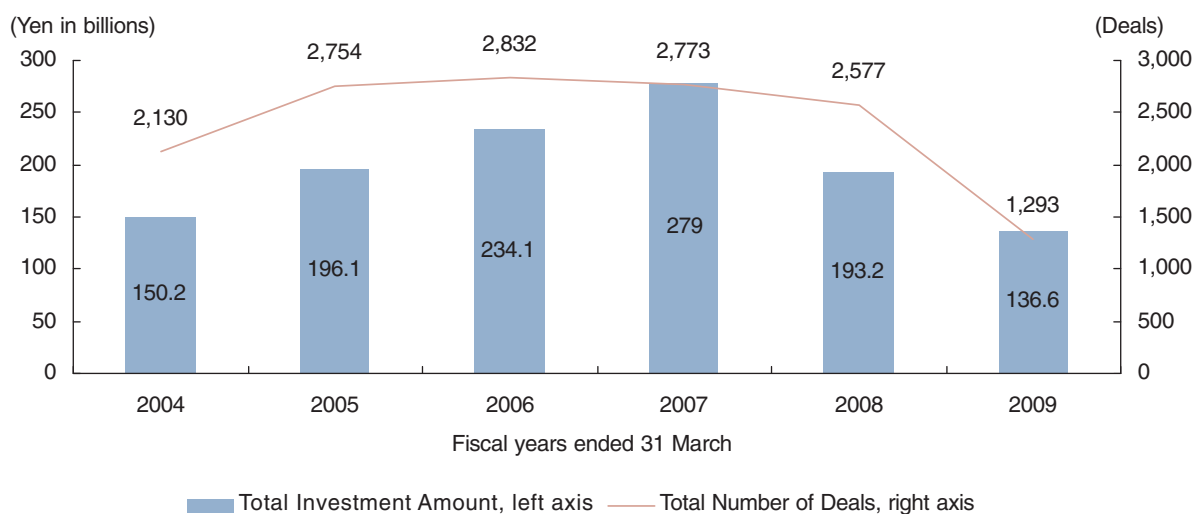
(1) Jasdqa, Mothers (TSE), Hercules (OSE), Centrex (NSE), Q-Board (FSE), Ambitious (SSE), NEO (Jasdaq)

(2) Include TSE1,2 (Tokyo), OSE1,2 (Osaka), NSE1,2 (Nagoya), FSE (Fukuoka), SSE(Sapporo)

Source: Venture Enterprise Centre, Venture Business Review in Japan, 2008-2009, 9 July 2010

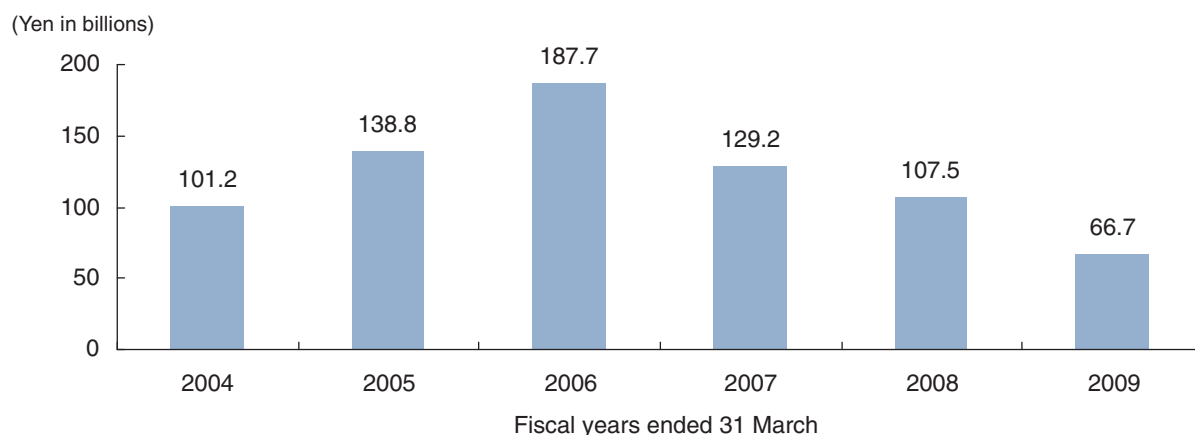
## INDUSTRY OVERVIEW

### Venture capital investments by Japanese venture capital firms from the fiscal year ended 31 March 2004 to the fiscal year ended 31 March 2009



Source: Venture Enterprise Centre, Venture Business Review in Japan, 2008-2009, 9 July 2010

### New investment by Japanese venture capital firms from the fiscal year ended 31 March 2004 to the fiscal year ended 31 March 2009



Source: Venture Enterprise Centre, Venture Business Review in Japan, 2008-2009, 9 July 2010

## Buyout Funds

Buyout funds add value by restructuring operations, by buying opportunistically when companies are selling at less than their intrinsic value, or by capturing gains by adding to or restructuring existing debt. According to Japan Buy-out Research Institute, annual commitment of Japan-focused buy-out funds increased from ¥140 billion in 2003 to ¥507 billion in 2008, with aggregate committed capital of ¥2,369 billion during the period. A total of 100 new funds were set up from 2004 to 2008. Buyout deals in Japan during this period were primarily associated with divestment, turnaround, family succession and taking public companies private.



## INDUSTRY OVERVIEW

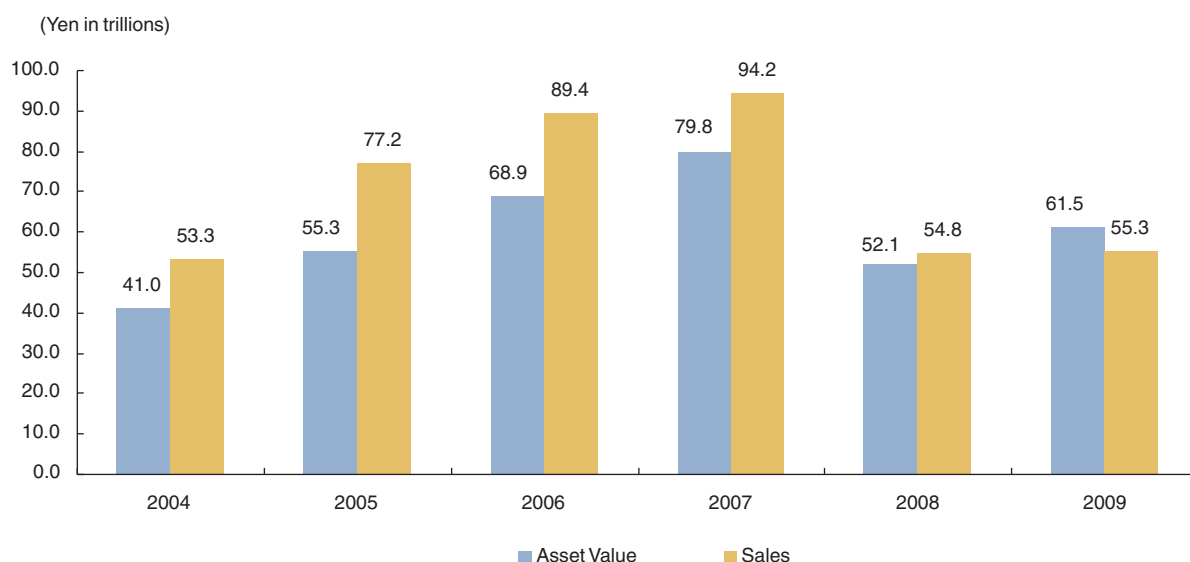
### Mezzanine Funds

Mezzanine funds invest in diversified portfolios of debt securities. Mezzanine financing is a method that typically involves a greater degree of investment risk than the senior financing employed by financial institutions as mezzanine financing is lower in the repayment hierarchy. Types of mezzanine financing include subordinated loans, subordinate corporate bonds, preferred shares, hybrid securities or hybrid loans. Mezzanine securities are used extensively to finance middle-market private companies. Mezzanine debt first emerged in Japan around 1998, when sponsor-led buyout deals were still new and senior loan banks were reluctant to lend to the risky structures backing the deals.

### TRADITIONAL FUNDS IN JAPAN

An investment trust is a financial service organization engaged in the business of investing funds on behalf of an unspecified number of individual beneficiaries (investors of investment trust) who enjoy equal rights. The total net assets of all publicly offered securities investment trusts in Japan reached the record high of ¥79.8 trillion at the end of 2007. They declined to ¥52.1 trillion at the end of 2008 largely because the total net assets of stock funds declined due to the bankruptcy of Lehman Brothers, but recovered to ¥61.5 trillion at the end of 2009. As of 31 December 2009, the net assets of publicly offered securities investment trusts accounted for 64.54% of total net assets of investment trusts and investment companies in Japan (excluding privately placed investment trusts other than securities investment trusts).

Sales and asset value of publicly offered securities investment trust  
in Japan from 2004 to 2009



Source: Compiled from statistics of The Investment Trust Association

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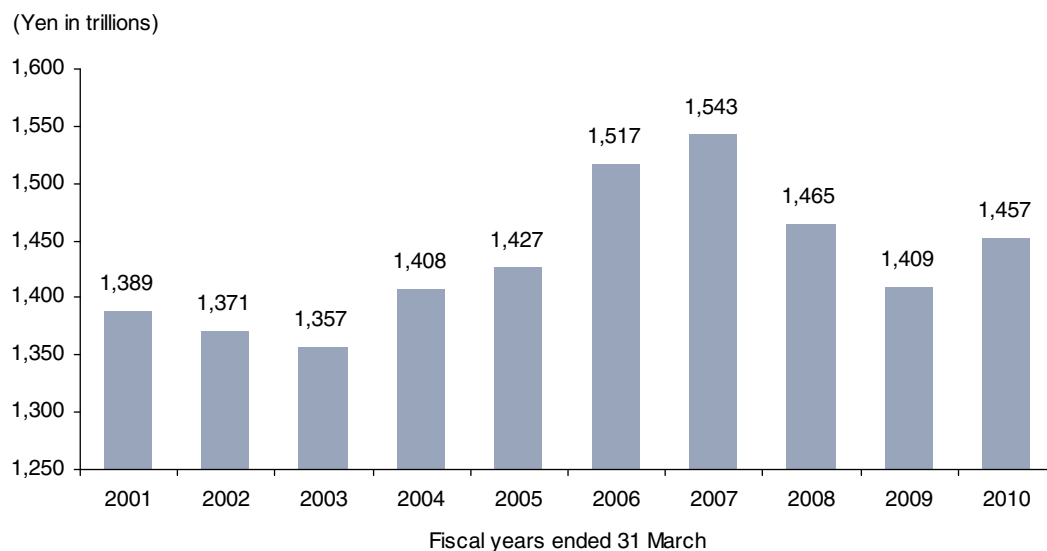
## INDUSTRY OVERVIEW

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### HOUSEHOLD FINANCIAL ASSETS IN JAPAN

Financial assets held by households amounted to ¥1,442 trillion as of 30 September 2010. The majority of the assets were in currency and deposits (55.5%), followed by insurance and pension reserves (27.4%), while investments in securities and investment trusts accounted for 12.8% of total financial assets held by households.

Financial Assets held by household in Japan



Source: Bank of Japan, Flow of Funds Annual Statistics

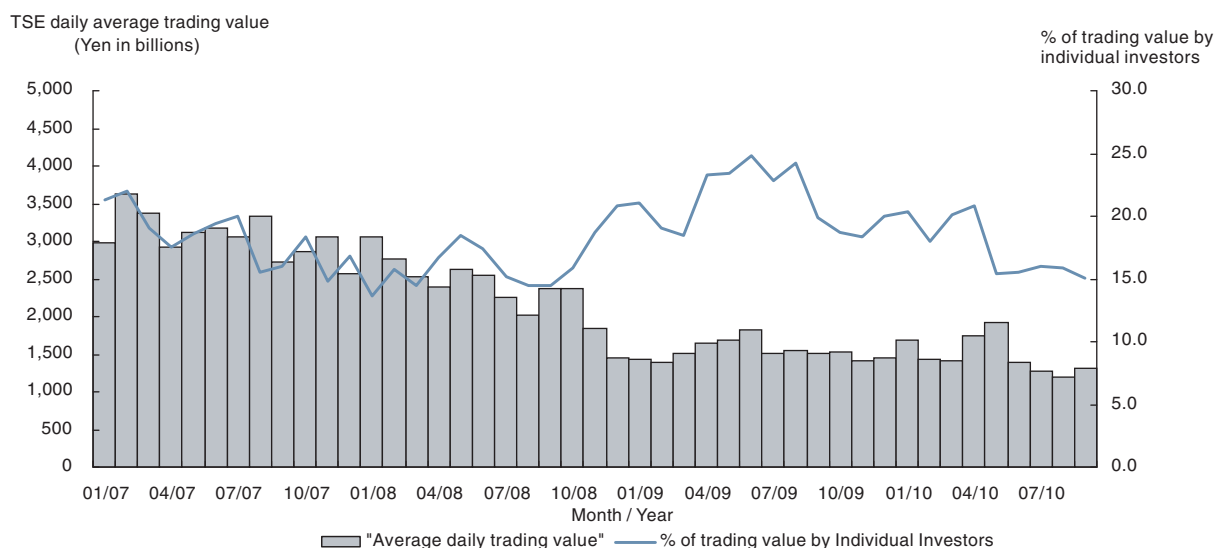
### RETAIL SECURITIES IN JAPAN

Japan was the second largest capital market in the world in 2009, in terms of market capitalization, with market capitalization and trading value reaching ¥329.0 trillion and ¥389.9 trillion, respectively. Average daily trading value decreased from a peak of ¥3,271.4 billion in 2007 to ¥1,604.6 billion in 2009 amid the global financial turmoil.

## INDUSTRY OVERVIEW

Individual investors in Japan constitute an important investor base for stock investment in Japan. Stock holdings by domestic individual investors represented around 20%, on market value basis, of total stock holdings among all investor types. Trading value by individual investors accounted for approximately 18%, 16% and 21% of total annual trading value of the TSE in 2007, 2008 and 2009, respectively.

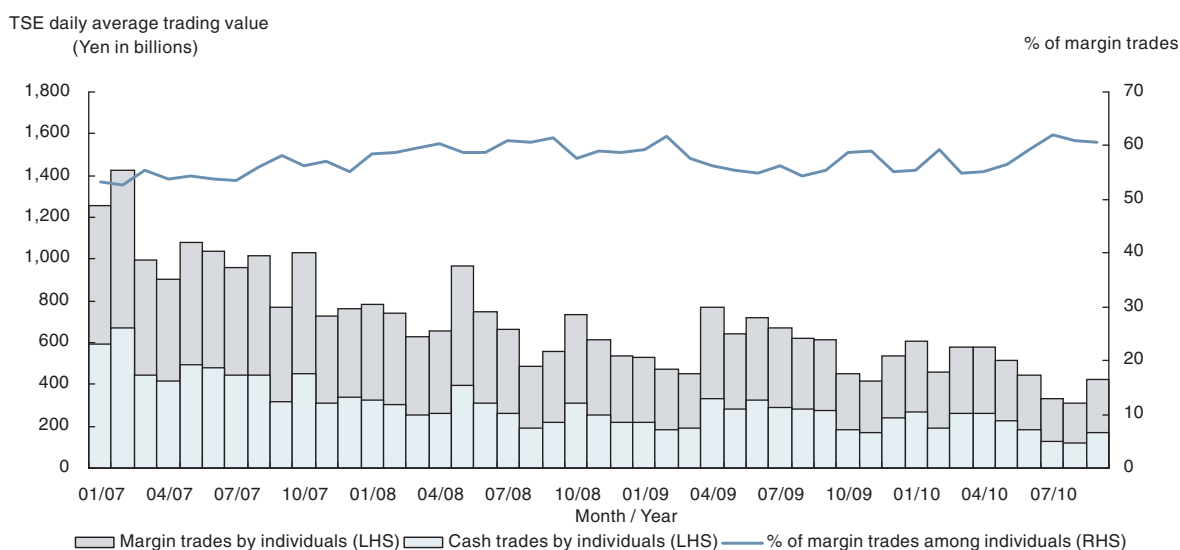
### Daily average trading value and share of trading by individual investors on the TSE



Source: Compiled from Monthly Statistics Reports of TSE

Individual investors are also active in margin trading, with margin trading accounting for over 50% of equity trading value from 2007 to 2009 and increasing to 60% in September 2010.

### Average daily trading value with breakdown of cash trades and margin trades by individual investors on the TSE

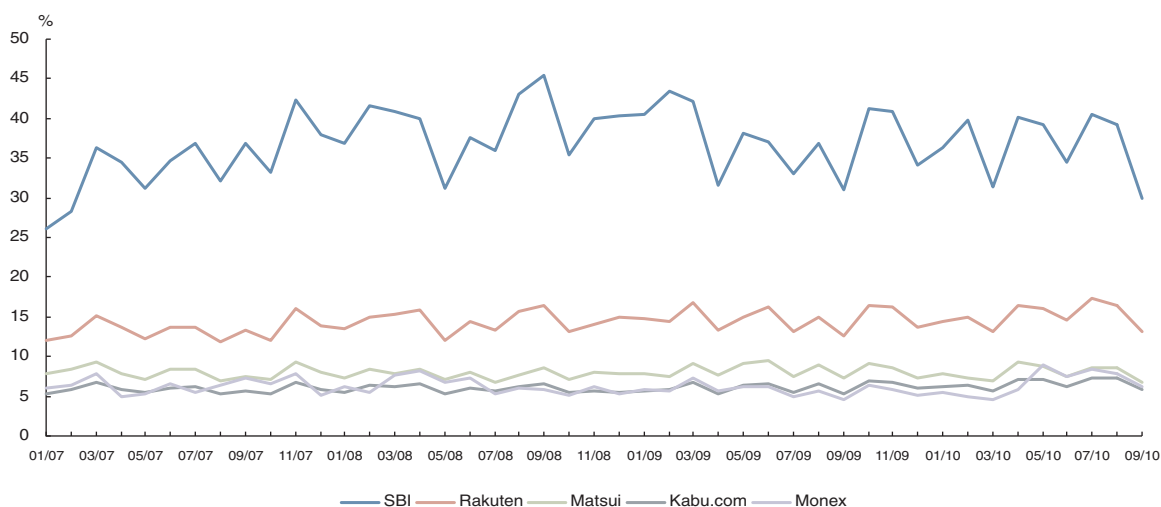


Source: Compiled from Monthly Statistics Reports of TSE

## INDUSTRY OVERVIEW

The retail securities brokerage industry in Japan is extremely competitive. The FSA allowed online brokering to begin in 1998 and following the complete deregulation of brokerage commissions in Japan in October 1999, online brokerage firms and online accounts in Japan have increased rapidly. Online trading is now the dominant trading channel used by domestic individual investors. Among all industry players in Japan, online securities companies captured over 70% of the annual total individual trade in 2008 and 2009. Our Group subsidiary, SBI SECURITIES is the dominant market leader in retail securities brokerage in Japan. Other major online brokerage firms in Japan include Rakuten, Matsui, Kabu.com and Monex.

### Market shares of the major online securities firms in Japan in terms of individual trading value\*



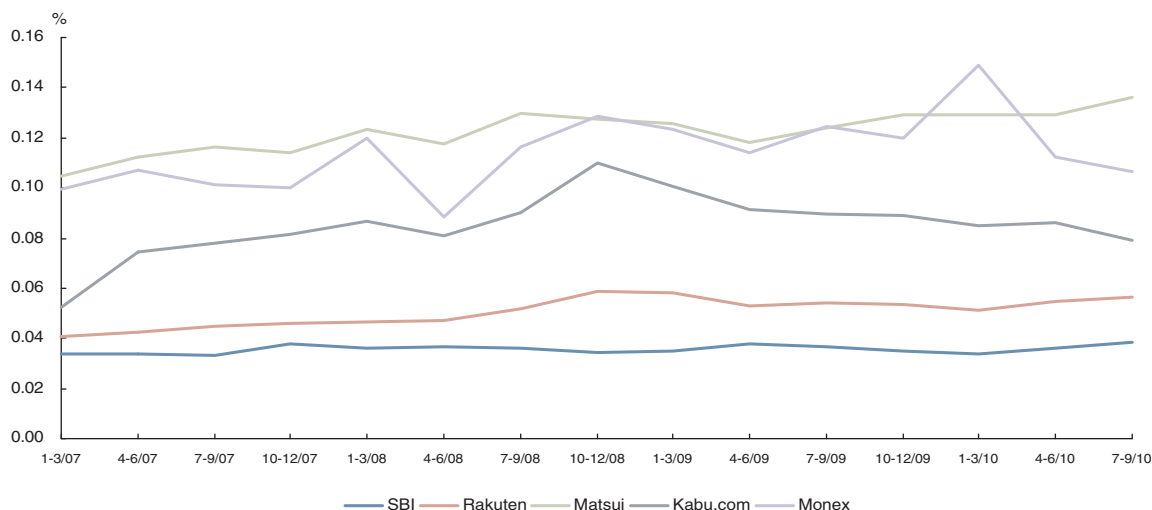
*Note:* Including TSE (1<sup>st</sup> section, 2nd Section, Mothers, Nagoya, Osaka) and JASDAQ in calculating individual trading value of the market

Sources: Compiled from monthly statistics disclosed by each company, and Monthly Statistics Reports of TSE and JASDAQ

## INDUSTRY OVERVIEW

Online brokerage firms offer smaller commission rates compared to traditional securities houses. The major online securities firms in Japan have adopted different pricing strategies to capture trades by individual investors. The average stock commission rates offered ranged from 0.039% to 0.146% from July 2010 to September 2010. We offer the lowest level commission rate in the market compared to other major competitors. We believe that the commission rates in the market have been relatively stable and reached record lows in the past few years and providing differentiated service offerings and customer services will become increasingly important in this market.

Average stock commission rates of the major online securities firms in Japan



Sources: Compiled from financial data disclosed by each company

### PROPRIETARY TRADING SYSTEMS IN JAPAN

Proprietary trading systems (PTS) are electronic markets established by securities firms and provide alternative trading execution venues to exchanges. PTS can often execute trades at better prices and beyond normal market trading hours. Japan's first PTS was established in 1998, but Japanese PTS trading volume grew slowly before picking up sharply in October 2008 when several PTS's initiated trading during regular market hours. This change led to an increase in domestic PTS use by foreign investors. PTS's have seen dramatic growth in trading value, with their share of exchange-listed stocks' total trading value increasing from 0.39% in January 2009 to 1.47% in December 2010. With the operation of Arrowhead and Japan Securities Clearing Corp's clearing and settlement for trades executed via PTS's, Japan's PTS market is expected to gain more widespread popularity. As of 31 December 2010, there are seven PTS providers in Japan, including SBI Japannext, our Group subsidiary, Chi-X, Kabu.com, Matsui, Monex, Daiwa Securities Group and Instinet Japan. According to data from company disclosures and Proprietary Trading System Information System, SBI Japannext is the market leader with a trading value equivalent to approximately 50.45% of all PTS trades in December 2010.

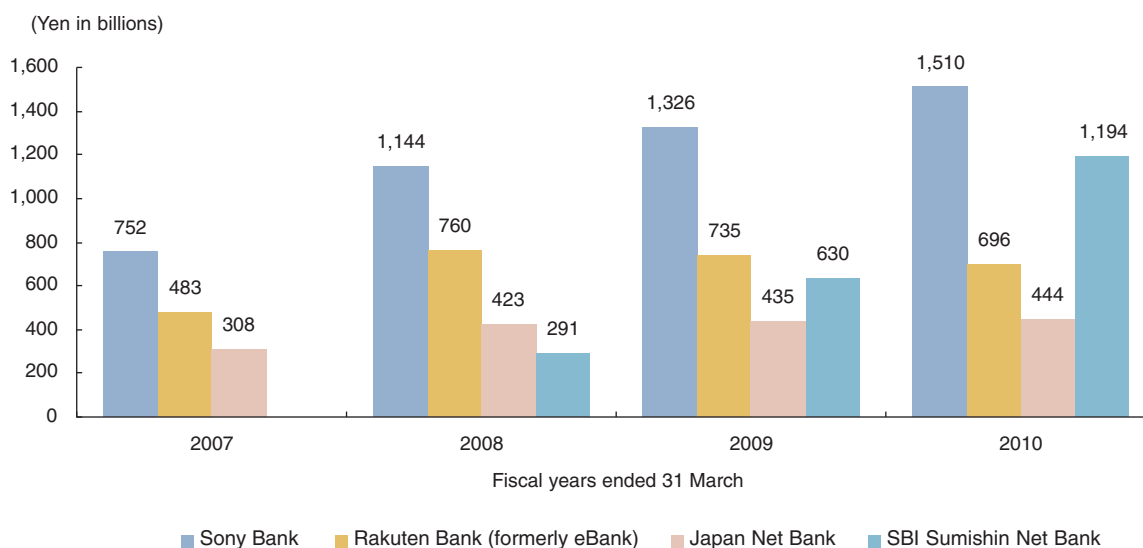
### INTERNET BANK IN JAPAN

Internet-based banks entered the Japanese retail banking sector in 2000. Their primary service offerings include deposits, settlement services and loan products. These banks generally compete with the traditional bricks and mortar retail banks by offering higher deposit rates, lower lending rates and lower service fees. As of 31 March 2010, there were four major Internet-based banks in Japan, including SBI Sumishin Net Bank (an equity-method affiliate of our Group and joint

## INDUSTRY OVERVIEW

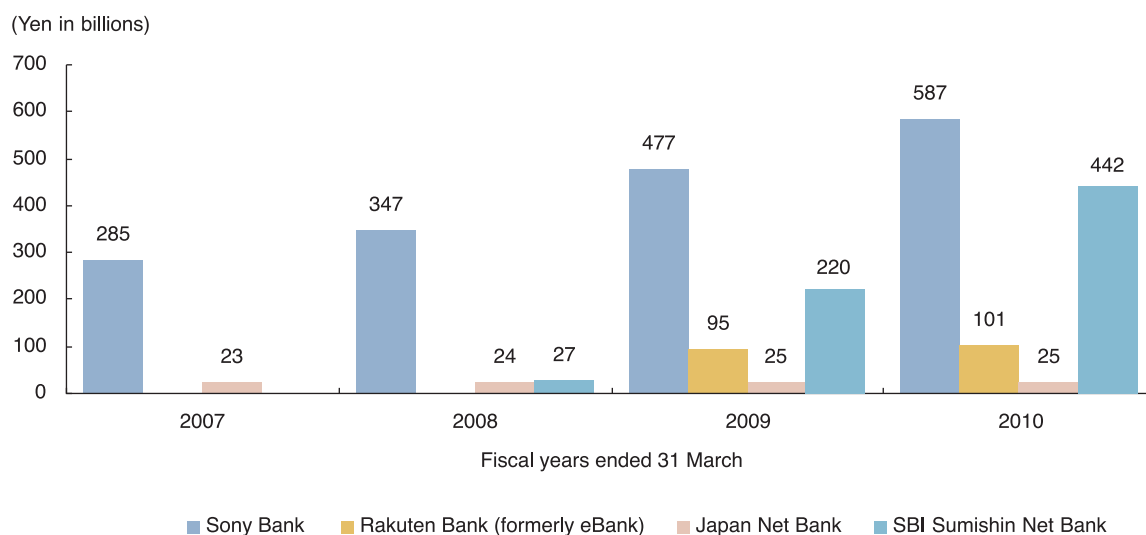
venture with Sumitomo Trust & Banking), Sony Bank, Rakuten Bank (formerly eBank) and Japan Net Bank. As of 31 March 2010, the total outstanding deposits of these four Internet-based banks reached ¥3,844 billion, representing an increase of 35.6% CAGR from ¥1,543 billion as of 31 March 2007. The total outstanding loan balance of these four Internet-based banks as of 31 March 2010 was ¥1,155 billion, an increase of 276% from 31 March 2007. The charts below set forth the total outstanding deposits and loan balance of these four Internet-based banks in Japan:

### Outstanding deposits of the major Internet-based banks in Japan



Sources: Disclosures by each company

### Outstanding loan balance of the major Internet-based banks in Japan



Sources: Disclosures by each company

Sony Bank, a subsidiary of Sony Financial Holdings, which commenced operation in 2001, is the market leader among the major Internet-based banks in terms of outstanding deposits and loan balances. We commenced operation in September 2007 and emerged to be the second largest player by the fiscal year ended 31 March 2010, in terms of both deposit and loan balances driven by a rapid growth in customer base. We believe that the Internet banking business in Japan

## INDUSTRY OVERVIEW

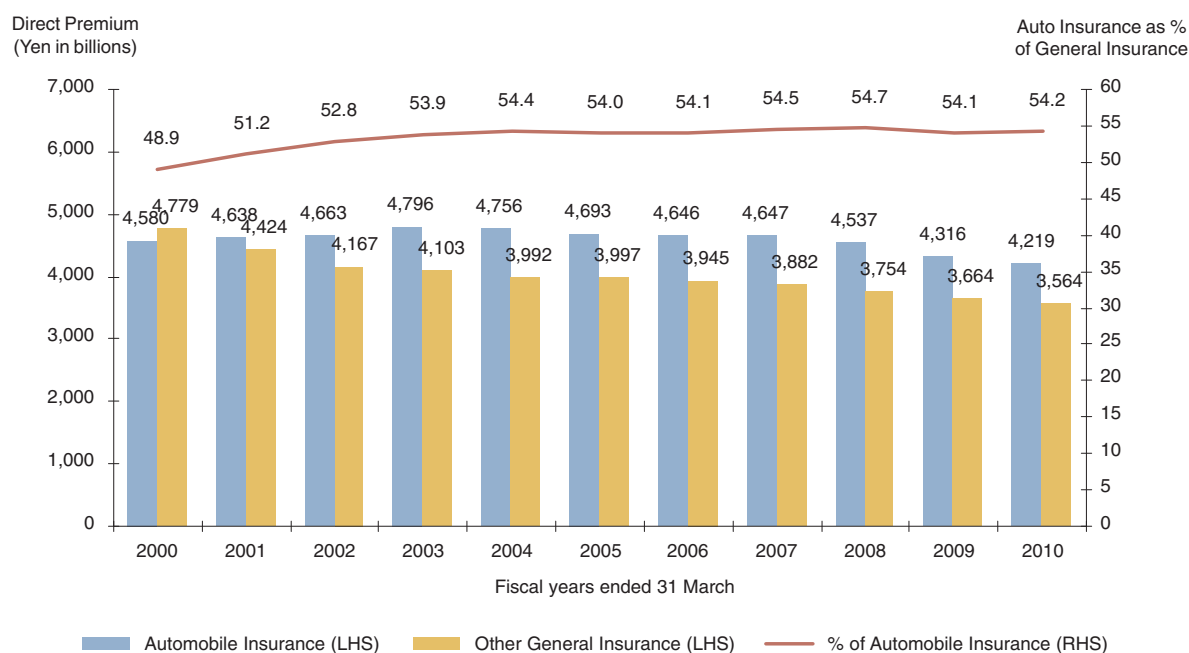
is a highly competitive industry as many traditional Japanese banking institutions, which have much larger customer bases, have also expanded, and continue to expand, their Internet banking services. We believe that market players will compete on broader and more appealing product offerings in order to grow their asset base.

### GENERAL INSURANCE IN JAPAN

The general insurance market in Japan has decreased steadily in the past 10 years, with total direct premium decreasing by about 16.8% from ¥9,359 billion in the fiscal year ended 31 March 2000 to ¥7,784 billion in the fiscal year ended 31 March 2010.

We offer Internet-based non-life insurance with a primary focus on automobile insurance in Japan. Automobile insurance is the largest sector, accounting for over 50% of the total general insurance market. Direct premium of automobile insurance has remained relatively stable over the past 10 years, and was approximately ¥4,219 billion for the fiscal year ended 31 March 2010. The chart below sets forth the direct premium trends of automobile insurance and other general insurance from the fiscal year ended 31 March 2000 to the fiscal year ended 31 March 2010.

Direct premium of automobile insurance and other general insurance in Japan



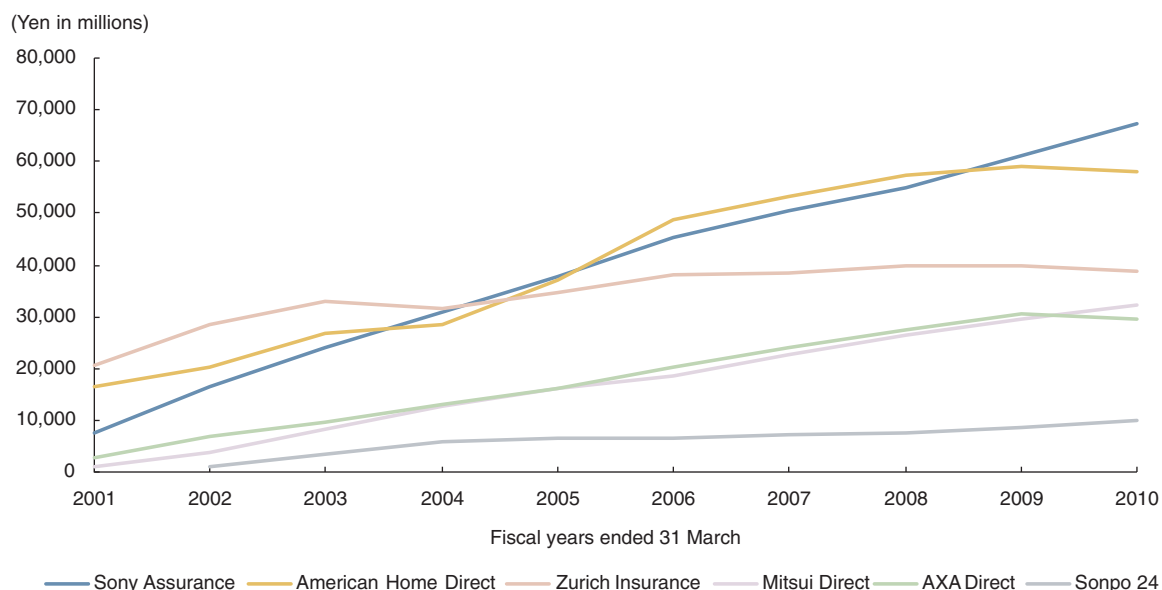
Source: The General Insurance Association of Japan, Fact Book 2008-2009, January 2010 and Fact Book 2009-2010, November 2010.



## INDUSTRY OVERVIEW

We compete against other insurers that sell their policies through sales agents as well as insurers that sell their policies through direct marketing via the Internet. The major direct marketing-type insurers in Japan include Sony Assurance, Zurich Insurance, American Home Direct, Mitsui Direct, AXA Direct and Sonpo 24. Net premium underwritten by these six players increased by a 19.3% CAGR from ¥48 billion in the fiscal year ended 31 March 2000 to ¥236 billion in the fiscal year ended 31 March 2010. The chart below sets forth insurance premium revenues for the major direct marketing-type insurers in Japan:

Net premium of the major direct marketing-type insurers in Japan



Sources: Disclosures by each company

We believe that competition in the non-life insurance business is based on a number of factors, including customer service, claims resolution, pricing and marketing methods. Our Group subsidiary, SBI Insurance, which commenced operations in January 2008, was ranked number one for the second consecutive year in the Diamond Weekly’s “Automobile Insurance Premium Ranking” (14 March 2009 and 20 March 2010 issues) with the lowest premiums.

As of 31 October 2010, a total of 51 general insurance companies were operating in Japan. A total of 29 companies were licensed as domestic insurers, including 5 foreign capital domestic insurers, while 22 companies were licensed as foreign insurers. The major distribution channel of general insurance is agents, followed by direct distribution and brokers, each accounting for 92.3%, 7.4% and 0.3% of total direct premiums, respectively, for the fiscal year ended 31 March 2010.

## INDUSTRY OVERVIEW

### LIFE INSURANCE IN JAPAN

New business for individual insurance in Japan has been falling since peaking in fiscal year ended 31 March 1994 due to a significant decrease in the amount of death benefit products and a shrinking market size stemming from the declining birth rate and aging population of Japan. The amount of new business was ¥54.0 trillion for the fiscal year ended 31 March 2009, representing a decrease of approximately 40.8% over ¥91.2 trillion in the fiscal year ended 31 March 2005. The amount of individual life policy in force decreased to a lesser extent by 16% from ¥1,112.2 trillion to ¥933.0 trillion during the same period. Nonetheless, premium income of individual insurance was relatively stable during the period, amounting to ¥15.0 trillion for the fiscal year ended 31 March 2009.

### CREDIT CARDS IN JAPAN

Credit card issuance and spending are growing in Japan while card advances and consumer loans (i.e. revolving balances) are in decline. According to the Consumer Credit Industry Association, there were over 322 million credit cards outstanding in Japan as of 31 March 2010, an increase of approximately 11.5% over 2004. Card issuance in Japan is dominated by three main groups: banks (39.4%), retail conglomerates (29.3%) and consumer finance companies (19.9%).

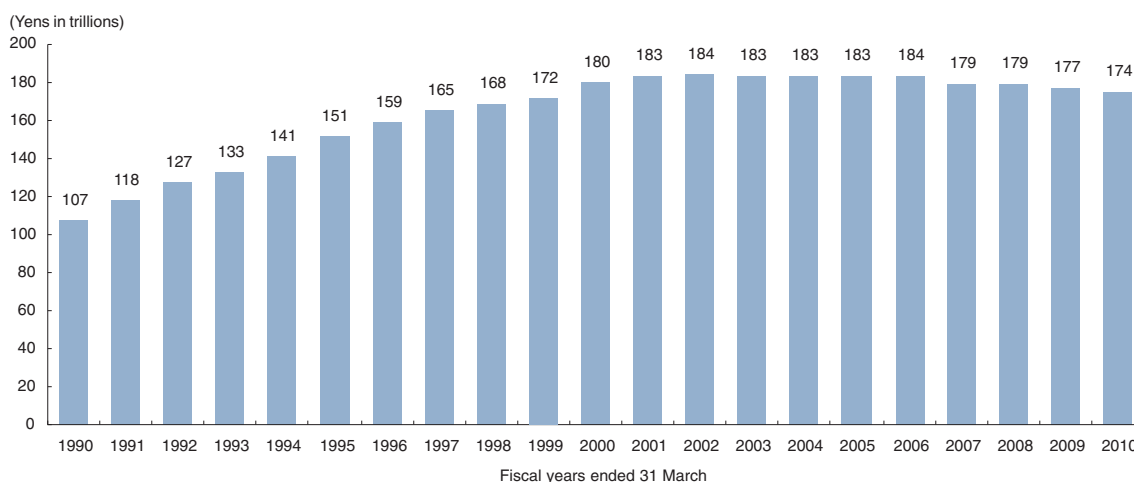
### PAYMENT PROCESSING AND SETTLEMENT IN JAPAN

B2C e-commerce is growing rapidly in Japan. According to The Ministry of Economy, Trade and Industry (METI), Japan's B2C ecommerce market was worth ¥6.1 trillion in 2008, reflecting an increase of 38.6% from ¥4.4 trillion in 2006. The B2C market as a percentage of all commerce increased from 1.3% in 2006 to 1.8% in 2008. The Group believes that online payment settlement will continue to grow driven by the growth of B2C e-commerce in Japan.

### HOUSING LOANS IN JAPAN

The housing loan market in Japan is relatively stable, with a total outstanding personal housing loan balance of ¥174 trillion as of 31 March 2010. New personal housing loans in Japan have decreased from ¥36.4 trillion as of 31 March 1996 to ¥18.9 trillion of 31 March 2010.

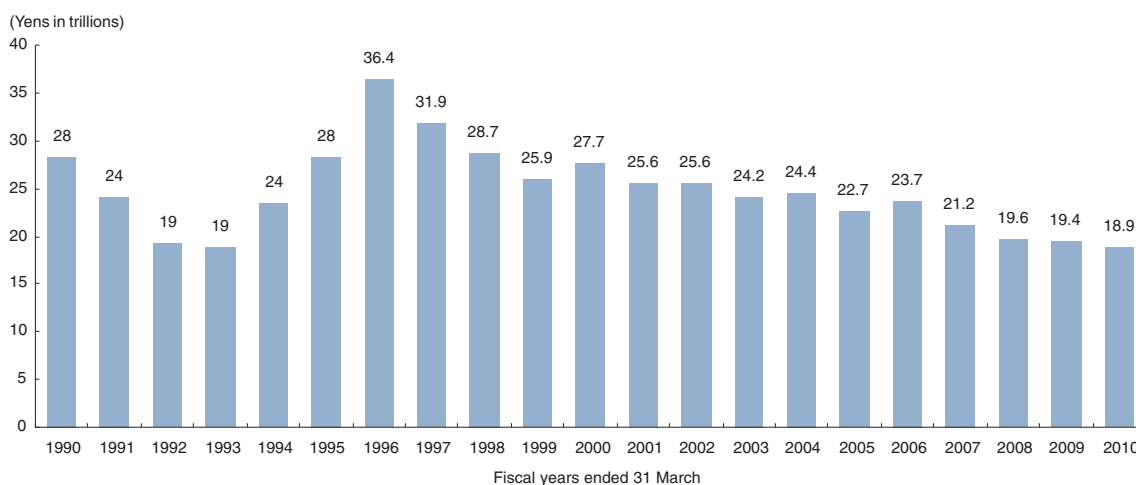
Outstanding balance of housing loans in Japan



Source: Compiled from statistics of Japan Finance Housing Agency

## INDUSTRY OVERVIEW

### New housing loans in Japan



Source: Compiled from statistics of Japan Finance Housing Agency

Most housing loans are variable interest rate loans with fixed terms of three, five or ten years, with about 60% to 70% of loans less than five-year fixed rate. Housing loans in Japan are offered by both financial institutions and non-bank companies, with domestic banks accounting for 75% of new loans amount and 58% of the total outstanding balance as of 31 March 2010. Government Housing Loan Corporation (“**GHLC**”), currently known as Japan Housing Finance Agency (“**JHFA**”), formerly provided long-term fixed-rate housing loans directly to the general public until April 2007. JHFA now provides securitization to private financial institutions in order to generate a steady supply of long-term fixed-rate housing loans and also purchases Flat 35 loans, provided by contracted financial institutions. A Flat 35 loan is a long-term fixed-rate loan that can be repaid between 15 to 35 years.

Our Group subsidiary, SBI Mortgage, is one of the contracted financial institutions participating in Flat 35. As of 31 March 2010, there were 338 contracted financial institutions participating in Flat 35 and a total new purchased loan amount of ¥1,012.7 billion, which accounted for 5.4% of total new personal loan amount in Japan. SBI Mortgage had ¥147.8 billion in Flat 35 loans issued and held a 14.7% market share, the largest share among 339 institutions as at 30 September 2010, with the industry’s lowest interest rate for Flat 35 loans.

### **REAL ESTATE INVESTMENT AND DEVELOPMENT IN JAPAN**

The real estate market in Japan was stagnant amid the global financial crisis. The number of real estate sales has been recovering since bottoming out in early 2009. The condominium market has recovered steadily from the inventory contraction that began in January 2009. The new housing market, consisting primarily of owner-occupied, rental housing and built-for sale housing, is also recovering from 2009. However, the office market has yet to show signs of recovery, with the average vacancy rate in the five central wards of Tokyo trending around 9%. The vacancy rate for new buildings in Tokyo’s CBD, a leading indicator of office market rents, fell to 13.63% in December 2010 from a peak of 40.61% in June 2010, partly as a result of rent reductions in large office buildings.

## **INDUSTRY OVERVIEW**

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### **SOURCES OF INFORMATION**

#### ***Asia Private Equity Review***

Asia Private Equity Review is a monthly publication published by the Centre for Asia Private Equity Research Ltd (“Asia PE Research”). Asia PE Research is an independent Hong Kong based organization founded in 1993. It offers independent news and research, education and experienced insight into the Asian private equity/venture capital investment community. Core activities include publications, research and consulting, and training and events. Asia PE Research and the Asia Private Equity Review are regularly quoted in established business publications.

#### ***Japan Venture Capital Association***

Japan Venture Capital Association (“JVCA”) was established in 2002. Major activities include survey and research on VC market and venture business, proposals on VC policy, regulation and accounting matters, public relations, conference and regular networking events for members, collaboration with venture support organizations, including governments, capital market-related institutions, and academia, education programs for venture capitalists and entrepreneurs, and cooperation with foreign VC associations. Its members include VC firms and Venture business supporting organizations.

#### ***Venture Enterprise Center***

Venture Enterprise Center was established in 1975 as an enterprise licensed by the Ministry International Trade and Industry. Its major activities include conducting and disseminating research reports on venture capital investment, providing policy recommendation, promoting international exchange and fostering supporting environment for entrepreneurial business.

#### ***The Investment Trust Association, Japan***

The Investment Trusts Association, Japan, was established in July 1957 under a license of the Minister of Finance, given pursuant to Article 34 of the Civil Code. The purpose of the Association is to protect investors and to contribute to the sound development of investment trusts and investment companies. Members include investment trust management companies, securities companies, registered financial institutions such as banks and insurance companies to distribute securities investment trusts, and the trust company that would act as the trustee of investment trusts of trustee-managed type.

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## HISTORY AND CORPORATE STRUCTURE

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### HISTORY

We were incorporated under the laws of Japan on 8 July 1999 as SOFTBANK INVESTMENT CORPORATION under the Companies Act and as a subsidiary of the SOFTBANK group of companies with the object of operating as a venture capital and business development company, principally in the Internet sector. We listed on NASDAQ Japan (the predecessor to the JASDAQ market) in December 2000 (this listing was moved to the First Section of the OSE in November 2002) and we obtained a listing on the First Section of the TSE in February 2002. Our name was changed to SBI Holdings, Inc. in July 2005. In August 2006, our Company became independent from the SOFTBANK Group of companies operated by SOFTBANK CORP.

Since our incorporation, our business has expanded from its origins in venture capital and business development to embrace other Internet-based financial services businesses through a number of mergers and acquisitions and via organic growth. Most significantly, in November 1999, our Company acquired Softbank Ventures Inc. (currently SBI Investment Co., Ltd.); In June 2003, we merged with E\*TRADE Japan K.K. (as a result of which E\*TRADE SECURITIES Co., Ltd. (since renamed SBI SECURITIES Co., Ltd.) became one of our subsidiaries); In October 2003, we acquired WORLD NICHIEI Securities Co., Ltd; In February 2004, we acquired GOOD Mortgage Corporation (currently SBI Mortgage Co., Ltd.) as a result of the acquisition of Finance All Corporation; and in July 2004, Morningstar Japan K.K. became one of our subsidiaries. In terms of organic growth, in September 2007, we launched SBI Insurance Co., Ltd., and in January 2008 we launched SBI Sumishin Net Bank, Ltd., a joint venture with The Sumitomo Trust and Banking Co., Ltd., to enhance our Internet-based financial services platform.

Our Group has expanded its business overseas through our representative offices in Beijing, Shanghai, Moscow and Hanoi and also through our subsidiaries in Singapore and Hong Kong. We continue to expand our existing business and investments overseas through acquisitions and the formation of joint ventures with overseas partners.

### Key Milestones of the Company

The key milestones in the development of the Group are set out below.

#### 1999

July	SOFTBANK INVESTMENT CORPORATION was established in Chiyoda-ku, Tokyo to undertake venture capital and business development in the Internet sector.
November	Acquired Softbank Ventures, Inc. (since renamed SBI Investment Co., Ltd.).

#### 2000

December	Listed on NASDAQ Japan.
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#### 2002

February	Listed on First Section of the TSE.
November	Listed on First Section of the OSE.

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## HISTORY AND CORPORATE STRUCTURE

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### 2003

- June Merged with E\*TRADE Japan K.K.
- October Acquired WORLD NICHIEI Securities Co., Ltd. (since renamed SBI Securities Co., Ltd.).
- December Acquired Nissho Iwai Securities Co., Ltd. (since renamed SBI E\*TRADE SECURITIES Co., Ltd.).

### 2004

- February Acquired GOOD Mortgage Corporation (since renamed SBI Mortgage Co., Ltd.).
- June Acquired E\*TRADE Korea Co., Ltd. to become a subsidiary of the Company.
- July Acquired Morningstar Japan K.K.
- October VeriTrans Inc. (renamed to SBI VeriTrans Co., Ltd.), a subsidiary of the Company, was listed on the Hercules market of the OSE.
- November E\*TRADE SECURITIES Co., Ltd. (since renamed SBI E\*TRADE SECURITIES Co., Ltd.), a subsidiary of the Company, was listed on JASDAQ.

### 2005

- July Changed name to SBI Holdings, Inc.
- September Established Beijing Representative Office.

### 2006

- August Became independent of the SOFTBANK group of companies.
- August Gomez Consulting Co., Ltd., a subsidiary of Morningstar Japan K.K., was listed on the Hercules market of the OSE.

### 2007

- February E\*TRADE Korea Co., Ltd., a subsidiary of SBI E\*TRADE SECURITIES Co., Ltd., was listed on the KOSDAQ market in Korea.
- September SBI Sumishin Net Bank, Ltd. obtained a banking business licence and commenced business.

### 2008

- July SBI E\*TRADE SECURITIES Co., Ltd. renamed to SBI SECURITIES Co., Ltd.

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## HISTORY AND CORPORATE STRUCTURE

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August	SBI SECURITIES Co., Ltd. became a wholly-owned subsidiary.
September	Phnon Penh Commercial Bank Limited, a joint venture with Hyundai Suisse Group in Cambodia, received approval from the Securities and Exchange Commission of Cambodia to begin operations.
December	SBI Hong Kong Co., Limited established as a registered investment base in Hong Kong.

### 2009

January	Established MASDAR-SBI Fund, L.P., a joint venture with the Abu Dhabi based fund Masdar Clean Tech Fund.
April	SBI VeriTrans Co., Ltd. launched “Buy-J.com,” one-commerce platform targeting Chinese consumers.

### 2010

June	Acquired KTIC Global Investment Advisory Co., Ltd. (renamed to SBI Global Investment Co., Ltd.), a South Korean company listed on KOSDAQ, and converted it into a subsidiary.
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### 2011

August (scheduled)	To acquire outstanding shares of SBI VeriTrans Co. Ltd. by way of the Share Exchange and make it a wholly-owned subsidiary.
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### Acquisition of SBI VeriTrans by the Company by way of Share Exchange

The Company and SBI VeriTrans, which is a consolidated subsidiary of the Company listed on the Hercules market of the OSE (currently the named the JASDAQ market of the OSE), agreed on 24 February 2011 that the Company would make SBI VeriTrans a wholly-owned subsidiary of the Company by way of a share exchange (*kabushiki kokan*) (the “**Share Exchange**”), subject to shareholder approval at SBI VeriTrans’ annual general meeting, SBI VeriTrans shares are scheduled to be delisted from the JASDAQ market on 27 July 2011 and SBI VeriTrans will become a wholly-owned subsidiary of the Company on 1 August 2011 (the effective date of the Share Exchange). As the total value of shares and other assets of the Company, which are to be distributed to shareholders of SBI VeriTrans as consideration for the Share Exchange is equal to or less than 20% of the net assets of the Company, the Company is not required to obtain Shareholders’ approval for the Share Exchange under the Companies Act.

The Company will issue new Shares to the shareholders of SBI VeriTrans (other than the Company) stated or recorded in the shareholders’ register of SBI VeriTrans immediately prior to the Share Exchange coming into effect as consideration for the acquisition of SBI VeriTrans. 4.7 shares of the Company’s common stock will be allocated and delivered for every one share of SBI VeriTrans’ ordinary shares. Since all of the Treasury Shares held by SBI VeriTrans are to be cancelled immediately prior to the effective date of the Share Exchange, and any of the Outstanding SARs issued by SBI VeriTrans may be exercised before the effective date of the Share Exchange, the number of shares to be delivered pursuant to the Share Exchange has not yet been finalised.



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## HISTORY AND CORPORATE STRUCTURE

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To ensure that the share exchange ratio was fair and appropriate, each company appointed an independent third party valuation organisation to calculate the ratio. The Company appointed KPMG FAS Co., Ltd. and SBI VeriTrans appointed Ernst & Young Shinnihon Tax. They determined that the share exchange ratio noted above would be in the interests of the shareholders of each of the Company and SBI VeriTrans. The Company and SBI VeriTrans discussed and determined the share exchange ratio at their respective Board meetings with their independent Statutory Auditors in attendance. To avoid potential conflicts of interest, Yoshitaka Kitao, who is a Director of SBI VeriTrans and also serves as the Representative Director and the Chief Executive Officer of the Company, and Takashi Okita, who is the Representative Director of SBI VeriTrans and also serves as a Director of the Company, did not participate in discussions or vote on the Share Exchange at either of the Board meetings of the Company or SBI VeriTrans, each of which were held on 24 February 2011. In addition, when considering the Share Exchange, SBI VeriTrans received an opinion letter from Toshihide Ito on 23 February 2011, the independent Statutory Auditor of SBI VeriTrans, who has no interests in common with the controlling shareholders of SBI VeriTrans, which stated that “the Share Exchange is not detrimental to the interests of minority shareholders”.

### ORGANIZATION

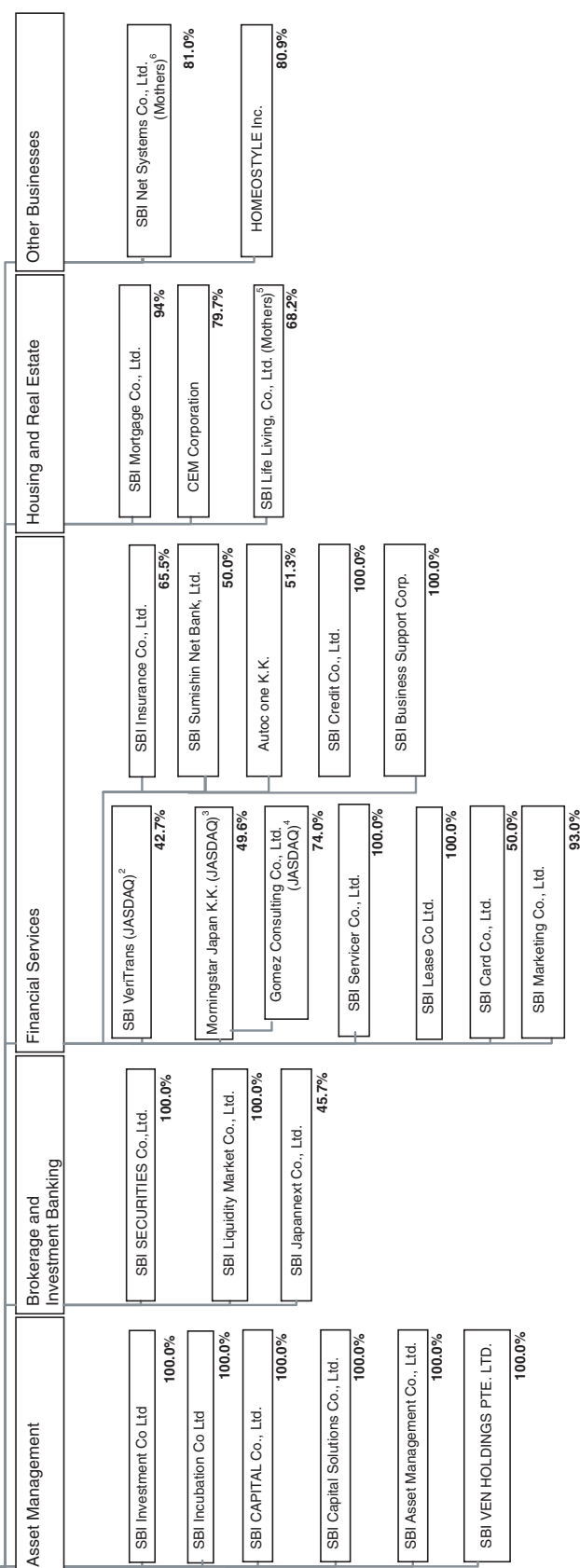
Our Company is the holding company of all of the companies in our Group and its assets substantially comprise of shares these companies.

Our Group is divided into our five operational business segments, being (i) our asset management business, which primarily involves the operation of domestic and overseas investment funds; (ii) our brokerage and investment banking business, which primarily involves our securities business; (iii) our financial services business, which offers a variety of innovative financial services; (iv) our housing and real estate business, which primarily involves investments and development of real estate, housing loans and a variety of online lifestyle network services; and (v) our other businesses, which primarily involve our system solutions business, our women’s accessories and beauty products, retail and services business and our biotechnology business.

## HISTORY AND CORPORATE STRUCTURE

Set out below is a chart highlighting the Company and its principal subsidiaries and jointly-owned entities as of 30 September 2010, in each case classified into the Group's five business segments:

### SBI Holdings, Inc.



#### Notes:

- All of our Principal Subsidiaries are incorporated in Japan unless otherwise indicated in the chart above.
- SBI VeriTrans will become a wholly-owned subsidiary of the Company as of 1 August 2011 as a result of the Share Exchange. SBI VeriTrans is currently listed on the JASDAQ market of the OSE but is scheduled to be delisted on 27 July 2011 as a part of the Share Exchange.
- Morningstar Japan K.K. is listed on the JASDAQ market of the OSE.
- Gomez Consulting Co., Ltd. is currently listed on the JASDAQ market of the OSE, but it will become a wholly-owned subsidiary of Morningstar Japan K.K. as of 22 April 2011 by way of a share exchange, if approved at an extraordinary meeting of shareholders on 25 March 2011. If the transaction is approved, Gomez Consulting Co., Ltd. is scheduled to be delisted on 19 April 2011.
- SBI Life Living Co., Ltd. is listed on the Mothers market of the TSE.
- SBI Net Systems Co., Ltd. is listed on Mothers market of the TSE.

## HISTORY AND CORPORATE STRUCTURE

Set out below is a table providing certain information about each of the Company's principal subsidiaries.

Name	Established	Principal Business	Equity Interest of the Company
<b>Asset Management</b>			
SBI Investments Co., Ltd . . . . .	7 June 1996	Venture Capital Fund	100%
SBI Incubation Co., Ltd . . . . .	17 August 1999	Investments	100%
SBI CAPITAL Co., Ltd. . . . .	13 April 2001	Buyout Fund	100%
SBI Capital Solutions Co., Ltd . . . .	1 June 2006	Fund Management	100%
SBI Asset Management Co., Ltd. . .	29 August 1986	Asset Management	100%
SBI VEN HOLDINGS PTE LTD. . .	7 June 2007	Overseas Investment	100%
<b>Brokerage and Investment Banking</b>			
SBI SECURITIES Co., Ltd. . . . .	30 March 1944	Online Securities Broker FX Trading Service	100%
SBI Liquidity Market Co., Ltd. . . . .	8 July 2008	Provider Proprietary Trading	100%
SBI Japannext Co., Ltd. . . . .	8 November 2006	System	45.7%
<b>Financial Services</b>			
SBI VeriTrans <sup>1</sup> . . . . .	24 April 1997	Electronic Payments	42.7%
Morningstar Japan K.K. . . . .	27 March 1998	Internet Financial Research	49.6%
Gomez Consulting Co., Ltd. <sup>2</sup> . . . . .	22 March 2001	Internet Advisory Services	74%
SBI Servicer Co., Ltd. . . . .	27 January 2005	Debt Collection	100%
SBI Lease Co., Ltd. . . . .	24 November 1999	IT Leasing	100%
SBI Card. Co., Ltd . . . . .	1 June 2005	Credit Cards	50%
SBI Marketing Co., Ltd. . . . .	20 July 2005	Internet Advertising	93%
SBI Insurance Co., Ltd. . . . .	1 June 2006	Insurance	65.5%
SBI Sumishin Net Bank Ltd. . . . .	3 June 1986	Banking	50%
Autoc one K.K. . . . .	3 June 1999	Vehicle Information	51.3%
SBI Credit Co., Ltd. . . . .	31 July 2007	Vehicle Finance	100%
SBI Business Support Corp. . . . .	26 April 2006	Support services	100%
<b>Housing and Real Estate</b>			
SBI Mortgage Co., Ltd. . . . .	9 June 2000	Real Estate Finance	94%
CEM Corporation . . . . .	8 August 1996	Real Estate Finance	79.7%
SBI Life Living Co., Ltd. . . . .	28 February 1990	Property Development	68.2%
<b>Other Businesses</b>			
SBI Net Systems Co., Ltd. . . . .	22 October 1997	Security Solutions	81%
HOMEOSTYLE Inc. . . . .	11 November 1999	Beauty Products	80.9%

*Notes:*

- 1 SBI VeriTrans will become a wholly-owned subsidiary of the Company as of 1 August 2011 as a result of the Share Exchange.
- 2 Gomez Consulting Co., Ltd. will become a wholly-owned subsidiary of MorningStar Japan K.K. as of 22 April 2011 as a result of a share exchange, if approved at an extraordinary general meeting of Gomez Consulting Co., Ltd. on 25 March 2011.

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## BUSINESS

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### BUSINESS

#### OVERVIEW

We are an Internet-based financial group based in Japan, offering a broad range of financial products and services to our customers. We started in 1999 as a venture capital business principally investing in Internet-related companies and have since expanded our businesses to include a wide range of Japanese and overseas funds in our asset management business, Japan’s leading online securities company, as well as additional online financial services, housing and real estate and other businesses. The Shares of our Company have been listed on both the TSE and the OSE since 2002. We have six subsidiaries whose shares are listed on stock exchanges in Japan and Korea, of which three are listed on the OSE, two are listed on the TSE, and one is listed on KOSDAQ.

Our businesses are divided into the following four core segments and other businesses segment:

- **Asset Management** We establish and manage a range of investment funds, including venture capital, biotechnology, buyout and other funds, to invest both in Japan and overseas. We have expanded our operations overseas, particularly in China and other parts of Asia, Eastern Europe, Russia, the United States and Brazil, often by partnering with local partners. We also provide investment trust management services to individuals.
- **Brokerage and Investment Banking** Our subsidiary, SBI SECURITIES Co., Ltd., is the market leader among Japan’s online securities companies by measures such as customer accounts and share of retail trading value and total stock brokerage trading value. It is a comprehensive securities company that also provides investment banking services to corporate clients, including underwriting and corporate finance advisory services. We are expanding complementary businesses such as the proprietary trading system’s operated by our equity-method non-consolidated subsidiary and our foreign exchange clearing operations.
- **Financial Services** In recent periods we have diversified our offerings of Internet-based financial products and services to include Internet-based banking, non-life insurance products, financial research and advisory services, financial product comparison services, credit cards, automobile financing, e-commerce payment settlement systems and others. With a consistent customer-centric philosophy under the “SBI” brand, we are striving to be an Internet-based financial conglomerate.
- **Housing and Real Estate** We are engaged in the provision of housing loans, real estate-secured loans, real estate investment and development, real estate fund management, real estate-related investments and the lifestyle networks business. In addition to investments in Japan, we have overseas real estate projects in China and Hawaii. Further, in our lifestyle network business, we use our Internet experience to offer individuals a unified network of convenient services. The network pillars are our area guide and community portal services, service and product comparison services and media, and an e-commerce platform for services such as the brokerage of concert tickets and brand products.

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## BUSINESS

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- **Other Businesses<sup>(1)</sup>** We are involved in the planning, design and operation of information technology systems, including next-generation financial services and system solutions for financial institutions, as well as the research and development of technology and information security products for encryption technology. We are also engaged in the beauty care and health food products retail and services business and biotechnology business, which focuses on the development of new immunotherapy and cancer treatment through the combination of antibody, nucleic acid and low-molecular drugs with cell remedies

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(1) For the three fiscal years ended 31 March 2010, we reported our results of operations based on five business segments: asset management; brokerage and investment banking; financial services; housing and real estate; and system solution. From 1 April 2010, we began to reclassify the system solutions business segment to other businesses segment following application of a new accounting policy.

One of our focuses in the last five years has been the expansion of our businesses outside of Japan. The principal drive behind this expansion is the growth of our asset management business. We have established representative offices in China, Russia and Vietnam and local subsidiaries in Hong Kong, Singapore and Korea. We also plan to establish a representative office in Malaysia. By capitalising on our experience and expertise in venture capital investment, we are able to develop and enhance our asset management business overseas with partners in Asian and other markets. For instance, the NEW HORIZON FUND, L.P. (新宏遠創基金) (the fund management company of which we own 25%), set up in May 2005 together with Temasek Holdings, has invested in ten companies in China, eight of which have achieved public listings, and sales of some of the holdings in the fund in the amount of approximately ¥2.2 billion contributed to our operating income in the fiscal year ended 31 March 2010. We have also established investment funds in China, Taiwan, India, Vietnam, Malaysia, Brunei, Eastern Europe, Russia and the United States in collaboration with local partners.

In addition, we have been exploring opportunities with partners in Asian and other markets for the provision of brokerage and other financial services. Recently, we expanded our overseas operations and investments which include (i) the launch of The Phnom Penh Commercial Bank Limited (in which we own a 40% shareholding interest) in Cambodia, in September 2008; (ii) the acquisition of 20% of the stock of Tien Phong Commercial Joint Stock Bank, a Vietnamese commercial bank, in August 2009; (iii) an agreement in March 2010 with China Securities Journal (中國證券報) to establish a joint venture which will operate a Japanese-language website that provides financial information in relation to Chinese companies; (iv) the acquisition of 9.99% of the stock of Commercial Bank of Ceylon PLC in Sri Lanka, in June 2010; and (v) the acquisition of 7.65% of the voting stock of Tianan Insurance Co., Ltd. (天安保險股份有限公司), a Chinese insurance business, in July 2010. Through our overseas expansion, we endeavour to position ourselves to not only realise capital gains in each of our overseas investments, but also to promote the development of Internet-based financial services business in the emerging markets of Asia. Our long-term goal is to develop similar financial businesses in each of those markets by introducing to them the systems and know-how of our online financial services business.

We experienced a significant decrease in net sales for the fiscal year ended 31 March 2009 as compared to the fiscal year ended 31 March 2008 primarily due to a decrease in revenue from our asset management segment, brokerage and investment banking segment and housing and real estate segment as a result of difficult economic and market conditions during the height of the global financial crisis. We suffered a net loss for the fiscal year ended 31 March 2009 primarily due to the Tokyo District Court's decision in July 2008 to commence civil rehabilitation proceedings against ZEPHYR Co., Ltd., our former affiliate. Due to the commencement of the civil rehabilitation proceedings, our investment in ZEPHYR Co., Ltd and a ¥11 billion loan to them were recorded as

## BUSINESS

losses in our accounts. For the fiscal year ended 31 March 2010, we had consolidated net sales of ¥124.5 billion, operating income of ¥3.4 billion and a net income of ¥2.4 billion. For the six months ended 30 September 2010, we had consolidated net sales of ¥62.9 billion, operating income of ¥3.6 billion and net income of ¥0.7 billion.

### Results of our business segments

The following table sets forth, for the periods indicated, net sales and operating income for each business segment.

Segment	Fiscal year ended 31 March						Six months ended 30 September			
	2008		2009		2010		2009		2010	
	Net Sales	Operating income	Net Sales	Operating income	Net Sales	Operating income	Net Sales	Operating income	Net Sales	Operating income
	(¥ in millions)									
Asset Management business . . . . .	¥58,008	¥16,481	¥15,981	¥2,594	¥20,194	¥1,863	¥12,118	¥2,123	¥10,516	¥2,679
Brokerage & Investment Banking Business . . . . .	68,531	20,511	49,182	5,714	50,122	9,374	26,623	5,985	24,216	3,780
Financial Services business . . . . .	22,495	849	22,617	1,491	25,605	206	11,962	304	14,508	435
Housing and Real Estate business . . . . .	75,070	8,093	40,906	923	29,408	(35)	12,565	(586)	8,591	1,205
Other business . . . . .	322	(473)	6,354	(303)	4,629	(515)	2,310	(351)	8,262	(1,020)
Eliminations/Corporate . . . . .	(1,860)	(2,856)	(4,119)	(6,016)	(5,419)	(7,462)	(2,427)	(3,723)	(3,147)	(3,474)
Total . . . . .	<u>¥222,567</u>	<u>¥42,606</u>	<u>¥130,922</u>	<u>¥4,403</u>	<u>¥124,541</u>	<u>¥3,431</u>	<u>¥63,153</u>	<u>¥3,752</u>	<u>¥62,948</u>	<u>¥3,605</u>

### COMPETITIVE STRENGTHS

We believe that our success and potential for future growth are attributable to the following competitive strengths:

#### Leading position in the online securities brokerage business in Japan, one of the world's largest capital markets

We are the market leader in the online securities brokerage business in Japan in terms of customer accounts, customer assets and retail trading value. In the fiscal year ended 31 March 2010 and the six months ended 30 September 2010, SBI SECURITIES Co. Ltd held market share in Japan of 35.4% and 37.2%, respectively in terms of trading value of individual investors, which were almost equal to the aggregate market shares of its four major competitors in online securities brokerage business in Japan. We believe that our leadership position has been underpinned by our low-cost structure which enables us to offer low brokerage commission rates compared to our competitors in order to reduce the securities trading transaction cost for customers. With online trading having accounted for about 70% of annual total trading value of individual investors in Japan in 2008 and 2009, we believe the cost and price advantages of the Group driven by economies of scale of our information technology infrastructure and Group synergies will continue to help us sustain a high market share and enhance our profit growth as the Japanese online securities brokerage market expands.



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### **Leading venture capital business in Japan based on investment amount with strong investment track record and focused investment philosophy**

We commenced business in 1999 as a venture capital business and a subsidiary company of SOFTBANK FINANCE CORPORATION (currently SOFTBANK TELECOM Corp.), a leading Japanese venture capital firm principally for the information technology and Internet-related industries. Our venture capital business has achieved strong investment track records with average net IRR of 13.1% for fully redeemed funds which were established from the start of our asset management business to 2010. We believe that venture capital is a high risk, high return business and have pursued a focused investment philosophy of investing in industries with medium-term and long-term growth prospects, including Internet, information technology, biotechnology and clean technology in Japan, with the aim of achieving higher return while managing investment risks, as well as investing in emerging economies primarily in Asia to capture economic growth.

### **Well-established, integrated growth platform in asset management and financial services businesses to capture new growth opportunities in Japan and emerging markets primarily in China and other Asian countries**

- *Established Internet-based financial conglomerate with proven business model and infrastructure ready for deployment in overseas markets.* We have established an integrated Internet-based financial services "ecosystem" operating in securities, banking, insurance and payment settlement businesses, with wide-ranging support businesses and strategic alliances in complementary businesses to capture growth opportunities both in Japan and emerging markets. We believe we have the expertise and experience in utilising the Internet to realise business opportunities, as well as effectively adopt established business models originating in the US in Japan and other markets in which we operate. For example, we have effectively adopted the business models of E\*TRADE from the US to Japan and Korea, Morningstar from the US to Japan, and InsWeb from the US to Japan.
- *Established investment structure with local partners in high growth emerging markets, primarily in China and other Asian countries.* We had established 14 overseas funds with total investment amount of ¥8,456 million in 10 countries with emerging economies as at 30 September 2010. We believe our strategic alliances with local partners have provided us with greater access to proprietary investment deal sources in those emerging economies. Our success in establishing our network of overseas investment structure with local partners is mainly attributable to the high accessibility and leadership of our Representative Director and Chief Executive Officer, Yoshitaka Kitao, in deal origination and efficient decision-making process.
- *Aggressive investments during time of low investment cost.* We have taken advantage of unfavourable global market conditions since the financial turmoil in late 2008 to make aggressive private equity investments during the period when investment costs were relatively low and raising capital from investors was difficult. We believe that the difficult market conditions provided a good market opportunity to make investments and continued to make a high level of investments compared to other major Japanese venture capital firms with cumulative investments of ¥255,752 million during the Track Record Period. Our Company has recently completed a public offering of Shares in June 2010 to raise capital to strengthen its financial position and accelerate investments in emerging markets where investment costs have declined, with ¥25.0 billion planned to be invested in emerging markets through overseas and domestic funds within two years. The total amount of net proceeds raised from the public offering was ¥35,308 million whereby our Company issued 3,112,000 Shares at the price of ¥11,346 per Share.



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The net proceeds raised from the public offer in June 2010 were used for the following purposes:

- (i) approximately ¥15,000 million for the investment in domestic funds, overseas funds and promising companies; and
- (ii) approximately ¥10,000 million for the investment in overseas financial institutions.

The unused fund remaining from the net proceeds raised from the public offer in June 2010 was in the amount of approximately ¥10,000 million, which is expected to be invested in domestic funds, overseas funds, promising companies and overseas financial institutions.

- *Completion of initial deployment in emerging countries of financial services operations.* We have made capital investments in several financial institutions in emerging countries which we believe have growth potential for the Internet-based financial services market to provide a foundation for implementation and development of our Internet-based financial services business “ecosystem” in tandem with the respective economic development of those countries. These overseas investments include our 7.65% of voting stock in Tianan Insurance Company Limited in China, 40% equity interest in the Phnom Penh Commercial Bank Limited in Cambodia, 20% shareholding in Tien Phong Commercial Joint Stock Bank in Vietnam, and 9.99% equity interest in Commercial Bank of Ceylon PLC in Sri Lanka. We plan to acquire a 50% equity interest in OBIBANK, a commercial bank in Russia. The amount expected to be used for the purpose of our investment in OBIBANK has not yet been determined. In connection with such proposed acquisition, we have entered into a shareholders’ agreement with Metropol Investment Financial Company, Ltd. and its CEO on 14 February 2011. We plan to submit all necessary documentation to complete our application to acquire OBIBANK’s shares at an early date. We expect the processing of our application to take approximately two months. After our application has been processed, we plan to enter into a share transfer agreement with the existing shareholders of OBIBANK to complete our proposed investment in OBIBANK.

### **Synergies among various complementary businesses and strategic alliances, which help accelerate business growth and differentiate our product offerings from our competitors**

We have established businesses in multiple industries under which numerous Group companies operate autonomously while offering synergies to other Group companies through integration by experienced management teams at the Group level. Furthermore, a network of strategic alliances has been forged with leading partners in Japan in complementary businesses. We believe that our business “ecosystem” not only promotes innovation through the sharing of expertise, capabilities and resources, but also helps accelerate business growth with differentiated offerings and access to customer bases of complementary businesses. For instance, our Internet banking business which is conducted through our joint venture, SBI Sumishin Net Bank, Ltd., seeks to leverage synergies with SBI SECURITIES Co., Ltd., SBI AutoSupport Co., Ltd. and SBI Credit Co., Ltd. and has achieved a single-year profit within three years of commencing operations compared to the five-year period normally needed by its major competitors in Japan. SBI Liquidity Market Co. Ltd, through which we conduct our foreign exchange trading business, was launched in November 2008. In the fiscal year ended 31 March 2010, it achieved higher revenue and operating income than MONEY PARTNERS GROUP CO., LTD., FX PRIME Corporation and MONEY SQUARE JAPAN, INC., all listed Japanese companies primarily focused on foreign exchange business, and contributed to a significant increase in the foreign exchange margin trading value at SBI SECURITIES Co., Ltd.

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### **Large and diversified customer base providing significant growth opportunities**

We have utilised the Internet to create new market segments which had not been served by our competitors who had traditionally only served their customers through face-to-face channels. Our utilisation of the Internet has allowed us to lower transaction costs for customers and extend our customer reach at low cost, which in turn has enabled us to attract new customers from untapped customer segments at low cost and grow our customer base rapidly. We aim to attract customers with high loyalty by focusing on creating new markets that offer a wide range of products at low cost and potential to contribute to our business growth. With a large diversified customer base consisting of existing customers of our various financial services and support businesses, together with access to the extended customer base of our alliance partners, we believe that there are significant growth opportunities for our financial services business.

### **Experienced and stable management teams and investment professionals with significant industry experience**

We have an experienced and stable management team and investment professionals with strong experience in both financial services and Internet businesses. Our management team, led by our Representative Director and Chief Executive Officer, Yoshitaka Kitao, has played a fundamental role in building our business both organically and through acquisitions. Mr. Kitao has over 20 years of relevant experience with Nomura Securities Company Limited (野村證券株式會社) and over 10 years of relevant experience with SOFTBANK Group before our Company became independent from SOFTBANK Group in August 2006, while many of our other executives had assumed senior positions in SOFTBANK Group in the 1990's. Our management team has demonstrated long-term commitment to the Group with many team members having been with the Group since 2000. We believe their extensive experience and industry expertise have contributed significantly to new business generation and effective strategy execution of our Group businesses.

## **STRATEGIES**

We take a pro-active role in enhancing the enterprise value of companies in our investment management business portfolio. We are constantly assessing how we can improve all of our operations in light of changing market conditions. The current economic crisis and adverse conditions in global stock markets, including Japan's present significant challenges. By maintaining our customer-centric principles, we also believe there are significant opportunities for us to grow and diversify our businesses in order to create a strong foundation for the future. Specific strategies we are implementing include:

### **Aggressively leveraging synergistic effects among the core financial services businesses to increase profitability**

We intend to pursue the “pentagon management” business strategy by positioning securities, banking, non-life insurance, life insurance and payment settlement services as our five core financial services businesses, and capitalise on the synergistic effects among them to promote strong business growth and increase profitability through cross-selling and differentiated product offerings, in particular among securities, banking and credit card businesses. We intend to aggressively pursue synergy between our core financial services businesses and support businesses, as well as strategic alliances in the financial services “ecosystem” to further expand our core financial services businesses, including securities, banking, credit cards and auto insurance.

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### **Pursuing aggressive investments and overseas expansion in China and other Asian emerging markets in order to increase the contribution of overseas earnings**

We intend to aggressively expand our business in emerging markets, primarily in China and other Asian countries, with the objective of transforming our Group into a global organisation with the following two-prong strategy:

- Continuing to expand investment business through the establishment of investment structures with local partners and aggressive investments during period of low cost, with Y25.0 billion planned to be invested through overseas funds within two years.
- Implementing and developing our Internet-based financial services business “ecosystem” in emerging markets with high growth potential under the slogan of “from Japan’s SBI to the world’s SBI”, generally to start with banking, and to be followed by securities and insurance businesses, primarily through capital investments in local financial institutions and joint ventures with local partners.

### **Advancing the integration of online and face-to-face services to become Japan’s largest financial products distributor capable of supplying low cost, optimal financial products**

While the Internet will continue to be the primary channel for online transactions, we plan to advance the integration of online and face-to-face services, to expand our customer base and to increase product usage by our existing customers. We plan to adopt the low cost franchising model to expand the number of face-to-face outlets across Japan to complement the Internet, to attract new customers and provide more sophisticated product offerings that cannot be adequately served through the Internet, such as structured investment products and life insurance.

We do not expect to make substantial investment to expand the number of “face-to-face outlets” due to the following reasons:

- (i) we have already expanded “SBI Money Plaza” as the common infrastructure among our Group, which aims to provide various financial products in one location. These are primarily conversions of “SBI Housing Loan” shops operated under a franchise system by SBI Mortgage Co., Ltd. and certified securities brokers operated by offices of certified professional accountants, tax accountants and financial planner. Since the opening of the first “SBI Money Plaza”, the expansion has been rapid, and as of the end of January 2011, the total number of “SBI Money Plaza” was more than 200 in Japan; and
- (ii) we are focusing on broadening our sales channels through inter-industry alliances with companies such as GEO Corporation (a DVD rental and video game sales company) and Gulliver International Co., Ltd. (a used car trading company), both of which have widespread sales networks in Japan. Through such inter-industry sales channels, we can effectively approach customer groups that were previously unreachable.

The Directors consider that the development of face-to-face outlets will not incur a substantial investment amount and will not have immediate material impact to the risk involved, operating cost and net profit of the Group.

### **Rationalising our corporate structure and cost base to focus on profit growth**

Subject to changes in market conditions and the business environment, we intend to adopt the following guiding principles to focus on profitability after a decade of scale and scope expansion:

- Focus on key Group entities which are profitable and core to our future growth to further leverage synergies.

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- Target profitability within three years for unprofitable companies and for new companies within three years from establishment. Companies showing no sign of profitability will be liquidated or sold.
- Only consider acquisition targets in the core business segments that are both profitable and can be expected to bring great synergies with the Group companies.
- Further reduce costs at head office by managing taxes on a global basis, revising personnel system and further rationalising selling, general and administrative expenses.

### Enhancing Our Group’s brand name recognition in overseas and domestic markets

We plan to enhance brand name recognition of “SBI” beyond the business community to retail customers of our financial services in both domestic and overseas markets. We have recently launched a television advertising campaign in Japan to promote a unified “SBI” brand image across all financial services of the Group and the common level of convenience and affordability offered to customers. We aim to strengthen brand awareness of “SBI” as a one-stop Internet-based financial services provider across a broadened customer base through more aggressive brand advertising targeted at retail customers.

## BUSINESS SEGMENTS

### Asset Management

#### Overview

Our asset management segment consists primarily of forming and managing venture capital funds, buyout and other funds in Japan and abroad. We believe we are one of the leading Japanese venture capital firms in terms of both investment amount and investment return. For the fiscal year ended 31 March 2010, asset under management totalled ¥181.2 billion and new fund investments totalled ¥59.5 billion, with ¥54.4 billion of investments by funds under management and ¥5.2 billion of direct investments through our Group. In addition, we made new investments totaling ¥37.1 billion during the six months ended 30 September 2010. We also make capital investments in promising companies for our own account, either directly or indirectly through managed funds, and provide mainly investment trust management services to individuals. The following tables set forth certain information relating to investments in our asset management segment as at and for the periods indicated:

#### Assets under management in our investment business

	Amount		Amount		Amount		Amount	
	(¥ in	Number of	(¥ in	Number of	(¥ in	Number of	(¥ in	Number of
	millions)	Companies	millions)	Companies	millions)	Companies	millions)	Companies
	the fiscal year ended 31 March				the six months ended 30 September			
<b>Total investments made through</b>	<b>2008</b>		<b>2009</b>		<b>2010</b>		<b>2010</b>	
Stocks . . . . .	¥37,379	97	¥24,664	52	¥18,981	72	¥12,562	52
Bonds with warrants.	3,029	5	1,613	3	2,725	12	169	2
Warrants . . . . .	36	2	—	2	3	4	944	4
Others . . . . .	56,151	71	55,737	48	32,660	44	12,622	30
Total . . . . .	95,596	175	82,014	105	54,370	132	26,296	88

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Total investments as at	31 March						30 September	
	2008		2009		2010		2010	
Stocks . . . . .	¥133,028	224	¥127,454	240	¥143,604	330	¥147,699	319
Bonds with warrants.	5,541	9	2,984	5	2,921	14	2,405	10
Warrants . . . . .	36	2	36	4	31	12	947	11
Others . . . . .	12,609	40	11,021	34	7,369	40	8,555	42
Total . . . . .	151,215	275	141,495	283	153,925	396	159,605	382

### Direct investments by our Group

Total investments made through	the fiscal year ended 31 March				the six months ended 30 September			
	Amount (¥ in millions)	Number of companies	Amount (¥ in millions)	Number of companies	Amount (¥ in millions)	Number of companies	Amount (¥ in millions)	Number of companies
Stocks . . . . .	¥4,444	33	¥8,580	8	¥3,991	8	¥9,620	8
Bonds with warrants.	—	—	2,645	3	10	1	592	5
Warrants . . . . .	—	—	—	—	—	—	—	—
Others . . . . .	—	—	1,941	2	1,159	2	599	1
Total . . . . .	4,444	33	13,166	13	5,161	11	10,810	14

Total investments as at	31 March						30 September	
	2008		2009		2010		2010	
Stocks . . . . .	¥25,162	64	¥23,303	65	¥26,414	67	¥30,753	83
Bonds with warrants.	—	—	10	1	10	1	1,299	12
Warrants . . . . .	—	—	—	—	—	—	—	—
Others . . . . .	362	1	1,810	2	823	3	1,342	4
Total . . . . .	25,524	65	25,123	68	27,247	71	33,395	99

We target investments in a diversified portfolio of growth industries. We conduct our asset management business primarily through SBI Investment Co., Ltd., which establishes and manages venture capital investment funds, and SBI Asset Management Co., Ltd., which mainly provides investment trust management services, and also through other principal asset management business subsidiaries, SBI CAPITAL Co., Ltd. and SBI Capital Solutions Co., Ltd.

For the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010, revenue from customers from our asset management business represented 16.2% and 16.7% of our total revenue from customers, respectively.

### **Investment fund management**

We establish and manage a wide range of funds, primarily venture capital, buyout and other funds, that target investments in Japan and abroad in areas such as information technology, biotechnology and life sciences, broadband networks and mobile communications, media, energy and the environment. We have pursued a focused investment philosophy of investing in industries with medium-term and long-term growth prospects with the aim of achieving higher return while managing investment risks, as well as investing in emerging economies primarily in Asia to capture

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economic growth. Since the establishment of our asset management business, we have launched 50 venture capital funds and had invested in 762 investee companies and exited 123 investee companies as at 30 September 2010. This represented an exit rate of 16.1% as at 30 September 2010. As at 30 September 2010, the total amount of assets we managed under investment funds was ¥565.2 billion.

The following table shows the breakdown of our assets under management by investment type as at the dates indicated.

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(¥ in billions)			(¥ in billions)
<b>Private equity and others</b>				
Information technology/biotechnology <sup>(1)</sup> . . . . .	120.5	120.5	129.1	123.5
Environment/energy <sup>(1)</sup> . . . . .	7.4	6.8	8.4	8.0
Buyout/mezzanine <sup>(1)</sup> . . . . .	34.8	35.2	37.9	43.6
Overseas <sup>(1)</sup> . . . . .	91.5	53.6	68.7	103.2
<b>Direct investments made by our Group</b> . . . . .	25.5	25.1	27.2	33.4
Sub-total . . . . .	279.6	241.2	271.3	311.7
<b>Investment trusts and others</b>				
Investment trusts <sup>(2)</sup> . . . . .	57.7	31.0	39.8	40.2
Investment advisory <sup>(2)</sup> . . . . .	240.8	161.5	174.7	161.0
Investment companies <sup>(2)</sup> . . . . .	3.0	2.2	1.6	1.5
Sub-total . . . . .	301.5	194.7	216.1	202.7
<b>Real estate and others</b>				
Real estate development <sup>(3)</sup> . . . . .	16.1	22.4	26.7	29.4
Completed properties <sup>(3)</sup> . . . . .	29.9	35.2	28.0	21.4
Sub-total . . . . .	46.0	57.6	54.7	50.8
<b>Total</b> . . . . .	<b>627.1</b>	<b>493.5</b>	<b>542.1</b>	<b>565.2</b>

*Notes:*

- (1) Figures reflect net assets at market value based on the most recent financial report for each fund as at the dates indicated.
- (2) Figures reflect net assets at market value as at the dates indicated.
- (3) Figures reflect the total amount of investments.

The table below provides summary information with respect to each of our funds in Japan under management as at 30 September 2010, using information based on settlement of account data (including quarterly results) closest to 30 September 2010 for each company:

Management company (percentage of our shareholding interest)	Fund name	Launch date	Expiry date	Net asset value <sup>(1)</sup> (¥ in millions)	Number of investee companies	Main investment target	Our Group's outstanding planned investment as at 30 September 2010 (¥ in millions)
<b>SBI Investment Co., Ltd.</b> (100.0%)	SBI Broadband Fund #1, Limited Liability Investment Partnership	1 October 2004	31 August 2011	¥25,462	127	Investment in broadband companies in Japan and overseas.	0



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Management company (percentage of our shareholding interest)	Fund name	Launch date	Expiry date	Net asset value <sup>(1)</sup> (¥ in millions)	Number of investee companies	Main investment target	Our Group's outstanding planned investment as at 30 September 2010 (¥ in millions)
	SBI BB Media, Limited Liability Investment Partnership	24 March 2005	30 June 2012	14,489	97	Investment in companies related to content, media, and broadband in Japan and overseas.	0
	SBI BB Mobile Investment LPS	30 March 2006	31 December 2011 (extendable to 31 December 2013)	28,093	106	Investment in mobile technology companies in Japan and overseas.	0
	SBI REAL INCUBATION #1, Limited Liability Investment Partnership	1 September 2003	31 August 2011 (extendable to 31 August 2013)	970	17	Investment in franchise enterprises.	0
	BIOVISION Life Science Fund #1	24 December 2003	30 September 2012 (extendable to 30 September 2014)	2,981	13	Mainly investment in Japan and overseas companies that engage in biotechnology business.	0
	SBI Bio Life Science, Limited Liability Investment Partnership	1 August 2005	30 November 2012 (extendable to 30 November 2014)	4,602	22	Mainly investment in Japan and overseas companies that engage in biotechnology business.	0
	SBI LIFE SCIENCE TECHNOLOGY INVESTMENT LPS	1 March 2007	1 March 2015 (extendable to 30 November 2017)	8,673 <sup>(2)</sup>	15	Mainly investment in Japan and overseas companies that engage in biotechnology business.	0



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Management company (percentage of our shareholding interest)	Fund name	Launch date	Expiry date	Net asset value <sup>(1)</sup> (¥ in millions)	Number of investee companies	Main investment target	Our Group's outstanding planned investment as at 30 September 2010 (¥ in millions)
	SBI NEO Technology Investment Partnership	1 July 2008	31 December 2013 (extendable to 31 December 2015)	9,814 <sup>(3)</sup>	26	Mainly investment in Japan and overseas information technology/ environment related companies (listed and unlisted).	2,520
	SBI Advanced Technology No.1 Investment LPS	20 April 2010	31 December 2018 (extendable to 31 December 2020)	1,600	—	Mainly investment in Japan and overseas information technology/ biotechnology/energy and environment related companies (listed and unlisted).	100
	SBI Selective Target Investment LPS	2 February 2010	31 January 2013 (extendable to 31 January 2015)	890	2	Domestic companies which we have already invested in and have much potential to be listed.	0
	SBI Innovation Fund No.1	31 March 2010	30 June 2020 (extendable to 30 June 2022)	2,980	8	Mainly investment in Japan companies (listed and unlisted).	0
	SBI Entertainment Fund No.2	31 March 2010	30 June 2015 (extendable to 30 June 2017)	2,100	2	Mainly investment in Japan and overseas companies (listed and unlisted).	0
<b>SBI BROADBAND CAPITAL K.K. (100.0%)</b>	SBI BROADBAND CAPITAL, Anonymous Investment Partnership	1 September 2004	31 August 2011	15,427	122	Investment in broadband companies in Japan and overseas.	0

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Management company (percentage of our shareholding interest)	Fund name	Launch date	Expiry date	Net asset value <sup>(1)</sup> (¥ in millions)	Number of investee companies	Main investment target	Our Group's outstanding planned investment as at 30 September 2010 (¥ in millions)
<b>SBI CAPITAL Co., Ltd.(100.0%)</b>	SBI Value Up Fund No. 1 Limited Partnership	1 September 2006	30 November 2014 (extendable to 31 August 2016)	21,239	5	Buy-out, revitalization and minority investment in public equities.	2,286
	<b>SBI Capital Solutions Co., Ltd. (100.0%)</b>	SBI Mezzanine Fund #2	12 April 2005	31 January 2013 (extendable to 31 March 2015)	9,829	16	Investment in companies in Japan and overseas that require DIP financing.
	Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership	13 March 2006	31 January 2011 (extendable to 31 January 2013)	2,671	9	Investment in companies in the Tokyo Metropolitan area that require DIP financing.	180
	SBI Mezzanine Fund #3	30 October 2008	31 January 2016 (extendable to 31 March 2018)	7,397	19	Investment in companies in Japan and overseas that require DIP financing.	4,745
	Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership #2	10 September 2009	31 January 2016 (extendable to 31 March 2018)	2,738	17	Investment in companies in the Tokyo Metropolitan area that require DIP financing	130

*Notes:*

- (1) Net asset value is book value, provided that in the case of an investment which has declined significantly, net asset value is the value after write-off for impairment loss based on the acquisition cost or the amount of the initial investment for a fund that has not yet had its first settlement of accounts.
- (2) The figure includes the value for SBI LIFE SCIENCE TECHNOLOGY No2 INVESTMENT LPS.
- (3) Aggregate net asset value for SBI NEO Technology A Investment Partnership and SBI NEO Technology B Investment Partnership.

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The following table sets forth the historical performance of our fully redeemed funds as at 30 September 2010.

Year of establishment	Year of redemption	Name of fully redeemed funds	Net internal rate of return <sup>(1)</sup>
<i>Established between 1990 and 1999</i>			
1995 . . . . .	2007	Softven No.2 Limited Partnerships <sup>(2)</sup>	20.4%
1996 . . . . .	2003	SOFTBANK Ventures SV Angel '96 Profit-Participation Bonds <sup>(2)</sup>	20.5%
1997 . . . . .	2007	SOFTBANK Contents Fund	5.0%
<b>Average net internal rate of return:</b>			<b>15.3%</b>
<i>Established between 2000 and 2010</i>			
2000 . . . . .	2008	SOFTBANK Internet Technology Fund	6.5%
2001 . . . . .	2006	SBI-LBO-Fund No.1	18.3%
2002 . . . . .	2006	Enterprise Restructuring Fund	25.7%
2002 . . . . .	2006	VR Enterprise Restructuring Fund	27.7%
<b>Average net internal rate of return:</b>			<b>19.6%</b>

*Notes:*

- (1) Net internal rate of return is calculated by regarding the actual cash flow in from investors as investments (cash-out), and cash distributions to investors as cash flow in (cash-in).
- (2) The original general partner of Softven No.2 Limited Partnerships was Softbank Investment Corporation, which is now SBI Investment Co., Ltd.
- (3) The original general partner of SOFTBANK Ventures SV Angel '96 Profit-Participation Bonds was Softbank Ventures, Inc. which is now SBI Investment Co., Ltd.

### ***Venture capital funds***

We manage venture capital funds that provide risk capital to promising companies in the areas of information technology, biotechnology, broadband networks, media and mobile communications, and the environmental and energy sectors. For example, as at 30 September 2010, we managed biotechnology funds with aggregate assets (based on investment commitments) of ¥20.3 billion and we established a fund in 2007 with assets of ¥7.5 billion that is currently making investments in the environmental and energy fields.

Venture capital funds are generally high-risk, high-return investment vehicles that involve investing in companies at an early stage in their development with the expectation of receiving a return from selling the investment, most commonly by either the investee company's shares become publicly-traded on a stock exchange or on an over-the-counter market, or upon or after a merger or acquisition of the investee company. Most of our venture capital funds and other funds take the form of limited partnerships established under the laws of Japan. The duration of a venture capital fund is normally set between five years and ten years.

For funds that we manage, we receive an establishment fee (which is a fixed fee paid upon the establishment of a fund), a management fee (which is derived as a fixed percentage of a fund's net asset value or committed capital value, depending on the terms of the respective funds, and is paid periodically throughout the life of a fund) and/or a success fee which is determined by reference to the capital gained by the funds, depending on the terms of the respective funds. The

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management fees and success fees are due immediately at the end of the relevant valuation period of the fund in each fiscal year. We earn additional investment income from investing our own capital alongside our investors. As at 30 September 2010, the total amount of assets we managed under venture capital funds was ¥131.6 billion.

Although our managed funds are primarily funded by outside investors, we have also invested in certain funds for our own account. We also make direct capital investments in companies, in addition to or separate from investments made through our managed funds. As at 30 September 2010, the aggregate amount of our investments (other than through our managed funds) in venture capital was approximately ¥33.4 billion.

The outside investors of most of our managed funds primarily consist of large Japanese corporations, Japanese financial institutions and, to a lesser extent, wealthy individuals and foreign companies. We generally solicit outside investors directly.

### ***Overseas funds and investments***

In recent years, we have established a number of funds targeting investments outside of Japan, and in February 2007 we established a subsidiary, SBI VEN CAPITAL PTE. LTD., in Singapore to manage and control our overseas funds, primarily targeting promising privately-held companies in India and southeast Asian countries. Our overseas funds focus on high-growth sectors, such as information technology, biotechnology, financial institutions and others, primarily in Asian countries, Russia and Eastern Europe with rapidly growing economies. In recent years, we have increased our investments in these sectors and regions and have established a number of strategic alliances with local partners, providing us with the framework for a highly productive asset management structure that does not rely solely on markets in Japan and increasing the international scale of our asset management platform.

In May 2005, we established NEW HORIZON FUND L.P. with an initial fund investment of US\$100 million in collaboration with Temasek Holdings, the principal investment arm of the Singaporean government. The fund has invested in a portfolio of Chinese companies by way of our Beijing representative office, which we opened in September 2005. The NEW HORIZON FUND L.P. has investments in ten promising companies in China, eight of which have achieved public listings with unrealised capital gains above the fund's original investment. Sales of some of the holdings in that fund in an amount of approximately ¥2.2 billion and ¥1.3 billion contributed to our operating income in the fiscal year ended 31 March 2010 and the six months ended 30 September 2010, respectively. As at 30 September 2010, the total amount of assets we managed under our overseas funds was ¥103.2 billion.

Our other overseas funds and alliances include: THE VIETNAM JAPAN FUND, established pursuant to an alliance with The Corporation for Financing and Promoting Technology, an information technology group in Vietnam; SBI European Fund, established in cooperation with a wholly-owned subsidiary of the Hungarian Development Bank; and alliances with an affiliate of Beijing-based Tsinghua University (清華大學) and with the strategic investment arm of Peking University (北京大學). In March 2009, we launched the SBI Zhaoxin L.P. with China Merchants Securities Company Limited (招商證券股份有限公司), Resource Capital China Limited and China CITIC Bank Corporation Limited (中信銀行股份有限公司). In May 2010, we launched SBI-METROPOL Investment Fund with IFC METROPOL, a Russian financial group. We have also started relationship-building in Islamic countries, and have reached agreements to establish joint funds with the investment vehicle of the Ministry of Finance of Brunei to make shariah-compliant investments in Asia. In August 2010, we agreed to jointly establish a fund with Jardim Botânico Investimentos that will focus on investments in non-listed companies in Brazil. We have also established funds with New York-based Jefferies Group, Inc. to invest in companies in the United States and Asia.

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it is incomplete and is subject to change. This Web Proof Information Pack must be read in conjunction with the section headed “Warning” on the cover of this Web Proof Information Pack.

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The following table sets forth summary information of our primary overseas funds as at 30 September 2010:

Fund name (percentage of our shareholding interest in fund management company)	Partners	Planned total investment amount <sup>(1)</sup> (millions)	Our Group's investment <sup>(2)</sup>	Main Investment Target	As at 30 September 2010, our Group's outstanding planned investment
NEW HORIZON FUND, L.P. (25.0%)	Temasek Holdings	US\$100	50.0%	Investment in promising companies in China	US\$2 million
SBI & TH Venture Capital Enterprise (50.0%)	Tsinghua Holdings (清華控股)	US\$34.5	87.1%	Investment in promising companies in China	0
SBI & BDJB China Fund, LP (40.0%)	Peking University Beida Jade Bird (北京北大青島)	US\$100	50.1%	Investment in promising companies in China	US\$35 million
SBI Zhaoxin L.P. (Offshore: 85.7%; Onshore: Nil)	<ul style="list-style-type: none"> <li>• China Merchants Securities</li> <li>• Resource Capital China</li> <li>• China CITIC Bank</li> </ul>	Offshore: US\$20.5 Onshore: US\$8.8	100% offshore amount	Investment in unlisted companies in China	US\$19.5 million
SBI & Capital 22 JV Fund, L.P. (Taiwan Fund) (60.0%)	Founder of a Taiwanese information technology company	US\$22.5	66.7%	Investment in unlisted companies in China and Taiwan	US\$10.5 million
India Japan Fund (50.0%)	State Bank of India	US\$100	95.0%	Investment in promising companies in India	US\$86.4 million
THE VIETNAM JAPAN FUND (49.3%)	The Corporation for Financing and Promoting Technology	VND <sup>(4)</sup> 1,600,000	96.0%	Investment in promising companies in Vietnam	VND786,400 million
SBI SOI Limited Partnership (100.0%)	Keio University (慶應義塾大學)	¥500	100.0% <sup>(3)</sup>	Investment in Asian university ventures	¥500 million
PNB-SBI ASEAN Gateway Fund L.P. (50.0%)	PNB Equity Resource Corporation	US\$50	50.0% <sup>(3)</sup>	Investment in promising companies in ASEAN countries, China, and India	US\$23.8 million
SBI Islamic Fund (Brunei) Limited (50.0%)	Brunei Darussalam, Ministry of Finance	SGD <sup>(5)</sup> 75	50.0% <sup>(3)</sup>	Investment in Shariah-compliant companies	SGD37.5 million
SBI-Jefferies Asia Fund L.P. (80.0%)	Jefferies Group, Inc.	US\$50	80.0% <sup>(3)</sup>	Investment in promising companies in South Asia and Southeast Asia	US\$40 million

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Fund name (percentage of our shareholding interest in fund management company)	Partners	Planned total investment amount <sup>(1)</sup> (millions)	Our Group's investment <sup>(2)</sup>	Main Investment Target	As at 30 September 2010, our Group's outstanding planned investment
Jefferies-SBI USA Fund L.P. (50.0%)	Jefferies Group, Inc.	US\$150	50.0% <sup>(3)</sup>	Investment in unlisted companies in the US	US\$66.3 million
SBI European Fund (60.0%)	MFB Invest Ltd., a wholly owned subsidiary of the Hungarian Development Bank	€100	60.0%	Investment in unlisted companies in Hungary and other countries in Central and Eastern Europe	EUR48 million

*Notes:*

- (1) In US dollars, unless otherwise indicated.
- (2) The Group's investment of respective fund is based on settlement of account data (including quarterly results) closest to 30 September 2010 or data as of a launch date for a fund that has not yet had its first settlement of accounts.
- (3) Fund that has not yet had its first settlement of accounts.
- (4) Vietnamese dong, the lawful currency of the Socialist Republic of Vietnam.
- (5) Singapore dollars, the lawful currency of the Republic of Singapore.

As at 30 September 2010, overseas investments represented approximately 6.9% of our total investments by funds under management.

The Group has a controlling stake over the “domestic” funds because the Group's subsidiaries have managed these funds as the general partner. The Group does not expect to acquire a controlling stake over the “domestic” funds for which the Group does not already hold a controlling stake. Also, the Group has certain controlling stakes over the “overseas” funds because the Company has managed these funds with local partners in emerging markets and the United States. The Group does not have controlling stake over Jefferies SBI USA Fund L.P. and MASDAR-SBI Fund L.P. The general partner of Jefferies SBI USA Fund L.P. is not one of the Group's consolidated subsidiaries and the Company currently has no plan to acquire a controlling stake over such fund. As for MASDAR-SBI Fund L.P., its general partner is not one of the Group's consolidated subsidiaries. MASDAR-SBI Fund L.P. will also be liquidated. The liquidation of MASDAR-SBI Fund L.P. and its general partner will have negligible impact on the financial condition of the Group because MASDAR-SBI Fund L.P. is not a consolidated subsidiary or affiliate company of the Group and has been dormant since its incorporation. The Group does not expect to acquire a controlling stake in the “overseas” funds for which the Group does not already hold a controlling stake. The total amount of outstanding planned investment to be made on the existing overseas and domestic funds of the Group was approximately ¥51,800 million as at 30 September 2010 and [●] as at the Latest Practicable Date. No material domestic or overseas funds were established or scheduled to be established by the Group after 1 October 2010 up to the Latest Practicable Date.

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### ***Buyout investments***

SBI CAPITAL Co., Ltd. manages buyout funds that invest primarily in medium-sized companies that are already listed on stock exchanges in the emerging markets, as well as in companies that we consider to have high growth potential. We make buyout investments in companies in various industry sectors. Examples of prior success in our buyout investments include: (i) our relisting of KAWADEN CORPORATION for the first time in Japan in November 2004, which had filed an application for rehabilitation procedures in September 2000 and had been delisted from December 2000, and (ii) our purchase of 29% of the outstanding shares of Tully’s Coffee Japan Co., Ltd., which was the operator of the nationwide chain of “Tully’s Coffee”, and our subsequent sale of all the shares at a price of 1.67 times the acquisition cost in June 2007. In addition, from September 2009 to November 2009, we executed a tender offer to purchase 90.5% of the shares of NARUMIYA INTERNATIONAL Co., Ltd., an existing investee company. We aim to improve our earning power and to secure investment returns by expanding businesses in China with continued high growth.

When making buyout investments, we seek to increase corporate value of targeted companies by taking measures such as spin-offs of non-core businesses to management by a management buyout, the acquisition of a majority shareholding interest of a company with no successor, appointment of a new management team, review of growth strategy, enterprise restructuring, among other measures.

We take a hands-on approach with respect to our buyout investments. In most cases, we dispatch full-time managers to investee companies, and commit ourselves to working alongside the executives and employees of the investee companies to assist with business planning and management of their business. We target a higher rate of return in our buyout investments compared to mezzanine investments as buyout investments generally entail a higher risk.

### ***Mezzanine investments***

SBI Capital Solutions Co., Ltd. is engaged in investment businesses including mezzanine investments and enterprise restructuring finance.

Mezzanine investments generally refer to investments in subordinated loans as a hybrid of debt and equity financing, or preference stocks. However, we define it as “middle-risk middle-return investments positioned between conventional loans from banks and major nonbanks and funding through stocks”, and primarily engage in investments in debtor-in-possession, or DIP, the infusion of new capital for enterprises that face difficult conditions trying to restructure through voluntary measures, and debt factoring for enterprises that have good restructuring potential. We make mezzanine investments in companies in various industry sectors.

DIP finance refers to financing for enterprises taking legal bankruptcy measures in Japan either under voluntary liquidation, the Civil Rehabilitation Act (rehabilitation proceedings applicable to all natural and legal persons) or the Corporate Reorganization Act (reorganization proceedings applicable to corporations, and under the proceedings such corporations are managed by an appointed administrator). This financing method requires a wide range of expertise, from the designing of a restructuring scheme to measures to cope with difficulties when the restructuring process does not go well. Skills to make a proposal and negotiate with various related parties including corporate managers, lawyers and accountants are required.

We seek to quickly realise capital results as DIP finance and investments and loans for near bankrupt firms are generally executed in the short term (around one year). We target a higher rate of return in our mezzanine investments compared to normal bank loans and real estate investments as mezzanine investments generally entail a higher risk.



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### ***Investment process and business development service***

We believe we have a competitive advantage for sourcing new investment opportunities as a result of our internal deal generation strategies and industry expertise. In addition, we source investment opportunities from the advisory board of our funds, which is not a permanent organisation but is convened as necessary. We have an advisory board for each of our funds, which consists of representatives of the limited partner of the relevant fund who also act as our advisers in the investment process. We also maintain relationships with executives from companies, commercial and investment banks and other investment and advisory institutions.

To enhance our ability to identify and consummate venture capital investments, we have organised our investment professionals in industry-specific teams. Our industry teams work closely with our operating consultants and senior advisers to identify businesses that we believe can be grown and improved. These teams conduct their own primary research, develop a list of industry themes and trends, identify companies and assets in need of operational improvement and seek out businesses and assets that they believe will benefit from our involvement. We believe they possess a professional understanding of the economic drivers, opportunities for value creation and strategies that seek to improve companies across the industries in which we invest.

When an investment team determines that an investment proposal in respect of an investment fund is worth consideration, the proposal is formally presented to our pre-investment committee and the due diligence process commences. Our pre-investment committee consists of our directors and staff, the relevant advisory board and other professionals appointed by us. Members of our pre-investment committee are either directors or managers of SBI Investment Co., Ltd. who have extensive experience in venture capital business, incubation, credit evaluation and management or individuals from other leading companies in the information technology, biotechnology, pharmaceutical or financial industry.

The objective of the due diligence process is to understand and evaluate the risks and benefits of an investment based on the facts and circumstances surrounding an investment and to prepare a framework that may be used from the date of an acquisition to drive operational improvement and value creation. When conducting due diligence, investment teams evaluate a number of important business, financial, reputational, tax, accounting, environmental and legal issues in order to determine whether an investment is suitable. In connection with the due diligence process, investment professionals spend significant amounts of time meeting with a company's management and operating personnel, visiting plants and facilities and where appropriate speaking with customers and suppliers in order to understand the opportunities and risks associated with the proposed investment. Our investment professionals also use the services of outside accountants, consultants, lawyers, investment banks and industry experts as appropriate to assist them in this process. An investment proposal and the investee company must be approved by the investment committee, which consists of directors and officers of SBI Investment Co., Ltd., as well as our major limited partners, before any investment may be made. The above investment process is adopted for purposes of assessing the investment proposal in respect of the relevant investment fund.

We have established a system to provide fundraising support to investee companies which contemplate initial public offerings. We seek to achieve this by leveraging the network strength of SBI Investment Co., Ltd., one of Japan's largest venture capital firms in terms of assets under management with a strong record in venture company investments, with the sales capability and investment banking strength of SBI SECURITIES Co., Ltd., Japan's largest online brokerage in terms of number of accounts, retail trading value and total stock brokerage trading value.

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We dispatch Executive Officers to investee companies and offer management instruction and advice in accordance with the investee companies' needs. In this process, we make a proposal for business alliances that facilitate corporate value enhancement, introduce potential employees and provide the necessary support to establish internal management structure and capital policies.

We have developed substantial expertise for realizing venture capital investments. When exiting investments, our objective is to structure the exit in a manner that optimises returns for investors and, in the case of publicly traded companies, minimises the impact that the exit has on the trading price of the company's securities. In addition, where an investee company decides to offer its shares to the public, SBI SECURITIES Co., Ltd., a principal company operating in our brokerage and investment banking business, will usually act on such offering as an underwriter. We believe that our track record of successfully realising investments is attributable in part to the strength and discipline of our portfolio management committee and capital markets business, as well as our longstanding relationships with corporate buyers and members of the investment banking and investing communities. Since the establishment of our asset management business, 123 of our investee companies have completed exit, primarily in Japan. For the fiscal years ended 31 March 2008, 2009 and 2010, we had exited 12, nil and 8 investments under our venture capital funds, respectively, with a total realised capital gain of ¥23,232 million, ¥12,938 million and ¥10,096 million, respectively.

### ***Our customers***

The aggregate assets under management of the top five customers were less than 30% of total assets under management for each of the three fiscal years ended 31 March 2010 and for the six months ended 30 September 2010.

### ***Sales and marketing***

There are two types of sales and marketing activities for our asset management business: (i) sales and marketing activities with respect to fund raising for our investment funds (such as venture capital funds); and (ii) sales and marketing activities relating to distribution of our investment trust funds (such as mutual funds targeted at retail investors).

We have established a marketing planning division consisting of 16 staff members, which is primarily responsible for fund raising and limited partner reporting activities of our investment funds in Japan. We raise capital for our investment funds principally through reaching out to our target investors directly by our staff in the marketing planning division. With respect to domestic funds, we have entered into agency agreements with several securities corporations in Japan which provided us with introductions to potential investors. We have also partnered with several overseas placement agents to raise capital for our overseas funds.

With respect to sales and marketing activities relating to distribution of our investment trust funds in Japan, we engage external distributors and agents such as SBI SECURITIES Co., Ltd. These distributors and agents are primarily securities companies and banks.

### ***Our suppliers***

Due to the nature of our asset management business, we do not have any major suppliers.

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### Brokerage and Investment Banking

#### Overview

We provide a wide range of retail brokerage and other financial products and services to our customers, including access to financial assets such as equity securities, debt securities, foreign exchanges, insurance and investment trust funds. Our main subsidiaries and affiliates operating in this segment include SBI SECURITIES Co., Ltd., SBI Japannext Co., Ltd. (equity-method affiliate) and SBI Liquidity Market Co., Ltd. In addition to the brokerage business, we also provide a broad range of investment banking services, including the underwriting of initial public offerings and corporate bonds through SBI SECURITIES Co., Ltd.

Our brokerage business has been centered on the operations of SBI SECURITIES Co., Ltd., a comprehensive Japanese online securities firm, which endeavours to offer investors innovative fee schedules, state-of-the-art functionality, and a broad range of services. SBI SECURITIES Co., Ltd. is a market leader in the Japanese online securities industry in terms of customer accounts, clients' assets, retail trading value (individual investors) and total stock brokerage trading value. As at 31 March 2010, SBI SECURITIES Co., Ltd. had 2,053,986 customer accounts, over one million more such accounts than its closest online securities company competitor and as at 30 September 2010, SBI SECURITIES Co., Ltd. had a total of 2,128,426 customer accounts with balance of client assets totalled ¥3,867.2 billion. In the fiscal year ended 31 March 2010 and the six months ended 30 September 2010, SBI SECURITIES Co., Ltd.'s share of stock brokerage trading value was 35.4% and 37.2%, respectively. In the fiscal year ended 31 March 2010 and the six months ended 30 September 2010, SBI SECURITIES Co., Ltd.'s share of retail margin trading value was 39.8% and 41.1%, respectively.

SBI SECURITIES Co., Ltd. was formed through the merger of SBI Securities Co., Ltd. and SBI E\*TRADE SECURITIES Co., Ltd. in October 2007, with SBI E\*TRADE SECURITIES Co., Ltd. being the surviving entity. SBI E\*TRADE SECURITIES Co., Ltd. changed its name to SBI SECURITIES Co., Ltd. in July 2008 and became our wholly-owned subsidiary through a share exchange in August 2008. This restructuring of our securities subsidiaries was prompted by our goal of creating a comprehensive securities business based on combined Internet and conventional branch-based service channels.

Our brokerage and investment banking business derives its revenue mainly from brokerage commissions from securities transactions, underwriting and sales fees for initial public offerings, commissions for the placement and distribution of securities, and profits from foreign exchange margin trading. For the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010, brokerage commissions from equity trading by our customers accounted for 42.3% and [36.4]%, respectively, of the net sales of our brokerage and investment banking business. Most of the products and services of this business can be purchased or accessed through SBI SECURITIES Co., Ltd.'s website ([www.sbisec.co.jp](http://www.sbisec.co.jp)). During the Track Record Period, most customer orders were placed through the Internet.

In addition to an online platform to provide services through its Internet website, SBI SECURITIES Co., Ltd. operates 23 branches throughout major cities in Japan to act as face-to-face financial intermediary channels for existing and potential customers. We also operate a customer call center through which our customers can place orders, as well as receive technical support regarding their accounts and our products.

For the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010, revenue from customers from our brokerage and investment banking business represented 37.7% and 36.4% of our total revenue from customers, respectively.

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### ***Brokerage***

We offer a wide variety of retail brokerage and other financial products and services to our customers through both online and bricks and mortar marketing channels. Brokerage commissions from equity trading by our customers accounted for the majority of our net sales in this segment for the three fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010. As a distributor we also offer to our customers bonds, futures, options, investment trusts, exchange traded funds and investment-type annuity policies as well as broker use of foreign exchange trades.

### ***Securities***

We continue to pursue our aim of a comprehensive securities business based on combined Internet and conventional branch-based service channels. As at 30 September 2010, SBI SECURITIES Co., Ltd. had 2,128,426 customer accounts and a network of 23 branch offices in Japan.

As at 30 September 2010, SBI SECURITIES Co., Ltd. continued to maintain the top level position in total stock brokerage trading value (a measure that includes conventional as well as online securities firms) at ¥8,730 billion for the six months ended 30 September 2010, and it has consistently held the top level position since surpassing Nomura Securities Co., Ltd. in the fourth quarter of the fiscal year ended 31 March 2005. Furthermore, SBI SECURITIES Co., Ltd.'s rate of increase in customer accounts continues to greatly exceed its competitors. Despite the downturn in the Japanese securities markets and related decrease in retail trading value, SBI SECURITIES Co., Ltd.'s number of customer accounts increased by 74,440 in the six months ended 30 September 2010, as compared to an increase of 67,531 accounts for its closest online securities company competitor. We believe SBI SECURITIES Co., Ltd. offers stock brokerage commission rates at the lowest levels in the industry in Japan, as well as among the industry's broadest range of services, allowing it to attract a large number of customers falling outside the high net worth individual category that conventional securities firms primarily target. The products and services we offer include HYPER SBI, a real-time trading tool, as well as HYPER MOBILE, the mobile phone version, each of which feature advanced trading functions to support active trading, and ATM cards such as cash cards and the SBI SECURITIES JCB card.

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We enable our customers to purchase or access our securities products and services through our Internet website. Many of our products and services are also available via Internet-enabled mobile phones. In addition to our Internet-based securities business, we operate a customer call center, through which our customers are able to place orders as well as receive technical support and answers to questions regarding their accounts and our products, and a branch network featuring both wholesale and retail operations as well as seminars and private banking services. The table below sets forth certain operating data for SBI SECURITIES Co., Ltd. as at the dates indicated:

	As at or for the month ended					
	31 March 2008	30 September 2008	31 March 2009	30 September 2009	31 March 2010	30 September 2010
Number of securities accounts . . . . .	1,662,051	1,735,589	1,866,508	1,956,746	2,053,986	2,128,426
Number of margin trading accounts . . .	169,443	179,964	192,015	202,810	214,274	221,834
Average daily retail trading value (¥ in millions) . . . .	289,873	274,770	202,390	202,461	197,227	137,383
Average daily proprietary trading system trading value (¥ in millions) . . . .	1,003	1,066	3,173	9,209	3,576	9,990
Monthly foreign exchange trading value (¥ in billions) . . . .	582	2,550	5,228	4,681	4,194	5,695
Client assets (¥ in billions) . . . .	3,755	3,230	2,980	3,714	4,093	3,867

We enable our customers to buy and sell stocks listed on the TSE, OSE, Nagoya Stock Exchange, Fukuoka Stock Exchange and Sapporo Securities Exchange. We also enable our customers to trade in real estate investment trusts and exchange traded funds that are listed on stock exchanges in Japan.

Revenue from our stock brokerage business for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 were ¥19,524 million and ¥8,051 million, respectively.

### **Margin lending**

We extend margin loans to our customers. Customers who wish to trade on margin must first deposit ¥300,000 in cash or securities in a separate account as collateral. The deemed value of securities deposited as collateral is adjusted in accordance with our internal policies as well as applicable laws and regulations. Once a customer is authorised for margin trading, we will extend margin loans so long as the customer maintains the required collateral in the collateral account. We require that customers provide collateral the deemed value of which, minus any net loss in the value of securities purchased on margin, is at least 33.0% of the outstanding principal and accrued interest of the margin loan. In the event that the collateral minus any net valuation loss of the securities bought on margin becomes less than 30.0% of the margin loan, we require customers to deposit cash or collateral to bring the total deemed value of the collateral to at least 30.0%. This 30.0% margin call is higher than the rate at which margin calls are required by Japanese regulations, which is currently 20%. If a customer fails to satisfy the margin call within the specified period, we liquidate the collateral and the securities purchased on margin and apply the proceeds

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towards paying off the customer's debts. In order to assist customers in managing their margin risk, we offer real time margin monitoring and calculation tools. In the event that a margin call is necessary, margin calls are made by us by email. Margin transactions have increased rapidly in recent years, generating increased commissions as well as interest on the margin loans. For the fiscal year ended 31 March 2010, SBI SECURITIES Co., Ltd. held a 39.8% share of the Japanese retail margin trading market by value.

### ***Investment trusts***

Mutual fund investments in Japan take the form of interests in investment trusts. Our policy is to offer select funds managed by third parties that permit our customers to diversify their investment risk across various financial products and markets. The investment trusts we offer include money market funds, Japanese bond funds, Japanese stock funds, international stock funds, international bond funds and balanced funds. As at 30 September 2010, the market value of our customers' investment trust account balances totalled ¥420 billion.

Revenue from commissions for sales of investment trusts for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 was ¥1,267 million and ¥897 million, respectively. In addition to initial sales commissions, in some cases we also receive recurring fees from the fund sponsor as a percentage of the aggregate investment in a particular fund by our customers. Recurring fees for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 was ¥1,428 million and ¥730 million, respectively.

### ***Foreign exchange trading***

Foreign exchange trading is a part of our drive to diversify our profit structure in order to stabilize earnings. From July 2008, we offered free foreign exchange margin trading services and narrowed spreads, resulting in higher trading values.

In November 2008, our wholly-owned subsidiary, SBI Liquidity Market Co., Ltd., began offering its market infrastructure services for foreign exchange covering transactions to financial instruments business operators, including SBI SECURITIES Co., Ltd. By establishing SBI Liquidity Market Co., Ltd., we brought within our Group a function previously conducted through outside counterparties, capturing the profits of foreign exchange covering transactions. SBI Liquidity Market Co., Ltd.'s operating revenues totalled ¥10,574 million in the fiscal year ended 31 March 2010 and for the month of March 2010, monthly average trading volume through SBI Liquidity Market Co., Ltd. was ¥4,194 billion.

Also in November 2008, SBI SECURITIES Co., Ltd. launched "SBI FX α", a new foreign exchange service utilising SBI Liquidity Market Co., Ltd. Customers are able to trade in up to 20 pairs of currencies, providing a larger selection of choices for greater leverage. In addition, using "SBI FX mini", customers are permitted to buy and sell in blocks one-tenth of the normal minimum. As at 30 September 2010, there were 163,996 SBI FX customer accounts. Primarily as a result of the above initiatives, SBI SECURITIES Co., Ltd.'s monthly foreign exchange margin trading value increased to ¥5,695 billion in September 2010, approximately 1.2 times the trading value recorded in September 2009. We plan to expand the services of SBI Liquidity Market Co., Ltd. to major domestic banks and international financial institutions outside our Group as well as to SBI Sumishin Net Bank, Ltd. As at 30 September 2010, counterparties of SBI Liquidity Market Co., Ltd. include 19 major banks and international financial institutions.

Customers are permitted to trade currencies on margin, but must maintain cash collateral at a ratio of their positions as revalued to market rates on a daily basis, and the required collateral varies according to the trading course as follows: (i) in the case of the "Standard Course", 10% of the transaction amount and (ii) in the case of the "High Leverage 50 Course", 2% of the transaction



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amount. Foreign currency trades are structured as two-day forward currency contracts with our customers which are automatically extended on a daily basis unless terminated by the customer. We enter into back-to-back transactions to mirror our customers' foreign currency transactions and hedge our currency exposure on a net basis.

Total commissions from foreign exchange trading for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 were ¥7,423 million and ¥3,541 million, respectively, or 14.8% and 14.6% of the net sales of our brokerage and investment banking business, respectively.

### ***Proprietary trading system***

We, through SBI Japannext Co., Ltd., and with the participation of two other securities companies, launched a proprietary trading platform that offers individuals the ability to execute trades off-exchange outside of normal trading hours in August 2007. We and the Goldman Sachs Group, Inc. own 47.4% and 37.0% of the shares in SBI Japannext Co., Ltd., respectively, with the remaining 15.6% of the shares being owned by six securities companies. This proprietary trading platform system matches customers' buy and sell orders and permits our account holders to trade with other account holders with respect to the approximately 4,000 stocks (as at 30 September 2010) for which we offer this service. We expanded our off-exchange trading services to permit account-holding qualified institutional investors, as defined in the FIEA to sell to, or purchase from, our individual customers, shares at a price other than the closing price. Such institutional investors are able to make irrevocable offers to purchase or sell a certain number of shares at a price agreed with us that is higher, in the case of an offer to purchase, or lower, in the case of an offer to sell, than the closing price of such shares

We expanded our trading hours through SBI Japannext PTS to include weekday daytime trading from 8:20 a.m. to 4:30 p.m., in addition to the existing 7:00 p.m. to 11:59 p.m. trading period and 12:30 a.m. to 2:00 a.m. nighttime trading period in October 2008. Average daily trading value in the six months ended 30 September 2010 was ¥6.0 billion, with a peak monthly trading value of approximately ¥199.8 billion reached in September 2010. Trading volume for SBI Japannext Co., Ltd. has already exceeded that of competing systems in Japan that have been operating longer, with monthly trading value in September 2010 at ¥199.8 billion. The number of participating securities companies continues to rise, with 12 participants as at 30 September 2010, including domestic and foreign securities companies.

### ***Cross-border trading***

SBI SECURITIES Co., Ltd. began handling US stocks in August 2003, Hong Kong and Chinese stocks in March 2005, and Korean stocks in May 2005. In order to leverage the benefits of the Internet and facilitate real-time trading, SBI SECURITIES Co., Ltd. has reached agreements with Interactive Brokers LLC for US stock brokerage, with Kingsway Financial Services Group Ltd. for Hong Kong and Chinese stock brokerage, and E\*TRADE Korea for Japan/Korea cross-border trading.

### ***Investment banking***

We provide a broad range of investment banking services, including the underwriting of initial public offerings and corporate bonds through SBI SECURITIES Co., Ltd.

We were one of the first of the major online brokers in Japan to participate in public offerings as an underwriter. Acting as an underwriter, we are able to offer our customers the ability to subscribe for primary and secondary offerings of stock. In the event that customers oversubscribe



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for any offering, we allot shares to our customers in accordance with our computerised allocation system. Customers are not charged any commissions in connection with subscription for shares purchased in this manner, and we receive separate commissions from the issuer or selling shareholders in the offering.

From the fiscal year ended 31 March 2000 through the fiscal year ended 31 March 2010, SBI SECURITIES Co., Ltd. participated in a total of 537 initial public offering underwritings, with a peak of 121 initial public offering underwritings in the fiscal year ended 31 March 2007. However, the initial public offering level in Japan continues to remain low, with a five-year low of 11 initial public offerings in the fiscal year ended 31 March 2010. Despite being a slow year for initial public offerings in Japan generally, SBI SECURITIES Co., Ltd. participated as an underwriter in 11 initial public offerings during the fiscal year ended 31 March 2010 and five completed initial public offerings during the six months ended 30 September 2010.

### ***Sales and marketing***

In addition to utilising the Internet, our brokerage and investment banking business operates face-to-face channels consisting of 23 branches of SBI SECURITIES Co., Ltd. We employ a strategy of active utilisation of individual financial instruments intermediary service providers such as community-based financial planners and certified public accountants. In addition, we are developing our SBI Money Plaza shops as a common infrastructure among Group companies for our face-to-face channels. SBI Money Plaza shops offer Group financial products as well as third party financial products to customers. We currently have a network of over 200 predominately franchised SBI Housing Loan shops/SBI Money Plaza shops. Through integration of online and face-to-face services, we seek to become the largest financial products distributor in Japan. We also engage financial product brokers to act as agents for our products. Our marketing strategy is to build awareness of our brand and to promote our products and services as user-friendly, economical and effective tools for individual investors to trade in securities and access other financial products. We promote our brokerage and investment banking business through our websites, media relations and through business alliances as well as promotional campaigns.

### ***Major customers and suppliers***

Our principal customers of the brokerage and investment banking business consist of many individuals and corporate clients. As at 30 September 2010, we had 2,128,426 stock brokerage accounts.

Due to the nature of our brokerage and investment banking business, we do not have any major suppliers or customers.

## **Financial Services**

### ***Overview***

In our financial services business, we endeavour to build a revenue base that is not dependent on the stock market by broadly expanding the lineup of Internet-based financial services that we offer. By developing our Internet banking and Internet non-life insurance businesses and fully leveraging the synergistic effects among our Group companies, we aim to develop a stable revenue source that will contribute significantly to earnings growth. Our principle consolidated subsidiaries and affiliates operating in this segment are SBI Sumishin Net Bank, Ltd., SBI Insurance Co., Ltd., SBI Card Co., Ltd., Morningstar Japan K.K., Gomez Consulting Co., Ltd., SBI Servicer Co., Ltd., Autoc one K.K., SBI VeriTrans, SBI Lease Co., Ltd., SBI Business Support Corp., and SBI Credit Co., Ltd.

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For the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010, revenue from customers from our financial services business segment represented 19.6% and 21.5% of our total revenue from customers, respectively.

### **Internet banking**

We conduct our banking business through SBI Sumishin Net Bank Ltd., an equity-method affiliate. In September 2007, we established SBI Sumishin Net Bank Ltd. jointly with Sumitomo Trust & Banking Co., Ltd., with ownership currently on a 50/50 basis. SBI Sumishin Net Bank, Ltd. is an innovative customer-oriented Internet bank focusing on the asset management and borrowing needs of individual customers and businesses. SBI Sumishin Net Bank, Ltd. which had a late start among Internet-based banks in Japan, achieved fast growth in the industry owing to its competitive interest rates on deposits, free transfers up to a certain number of transactions, highly convenient services in collaboration with SBI SECURITIES Co., Ltd. and its focus on asset management. Specifically, its alliance with SBI SECURITIES Co., Ltd. created a service called the “SBI Hybrid Deposit”, which enables deposit balance to be used for stock trading and required collateral for margin trading. Customers with this account at SBI SECURITIES Co., Ltd. can transfer funds seamlessly to and from their securities account. This alliance has resulted in approximately 50% of individuals opening an account at SBI SECURITIES Co., Ltd. to simultaneously apply to open an account at SBI Sumishin Net Bank, Ltd. as at 30 June 2010, thus greatly contributing to the customer base of SBI Sumishin Net Bank, Ltd.

As at 31 March 2010, SBI Sumishin Net Bank, Ltd. had a total of 753,019 accounts, an increase of 334,530 accounts over the fiscal year. SBI Sumishin Net Bank, Ltd. achieved positive quarterly net income in less than two years since its establishment and recorded its first single-year profit in its third year of operation. SBI Sumishin Net Bank, Ltd.’s balance of total customer deposits was ¥1,193.9 billion as at 31 March 2010 and total loans issued was ¥442.4 billion as at the same date. The balance of total customer deposits and total loans issued increased to ¥1,403 billion and ¥565 billion as at 30 September 2010, respectively. The table below sets forth certain operating data for SBI Sumishin Net Bank, Ltd. as at the dates indicated:

	As at					
	31 March 2008	30 September 2008	31 March 2009	30 September 2009	31 March 2010	30 September 2010
Number of customer accounts . . . . .	124,594	250,567	418,489	569,864	753,019	892,009
Total customer deposits (¥ in billions) . . . . .	291.4	486.6	629.9	827.3	1,193.9	1402.7
Total loans issued (¥ in billions) . . . . .	26.5	97.1	219.8	327.3	442.4	565.3

SBI Sumishin Net Bank, Ltd. won The Asian Banker’s “Best Internet Only Bank” award in 2009, based in part on it having achieved US\$4.3 billion in deposits within only 11 months after having commenced operations. SBI Sumishin Net Bank, Ltd. was ranked second in the Nikkei Financial Institution category in its customer satisfaction survey in December 2009. SBI Sumishin Net Bank, Ltd. was also ranked first in the banking sector and fourth in the overall customer service ranking by the Service Productivity & Innovation for Growth, a service industry productivity council in Japan, in its Japanese Customer Satisfaction Index survey for the fiscal year ended 31 March 2010.

SBI Sumishin Net Bank, Ltd. offers an array of services and products, including Yen and foreign currency deposits, direct payment account services, fund settlement services and a variety of loans to individuals. It seeks to differentiate itself from its competitors by offering competitive

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interest rates, free ATM transactions for individuals and foreign currency deposits that permit placing orders at specific exchange rates. These competitive offerings are possible due to the cost savings SBI Sumishin Net Bank, Ltd. realises by not having to maintain physical branches. All account holders at SBI Sumishin Net Bank, Ltd. are eligible to apply for an ATM card permitting customers to withdraw cash from their accounts at ATMs throughout Japan. Customers may withdraw cash from their accounts with SBI Sumishin Net Bank, Ltd.

We believe an important aspect of the banking business is the management of assets deposited by customers. As such, we have expanded our Group of related companies supporting asset management. These include SBI AutoSupport Co., Ltd., which provides financial services such as auto loans through automobile dealerships, and SBI Receipt Co., Ltd., which is engaged in the medical care payment receivable factoring business.

Housing loans, unsecured consumer loans, auto loans, real estate-secured loans and medical service financing are the five pillars SBI Sumishin Net Bank, Ltd. is using to increase assets in line with its rapidly growing customer deposits. Housing loans surpassed ¥420 billion in loans issued about two and half years after commencement of operations. Unsecured consumer loans, guaranteed by ORIX Credit Corporation are offered with preferential interest rates as low as 5.5%. SBI Sumishin Net Bank, Ltd. also offers real estate-secured loans to individuals and corporations. In July 2010, we acquired SBI Credit Co., Ltd., a Tokyo-based financial services provider, as a guarantee company for auto loans, from Gulliver International Co., Ltd to complement our financial services business.

### ***Non-life insurance and automobile-related services***

We conduct our non-life insurance business through SBI Insurance Co., Ltd., a consolidated subsidiary. We own 65.5% of SBI Insurance Co., Ltd., Aioi Insurance Co., Ltd. owns 33.4% and SOFTBANK CORP. owns 1.1%.

SBI Insurance Co., Ltd. commenced operations in January 2008 and its core business is providing automobile insurance products, including voluntary automobile insurance and compulsory automobile liability insurance, primarily through the Internet. SBI Insurance Co., Ltd. seeks to offer the industry's lowest insurance premiums for automobile insurance products in Japan. The expansion of our non-life insurance business is supported by our automobile insurance estimate website and a new-car estimation and brokerage website, as well as other channels through our various inter-industry alliances. Our direct income from net insurance premiums (written basis) exceeded ¥5.0 billion for the fiscal year ended 31 March 2010 and we attained 133,000 cumulative insurance contracts for the same period (206,553 as at 30 September 2010).

Our InsWeb insurance comparison and estimation website, which we launched jointly with InsWeb of the US in 1998, contributes to the growth of SBI Insurance Co., Ltd.'s business. InsWeb offers services as a neutral comparison website that provides users with automobile insurance estimates from over ten companies. It had approximately 3,280,000 cumulative users as at 31 March 2010 (approximately 3,605,000 as at 30 September 2010) and 775,804 annual users for the fiscal year ended 31 March 2010. We believe its ability to attract customers contributes significantly to the growth of SBI Insurance Co., Ltd.'s business.

SBI Insurance Co., Ltd. was ranked number one for the second consecutive year in the Diamond Weekly's "Automobile Insurance Premium Ranking" (14 March 2009 and 20 March 2010 issues). Following a revised premium structure in 2008, SBI Insurance Co., Ltd. has succeeded in increasing its number of insurance contracts by offering low premiums among direct non-life insurers in Japan. For the fiscal year ended 31 March 2010, approximately 40% of SBI Insurance Co., Ltd.'s customers chose SBI Insurance Co., Ltd. on InsWeb after comparing its policies with

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those of other companies. In addition to offering low premiums, it has also been recognised for high ratings in customer satisfaction. In the Oricon Customer Service Ranking for the fiscal year ended 31 March 2010, SBI Insurance Co., Ltd. was ranked number one in the category of "Completeness of Ancillary Services".

We also utilise other channels to attract customers, such as SBI AutoSupport Co., Ltd., which provides automobile insurance and auto loan products through automobile dealers, and Autocone K.K. which operates a new-car estimate and brokerage website. We believe our leverage of these synergies within the Group represents the strength of SBI Insurance Co., Ltd., which provides it with a foundation for growth in an industry that continues to expand. For further future business expansion, SBI Insurance Co., Ltd. plans to prioritize the increase in the number of channels which will serve as potential customer contact points. It has expanded inter-industry sales channels through alliances with, among others, the Gulliver Group, a leading Japanese used car purchasing and selling group, GEO CORPORATION, a DVD rental company with nationwide presence in Japan and Japan Automobile Auction Inc., which operates a used car auction website. Through these alliances, SBI Insurance Co., Ltd. is able to reach groups of consumers previously unreachable by way of the Internet. SBI Insurance Co., Ltd. plans to continue to aggressively expand its sales channels, whether online or face-to-face, in order to attain growth in its business.

SBI Insurance incurred net loss of ¥351 million, ¥238 million and ¥410 million for the fiscal year ended 2008, 2009 and 2010, respectively. The Company believes that a startup insurance company in Japan would usually operate at a loss at the initial stage of its business operations. As SBI Insurance commenced its business operation in January 2008, SBI Insurance was operating at a loss during the Track Record Period. The Company injected capital of approximately ¥1,997 million in September 2009 and approximately ¥3,330 million in May 2010 into SBI Insurance.

### ***Life insurance***

Prior to the sale of our entire shareholding in SBI AXA Life Insurance Co., Ltd. to AXA Japan Holding Company Limited in February 2010, we were also engaged in the Internet-based life insurance business in Japan.

However, we transferred all our shares in SBI AXA Life Insurance Co., Ltd. to AXA Japan Holding Co., Ltd. in February 2010 due to a difference in business policy. Our re-entry into the life insurance business is currently under preparation. Details of the Group's plan to re-enter the life insurance business, including the investment amount, have not been finalized as at the Latest Practicable Date.

### ***Payment processing and settlement services***

SBI VeriTrans, our consolidated subsidiary which is listed on the Standard section of JASDAQ at the OSE (stock code: 3749), provides online payment processing solutions for e-commerce companies. We believe safe and secure settlement of accounts is an essential feature for any e-commerce system. While businesses demand ease of integration and cost efficiency, consumers demand ease of use and security. We pioneered the use of Secure Sockets Layer technology, which is now recognized as the general way to encrypt e-commerce transactions for online settlement by credit card. In Japan, we believe our efforts to achieve a secure online settlement infrastructure facilitated the rapid growth of e-commerce. We strive to lead the industry with a full range of high value-added one-stop services such as e-commerce sales collection services and the e-money settlement service for Mobile Suica and Mobile Eddy, two widely used e-money systems in Japan. In the future, we plan to continue to expand our one-stop solutions. In addition, SBI VeriTrans in January 2009 established "Buy-J.com", an online mall with Internet settlement available through China UnionPay (中國銀聯), a Chinese consumer

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finance company with approximately 2 billion cards issued. UnionPay settlement was established in affiliation with Sumitomo Mitsui Card Company, Limited, and through Buy-J.com customers can order Japanese goods, pay with China UnionPay and have their purchases shipped to China for home delivery. This initiative is the first application of UnionPay card settlement for Internet shopping in Japan.

SBI Card Co. Ltd., our subsidiary, offers credit card services to a wide range of individual customers. We issue various SBI credit cards with the MasterCard and Visa brands. Since June 2010, we started to issue the GEO Ponta Visa credit card to registered customers of the GEO Group in Japan. "Ponta" is a multi-partner loyalty program in Japan with a customer base of approximately 23 million. We began to issue "SBI Card Plus" in October 2010, which uses a system that realises a cash back return rate depending on the amount charged on the card and awards users with more points for transactions with our Group companies. This creates synergies among our Group companies through cross-sectional sharing of customers within our Group. Our cards come in various grades, from regular cards to premium class cards at different annual membership costs. Currently, our credit cards are primarily marketed through the websites of our Group companies and non-Group companies which issue co-branded credit cards such as GEO CORPORATION. As at 30 September 2010, SBI Card Co., Ltd. had issued approximately 83,000 credit cards.

### ***Financial research and advisory***

We provide various types of financial information through Morningstar Japan K.K., a 49.6%-owned subsidiary. Using an extensive database and the established rating capability of Morningstar USA, Morningstar Japan K.K. provides customers with easy-to-understand, high value-added information for a wide range of financial products, including investment trusts and stocks. Morningstar Japan K.K. is listed on the Standard section of JASDAQ at the OSE (stock code: 4765). Domestic stock content was expanded with our acquisition of Kabushiki Shimbun Inc. in 2007. Quantitative and neutral information available through Morningstar Japan K.K. is pulled from financial content on our websites and major portal sites.

In addition, through a joint company with Dow Jones & Company, Inc., we started to offer the Wall Street Journal, Japan Edition in December 2009, which was a full-scale subscription-based online media in Japan. In our effort to expand our global financial content, we acquired Searchina Co., Ltd. in February 2010, which operates "Searchina", a Chinese information website in Japan with over 90 million page views per month and over five million users per month. In March 2010, we agreed to establish a joint venture with China Securities Journal, administered by the Xinhua News Agency (新華社) and one of China's four largest economic newspapers, to transmit Chinese economic and financial information in Japan.

### ***Marketplace business***

Our marketplace business offers online comparison and search services for financial products on some of Japan's largest financial comparison websites, such as InsWeb and E-LOAN. We provide an online marketplace that provides a customized list of information based on individual needs with the aim of helping consumers make informed decisions about loans from several financial institutions, insurance products and other financial services. We operate a total of 13 financial comparison and estimates websites. For the fiscal years ended 31 March 2008, 2009 and 2010 and for the six months ended 30 September 2010, the combined user transaction numbers on our financial comparison and estimates websites (based on the number of actual estimates (requests for estimates), provisional applications and other transactions conducted on the websites) were 888,379, 929,332, 967,381 and 427,351, respectively. Our marketplace business generates revenue from advertisements on its portal websites, as well as fees from advertisers on a per document request basis.



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The InsWeb ([www.insweb.co.jp](http://www.insweb.co.jp)) is an insurance portal providing cost estimates and documents upon request, operated by our Company's financial service division. The website enables users to find suitable solutions according to needs from a wide range of insurance products, obtain a cost estimate and request related product documents.

The E-LOAN website in Japan ([www.eloan.co.jp](http://www.eloan.co.jp)) is also operated by our Company's financial service business division. The website allows users to select an appropriate consumer loan product according to needs through a loan search engine and submit an online preparatory application through a loan application delivery service.

### ***Sales and marketing***

Our key sales and marketing strategy for our financial services business is to (i) form strategic alliances with third parties which offer channels and complementary services, such as our alliance with the GEO Group, Japan Automobile Auction Inc. and the Gulliver Group with respect to auto-related financial products; and (ii) leverage synergies within the Group companies such as the alliance between SBI Sumishin Net Bank, Ltd. and SBI SECURITIES Co., Ltd.

We conduct most of our financial services operations over the Internet. In addition to the conversion of SBI Housing Loan shops into SBI Money Plaza shops to serve as a common infrastructure among Group companies for our face-to-face channels, we are also developing face-to-face channels for auto-related financial products through SBI AutoSupport Co., Ltd. as well as through our alliance with the GEO Group. The GEO Group operates a video and DVD business with nationwide store coverage in Japan, and at GEO stores SBI Insurance Co., Ltd.'s auto insurance is introduced to their customers. We have further developed our face-to-face channels for our financial products through our alliance with the Gulliver Group, which operates over 400 shops nationwide in Japan. We promote our financial services business through our websites, media relations and through business alliances as well as promotional campaigns.

### ***Major customers and suppliers***

Our principal customers in the financial services business consist of individual and corporate clients. Due to the nature of our financial services business, we do not have any single major customer or supplier. The top five customers of our financial services business collectively accounted for less than 30% of this segment's revenue in each of the three years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010.

## **Housing and Real Estate**

### ***Overview***

Our housing and real estate segment is primarily comprised of housing loans and housing loan brokerage, real estate investment and development, real estate fund management and our lifestyle networks business. In our real estate business, we primarily seek the well-timed acquisition of promising properties with high potential for increases in value. As part of this value creation process, we perform real estate development, fund management, property management and other activities. In addition to the business division of our Company, our principal consolidated subsidiaries active in this segment are SBI Mortgage Co., Ltd., CEM Corporation and SBI Life Living Co., Ltd.

Contracting real estate markets and the tightening of credit markets in Japan and abroad have had a significant impact on our performance in this segment during the Track Record Period.

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Net sales in this segment for the fiscal year ended 31 March 2010 decreased by 28.1% as compared to the previous fiscal year. Net sales of our housing and real estate business in the six months ended 30 September 2010 increased by [35.8]% as compared to the corresponding period in the previous fiscal year.

For the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010, revenue from customers from our housing and real estate business represented 23.6% and 13.7% of our total revenue from customers, respectively.

### ***Housing loans***

SBI Mortgage Co., Ltd. was established in June 2000 as a mortgage bank in Japan, and through housing loan securitisations and low-cost operations, it has succeeded in providing long-term, fixed-interest housing loans to customers throughout Japan. SBI Mortgage Co., Ltd. offers loans through the Internet and through an established nationwide network of franchised SBI Housing Loan Shops. As at 30 September 2010, there were 84 SBI Housing Loan Shops, which we are currently converting into SBI Money Plaza shops that will offer individuals more comprehensive financial product options.

The core product of SBI Mortgage Co., Ltd. is "Flat 35", a loan extended in conjunction with the Japan Housing Finance Agency. Due to its strategy of continuing to offer the industry's lowest interest rate for Flat 35 loans, as at 30 September 2010, SBI Mortgage Co., Ltd. had ¥[147.8] billion in Flat 35 loans issued, and held a 14.7% market share, the largest share among 339 institutions providing Flat 35 loans.

CEM Corporation services a wide range of our customers' real estate financing needs. Utilizing finance and real estate know-how, CEM Corporation provides real estate-secured loans to individuals and companies. As at 30 September 2010, CEM Corporation had total loans outstanding amounted to ¥[9,899] million.

Revenue from our housing loans business for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 were ¥9,110 million and ¥5,137 million, respectively.

### ***Real estate investment and development***

We make real estate investments and undertake real estate development projects in Japan and with a focus on rapidly growing economies in overseas markets. Our focus is on purchasing undervalued real estate. We principally develop properties using our own capital rather than by means of leveraged or other financing.

In Japan, our projects are located in various cities including Tokyo, Nagoya and Fukuoka. These projects involve residential buildings, commercial facilities and warehouses. We handle each step of the real estate development process, from real estate acquisition planning to the sale of the completed building or property. All construction work for our property development projects is handled by the real estate business division of our Company, SBI Life Living, Co., Ltd. and SBI Planners Co, Ltd.

In the overseas market, our projects are located in China and Hawaii. We focus on building properties that match the local real estate demand. A number of these projects involve condominium development. We acquire and hold high-rent office buildings and other existing buildings in countries with rapidly growing economies.

Revenue from our real estate investment and development business for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 were ¥6,523 million and ¥2,668 million, respectively.



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### ***Completed projects held for sale***

As at 31 December 2010, we had completed twelve property development projects with an aggregate gross floor area of 7,201 sq.m. of which seven were in Tokyo (with an aggregate gross floor area of 2,541 sq.m.), four were in other cities in Japan (with an aggregate gross floor area of 2,154 sq.m.) and one was in Hawaii (with an aggregate gross floor area of 2,506 sq.m.). As at 31 December 2010, we had held properties for sale with an aggregate saleable gross floor area of 7,201 sq.m. Our completed projects involve residential buildings, commercial facilities and warehouses. Properties in these projects were sold only after the receipt of all proper title and approval documents, and our compliance with all other Japanese regulations applicable to such property development activities. For further information about our completed property development projects, please refer to the property valuation report in Appendix IV to this document.

### ***Projects under construction***

As at 31 December 2010, our projects under construction and future development covered an aggregate site area of 2,920 sq.m. of which seven were in Tokyo (with an aggregate site area of 1,676 sq.m.) and three were in other cities in Japan (with an aggregate site area of 1,244 sq.m.). Our calculation of the site area for projects under construction is based upon figures contained in surveying reports prepared by relevant government departments for the relevant projects. Our projects under construction involve residential buildings, hotels, commercial facilities. For each of the our projects under construction, we acquired proper title and all approval documents, including construction approvals, before commencing the relevant construction work and pre-sales, and has complied with all other Japanese regulations applicable to such property development activities. For further information about our projects under construction, please refer to the property valuation report in Appendix IV to this document.

### ***Project planning, design and construction***

Collaboration with our subsidiaries facilitates our real estate development projects. The real estate business division of our Company develops, plans, designs and sells larger-scale income-producing properties for investors, including commercial facilities, while SBI Life Living, Co., Ltd. develops, plans, designs and sells relatively smaller properties, including condominium buildings. SBI Planners Co., Ltd. is responsible for planning and designing relatively minor properties. The real estate business division of our Company is responsible for monitoring the progress and quality of each property developing project to ensure successful completion.

Before construction work may begin, we must obtain the required planning permits and construction permits. These certificates and permits are only granted if we meet specific government requirements.

We place strong emphasis on quality control. Quality control procedures are implemented in each project company to ensure that our products and services comply with relevant laws and regulations and market standards.

### ***Real estate fund management***

Our real estate fund management business manages a large-scale real estate fund, SBI Private Equity Real Estate Fund. This provides support for our efforts to achieve stable high returns for investors. As at 30 September 2010, SBI Private Equity Real Estate Fund had ¥50,772 million of assets under management. We plan to continue to develop our real estate fund management business, responding to the changing needs of investors, including the active deployment of external funding through the formation of private funds.

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### ***Lifestyle networks***

Our lifestyle networks business operates websites that allow for comparisons and searches relating to many significant events in one's life, including marriage, raising a family and purchasing a home. It also offers a ticket outlet and a service that provides estimates for a variety of services and products, including moving expenses.

Revenue from our lifestyle networks business for the fiscal year ended 31 March 2010 and for the six months ended 30 September 2010 were ¥1,521 million and ¥787 million, respectively.

### ***Major customers and suppliers***

Our principal customers in the real estate and housing business primarily consist of individual clients with respect to our housing loans and lifestyle networks businesses, and corporate and institutional investors with respect to our real estate development and investment businesses.

We do not have a single major customer in this business segment and for each of the three fiscal years ended 31 March 2010 and for the six months ended 30 September 2010, revenue of our real estate and housing business attributed to its five largest customers accounted for less than 30% of this business segment's total revenue.

Due to the nature of our real estate and housing business, we do not have any single major supplier.

### **Other Businesses**

#### ***System solution***

We are involved in the planning, design and operation of information technology systems, including next-generation financial services and system solutions for financial institutions, as well as the development of R&D and information security products for encryption technology through SBI Net Systems Co., Ltd., which is one of our subsidiaries and listed on the Mothers Market of the TSE (stock code: 2355). For example, as our Group relies on the Internet as the major distribution channel for its diverse line-up of products and services, systems and software are vital to the success of our business. As such, we are creating an overarching information systems network designed to play a central role in building, monitoring and maintaining the information technology systems used by Group companies. We seek to become a total solution provider for financial systems by further expanding our information security products to include financial system development.

#### ***Beauty care and health food products retail and services***

With a network of over 40 outlets nationwide in Japan, our subsidiary, HOMEOSTYLE Inc., sells and provides services relating to beauty care and health food products.

#### ***Biotechnology***

We are involved in the biotechnology business through our subsidiary, SBI Biotech Co., Ltd. Combining antibody, nucleic acid and low-molecular drugs with cell remedies, we strive for contribution towards new immunotherapy and cancer treatment. Through independent and third-party research and product development, we seek to establish a genome and cell remedy platform, create a communication structure open to drug discovery organizations, clinics, and patients, and generation of a new medical and healthcare service industry. Current projects include a novel nucleotide project and an immunocell therapy project.

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The nucleotide project is being conducted in alliance with Changchun Huapu Biotechnology Co., Ltd. (長春華普生物技術有限公司), a Chinese biotechnology company. We have already commenced phase I of clinical testing in the US and are in tie-up negotiations with a foreign-affiliated pharmaceutical company regarding the drug. Our immunocell therapy project is being conducted in alliance with Baylor Research Institute in the US and is currently in clinical testing phase II in the US. We also plan to commence clinical tests in Japan soon.

In association with CrystalGenomics Inc. in South Korea, we have applied for an international patent of drug discovery hit-to-lead for an anti-cancer agent in April 2010. Such application is still pending and at the Latest Practical Date we do not know with certainty when we can expect to receive such patent.

### MAJOR ACQUISITIONS AND DISPOSALS

As part of our growth strategy, we acquire and dispose of portfolio interests from time to time in accordance with our investment objectives. These portfolio interests are in the form of equity interests in portfolio companies at varying percentages. The following tables set forth, for the periods indicated, significant changes in our portfolio:

Disposals / Acquisitions	Percentage of Shareholding Acquired / Disposed	Percentage of Shareholding After Acquisition / Disposal	Completion Time	Consideration (¥ in millions)	Revenue of the Company <sup>(1)</sup> (¥ in millions)	Net Profit of the Company <sup>(1)</sup> (¥ in millions)	Rationale
<b>Fiscal Year Ended 31 March 2008</b>							
<b>Portfolio Interests Acquired</b>							
Autoc one K.K. . . . . .	30.1%	53.4%	November 2007	1,564	745	40	Provide large customer sources for automobile financial services
SBI Life Living Co. Ltd. . . . . .	52.3%	52.3%	September 2007	2,784	8,075	287	To develop lifestyle network ecosystem for housing and real estate business
SBI Net Systems Co., Ltd. . . . . .	69.1%	69.1%	March 2008	1,709	2,183	-1,995	Establish the Information Systems ecosystem to support the Group's Internet business
<b>Fiscal Year Ended 31 March 2009</b>							
<b>Portfolio Interests Acquired</b>							
SBI SECURITIES Co. Ltd. . . . . .	44.2%	100%	August 2008	152,500	64,499	11,923	Create one-stop service and maximize mutual synergies within the Group companies being a wholly-owned subsidiary
SBI Futures Co. Ltd. . . . . .	6%	84.6%	November 2008	350	905	-91	Accumulate shares to take private SBI Futures for future re-organization
<b>Portfolio Interests disposed</b>							
E*TRADE Korea Co., Ltd. . . . . .	71.4%	0.0%	September 2008	19,018	7,851	1,853	Exit the business to align with our strategy
Zephyr Co., Ltd. . . . . .	21.4%	0.0%	July 2008	64	109,172	-11,378	Divest unprofitable non-core business with Zephyr filed a motion for civil rehabilitation proceedings

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Disposals / Acquisitions	Percentage of Shareholding Acquired / Disposed	Percentage of Shareholding After Acquisition / Disposal	Completion Time	Consideration (¥ in millions)	Revenue of the Company <sup>(1)</sup> (¥ in millions)	Net Profit of the Company <sup>(1)</sup> (¥ in millions)	Rationale
<b>Fiscal Year Ended 31 March 2010</b>							
<b>Portfolio interests acquired</b>							
Seachina Co., Ltd. . . . .	75.7%	80.6%	February 2010	932	480	44	Expand and develop China-focused financial information content for customers
SBI Futures Co. Ltd. . . . .	15.4%	100.0%	August 2009	276	569	-894	Discontinue the diminishing commodities futures transaction business and merge with SBI SECURITIES to improve management efficiency to strengthen its FX trading business
<b>Portfolio interests disposed</b>							
SBI Card Processing Co. Ltd. . . . .	75.0%	0.0%	November 2009	409	196	-586	Divest unprofitable and non-core business
SBI AXA Life Insurance Co. Ltd. . . . .	55.0%	0.0%	February 2010	3,795	140	-470	Transfer interest to AXA Japan Holding due to differences in business policy
SBI Robo Co., Ltd. . . . .	84.0%	0.0%	November 2009	1	299	-357	Divest unprofitable and non-core business
Broadmedia Corporation . . . . .	27.5%	19.7%	March 2010	2,973	11,714	-904	Realise investment in investee companies
<b>Six months Ended 30 September 2010</b>							
<b>Portfolio interests acquired</b>							
SBI Global Investment Co., Ltd. . . . .	17.2%	40.1%	June 2010	381	412	-1,452	Expand investment business in Korea
Korea Technology Investment Corporation. . . . .	17.9%	44.7%	July 2010	1,241	2,681	-6,743	Expand investment business in Korea
SBI Credit Co., Ltd. . . . .	100.0%	100.0%	July 2010	255	3,069	147	Expand credit service offerings and credit user customer base

*Note: (1) Revenue and net profits of the latest fiscal year prior to the acquisition or disposal*

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### INFORMATION TECHNOLOGY

#### Technology and Information Systems

Our information system covers all aspects of our business. We rely on technology and information systems to offer highly automated, efficient and reliable services to our customers, as well as to differentiate our services from those of our competitors. The information systems used for customer interface are generally managed by each Group company. In addition, we use third party vendors, such as Nomura Research Institute Inc. with respect to SBI SECURITIES Co., Ltd., which uses our representative system, to provide us with a reliable information system infrastructure for our business. Our Company also has a system management division which manages our use of Internet technology.

We focus on the development of our information technology capabilities and employ information technology personnel to provide comprehensive support to our business operations. For example, with respect to SBI SECURITIES Co., Ltd., approximately ten information technology personnel are assigned to each of its planning and development division (which oversees the development of new systems) and operations and administration division (which oversees and improves the quality of existing systems) to provide support to its operations. In order to improve the capability of system hardware to enhance efficiency and reduce running costs, SBI SECURITIES Co., Ltd. has replaced and upgraded its existing systems (which were adopted in 2003) in December 2010. Group companies in our system solution business also play an important role in creating an overarching information systems network designed to play a central role in building, monitoring and maintaining the information technology systems that we use.

We believe our system capacity is sufficient to support our existing customers and do not expect increases in customers to require us to enhance or expand our systems to accommodate such further increases in the near term. The servers that run our systems are located at multiple data center facilities owned by third party vendors, such as Nomura Research Institute Inc. with respect to SBI SECURITIES Co., Ltd. Our online trading system is monitored by our system management division 24 hours a day and is supported by double core systems, an auto-answer phone system and system back-up sites at several locations.

SBI NetSystems Co., Ltd. had not been at net current liabilities position throughout the Track Record Period.

#### Information Technology Risk Management

Our information technology risk management is coordinated by our Company's Group Information System Committee which consists of members from each business division and is chaired by the risk management officer.

Since a large portion of our business activities depend on information systems, we have devised measures that include the build-up of back up computer systems to manage our information technology risk. Particularly in our brokerage and investment banking business, which utilises the Internet as the principal sales channel, we recognise the need to ensure the stability of our system for online transactions. Thus, we have implemented a number of countermeasures, which include building redundant mission critical systems and monitoring functions, as well as establishing backup sites at multiple locations and undertaking initiatives to maintain and enhance the level of service of our systems.

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We have adopted information technology safety security measures, including firewalls, transmission encryption, intrusion detection and centralized authentication. Client information transmitted over the Internet is encrypted to prevent theft or corruption. Our account holders are required to verify their identity by inputting their user identification code and password each time they log in or transmit orders.

### COMPETITION

We compete with other groups that are developing or have developed similar comprehensive businesses offering financial products and services under a unified brand, including financial services conglomerates such as Mitsubishi UFJ Financial Group, Inc. (三菱日聯金融集團), Nomura Holdings, Inc. (野村控股公司) and Sony Financial Holdings Inc., and online competitors.

### Asset Management

In our asset management segment, we compete with other firms in raising capital for investment funds, in seeking and acting upon attractive investment opportunities and in hiring and retaining professionals. We compete with other Japanese asset management companies, including venture capital company JAFCO Co., Ltd. and Japan Asia Investment Co., Ltd.

We believe we have three key strengths which provide us with a solid foundation from which we can continue to compete successfully in the asset management industry in Japan. These include (i) a stable team of management and investment professionals; (ii) a strong investment performance track record in terms of investment return and exit rate of investments through a number of financial market cycles; and (iii) a sound investment philosophy of focusing on growth industries, forming and utilizing strong networks of overseas local partners and employing a hands-on approach to investee companies.

### Brokerage and Investment Banking

The retail securities brokerage industry in Japan is extremely competitive. After the complete deregulation of brokerage commissions in October 1999, online brokerage firms and online accounts have increased rapidly. Our major competitors in this segment include other online brokerage firms, such as Monex Inc., Rakuten Securities, Inc., Matsui Securities Co., Ltd. (松井證券株式會社) and kabu.com Securities Co., Ltd., as well as Japanese full-service brokerage firms such as Nomura Securities Co., Ltd., Nikko Cordial Securities Inc. and Daiwa Securities Co. Ltd (大和證券株式會社). The online securities brokerage industry is highly competitive and in recent years has experienced significant expansions in customer base and market share as compared to conventional securities brokerage firms.

We plan to strengthen our competitiveness in the brokerage and investment banking business through differentiation from our competitors and further enhance our growth by maximizing Group synergies (such as the synergies between SBI SECURITIES Co., Ltd. and SBI Liquidity Market Co., Ltd. with respect to foreign exchange margin trading, and the operation of the largest domestic proprietary system in terms of trading volume through SBI Japannext., Ltd.). We expect our plan to develop Japan’s first bricks and mortar, Internet-based securities business model that combines the advantages of the Internet with the positive aspects of face-to-face dealings to provide us with a competitive edge over our competitors.



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### Financial Services

Our online banking business faces significant competition in Japan's retail financial services market. Many traditional Japanese banking institutions have expanded, and continue to expand, their Internet banking services, and are much larger than us in terms of assets and customer base. We believe that our major competitors in the online banking business are The Japan Net Bank, Limited, Sony Bank Inc., and Rakuten Bank, Ltd. By focusing on our customer-centric principle, we believe our continual development and pursue of broader, more innovative, convenient and appealing services and products to our customers through strategic alliances and development of complementary businesses will enable us to continue to compete successfully in the financial services industry in Japan.

In our Internet-based non-life insurance business, we compete against other insurers that sell their policies through sales agents as well as insurers that, like us, sell their policies through direct marketing via the Internet. We believe competition is based of a number of factors, including customer service, claims resolution, pricing and marketing methods. We believe that our major competitors in the online non-life insurance business, particularly with respect to automobile insurance, are Sony Assurance Inc., Zurich Insurance Company Ltd, Japan Branch and Mitsui Direct General Insurance Co., Ltd. We believe the key strengths of our Internet-based non-life insurance business are (i) our low-cost operations which allow us to offer automobile insurance at low premiums, (ii) our ability to leverage the use of the Internet and the support of websites of our other Group companies which complements our business as an effective sales channel (for example, our InsWeb insurance comparison and estimation website) and (iii) our high quality customer service driven by our customer-centric principle.

### Housing and Real Estate

We compete for housing loans with non-bank companies offering long-term fixed rate mortgage loans, such as Flat 35 in coordination with the Japan Housing Finance Agency, generally at interest rates lower than those offered by most conventional Japanese banks. We believe that our major competitors in the housing loans business are The Mortgage Corporation of Japan, Limited and Zentaku Jyutaku Loan Corporation. We seek to differentiate ourselves from our competitors by offering competitive interest rates to our customers (currently the lowest level in the industry in Japan), continuing to expand our face-to-face channels through franchised SBI Housing Loan shops and SBI Money Plaza shops and leveraging synergies within our Group companies.

## INTELLECTUAL PROPERTY

We believe our success depends in large part on our trademarks and other intellectual property rights, including logos and domain names. Our trademarks registered in Japan include all of our brand names and logos. We are currently in the process of seeking to register additional trademarks in some foreign jurisdictions as well. In order to control and maintain the overall quality and proper usage of our trademarks, which are important to our overall business, these trademarks are managed by us collectively. In addition, we own domain names, including sbigroup.co.jp, for our primary trademarks and own unregistered copyright rights in our website content.

We are currently not involved in any material legal proceedings relating to our intellectual property.



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We independently develop, use and register any new trademarks and other intellectual properties in connection with our business, without any additional consideration to be paid to licensors or being subject to any other obligations under licensing agreements. We will continue to independently develop trademarks and other intellectual property rights and register those in our name or take other measures to protect such rights.

For a more detailed listing of these items, please refer to the section headed “Statutory and General Information — Further information about the business of our Company — Our Intellectual property rights” in Appendix VIII to this document.

### EMPLOYEES

The following table sets forth information about our employees for each business segment as at 30 September 2010.

Segment	Number of full-time employees
Asset management . . . . .	164
Brokerage and investment banking . . . . .	635
Financial services . . . . .	1,283
Housing and real estate . . . . .	355
Other businesses . . . . .	894
<b>Total . . . . .</b>	<b>3,331</b>

We strive to continuously maintain good working relations with our employees. We believe that our management policies, working environment and the employee development opportunities and benefits extended to employees have contributed to building good employee relations. Our employees do not belong to a labour union.

### PROPERTY

Our operations are principally conducted at our headquarters in Tokyo, Japan and 18 other office locations in Japan. As at 31 December 2010, we owned 45 properties with a total gross floor area of approximately 125,781 sq.m. Please refer to the property valuation report set out in Appendix IV to this document for the details and the open market value of the property interests held by us as at 31 December 2010.

### LEGAL PROCEEDINGS AND COMPLIANCE

As is common with many companies, we are involved from time to time in legal proceedings and claims incidental to the conduct of our business. Our business is also subject to extensive regulation, which may result in regulatory proceedings against us. Please refer to the section headed “Risk Factors” in this document.

#### *Regulatory reviews*

Regulatory reviews during the past three years to which we have been subject to are as follows:

- SBI Sumishin Net Bank, Ltd. was reviewed in November 2009 by the FSA;
- SBI E\*TRADE SECURITIES Co., Ltd. was reviewed in October 2007 by the Securities and Exchange Surveillance Commission.

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- SBI SECURITIES Co., Ltd. was reviewed in August 2009 by the Securities and Exchange Surveillance Commission; and
- SBI Japannext Co. Ltd. was reviewed in August 2009 by the Securities and Exchange Surveillance Commission.

With the exception of certain business operations of SBI E\*TRADE SECURITIES Co., Ltd. and SBI SECURITIES Co., Ltd. concerning the systems for transaction examinations concerning insider trading and concerning the electronic data processing systems, respectively, there were no other material issues highlighted at the regulatory reviews we have been subject to. The issues that the Securities and Exchange Surveillance Commission highlighted at the regulatory reviews of SBI E\*TRADE SECURITIES Co., Ltd. and SBI SECURITIES Co., Ltd. conducted in October 2007 and in August 2009, respectively, were as follows:

### **SBI E\*TRADE SECURITIES Co., Ltd.**

- Systems for verifying insider registration were not established in relation to management of securities and other transactions by customers.
- The omission of registration of a customer who was a concerned insider to listed companies was found.
- SBI E\*TRADE SECURITIES Co., Ltd. never conducted transaction examinations to prevent unfair trading associated with some corporate information.

### **SBI SECURITIES Co., Ltd.**

- While SBI SECURITIES Co., Ltd. conducted risk management in accordance with its administrative rules, a large number of system failures were not handled pursuant to The Standard of System Operating Management.
- As for the system failures handled pursuant to The Standard of System Operating Management, the maintenance of safety measures was insufficient.
- There was a deficiency in improvement concerning the matters that had been pointed out during the system inspection implemented by the commissioned external inspection body.
- There was a deficiency in maintenance of the rules regarding system risk management.
- There were system failures, such as login failures and order suspensions that had an impact on executing customer transactions.

### ***Public Disciplinary Action or Reprimand***

Our Directors confirm that there has been no public disciplinary action or reprimand by any regulatory authority against them or any of our staff.

With respect to the Group, the Directors are aware of the following public disciplinary actions or reprimands by a regulatory authority:

### **SBI SECURITIES Co., Ltd.**

- On 12 February 2010, in response to the results of the regulatory review of SBI SECURITIES Co., Ltd. by the Securities and Exchange Surveillance Commission, which found that the number of system glitches that failed to be handled under system risk

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management was equivalent to no system risk management being in place, the FSA ordered SBI SECURITIES Co., Ltd. to improve its business under Article 51 of the FIEA, assuming the violation of Article 123(1)(xiv) of Cabinet Office Ordinance on Financial Instruments Business based on Article 40(ii) of the FIEA.

- On 14 May 2010 and 15 June 2010, the TSE and the OSE, and the JSDA, respectively, followed the same disciplinary actions imposed by the FSA based on the same deficiencies identified by the Securities and Exchange Surveillance Commission.

### **SBI Net Systems, Co. Ltd.**

- On 10 December 2010, the TSE requested SBI Net Systems, Co. Ltd., one of the Company's listed subsidiaries, to submit a business improvement report to the TSE because SBI Net Systems Co., Ltd. disclosed that the independent committee set up by it and its auditor investigated and audited it and discovered a fraudulent accounting procedure in the fiscal years ended March 2006, March 2007, and March 2008. After that, on 22 December 2010, SBI Net Systems Co., Ltd. submitted the rectified securities reports and quarterly reports, and publicised the rectified Earnings Reports (Kessan Tanshin). According to the investigation, the fraudulent accounting procedure was due to some inappropriate dealings, such as the former manager's circular transactions conducted before consolidation of SBI Net Systems Co, Ltd. The circular transactions conducted by the former manager were mainly the license sales transactions, the purpose of which was to receive the payment from the fund which SBI Net Systems, Co. Ltd.' s fund invested in, and which were not disclosed regarding such circulation of the fund.

### **SBI E\*TRADE SECURITIES Co., Ltd.**

- On 23 May 2008, in response to the results of the regulatory review of SBI E\*TRADE SECURITIES Co., Ltd. by the Securities and Exchange Surveillance Commission, the FSA identified deficiencies in SBI E\*TRADE SECURITIES Co., Ltd.'s business operations of failing to register customers who were related to listed companies in its insider list and ordered it to improve its business under Article 51 of the FIEA, assuming the violation of Article 123(1)(v) of Cabinet Office Ordinance on Financial Instruments Business based on Article 40(ii) of the FIEA. On 27 June 2008, the TSE, OSE, and the JSDA censured SBI E\*TRADE SECURITIES Co., Ltd. for the same deficiencies, and followed the same disciplinary actions imposed by the FSA. TSE and OSE also requested SBI E\*TRADE SECURITIES Co., Ltd. to submit a business improvement report to investigate the deficiencies and to raise awareness of compliance issues with its directors and employees and to conduct compliance training.

### ***Remedial Actions Taken***

With regard to the disciplinary actions taken against SBI SECURITIES Co., Ltd., SBI Net Systems Co., Ltd. and SBI E\*TRADE SECURITIES Co., Ltd., we have promptly taken remedial actions to rectify the identified deficiencies and the fraudulent accounting procedure, and have been implementing appropriate internal control measures to safeguard against future breaches as follows:

### **SBI SECURITIES Co., Ltd.**

- SBI SECURITIES Co., Ltd. submitted a report on improvement of its business operations to the FSA on 12 March 2010. A periodic report with regard to these deficiencies is required by the FSA and SBI SECURITIES Co., Ltd. has been submitting

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the periodic report required by the FSA. In addition, SBI SECURITIES Co., Ltd. continues improvements with respect to the electronic data processing systems, such as implementing sequential renewal of the systems to strengthen data processing since the Fall of 2010.

- In addition, we have implemented the following measures to further strengthen and enhance the internal control structure and to prevent those deficiencies from recurring: (a) identify the causes of having adopted an inefficient or deficient risk management system, clarify where the responsibility lies, and review the management system; (b) verify previous system failure cases, including cases that were not handled according to The Standard of System Operating Management, and develop a viable system risk management system by identifying possible causes and countermeasures; (c) remind executives of the importance of system management, revise relevant rules, regulations and operating procedures and conduct training courses to ensure an appropriate business operation system is adopted and implemented; (d) address the matters identified during previous external system inspections and strengthen the structure of the internal inspection department based on the findings from. We have periodic written reports on the actions taken in (a) through (d) above regarding the status of the implementation and improvement made as a result.
- Our Directors believe that the FSA was satisfied with the contents of the report on improvement submitted to the FSA on 12 March 2010 and appropriate remedial actions have been taken and SBI SECURITIES Co., Ltd. has been submitting the periodic report. As the TSE, OSE, and JSDA all based their disciplinary actions on the same deficiencies identified by the Securities and Exchange Surveillance Commission, appropriate remedial actions have been taken.
- Our Directors also believe that the impact of this matter on the trading value and number of account openings, and the business and financial performance of SBI SECURITIES Co., Ltd. is minimal.

### **SBI Net Systems, Co. Ltd.**

- SBI Net Systems Co., Ltd. submitted to the TSE the improvement report that stated the background and remedy regarding the fraudulent accounting procedure on 27 December 2010. The remedy that SBI Net Systems Co., Ltd. continues to implement includes (a) re-formation of compliance and risk control management, (b) strengthening of business management, government structure, management regarding reported sales amount and actual expensed versus budget control, (c) establishment of an internal control system, (d) conduction of actual condition survey with respect to the circular transactions regarding software, (e) enhancement of board of directors and board of auditors, and (f) implementation of internal audit. Although we believe that the necessary measures have been taken, it is uncertain whether the TSE would make any additional requests to the improvement report.
- All of the former managers who conducted the inappropriate dealings resigned, and the fraudulent accounting procedure has not been discovered after the fiscal year in which they resigned. We have currently been implementing the remedy measures stated in the improvement report.
- Moreover, under the FIEA, fines may be imposed by the Commissioner of the FSA on a submitted securities report or quarterly report that contains a misstatement on important matters, and the submission of such report may result in a fine and/or in

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imprisonment under the FIEA. As at the Latest Practicable Date, our case was still under review and no fines had been imposed on SBI Net Systems Co., Ltd., for the fraudulent accounting procedures discovered, and we do not know when the Commissioner of the FSA will inform us of its final decision.

### **SBI E\*TRADE SECURITIES Co., Ltd.**

- SBI E\*TRADE SECURITIES Co., Ltd. submitted a report on improvement of its business operations to the FSA on 23 June 2008. SBI E\*TRADE SECURITIES Co., Ltd. changed its name to SBI SECURITIES Co., Ltd. in July 2008. SBI SECURITIES Co., Ltd. continues improvements with respect to the appropriate internal control measures.

### ***Complaints against the Group***

There are no material complaints other than the actions described below.

With respect to the Group, the total number of actions is approximately [79] as of the Latest Practicable Date.

The Company has had only one action taken against it. The plaintiff is an individual, and the plaintiff alleges that since the Company did not pay the consultant fee regarding fund business, he/she is charging the Company for the consultant fee regarding fund business by action. Its jurisdictional amount is ¥300 million. The Company expects to prevail and the Company does not think that the amount and nature of this case will have material adverse effects on the Group.

SBI SECURITIES Co., Ltd. has had six actions taken against it. The actions to which the Company is defendant almost always require payment of a charge because of a price drop of investment products. This applies to each of the current 6 actions. The highest jurisdictional amount among these current 6 actions is approximately ¥280 million. The Company does not think that the amount and nature of these cases will have material adverse effects on the Group.

There are approximately 70 cases in which plaintiffs were claiming that SBI Card Co., Ltd. must pay back the amount paid in excess of the interest rates prescribed by law. The average amount is approximately ¥500,000, and total amount during the period of 2007 through 2010 is approximately ¥540 million. This kind of litigation is recently very common in the industry and not unique to SBI Card Co., Ltd. The Company does not think that the amount and nature of these cases will have material adverse effects on the Group.

CEM Corporation has had one action taken against it. Since the jurisdictional amount of this cases is very small (i.e. approximately ¥2.7 million), the Company does not think that the amount and nature of this case will have material adverse effects on the Group.

SBI Incubation Co., Ltd. has had only one action taken against it. Its jurisdictional amount is ¥368 million. The Company expects to prevail and the Company does not think that the quantity and quality of this case will have material adverse effects on the Group.

The above proceedings or actions have not, or are not expected to have, a material adverse effect on our financial condition or results of operations. As of the Latest Practicable Date, no other material disciplinary action has been taken by the Securities and Exchange Surveillance Commission and the FSA and/or any other enforcement authority in Japan against members of our Group, and we are not currently subject to, or threatened with, any material legal proceedings.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, our Group has made all the required tax filings, was not in default in the payment of any material tax liabilities in the jurisdictions in which our Group operates and has not been subject to any material tax dispute or regulatory challenge.

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During the Track Record Period, we did not sell any investment products with underlying investments which were backed by credit default swaps, collateralized debt obligations or mortgage-backed securities and was not subject to any material third party claims in respect of the sale of any investment products by us.

### RISK MANAGEMENT

The Board of Directors of our Company appoints a risk management officer in accordance with our Company’s regulations regarding crisis management, risk management and group risk management. In addition, our Company’s risk management department monitors, evaluates and manages risk for the Group. The current management risk manager is Yasutaro Sawada, who is also our Director and Chief Financial Officer. Mr. Sawada was appointed as a risk manager in May 2006. He has more than 10 years experience in securities business and has served as a Director of the Company (as CFO or COO) for more than 8 years. He is responsible for overseeing risks associated to the Company’s operations such as credit risk, market risk and liquidity risk as described below. For a brief description of his background, please refer to “Directors and Senior Management” section of this document.

In the event that a potential or actual risk threatening our Company arises, the risk management officer will gather information, consider measures to prevent damage arising from such risk and/or implement measures to prevent reoccurrence of such damage, while reporting on the incidents to the relevant third-party institutions.

Our Company has established a management structure for information gathered in the process of conducting the Group’s business, including customer information, through the Group Information System Committee which comprises members from each business division and is chaired by the risk management officer. In addition, our Company has established a system to minimize risks involving the computer systems operated by the Group, including doubling systems and backing-up systems at multiple locations. For further information on our information technology risk management, please refer to the section headed “Business — Information Technology — Information technology risk management” in this document.

We adopt certain policies and procedures in managing the various risks applicable to our operations. Set forth below are our top three identified significant risks and our risk management policy and procedure in respect of each of them:

**(i) Credit risk**

- (a) analyze the financial condition of investees or borrowers and quantify the relevant credit risk;
- (b) appropriately manage the balance between our own capital and risk by periodic monitoring;
- (c) recognize investment risk as a significant risk to be controlled among various credit risks, and perform detailed analysis of any increase or decrease in risk associated with operational investment securities;

**(ii) Market risk**

- (a) understand the underlying currency and term of assets, and quantify the market risk;
- (b) appropriately manage the balance between our own capital and risk by periodic monitoring;



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- (c) never enter into derivative transactions for speculative purposes without established operating rules;

### **(iii) Liquidity risk**

- (a) secure various means of financing such as bank overdraft arrangements, bond issuance registrations or stock issuances;
- (b) collect information on capital needs of the Group and understand accurate cash flow positions; and
- (c) acknowledge cash flow risk as a significant risk to be controlled among various liquidity risks and receive reports from the department responsible for cash management based upon the liquidity risk management policies stated in (iii)(a) and (iii)(b) above.

## **INTERNAL CONTROL**

In accordance with the regulations of the Board of Directors, the Board of Directors of our Company holds monthly meetings and other meetings as necessary from time to time in order to facilitate close communication among the Directors and to supervise the performance of the Representative Director. A Director is appointed to be responsible for compliance matters, and our Company's compliance department directly manages compliance activities of the Group. Our Company has a system whereby its Directors and employees submit reports involving compliance matters, including information concerning violations of laws, regulations and its Articles of Incorporation, directly to its internal audit department and to its corporate auditors. In addition, the Director responsible for compliance matters, our Company's compliance department and compliance officers from Group companies regularly hold compliance meetings where Group-wide compliance issues are discussed.



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## CONNECTED TRANSACTIONS

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We and our consolidated subsidiaries have engaged in certain transactions with Related Parties of the Company (as defined under the Corporate Calculation Rules (Ordinance of the Ministry of Justice No. 13 of 2006, as amended), the Regulation for Terminology, Forms and Preparation of Consolidated Financial Statements (Ordinance of the Ministry of Finance No. 28 of 1976, as amended) and the Accounting Rules relating to Disclosure of Related Parties (including its application guidance) (collectively, the “**Ordinance**”). Our Related Parties include, amongst others, our Directors, our consolidated subsidiaries and certain of our affiliates. The Ordinance, requires all transactions with Related Parties that are material to be disclosed in the explanatory notes of our financial statements in order to allow investors to appropriately understand the influences of the Related Party Transactions on our financial conditions and operating results. For more information please refer to the section headed “Summary of the Constitution of Company, certain TSE and OSE Listing Regulations and Japanese Corporations Law — Related Party Transactions” in this document.

Set out below is a summary of the Related Party Transactions entered into by the Group since 1 April 2008 which are subject to disclosure requirements under the Ordinance. Please note however, transactions between our Related Parties and our consolidated subsidiaries were not required to be disclosed under the Ordinance until 1 April 2008 and, therefore, transactions between our Related Parties and our consolidated subsidiaries conducted during the period from 1 April 2007 to 31 March 2008 are not included below.

Accordingly, the following Related Party Transactions analysis has been included by us on a voluntary basis for disclosure purposes only.

### Summary of Related Party Transactions

#### 1. Related Party Transactions conducted by Mr. Yoshitaka Kitao

Mr. Yoshitaka Kitao is the Representative Director and the Chief Executive Officer of the Company and is therefore a Related Party of the Company. Mr. Kitao has entered into the following Related Party Transactions with certain consolidated subsidiaries of the Company since 1 April 2008. There are no outstanding payments or obligations due from the relevant consolidated subsidiaries in respect of each transaction.

##### **(a) Acquisition of shares in SBI Asia Net-Trans (No.7) Limited**

On 30 September 2008, Mr. Kitao acquired SBI Asia Net-Trans (No.7) Limited, an investment vehicle that held shares in an unlisted private company (“**SBI Asia**”) from SBI Incubation Co., Ltd., a consolidated subsidiary of the Company, for ¥1,002 million. The transaction was a Related Party Transaction in accordance with the Ordinance. The parties agreed to amend the sale and purchase agreement entered into on 30 September 2008, 3 September 2009, 25 February 2010 and 29 March 2010. Under the terms of the agreement to acquire SBI Asia (“**SBI Acquisition Agreement**”), as amended, SBI Incubation Co., Ltd. was granted a right of first refusal to acquire SBI Asia in the event that Mr. Kitao decided to sell his shares in SBI Asia after a period of two years of the acquisition. Further, Mr. Kitao and SBI Incubation Co., Ltd. agreed that on a sale of SBI Asia to a third party, Mr Kitao would be entitled to receive up to ¥2 billion of the consideration and SBI Incubation Co. Ltd. would be entitled to receive any consideration in excess of this amount. In April 2010, Mr. Kitao sold SBI Asia to a third party in consideration for which Mr Kitao received ¥2 billion and SBI Incubation Co. Ltd. received ¥2,975 million.

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## CONNECTED TRANSACTIONS

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**(b) Loan to Living Corporation Inc.**

On 27 June 2008, Mr. Kitao entered into a loan agreement with Living Corporation Inc. (now SBI Life Living Co., Ltd), a consolidated subsidiary of the Company, under which he lent them ¥500 million on 27 June 2008 and ¥400 million on 4 July 2008 at an interest rate of 2.75% per year. Mr. Kitao provided this short term loan to Living Corporation Inc. as it was facing difficulties in procuring third party finance. The transaction was a Related Party Transaction in accordance with the Ordinance. The loan was repaid in two tranches on 25 August 2008 and 1 October 2008 and there is no outstanding obligation due from SBI Life Living Co., Ltd. (formerly known as Living Corporation Inc.) to Mr. Kitao.

**(c) Purchase of shares in SBI ALApromo**

On 30 December 2010, Mr. Kitao and the Company entered into a share purchase agreement under which Mr. Kitao agreed to purchase 972 shares in SBI ALApromo Co. Ltd., a non-consolidated subsidiary of the Company ("**ALApromo**"), from the Company for ¥1,000 million in cash (an amount equal to ¥1,028,570 per share), which was equal to 1.39% of the outstanding shares in ALApromo. The transaction was a Related Party Transaction in accordance with the Ordinance. ALApromo engages in the development of medicine, cosmetics and health food products and 51.34% of its shares were held by the Company immediately prior to the implementation of the transaction. The Company concurrently sold shares in ALApromo to certain other individuals and companies (none of whom were Related Parties) at the same purchase price per share as paid by Mr. Kitao. Following completion of the transaction, the Company held 33,218 shares in ALApromo, equal to 47.45% of its issued share capital.

## 2. Related Party Transactions conducted by ZEPHYR CO., LTD

ZEPHYR CO., LTD. ("**ZPYR**"), a real estate development business, entered into a series of loans in March, May and June 2008 with Partners Investment Co., Ltd. ("**Partners Investment**"), a consolidated subsidiary of the Company from March 2006 until its merger with SBI Incubation Co., another consolidated subsidiary of the Company, in September 2009. As the Company held an investment of 21.35% in ZPYR between 28 September 2005 until 24 July 2008, it was classed as an affiliate and thus as a Related Party of the Company in accordance with the Ordinance during this period.

ZPYR borrowed ¥3 billion at an interest rate of 3.375% per year on 31 March 2008, ¥9 billion at an interest rate of 9% per year on 29 May 2008 and ¥3 billion at an interest rate of 9% per year on 9 June 2008. On each occasion, ZPYR granted security to Partners Investment. On 9 June 2008, ZPYR sold certain assets that were secured under the loans and ZPYR and Partners Investment agreed to repay ¥3,037 million of the loans to account for the disposal of the security.

ZPYR entered into financial difficulty during the beginning of 2008 owing to the slow down in global consumer credit. Kondo Sangyo K.K. ("**Kondo**"), a subsidiary of ZPYR with a real estate development business, filed a petition to the court for bankruptcy procedures in May 2008 owing to the adverse conditions in the real estate market. As ZPYR had provided certain loans and guarantees to Kondo, their bankruptcy had a severely detrimental effect on ZPYR's balance sheet and despite attempts to improve its financial situation through asset sales and borrowing, ZPYR was not able to raise sufficient capital. ZPYR applied to the Tokyo District Court for civil rehabilitation procedures on 18 July 2008 as there was a possibility that ZPYR may not be able to pay its debts. These procedures were commenced against ZPYR on 28 July 2008. The rehabilitation plan of ZPYR was approved at a creditors' meeting and confirmed by the Tokyo District Court on 18 February 2009.

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## CONNECTED TRANSACTIONS

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As a result, SBI Incubation Co., Ltd. (formerly Partners Investment) has classified the outstanding loan (including interest) extended to ZPYR by SBI Incubation Co., Ltd. as a defaulted receivable and reserved 4,198 million as a loss reserve.

Other than SBI Incubation Co., Ltd., no Group companies have receivables due from ZPYR. The history of repayments made by ZPYR to SBI Incubation Co. Ltd is as follows.

<b>Repayment Date</b>	<b>Repayment Amount</b>
9 July 2008 . . . . .	¥3,036 million
7 November 2008 . . . . .	¥280 million
18 November 2008 . . . . .	¥751 million
4 December 2008 . . . . .	¥179 million
30 June 2010 . . . . .	¥369 million
30 August 2010 . . . . .	¥259 million
Total . . . . .	<u>¥4,873 million</u>

The aggregate amount of outstanding loans (including interest) as of 30 September 2010 was ¥10,740 million.

SBI Incubation Co., Ltd. recognises in its annual accounts for the year ended 31 December 2010, that ¥6,541 million is recoverable through distribution in accordance with the civil rehabilitation plan and the disposal of collateral properties. However, the recoverability from ZPYR of this debt will be affected by the re-valuation of the mortgaged properties in the future and by the on-going civil rehabilitation proceedings.

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## DIRECTORS AND SENIOR MANAGEMENT

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### BOARD OF DIRECTORS

Our Board of Directors is the primary decision making body of our Company and consists of 17 Directors, of whom 8 concurrently serve as Executive Officers, 4 are non-executive Directors and 5 are independent non-executive Directors. Shareholders elect the Directors at the annual general Shareholders’ meeting based on an elective list of Directors recommended by the Board of Directors, instead of via a nomination committee. The term of office of a Director shall expire on the date of the general Shareholders’ meeting relating to the last business year, closing within 1 year after his or her appointment under the Company’s Articles. Directors may serve any number of consecutive terms. A Representative Director is elected by the Board of Directors.

One of the many roles of the Board of Directors is to review and determine the terms of remuneration packages, bonuses and other compensation payable to each of our Directors, within the aggregate amounts of remuneration determined at the general Shareholders’ meeting. Statutory Auditors supervise all of the resolutions regarding Directors’ remuneration, including the amount of remuneration, and check that such amounts are determined appropriately.

The following table presents certain information in respect of the members of our Board.

#### Members of our Board

Name	Age	Position	Date of Appointment
Yoshitaka Kitao . . . . .	60	Representative Director and Chief Executive Officer ( <i>Daihyo torishimariyaku, Shikkoyakuin, CEO</i> )	8 July 1999
Yasutaro Sawada . . . . .	48	Director and Chief Financial Officer ( <i>Torishimariyaku, Shikkoyakuin, CFO</i> )	19 December 2002
Kenji Hirai . . . . .	45	Director and Executive Officer ( <i>Torishimariyaku, Shikkoyakuin</i> )	29 June 2005
Takashi Nakagawa . . . . .	47	Director and Executive Officer ( <i>Torishimariyaku, Shikkoyakuin</i> )	29 June 2006
Tomoya Asakura . . . . .	45	Director and Executive Officer ( <i>Torishimariyaku, Shikkoyakuin</i> )	28 June 2007
Takashi Okita . . . . .	34	Director and Executive Officer ( <i>Torishimariyaku, Shikkoyakuin</i> )	27 June 2008
Noriaki Maruyama . . . . .	45	Director and Executive Officer ( <i>Torishimariyaku, Shikkoyakuin</i> )	26 June 2009
Shumpei Morita . . . . .	36	Director and Executive Officer ( <i>Torishimariyaku, Shikkoyakuin</i> )	26 June 2009
Taro Izuchi . . . . .	54	Director ( <i>Torishimariyaku</i> )	26 June 2009
Hiroyoshi Kido . . . . .	45	Director ( <i>Torishimariyaku</i> )	26 June 2009
Noriyoshi Kimura . . . . .	42	Director ( <i>Torishimariyaku</i> )	26 June 2009

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## DIRECTORS AND SENIOR MANAGEMENT

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Name	Age	Position	Date of Appointment
Hiroshi Tasaka . . . . .	59	Director ( <i>Torishimariyaku</i> )	29 June 2005
Masaki Yoshida . . . . .	51	Director ( <i>Torishimariyaku</i> ) (Independent non-executive Director)	29 June 2010
Kiyoshi Nagano . . . . .	70	Outside Director ( <i>Shagai Torishimariyaku</i> ) (Independent non-executive Director)	29 June 2010
Keiji Watanabe . . . . .	68	Outside Director ( <i>Shagai Torishimariyaku</i> ) (Independent non-executive Director)	29 June 2010
Takeshi Natsuno . . . . .	46	Outside Director ( <i>Shagai Torishimariyaku</i> ) (Independent non-executive Director)	27 June 2008
Akihiro Tamaki . . . . .	44	Outside Director ( <i>Shagai Torishimariyaku</i> ) (Independent non-executive Director)	29 June 2010

### EXECUTIVE DIRECTORS

**Yoshitaka Kitao**, aged 60, is our Representative Director and Chief Executive Officer and is in charge of overall strategy and business planning. He is also responsible for managing investments in Japan and abroad. Mr. Kitao has more than 25 years of experience in the financial industry (primarily in the securities sector) and has been an Executive Officer for more than 10 years. Mr. Kitao was appointed in July 1999 as the Representative Director and President (*Daihyo Torishimariyaku Shacho*) of the Company and has been the Company’s Representative Director and CEO (*Daihyo Torishimariyaku, Shikkoyakuin, CEO*) since June 2003.

Mr. Kitao has been the Representative Director (*Daihyo Torishimariyaku*) of Wall Street Journal Japan K.K. since June 2009. He was appointed as an Outside Director (*Shagai Torishimariyaku*) of Living Corporation, Inc. (currently called “SBI Life Living Co., Ltd.”) in December 2007. He has been a Director of SBI VEN HOLDINGS PTE. LTD., a holding company that owns 100% of SBI VEN CAPITAL PTE. LTD. (a Singapore-based venture capital firm), since June 2007 and is responsible for overseeing its overall portfolio of investments, particularly in Asia. He has been a Director and CEO (*Torishimariyaku, Shikkoyakuin, CEO*) of SBI VeriTrans (listed on the JASDAQ at OSE) since June 2006. He has been a Director and CEO (*Torishimariyaku, Shikkoyakuin, CEO*) of Morningstar Japan K.K. (listed on the JASDAQ at OSE), which provides investment research, including stock and fund analysis, reports and tools, as well as company, investment, and financial news, since March 2006. He has been a Director (*Riji*) of SBI Children’s Hope Foundation since October 2005. He has been a Director and Chairman (*Torishimariyaku Kaicho*) of Gomez Consulting Co., Ltd. (listed on the JASDAQ at OSE), which will become a wholly-owned subsidiary of Morningstar Japan K.K. on 22 April 2011, since September 2005. He has been a Director and Chairman (*Torishimariyaku Kaicho*) of SBI Mortgage Co., Ltd. since August 2005. He has been the Representative Director and CEO (*Daihyo Torishimariyaku, Shikkoyakuin, CEO*) of SBI Ventures Inc. (currently called SBI Investment Co., Ltd.), which primarily manages a number of venture capital funds, since June 2005. He has been the Representative Director and CEO (*Daihyo Torishimariyaku, Shikkoyakuin, CEO*) of SBI Card Co.,



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## DIRECTORS AND SENIOR MANAGEMENT

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Ltd. since June 2005. He has been a Director and Chairman (*Torishimariyaku Kaicho*) of E\*TRADE SECURITIES Co., Ltd. (currently called SBI SECURITIES Co., Ltd.) since July 2004. Mr. Kitao has utilised his expertise in decision making regarding financial derivative services, capital operation and in the high-tech industry. He has been a Director of SBI KOREA HOLDINGS CO., LTD., which is an investment company in Korea and wholly-owned by the Company, since March 2002. He was appointed as the Representative Director of SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in March 1999 and was appointed its Representative Director and CEO (*Daihyo Torishimariyaku, Shikkoyakuin, CEO*) in November 2001. He was appointed as a Managing Director (*Jomu Torishimariyaku*) of SOFTBANK CORP. (listed on TSE) in June 1995 and its Director in June 2000.

Mr. Kitao was appointed as a Director of Nomura Corporate Advisor Co., Ltd. in June 1991. He was appointed as a Managing Director of Wasserstein Perella & Co, an investment bank in London, in November 1989. He started his career at Nomura Securities Co., Ltd. (currently called Nomura Holdings, Inc. and listed, amongst others, on the TSE and OSE) in April 1974 and was appointed as the General Manager of the third Corporate Division in June 1992.

Mr. Kitao received his Bachelor of Arts degree from Christ's College at the University of Cambridge (UK) in 1978. He received his Bachelor of Arts in Economics degree from Keio University (Japan) in 1974.

**Yasutaro Sawada**, aged 48, is our Director and Chief Financial Officer. Mr. Sawada has been a Director and CFO (*Torishimariyaku, Shikkoyakuin, CFO*) of the Company since June 2009, and is primarily responsible for the Group's overall business operations and strategic planning. Mr. Sawada has substantial experience in the financial industry and, in particular, more than 10 years of experience in the securities sector. He has held various positions at securities brokers and within the information technology industry. He was appointed as the Company's Director, COO and CFO (*Torishimariyaku, Shikkoyakuin, COO Ken CFO*) in June 2008. He was appointed as the Company's Director and COO (*Torishimariyaku, Shikkoyakuin, COO*) in June 2005. He was appointed as the Company's Representative Director, COO and CFO (*Daihyo Torishimariyaku, Shikkoyakuin, COO Ken CFO*) in June 2003. He was appointed as the Company's Representative Director and Vice President (*Daihyo Torishimariyaku Fuku Shacho*) in December 2002. He joined the Company as a Consultant (*Komon*) in November 2002.

Mr. Sawada was appointed as a Representative Director and COO (*Daihyo Torishimariyaku, COO*) of SBI Ventures Inc. (currently called SBI Investment Co., Ltd.) , which manages a number of venture capital funds, in June 2005 and as its Director and Executive Officer (*Torishimariyaku, Shikkoyakuin*) in July 2006, and has been its Director and CFO (*Torishimariyaku, Shikkoyakuin, CFO*) responsible for strategic planning since November 2008. Since June 2008, he has been a Representative Director and Chairman (*Daihyo Torishimariyaku kaicho*) of C4 Technology, Inc. (currently called SBI Net Systems Co., Ltd.). SBI Net Systems Co., Ltd. provides research and development services for the Company, as well as information security products, and Mr. Sawada is primarily responsible for its strategic planning. He was appointed as a Director of SBI Securities Co., Ltd. (which was merged by SBI SECURITIES Co., Ltd. in October 2007) in June 2006. He has been a Director of SOFT TREND CAPITAL Corp. since March 2004. He was appointed as an Outside Director (*Shagai Torishimariyaku*) of BroadBand Tower, Inc. (listed on the JASDAQ at OSE) in September 2003. He was appointed as a Director of SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in March 1999. He joined SOFTBANK CORP. (listed on TSE) in December 1995 and was appointed as its General Manager of the General Planning Division of the Soft Network Business Department in August 1997. He started his career at Nomura Securities Co., Ltd. (currently called Nomura Holdings, Inc. and listed, amongst others, on the TSE and OSE) in April 1985.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Sawada received his Bachelor of Engineering degree from Waseda University (Japan) (早稲田大学) in 1985.

**Kenji Hirai**, aged 45, is our Director and Executive Officer. Mr. Hirai has been a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) and the General Manager of the Overseas Business Administration Department of the Company since September 2010. He was appointed as a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) and the General Manager of the Overseas Business Department of the Company in June 2009. Mr. Hirai is primarily responsible for the management and finance of overseas business. He has been engaged in finance at the Company for more than 8 years and he is particularly experienced in the management and finance of overseas businesses. He was appointed as the Company's Director and Senior Executive Officer (*Torishimariyaku, Shikkouyakuin, Senmu*) and the General Manager of the Overseas Business Department in June 2008. He was appointed as the Company's Director and Senior Executive Officer, CFO, (*Torishimariyaku, Shikkouyakuin, Senmu, CFO*) and the General Manager of the Overseas Business Department in August 2007. He was appointed as the Company's Director and Senior Executive Officer, CFO (*Torishimariyaku, Shikkouyakuin, Senmu, CFO*) in June 2007. He was appointed as the Company's Director and Executive Officer, CFO (*Torishimariyaku, Shikkouyakuin, Jomu, CFO*) in April 2006. He was appointed as the Company's Director and CFO (*Torishimariyaku, Shikkouyakuin, CFO*) in June 2005. He was appointed as the Company's Executive Officer (*Shikkouyakuin*) in October 2002. He was the Company's General Manager of the Finance Department in October 2001. He joined the Company in April 2000.

Mr. Hirai was appointed as a Director and CFO (*Torishimariyaku, Shikkouyakuin, CFO*) of SBI Ventures Inc. (currently called SBI Investment Co., Ltd.), the main business of which is venture capital fund management, in June 2005 and has been its Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) since July 2008. In this capacity, Mr. Hirai is responsible for its strategic planning, particularly in the finance area. He was appointed as a Director of SBI&BDJB Management Limited, in February 2008. He has been a Director of SBI VEN HOLDINGS PTE. LTD since December 2007. He was appointed as a Statutory Auditor (*Kansayaku*) of SBI Asset Management Co., Ltd. in May 2002.

Mr. Hirai joined Andersen Consulting (currently called Accenture Japan Ltd) in September 1998 where he was engaged in management consulting. He started his career at Suntory Limited (currently called Suntory Liquors Limited) in April 1988.

Mr. Hirai has been a United States Certified Public Accountant since October 1999. He received his Master of Business Administration degree from Kellogg Graduate School of Management at Northwestern University (US) in 1998. He received his Bachelor of Arts degree in Human Sciences from Osaka University (Japan) (大阪大学) in 1988.

**Takashi Nakagawa**, aged 47, is our Director and Executive Officer. He has primarily been engaged in domestic venture capital investment and has more than 10 years of experience both in the banking industry and venture investment business. Mr. Nakagawa has been the Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of the Company since June 2009 and he is primarily responsible for domestic venture capital investment. He was appointed as the Company's Director and Senior Executive Officer (*Torishimariyaku, Shikkouyakuin, Senmu*) in June 2008. He was appointed as the Company's Director and Executive Officer (*Torishimariyaku, Shikkouyakuin, Jomu*) in June 2007. He was appointed as the Company's Director in June 2006. He was appointed as the Company's Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) in June 2003. He then resigned from office and resumed office in June 2006. He



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## DIRECTORS AND SENIOR MANAGEMENT

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was appointed as the Company's Director in December 2002. He was appointed as the Company's Executive Officer (*Shikkouyakuin*) in August 2002. He was appointed as the Company's General Manager of the second Investment Division of the Fund Investment Department in July 2000. He joined the Company in June 2000.

Mr. Nakagawa was appointed as a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin, Jomu*) of SBI Ventures Inc. (currently called SBI Investment Co., Ltd.), the main business of which is venture capital fund management, in June 2005 and has been its Representative Director and COO (*Daihyo Torishimariyaku, Shikkouyakuin, COO*) since July 2006, where he is engaged in its business operations and strategic planning. He joined SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in April 1999.

Mr. Nakagawa started his career at The Fuji Bank, Limited (currently called Mizuho Financial Group, Inc. and listed on TSE and OSE) in April 1987.

Mr. Nakagawa received his Bachelor of Arts degree in Commerce from Otaru University of Commerce (小樽商科大学) (Japan) in 1987.

**Tomoya Asakura**, aged 45, is our Director and Executive Officer. Mr. Asakura has been a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of the Company since June 2007. Mr. Asakura primarily manages and oversees the financial services business. Mr. Asakura has more than 10 years of experience in the financial services industry.

Mr. Asakura has been a Director of Wall Street Journal Japan K.K. since June 2009. He was appointed as a Director of KABUSHIKI SHIMBUN, INC. (which was merged into Morningstar Japan K.K. in April 2008), the main business of which is rating information for investment trusts, in June 2006, where he is engaged in its business operations and strategic planning. He has been the Representative Director and COO (*Daihyo Torishimariyaku, Shikkouyakuin, COO*) of Morningstar Japan K.K. since December 2005. He was appointed as its Representative Director and CEO (*Daihyo Torishimariyaku, Shikkouyakuin, CEO*) in March 2005. He was appointed as its Representative Director and President (*Daihyo Torishimariyaku, Shacho*) in July 2004. He was appointed as its Representative Director and Senior Executive Officer (*Daihyo Torishimariyaku, Senmu*) in March 2004. He was appointed as its Managing Director (*Jomu Torishimariyaku*) in March 2001. He was appointed as its Director and the General Manager of the Internet Business Department in March 2000. He joined Morningstar Japan K.K. in November 1998. He has been a Director of Morningstar Asset Management Co., Ltd. since May 2001. He joined SOFTBANK CORP. (listed on TSE) in June 1995.

Mr. Asakura joined Merrill Lynch Japan Incorporated (currently called Merrill Lynch Japan Securities Co., Ltd.) in January 1990. He started his career at The Hokkaido Takushoku Bank, Ltd. in April 1989.

Mr. Asakura received his Master of Business Administration degree from University of Illinois (US) in 1995. He received his Bachelor of Arts (Faculty of Letters) degree from Keio University (Japan) (慶應義塾大學) in 1989.

**Takashi Okita**, aged 34, is our Director and Executive Officer. Mr. Okita has been a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of the Company since June 2008. Mr. Okita primarily manages and oversees the financial services business. He has more than 10 years of experience in the electronic money settlement business and has substantial knowledge of the e-commerce business that is conducted by SBI VeriTrans.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Okita was appointed as the Representative Director of SBI ChinaBranding Co., Ltd. in January 2009 and has been its Representative Director and CEO (*Daihyo Torishimariyaku, Shikkouyakuin, CEO*) since July 2009. He was appointed as the Representative Director, CEO and COO (*Daihyo Torishimariyaku, Shikkouyakuin, CEO Ken COO*) of eCURE Co., Ltd. in November 2006 and has been its Representative Director and CEO (*Daihyo Torishimariyaku, Shikkouyakuin, CEO*) since May 2009. He has been a Representative Director, Executive Officer and COO (*Daihyo Torishimariyaku, Shikkouyakuin, COO*) of SBI VeriTrans (listed on the JASDAQ at OSE), which is concerned with the provision of settlement services for e-commerce businesses, since June 2006, where he is engaged in its business operations and strategic planning. He was appointed as its Representative Director and COO (*Daihyo Torishimariyaku, COO*) in June 2005. He was appointed as its Director in February 2004. He was appointed as a Director of Office Work Systems Corporation (which was merged by SBI Business Solutions Co., Ltd. in February 2006) in October 2002.

Mr. Okita started his career at SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in April 1999. During his employment with SOFTBANK FINANCE CORPORATION, he was seconded to CyberCash K.K. (currently called SBI VeriTrans) in April 1999. He transferred to CyberCash K.K. in August 2001.

Mr. Okita received his Bachelor of Commerce and Management degree from Hitotsubashi University (Japan) (一橋大学) in 1999.

**Noriaki Maruyama**, aged 45, is our Director and Executive Officer. Mr. Maruyama is primarily responsible for the management and oversight of the housing and real estate business. Mr. Maruyama has more than 10 years of experience in the housing and real estate business (in particular, the housing loan business). He has been a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of the Company since June 2009. He was appointed as the Company's Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) in June 2007. He resigned from office in November 2008 and resumed office in June 2009. He was appointed as the Company's Director in June 2006.

Mr. Maruyama was appointed as a Director of GOODLOAN Co., Ltd. (currently called SBI Mortgage Co., Ltd.) in April 2001 and since March 2005 he has been its Representative Director and COO (*Daihyo Torishimariyaku, Shikkouyakuin, COO*). GOODLOAN Co., Ltd. (currently called SBI Mortgage Co., Ltd.) provides housing loan services. Mr. Maruyama is primarily responsible for its business operations and strategic planning. He was appointed as the Representative Director, COO and CFO (*Daihyo Torishimariyaku, Shikkouyakuin, COO Ken CFO*) of Equal Credit Co., Ltd. (which was merged by SBI Card Co., Ltd. in January 2010) in April 2004. He was appointed as a Director of FINANCE ALL CORPORATION (which was merged by the Company in March 2006) in February 2003. He joined E-Loan Japan K.K. (which was merged by FINANCE ALL CORPORATION in February 2003) in February 2000.

Mr. Maruyama started his career at The Tokai Bank, Ltd. (currently called The Bank of Tokyo-Mitsubishi UFJ, Ltd.) in April 1989.

Mr. Maruyama received his Bachelor of Business Administration degree from Kobe University (Japan) (神戸大学) in 1989.

**Shumpei Morita**, aged 36, is our Director and Executive Officer. Mr. Morita is primarily responsible for the management and oversight of the financial services business. Mr. Morita has been a certified public accountant for more than 8 years. Mr. Morita has been a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of the Company since June 2009.

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## DIRECTORS AND SENIOR MANAGEMENT

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He has been an Outside Statutory Auditor (*Shagai Kansayaku*) of Gomez Consulting Co., Ltd. (listed on the JASDAQ at OSE) since March 2007. He has been the Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of JCN Land Co., Ltd. (currently called SBI Business Solutions Co., Ltd.), the main business of which is the provision of back office support services, since November 2005. Mr. Morita is primarily responsible for its business operations and strategic planning. He was appointed as the Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of Office Work Systems Corporation (which was merged by JCN Land Co., Ltd. in February 2006) in October 2002. He was appointed as the Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of Office Work Corporation (which was merged by JCN Land Co., Ltd. in February 2006) in July 2000. He joined SOFTBANK Accounting Corporation (currently called SOFTBANK TELECOM Corp.) in April 1999. He started his career at SOFTBANK CORP. (listed on TSE) in April 1998.

Mr. Morita has been a Japanese Certified Tax Accountant since December 2002. He has been a Japanese Certified Public Accountant since July 2002. He received his Bachelor of Economics degree from the University of Tokyo (Japan) (東京大学) in 1998.

### NON-EXECUTIVE DIRECTORS

**Taro Izuchi**, aged 54, is our Director. Mr. Izuchi has been a Director of the Company since June 2009. Mr. Izuchi is primarily responsible for the management and oversight of the brokerage and investment banking business. Mr. Izuchi has more than 30 years of experience in the securities business. He was appointed as the Company's non-executive Director in June 2005. He resigned from office in June 2007 and resumed office on 26 June 2009.

He has been the Representative Director, Executive Officer and President (*Daihyo Torishimariyaku, Shikkouyakuin, Shacho*) of E\*TRADE SECURITIES Co., Ltd. (currently called SBI SECURITIES Co., Ltd.) since June 2005. Mr. Izuchi is responsible for its business operations and strategic planning. He was appointed as its Representative Director and President (*Daihyo Torishimariyaku, Shacho*) in October 1998. He was appointed as the Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of E\*TRADE Japan K.K. (which was merged by the Company in June 2003) in May 2000. He was appointed as a Director of SoftVenture Capital Co., Ltd. (which was merged by the Company in January 2000) in July 1998.

Mr. Izuchi started his career at Nomura Securities Co., Ltd. (currently called Nomura Holdings, Inc. and listed, amongst others, on the TSE and OSE) in April 1979.

Mr. Izuchi received his Bachelor of Economics degree from Kyoto University (Japan) (京都大学) in 1979.

**Hiroyoshi Kido**, aged 45, is our Director. Mr. Kido has been a Director of the Company since June 2009. Mr. Kido has overall responsibility for the management and oversight of the financial services business and has more than 8 years of experience in the banking industry. He was appointed as the Company's Director and Executive Officer (*Torishimariyaku, Shikkouyakuin Jomu*) and General Manager of Financial Service Business Department in June 2006. He resigned from office in June 2008 and resumed office as a Director in June 2009. He was appointed as the Company's Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) and General Manager of Financial Service Business Department in March 2006. He has substantial experience in the management and supervision of financial services businesses (particularly the insurance business).

Mr. Kido has been a Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of SBI Insurance Co., Ltd., an Internet-based non-life insurance company, since June 2008 where he is in charge of its business operations and strategic planning. He was appointed

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## DIRECTORS AND SENIOR MANAGEMENT

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as a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of SBI VeriTrans (listed on the JASDAQ at OSE) in April 2007. He was appointed as a Representative Director of SBI Financial Agency Co., Ltd. in June 2006. He was appointed as a Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of WEB-Lease Co., Ltd. (currently called SBI Lease Co., Ltd.) in December 2001 and was appointed as its Representative Director and COO (*Daihyo Torishimariyaku, Shikkouyakuin, COO*) in June 2005. He was appointed as a Director of FINANCE ALL CORPORATION (which was merged by the Company in March 2006) in February 2002 and was appointed as its Director and Senior Executive Officer (*Torishimariyaku, Shikkouyakuin, Senmu*) and CFO in March 2005. He joined SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) as the General Manager of IR Division in December 1999.

Mr. Kido started his career at The Dai-Ichi Kangyo Bank, Ltd. (currently called Mizuho Financial Group, Inc. and listed on the TSE and OSE) in April 1990.

Mr. Kido received his Bachelor of Economics degree from Rikkyo University (Japan) (立教大学) in 1990.

**Noriyoshi Kimura**, aged 42, is our Director. He has been a Director of the Company since June 2009. He has approximately 19 years of experience in system development.

He was appointed as a Director and CTO (*Torishimariyaku, CTO*) of Sumishin SBI Net Bank Research Co., Ltd. (currently called SBI Sumishin Net Bank, Ltd.) in April 2006 and was appointed as its Managing Director and CTO (*Jomu Torishimariyaku, CTO*) in September 2007. He has been its Managing Executive Officer and CTO (*Jomu Shikkouyakuin, CTO*) since June 2009. He has participated in the launch of the Internet-based bank since its preparation stage, and manages the information technology divisions (mainly system development and system maintenance). He joined E\*TRADE Japan K.K. (which was merged by the Company in June 2003) since November 1998 and was appointed as the General Manager of System Development Department, which was responsible for the system development of financial products, in April 2000 and moved to Net Banking Department in December 2005.

Mr. Kimura started his career at Dentsu System International Co., Ltd. (which was merged by Information Services International-Dentsu, Ltd. in July 1997) in April 1992.

Mr. Kimura received his Bachelor of Engineering degree from Keio University (Japan) in 1992.

**Hiroshi Tasaka**, aged 59, is our Director. He has been a Director of the Company since June 2005. He was appointed as the Company's Director in March 2000. He resigned from office in June 2003 and resumed office on 29 June 2005. Mr. Tasaka specialised in social entrepreneurship.

He has been a Fellow of The Japan Research Institute, Ltd. (株式会社日本総合研究所), which is concerned with researching, consulting and systems integration, since March 2000. He joined The Japan Research Institute, Ltd. in April 1990 and was appointed as its Director in June 1996. He has also previously been appointed as a chief of the technology researching department, the business planning department and Souhatsu strategy centre at The Japan Research Institute, Ltd. At The Japan Research Institute, Ltd., he has been working to create new industry by a private sector initiative and has established and managed 702 companies and 20 consortiums in the last 10 years. He started working at Mitsubishi Metal Corporation (which was merged by Mitsubishi Materials Corporation in December 1990) in April 1981.



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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Tasaka was appointed as an Outside Director (*Shagai Torishimariyaku*) of CCC Casting Co., Ltd. (which was merged by Culture Convenience Club Co., Ltd. in April 2009) in June 2007. He was appointed as an Outside Director (*Shagai Torishimariyaku*) of OKWeb (currently called OKWave and listed on the Centrex at NSE) in December 2005. He was appointed as a Director of SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in June 2000. He has been a Representative Director of SophiaBank Limited, a think-tank, since June 2000. At SophiaBank Limited, he operates a management business that provides seminars as the representative of SophiaBank Limited. He has been an Outside Director (*Shagai Torishimariyaku*) of Lawson, Inc. (listed on TSE and OSE) since May 2000. He has been a Professor of Tama University (多摩大学) Graduate School for more than 10 years, where he has lectured on social entrepreneurship, Japanese corporate social responsibility and social innovation since April 2000.

Mr. Tasaka received his Ph.D in Nuclear Engineering from the University of Tokyo (Japan) in 1981. He received his Master of Engineering degree from the University of Tokyo (Japan) in 1978. He received his Bachelor of Engineering degree from the University of Tokyo (Japan) in 1974.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Masaki Yoshida**, aged 51, is our Independent non-executive Director. Mr. Yoshida has been a Director of the Company since June 2010. Mr. Yoshida has more than 20 years of experience in planning and producing TV shows and digital content.

Mr. Yoshida has been an Outside Director (*Shagai Torishimariyaku*) of Giga Media Inc. since May 2009. He was appointed as an Outside Company Auditor (*Shagai Kansayaku*) of KLab Inc. in April 2007 and has been its Outside Director (*Shagai Torishimariyaku*) since March 2009. He has been a Representative Director and Chairman (*Daihyo Torishimariyaku, Kaicho*) of Watanabe Entertainment Co., Ltd., a talent agency, since January 2009 and he is primarily responsible for managing the talent agency. He started his career at Fuji Television Network, Inc. (currently called Fuji Media Holdings, Inc. and listed on TSE), one of the biggest TV stations in Japan, in April 1983. He was appointed as its General Manager of the Variety Programs Production Center, Organization/Production Division and the Digital Planning Section of the Digital Contents Division in June 2006. He was appointed as its Planning Manager at the Variety Programs Production Center, Organization/Production Division in June 2003. At Fuji Television Network, Inc. he was engaged in the planning, producing and editing of TV shows and digital content.

Mr. Yoshida received his Bachelor of Law degree from the University of Tokyo (Japan) in 1983.

**Kiyoshi Nagano**, aged 70, is our Independent non-executive Director. Mr. Nagano has been an Outside Director (*Shagai, Torishimariyaku*) of the Company since June 2010. Mr. Nagano has more than 30 years of experience in the securities industry.

Mr. Nagano has been an Outside Corporate Auditor (*Shagai Kansayaku*) of Shin-Etsu Chemical Co., Ltd. (listed on TSE) since June 2007. He was appointed as the Representative Director and President (*Daihyo Torishimariyaku, Shacho*) of Jasdq Market Services Inc. (which was merged into Osaka Securities Exchange Company, Limited in April 2010) in June 1999 and was appointed as its Representative Director, Chairman and President (*Daihyo Torishimariyaku, Kaicho Ken Shacho*) in June 2004. He was appointed as its Supreme adviser in June 2005. At Jasdq Market Services Inc., he was engaged in the management of the company. He was appointed as the Representative Director and President of Yamaka Securities Co., Ltd. (which was merged into Kazaka Securities Co., Ltd. in October 1998) in June 1997. At Yamaka Securities Co.,

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## DIRECTORS AND SENIOR MANAGEMENT

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Ltd., he was primarily responsible for the management of the securities house. He started his career at Nikko Securities Co., Ltd. (currently called Nikko Cordial Securities Inc.) in April 1963. He was appointed as its Director in June 1994 and was appointed as its Managing Director (*Jomu Torishimariyaku*) in February 1996.

Mr. Nagano received his Bachelor of Arts degree in commerce from Seinan Gakuin University (西南学院大学) (Japan) in 1963.

**Keiji Watanabe**, aged 68, is our Independent non-executive Director. He has been an Outside Director (*Shagai, Torishimariyaku*) of the Company since June 2010. Mr. Watanabe has been a certified public accountant for more than 20 years.

Mr. Watanabe has been an Outside Director (*Shagai, Torishimariyaku*) of ASAHI KOGYOSHA CO., LTD. (listed on TSE and OSE) which mainly designs, installs and manages various equipment since June 2008 and has been giving advice on, and managing, the operation of the company. He was appointed as an Outside Director (*Shagai, Torishimariyaku*) of Ichiyoshi Securities Co., Ltd. (listed on TSE) in June 2000. He joined Kansa Hojin Tohmatsu (currently called Yugen Sekinin Kansa Hojin Tohmatsu), an auditing firm, in August 1995, and was appointed as its Representative Member (*Daihyo Shain*) in April 1996. He was appointed as a “Deloitte Touche Tohmatsu Global Middle Market Leader” in July 2003. He joined PricewaterhouseCoopers Kaikei Jimusho (currently called Arata Kansa Hojin) in October 1975, and was appointed as its Representative Member (*Daihyo Shain*) and a Partner of PricewaterhouseCoopers (currently called Arata Kansa Hojin) at the same time in July 1987.

Mr. Watanabe has been a Japanese Certified Public Accountant since March 1982. He received his Bachelor of Commerce degree from Chuo University (中央大学) (Japan) in 1967. He received his Bachelor of Laws degree from Chuo University (Japan) in 1965.

**Takeshi Natsuno**, aged 46, is our Independent non-executive Director. He has been an Outside Director (*Shagai, Torishimariyaku*) of the Company since June 2008. Mr. Natsuno has been engaged in the field of content for mobile phones for more than 10 years as well as the management of venture companies.

Mr. Natsuno has been an Outside Director (*Shagai, Torishimariyaku*) of GREE, Inc. (listed on TSE), which is mainly engaged in social networking and Internet media business, since September 2009 where he has been giving advice on, and managing, the operation of the company. He has been a Chairman of IT Kokusai Kyosoryoku Kenkyukai since April 2009. He has been a Director of DWANGO Co., Ltd. (listed on TSE), which mainly plans, develops, manages, supports and provides consulting services regarding contents and systems for network entertainment, since December 2008. He has been a Fellow of Rakuten Institute of Technology of Rakuten, Inc. (listed on TSE) (楽天技術研究所) since August 2008. He has been an Adviser of NTT DOCOMO INC. (listed on TSE), which primarily provides mobile voice, data and multimedia services, since July 2008, where he has developed i-mode (the service that provides an Internet connection to the company’s mobile phones) and planned and implemented new businesses including “Osai-fu-Keitai” (the electronic money service for the company’s mobile phones). He has been an Outside Director (*Shagai, Torishimariyaku*) of Transcosmos Inc. (listed on TSE) since June 2008. He has been a Director of PIA Corporation (listed on TSE) since June 2008. He has been an Outside Director (*Shagai, Torishimariyaku*) of SEGA SAMMY HOLDINGS INC. (listed on TSE) since June 2008. He has been a professor invited to teach at the Graduate School of Media and Governance at Keio University since May 2008. He has been a member of the Chongqing Mayor International Economy Advisory Committee (重庆市市长国际经济顾问团) since September 2007. He was appointed as a Managing Director (*Shikkouyakuin*) of the Multi-Media Service Department



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## DIRECTORS AND SENIOR MANAGEMENT

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of NTT DOCOMO INC. (listed on TSE) in June 2005. He was appointed as a Media Director of the Gateway Business Department of NTT Mobile Communications Network Inc. (currently called NTT DOCOMO INC.) in September 1997. He started his career at TOKYO GAS Co., Ltd. (listed, amongst others, on TSE and OSE) in April 1988.

Mr. Natsuno received his Master of Business Administration degree from The Wharton School at University of Pennsylvania (US) in 1995. He received his Bachelor of Arts in Economics degree from Political Science and Economics at Waseda University (Japan) in 1988.

**Akihiro Tamaki**, aged 44, is our Independent non-executive Director. He has been an Outside Director (*Shagai, Torishimariyaku*) of the Company since June 2010. He has been a certified public accountant for more than 10 years.

Mr. Tamaki has been an Outside Statutory Auditor (*Shagai Kansayaku*) of Avex Group Holdings Inc. (listed on TSE), the main business of which is management of the business operations of group companies engaged in music business and video business, since June 2008 and has been in charge of supervising the business activities of management. He has been a Representative Director of SiFA Co., Ltd., which provides training programs for companies and services of facilitation, management consulting and e-learning, since June 2006. He has been responsible for the management of the company. He has been a Statutory Auditor (*Kansayaku*) of Essentia Corp. since April 2005. He joined Innovation and Initiative Institute (イノベーション・アンド・イニシアチブ) (currently called INVENIO Co., Ltd.) in July 2001. He joined IntellAsset, Inc. in January 2000. He joined Kansa Hojin Tohmatsu (currently called Yugen Sekinin Kansa Hojin Tohmatsu) in September 1996. He joined Price Waterhouse LLP, New York (currently called PricewaterhouseCoopers LLP) in September 1994.

Mr. Tamaki is a United States Certified Public Accountant since March 1999. He received his Master of Business Administration degree from Daniels College of Business at University of Denver (US) in 1994. He received his Bachelor of Sociology degree from Rikkyo University (Japan) in 1990.

### STATUTORY AUDITORS

The following table (on page 204) presents certain information concerning the Statutory Auditors of our Group (other than our Directors).

Our Company has adopted a statutory auditors system under the Companies Act in order to establish good corporate governance. We are required to adopt either (a) Statutory Auditors and a Board of Statutory Auditors; or (b) three committees, being a nominating committee, a compensation committee and an audit committee (“**Three Committees**”) in accordance with Articles 327 and 328 of the Companies Act. Similarly, Article 437 of the TSE Rules and Article 8 of Regulation of the Corporate Activities of the OSE provide that a domestic company listed on the TSE or the OSE (as applicable) must set up either a Board of Statutory Auditors or Three Committees. Consistent with the vast majority of listed companies in Japan, we have adopted a Board of Statutory Auditors.

Under this regime, the primary decision making body of our Company is our Board of Directors, which is monitored by our Board of Statutory Auditors, whose role (which is set out in more detail below) is stated to include monitoring our Directors proper execution of their duties. The roles of our Board of Directors include fulfilling the role of the compensation committee and the nominating committee, which would be independent bodies had we adopted the Three Committees system. Our accountant auditors assist the Statutory Auditors in reviewing the financial and accounting arrangements activities conducted by our Board of Directors. Our Company has appointed Deloitte Touche Tohmatsu LLC as our Accountant Auditor.

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## DIRECTORS AND SENIOR MANAGEMENT

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The Board of Statutory Auditors, which comprises 4 members, all proficient in financial affairs, and includes 2 independent Statutory Auditors, organically combines the audits performed by each Statutory Auditor, the Internal Audit Department and our Accountant Auditor in an effort to maintain an appropriate standard of corporate governance. The constitution and operation of the Board of Statutory Auditors and the Statutory Auditors of the Company are set out in the Articles and the Rules of the Board of the Statutory Auditors (“**Rules**”) and the Standards for Audit by the Statutory Auditors (which also sets out the duties of the Statutory Auditors and the Board of Statutory Auditors) (“**Standards**”), while certain of the roles and responsibilities of our Statutory Auditors and the Board of Statutory Auditors are set out in the Companies Act.

The Board of Statutory Auditors are responsible for auditing the executive actions of the Directors, including ensuring the continuance of a sound corporate governance system, and they have a broad authority to oversee the Company’s audit functions; including (i) independently reviewing corporate documentation and financial statements (ii) sharing information with, co-ordinating with and interviewing the Accountant Auditor; (iii) and dealing with any issues arising from the Company’s audit. In order to fulfil such responsibilities, the Statutory Auditors are given various authorities, such as the right to request Directors to report to them regarding the Company’s business, the right to investigate the Company’s business and assets (Article 381 of the Companies Act) and the right to demand that Directors cease certain acts which are outside the scope or the purpose of the Company, or in violation of laws and regulations or the Articles such an act is likely to cause substantial detriment to the Company (Article 385 of the Companies Act)).

The Board of Statutory Auditors of the Company coordinates its efforts with our Group’s internal audit division by sharing information on a regular basis and through other means.

The Statutory Auditors are required to attend meetings of the Board of Directors and to state their opinions if they find it necessary. In addition, they are required to attend meetings of other important corporate bodies such as the risk management committee and the compliance committee of the Company, review key decisions of the Board of Directors and observe the proper execution of any duties by Directors. The Statutory Auditors must also (i) exchange opinions with the Representative Director, Directors and other members of senior management; (ii) review our audit internal control systems based on the “audit practice standards for internal control system” (that set out the requirements for such audits); (iii) monitor transactions between the Company and its Directors; (iv) review business reports; (v) review and audit financial statements; (vi) monitor the Accountant Auditor; (vii) review the accounting policies the Company adopts; (viii) co-ordinate with our Company’s internal audit division and Accounting Auditor; (ix) monitor the public disclosures of the Company; and (x) prepare audit reports and submit these to the Board of Statutory Auditors in accordance with the Rules and Standards.

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## DIRECTORS AND SENIOR MANAGEMENT

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As noted previously, although the structure of the Board of Statutory Auditors, in addition to the identity of its members, is distinct from that required by certain applicable rules and regulations, the principal functions of this committee are commensurate and arguably wider ranging than that of an audit committee established pursuant to certain applicable rules and regulations.

Name	Age	Position
Susumu Watanabe .....	77	Outside Standing Statutory Auditor ( <i>Shagai Joukin Kansayaku</i> ) (Independent full-time Statutory Auditor)
Ryujiro Shimamoto .....	65	Outside Statutory Auditor ( <i>Shagai Kansayaku</i> ) (Independent Statutory Auditor)
Atsushi Fujii .....	55	Statutory Auditor ( <i>Kansayaku</i> ) (Statutory Auditor)
Minoru Tada .....	65	Statutory Auditor ( <i>Kansayaku</i> ) (Statutory Auditor)

**Susumu Watanabe**, aged 77, is our independent full-time Statutory Auditor responsible for monitoring the execution of duties by Directors and accounting auditors. Mr. Watanabe has been an Outside Standing Statutory Auditor (*Shagai Joukin Kansayaku*) since February 2000. He has more than 30 years of experience in the securities industry.

Mr. Watanabe was appointed as a Director and President (*Torishimariyaku, Shacho*) of KOKUSAI Investment Management Co., Ltd. (which was merged by KOKUSAI Asset Management Co., Ltd. in June 1997), which provides investment advisory and investment trust management services, in June 1990, where he is responsible for the management and oversight of investment advisory services and investment trust management. He was appointed as a Senior Managing Director (*Senmu Torishimariyaku*) of KOKUSAI Securities Co., Ltd. (currently called Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) in December 1984, and was appointed as its Director and Vice President (*Torishimariyaku Fuku Shacho*) in December 1987. He started his career at Nomura Securities Co., Ltd. (currently called Nomura Holdings, Inc. and listed, amongst others, on TSE and OSE) in April 1957. He was appointed as its Director in December 1979, and was appointed as its Managing Director (*Jomu Torishimariyaku*) in December 1982.

Mr. Watanabe received his Bachelor of Commercial Science degree from Kobe University (Japan) in 1957.

**Ryujiro Shimamoto**, aged 65, is our independent Statutory Auditor responsible for monitoring the execution of duties by Directors and accounting auditors. Mr. Shimamoto has been an Outside Statutory Auditor (*Shagai Kansayaku*) since December 2002. He has more than 30 years of experience in the banking industry.

Mr. Shimamoto has been an Outside Standing Statutory Auditor (*Shagai Joukin Kansayaku*) of Sumishin SBI Net Bank Research Co., Ltd. (currently called SBI Sumishin Net Bank, Ltd.), an Internet-based full service bank, since April 2006, responsible for auditing the execution of duties by directors. He has been an Outside Statutory Auditor (*Shagai Kansayaku*) of InsAgency K.K. (currently called SBI Financial Agency Co., Ltd.), an Internet-based insurance broker, since February 2003, where he is responsible for monitoring the execution of duties by directors and

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## DIRECTORS AND SENIOR MANAGEMENT

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accounting auditors. He has been an Outside Statutory Auditor (*Shagai Kansayaku*) of WEB-Lease Co., Ltd. (currently called SBI Lease Co., Ltd.) since June 2002. He was appointed as an Outside Statutory Auditor (*Shagai Kansayaku*) of GOODLOAN Co., Ltd. (currently called SBI Mortgage Co., Ltd.) in June 2002. He was appointed as an Outside Standing Statutory Auditor (*Shagai Joukin Kansayaku*) of FINANCE ALL CORPORATION (which was merged by the Company in March 2006) in March 2002. He was appointed as an Outside Statutory Auditor (*Shagai Kansayaku*) of SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in March 1999.

Mr. Shimamoto was appointed as the General Manager of the Osaka Foreign Exchange Division of The Fuji Bank, Limited (currently called Mizuho Financial Group, Inc. and listed on TSE and OSE) in May 1994. He was appointed as the General Manager of Ouji Branch of the same bank in October 1991. He was transferred to International Planning Division of the same bank and seconded to Kwong On Bank Limited (廣安銀行) in Hong Kong in May 1987. He started his career at the same bank in April 1968.

Mr. Shimamoto received his Bachelor of Political Science degree from Hiroshima University (Japan) (広島大学) in 1968.

**Atsushi Fujii**, aged 55, is our Statutory Auditor responsible for monitoring the execution of duties by Directors and accounting auditors. Mr. Fujii has been a Statutory Auditor (*Kansayaku*) since June 2006. He was a Statutory Auditor (*Kansayaku*) of the Company from August 2000 to June 2003. He has more than 20 years of experience in the accounting practice.

Mr. Fujii has been a Statutory Auditor (*Kansayaku*) of SBI Investment Co., Ltd., which primarily manages a number of venture capital funds, since March 2008. He is responsible for monitoring the execution of duties by directors and accounting auditors. He has been an Outside Statutory Auditor (*Shagai Kansayaku*) of E\*TRADE SECURITIES Co., Ltd. (currently called SBI SECURITIES Co., Ltd.) since June 2006, where he is responsible for monitoring the execution of duties by directors and accounting auditors. He was appointed as an Outside Statutory Auditor (*Shagai Kansayaku*) of Morningstar Japan K.K. (listed on the JASDAQ at OSE) in March 2006. He was appointed as a Director and Executive Officer (*Torishimariyaku, Shikkouyakuin*) of Megabrain, Inc. (which was merged by the Company in March 2006) in September 2004, and was appointed as its Standing Statutory Auditor (*Joukin Kansayaku*) in September 2005. He was appointed as a Director responsible for accounting at SOFTBANK FINANCE CORPORATION (which was merged by SOFTBANK TELECOM Corp. in February 2007) in April 2001. He joined SOFTBANK CORP. (listed on TSE) in May 1996, and was appointed as its General Manager of the Accounting Division of the Administration Department in July 1998.

Mr. Fujii started his career at Mitsubishi Chemical Industries Limited (currently called Mitsubishi Chemical Corporation) in April 1980.

Mr. Fujii has been a Japanese Certified Public Accountant since July 2010. He received his Bachelor of Arts in Economics degree from Political Science and Economics at Waseda University (Japan) in 1980.

**Minoru Tada**, aged 65, is our Statutory Auditor responsible for monitoring the execution of duties by Directors and accounting auditors. Mr. Tada has been a Statutory Auditor (*Kansayaku*) since June 2010. He has more than 40 years of experience in the securities business.

Mr. Tada was appointed as an Outside Statutory Auditor (*Shagai Kansayaku*) of E\*TRADE SECURITIES Co., Ltd. (currently called SBI SECURITIES Co., Ltd.) in June 2006 and has been its Outside Standing Statutory Auditor (*Shagai Joukin Kansayaku*) since October 2007, where he is responsible for monitoring the execution of duties by directors and accounting auditors. He was appointed as an Outside Auditor (*Shagai Kansayaku*) of Ace Securities Co., Ltd. in February 2005. He joined WORLD Securities Co., Ltd. (which was merged by SBI SECURITIES Co., Ltd. in

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## DIRECTORS AND SENIOR MANAGEMENT

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October 2007) as a Director in June 1995 and was appointed as its Managing Director (*Jomu Torishimariyaku*) in June 1997. He was appointed as its Managing Executive Officer (*Jomu Shikkouyakuin*) in April 1999 and its Standing Statutory Auditor (*Joukin Kansayaku*) responsible for monitoring the execution of duties by directors and accounting auditors in June 2004.

Mr. Tada started his career at Nomura Securities Co., Ltd. (currently called Nomura Holdings, Inc. and listed, amongst others, on the TSE and OSE) in April 1968.

Mr. Tada received his Bachelor of Arts in Economics degree from Kagawa University (香川大学) (Japan) in 1968.

### SENIOR MANAGEMENT

#### Executive Officers

The Company has 19 Executive Officers. Eight of them (including CEO and CFO) are also Directors, as shown in the section on the Board of Directors.

Executive Officers, unlike Directors under the Companies Act, are positions created under our Company's internal rules. They are key members of senior management, who directly manage businesses under the authorisation of the Representative Director. Such management structures are often adopted by Japanese companies (the responsibilities of executive officers may vary depending on the management policy of each company). With respect to our Company, there are two types of executive officers: Executive Officers concurrently appointed as Directors; and Executive Officers who are not Directors. Executive Officers who are not Directors are not engaged in decision-making on material matters that are required to be resolved at a meeting of the Board of Directors under the Companies Act or our internal rules. However, each of our Executive Officers must be appointed by the Board of Directors under our internal rules. Each of our Executive Officers is expected to assume a leading role in each business for which he/she is responsible and the role of Executive Officer is regarded as an important position in our Company.

#### Senior management

The following table presents certain information concerning the senior management personnel of our Group (other than our Directors).

Name	Age	Position
Shiho Aihara . . . . .	45	Executive Officer
Reiko Kinoshita . . . . .	46	Executive Officer
Toshiharu Fujita . . . . .	55	Executive Officer
Masayuki Yamada . . . . .	48	Executive Officer
Hideo Nakamura . . . . .	41	Executive Officer
Makoto Miyazaki . . . . .	45	Executive Officer
Yoshimi Takahashi . . . . .	45	Executive Officer
Feng Wang (Masakazu Motoki) . . . . .	38	Executive Officer
Kazuhito Uchio . . . . .	34	Executive Officer
Shinji Yamauchi . . . . .	52	Executive Officer
Masaki Takayanagi . . . . .	40	Executive Officer



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## DIRECTORS AND SENIOR MANAGEMENT

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**Shiho Aihara**, aged 45, is our Executive Officer. She previously worked in a real estate company and a business investment company. Since joining the Company, she has been primarily responsible for the real estate business. She has more than 12 years of experience in the real estate business. She has been involved in various projects based on her extensive knowledge and experience and has contributed to the expansion of the real estate business. Ms. Aihara has been an Executive Officer of the Company since June 2009. Ms. Aihara was appointed as a Director and Executive Officer of the Company in March 2006. She is the General Manager of our Company's real estate business division. She is also in charge of the Company's General Affairs, Human Resources and IT Solution departments. Ms. Aihara joined the Company in February 2003.

Ms. Aihara was appointed as a Director of SBI Life Living Co., Ltd. in December 2007, and has been the Representative Director of SBI Life Living Co., Ltd., a property development and construction company, since March 2008, after it was acquired by the Company. In addition to her involvement in the overall operation of the business, she was also involved in improving the management structure of this company. She has been a Director of SBI Investment Co., Ltd., the main business of which is management of venture capital funds, since June 2005.

Ms. Aihara started her career at Gold Property Management Co., Ltd. in April 1998.

Ms. Aihara received her Associate in Arts from General Education Course at Kagoshima Women's Junior College (Japan) in 1986.

**Reiko Kinoshita**, aged 46, is our Executive Officer. She is primarily responsible for the management and operation of the asset management business along with other managers. Ms. Kinoshita has experience in restructuring finance and mezzanine finance business since she has worked in a number of financial institutions. After joining the Group, she set up a new fund specialising in mezzanine finance. Ms. Kinoshita has significant expertise from her extensive experience of past investments. Ms. Kinoshita has been an Executive Officer of the Company since June 2009. Ms. Kinoshita was appointed as a Director and Executive Officer of the Company in June 2006.

Ms. Kinoshita has been the Representative Director of SBI Capital Solutions Co., Ltd., which manages mezzanine funds, since June 2006 and she is primarily responsible for the company's overall business operations. She has been the Representative Director of SBI Servicer Co., Ltd., which has the primary business of managing, purchasing and recovering receivables, since January 2006 and she is primarily responsible for the company's overall business operations. Ms. Kinoshita joined SBI CAPITAL Co., Ltd., a subsidiary of the Company, in August 2004. Ms. Kinoshita expanded the scope of the business of this company into the area of servicer business as she has experience in dealing with companies in financial difficulty and restructuring companies and uses her ability in this area to manage this subsidiary which focuses on the servicer business.

Ms. Kinoshita started her career at the Industrial Bank of Japan, Limited in April 1987.

Ms. Kinoshita is a Chartered Member of the Securities Analysts Association of Japan (日本証券アナリスト協会), certified in 1994. She received her Master of Business Administration degree from Harvard Business School at Harvard University (US) in 1994. She received her Bachelor of Economics degree from the University of Tokyo (Japan) in 1987.

**Toshiharu Fujita**, aged 55, is our Executive Officer. He has been domestic legal counsel, compliance adviser and department head of the domestic legal department. Mr. Fujita has more than 20 years of experience in in-house corporate legal work and extensive knowledge of Japanese domestic legislation and areas of regulation such as the Companies Act, compliance, corporate finance (IPO and M&A), fund management, asset management, general management and fund raising. Mr. Fujita has been assisting with the legal aspects of the operation of the



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## DIRECTORS AND SENIOR MANAGEMENT

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Company's investment funds since the revision of investment related acts and regulations in Japan. The Group was expanding around the time of the revision of major acts that had an impact on the company such as the Companies Act and the FIEA. In such circumstances, Mr. Fujita has contributed to the present expansion of the Group's business by taking the lead in the corporate reorganisation and contributing in areas such as M&A, take over bids, the exchange of shares, demerger, the acquisition of Treasury Shares conducted by the Group and other relevant corporate procedures (including resolutions at the general meeting of Shareholders). Mr. Fujita has been an Executive Officer of the Company since June 2009. Mr. Fujita is the General Manager of the Company's Legal Department and the Compliance Department. Mr. Fujita joined the Company in October 2001. He has been a Director of SBI Investment Co., Ltd., which manages venture capital funds, since March 2006 and he is primarily responsible for legal and compliance, asset management, and investment. He has been an Outside Director of SBI Asset Management Co., Ltd., which manages assets, since December 2003 and he is primarily responsible for legal and compliance, and fund management. Mr. Fujita was appointed as our Joint Japanese Company Secretary on 24 February 2011.

Mr. Fujita started his career at Kumagai Gumi Co., Ltd., a general developer, in April 1979 where he was primarily responsible for legal and compliance.

Mr. Fujita received his Bachelor of Laws degree from School of Law at Hokkaido University (北海道大学) (Japan) in 1979.

**Masayuki Yamada**, aged 48, is our Executive Officer. Mr. Yamada has been an Executive Director of the Company since June 2009. Mr. Yamada is the General Counsel of the Company's Legal Department (International) and is primarily responsible for corporate legal work, corporate finance and general management of the Company as a head of the international legal department. Mr. Yamada has been engaged in corporate legal practice for over 20 years. He has extensive knowledge in overseas investment, overseas fund management, fund raising, overseas business development, international strategy, US and international legal issues, corporate finance (including M&A and IPO) and general management. When he worked for Softbank Finance Corporation, formerly the parent of the Company, he was involved in a number of transactions (such as the establishment of joint ventures or business and/or capital alliances with US companies) for the development in Japan of US originated business models. After he joined the Company, he took a position supervising the research of local regulations in each country to provide support for the expansion of the business in overseas markets. Mr. Yamada joined the Company in June 2003.

Mr. Yamada has been an Outside Statutory Auditor of SBI Benefit Systems Co., Ltd., which manages the system for recording the pension fund, since June 2010. He has been an Outside Statutory Auditor of SBI Biotech Co., Ltd., a research and development company for medicines, since June 2007.

Mr. Yamada joined SOFTBANK FINANCE CORPORATION in November 1999. Mr. Yamada was in charge of fund management and corporate legal work. He started his career at Sogo Horei Co., Ltd., a publishing company, in 1985. Mr. Yamada was in charge of corporate legal work (mainly work relating to corporate law) and overseas planning.

Mr. Yamada is an Attorney at Law in the State of New York, certified in 1999. He received his Master of Comparative Jurisprudence degree from School of Law at New York University (US) in 1997. He received his Bachelor of Laws degree from Chuo University (Japan) in 1987.

**Hideo Nakamura**, aged 41, is our Executive Officer. He was appointed also as the head of our Hong Kong office on 1 January 2011. Mr. Nakamura has been an Executive Officer of the Company since June 2009. Mr. Nakamura was the General Manager of the Company's Finance

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## DIRECTORS AND SENIOR MANAGEMENT

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Department and overseas the financial matters of the Company. He has more than 17 years of experience in the corporate finance and investment industries. Mr. Nakamura joined the Company in June 2001. After having been engaged in corporate finance matters at a bank, Mr. Nakamura has been consistently in charge of financial affairs since he joined the Company. Aside from leading a number of finance projects, he been involved with most company reorganization projects, such as M&A projects, since the incorporation of the Company. He was also in charge of business venture projects undertaken by the Company and has extensive knowledge and experience in business investments and developments. In addition, for many years he has hosted meetings with institutional investors, as he is the person in charge of investor relations for the Group. Since January, he resides in Hong Kong and manages the projects in this area.

Mr. Nakamura has been an Outside Director of SBI Life Living Co., Ltd., which engages in property development and construction businesses, since December 2007. There, he joined management as one of the board members as well as advising on financial matters. He has been a Director and has participated in the management of SBI Lease Co., Ltd., which engages in leasing business, since June 2008. He has been the Representative Director and responsible for overall management of the company of e-Research Inc., which manages investments and finance, since March 2006.

Mr. Nakamura started his career at The Mitsubishi Bank, Ltd. (currently called The Bank of Tokyo-Mitsubishi UFJ, Ltd.) in 1993.

Mr. Nakamura is a Chartered Member of the Securities Analysts Association of Japan, certified in September 2002. He received his Master of Business Administration degree in Finance from Graduate School of International Corporate Strategy at Hitotsubashi University (一橋大学大学院国際企業戦略研究科) (Japan) in 2005. He received his Bachelor of Economics degree from the University of Tokyo (Japan) in 1993.

**Makoto Miyazaki**, aged 45, is our Executive Officer. He is in charge of the China investment business and manages various funds in China. He has more than 10 years of experience in private equity and venture capital investments. Mr. Miyazaki has been an Executive Officer of the Company since June 2010. Mr. Miyazaki joined the Company in April 2004. Mr. Miyazaki has been the Chief Representative of our Company's representative office in Beijing since September 2005. He has been a Manager of Incubation Department of SBI Investment Co., Ltd. since April 2004. He has been a director of SBI Ven Capital Pte. Ltd. since September 2007. He has been a director of SBI Hong Kong Co., Ltd. since September 2008. He was appointed as Manager of Investment Department 3 dispatched by CDIB Asia in June 2001.

Mr. Miyazaki was appointed as Investment Manager of Overseas Department of CDIB Asia, which manages various funds, in October 2000. There, he was responsible for making investment decisions as the Investment Manager. He was appointed as Manager/Overseas Portfolio Management Department and Assistant Manager/Overseas Fund Management Department of Kwang Hua Securities Investment Trust (currently called ABN AMRO Asset Management, Taiwan), which engages in asset management in January 2000. He was engaged in fund management and analysed companies in Taiwan. He started his career at UBS Philips and Drew Securities, Tokyo, which is a securities company, (currently called UBS Securities, Tokyo) in 1992 and worked in fund management. Mr. Miyazaki has an extensive personal network in Taiwan and China as well as knowledge and substantial experience in fund management in the financial industry. He contributed to the establishment of our Beijing Office, our first overseas resident office, and in setting up the New Horizon Fund, and contributed to the business development of our company in China.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Miyazaki received his Bachelor of Science degree in Business from the Western Oregon State College (currently called Western Oregon University) (US) in 1991.

**Yoshimi Takahashi**, aged 45, is our Executive Officer and manages our Korean business. He has more than 19 years of experience in the capital markets in South Korea. Mr. Takahashi has been an Executive Officer of our Company since June 2010. Mr. Takahashi joined the Company in March 2000. Mr. Takahashi has been the Representative Director of SBI Korea Holdings Co., Ltd. since March 2000 and is responsible for the overall management of the company. He has been the Representative Director, Chairman and CEO of Korea Technology Investment Corporation since March 2010. He has been a Director and Chairman of SBI GLOBAL INVESTMENT CO., LTD. since January 2010 and he is in charge of the overall management of the company. He has been a Director and the Chairman, responsible for its overall management of SBI Private Equity Co.,Ltd., which engages in asset management, since October 2008. He served as the Chairman of E Trade Korea until September 2008.

Mr. Takahashi started his career at Nomura Securities Co., Ltd. (currently called Nomura Holdings, Inc. and listed, amongst others, on the TSE and OSE in 1988.

Mr. Takahashi has an extensive personal network in South Korea that he established while he lived there during his previous career at a securities company. After joining us, he led the establishment and operation of E\*trade Korea and contributed to its listing on KOSDAQ. He executed a number of investments in Korea, took over a venture capital company in Korea, and has deep knowledge in the Korean investment industry.

Mr. Takahashi received his Bachelor of Arts degree in Law from Waseda University (Japan) in 1988.

**Feng Wang (Masakazu Motoki)**, aged 38, is our Executive Officer. He has more than 10 years of experience as a top executive of the company he founded. Mr. Motoki has been an Executive Officer of the Company since June 2010. Mr. Motoki has been the General Manager of the Company's Web Finance Department since July 2010. Mr. Motoki is the founder and representative director of Searchina Co., Ltd., which provides information on Chinese finance to Japanese investors via its website, and has been the Representative Director and President (*Shacho*) since September 1999. Mr. Motoki joined the Group in February 2010 after Searchina Co., Ltd. was acquired by the Company.

Mr. Motoki started his career by founding Searchina Co., Ltd. in September 1999.

He founded Searchina Co., Ltd. after he came to Japan as a student and developed it to become one of the most well-known websites on Chinese financial information in Japan. Searchina Co., Ltd. was profitable for eight consecutive fiscal terms under his management.

Mr. Motoki received his Bachelor of Laws degree from Asia University (亜細亜大学) (Japan) in 1995.

**Kazuhito Uchio**, aged 34, is our Executive Officer. Mr. Uchio has been an Executive Officer of the Company since June 2010. Mr. Uchio is the General Manager of our Company's Corporate Communications Department and is responsible for Investors Relations and Public Relations. He is also committed to the establishment of the Company's corporate branding and has provided support to the management in planning the Group's overall strategies. Mr. Uchio has experience in the banking business. He has participated in the Group's online securities business in Japan and was involved in the listing preparations of E\*Trade Japan K.K. (currently SBI Securities Co., Ltd.). He has more than 5 years of experience in corporate communications, and 7 years of experience in corporate finance and strategy businesses. He joined the Company in June 2005. He joined E\*Trade Japan K.K. in November 1999 and was in charge of its finance and accounting.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Uchio started his career at The Sakura Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) in 1998 and was in charge of its corporate and retail banking business.

Mr. Uchio is a Chartered Member of the Securities Analysts Association of Japan, certified in January 2004. He received his Bachelor of Laws degree from Kyoto University (Japan) in 1998.

**Shinji Yamauchi**, aged 52, is our Executive Officer. Mr. Yamauchi has been an Executive Officer of the Company since September 2010. Mr. Yamauchi is the General Manager of the Company's Overseas Business Promotion Department. He was appointed as a Managing Director of the Company in October 2007. He has been a Director of SBI & TH Venture Capital Enterprise since April 2005. He joined the Company in June 2004.

Mr. Yamauchi was appointed as a Director of InsAgency K.K. (currently called SBI Financial Agency Co., Ltd.), an insurance brokerage company, in September 2002. He was appointed as a Director of PLX K.K. (currently called as Intecdhstra Co., Ltd.) in December 2000. He was appointed as a Representative Director (*Daihyo Torishimariyaku Shacho*) of E\*GOLF Corporation (currently called Golf-Stadium INC.), providing an online reservation service for golf, in November 1999.

Mr. Yamauchi joined SOFTBANK FINANCE CORPORATION in April 1999. Mr. Yamauchi was appointed as a Managing Director (*Jomu Torishimariyaku*) of Trend Micro Incorporated (listed on the TSE), a security software company, in February 1997 and was responsible for the overall management of its operations.

Mr. Yamauchi started his career at Nissho Iwai Corporation (currently called Sojitz Corporation), a general trading company, in April 1983.

After gaining management experience in Trend Micro Incorporated and the Group's insurance comparison service, intellectual property management and online reservation businesses, Mr. Yamauchi was engaged in conducting tie-up negotiations with overseas financial institutions and institutional investors in order to deploy overseas the competitive business models that the Company has developed in Japan.

Mr. Yamauchi received his Master of Business Administration degree from Columbia Business School at Columbia University (US) in 1988. He received his Bachelor of International Relations degree from Department of International Relations at National Defense Academy of Japan in 1978.

**Masaki Takayanagi**, aged 40, is our Executive Officer and the head of the business in Singapore. Mr. Takayanagi has been an Executive Officer of the Company since September 2010. Mr. Takayanagi joined the Company in September 2010. He has engaged in sales and marketing to overseas institutional investors and for many years provided support services to Japanese companies while working for leading Japanese securities firms. He also has an extensive knowledge of finance gained at graduate schools in different countries.

Mr. Takayanagi has been a Managing Director of SBI Ven Capital Pte. Ltd., which mainly manages a number of funds, since October 2010 where he is responsible for business operations and strategic planning. He was appointed a Director of Daiwa Securities SMBC Co. Ltd. (currently called Daiwa Securities Capital Markets Co. Ltd.) in May 2003 and was appointed a Director of Daiwa Securities SMBC Europe Limited (currently called Daiwa Securities Capital Markets Europe Limited) since May 2003, where he engaged in sales and marketing to institutional investors and provided support to Japanese companies that were mainly based in London. He has been an Executive Director of Nomura Australia, which provides investment banking services, since January 2009, where he has engaged in sales and marketing to institutional investors and provided support to Japanese companies in Australia.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Takayanagi started his career at KDD Co. Ltd. in April 1992.

Mr. Takayanagi received his Masters in Finance degree from London Business School at University of London (UK) in 2005. He received his Master in Public Administration degree from John F. Kennedy School of Government at Harvard University (US) in 1999. He received his Master’s degree in Business Administration from Said Business School at University of Oxford (UK) in 1997. He received his Bachelor of Arts degree in Economics from Political Science and Economics at Waseda University (Japan) in 1992.

### COMPANY SECRETARY

We have appointed Mr. Toshiharu Fujita to act as our Joint Japanese company secretary and Ms. Leung Wai Han Corinna to act as our joint Hong Kong company secretary. Our company secretary in Hong Kong has the requisite Hong Kong qualifications and experience in order to fulfil the Company’s obligations under certain applicable rules and regulations. Our company secretary in Japan has the knowledge and experience necessary for fulfilling the role of company secretary although Mr. Toshiharu Fujita does not have the relevant Hong Kong qualifications and experience and will receive the benefit of our company secretary in Hong Kong’s experience.

Mr. Fujita, aged 55, has been a company secretary of our Company in Japan since his appointment on 24 February 2011. He is an executive officer, and the general manager of the Legal Department and Compliance Department of the Company. Mr. Fujita is responsible for the supervision and management of the Company’s domestic legal affairs and compliance activities. He also participates in the management of several subsidiaries of the Company and is a director of SBI Investment Co., Ltd. and SBI Asset Management Co., Ltd. He has over 20 years’ experience in in-house corporate legal work with Japanese listed companies on the TSE.

Ms. Leung Wai Han Corinna, aged 42 has been the joint company secretary of our Company in Hong Kong since her appointment on 24 February 2011. She is a senior manager of Tricor Services Limited and has almost 20 years of experience in corporate secretarial work. Ms. Leung is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries (香港特許秘書公會). As of the Latest Practicable Date, Ms. Leung acts as the joint company secretary of Honghua Group Limited (stock code: 196), a company listed on the Hong Kong Stock Exchange.

### CORPORATE GOVERNANCE

To enhance management transparency and corporate governance, our Company recognises that one of its most crucial management issues is to build, maintain and improve upon an organisational structure capable of responding quickly to changes in the business environment, as well as a shareholder-oriented and fair management system.

Our Board of Directors consists of 17 Directors, and our Company has adopted the executive officer system to clarify the functions and responsibilities of the Board of Directors, which includes the CEO and CFO, 6 Directors who are also Executive Officers who control each business division, and 9 non-executive Directors; a total of 17 individuals charged to manage the execution of business affairs. We have also built a corporate governance system that facilitates quick and flexible responses to drastic changes in the business environment. Moreover, as a general rule, the Board of Directors convenes once a month and extraordinary meetings are held when necessary to make decisions on important matters and to monitor the execution of business operations. Our Company has increased the number of independent Directors to 5, with each having a high degree of independence and no conflicts of interest with general stakeholders, to fortify the monitoring of the management of our Group.

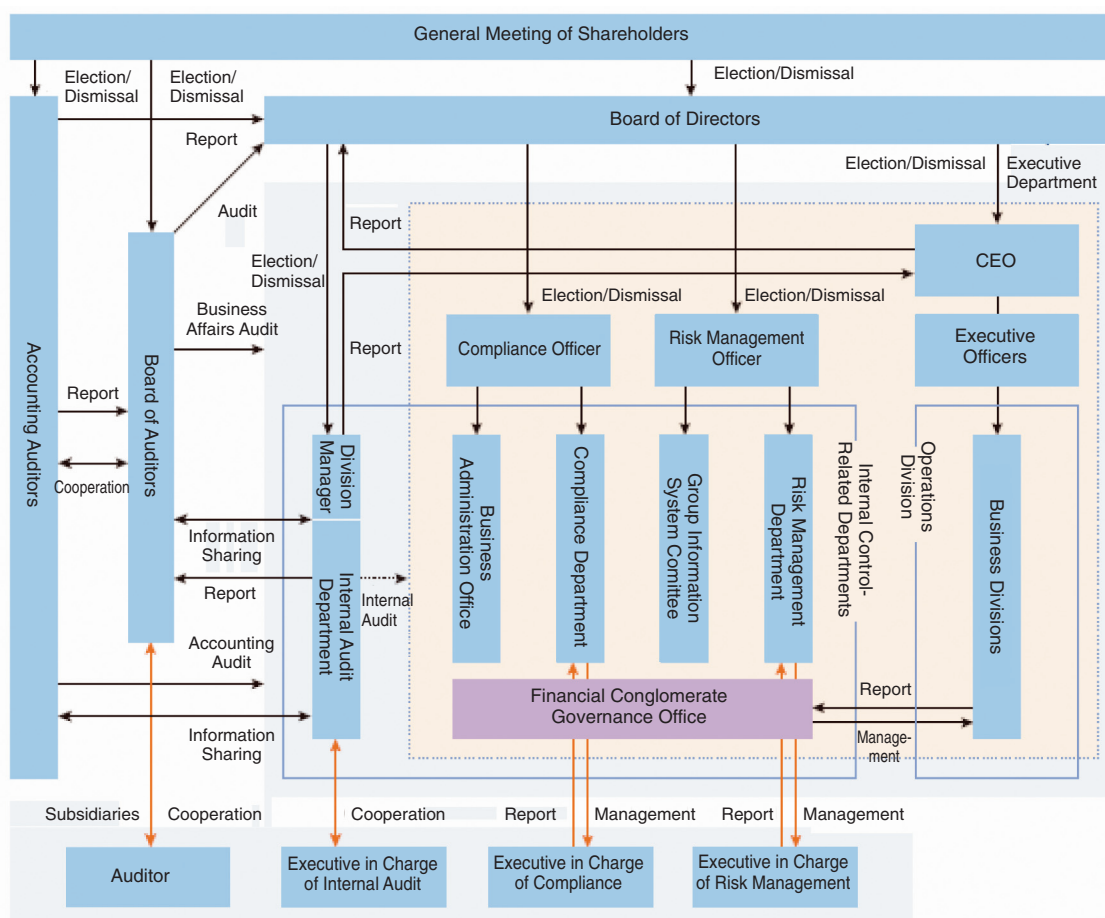


## DIRECTORS AND SENIOR MANAGEMENT

Our Company has adopted a Statutory Auditors system under the Companies Act in order to establish good corporate governance. Under this regime, the primary decision making body of our Company is our Board of Directors, which is monitored by our Company’s Board of Statutory Auditors, whose role is stated to include monitoring the proper execution by the Directors of their duties. Furthermore, Accountant Auditor assist the Statutory Auditors in reviewing the financial and accounting arrangements conducted by the Board of Directors.

The Board of Statutory Auditors, which comprises 4 members all proficient in financial affairs and includes 2 independent Statutory Auditors, organically combines the audits performed by each Statutory Auditor, the Internal Audit Department and the Accountant Auditor in an effort to maintain an appropriate standard of corporate governance.

### Structure of Corporate Governance and Internal Control



### COMMITTEES UNDER OUR BOARD OF DIRECTORS

Under Japanese law, companies are not required to have any statutory sub-committees of the Board of Directors. However, we have certain non-statutory sub-committees which we have put in place.

#### Internal control

- *Compliance Department*

A compliance department has been established to identify and manage our Company’s compliance-related issues. Kenji Hirai is the Director responsible for compliance.



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## DIRECTORS AND SENIOR MANAGEMENT

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We have also established an internal reporting system for submitting reports directly to the internal audit department and the Statutory Auditors, allowing Directors and employees to report information concerning violations of laws, regulations and the Articles, as well as to report compliance-related issues. Compliance conferences are held to provide an opportunity to exchange information about compliance for the entire Group and to discuss compliance issues. The directors in charge of compliance and the compliance department attend these conferences along with the compliance officers of our Group companies.

The compliance department consists of 2 members (1 general manager and 1 administrator). Toshiharu Fujita is the general manager of the Compliance Department and concurrently serves as an Executive Officer of the Company and the Joint Japanese Company Secretary. He has been working in our legal department and compliance department for more than 20 years. As the general manager of the compliance department, he is responsible for monitoring the Company’s compliance (as well as its officers’ and employees’ compliance) with applicable rules and regulations (including the Directors’ personal obligations under the Companies Act and stock exchange rules). He is also responsible for giving appropriate training to officers and employees. The current administrator has been working in the compliance department and assisting Mr. Fujita for 3 years.

- *Internal Audit Department*

Our Company has established an internal audit department. It is independent from all business divisions and administrative divisions, allowing it to comprehensively and objectively evaluate, amongst other things, the appropriateness of our Company’s internal management structure. The internal audit department works in conjunction with the Board of Statutory Auditors.

In accordance with criteria set out by the Board of Statutory Auditors, the “Standards for Audit by the Statutory Auditors”, the internal auditors are required to attend meetings of the Board of Directors and other important corporate bodies, review key documents, exchange opinions with Directors and other members of senior management, and audit internal control systems based on our “practice standards for internal controls” that set out the requirements for such audits.

The internal audit department consists of 6 members (1 general manager, 1 manager and 4 other members). Satoe Kusakabe, the general manager of the internal audit department, is a certified public accountant and gained experience of audit work at Ernst & Young, where she worked for more than 17 years as a manager and a director, specialising in various financial sectors such as broker-dealer, investment banking and asset management. In addition, she has experience in US-SOX internal control assessment and has acted as a consultant for NYSE-listed companies. As the general manager of the internal audit department, she is responsible for inspecting and evaluating risk-management and governance process of our Company and also for improving the quality of the Company’s organisational operation. Further, she has conducted an audit in light of J-SOX and evaluated our financial reporting controls. The manager of the internal audit department is responsible for information technology internal control, drawing on his previous experience of information technology internal control and information technology security in investment business. The internal audit department also engages external professionals to conduct business and risk audits.

### **Risk Management**

Our Company manages risks that may impede the execution of our business operations. The Board of Directors appoints a Director to be in charge of risk management, currently Yasutaro Sawada, a Director and our CFO holds this role. He has substantial experience in the financial industry and, in particular, more than 10 years of experience in the securities sector. He has been in charge of risk management at the Company since May 2006.

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## DIRECTORS AND SENIOR MANAGEMENT

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- *Risk Management Department*

The risk management department was established to identify, properly evaluate and manage risks for the entire Group, including our Company. In the event of any potential or actual issue arising that would have a major impact on our Company's existence, the Director in charge of risk management, appointed by the Board of Directors as the person with overall responsibility, will gather all relevant information and consider and implement countermeasures and measures to prevent reoccurrences, while reporting and disclosing information to relevant third parties where necessary.

The risk management department consists of 5 members (1 head and 4 members). Tadato Ono, the head of the risk management department, has concurrently served as a Director, a Statutory Auditor and an Outside Statutory Auditor of our Company's subsidiaries, such as SBI Entertainment Co., Ltd., SBI Insurance Co., Ltd., SBI Marketing Co., Ltd. and SBI Asset Management Co., Ltd. He has more than 10 years of experience in corporate accounting and finance in business sectors such as information technology, private equity, financial service and electronic devices manufacturing. As the head of the risk management department, he is responsible for addressing the risk assessment of our Group's portfolio, arising from our Group's various business sectors such as private equity fund management, stock brokerage business and money lending business. He is also responsible for monitoring any potential risk of the Company and making periodic reports to the management of the Company. Other department members also have experience of corporate information security operations or corporate risk management operations in business sectors such as information technology, private equity and financial services.

- *Group Information System Committee*

As a part of efforts to ensure the protection of customer information and to restrict system risk, we have established the Group information system committee, composed of members appointed from each division, with the Director in charge of risk management as the chairman. To maintain business continuity, our Company has also built a structure to respond to any type of contingency through redundant systems and backup structures at multiple locations.

The Group information system committee consists of 17 members (1 chairman, 14 committee members (5 of which are also secretaries) and 2 observers). The committee is chaired by Yasutaro Sawada, who is a Director and our CFO. Other members include the head of compliance, the head of general affairs, the head of human resources, the head of financial conglomerate governance, the head of internal auditing, the head of IT solutions, the head of the risk management and seven other members from various departments and two subsidiaries (SBI SECURITIES Co., Ltd. and SBI Life Living Co., Ltd.). The Chairman and half of the committee members of the group information system committee are serving as heads of the relevant departments in the Company and have sufficient experience in business sectors such as information technology, private equity and financial services that enable them to evaluate and mitigate risks associated with the Group's information system. The secretaries of the committee are responsible for convening regular meetings of the committee and for drafting minutes of the meetings. They are also responsible for conveying the result of the meetings to our Group's management and/or employees. In addition, the committee has two observers, who have also concurrently served as a directors of the Company's subsidiaries, such as SBI Technology Co., Ltd., SBI Net Systems Co., Ltd. and SBI Trade Win Tech Co., Ltd. They are responsible for giving advice to the committee with their knowledge and experience obtained through information technology business and information security business.

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## DIRECTORS AND SENIOR MANAGEMENT

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### RETIREMENT SCHEMES

#### (A) Pension schemes

Our Company and most of our subsidiaries which have retirement schemes, such as SBI Investment Co., Ltd., Morningstar Japan K.K. and SBI Mortgage Co., Ltd., have contributory funded defined benefit pension plans and defined contribution pension plans.

Certain of our subsidiaries which have retirement schemes, such as SBI SECURITIES Co., Ltd., SBI Life Living, Co., Ltd. and SBI Business Support Co., Ltd. have non-contributory funded defined benefit pension plans, contributory funded defined benefit pension plans and/or defined contribution pension plans.

There are two kinds of defined benefit pension plans, a contributory funded defined benefit pension plan and a non-contributory funded defined benefit pension plan. In each case the benefits are defined and do not depend solely on the level of contributions. Under a contributory funded defined benefit pension plan, pension contributions are to be borne by both the relevant member of the pension plan and the relevant company, and under a non-contributory funded defined benefit pension plan, only the company will bear pension contributions. In the case of the current contributory funded defined benefit pension plans of the Company and its consolidated subsidiaries, the amount of the contribution to be borne by each member of the plans and the Company (or each consolidated subsidiary) is 13% of average index monthly earnings and 15% of average index monthly earnings respectively. In addition, the Company contributes an additional 1.05% of average index monthly earnings. The only consolidated subsidiary that has adopted a non-contributory funded defined benefit pension plan is C4 Business Integration, Inc. and the amount of contribution to be borne by C4 Business Integration Inc. under the non-contributory funded defined benefit pension plan was ¥16 million as at the end of the fiscal year ended 31 March 2010.

At the end of the fiscal year, the Company reserves certain amounts that are required to pay the retirement benefits of those who will voluntarily retire in the future.

A defined contribution pension plan is a type of pension plan under which the members will only receive the amount having been paid into the plan as contributions. The contributions to a defined contribution pension plan are to be borne by the company. In the case of the defined contribution pension plans of the consolidated subsidiaries of the Company, the amount of contributions to be borne by the respective consolidated subsidiaries is equal to 3% of the remuneration of each member of the plan and up to ¥216,000 per year.

The total pension cost for all pension plans of the Company and its consolidated subsidiaries was ¥454 million for the fiscal year ended 31 March 2010.

There is no retirement pension plan designed specially for the Directors and senior management. The Directors and senior management may participate in the above mentioned pension plans under the same conditions as the employees.

We classify contributions to the defined contribution schemes that are no longer payable, owing to employees' retirement, as other income in our financial statements.

With respect to the contributory funded defined benefit pension plan, the actuarial calculation of the pension fund is dealt with by Mitsubishi UFJ Trust and Banking Corporation, which employs qualified actuaries. The actuarial method used with respect to this pension plan is the open aggregate cost method with past service liability. Fair value of the assets under this pension plan

## DIRECTORS AND SENIOR MANAGEMENT

amounted to ¥163,024 million as at the end of the fiscal year ended 31 March 2010. The funds are managed by approximately 20 companies. Pension plan funds are invested in offshore debt and equity securities, insurance, and alternative financial assets to ensure risk dispersion. Rate of return on the plan assets was 17.16% for the year ended March 2010. Returns on the plan assets were ¥22,928 million for the year ended 31 March 2010. Actuarial assumptions with respect to the contributory funded defined benefit pension are as follows.

		Basic portion		Additional portion	
		Male	Female	Male	Female
(1)	Expected management rate (%)		5.50 (5.50)	5.50 (5.50)	5.50 (5.50)
(2)	Rate multiplied to standard mortality rate	1.00 (1.00)	1.00 (1.00)	1.00 (1.00)	1.00 (1.00)
(3)	Calculated average rate of withdrawal (%)	10.9 (11.2)	17.3 (17.6)	10.9 (11.2)	17.3 (17.6)
(4)	Latest year of participation (age)	65 (65)	65 (65)	65 (65)	65 (65)
(5) Index for salary increase	(i) Earliest year of participation (age)	15 (15)	15 (15)	15 (15)	15 (15)
	(ii) Ceiling (age)	51 (51)	65 (65)	51 (51)	65 (65)
	(iii) Average rate of increase (%)	3.9 (3.9)	2.3 (2.3)	3.9 (3.9)	2.3 (2.3)
	(iv) Base-up rate (%)	0.0 (0.0)	0.0 (0.0)	0.0 (0.0)	0.0 (0.0)
(6) Index for bonus increase	(i) Earliest year of participation (age)	— (—)	— (—)	— (—)	— (—)
	(ii) Ceiling (age)	— (—)	— (—)	— (—)	— (—)
	(iii) Average rate of increase (%)	— (—)	— (—)	— (—)	— (—)
	(iv) Base up rate (%)	— (—)	— (—)	— (—)	— (—)
(7) Employees newly participated in the plan	(i) Number of employees participated	6,763 (6,923)	3,482 (3,554)	6,732 (6,891)	3,472 (3,544)
	(ii) Age of participation	32 (31)	30 (30)	32 (31)	30 (30)
	(iii) Salary (¥)	371,175 (364,834)	312,939 (312,572)	314,503 (311,773)	269,935 (269,619)
	(iv) Average period of participation	9.17 (8.96)	5.80 (5.68)	9.17 (8.96)	5.80 (5.68)

*Note*

- (1) Figures shown in parentheses represent those before recalculation or revision.
- (2) if the figures are revised (which does not include recalculation), only amended figures are set out above the numbers in the brackets.
- (3) with regard to "(6) index for bonus increase" of the basic portion, it is assumed that the bonus occupies 18% of annual salaries for male employees and 16% for female employees, based on the actual amount of the bonus in the past three years.
- (4) the number in the column "(iii) Salary" in "(7) Employees newly participated in the plan" of the basic portion shows the sum of the standard monthly salary and the standard bonus (converted in monthly basis).

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With respect to the defined benefit plan of C4 Business Integration, Inc, an actuary of Sumitomo Life Insurance Company deals with the actuarial valuation. The actuary performs a "finance assessment" at the end of every financial year to examine the funded status of the plan for its sufficiency, both on a continuous basis and a non-continuous basis. Under the continuous basis, plan assets are assessed as to whether they are sufficient to meet the plan's obligations assuming the plan continues in effect in future. Under non-continuous basis, the plan assets are assessed for their sufficiency in providing defined benefits to eligible employees under the plan assuming the defined benefit plan discontinues at year-end. The financial position of the pension plan ended in surplus at the latest financial year-end, and the finance assessment of the plan reported that the funded status of the plan assets was adequate. The fair value of the plan assets as at 31 January 2010 was ¥58,730,434. The rate of return on plan assets was 1.59% for the plan's financial year ended 31 January 2010. Revenues and expenses information for the plan's financial year ended 31 January 2010 was as follows:

### Expense accounts (in thousand of Yen)

Balance of current transactions . . . . .	17,073
Balance of extraordinary transactions . . . . .	—
Balance of actuarial gains/losses . . . . .	8,112
Basic amount . . . . .	580
Total . . . . .	25,766

### Revenue accounts (in thousand of Yen)

Balance of current transactions . . . . .	8,339
Balance of extraordinary transactions . . . . .	—
Balance of actuarial gains/losses . . . . .	17,426
Basic amount - . . . . .	
Total . . . . .	25,766

### (b) Retirement allowance

Set out below are the retirement allowances that have been paid to the retired Directors and senior management of the Company and its consolidated subsidiaries during the period of fiscal year ended 31 March 2008 to fiscal year ended 31 March 2010.

	Fiscal years ended 31 March		
	2008	2009	2010
E*TRADE KOREA CO., LTD <sup>(1)</sup> . . . . .	¥6,881,940	¥5,267,143	—

Note:

(1) We disposed of all the shares we owned in E\*TRADE KOREA CO., LTD. in August 2008.

## ISSUANCE OF SARS AND WARRANTS

We have issued SARs and Warrants pursuant to the SAR Resolutions. For details of the SAR Resolutions, selection criteria, eligibility and determination of entitlement and principal terms, please refer to the section headed "Statutory and General Information — Other Information — Share Acquisition Rights" in Appendix VIII to this document.



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## DIRECTORS AND SENIOR MANAGEMENT

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### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The aggregate remuneration our Directors have received (including fees, salaries, stock-based benefits, discretionary bonus, contributions to pension schemes, housing and other allowances, and other benefits in kind) for each of the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010 were approximately ¥533 million (equivalent to approximately HK\$50.9 million) for the fiscal year ended 31 March 2008, ¥708 million (equivalent to approximately HK\$67.5 million) for the fiscal year ended 31 March 2009, ¥402 million (equivalent to approximately HK\$38.3 million) for the fiscal year ended 31 March 2010 and ¥216 million (equivalent to approximately HK\$20.6 million) for the six months ended 30 September 2010.

The aggregate amount of fees, salaries, stock-based benefits, contributions to pension schemes, housing and other allowances, other benefits in kind and discretionary bonuses paid by our Group to our five highest paid individuals, including certain Directors, for each of the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010 were approximately ¥478 million (equivalent to approximately HK\$45.6 million) for the fiscal year ended 31 March 2008, ¥565 million (equivalent to approximately HK\$53.9 million) for the fiscal year ended 31 March 2009, ¥277 million (equivalent to approximately HK\$26.4 million) for the fiscal year ended 31 March 2010 and ¥146 million (equivalent to approximately HK\$14.0 million) for the six months ended 30 September 2010 respectively.

No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office in respect of the three financial years ended 31 March 2010 and the six months ended 30 September 2010.

Other than as provided in this section, there has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 31 March 2010 and the six months ended 30 September 2010. Further, none of our Directors have waived any remuneration during the same period.

Ken Izawa waived the Outstanding SARs issued to him when he resigned his position as a director of SBI Securities Co., Ltd. on 30 September 2007.

Noriyuki Ishihara did not waive any SBIH SARs issued to him while he was a Director of our Company nor when he resigned his position as a director on 26 June 2009. He continued to work for our Company as an employee (not as a Director nor Statutory Auditor). After that, he waived the SBIH SARs issued to him when he left his position as a general employee of the Company on 10 July 2010.

The aggregate remuneration, including benefits and contributions but excluding any discretionary bonus, paid by us to our Directors in respect of the year ended 31 March 2010 was approximately ¥398 million (equivalent to approximately HK\$38.0 million).

Under arrangements currently in force, the aggregate remuneration of our Directors, including benefits and contributions but excluding any discretionary bonuses, for the financial year ended 31 March 2011 is estimated to be no more than approximately ¥438 million (equivalent to approximately HK\$41.8 million).

Our Directors anticipate that they will periodically review the compensation levels of key executives of our Group. Based on our Group's performance and the executives' respective contributions to our Group, our Board of Directors may, within the aggregate remuneration having been approved by a Shareholders' meeting of our Company, grant salary increases or pay bonuses to each respective Director.



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## **DIRECTORS AND SENIOR MANAGEMENT**

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Our Independent non-executive Directors are entitled to receive annual salaries as described in “Statutory and General Information — Further Information about Directors and Shareholders — 8. Directors and substantial shareholders — (d) Directors, remuneration” in Appendix VIII to this document and such annual salaries are determined by our Board of Directors within the aggregate remuneration amount approved by our Company’s Shareholders at a general Shareholders’ meeting. All Directors receive reimbursements from us for expenses which are necessarily and reasonably incurred for providing services to us or executing matters in relation to the operations of our Company.

## SHARE CAPITAL

### AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company as at the date of this document:

#### *Authorised capital*

The Company does not have an authorised share capital as the concept of share with par value was abolished when the Commercial Code was amended in 2001. The total number of Shares authorised to be issued by our Company is 34,169,000.

### HISTORICAL SHARE PRICES ON THE TSE

Fiscal period	High close	Low close	Average close	Period end
	(¥)	(¥)	(¥)	(¥)
<b>For the fiscal year ended</b>				
31 March 2008 .....	44,023	20,451	32,628	23,931
31 March 2009 .....	31,509	7,458	18,197	10,171
31 March 2010 .....	22,984	10,669	16,968	18,290
2011 (up to Latest Practicable Date) ...	[●]	[●]	[●]	[●]
<b>Quarterly</b>				
April to June 2007 .....	44,023	35,697	39,585	39,037
July to September 2007 .....	40,583	25,636	33,389	30,063
October to December 2007 .....	37,192	28,637	32,524	30,462
January to March 2008 .....	29,565	20,451	24,489	23,931
April to June 2008 .....	31,509	23,183	27,731	23,233
July to September 2008 .....	25,775	15,126	21,131	15,336
October to December 2008 .....	15,635	9,473	13,252	13,631
January to March 2009 .....	14,707	7,458	10,349	10,171
April to June 2009 .....	20,431	10,669	14,946	19,673
July to September 2009 .....	22,984	16,363	19,692	17,739
October to December 2009 .....	18,686	13,571	16,097	16,622
January to March 2010 .....	18,586	15,645	17,016	18,290
April to June 2010 .....	21,110	11,020	16,224	11,210
July to September 2010 .....	11,670	10,330	10,940	10,490
October to December 2010 .....	12,600	9,370	10,966	12,500
<b>Monthly</b>				
April 2007 .....	44,023	37,043	40,241	38,489
May 2007 .....	40,732	35,697	38,603	38,937
June 2007 .....	41,929	38,140	39,942	39,037
July 2007 .....	40,583	35,796	38,754	36,694
August 2007 .....	35,348	30,113	32,677	30,911
September 2007 .....	30,861	25,636	28,039	30,063
October 2007 .....	37,192	30,861	34,747	35,996
November 2007 .....	35,896	28,637	30,953	32,955
December 2007 .....	33,752	29,216	31,685	30,462

## SHARE CAPITAL

Fiscal period	High close	Low close	Average close	Period end
	(¥)	(¥)	(¥)	(¥)
January 2008	29,565	20,451	24,817	24,459
February 2008	26,194	24,340	25,260	26,144
March 2008	24,928	21,059	23,349	23,931
April 2008	27,580	23,183	25,441	27,580
May 2008	31,260	27,510	29,817	30,611
June 2008	31,509	23,233	27,815	23,233
July 2008	25,775	20,770	23,735	25,775
August 2008	24,659	19,394	22,500	19,633
September 2008	19,234	15,126	16,829	15,336
October 2008	15,545	9,473	12,611	11,497
November 2008	15,635	11,985	14,128	15,027
December 2008	13,960	11,866	13,173	13,631
January 2009	14,707	10,839	12,484	10,978
February 2009	11,228	7,927	9,712	7,927
March 2009	11,247	7,458	8,925	10,171
April 2009	13,102	10,669	12,049	11,696
May 2009	15,505	11,935	14,556	15,226
June 2009	20,431	15,705	18,157	19,673
July 2009	20,002	16,363	18,132	19,005
August 2009	22,984	19,145	21,054	20,760
September 2009	21,378	17,739	19,993	17,739
October 2009	18,686	16,482	17,413	16,931
November 2009	16,462	13,571	14,837	14,538
December 2009	16,712	15,086	15,913	16,622
January 2010	18,586	16,512	17,747	17,569
February 2010	17,310	15,774	16,498	15,774
March 2010	18,290	15,645	16,797	18,290
April 2010	21,110	18,450	19,412	20,040
May 2010	19,230	14,480	16,318	15,780
June 2010	15,790	11,020	12,959	11,210
July 2010	11,670	10,400	11,148	11,560
August 2010	11,290	10,330	10,816	10,440
September 2010	11,080	10,430	10,858	10,490
October 2010	10,510	9,370	10,096	9,840
November 2010	11,690	9,400	10,637	11,570
December 2010	12,600	11,400	12,109	12,500
January 2011	13,190	10,950	12,429	10,950
February 2011	13,820	10,950	12,403	12,660

Source: Bloomberg

## SHARE CAPITAL

### HISTORICAL SHARE PRICES ON THE OSE

Fiscal period	High close	Low close	Average close	Period end
	(¥)	(¥)	(¥)	(¥)
<b>For the fiscal year ended</b>				
31 March 2008 .....	43,823	20,371	32,568	23,911
31 March 2009 .....	31,858	7,438	18,217	10,161
31 March 2010 .....	22,984	10,799	16,965	18,450
2011 (up to Latest Practicable Date) ...	[●]	[●]	[●]	[●]
<b>Quarterly</b>				
April to June 2007 .....	43,823	35,747	39,604	39,137
July to September 2007 .....	40,782	25,925	33,396	30,113
October to December 2007 .....	37,192	28,597	32,543	30,861
January to March 2008 .....	29,555	20,371	24,451	23,911
April to June 2008 .....	31,858	23,093	27,649	23,173
July to September 2008 .....	25,775	15,126	21,117	15,166
October to December 2008 .....	15,585	9,503	13,255	13,511
January to March 2009 .....	14,827	7,438	10,340	10,161
April to June 2009 .....	20,411	10,799	15,012	19,633
July to September 2009 .....	22,984	16,363	19,705	17,709
October to December 2009 .....	18,686	13,660	16,111	16,512
January to March 2010 .....	18,586	15,645	16,987	18,450
April to June 2010 .....	21,110	11,040	16,153	11,210
July to September 2010 .....	11,560	10,340	10,956	10,470
October to December 2010 .....	12,590	9,370	10,950	12,320
<b>Monthly</b>				
April 2007 .....	43,823	37,043	40,354	38,489
May 2007 .....	40,383	35,747	38,591	38,588
June 2007 .....	41,979	38,239	39,937	39,137
July 2007 .....	40,782	35,447	38,778	36,395
August 2007 .....	35,348	30,113	32,671	30,711
September 2007 .....	30,911	25,925	28,043	30,113
October 2007 .....	37,192	30,911	34,734	35,697
November 2007 .....	35,497	28,597	30,959	32,805
December 2007 .....	33,902	29,106	31,756	30,861
January 2008 .....	29,555	20,371	24,749	24,479
February 2008 .....	26,204	24,170	25,232	26,095
March 2008 .....	24,968	21,019	23,387	23,911
April 2008 .....	27,580	23,093	25,405	27,321
May 2008 .....	31,260	27,540	29,827	30,960
June 2008 .....	31,858	23,173	27,817	23,173

## SHARE CAPITAL

Fiscal period	High close	Low close	Average close	Period end
	(¥)	(¥)	(¥)	(¥)
July 2008	25,775	20,770	23,702	25,775
August 2008	24,948	19,424	22,487	19,663
September 2008	19,234	15,126	16,835	15,166
October 2008	15,386	9,503	12,627	11,497
November 2008	15,585	12,035	14,098	14,827
December 2008	13,910	11,886	13,189	13,511
January 2009	14,827	10,669	12,439	11,048
February 2009	11,367	7,907	9,709	7,907
March 2009	11,247	7,438	9,013	10,161
April 2009	12,933	10,799	12,051	11,676
May 2009	15,555	12,065	14,617	15,206
June 2009	20,411	15,754	18,162	19,633
July 2009	20,002	16,363	18,162	19,075
August 2009	22,984	19,065	21,068	20,800
September 2009	21,119	17,709	19,986	17,709
October 2009	18,686	16,482	17,443	17,051
November 2009	16,492	13,660	14,826	14,538
December 2009	16,712	15,007	15,942	16,512
January 2010	18,586	16,542	17,749	17,230
February 2010	17,310	15,814	16,436	15,814
March 2010	18,450	15,645	16,804	18,450
April 2010	21,110	18,500	19,401	20,400
May 2010	19,130	14,550	16,322	15,530
June 2010	15,790	11,040	12,916	11,210
July 2010	11,560	10,480	11,158	11,490
August 2010	11,380	10,340	10,813	10,430
September 2010	11,230	10,470	10,901	10,470
October 2010	10,520	9,370	10,071	9,840
November 2010	11,680	9,420	10,636	11,400
December 2010	12,590	11,340	12,088	12,320
January 2011	13,190	10,950	12,422	10,950
February 2011	13,920	10,920	12,404	12,910

Source: Bloomberg

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## FINANCIAL INFORMATION

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### OVERVIEW

We are an Internet-based financial group based in Japan, offering a broad range of financial products and services to our customers. Our businesses are divided into the following four core segments and other businesses segment:

- **Asset Management** We establish and manage a range of investment funds, including venture capital, biotechnology, buyout and other funds, to invest both in Japan and overseas. We have expanded our operations overseas, particularly in China and other parts of Asia, Eastern Europe, Russia, the United States and Brazil, often by partnering with local partners. We also provide investment trust management services to individuals.
- **Brokerage and Investment Banking** Our subsidiary, SBI SECURITIES Co., Ltd., is the market leader among Japan’s online securities companies by measures such as customer accounts and share of retail trading value and total stock brokerage trading value. It is a comprehensive securities company that also provides investment banking services to corporate clients, including underwriting and corporate finance advisory services. We are expanding complementary businesses such as the proprietary trading system operated by our equity-method non-consolidated subsidiary and our foreign exchange clearing operations.
- **Financial Services** In recent periods we have diversified our offerings of financial products and services to include Internet-based banking, non-life insurance products, financial research and advisory services, financial product comparison services, credit cards, automobile financing, e-commerce payment settlement systems and others. With a consistent customer-centric philosophy under the “SBI” brand, we are striving to be an Internet-based financial conglomerate.
- **Housing and Real Estate** We are engaged in the provision of housing loans, real estate-secured loans, real estate investment and development, real estate fund management, real estate-related investments and the lifestyle networks business. In addition to investments in Japan, we have overseas real estate projects in China and Hawaii. Further, in our lifestyle network business, we use our Internet experience to offer individuals a unified network of convenient services. The network pillars are our area guide and community portal services, service and product comparison services and media, and an e-commerce platform for services such as the brokerage of concert tickets and brand products.
- **Other Businesses** We are involved in the planning, design and operation of information technology systems, including next-generation financial services and system solutions for financial institutions, as well as the research and development of technology and information security products for encryption technology. We are also engaged in the beauty care and health food products retail and services business and biotechnology business, which focuses on the development of new immunotherapy and cancer treatment through the combination of antibody, nucleic acid and low-molecular drugs with cell remedies.



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## FINANCIAL INFORMATION

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We experienced a significant decrease in net sales for the fiscal year ended 31 March 2009 as compared to the fiscal year ended 31 March 2008 primarily due to a decrease in revenue from our asset management segment and brokerage and investment banking segment as a result of difficult economic and market conditions during the height of the global financial crisis. We suffered a net loss for the fiscal year ended 31 March 2009 primarily due to the Tokyo District Court's decision in July 2008 to commence civil rehabilitation proceedings against ZEPHYR Co., Ltd., our former affiliate. Due to the commencement of the civil rehabilitation proceedings, our investment in ZEPHYR Co., Ltd and a ¥11 billion loan to them were recorded as losses in our accounts. For the fiscal year ended 31 March 2010, we had consolidated net sales of ¥124.5 billion, operating income of ¥3.4 billion and a net income of ¥2.4 billion. For the six months ended 30 September 2010, we had consolidated net sales of ¥62.9 billion, operating income of ¥3.6 billion and net income of ¥686 million.

As at 30 September 2010, our total assets were ¥1,254.9 billion. Total assets in the asset management, brokerage and investment banking, financial services, housing and real estate and other businesses segments on 30 September 2010 were ¥200,981 million, ¥875,965 million, ¥126,505 million, ¥109,521 million and ¥18,211 million, respectively. Such data reflects the eliminations of all intra-segment transactions and balances but not the eliminations of inter-segment balances. Our total assets of ¥1,254,886 million also reflect the eliminations of inter-segment balances, which was ¥93,549 million as at 30 September 2010.

### Portfolio companies

We have a multi-level management system where overall management is centered at the holding company level and implementation is carried out at the portfolio company level. We have five types of portfolio companies: consolidated subsidiary, equity-method non-consolidated subsidiary, equity-method affiliated company, non-consolidated subsidiary and non-equity-method affiliated company. A consolidated subsidiary is a company whose financial and operating policies we control directly or indirectly so as to obtain benefits from its activities. An equity-method non-consolidated subsidiary is a company whose financial and operating policies we control directly or indirectly so as to obtain benefits from its activities and is recognized by equity accounting. An equity-method affiliated company is a company whose financial and operating policies we have the ability to exercise significant influence and is recognized by equity accounting. A non-consolidated subsidiary and non-equity-method affiliated company are companies over which we have the ability to exercise significant influence but no equity accounting is recognized because the impact of the equity accounting is immaterial to our consolidated financial statements.

We control, or have significant influence over, the management of our principal portfolio companies.

## FINANCIAL INFORMATION

The following table shows our principal portfolio companies as at 30 September 2010:

Segment	Principal portfolio company	Effective economic interest <sup>(1)</sup>	Voting interest <sup>(2)</sup>
Asset management . . . . .	SBI Investment Co., Ltd.	100%	100%
	SBI Incubation Co., Ltd.	100%	100%
	SBI CAPITAL Co., Ltd.	100%	100%
	SBI Capital Solutions Co., Ltd.	100%	100%
	SBI Asset Management Co., Ltd.	100%	100%
	SBI VEN HOLDINGS PTE. LTD.	100%	100%
Brokerage and investment banking . . . . .	SBI SECURITIES Co., Ltd.	100%	100%
	SBI Japannext Co., Ltd.	45.7%	45.7%
	SBI Liquidity Market Co., Ltd.	100%	100%
Financial services . . . . .	SBI VeriTrans Co., Ltd.	42.7%	42.7%
	Morningstar Japan K.K.	49.6%	49.6%
	Gomez Consulting Co., Ltd.	74.0%	77.8%
	SBI Lease Co., Ltd.	100%	100%
	SBI Servicer Co., Ltd.	100%	100%
	SBI Marketing Co., Ltd.	93.0%	93.0%
	SBI Business Support Corp.	100%	100%
	Autoc one K.K.	51.3%	51.3%
	SBI Credit Co., Ltd.	100%	100%
	SBI Sumishin Net Bank, Ltd.	50%	50%
	SBI Insurance Co., Ltd.	65.5%	65.5%
SBI Card Co., Ltd.	50.0%	50.0%	
Housing and real estate . . . . .	SBI Mortgage Co., Ltd.	94.0%	99.1%
	SBI Life Living, Co., Ltd.	68.2%	68.2%
	CEM Corporation	79.7%	79.7%
Other businesses . . . . .	SBI Net Systems Co., Ltd.	81.0%	81.0%
	HOMEOSTYLE Inc.	80.9%	100%

**Notes:**

- (1) Effective economic interest is computed based on the Company’s proportionate ownership of the relevant entity and represents equity interests held directly or indirectly through subsidiaries.
- (2) Voting interest represents equity interests over which the Company has voting or investment control, whether directly or indirectly.

Please refer to “History and Corporate Structure — Organization” for more detailed information regarding our principal portfolio companies.

## FINANCIAL INFORMATION

As part of our growth strategy, we acquire and dispose of portfolio interests from time to time in accordance with our investment objectives. These portfolio interests are in the form of equity interests in portfolio companies at varying percentages. There were no significant acquisitions or disposals of subsidiaries or associates after the Track Record Period. The following tables set forth, for the periods indicated, significant changes in our portfolio:

		Fiscal year ended 31 March 2008		
Business segment		Percentage of shareholding immediately prior to acquisition	Percentage of shareholding acquired	Percentage of shareholding immediately after acquisition
<b>Portfolio interests acquired</b>				
Autoc one K.K. . . . . .	Financial services	23.3%	30.1%	53.4%
SBI Life Living Co., Ltd. . . . . .	Housing and real estate	0.0%	52.3%	52.3%
SBI Net Systems Co., Ltd. . . . . .	Other businesses	0.0%	69.1%	69.1%
		Fiscal year ended 31 March 2009		
Business segment		Percentage of shareholding immediately prior to acquisition/ disposal	Percentage of shareholding acquired/ disposed	Percentage of shareholding immediately after acquisition/ disposal
<b>Portfolio interests acquired</b>				
SBI SECURITIES Co., Ltd. . . . . .	Brokerage and investment banking	55.8%	44.2%	100.0%
SBI Futures Co., Ltd. . . . . .	Brokerage and investment banking	78.6%	6.0%	84.6%
<b>Portfolio interests disposed</b>				
E*TRADE Korea Co., Ltd. . . . . .	Brokerage and investment banking	71.4%	71.4%	0.0%
ZEPHYR Co., Ltd. . . . . .	Housing and real estate	21.4%	21.4%	0.0%
		Fiscal year ended 31 March 2010		
Business segment		Percentage of shareholding immediately prior to acquisition/ disposal	Percentage of shareholding acquired/ disposed	Percentage of shareholding immediately after acquisition/ disposal
<b>Portfolio interests acquired</b>				
Searchina Co., Ltd. . . . . .	Financial services	4.9%	75.7%	80.6%
SBI Futures Co., Ltd. . . . . .	Brokerage and investment banking	84.6%	15.4%	100.0%
<b>Portfolio interests disposed</b>				
SBI Card Processing Co. Ltd. . . . . .	Financial services	75.0%	75.0%	0.0%
SBI AXA Life Insurance Co. Ltd. . . . . .	Financial services	55.0%	55.0%	0.0%
SBI Robo Co., Ltd. . . . . .	Other businesses	84.0%	84.0%	0.0%
Broadmedia Corporation. . . . . .	Financial services	47.2%	27.5%	19.7%

## FINANCIAL INFORMATION

		Six months ended 30 September 2010		
Business segment		Percentage of shareholding immediately prior to acquisition	Percentage of shareholding acquired	Percentage of shareholding immediately after acquisition
<b>Portfolio interests acquired</b>				
SBI Global Investment Co., Ltd. . . . . .	Asset management	22.9%	17.2%	40.1%
Korea Technology Investment Corporation . . . . .	Asset management	26.8%	17.9%	44.7%
SBI Credit Co., Ltd. . . . . .	Financial services	0.0%	100.0%	100.0%

The aggregate amounts of total assets of the subsidiaries disposed of and the newly acquired subsidiaries listed above during each period of the Track Record Period are set out below:

	As of 31 March			As of 30 September
	2008	2009	2010	2010
	<i>(¥ in millions)</i>			
Subsidiaries disposed of. . . . .	45,071	6,962	—	—
Newly acquired subsidiaries . . . . .	13,536	11,665	12,500	31,847

The aggregate amounts of the net profits or losses of the subsidiaries disposed of and the newly acquired subsidiaries proportionate to the Group's shareholding in these subsidiaries (without consideration of the other consolidation aspects) during each period of the Track Record Period are set out below:

	Fiscal Year Ended 31 March			6 Months Ended 30 September
	2008	2009	2010	2010
	<i>(¥ in millions)</i>			
Subsidiaries disposed of. . . . .	-7	-414	-496	—
Newly acquired subsidiaries . . . . .	119	-668	-684	-267

We restructure our portfolio interests from time to time in the ordinary course of business. Such restructuring may at times involve the dissolution or liquidation of selected portfolio companies. None of these portfolio companies were insolvent at the time of their dissolution or liquidation.

As at 30 September 2010, we did not have any contingent liabilities associated with our acquisition and disposition of portfolio interests.

## FINANCIAL INFORMATION

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our results of operations and the period-to-period comparability of our financial results and results of operations are primarily affected by the following factors:

#### General economic and stock market conditions

As a financial conglomerate with investments both within and outside Japan, we, particularly our asset management business and brokerage and investment banking business, are affected by the general economic and stock market conditions in Japan, United States, Europe, Asia and elsewhere in the world. Business conditions characterized by low or declining interest rates and strong equity markets generally provide a more positive environment for us to generate attractive returns on existing businesses, particularly in our asset management and brokerage and investment banking segments. We may benefit, however, from periods of market volatility and disruption which allow us to use our capital base to make investments at attractive prices and on favourable terms.

#### (i) Brokerage and investment banking segment

The strength and liquidity of equity markets affect the volume and value of the securities transactions undertaken by our customers, which directly affect net sales generated through brokerage commissions from equity trading by our customers and income from margin trading in our brokerage and investment banking segment, which accounted for the majority of the net sales of this segment during the Track Record Period. The segment performance of our brokerage and investment business in fiscal years ended 31 March 2009 and 2010 was severely impacted amidst declines in trading volume, trading value and stock prices in Japanese domestic stock markets caused by the deteriorating market conditions following the global financial crisis which began in the second half of 2008.

The tables below set forth certain data with respect to the performance of the TSE and our brokerage and investment banking segment during the Track Record Period:

#### Trading value and price performance of the TSE

	Fiscal years ended 31 March			Six months ended 30 September
	2008	2009	2010	2010
Total trading value <sup>(1)</sup> (¥ in billions) . . . . .	720,140	497,363	378,966	180,897
Average daily trading value <sup>(1)</sup> (¥ in billions) . . . . .	2,939	2,030	1,553	1,459
Weighted Stock Price Average in the last month of each period (TOPIX (1st Section)) <sup>(1)</sup> (¥) . . . . .	262.33	148.09	171.41	145.47

*Note:*

(1) Source: Tokyo Stock Exchange

## FINANCIAL INFORMATION

Certain data relating to the performance of our brokerage and investment banking business

	Fiscal years ended 31 March			Six months ended 30 September
	2008	2009	2010	2010
Total stock trading value (¥ in billions) . . . . .	87,846	63,797	54,445	21,649
Total value of margin transactions (¥ in billions) . .	55,162	42,462	33,888	13,858
Revenue from brokerage and margin trading (¥ in billions) . . . . .	52.6	39.1	32.5	14.7

*(ii) Asset management segment*

Our ability to increase our net sales in our asset management business depends on our ability to continue to attract capital and investors, secure investment opportunities, consummate investments and deliver attractive investment returns. The amount of capital that we attract and our investment returns directly affect the level of our assets under management, which in turn affects the fees, carried interest and other amounts that we earn in connection with our asset management activities.

The net sales of our asset management segment is principally derived from the capital gains on the disposal of shareholdings and management revenue from investment partnerships. These revenue sources are easily affected by fluctuations in economic and stock market conditions, particularly the market for initial public offerings, which is one of the key investment exit strategies of our asset management business. The market conditions for initial public offerings in particular will greatly affect the timing and opportunity to realise our investments, the capital gains or losses on investments, and our ability to raise new funds to operate our investment funds as planned.

Strong equity market conditions enable our investment funds to increase the value and effect realizations of their portfolio company investments. Equity market conditions also affect the carried interest that we receive. After a prolonged period of positive performance and liquidity, equity markets experienced considerable declines and volatility in Japan, the United States and in other markets in the second half of 2008 and throughout 2009. The United States, European and Asian economies experienced significant declines in employment, household wealth, and lending, which has further negatively impacted equity markets. Negative market conditions make it more difficult for us to exit our investments in investee companies profitably through offerings in the public markets. With the deterioration in economic and stock market conditions, the operating results of our asset management business were adversely affected during the Track Record Period. Equity markets, however, stabilized and showed signs of recovery in the latter half of 2009, creating an improved environment for us to realise our investments in investee companies through the public markets in the fiscal year ended 31 March 2010, though it is uncertain whether such markets will remain accessible.



## FINANCIAL INFORMATION

The table below sets forth the number of investee companies exited and the net sales from our investment in operational investment securities during the Track Record Period:

	Fiscal years ended 31 March			Six months ended 30 September
	2008	2009	2010	2010
Number of exits from investee companies <sup>(1)</sup> . . . . .	12	0	8	2
Net sales from our investment in operational investment securities <sup>(2)</sup> (¥ in billions) . . . . .	54.7	12.9	17.4	9.5

*Notes:*

- (1) The manner of exits included initial public offerings and disposals in mergers and acquisitions transactions in and outside Japan.
- (2) Includes operating revenue derived from both in and outside Japan.

*(iii) Impact on credit risks and default rates*

Furthermore, the credit risks of our businesses, in particular in relation to our margin lending and mortgage and housing loans are also affected by general economic conditions. Revenue from many of our businesses is dependent on our customers or counterparties performing their obligations, including repayment obligations under loans. Adverse economic and market conditions and a prolonged economic downturn may heighten credit risks and affect the ability of our customers and counterparties to fulfill their obligations, thereby increasing default risks. Provision for allowance for doubtful accounts increased during the Track Record Period under difficult Japan domestic economic conditions, which amounted to ¥2,770 million, ¥5,717 million, ¥4,290 million and ¥1,253 million, respectively, for the fiscal years ended at 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010.

### Investments of our asset management business

We, and investment partnerships managed by us, have invested in many venture companies and companies undergoing restructuring with the aim to earn investment return when we realise the investments. The operating performance and prospects of these companies are affected by many uncertainties and the investment risks associated with those uncertainties may affect the investment return of our funds. Furthermore, our funds may not be fully invested during certain periods of time as we may not be able to identify suitable investment opportunities due to risks, investment cost or investment return considerations as governed by our investment principles. These factors, as well as the effect of general economic and stock market conditions as discussed in the paragraph headed “General economic and stock market conditions” above, may subject our asset management business to large fluctuations in its operating results as the realization of investment profits may be concentrated in a fixed period.

### Real estate market conditions

Net sales from real estate development and investment, as well as financial real estate business, comprising principally housing loans and real estate secured loans, accounted for the majority of the net sales in our housing and real estate segment during the Track Record Period. Supply and demand in the real estate industry are affected by many factors, including domestic real estate market conditions in Japan, general economic conditions and interest rates. Moreover, the working capital required for real estate development is significant, as it generally takes many months or possibly years before pre-sales may commence. Gross profit margins of real estate

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companies typically fluctuate with changes in market prices, land acquisition prices and construction costs. Our access to land parcels and investment properties at reasonable prices is affected by the Japan government's macroeconomic policies as well as supply and demand in general, and other factors beyond our control. Changes in real estate market conditions, such as land acquisition prices and lease rates, could affect the property value, property sales and investment income of our real estate holdings. During the Track Record Period, the net sales of our real estate development and investment businesses was adversely affected by the stagnant domestic real estate market in Japan, which amounted to ¥55.1 billion, ¥18.4 billion, ¥6.5 billion and ¥2.7 billion, respectively, for the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010. In addition, since our long-term fixed-interest housing loan business is primarily focused on the provision of housing loans to consumers who are building or buying new homes, fluctuations in the volume of housing loans, which are affected by external factors such as new housing starts, could also impact our financial condition and results of operations.

### Interest rate environment

The interest rate environment for our Group during the Track Record Period had been generally stable at a low level primarily due to the low interest rate environment in Japan. The interest rate environment will affect the interest income, cost of funds and interest spread of our various businesses engaged in lending and leasing, including the following businesses:

- *Leasing and consumer loan.* A significant portion of the funding required for purchases of leased assets in our leasing business is obtained through external borrowings. Dramatic increases in the interest rates at which we are able to borrow would result in increased costs in our leasing business. Increase in interest rates could also lead to increased expenses in our consumer loan business.
- *Real estate development and investment.* Fluctuations in interest rates will affect the procurement costs for real estate, including procurement costs for non-recourse loans.
- *Housing loans and mortgages.* Changes in interest rates will impact both the net interest income and loan demand as the interest rates of housing loans and mortgages will affect the number of new borrowers and refinancing borrowers and the entry hurdles for new entrants into the housing loan markets.

Our net income is also affected by fluctuations in interest rates due to the impact such changes have on finance income and finance cost from short-term deposits and other interest-bearing financial assets and liabilities. Our floating rate debt has an interest rate which is principally determined by reference to several benchmarks such as Tokyo Interbank Offered Rate, or TIBOR. We enter into interest rate swaps to hedge in part our exposure to interest rate risk. Upward fluctuations in interest rates increase the cost of new debt and interest cost of outstanding variable rate borrowings, thus adversely affecting our ability to service loans and our ability to raise and service long-term debt and to finance our developments, all of which in turn would adversely affect our results of operations.

### Foreign exchange market conditions

Due to the geographic diversity of our businesses, we are exposed to foreign currency risks when making investments denominated in foreign currencies, in particular our asset management business, which has and will continue to invest in different emerging economies in Asia and elsewhere in the world. Fluctuations in exchange rates will affect our performance due to uncertainty over both the timing and recovery of the investment and the amount recovered.

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With respect to our foreign exchange margin trading business, subject to changes in foreign exchange market conditions, in cases where losses suffered exceed the amount of margin deposited, our results of operations could be materially and adversely affected, as bad debt losses may be incurred and further increase in loan loss provision may be necessary due to an increase in unsecured accounts receivable.

### **Changes in business composition and business restructuring**

We acquire and dispose of our equity interests in portfolio companies from time to time in accordance with our business objectives. We strive to be an integrated Internet-based financial services conglomerate and we have been growing our business through investments and acquisitions, particularly in our asset management and financial services businesses, in order to establish our growth platform outside Japan. We dispose of a portfolio interest if the relevant business no longer falls within the focus of our core businesses, or meets our profitability objectives. Some of these acquisitions and dispositions have had a significant impact on our results of operations and financial condition. Period-to-period comparisons of the results of our operations must therefore be evaluated in light of the impact of such transactions. All significant intercompany transactions and balances within the Group have been eliminated in the preparation of our financial statements.

### **Changes in laws and regulations**

Our operations are primarily subject to regulation and supervision in Japan. The level of regulation and supervision to which we are subject varies and is based on the type of business activity involved. We, in conjunction with our outside advisers and counsel, seek to manage our business and operations in compliance with such regulation and supervision. The regulatory and legal requirements that apply to our activities are subject to change from time to time and may become more restrictive, which may make compliance with applicable requirements more difficult or expensive or otherwise restrict our ability to conduct our business activities in the manner in which they are now conducted. Changes in applicable regulatory and legal requirements, including changes in their enforcement, could materially and adversely affect our business and our financial condition and results of operations.

Please refer to the sections headed “Supervision and Regulation” for a summary of the key regulations in Japan to which our business is subject.

### **SIGNIFICANT ACCOUNTING POLICIES**

The preparation of our financial statements requires us to make subjective judgments in selecting the appropriate estimates and assumptions that affect the amounts reported in our financial statements. Actual results may differ from these estimates under different assumptions and conditions. The selection of significant accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing our audited consolidated financial statements. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, terms of existing contracts, our observance of trends in the industry, information provided by our customers and information available from outside sources, as appropriate. There can be no assurance that our judgments will prove correct or that actual results reported in future periods will not differ from our expectations reflected in our accounting treatment of certain terms. Our significant accounting estimates and judgments are set out in detail in Note 11 of the Accountants’ Report set out in Appendix I to this document. We have identified the policies below as significant to our business operations and the understanding of our financial conditions and results of operations.

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### Segment information disclosure

In March 2008, the Accounting Standards Board of Japan (“ASBJ”) revised ASBJ Statement No.17, “Accounting Standard for Segment Information Disclosures”, and issued ASBJ Guidance No.20, “Guidance on Accounting Standard for Segment Information Disclosures”. Under the standard and guidance, an entity is required to report financial and descriptive information about its reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components of an entity about which separate financial information is available and such information is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Generally, segment information is required to be reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments. This accounting standard and the guidance are applicable to segment information disclosures for the fiscal years beginning on or after 1 April 2010.

For the three fiscal years ended 31 March 2010, we reported our results of operations based on five business segments: asset management; brokerage and investment banking; financial services; housing and real estate; and system solution. From 1 April 2010, we began to reclassify the system solutions business segment to other businesses segment following application of ASBJ Statement No. 17 and ASBJ Guidance No. 20.

### Consolidation

Our consolidated financial statements as of and for the three fiscal years ended 31 March 2008, 2009 and 2010 and as of and for the six months ended 30 September 2010 included our accounts and those of our 74, 82, 103 and 101 significant subsidiaries, respectively. Under the control or influence concept, those companies in which we are able to directly or indirectly exercise control over operations are fully consolidated, and those companies over which we have the ability to exercise significant influence are accounted for by the equity method.

In May 2008, the ASBJ issued ASBJ Implementation Guidance No.22, “Guidance on determining a subsidiary and an affiliate”. We applied this guidance effective 1 April 2009 and three companies were newly included in the consolidation scope in the fiscal year ended 31 March 2010. We do not consider the effect of this change material to our Group’s financial statements for the fiscal year ended 31 March 2010.

For each of the three fiscal years ended 31 March 2010, investment in one non-consolidated subsidiary is accounted for by the equity method. For the three fiscal years ended 31 March 2010, seven, seven and five affiliates, respectively, are accounted for by the equity method. Investments in the remaining non-consolidated subsidiaries and affiliates are stated at cost. If the equity method of accounting had been applied to the investments in these companies, the effect on the accompanying consolidated financial statements would not have been material.

Goodwill, representing the excess of our investments in subsidiaries over the fair value of the net assets of the acquired subsidiaries at the date of acquisition, is amortised by the straight-line method over the estimated useful life of goodwill, while goodwill is amortised over 20 years when the useful life of goodwill is not reasonably estimable. Negative goodwill, representing the excess of the fair value of the net assets of the acquired subsidiaries at the date of acquisition over our investments in such subsidiaries, is amortised by the straight-line method over the appropriate period based on the facts and circumstances of the respective acquisition. Immaterial goodwill or negative goodwill is charged to income when incurred.

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Goodwill, representing the excess of the Company's investments in subsidiaries over the fair value of the net assets of the acquired subsidiaries at the date of acquisition, is amortised by straight-line method over the estimated useful life of goodwill. Goodwill is amortised over 20 years when its useful life cannot be reasonably estimated. Negative goodwill, representing the excess of the fair value of the net assets of the acquired subsidiaries at the date of acquisition over the Company's investments in such subsidiaries, is amortised by straight-line method over periods appropriate to the circumstances of the respective acquisitions. Immaterial goodwill or negative goodwill is charged/credited to consolidated statements of operations when incurred.

Assets acquired and liabilities assumed at a business combination are recorded at its acquisition-date's fair value.

For the period beginning on 1 April 2010:

In December 2008, the ASBJ issued a revised accounting standard for business combinations, "Accounting Standard for Business Combinations" (ASBJ Statement No.21 issued on 26 December 2008), "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No.22 issued on 26 December 2008), "Partial amendments to Accounting Standard for Research and Development Costs" (ASBJ Statement No.23 issued on 26 December 2008), "Revised Accounting Standard for Business Divestitures" (ASBJ Statement No.7 (Revised 2008) issued on 26 December 2008), "Revised Accounting Standard for Equity Method of Accounting for Investments" (ASBJ Statement No.16 (Revised 2008) released on 26 December 2008) and "Revised Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No.10 (Revised 2008) issued on 26 December 2008), hereinafter referred to as "revised standards". The revised standards are effective for the business combinations transactions undertaken on or after 1 April 2010 and will be applied prospectively.

Major accounting changes under the revised accounting standards are as follows:

- (1) The previous accounting standard for business combinations allows companies to apply the pooling of interests method of accounting when certain specific criteria are met such that the business combination is essentially regarded as a uniting of interests. The revised standards requires accounting for such business combination by the purchase method and the pooling of interests method of accounting is no longer allowed.
- (2) The previous accounting standard accounts for the research and development costs to be charged to income as incurred. Under the revised standards, an in-process research and development (IPR&D) acquired by the business combination is capitalised as an intangible asset.
- (3) Under the previous accounting standard, a bargain purchase (negative goodwill) is capitalised and is amortised within 20 years. Under the revised standards, a bargain purchase is recognised as profit on the acquisition date.
- (4) When a parent obtains control over a subsidiary by a step acquisition, goodwill is measured on the date the parent obtains control as the difference between (a) the aggregate carrying amount of any previously held equity interests and the purchase consideration and (b) the net amount of the fair value of assets and the liabilities attributable to the parent on the date the parent obtains control. Under the revised standards, the acquirer should remeasure its previously held equity interests in the acquiree at its acquisition-date fair value and recognize any resulting gain or loss. Goodwill is measured at the acquisition date as the difference between (1) the aggregate of the acquisition date fair value of the consideration transferred, the amount



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of any non-controlling interests in the entity acquired and the acquisition-date fair value of any previously held equity interests in the entity acquired and (2) the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed.

All significant intercompany balances and transactions have been eliminated in consolidation. All material unrealised profits included in assets resulting from transactions within the Group are eliminated.

In the three fiscal years ended 31 March 2010 investments in 48, 64 and 71 companies, respectively, and one corporate-type investment trust with over 20% ownership were included in operational investment securities as the investments in these companies were made as part of our operating activities.

The investments in funds that are classified as subsidiaries under Practical Issues Task Force (“PITF”) No. 20, “Practical Solution on Application of Control Criteria and Influence Criteria to Investment Associations”, are excluded from consolidation when the specific exemption that allows small size entities to be excluded from consolidation is met and are included in investments in non-consolidated subsidiaries and affiliates on our consolidated balance sheets. Those that are not classified as subsidiaries under PITF No. 20 are included in operating investment securities. In either case, they are accounted for using the equity method based on our percentage share in the contributed capital in accordance with JGAAP. Revenues and expenses stated on the income statements of the funds are recorded in our consolidated statement of operations based on our percentage share in each partnership’s contributed capital in accordance with JGAAP.

Non-operational investments in funds included in investment securities on our consolidated balance sheets are accounted for using the equity method based on our percentage share in the contributed capital as these funds are investment partnerships.

### Valuation of securities

Securities are classified and accounted for, depending on management’s intent, as follows: (1) trading instruments, which are held for the purpose of earning capital gains in the near term, are reported at fair value, with the related unrealised gains and losses included in income and (2) available-for-sale securities (consisting of investment securities and operational investment securities other than investment in funds), which are not classified as trading instruments. Listed available for sale securities are reported at fair value, with unrealised gains and losses, net of applicable taxes, reported in a separate component of net assets. The cost of securities sold is determined based on the moving-average cost method.

Non-fair valued available-for-sale securities are stated at cost determined by the moving-average cost method. For other than temporary declines in fair value, non-fair valued available-for-sale securities are reduced to net realizable value by a charge to income.

In accordance with PITF No. 20, investments in funds which are determined to be subsidiaries under PITF No. 20 but are not consolidated are accounted for as investments in unconsolidated subsidiaries and affiliated companies on the consolidated balance sheet. Those not classified as subsidiaries under PITF No. 20 are accounted for as either operational investment securities or investment securities on the consolidated balance sheets according to our percentage shares in the contributed capital.

In accordance with the Commodities Exchange Act of Japan, securities in custody for commodity futures-related businesses are reported at a price determined by the commodity exchange. Determined prices of principal securities are as follows:

Interest-bearing government bonds: 85% of face value



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Listed corporate bonds: 65% of face value

Equity securities listed on the first section of the Japanese Stock Exchange Market: 70% of fair value

Warehouse receipts (commodity certificates): 70% of fair value

Due to our withdrawal from commodity futures-related businesses in 2010, we did not hold our related securities as of 31 March 2010.

### Impairment for investments in unlisted entities

Securities classified as available for sale investments in unlisted entities (securities without quoted market price) are stated at cost less impairment as required by JGAAP.

There is no specific or detailed guideline under JGAAP that describes the method to be used for the impairment assessment. Therefore, the Company applies the internal guideline for impairment assessment that is consistent with the practices for venture capital business in Japan.

Such guidelines provide that investments are evaluated qualitatively and quantitatively using a set of criteria developed by the Company as follows: (1) business performance — to establish the directional change of the growth rate of the revenue of the unlisted entities for the recent 3 months, (2) implementation of business plan — to compare the rate of actual progress with the latest business plan of the unlisted entities, (3) cash flow — to evaluate whether the operating cash flows are sufficient for the continuing operation in the next three to six months, (4) financial position — to assess the shareholders' equity of the unlisted entities compared with its amount invested, (5) quality of operational and financial reporting system — to ascertain whether an effective operational and financial reporting system is in place, and (6) qualification and competency of the management of such unlisted entities, business model and prospects among others. A scoring system is used to grade the investments into six different categories, based on these criteria.

The six different categories are:

1. Normal investments
2. Investment which may have short term concern
3. Investment in which may have longer term concern
4. Investments that without enhancement in performance, there is a concern that the investment cost will not be recovered
5. Investments in which the possibility of investment recovery is significantly low
6. Direct write-off due to bankruptcy

The impairment amount ranges from zero to 100% of the investment cost. For the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010, the allowance for investment losses of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) was ¥3,192 million, ¥4,614 million, ¥4,520 million and ¥3,723 million, respectively. As at 31 March 2008, 2009 and 2010 and 30 September 2010, the carrying value of unlisted available-for-sale investments that we have invested in with less than 20% interests (including those held by our subsidiaries) was ¥45,831 million, ¥47,466 million, ¥42,289 million and ¥52,015 million, respectively. The table below sets forth, for the Track Record Period, the effects of (i) a 10% increase or decrease in the allowance for investment losses of the unlisted entities that we have invested in with less than 20% interests (including those held

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by our subsidiaries) on our net income (loss); (ii) a 5% increase or decrease in the carrying value of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) on our (a) net income (loss) and (b) total assets; and (iii) a complete write-off of the carrying value of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) on our (a) net income (loss) and (b) total assets.

	As of and for the fiscal years ended 31 March			As of and for the six months ended 30 September
	2008	2009	2010	2010
Percentage change in net income (loss) assuming a 10% increase or decrease in the allowance for investment losses of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) <sup>(1)</sup> . . . . .	± 4.5%	± 1.5%	± 11.4%	± 32.2%
Percentage change in net income (loss) and total assets assuming a 5% increase or decrease in the carrying value of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries):				
(a) net income (loss) <sup>(2)</sup> . . . . .	± 32.1%	± 7.7%	± 53.4%	± 208.7%
(b) total assets <sup>(2)</sup> . . . . .	± 0.2%	± 0.2%	± 0.2%	± 0.2%
Effect of a complete write-off of the carrying value of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) on:				
(a) net income (loss) . . . . .	-642.8%	-153.2%	-1,067.3%	-4,174.1%
(b) total assets . . . . .	-3.8%	-4.4%	-3.4%	-3.8%

**Notes:**

- (1) A positive percentage change indicates the effect a 10% increase in the allowance for investment losses of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) on our net income (loss). For a 10% decrease in the allowance for investment losses of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries), there would be an equal and opposite impact on our net income (loss), and the percentage change would be negative.
- (2) A positive percentage change indicates the effect a 5% increase in the carrying value of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries) on our net income (loss) and total assets (as the case may be). For a 5% decrease in the carrying value of the unlisted entities that we have invested in with less than 20% interests (including those held by our subsidiaries), there would be an equal and opposite impact on our net income (loss) and total assets (as the case may be), and the percentage change would be negative.

We are currently in the process of establishing the infrastructure and system necessary for us to conduct fair value assessment of non-fair valued available-for-sale investments in accordance with IFRS starting from the fiscal year ending 31 March 2011. This process involves, among others, the evaluation of various valuation methodologies accepted under IFRS and the consideration of appropriate methodologies for our investments taking into account various factors

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such as the industry of the investees, the nature of the business of the investees, the growth stage of the investees, and other key elements that would affect the selection of valuation method; analyzing and determining the information required for the valuation from the investees (such as, among others, business and cash flow forecasts for sufficient periods and the relevant assumptions, industry and market data, financial information and operating data); adjusting the current management and financial reporting system (including all relevant internal guidelines); assigning responsible personnel at headquarters and subsidiaries for the implementation of these measures so that the required information can be collected and reported on a timely basis and in accordance with the requirement of IFRS.

### Real estate inventories

Prior to April 1, 2008, inventories were stated at cost, determined by the specific identification method. In July 2006, the ASBJ issued ASBJ Statement No. 9, "Accounting Standard for Measurement of Inventories." This standard requires that inventories held for sale in the ordinary course of business be measured at the lower of cost or net realizable value, which is defined as the selling price less additional estimated manufacturing costs and estimated direct selling expenses. The replacement cost may be used in place of the net realizable value, if appropriate. The standard was effective for fiscal years beginning on or after 1 April 2008.

We applied this revised accounting standard for measurement of inventories effective 1 April 2008. For real estate inventories, the effect of this change was to decrease operating income by ¥408 million and increase loss before income taxes and minority interests by ¥1,393 million for the fiscal year ended 31 March 2009.

### Leases

In March 2007, the Accounting Standards Board of Japan ("ASBJ") issued ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," which revised the previous accounting standard for lease transactions issued in June 1993. The revised accounting standard for lease transactions is effective for fiscal years beginning on or after 1 April 2008 with early adoption permitted for fiscal years beginning on or after 1 April 2007.

#### (a) Lessee

Prior to 1 April 2007 finance leases were permitted to be accounted for as operating lease transactions if certain "as if capitalized" information was disclosed in the note to the lessee's financial statements. ASBJ Statement No. 13 requires that all finance lease transactions be capitalized to recognize leased assets and lease obligations in the balance sheet. In addition, leases which existed at the transition date and did not transfer ownership of the leased assets to the lessee are continued to be accounted for as operating lease transactions with certain "as if capitalized" information disclosed in the notes to the lessee's financial information.

The Group continued to account for leases which existed at the transition date that did not transfer ownership of the leased assets to the lessee as operating lease transactions.

#### (b) Lessor

Prior to 1 April 2007 finance leases that deemed to transfer ownership of the assets leased to other parties under operating lease to the lessee were treated as sales. However, other finance leases were permitted to be accounted for as operating lease transactions if certain "as if sold" information was disclosed in the note to the lessor's financial statements. ASBJ statement No. 13 requires that all finance leases be

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recognized as leases receivable, and that all finance leases that are deemed not to transfer ownership of the assets leased to other parties under operating leases be recognized as lease investment assets. For the finance leases which existed at the transition date and did not transfer ownership of the assets leased to other parties under operating leases, the book value of the leased assets (after deducting accumulated depreciation) at the transition date is used as the beginning value of the lease investment assets.

The Group applied on 1 April 2008. The effect of this change was not considered material to net income for the year ended 31 March 2009.

Leases receivable and lease investment assets are stated at cost less accumulated depreciation. Depreciation is computed by using the straight-line method over the useful life with residual value of zero.

Tangible and intangible lease receivables and lease investment assets are stated at cost less accumulated depreciation. Depreciation is computed by using the straight-line method over the lease term with residual value of zero.]

### **Statutory reserve for financial products transaction liabilities and liability for securities transactions**

Pursuant to Article 51 of the former Securities and Exchange Law, a statutory reserve is provided against possible losses resulting from execution errors. The amount is calculated in accordance with Article 35 of the Cabinet Office Ordinance concerning Securities Companies for the year ended 31 March 2008.

Applying the FIEA enacted on 30 September 2007, which revised and replaced the Securities and Exchange Law, "reserve for liability for securities transactions" pursuant to Article 51 of the Securities and Exchange Law was replaced and recorded as "reserve for financial products transaction liabilities" pursuant to Article [46-5] of the FIEA from 1 April 2008.

Pursuant to Article [46-5] of the FIEA, a statutory reserve is provided against possible losses resulting from execution errors. The amount is calculated in accordance with Article 175 of the Cabinet Office Ordinance concerning Financial Instruments Business.

The effect of this change was to decrease loss before income taxes and minority interests by ¥624 million for the fiscal year ended 31 March 2009.

### **Stock options**

ASBJ Statement No. 8, "Accounting Standard for Stock Options" and related guidance are applicable to stock options granted on and after 1 May 2006.

This standard requires companies to recognize compensation expense for employee stock options based on the fair value at the date of grant and over the vesting period as consideration for receiving goods or services. The standard also requires companies to account for stock options granted to non-employee based on the fair value of either the stock option or the goods or services received. In the balance sheet, the stock option is presented as a stock acquisition right as a separate component of equity until exercised. The standard covers equity-settled, share-based payment transactions, but does not cover cash-settled, share-based payment transactions. In addition, the standard allows unlisted companies to measure options at their intrinsic value if they cannot reliably estimate fair value.

We applied this accounting standard for stock options to those granted on and after 1 May 2006.

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### Net Sales and Cost Recognition

Our revenues principally consist of revenue from operational investment securities, fees from funds and revenues from construction projects, revenue from securities transactions, revenue from commodity futures transactions and revenue from finance lease transaction, while its costs principally consist of the cost of operational investment securities or cost of construction projects and the related provision of allowance for investment losses, if any.

*Revenue from operational investment securities* — Revenue from operational investment securities consists of proceeds from the sales of operational investment securities and securities held by funds and interest and dividend income from these securities. Interest and dividend income are recognized on an accrual basis.

*Cost of operational investment securities* — Cost of operational investment securities consists of the cost of operational investment securities and securities held by funds, write-off of operational investment securities and securities held by funds, and fees related to securities transactions. Write downs of operational investment securities and securities held by funds are recognized at the balance sheet date for quoted and unquoted securities if impairment of value has occurred and has been deemed other than temporary, and operational investment securities are reduced to their net realizable value by a charge to income. Fees related to securities transactions are recorded when incurred.

*Fees from funds* — Fees from funds consist of establishment fees for fund organization, management fees and success fees from funds managed by the Group. Establishment fees for fund organization are recognized when a fund organized by us is established and funded by investors. Management fees are recognized over the periods of fund management agreements primarily based on the net asset value of the funds under management. Success fees are computed based upon a formula which takes into account realised gains and losses on and write-off of the investments under management in funds measured at the end of each accounting period, as well as certain other expenses.

*Revenue from construction projects* — In December 2007, the ASBJ issued ASBJ Statement No. 15 “Accounting Standard for Construction Contracts” and ASBJ Guidance No. 18 “Guidance on Accounting Standard for Construction Contracts.” Under the previous Japanese GAAP, either the completed-contract method or the percentage-of-completion method was permitted to account for construction contracts. Under this new accounting standard, the construction revenue and construction costs should be recognized by the percentage-of-completion method, if the outcome of a construction contract can be estimated reliably. When total construction revenue, total construction costs and the stage of completion of the contract at the balance sheet date can be reliably measured, the outcome of a construction contract can be estimated reliably. If the outcome of a construction contract cannot be reliably estimated, the completed-contract method should be applied. When it is probable that the total construction costs will exceed total construction revenue, an estimated loss on the contract should be immediately recognized by providing for a loss on construction contracts. This standard was effective for fiscal years beginning on or after 1 April 2009. We applied the new accounting standard effective 1 April 2009. The effect of this change was not considered material to net income for the fiscal year ended 31 March 2010.

*Revenue from securities transactions* — Revenue from securities transactions primarily consists of brokerage commissions from securities transactions, fees from underwriting and offering of securities for initial public offerings and fees for placements and sales of securities. Commissions income for executing brokerage transactions are accrued on a trade date basis and are included in current period earnings. Underwriting fees are recorded when services for underwriting activities are completed. All other fees are recognized when related services are rendered.

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*Revenue from commodity futures transactions* — Revenue from commodity futures transactions is recognized on a trade date basis.

*Revenue from finance lease transactions* — Revenue from finance lease transactions are recognized at the commencement of the lease term.

*Financial charges and cost of funding* — Financial charges mainly related to brokerage and investment banking businesses, such as interest expense from margin trading transactions and costs from repurchase agreement transactions, are accounted for as cost of sales. Interest expense other than financial charges is categorized into either interests related to operating assets, such as lease receivables and investment assets or interests related to non-operating assets. Cost of funding related to operating assets is accounted for as cost of sales while interest expense related to non-operating assets is recorded as non-operating expenses. During the development of a project, interest expenses related to long-term and large-scale real estate developments is included in the acquisition cost of the real estate inventories.

### Derivatives and Hedging Activities

Foreign currency forward contracts are used to hedge foreign currency exposures in the Group. Receivables, payables and investment securities denominated in foreign currencies are translated at the contracted rates if the forward contracts are qualified for hedge accounting. Interest rate swaps, which are qualified for hedge accounting and met the specific matching criteria, are not remeasured at market value. The differential paid or received under the swap agreements is recognized and included in interest expense or income.

(b) Hedging instruments and hedged item

(i) Hedging instruments and hedged item

Foreign exchange forward contracts and foreign currency denominated receivables and payables and investment securities.

(ii) Hedging instruments and hedged item

Interest rate swap contracts and interest expense for borrowing.

(c) Hedging policy

(i) For foreign currency-denominated transactions, the foreign currency forward contracts are used to hedge foreign currency exposures in the Group.

(ii) For interest expense on borrowing, interest rate swap contract is utilized to mitigate the volatility of interest rates.

### PRINCIPAL COMPONENTS OF OUR INCOME STATEMENT

#### Net sales

Net sales reflect principally revenue generated by our subsidiaries in our five business segments, namely asset management, brokerage and investment banking, financial services, housing and real estate and other businesses.

(a) In the asset management segment, revenues principally comprise of:

(i) revenues from investment in securities, which consist of:

(1) revenues from operational investment securities, which are gains on the sale of securities purchased for the purpose of earning capital gains; and



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- (2) fees from investment funds, which consist of fund establishment fees, fund management fees and success fees; and
- (ii) revenues from investment advisory service fees and other activities.
- (b) In the brokerage and investment banking segment, revenues principally comprise of:
  - (i) revenues from securities transactions, which are derived mainly from securities brokerage commissions;
  - (ii) trading gains / losses primarily from foreign exchange trading;
  - (iii) financial income from margin lending;
  - (iv) underwriting, offering and sales commissions; and
  - (v) revenues from commodity futures transactions (business discontinued in end of July 2009).
- (c) In the financial services segment, revenues principally comprise of:
  - (i) revenues from our financial marketplace business, which operates one of Japan's largest comparison and estimate portal websites for insurance and loans;
  - (ii) revenues from our financial products business, which includes a leasing business and a credit card business;
  - (iii) revenues from our financial solutions business, which provides online payment settlement services for e-commerce companies; and
  - (iv) revenues from other businesses, which include financial information evaluation and consulting services, primarily involving investment trusts and website evaluations and rankings, and a non-life insurance business.
- (d) In the housing and real estate segment, revenues principally comprise of:
  - (i) revenues from our real estate investment development business, which includes real estate investments and real estate development projects;
  - (ii) revenues from our financial real estate business, which consists mainly of revenues from our housing loan business and our real estate-secured lending business; and
  - (iii) our lifestyle networks business, which includes comparison websites for various lifestyle-related products and services.
- (e) In the other businesses segment, revenues principally comprise of revenues from businesses involved in beauty care and health food products retail and services, in the planning, design and operation of information technology systems and biotechnology.

Because of the timing and large relative scale of individual investments in our asset management and real estate businesses, the performance of a limited number of investments can have a large impact on our results of operations in any given period. This has resulted in significant volatility in our results of operations in past periods and we expect that this volatility will continue.

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### Cost of sales

Cost of sales reflect principally costs incurred directly by our consolidated subsidiaries in their core business activities, which consisted of the following for the Track Record Period:

For the asset management segment, cost of sales principally comprise cost of operational investment securities including valuation loss on operational investment securities and securities held by funds.

For the brokerage and investment banking segment, cost of sales principally comprise finance costs such as interest expenses on loans (particularly in relation to margin trading) and rental fees incurred in leasing transactions.

For the financial services segment, cost of sales principally comprise leasing cost, advertisement costs and fee payments to credit card companies for credit card transactions for e-commerce business.

For housing and real estate segment, cost of sales principally comprise cost of real estate developed for sale, which consists mainly of land costs, construction and development costs and finance costs.

For the other businesses segment, cost of sales principally comprise cost of goods sold with respect to beauty care and health food products and of developing and maintaining financial systems in relation to its system solutions business.

### Selling, general and administrative expenses

Selling, general and administrative expenses for the Track Record Period consisted of the following:

	Fiscal years ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(¥ in millions)			(unaudited)	
Payroll and bonuses . . . . .	¥8,811	¥10,018	¥9,970	¥4,957	¥5,119
Provision of retirement allowances for directors . . . . .	23	35	—	24	—
Retirement benefit costs . . . . .	61	52	25	—	1
Provision of allowance for doubtful accounts . . . . .	2,768	3,180	2,140	1,369	1,014
Provision of accrued bonuses . . . . .	494	50	53	50	67
Outsourcing fees <sup>1</sup> . . . . .	9,264	9,827	10,412	4,923	5,193
Amortization of goodwill . . . . .	—	—	7,764	3,889	3,873
Research and development costs . . . . .	1,106	614	447	252	223
<b>Total . . . . .</b>	<b>¥64,616</b>	<b>¥62,885</b>	<b>¥61,971</b>	<b>¥31,126</b>	<b>¥30,696</b>

1 Outsourcing fees refers to the development and management costs of securities transaction systems in SBI SECURITIES Co., Ltd.

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### Non-operating income

Non-operating income principally comprises interest income, dividends income, refunded consumption taxes and others such as sublease fee of loan shop. Interest income is recognized on an accrual basis, taking into account the amount of principal outstanding and the effective interest rate applicable. Dividends income is recognized on a cash basis when our right to receive payment has been established.

### Non-operating expense

Non-operating expense principally comprises interest expense, amortization with respect to stock issuance costs, bond issuance costs and deferred operating costs under Article 113 of the Insurance Act of Japan, share of results of affiliates foreign exchange losses and others such as stock issuance cost.

### Extraordinary income

Extraordinary income principally comprises gains on sales of investment securities, reversal of allowance for doubtful accounts, reversal of statutory reserves, gains on the changes in interests in consolidated subsidiaries and equity method investees and others such as reversal of other provision.

### Extraordinary expense

Extraordinary expense for the Track Record Period consisted of the following:

	Fiscal years ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(¥ in millions)			(unaudited)	
Losses on sales of non-current assets . . .	¥1	¥33	¥0	¥0	¥—
Losses on retirement of non-current assets . . . . .	253	259	103	51	127
Provision of allowance for doubtful accounts . . . . .	—	—	1,989	1,485	189
Provision of statutory reserves . . . . .	1,611	0	0	—	—
Losses on sale of investment securities . .	3	12,040	237	146	3
Losses on valuation of investment securities . . . . .	—	7,547	46	24	176
Write-down of real estate inventories . . .	—	984	—	—	—
Losses on disposal of subsidiaries and affiliates . . . . .	—	—	—	—	635
Impairment losses on goodwill . . . . .	2,121	1,066	—	0	397
Impairment Loss . . . . .	—	—	—	—	716
Goodwill amortization for equity method affiliates with significant losses . . . . .	6,794	1,353	238	—	—
Losses on the changes in interests in consolidated subsidiaries and equity method investees . . . . .	2,300	14	44	42	1
Impact from applying the Accounting Standards of Assets Retirement Obligations . . . . .	—	—	—	—	501
Others . . . . .	1,580	5,137	998	362	257
<b>Total . . . . .</b>	<b>¥14,665</b>	<b>¥28,438</b>	<b>¥3,658</b>	<b>¥2,113</b>	<b>¥3,007</b>

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### Minority interests in net income

Minority interests in net income comprise the interests of minority shareholders in the profit or loss of our consolidated subsidiaries, which are excluded from net income.

### REVIEW OF HISTORICAL OPERATING RESULTS

#### Selected consolidated financial information

The following table presents a summary of our consolidated results of operations for the fiscal years ended 31 March 2008, 2009 and 2010 and for the six months ended 30 September 2009 and 2010. Such financial information should be read in conjunction with our financial statements in Appendix I to this document.

	Fiscal years ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(¥ in millions)			(unaudited)	
Net sales . . . . .	¥222,567	¥130,922	¥124,541	¥63,153	¥62,948
Operating income . . . . .	42,606	4,403	3,431	3,752	3,605
Ordinary income . . . . .	35,687	37	1,112	2,012	695
Net income (loss) . . . . .	4,228	(18,375)	2,350	822	686
Total assets . . . . .	1,219,247	1,079,233	1,229,939	1,193,525	1,254,886
Total net assets . . . . .	387,766	419,338	428,615	426,146	457,530
Net cash from (used in)					
operating activities . . . . .	50,073	103,034	(53,134)	(52,149)	(30,034)
Net cash used in					
investing activities . . . . .	(20,610)	(1,104)	(15,563)	(12,816)	(9,793)
Net cash from (used in)					
financing activities . . . . .	(9,957)	(137,514)	84,599	55,205	32,959
Cash and cash equivalents at end of year/period . . . . .	159,007	126,312	142,581	115,477	133,705

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### Selected segment information

The following tables set forth selected consolidated financial information of the Company by operating segments for the fiscal years ended 31 March 2008, 2009 and 2010 and for the six months ended 30 September 2009 and 2010.

#### Revenue from customers by segment

Segment	Fiscal years ended 31 March						Six months ended 30 September			
	2008		2009		2010		2009		2010	
	Revenue from customers	%	Revenue from customers	%	Revenue from customers	%	Revenue from customers	%	Revenue from customers	%
(¥ in millions, except percentages)										
(unaudited)										
Asset Management . . . . .	58,008	26.1%	15,850	12.1%	20,194	16.2%	¥12,118	19.2%	¥10,514	16.7%
Brokerage and investment banking . . . . .	67,675	30.4%	47,648	36.4%	46,986	37.8%	25,136	39.8%	22,915	36.4%
Financial Services . . . . .	21,600	9.7%	21,871	16.7%	24,441	19.6%	11,482	18.2%	13,525	21.5%
Housing and Real Estate . . . . .	74,960	33.7%	40,860	31.2%	29,406	23.6%	12,564	19.9%	8,590	13.6%
Other Businesses . . . . .	322	0.1%	4,691	3.6%	3,512	2.8%	1,851	2.9%	7,402	11.8%
Total revenue from customers . . . . .	¥222,567	100.0%	¥130,922	100.0%	¥124,541	100.0%	¥63,153	100%	¥62,948	100%

### Discussion of Results of Operations

#### Financial results for the six months ended 30 September 2009 compared to financial results for the six months ended 30 September 2010

##### Net sales

Total net sales decreased slightly by ¥205 million, or 0.3%, to ¥62.9 billion for the six months ended 30 September 2010 from ¥63.2 billion for the six months ended 30 September 2009. This decrease in net sales was primarily the result of a decrease in revenue from customers in our brokerage and investment banking, asset management and other businesses segments.

**Asset management segment.** Revenue from customers in the asset management segment decreased by 13.2% to ¥10.5 billion primarily due to a decrease in revenue from operational investment securities caused by less favourable market conditions for exiting investments compared to the prior six-month period ended 30 September 2009. During the six months ended 30 September 2009, we sold a significant number of operational investment securities in larger transactions that increased our revenue in comparison to the six months ended 30 September 2010. There were no other significant factors affecting the decrease in revenue of this segment for the six months ended 30 September 2010.

**Brokerage and investment banking segment.** Revenue from customers in the brokerage and investment banking segment decreased by ¥2.2 billion, or 8.8% to ¥22.9 billion in the six months ended 30 September 2010 from ¥25.1 billion in the six months ended 30 September 2009, as individual stock brokerage trading value continued to decline due to a decrease in overall trading at the retail level. This decrease was offset in part by an increase in the market share of SBI SECURITIES Co., Ltd., an increase in revenue contributions from our Investment Trust Business and an increase in the sale of foreign bonds during the six months ended 30 September 2010.

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**Financial services segment.** Revenue from customers in the financial services segment increased by 17.8% to ¥13.5 billion, as our existing businesses in this segment had substantial increases in revenue contributions. The total revenue increase in this segment for the six months ended 30 September 2010 compared to the same period the prior fiscal year was primarily due to the revenue contributions of three of our subsidiaries: (1) SBI Insurance Co., Ltd. recorded an increase in operating revenue due to an increase in the total number of insurance contracts executed (over 200,000 as at 30 September 2010); and (2) SBI VeriTrans continued to grow steadily, as the domestic Internet and e-commerce markets continue to expand, achieving an increase of 26.8% in the number of transactions they engaged in, amounting to a total of ¥18.36 million for the six months ended 30 September 2010.

**Housing and real estate segment.** Revenue from customers in the housing and real estate segment decreased by 31.6% to ¥8.6 billion due to improvements in the real estate market in Japan and an increase in revenue to ¥5.1 billion in our financial real estate business, which was primarily attributable to an increase in mortgage loans issued by SBI Mortgage Co., Ltd.

**Other businesses segment.** Revenue from customers of our other businesses increased by 300.0% to ¥7.4 billion primarily due to the reclassification of other business segment. We added the beauty care and health food products retail and services and biotechnology business into other business segment from 1 April 2010.

### Cost of sales

Total cost of sales remained stable and only increased slightly by ¥372 million, or 1.3%, to ¥28.6 billion for the six months ended 30 September 2010 from ¥28.3 billion for the six months ended 30 September 2009. This slight increase was primarily the result of an increase in the cost of sales in the financial services segment and the brokerage and investment banking segment.

**Asset management segment.** Cost of sales in the asset management segment decreased by 25.7%, to ¥6.4 billion primarily due to a significant decrease in cost of sales of operational investment securities from the sale of a higher percentage of low-cost operational investment securities. Cost of sales in the asset management segment also included ¥840 million in valuation losses on operation investment securities, as well as a ¥1.6 billion provision for investment loss.

**Brokerage and investment banking segment.** Cost of sales in the brokerage and investment banking segment increased by 11.6% to ¥2.4 billion primarily due to an increase in the agent fees of SBI Liquidity Market Co., Ltd.

**Financial services segment.** Cost of sales in the financial services segment increased by 28.4% to ¥10.5 billion primarily due to the expansion of this segment's businesses and an increase in claims paid by SBI Insurance Co., Ltd.

**Housing and real estate segment.** Cost of sales in the housing and real estate segment remained relatively stable and only increased by 1.5%, to ¥3.2 billion, due to the steady growth of both SBI Life Living Co., Ltd. and SBI Mortgage Co., Ltd., which in turn increased the housing and real estate segment's costs.

**Other businesses segment.** Cost of sales of our other businesses remained stable, increasing by 0.7% to ¥6.6 billion.



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### **Selling, general and administrative expenses**

Selling, general and administrative expenses decreased slightly by ¥430 million, or 1.4%, to ¥30.7 billion for the six months ended 30 September 2010 from ¥31.1 billion for the six months ended 30 September 2009. This decrease reflected in part our continued efforts to control costs in areas such as employment costs in an adverse economic environment. After excluding amortization of goodwill and allowance for bad debts, our consolidated selling, general and administrative expenses decreased ¥59 million, or 0.2%, to ¥25.8 billion in the six months ended 30 September 2010 from ¥25.9 billion in the six months ended 30 September 2009.

### **Non-operating income**

Total non-operating income increased ¥229 million, or 43.7%, to ¥754 million for the six months ended 30 September 2010 from ¥524 million for the six months ended 30 September 2009. The change was primarily due to an increase in share of results of affiliates from nil in the six months ended 30 September 2009 to ¥203 million in the six months ended 30 September 2010, brought about by SBI Sumishin Net Bank, Ltd.'s turnaround. The increase in total non-operating income was slightly offset by a decrease in interest income of ¥4 million for the six months ended 30 September 2010.

### **Non-operating expense**

Total non-operating expense increased ¥1.4 billion, or 61.8% from ¥2.3 billion for the six months ended 30 September 2009 to ¥3.7 billion for the six months ended 30 September 2010. This increase was primarily due to an increase in interest expense and in foreign exchange losses. Interest expense increased by ¥511 million, or 59.1%, to ¥1.4 billion in the six months ended 30 September 2010 from ¥864 million in the six months ended 30 September 2009 mainly due to the large amount of borrowings under the Euro-MTN programme. The increase of 126.5% in foreign exchange losses from ¥551 million in the six months ended 30 September 2009 to ¥1.2 billion in the six months ended 30 September 2010 was primarily due to a ¥668 million foreign exchange loss on Yen-denominated loans of SBI KOREA HOLDINGS CO., LTD. The increase in non-operating expense was offset in part by a decrease of ¥149 million in equity in losses of affiliates during the six months ended 30 September 2010.

### **Ordinary income**

As a result of the above, we recorded ordinary income of ¥695 million in the six months ended 30 September 2010 compared to ordinary income of ¥2.0 billion in the six months ended 30 September 2009.

### **Extraordinary income**

Total extraordinary income increased ¥1.3 billion, or 106.5%, to ¥2.4 billion for the six months ended 30 September 2010 from ¥1.2 billion for the six months ended 30 September 2009. The increase in extraordinary income primarily reflected a significant increase in reversal of statutory reserves from ¥33 million in the six months ended 30 September 2009 to ¥2.0 billion in the six months ended 30 September 2010, mainly due to a decrease in transactions. The increase in extraordinary income was offset in part by a decrease of ¥858 million in gains on sale of investment securities from ¥913 million in the six months ended 30 September 2009 to ¥55 million in the six months ended 30 September 2010. This decrease in gains on sale of investment securities was mainly due to significant sales of securities, such as those of Sumitomo Trust & Banking Co., Ltd. and Broadmedia Corporation, during the six months ended 30 September 2009.

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### Extraordinary expense

Total extraordinary expense increased ¥894 million, or 42.3%, to ¥3.0 billion for the six months ended 30 September 2010 from ¥2.1 billion for the six months ended 30 September 2009. This increase was primarily due to ¥1.1 billion in recorded losses of HOMEOSTYLE Inc. for the six months ended 30 September 2010. The increase was further affected by an extraordinary expense of ¥501 million in relation to the impact from applying the accounting standards of assets retirements obligations. The increase in total extraordinary expense was offset in part by a decrease of ¥1.3 billion in provision of allowance for doubtful accounts primarily due to the provision of allowance for doubtful accounts for ZEPHYR Co., Ltd. of ¥1.5 billion booked in the six months ended 30 September 2009.

### Total income taxes

Total income taxes increased slightly by ¥53 million, or 4.0%, to ¥1.4 billion for the six months ended 30 September 2010 from ¥1.3 billion for the six months ended 30 September 2009. This slight increase reflects a decrease in both deferred tax benefit and current tax.

The Directors have confirmed that the Group is not required to submit any tax filings, settle any tax liabilities with the relevant tax authorities in the respective jurisdictions, and is not subject to any tax dispute or regulatory challenge.

### Minority interests in income

We recorded minority interests in losses of ¥2.0 billion in the six months ended 30 September 2010 compared to minority interests in losses of ¥1.1 billion for the six months ended 30 September 2009.

### Net income (loss)

As a result of the above, we recorded a net income of ¥686 million for the six months ended 30 September 2010 compared to net income of ¥822 million for the six months ended 30 September 2009.

### ***Financial results for the fiscal year ended 31 March 2009 compared to financial results for the fiscal year ended 31 March 2010***

#### Net sales

Total net sales decreased by ¥6.4 billion, or 4.9%, to ¥124.5 billion for the fiscal year ended 31 March 2010 from ¥130.9 billion for the prior fiscal year. This decrease in net sales was primarily the result of decreases in revenue from customers in the housing and real estate and other businesses segments.

**Asset management segment.** Revenue from customers in the asset management segment increased by 27.4% to ¥20.2 billion as we had higher revenue from operational investment securities due to revenue contribution from NEW HORIZON FUND, L.P., which performed well in comparison to the prior year, and improved market conditions, in particular in the PRC, which created more favourable conditions for exiting investments compared to the prior fiscal year. The number of initial public offerings and merger and acquisitions in which our asset management business was involved increased to 8 in the fiscal year ended 31 March 2010 from zero in the prior fiscal year. Out of the eight transactions, four of them were initial public offerings and four of them mergers and acquisitions. The aggregate amount of investments we exited in the fiscal year ended 31 March 2010 also increased by ¥4.3 billion to a total of ¥16.1 billion from ¥11.8 billion the prior fiscal year.

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**Brokerage and investment banking segment.** Revenue from customers in the brokerage and investment banking segment decreased slightly by 1.4% to ¥47.0 billion, primarily due to our disposal of E\*Trade Korea Co., Ltd. during the second quarter of the fiscal year ended 31 March 2009, and a decrease in our commission rate. This decrease was offset in part by an increase in trading income of foreign exchange transactions, and an increase in market share of individual stock trading value in Japan. The increase in market share of individual stock trading value was in turn primarily attributable to SBI SECURITIES Co., Ltd. continued growth. SBI SECURITIES Co., Ltd. customer accounts increased by 187,478, to a total of 2,053,986 at the end of the fiscal year ended 31 March 2010 from a total of 1,866,508 at the end of the fiscal year ended 31 March 2009.

**Financial services segment.** Revenue from customers in the financial services segment increased by 11.8% to ¥24.4 billion, as our existing businesses in this segment continued to perform solidly and some of our newer Internet-based services such as non-life insurance and credit card business continued to attract customers. Our non-life insurance business acquired approximately 97,000 insurance contracts, representing an increase of approximately 130% over the total number of insurance contracts we had at the end of the prior fiscal year. In our credit card business we issued approximately 74,000 cards in the fiscal year ended 31 March 2010 compared to the 47,000 cards we issued in the prior fiscal year. On 16 February 2010, we exited the life insurance business by transferring all our shares in SBI AXA Life Insurance Co., Ltd. to AXA Japan Holding Co., Ltd. due to a difference in business policy.

**Housing and real estate segment.** Revenue from customers in the housing and real estate segment decreased by 28.0% to ¥29.4 billion due to the continued decline in contracting activity in Japan's real estate market due to the economic downturn. This decrease is partially offset by a 15.4% increase in revenue from customers of our financial real estate business to ¥9.1 billion, which was primarily attributable to an increase in issued mortgage loans as a result of the Japanese government's implementation of policies aimed at stimulating the real estate market.

**Other businesses segment.** Revenue from customers of our other businesses decreased by 25.1% to ¥3.5 billion primarily due to a decline in revenue from customers from our system solutions business as a result of extended cutbacks in investments for information system equipment by customers, mainly financial institutions.

### Cost of sales

Total cost of sales decreased by ¥4.5 billion, or 7.1%, to ¥59.1 billion for the fiscal year ended 31 March 2010 compared to ¥63.6 billion for the previous fiscal year. This decrease was primarily the result of decreases in cost of sales in the housing and real estate segment, brokerage and investment banking and other businesses segments.

**Asset management segment.** Cost of sales in the asset management increased by 47.3%, to ¥15.2 billion primarily due to a significant increase in sales of operational investment securities as a result of improved market conditions because when such sales occur we record cost of sales based on our book value of the sold asset. Cost of sales in the asset management segment also included ¥0.7 billion in valuation losses on operation investment securities, as well as a ¥2.6 billion provision for investment loss with respect to KTIC Holdings.

**Brokerage and investment banking segment.** Cost of sales in the brokerage and investment banking segment decreased by 23.4% to ¥4.2 billion primarily due to a decrease in finance cost of SBI SECURITIES Co., Ltd as a result of the disposal of interest in E\*Trade Korea Co., Ltd. during the second quarter of the fiscal year ended 31 March 2009.

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**Financial services segment.** Cost of sales in the financial services segment increased by 28.4% to ¥18.3 billion primarily due to the business expansion and increase in sales of our business under the financial services segment, which increased the amount of leasing cost, agent service fees, provision of reserve fund for our insurance business and other cost of sales such as administrative costs.

**Housing and real estate segment.** Cost of sales in the housing and real estate segment decreased by 37.8%, to ¥18.1 billion due a significant decrease in sales of real estate for sale in light of difficult economic conditions because when such sales occur we record cost of sales based on our book value of the sold asset.

**Other businesses segment.** Cost of sales of our other businesses decreased by 20.5% to ¥4.0 billion due to a reduction of outsourcing fee with respect to our system solutions business.

### **Selling, general and administrative expenses**

Selling, general and administrative expenses decreased ¥0.9 billion, or 1.5%, to ¥62.0 billion for the fiscal year ended 31 March 2010 from ¥62.9 billion for the previous fiscal year. This decrease reflected in part our continued efforts to control costs in areas such as employment cost in light of the adverse economic environment. After excluding amortization of goodwill and allowance for bad debts, our consolidated selling, general and administrative expenses decreased ¥1.6 billion, or 3.0%, to ¥52.1 billion in fiscal year ended 31 March 2010 from ¥53.7 billion in the previous fiscal year. These efforts were offset in part by increased amortization of goodwill, primarily due to the acquisition by SBI Holdings, Inc. of SBI SECURITIES Co., Ltd. by share transfer in August 2008, as well as an increase in fees payable to franchisees by SBI Mortgage Co., Ltd.

### **Non-operating income**

Total non-operating income decreased ¥1.2 billion, or 51.1%, to ¥1.2 billion for the fiscal year ended 31 March 2010 from ¥2.4 billion for the previous fiscal year. The change was primarily due to decreases in interest income and dividends income from ¥1.0 billion and ¥0.4 billion, respectively, in the fiscal year ended 31 March 2009 to ¥0.4 billion and ¥0.2 billion, respectively, in the fiscal year ended 31 March 2010, and a ¥0.5 billion, or 51.9%, decrease in other non-operating income to ¥0.5 billion for the fiscal year ended 31 March 2010 from ¥1.0 billion for the previous year. The decrease in total non-operating income was offset in part by refunded consumption taxes of ¥0.2 billion for the fiscal year ended 31 March 2010.

### **Non-operating expense**

Total non-operating expense decreased 48.4% from ¥6.8 billion for the fiscal year ended 31 March 2009 to ¥3.5 billion for the fiscal year ended 31 March 2010. This decrease primarily reflected a decrease in equity in losses of affiliates from ¥2.5 billion in the prior fiscal year to ¥0.1 billion in the fiscal year ended 31 March 2010, a decrease in interest expense from ¥2.5 billion in the prior fiscal year to ¥2.0 billion in the fiscal year ended 31 March 2010 and decreases in other non-operating expense of ¥0.6 billion to ¥0.6 billion for the fiscal year ended 31 March 2010 compared to ¥1.2 billion for the previous fiscal year and in foreign exchange losses from ¥0.6 billion in the prior fiscal year to ¥0.1 billion in the fiscal year ended 31 March 2010. The decrease in non-operating expense was offset in part by amortization of deferred assets under Article 113 of the Insurance Business Act of Japan of ¥0.7 billion the fiscal year ended 31 March 2010.

### **Ordinary income**

As a result of the above, we recorded ordinary income of ¥1.1 billion in the fiscal year ended 31 March 2010 compared to ordinary income of ¥37 million in the fiscal year ended 31 March 2009.

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### Extraordinary income

Total extraordinary income decreased ¥8.8 billion, or 71.7%, to ¥3.5 billion for the fiscal year ended 31 March 2010 from ¥12.3 billion for the previous fiscal year. This primarily reflected a significant decrease in gains on sale of investment securities from ¥10.5 billion in the prior fiscal year to ¥3.2 billion in the fiscal year ended 31 March 2010 and decreases in reversal of statutory reserves to ¥33 million for the fiscal year ended 31 March 2010 from ¥0.7 billion for the previous fiscal year and other extraordinary income from ¥0.6 billion for the fiscal year ended 31 March 2009 to ¥0.1 billion for the fiscal year ended 31 March 2010. The decrease in gains on sale of investment securities for the fiscal year ended 31 March 2010 was primarily due to the disposal of E\*Trade Korea Co., Ltd. during the second quarter of the fiscal year ended 31 March 2009.

### Extraordinary expense

Total extraordinary expense decreased ¥24.8 billion, or 87.1%, to ¥3.7 billion for the fiscal year ended 31 March 2010 from ¥28.4 billion for the previous fiscal year. The change was primarily due to a significant decrease in losses on sale of investment securities from ¥12.0 billion in the prior fiscal year to ¥0.2 billion in the fiscal year ended 31 March 2010 as a result of improved market conditions, a decrease in losses on valuation of investment securities from ¥7.5 billion in the prior fiscal year to ¥46 million in the fiscal year ended 31 March 2010, no write down of real estate inventories and impairment losses on goodwill in the fiscal year ended 31 March 2010 compared to losses of ¥1.0 billion and ¥1.1 billion, respectively, in the previous fiscal year, a reduction in goodwill amortization for equity method affiliates with significant losses from ¥1.4 billion in the prior fiscal year to ¥0.2 billion in the fiscal year ended 31 March 2010 and a decrease in other extraordinary expense from ¥5.1 billion in the prior fiscal year to ¥1.0 billion in the fiscal year ended 31 March 2010 primarily due to losses on valuation of real estate inventories.

### Total income taxes

Total income taxes decreased ¥5.4 billion, or 88.0%, to ¥0.7 billion for the fiscal year ended 31 March 2010 from ¥6.1 billion for the previous fiscal year. This decrease reflects an increase in deferred tax benefit, as well as a reduction in current taxes caused by recognized losses from write-downs of securities in the fiscal year ended 31 March 2010 which created deductible temporary differences for deferred taxation, and a merger between a subsidiary that had tax loss carry forwards with another subsidiary that had sufficient taxable income. The decrease in current taxes was mainly attributable to a decrease in taxable income of Group companies.

### Minority interests in net income

We recorded minority interests in net loss of ¥2.2 billion in the fiscal year ended 31 March 2010 compared to minority interests in net loss of ¥3.9 billion for the previous fiscal year.

### Net income (loss)

As a result of the above, we recorded a net income of ¥2.4 billion for the fiscal year ended 31 March 2010 compared to net loss of ¥18.4 billion for the previous fiscal year.

### ***Financial results for the fiscal year ended 31 March 2008 compared to financial results for the fiscal year ended 31 March 2009***

#### Net sales

Total net sales decreased by ¥91.6 billion, or 41.2%, to ¥130.9 billion for the fiscal year ended 31 March 2009 from ¥222.6 billion for the prior fiscal year. This decrease in net sales was primarily the result of decreases in revenue from customers in the asset management, brokerage and investment banking and housing and real estate segments.



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**Asset management segment.** Revenue from customers in the asset management segment decreased by 72.7% to ¥15.9 billion as we had sharply lower revenue from operational investment securities due to adverse market conditions creating challenging conditions for exiting investments, particularly by way of initial public offerings of shares in our investee companies, which is one of our key exit strategies. There were no initial public offerings for our investee companies in the fiscal year ended 31 March 2009 compared to 12 exits by way of initial public offerings in the fiscal year ended 31 March 2008.

**Brokerage and investment banking segment.** Revenue from customers in the brokerage and investment banking segment decreased by 29.6% to ¥47.6 billion due to decreases in brokerage commissions, finance income from margin lending and underwriting fees resulting from decline in securities trading amidst depressed market conditions caused by the global financial crisis.

**Financial services segment.** Revenue from customers in the financial services segment were up slightly to ¥21.9 billion, as some of our newer Internet-based services such as non-life insurance, life insurance and credit card business continued to attract customers. The fiscal year ended 31 March 2009 was our first full year of operations of our non-life insurance business and we had net sales of ¥433.6 million. Similarly, the fiscal year ended 31 March 2009 was the first year of operations of our life insurance business and we had net sales of ¥140.5 million. In our credit card business we issued approximately 47,000 cards in the fiscal year ended 31 March 2009 compared to the 32,000 cards we issued in the prior fiscal year, and net sales in this business increased to ¥434.7 million in the fiscal year ended 31 March 2009 from ¥311.7 million in the prior fiscal year.

**Housing and real estate segment.** Revenue from customers in the housing and real estate segment decreased by 45.5% to ¥40.9 billion due to the completion of a number of planned property sales in the prior fiscal year and a decline in contracting activity in Japan's real estate market due to the economic downturn. In addition, real estate prices drastically fell in the fiscal year ended 31 March 2009, which also negatively affected this segment's net sales figures, as well as the health of other industry participants.

**Other businesses segment.** Revenue from customers of our other businesses increased from ¥0.3 billion for the fiscal year ended 31 March 2008, in which we first recorded revenues, to ¥4.7 billion in the fiscal year ended 31 March 2009 primarily due to an increase in net sales from SBI Net Systems Co., Ltd., our subsidiary since March 2008 and is a provider of information security services and solutions for financial institutions, which achieved favourable results from its contract development efforts and operation and maintenance services.

### Cost of sales

Total cost of sales decreased by ¥51.7 billion, or 44.8%, to ¥63.6 billion for the fiscal year ended 31 March 2009 compared to ¥115.3 billion for the previous fiscal year. This decrease was primarily the result of decreases in cost of sales in the asset management, brokerage and investment banking and housing and real estate segments.

**Asset management segment.** Cost of sales in the asset management decreased by 73.0%, to ¥10.3 billion as a result of a significant decrease in sales of operational investment securities in light of economic conditions because when such sales occur we record cost of sales based on our book value of the sold asset. Cost of sales in the asset management segment also included ¥2.7 billion in valuation losses on operation investment securities, including ¥1.5 billion on our ownership of 24.9% of shares in VSN, Inc, which we own through SBI Value Up Fund No.1.



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**Brokerage and investment banking segment.** Cost of sales in the brokerage and investment banking segment decreased by 17.6% to ¥5.5 billion primarily due to a decrease in outsourcing fees.

**Financial services segment.** Cost of sales in the financial services segment increased by 8.5% to ¥14.3 billion primarily as a result of an increase in agent service fees.

**Housing and real estate segment.** Cost of sales in the housing and real estate segment decreased by 60.1%, to ¥19.3 billion due a significant decrease in sales of real estate for sale in light of difficult economic conditions because when such sales occur we record cost of sales based on our book value of the sold asset.

**Other businesses segment.** Cost of sales of our other businesses increased from ¥9.0 billion for the fiscal year ended 31 March 2008, in which we first recorded revenues, to ¥14.9 billion in the fiscal year ended 31 March 2009 due to consolidation of SBI Net Systems Co, Ltd from March 2008.

### **Selling, general and administrative expenses**

Selling, general and administrative expenses decreased ¥1.7 billion, or 2.7%, to ¥62.9 billion for the fiscal year ended 31 March 2009 from ¥64.6 billion for the previous fiscal year. This decrease reflected in part our efforts to control costs in light of the adverse economic environment. Each Group company assigned an officer responsible for cutting discretionary expenses and we made reductions in areas such as employment cost and lease expenses. After excluding amortization of goodwill and allowance for bad debts, our consolidated selling, general and administrative expenses decreased by ¥5.7 billion, or 9.6%, to ¥53.7 billion in fiscal year ended 31 March 2009 from ¥59.4 billion in the previous fiscal year. These efforts were offset in part in the latter part of the fiscal year by increased amortization of goodwill.

### **Non-operating income**

Total non-operating income increased ¥1.3 billion, or 114.6%, to ¥2.4 billion for the fiscal year ended 31 March 2009 from ¥1.1 billion for the previous fiscal year. The change was primarily due to increases in interest income from ¥0.3 billion in the fiscal year ended 31 March 2008 to ¥1.0 billion in the fiscal year ended 31 March 2009, and a ¥0.5 billion, or 105.6%, increase in other non-operating income to ¥1.0 billion for the fiscal year ended 31 March 2009 from ¥0.5 billion for the previous year.

### **Non-operating expense**

Total non-operating expense decreased 15.6% from ¥8.0 billion for the fiscal year ended 31 March 2008 to ¥6.8 billion for the fiscal year ended 31 March 2009. The decrease primarily reflected a decrease in equity in losses of affiliates from ¥4.6 billion in the prior fiscal year to ¥2.5 billion in the fiscal year ended 31 March 2009 which was offset in part by an increase in interest expense from ¥1.8 billion in the prior fiscal year to ¥2.5 billion in the fiscal year ended 31 March 2009 primarily as a result of the issuance of corporate bonds and an increase in other non-operating expense from ¥0.5 billion in the previous fiscal year to ¥1.2 billion in the fiscal year ended 31 March 2009 primarily reflected an increase in amortization of deferred assets under Article 113 of the Insurance Business Act of Japan.

### **Ordinary income**

As a result of the above, we recorded ordinary income of ¥37 million in the fiscal year ended 31 March 2009 compared to ordinary income of ¥35.7 billion in the fiscal year ended 31 March 2008.

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### Extraordinary income

Total extraordinary income increased ¥4.5 billion, or 57.4%, to ¥12.3 billion for the fiscal year ended 31 March 2009 from ¥7.8 billion for the previous fiscal year, primarily reflected an increase in gains on sale of investment securities from ¥6.8 billion in the prior fiscal year to ¥10.5 billion in the fiscal year ended 31 March 2009. The increase in gains on sale of investment securities was primarily due to the gains on the disposal of E\*Trade Korea Co., Ltd. during the second quarter of the fiscal year ended 31 March 2009. There was no comparable disposal of investments in the fiscal year ended 31 March 2008.

### Extraordinary expense

Total extraordinary expense increased ¥13.8 billion, or 93.9%, to ¥28.4 billion for the fiscal year ended 31 March 2009 from ¥14.7 billion for the previous fiscal year. The change was primarily due to a significant increase in losses on sale of investment securities from ¥3 million in the prior fiscal year to ¥12.0 billion in the fiscal year ended 31 March 2009, an increase in other extraordinary expense from ¥1.6 billion in the prior fiscal year to ¥5.1 billion in the fiscal year ended 31 March 2009 primarily due to a significant increase in allowance for doubtful accounts, and an increase in appraisal loss on investment securities from ¥0.7 billion in the prior fiscal year to ¥7.5 billion in the fiscal year ended 31 March 2009 amidst depressed global market conditions. The appraisal losses included losses on our investment in The Sumitomo Trust & Banking Co., Ltd., our partner in SBI Sumishin Net Bank, Ltd. These factors were offset in part by a decrease in losses on the changes in equity interest in consolidated subsidiaries and equity method investees from ¥2.3 billion in the prior fiscal year to ¥14 million in the fiscal year ended 31 March 2009, and a reduction in goodwill amortization for equity method affiliates with significant losses from ¥6.8 billion in the fiscal year ended 31 March 2008 to ¥1.4 billion in the fiscal year ended 31 March 2009 due mainly to ZEPHYR Co., Ltd., which contributed substantially all of the goodwill amortization for equity method affiliates with significant losses in the fiscal year ended 31 March 2008, ceasing to be an affiliate in the fiscal year ended 31 March 2009.

### Total income taxes

Total income taxes decreased ¥11.1 billion, or 64.4%, to ¥6.1 billion for the fiscal year ended 31 March 2009 from ¥17.3 billion for the previous fiscal year. This decrease reflects an increase in deferred tax benefit, as well as a reduction in current taxes caused by recognized losses from write-downs of securities in the fiscal year ended 31 March 2009 which created deductible temporary differences for deferred taxation. The decrease in current taxes was mainly attributable to a decrease in taxable income of Group companies.

### Minority interests in net income

We recorded minority interests in net losses of ¥3.9 billion in the fiscal year ended 31 March 2009 compared to minority interests in net income of ¥7.3 billion for the previous fiscal year.

### Net income (loss)

As a result of the above, we recorded a net loss of ¥18.4 billion for the fiscal year ended 31 March 2009 compared to net income of ¥4.2 billion for the previous fiscal year.

### Financial condition

The Group's assets and liabilities consist of the assets and liabilities associated with retail margin trading provided by SBI SECURITIES CO. LTD. As at 31 March 2010, receivables associated with retail margin trading amounted to ¥580.5 billion or 47.2% of the Group's total assets, and margin deposits amounted to ¥432.4 billion or 54.0% of the Group's total liabilities.

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In addition to showing the current ratio and the equity ratio based on the Group's assets and liabilities, we set out below additional calculations of these two ratios excluding the impact arising from the retail margin trading provided by SBI SECURITIES CO. LTD. due to their grossing up effect on the Group's consolidated balance sheets.

- Current ratio (current assets to current liabilities) of the Group as at 31 March 2010: 131.2%
- Current ratio (current assets to current liabilities) of the Group, excluding the assets and liabilities associated with retail margin trading provided by SBI SECURITIES CO. LTD., as at 31 March 2010: 174.1%
- Current ratio (current assets to current liabilities) of the Group as at 30 September 2010: 134.6%
- Current ratio (current assets to current liabilities) of the Group, excluding the assets and liabilities associated with retail margin trading provided by SBI SECURITIES CO. LTD., as at 30 September 2010: 176.2%
- Equity ratio (shareholders' equity to total assets) of the Group as at 31 March 2010: 29.2%
- Equity ratio (shareholders' equity to total assets) of the Group, excluding the assets and liabilities associated with retail margin trading provided by SBI SECURITIES CO. LTD., as at 31 March 2010: 45.0%
- Equity ratio (shareholders' equity to total assets) of the Group as at 30 September 2010: 30.9%
- Equity ratio (shareholders' equity to total assets) of the Group, excluding the assets and liabilities associated with retail margin trading provided by SBI SECURITIES CO. LTD., as at 30 September 2010: 45.5%

### MATERIAL BALANCE SHEET ITEMS

#### Operational investment securities

Operational investment securities consist of listed and unlisted securities that we have purchased for our own account, either directly or indirectly through managed funds. As of 30 September 2010, we had ¥120.0 million of operational investment securities-net compared to ¥113.2 million as of 30 March 2010, ¥99.0 million as of 31 March 2009 and ¥110.8 million as of 31 March 2008. The 6.1% increase in the value of our operational investment securities-net as of 30 September 2010 compared to 31 March 2010 and the 14.3% increase in the value of our operational investment securities as of 31 March 2010 compared to 31 March 2009 were principally due to an increase in new investments, such as those in NARUMIYA INTERNATIONAL Co., Ltd., Tien Phong Commercial Joint Stock Bank and NEWTON FINANCIAL CONSULTING Inc., during such periods. Operational investment securities-net decreased by ¥11.7 million, or 10.6%, from ¥110.8 million as of 31 March 2008 to ¥99.0 million as of 31 March 2009, primarily due to a decrease in book value of the shares of NEW HORIZON FUND L.P. as a result of a decrease in the value of their investments caused by deteriorating market conditions, the sale of certain investments and the distribution of dividends to the Company, which in turn reduced their assets.

#### Margin transaction assets

Margin transaction assets consist of loans on margin transactions and cash collateral pledged for securities borrowing on margin transactions. Our margin transaction assets are

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principally associated with SBI SECURITIES Co., Ltd.'s securities brokerage customers. As of 31 March 2008, 2009 and 2010 and 30 September 2010, we had margin transaction assets of ¥292.9 million, ¥180.8 million, ¥261.6 million and ¥267.3 million, respectively. The 38.3% decrease in margin transaction assets from 31 March 2008 to 31 March 2009 was mainly due to lower investment activity by individual brokerage customers as a result of unfavourable market conditions amid the global financial crisis. As market conditions improved, investment activity by individual brokerage customers increased generally and margin transactions by individual brokerage customers in particular increased, which in turn resulted in the value of our margin transaction assets having increased by 44.7% as of 31 March 2010 compared to 31 March 2009. In the period from 31 March 2010 to 30 September 2010, despite highly volatile market conditions, the value of our margin transaction assets increased by 2.2% primarily due to a higher long position in margin transactions by individual brokerage customers.

### Margin transaction liabilities

Margin transaction liabilities consist of borrowings on margin transactions and cash received for securities lending on margin transactions. Our margin transaction liabilities are principally associated with SBI SECURITIES Co., Ltd.'s securities brokerage customers. As of 31 March 2008, 2009 and 2010 and 30 September 2010, we had margin transaction liabilities of ¥144.1 million, ¥146.3 million, ¥150.0 million and ¥125.1 million, respectively. From the periods ranging from 31 March 2008 to 31 March 2009 and 31 March 2009 to 31 March 2010, the value of our margin transaction liabilities remained generally stable, experiencing only minor fluctuations. From 31 March 2010 to 30 September 2010, however, the value of our margin transaction liabilities decreased by 16.6% primarily due to a greater use of our own fund securities as opposed to borrowing them from Japan Securities Finance Co., Ltd.

### Cash segregated as deposits

Cash segregated as deposits is related to customer assets which are required to be segregated in compliance with FIEA, which mainly consists of cash deposits from SBI SECURITIES Co., Ltd.'s securities brokerage customers for margin and foreign exchange transactions. As of 31 March 2008, 2009 and 2010 and 30 September 2010, we had cash segregated as deposits of ¥313.9 million, ¥266.4 million, ¥318.9 million and ¥308.7 million, respectively. The 15.2% decrease in cash segregated as deposits as of 31 March 2009 compared to 31 March 2008 was primarily a result of a decrease in investment activity by individual brokerage customers due to unfavourable market conditions amid the global financial crisis. The 19.7% increase in cash segregated as deposits as of 31 March 2010 compared to 31 March 2009 was mainly due to higher investment activity by individual brokerage customers due to improved market conditions. Cash segregated as deposits decreased by 3.2% as of 30 September 2010 compared to 31 March 2010 primarily because due to lower investment activity by individual brokerage customers as a result of highly volatile market conditions.

### Guarantee deposits received

Guarantee deposits received are margin requirements from SBI SECURITIES Co., Ltd.'s margin trading customers. As of 31 March 2008, 2009 and 2010 and 30 September 2010, we had guarantee deposits received of ¥272.0 million, ¥258.1 million, ¥282.4 million and ¥277.8 million, respectively. The 5.1% decrease in guarantee deposits received as of 31 March 2009 compared to 31 March 2008 was primarily a result of a decrease in investment activity by individual brokerage customers due to unfavourable market conditions amid the global financial crisis. The 9.4% increase in guarantee deposits received as of 31 March 2010 compared to 31 March 2009

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was mainly due to higher investment activity by individual brokerage customers due to improved market conditions. Guarantee deposits received decreased by 1.6% as of 30 September 2010 compared to 31 March 2010 primarily because of a decrease in investment activity by individual brokerage customers as a result of highly volatile market conditions.

### **Total assets**

As at 30 September 2010, we had total assets of ¥1,254.9 billion, representing a slight increase of ¥24.9 billion, or 2.0%, from ¥1,229.9 billion as at 31 March 2010. This increase in total assets mainly reflected a ¥13.2 billion, or 32.0%, increase in investment securities as we sought to increase our investments in affiliate companies such as SBI Sumishin Net Bank, Ltd., Korea Technology Investment Corporation and Tien Phong Commercial Joint Stock Bank. In addition we had a ¥5.6 billion, or 2.1%, increase in margin transaction assets, and a related increase in margin loans to customers of ¥24.1 billion, or 10.9%, as the number of margin transactions by our customers increased, and a ¥6.5 billion, or 185.3%, increase in trading assets from an increase in foreign exchange transactions by our customers. This increase was partially offset by a ¥10.2 billion, or 3.2% decrease in cash segregated as deposits for customers of SBI SECURITIES Co., Ltd.

Total assets of ¥1,229.9 billion as at 31 March 2010 represented an increase of ¥150.7 billion, or 14.0%, from ¥1,079.2 billion as of 31 March 2009. This increase in total assets mainly reflected a ¥80.8 billion, or 44.7%, increase in margin transaction assets, which reflected an increase in margin loans to customers, a ¥52.5 billion, or 19.7%, increase in cash required to be segregated under regulations, a ¥16.3 billion, or 15.5%, increase in operational investment securities, which primarily reflected our continuing investments in operational investment securities, and a ¥16.6 billion, or 13.1%, increase in cash and deposits, and a ¥12.0 billion, or 140.3%, increase in property and equipment, which primarily reflected the change in status of a portion of our real estate inventory from real estate held for sale to real estate held for investment. This increase was partially offset by a ¥13.2 billion, or 27.5%, decrease in operational loans receivable, and a ¥7.7 billion, or 21.2%, decrease real estate inventory.

As at 31 March 2009, we had total assets of ¥1,079.2 billion, representing a decrease of ¥140.0 billion, or 11.5%, from ¥1,219.2 billion as of 31 March 2008. The largest factors behind this decrease were a ¥112.1 billion, or 38.3%, decrease in margin transaction assets, reflecting a decrease in margin loans to customers due mainly to unfavourable conditions in the stock market, a ¥47.6 billion, or 15.2%, decrease in cash required to be segregated under regulations, and a ¥33.2 billion, or 20.7%, decrease in cash and deposits. This decrease was partially offset by a ¥75.5 billion increase in goodwill, which primarily reflected the share exchange transaction through which SBI SECURITIES Co., Ltd. became a wholly owned subsidiary in August 2008.

### **SELECTED FINANCIAL RATIOS**

The following are the benchmark values of selected financial ratios of the Company's subsidiaries engaged in the banking, insurance and securities industries as stipulated under the applicable rules, regulations and laws of the jurisdictions where these subsidiaries operate:

Solvency margin ratio(insurance): over 200%

Capital-to-risk ratio(securities): over 140%

Capital adequacy ratio(banking): over 4%



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The following table sets forth, for the periods indicated, certain financial ratios of the Company. The Company has complied with the solvency margin ratio, capital-to-risk ratio, and capital adequacy ratio over the Track Record Period. For a discussion of the different financial ratios, please see the section in this document headed "Supervision and Regulation."

Ratio/Measure	Fiscal year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				<i>(unaudited)</i>	
Solvency margin ratio <sup>1</sup> . . .	19,533.5%	5,893.0%	3,478.8%	8,176.3%	5,201.1%
Capital-to-risk ratio <sup>2</sup> . . . . .	652.4%	1,064.7%	427.4%	973.4%	442.3%
Capital adequacy ratio <sup>3</sup> . . .	21.39%	9.82%	8.56%	9.56%	9.45%

1. Only applicable to our subsidiary, SBI Insurance Co., Ltd. The ratio is in compliance with the regulatory requirement under the Insurance Act of Japan (Act No. 56 of 2008, as amended).
2. Only applicable to our subsidiary, SBI SECURITIES Co., Ltd. The ratio is in compliance with the regulatory requirement under the FIEA.
3. Only applicable to our equity-method affiliate, SBI Sumishin Net Bank, Ltd. The ratio is in compliance with the regulatory requirement under the Money Lending Business Act of Japan and the Banking Act of Japan (Act No.59 of 1981, as amended).

### Solvency Margin Ratio

The solvency margin ratio is a standard designed to measure the ability of insurance companies to make payments for insurance claims and other claims upon the occurrence of unforeseeable events such as natural disasters. As of 31 March 2008, 2009 and 2010 and 30 September 2010, we had a solvency margin ratio of 19,533.5%, 5,893.0%, 3,478.8% and 5,201.1%, respectively. The decrease in our solvency margin ratio from 31 March 2008 to 31 March 2010 was mainly due to a decrease in our net asset caused by an increase of accumulated losses, in conjunction with an increase in risk resulting from an increase in insurance contracts entered into. The insurance contracts entered into increased as SBI Insurance Co., Ltd. continued to attract customers through its relatively low rates in the industry and its InsWeb insurance comparison and estimation website.

### Capital-to-Risk Ratio

Capital-to-risk ratio, or CRR, is calculated by dividing quantified business risk by adjusted capital. Under the CRR formula, risk is quantified in a manner specified in an ordinance under the FIEA, which takes into account market risk, counterparty risk and operational risk. As of 31 March 2008, 2009 and 2010 and 30 September 2010, our CRR was 652.4%, 1,064.7%, 427.4% and 442.3%, respectively. The 412.3% increase in our CRR from 31 March 2008 to 31 March 2009 was mainly due to the provision of short-term loans to another Group company in the fiscal year ended 31 March 2009 in replacement of purchased debt securities, which resulted in an increase in capital of SBI SECURITIES Co. Ltd. as short-term loans are not deductible from total capital for calculation of CRR. The 637.3% decrease in our CRR from 31 March 2009 to 31 March 2010 was mainly due to a roll-over of short-term loans amounting to ¥83.9 trillion in the fiscal year ended 31 March 2010 to fund the working capital needs of other Group companies. The roll-over of short-term loans will be regarded as long-term loans and deductible from total capital under the CRR calculation, which resulted in a decrease in total capital as at 31 March 2010.



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### Capital Adequacy Ratio

The capital adequacy requirements applicable to the banks with international operations require a target minimum standard capital adequacy ratio of 8%, and to the banks with only domestic operations like SBI Sumishin Net Bank Ltd. a target minimum standard capital adequacy ratio of 4%. As of 30 September 2010, our capital adequacy ratio was 9.45% compared to 8.56% as of 30 March 2010, 9.82% as of 31 March 2009 and 21.39% as of 31 March 2008. The 1.26% decrease in our capital adequacy ratio as of 31 March 2010 compared to 31 March 2009 and the 11.57% decrease as of 31 March 2009 compared to 31 March 2008 were primarily due to an increase in the housing loans balance of SBI Sumishin Net Bank Ltd. The reason for the higher percentage decrease from the fiscal year ended 31 March 2008 to the fiscal year ended 31 March 2009 was a rapid increase in the housing loan balance, from ¥26.5 billion as of 31 March 2008 to ¥219.8 billion as of 31 March 2009, in relation to the amount of net assets, which did not increase significantly over the same period.

### LIQUIDITY AND CAPITAL RESOURCES

The principal source of our liquidity is cash generated from our operations. In addition to net cash generated from operations, we use short- and long-term borrowings as well as equity capital raised through public offering to fund capital expenditures, including strategic investments and acquisitions. Our short- and long-term funding sources may vary from period to period, but they have generally included a mix of equity and debt securities issued in the Japanese and other overseas capital markets and credit facilities with domestic and international banks. We did not experience any liquidity shortage during the Track Record Period.

As at 30 September 2010, we had cash and cash equivalents of ¥133,705 million. Cash flows from our operations for past periods are not necessarily indicative of the cash flows from operations to be expected for the fiscal year ending 31 March 2011 or for other future periods. Our cash flows from operations in future periods may be lower than expected as a result of the impact of the ongoing global economic crisis on our results of operations or due to other factors. The cash and cash equivalent balances are required to finance our working capital and part of our capital expenditure plans in light of our continuing growth and expansion plans. We manage liquidity risks in an effort to comply with regulatory liquidity guidelines and to ensure that we are able, even under adverse conditions, to meet all our payment obligations and fund our investment and lending opportunities on a timely basis. Our finance department prepares cash flow projections, which are reviewed regularly by our senior management. Specific considerations in determining our appropriate cash position include our forecast working capital and capital expenditure needs and our liquidity ratios. We also aim to maintain a certain level of excess cash to meet unexpected circumstances.

Our funding and treasury policies focus mainly on maintaining our liquidity and avoiding significant concentration of credit risk. Funding and treasury activities are controlled based on the main objectives of managing capital to safeguard our ability to continue as a going concern, maintaining our operations and meeting regulatory requirements.

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The following table sets forth our current assets and current liabilities as at 31 January 2011.

	As at 31 January 2011
	<i>(¥ in millions)</i>
<b>Current Assets</b>	
Cash and Deposits . . . . .	¥167,330
Notes and accounts receivable-trade . . . . .	9,856
Leases receivable and lease investment assets . . . . .	16,004
Short-term investment securities . . . . .	330
Operational investment securities . . . . .	142,602
Allowance for investment losses . . . . .	(4,790)
Operational investment securities-net . . . . .	137,811
Operational loans receivable . . . . .	32,216
Real estate inventories . . . . .	25,908
Trading assets . . . . .	1,128
Margin transaction assets . . . . .	269,169
Loans on margin transactions . . . . .	248,440
Cash collateral pledged for securities borrowing on margin transactions . . . . .	20,728
Short-term guarantee deposits . . . . .	3,615
Deferred tax assets . . . . .	7,867
Others . . . . .	376,660
Allowances for doubtful accounts . . . . .	(2,718)
<b>Total current assets</b> . . . . .	<u><u>1,045,182</u></u>
<b>Current Liabilities</b>	
Short-term loans payable . . . . .	44,413
Current portion of long-term loans payable . . . . .	13,221
Current portion of bonds payable . . . . .	100,060
Accrued income taxes . . . . .	2,852
Advances received . . . . .	2,051
Margin transaction liabilities . . . . .	145,546
Borrowings on margin transactions . . . . .	66,326
Cash received for securities lending on margin transactions . . . . .	79,220
Loans payable secured by securities . . . . .	115,554
Guarantee deposits received . . . . .	291,351
Deposits from customers . . . . .	35,856
Accrued expenses . . . . .	3,697
Deferred tax liabilities . . . . .	2,733
Provision for bonuses . . . . .	55
Other provisions . . . . .	270
Others . . . . .	25,417
<b>Total current liabilities</b> . . . . .	<u><u>783,083</u></u>

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### Sources of liquidity

#### *Borrowings from financial institutions*

Our borrowings are procured from a variety of sources including major banks, regional banks, foreign banks and other financial institutions. The number of financial institutions from which we procured borrowings exceeded 33 as at 30 September 2010. The majority of our loan balance consists of borrowings from Japanese financial institutions. As at 30 September 2010, short-term debt from financial institutions was ¥55,989 million.

As is typical in Japan, contracts for borrowings from Japanese banks contain clauses which require us to pledge assets upon request by the lender when it is considered reasonably necessary for the preservation of their claims. In addition, in banking transaction agreements with some banks, the bank is assigned the right to offset deposits with any debt for which payment is due, and under certain conditions, such as default, banks have the right to offset all our debt with deposits. Whether or not such provisions are actually applied depends upon the actual circumstances at that time, and as at the Latest Practicable Date we have not received any such demand from any lender.

#### *Committed credit facilities*

We enter into committed credit facilities agreements with financial institutions as a means for securing liquidity. The total amount of our committed credit facilities as at 30 September 2010 was ¥146,950 million, of which ¥120,862 million was available for drawdown. The decision to enter into a committed credit facility is made based on our outstanding amounts of cash.

We entered into a ¥20,000 million loan facility on 30 September 2010 with Mizuho Corporate Bank, Ltd. Funds from the facility were used to redeem the outstanding notes issued under our medium term note program and refinance our other debts. The loan interest rate is referenced to TIBOR and final loan repayment date in 28 September 2012.

Our subsidiary, SBI SECURITIES Co., Ltd, entered into a ¥23,500 million syndicated loan agreement on 23 February 2010 with Mizuho Corporate Bank, Ltd., as arranger. The proceeds of the loan were used to fund credit transactions of SBI SECURITIES Co., Ltd. The loan interest rate is referenced to TIBOR plus a spread amount based on the credit rating of SBI SECURITIES Co., Ltd. The loan is divided into four tranches, with the aggregate principal amount of first two tranches totaling ¥8,100 million repayable on 30 March 2012 and the aggregate principal amount of the remaining two tranches totaling ¥15,400 million repayable on 29 March 2013.

Our subsidiary, SBI SECURITIES Co., Ltd., entered into a ¥10,000 million syndicated loan agreement on 23 February 2010 with Mizuho Corporate Bank, Ltd., as arranger. The proceeds of the loan were used to fund credit transactions of SBI E\*Trade Securities Co., Ltd. The loan interest rate is referenced to TIBOR plus a spread amount based on the credit rating of SBI SECURITIES Co., Ltd. The maturity date of the loan is 31 March 2011.

Compliance with covenant conditions is required under committed credit facilities, and some of these covenants include financial restrictions, such as the maintenance of financial ratios and credit rating. In addition, the majority of our committed credit facilities require the relevant debtor to represent and warrant that there has been no material negative change in its financial condition, among other factors, since a specified time. We are currently in compliance with our financial covenants and have been able to make the requested representations and warranties concerning our financial condition.

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### ***Funding from the capital markets***

Funding from the capital markets includes financing such as the issuance of straight bonds, Euro medium term note program, securitization of loans receivables, convertible bonds and stock or other forms of equity finance.

#### **Straight bonds**

We have been issuing straight bonds to diversified investors domestically and internationally. Domestic straight bond issuances are divided mainly into bonds for institutional investors and bonds for individuals. As at 30 September 2010, the balance of straight bonds issued by us was ¥111,500 million. We plan to continue to issue straight bonds in a balanced manner to both institutional and individual investors in accordance with our basic policy of maintaining our long-term debt ratio and the diversity of our funding sources.

#### **Euro medium term note program**

In addition to borrowing from local financial institutions, we have sought to increase our funding by establishing a Euro medium term note program. As at 30 September 2010, our Company was the issuer of an Euro medium term note program with a maximum issuance limit of ¥110.0 billion. Our Euro medium term note issuance is determined and flexibly handled by our finance department based on our funding needs. The total balance of Euro medium term note issued as of 30 September 2010 was ¥110,000 million.

#### **Securitization**

We securitize installment loans primarily in Japan. As at 30 September 2010, the total balance of each of these assets removed from our balance sheet through securitization was ¥181,940 million.

#### **Equity finance**

In June 2010, we completed a public offering of 3,112,000 Shares in the Company in Japan for an issue amount of approximately ¥35,308 million, which we intend to use for investment in internal and external investment funds, as well as investment in, and financing of, financial subsidiaries and overseas financial agencies. The total amount of outstanding planned investment to be made on the existing overseas and domestic funds of the Group was approximately ¥51,800 million as at 30 September 2010 and [●] as at the Latest Practicable Date.

For more information on our short-term and long-term debt, please see Note 12 of the Accountants' Report set out in Appendix I to this document.

## FINANCIAL INFORMATION

### Cash Flow Data

The following table presents a summary of our cash flows for the periods indicated:

	Fiscal years ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(¥ in millions)				
	(unaudited)				
Net cash from (used in) operating activities . . . . .	¥50,073	¥103,034	¥(53,134)	¥(52,149)	¥(30,034)
Net cash used in investing activities. . . . .	(20,610)	(1,104)	(15,563)	(12,816)	(9,793)
Net cash from (used in) financing activities . . . . .	(9,957)	(137,514)	84,599	55,205	32,959
Effects of change in exchange rate on cash and cash equivalents. . . . .	(931)	(102)	(490)	(1,153)	(1,978)
Cash and cash equivalents from newly consolidated subsidiaries . . . . .	25,364	2,875	842	63	—
Cash and cash equivalents decreased resulting from deconsolidation of subsidiaries . . . . .	(23)	(107)	—	—	(28)
Cash and cash equivalents resulting from merger . . .	—	223	15	15	—
Increase (decrease) in cash and cash equivalents . .	43,915	(32,694)	16,269	(9)	(2)
Cash and cash equivalents, beginning of year/period	115,092	159,007	126,312	126,321	142,581
Cash and cash equivalents, end of year/period . . .	¥159,007	¥126,312	¥142,581	¥115,477	¥133,705

### Six months ended 30 September 2010 compared with six months ended 30 September 2009

Cash and cash equivalents totalled ¥133.7 billion as at 30 September 2010, a net increase of ¥18.2 billion compared with the balance of ¥115.5 billion as at 30 September 2009.

#### Cash flows from (used in) operating activities

Net cash used in operating activities for the six months ended 30 September 2010 was ¥30.0 billion compared with net cash used by operating activities of ¥52.1 billion for the equivalent period in the previous fiscal year. This change was mainly attributable to a net increase in margin transaction assets of ¥30.5 billion and a decrease in cash segregated as deposits for customers of ¥16.0 billion associated with lower investment activity by individual brokerage customers compared to the equivalent period in the prior fiscal year.

#### Cash flows used in investing activities

Net cash used in investing activities for the six months ended 30 September 2010 was ¥9.8 billion compared with ¥12.8 billion for the equivalent period in the previous fiscal year. This change was mainly attributed to purchases of investments in subsidiaries of nil. This was offset in part by purchases of investment securities totaling ¥9.3 billion.

#### Cash flow from (used in) financing activities

Net cash from financing activities for the six months ended 30 September 2010 was ¥33.0 billion compared with net cash from financing activities of ¥55.2 billion for the equivalent period in the previous fiscal year. The change primarily reflected a decrease in short-term loans payable in the amount of ¥182 million.

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## FINANCIAL INFORMATION

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### ***Fiscal year ended 31 March 2010 compared with fiscal year ended 31 March 2009***

Cash and cash equivalents totalled ¥142.6 billion as at 31 March 2010, a net increase of ¥16.3 billion compared with the balance of ¥126.3 billion as at 31 March 2009.

#### **Cash flows from (used in) operating activities**

Net cash used in operating activities for the fiscal year ended 31 March 2010 was ¥53.1 billion compared with net cash from operating activities of ¥103.0 billion for the previous fiscal year. This change was mainly attributable to a net increase in margin transaction assets of ¥77.1 billion and an increase in cash segregated as deposits for customers of ¥13.0 billion associated with higher investment activity by individual brokerage customers compared to the prior fiscal year.

#### **Cash flows used in investing activities**

Net cash used in investing activities for the fiscal year ended 31 March 2010 was ¥15.6 billion compared with ¥1.1 billion for the previous fiscal year. This change was mainly attributed to acquisition of new investment securities of ¥7.7 billion and acquisition of new intangible assets totaling ¥7.0 billion.

#### **Cash flow from (used in) financing activities**

Net cash from financing activities for the fiscal year ended 31 March 2010 was ¥84.6 billion compared with net cash used in financing activities of ¥137.5 billion for the previous fiscal year. The change primarily reflected proceeds from our issuance of notes under a Euro medium term notes program in the amount of ¥120.0 billion.

### ***Fiscal year ended 31 March 2009 compared with fiscal year ended 31 March 2008***

Cash and cash equivalents totalled ¥126.3 billion as at 31 March 2009, a net decrease of ¥32.7 billion compared with the balance of ¥159.0 billion as at 31 March 2008.

#### **Cash flows from operating activities**

Net cash from operating activities for the fiscal year ended 31 March 2009 was ¥103.0 billion compared with ¥50.1 billion for the previous fiscal year. Although we recorded a loss before income taxes and minority interests of ¥16.1 billion, we experienced a net reduction in margin transaction assets of ¥108.3 billion associated with sharply lower investment activity by individual brokerage customers.

#### **Cash flows used in investing activities**

Net cash used in investing activities for the fiscal year ended 31 March 2009 was ¥1.1 billion compared with ¥20.6 billion for the previous fiscal year. The change was attributable to the realization of ¥19.3 billion from the sale of securities in subsidiaries, primarily E\*TRADE Korea Co., Ltd in the fiscal year end 31 March 2009. This was offset in part by acquisition of new investment securities totaling ¥7.3 billion and acquisition of additional securities of subsidiaries of ¥5.6 billion.



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## FINANCIAL INFORMATION

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### Cash flow used in financing activities

Net cash used in financing activities for the fiscal year ended 31 March 2009 was ¥137.5 billion compared with ¥10.0 billion for the previous fiscal year. The primary factor was our repayment of ¥108.4 billion in corporate bonds during the fiscal year ended 31 March 2009.

### Capital Expenditures

Our capital expenditures primarily relate to acquisition or upgrading of property and information system infrastructure equipment and intangible assets. The following table sets forth, for the periods indicated, our capital expenditures by operating segment:

	Fiscal years ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	<i>(¥ in millions)</i>				
	<i>(unaudited)</i>				
Asset management . . . . .	¥860	¥656	¥213	¥91	¥7
Brokerage and investment banking . . . . .	2,033	2,821	6,673	3,173	1,682
Financial services . . . . .	2,108	1,200	3,675	2,264	808
Housing and real estate . . . . .	534	912	628	188	172
Other businesses . . . . .	63	481	756	367	505
Eliminations/Corporate . . . . .	(0)	9	—	7	165
Total . . . . .	¥5,600	¥6,082	¥11,947	¥6,093	¥3,339

We expect to fund our capital expenditures through cash flow from operations, working capital facilities, short-term and long-term borrowings and net proceeds from possible working capital generating activities.

## FINANCIAL INFORMATION

### INDEBTEDNESS

As at 31 January 2011 (the latest practicable date for the purpose of the indebtedness statement), our total borrowings were ¥192,541 million, the detail of which is set forth in the table below. Our Directors confirm that there has been no material adverse change in our Group's indebtedness and contingent liabilities since 31 January 2011.

	<b>As at</b> <b>31 January 2011</b> <i>(¥ in millions, except percentage)</i>
<b>Bank loans</b>	
secured . . . . .	2,886
unsecured . . . . .	72,578
guaranteed . . . . .	—
Subtotal . . . . .	<u>75,464</u>
<b>Other borrowings</b>	
Secured . . . . .	
short-term non-recourse loan . . . . .	6,120
short term debt . . . . .	730
current portion of long term debt . . . . .	333
<b>secured total</b> . . . . .	<u>7,183</u>
Unsecured . . . . .	
bonds payable . . . . .	100,600
short term debt . . . . .	1,068
current portion of long term debt . . . . .	190
long term debt . . . . .	8,037
<b>unsecured total</b> . . . . .	109,895
Subtotal . . . . .	<u>117,078</u>
Total borrowings . . . . .	<u>192,542</u>
Current portion of bank loans and other borrowings . . . . .	<u>157,695</u>
Non-current portion of bank loans and other borrowings . . . . .	<u>34,846</u>
<b>Equity</b> . . . . .	<u>468,559</u>
<b>Debt-equity ratio</b> . . . . .	<u>41.1%</u>

## FINANCIAL INFORMATION

The table below sets forth the effective annual interest rates of our bank and other borrowings for the periods indicated:

	Fiscal years ended 31 March						Six months ended 30 September			
	2008		2009		2010		2009		2010	
	Borrowings	Effective interest rate	Borrowings	Effective interest rate	Borrowings	Effective interest rate	Borrowings	Effective interest rate	Borrowings	Effective interest rate
<i>(¥ in millions, except percentages)</i>										
<b>Bank loans and other borrowings</b>										
current portion . . . . .	60,114	1.38% to 6.26%	76,211	0.00% to 4.49%	68,983	0.65% to 9.75%	117,618	0.800% to 4.000%	69,942	0.400% to 9.710%
non-current portion . . . . .	33,579	1.14% to 3.00%	13,283	1.06% to 3.00%	27,620	1.06% to 3.50%	12,866	0.978% to 2.500%	35,274	0.971% to 3.500%
Subtotal . . . . .	<u>93,693</u>		<u>89,495</u>		<u>96,603</u>		<u>130,484</u>		<u>105,216</u>	
<b>Bonds</b>										
current portion . . . . .	106,460	0.29% to 1.24%	41,480	2.08% to 2.08%	112,600	1.70% to 2.30%	50,320	1.70% to 2.73%	111,500	1.84% to 2.30%
non-current portion . . . . .	43,570	1.70% to 2.08%	300	1.70% to 1.70%	—	—	—	—	—	—
Subtotal . . . . .	<u>150,030</u>		<u>41,780</u>		<u>112,600</u>		<u>50,320</u>		<u>111,500</u>	
<b>Total</b> . . . . .	<u>243,723</u>		<u>131,275</u>		<u>209,203</u>		<u>180,804</u>		<u>216,716</u>	

### Repayment of borrowings

The following table sets forth annual principal amounts due by year of maturity for the debt outstanding as at 30 September 2010.

	Amount due				
	within one year or on demand	in the second year	in the third to fifth years	after five years	Total
<i>(¥ in millions)</i>					
Bank loans and overdrafts repayable . . . . .	60,861	10,251	16,376	610	88,098
Bonds . . . . .	111,500	—	—	—	111,500
Finance lease repayable . . . . .	2,406	1,991	5,121	288	9,808
Other borrowings repayable . . . . .	9,082	469	7,567	—	17,119
<b>Total</b> . . . . .	<u>183,949</u>	<u>12,712</u>	<u>29,064</u>	<u>899</u>	<u>226,526</u>

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## FINANCIAL INFORMATION

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### CONTRACTUAL OBLIGATIONS AND OTHER OFF-BALANCE SHEET ARRANGEMENTS

We have certain additional commitments and contingencies that are not recorded on our consolidated balance sheet but may result in future cash requirements. The following table sets forth these other obligations as at 30 September 2010:

	<b>As at</b> <b>30 September 2010</b>
	<i>(¥ in millions)</i>
<b>Commitments</b>	
Operating lease commitments . . . . .	1,021
Subtotal. . . . .	<u>1,021</u>
<b>Contingencies</b>	
Guaranteed bank loans . . . . .	492
Subtotal. . . . .	<u>492</u>
<b>Total</b> . . . . .	<u><u>1,513</u></u>

Our contingent liabilities and commitments include operating lease commitments and guarantees for bank loans. We enter into purchase contracts and operating leases from time to time in connection with our operations. As at 30 September 2010, we had entered into operating leases pursuant to which we had the obligation to make ¥1,021 million lease payments in the aggregate, and had guaranteed bank loans at an aggregate amount of ¥492 million.

As at 30 September 2010, we issued guarantees in the aggregate amount of ¥18,953 million in connection with our bank borrowings and loan payables from financial institutions.

We have not entered into any derivative contracts that are indexed to our Shares and classified as Shareholders' equity, or that are not reflected in our financial statements. Furthermore, we do not have any retained or contingent interests in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. Moreover, we do not have any variable interests in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Except as otherwise disclosed in this document, and apart from intra-Group liabilities, the Company did not have any outstanding mortgages, charges, debentures or other loan capital (issued or agreed to be issued), bank overdrafts, loans, liabilities under acceptance or other similar indebtedness, hire purchase and finance lease commitments or any guarantees or other material contingent liabilities as at 30 September 2010.

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## FINANCIAL INFORMATION

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### QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Market risk is the risk of loss related to adverse changes in market prices, including interest rates and foreign exchange rates of financial instruments. We are exposed to various types of market risks in the normal course of business. We manage our exposure to these and other market risks through regular operating and financial activities. The key market risks to which we are exposed are:

#### Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for us is primarily associated with investments made by our investment funds, our consumer and housing loans business and our facilitation of margin trading, foreign exchange trading and stock lending transactions.

For a summary discussion of our credit risk management policy and procedure, please refer to the section headed “Business — Risk Management” in this document.

#### Foreign Exchange Rate Risk

We conduct our business primarily in Japanese Yen. However, due to the geographic diversity of our businesses, we are exposed to foreign currency risks when making investments denominated in foreign currencies, in particular our asset management business, which has and will continue to invest in different emerging economies in Asia and elsewhere in the world. As a result, fluctuations in the value of these foreign currencies against the Japanese Yen could materially affect our financial condition and results of operations. The value of the Japanese Yen is subject to changes in Japan’s political and economic conditions, as well as world economic and market conditions, all of which are beyond our control.

We are not exposed to foreign exchange rate risk in relation to over-the-counter foreign exchange transactions with counterparties, which we perform in connection with our foreign exchange margin trading business in order to hedge foreign exchange fluctuations in the positions that we take in relation to our customers. However, we face counterparty risk with respect to these over-the-counter foreign exchange transactions with counterparties. Currently, to offset this risk, we engage with counterparties including several of the major European and American financial institutions and the major domestic banks. If unforeseen circumstances should occur such as systemic damage to, or the deterioration of the business and financial condition of, a counterparty, we may not be able to hedge market risk for our customers, which could have an adverse effect on our results of operations and financial condition.

#### Interest Rate Risk

We are exposed to interest rate risk from fluctuations in interest rates on our debt and financing for our business. Our net income is affected by changes in interest rates due to the impact such changes have on finance income and finance cost from short-term deposits and other interest-bearing financial assets and liabilities. Our floating rate debt has an interest rate which is principally determined by reference to several benchmarks such as TIBOR. Upward fluctuations in interest rates increase the cost of new debt and interest cost of outstanding variable rate borrowings, thus adversely affecting our ability to service loans and our ability to raise and service long-term debt and to finance our developments, all of which in turn would adversely affect our results of operations. Fluctuations in interest rates can also lead to significant fluctuations in the fair values of our debt obligations.

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## FINANCIAL INFORMATION

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In connection with our leasing business, we enter into long-term contracts with our customers from time to time, which generally provide for fixed rental payments from customers. However, financing of assets for our leasing business typically involves finance costs that are determined by variable interest rates. As such, we are also subject to the risk of increased interest cost of such financing upon upward fluctuations in interest rates, which could affect the profit margins of our leasing business to the extent we did not hedge the variable interest rate fluctuation with respect to such financing. We enter into interest rate swap contracts to match the term of liability and asset for our long-term lease assets in connection with our leasing business and where our risk exposure is or becomes significant considering relative to our financial position.

We decide whether to incur fixed or floating rate debt after carefully considering economic conditions at the time of the contract and future economic conditions.

### Derivative risk

We use derivatives from time to time as hedges if we decide to hedge foreign currency and interest rate risk. We use derivatives to mitigate or offset changes in cash flow or the fair value of assets and liabilities due to exchange rate and interest rate fluctuations. Derivatives used to hedge exchange rate risk and interest rate risk include foreign currency forward contracts and interest rate swaps.

The use of derivatives exposes us to credit risk on such derivative transactions. We monitor the notional principal amounts, current prices, transaction types and other variables for each counterparty on a regular basis.

We set derivative transaction management rules and guidelines for each Group company that conducts derivative transactions, and our Company’s risk management department is responsible for the overall method of risk management and risk balance, including for derivative transactions.

### Inflation

In recent years, Japan has not experienced significant inflation or deflation, and thus inflation and deflation have not had a significant effect on our business during the past three years. According to the Statistics Bureau in the Japan Ministry of Internal Affairs and Communications, Japan’s overall national inflation rate, as represented by the general consumer price index, was nil, 1.4% and -1.4% for the three years ended 31 December 2007, 2008 and 2009, respectively.

For a summary discussion of our risk management policies and procedures with respect to our top three identified risks, please refer to the section headed “Business — Risk Management” in this document.

### RELATED PARTY TRANSACTIONS

For details of the Related Party Transactions, see Note XVIII to Appendix I, “Accountants’ Report”. Our Directors confirm that all Related Party Transactions are conducted on normal commercial terms, and that their terms are fair and reasonable.

### FINANCIAL INDEPENDENCE

As at the Latest Practicable Date, our Group had no non-trade balances due to Directors, no non-trade balances due from Directors and no non-trade balances due from related parties.



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## FINANCIAL INFORMATION

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### NO MATERIAL ADVERSE CHANGE

Our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since 30 September 2010 (the date to which our latest consolidated financial results were prepared as set out in Appendix I, “Accountants’ Report”).

### DIVIDEND POLICY

Pursuant to the Companies Act and our Articles of Incorporation, through a resolution of the Board of Directors, we may declare dividends to our Shareholders subject to a limit equal to the distributable amount then existing. Pursuant to the Companies Act and the relevant Ordinance of the Ministry of Justice of Japan, the Company’s distributable amount is calculated based on the retained earnings (*joyo kin*) recorded in the Company’s non-consolidated financial statements prepared in accordance with JGAAP (rather than IFRS) with certain adjustments (including the deduction of the book value of any treasury Shares held by the Company). Cash dividends on our Shares, if any, will be paid in Yen. Other distributions, if any, will be paid to our Shareholders by any means which our Directors consider legal, fair and practicable. Dividends paid by our Company to our Shareholders (other than Shareholders holding 5% or greater of our Shares) that are nonresident individuals of Japan or non-Japanese corporations without a permanent establishment in Japan are generally subject to a withholding tax in Japan of 7% for dividends payable prior to 1 January 2012 and 15% thereafter. We are required by Japanese law to withhold such tax prior to payment of dividends.

We had declared and paid dividends in the amount of ¥1,200 per Share, ¥100 per Share and ¥100 per Share, respectively, for the fiscal years ended 31 March 2008, 2009 and 2010. We have not declared or paid any dividend for the six months ended 30 September 2010. Our future dividend policy states that approximately 20% to 50% of our consolidated net income from the preceding fiscal year, if any, will be recommended annually at the end of the financial year for distribution for each financial year. We do not expect to declare interim dividends under our current dividend policy. The amount of dividends actually distributed to our Shareholders will depend upon our earnings and financial condition, operating requirements, capital requirements and any other conditions that our Directors may deem relevant and will be subject to the approval of our Shareholders. There is no assurance that dividends of any amount will be declared or distributed in any year.

### DISTRIBUTABLE RESERVES

Dividends can be paid out from the distributable amount which is determined in accordance with the Companies Act. For details on how the distributable amount is determined under the Companies Act, please refer to the section headed “Summary of the Constitution of our Company, Certain TSE and OSE Listing Regulations and Japanese Corporations Law — Japanese Corporations Law — Dividends and distributions” in Appendix V to this document.

We had distributable reserve of ¥80,588 million, ¥130,607 million, ¥129,925 million and ¥128,248 million, respectively, as at 31 March 2008, 2009, 2010 and 30 September 2010.

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## FINANCIAL INFORMATION

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### PROPERTY INTERESTS

For details relating to our property interests, see Appendix IV, “Property Valuation”. Jones Lang LaSalle Sallmanns Limited, an independent property valuation firm, has valued the properties owned and leased by us as at 31 December 2010. The text of its letter, summary of values and valuation certificate are set out in Appendix IV, “Property Valuation”.

The following table presents the reconciliation of the net book value of the relevant property interests, including land use rights, as at 31 December 2010 to their fair value as at 31 December 2010 as stated in Appendix IV, “Property Valuation”.

#### Property interests reconciliation

	<i>¥ in millions</i>
Net book value as at 30 September 2010	
Property and equipment and construction in progress . . . . .	41,915
Movements for the three months ended 31 December 2010	
Additions, deletions, depreciation . . . . .	<u>(3,047)</u>
Net book value as at 31 December 2010 . . . . .	38,868
Valuation deficit as at 31 December 2010 . . . . .	<u>(15,735)</u>
Valuation as at 31 December 2010 . . . . .	<u><u>23,133</u></u>

### RECENT DEVELOPMENTS

As a listed company on the both the TSE and OSE, we are required to publish quarterly unaudited interim financial information prepared in accordance with JGAAP in compliance with applicable Japanese securities regulatory requirements. Because we released certain interim financial statements regarding the third quarter of 2010 and related management’s discussion and analysis prior to the date of this document, we have included these interim condensed consolidated financial statements as Appendix II to this document. The quarterly condensed consolidated financial statements included in “Appendix II — Unaudited Interim Financial Information” to this document were prepared in accordance with JGAAP and have been reviewed by our reporting accountants in accordance with certain applicable regulatory rules and requirements. The accounting policies used in our unaudited interim financial statements are in accordance with JGAAP. These quarterly condensed consolidated financial statements have been included in our report published on TDnet.

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it is incomplete and is subject to change. This Web Proof Information Pack must be read in conjunction with the section headed “Warning” on the cover of this Web Proof Information Pack.

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## **FUTURE PLANS**

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### **FUTURE PLANS AND PROSPECTS**

Please refer to the section headed “Business — Strategies” in this document for a detailed description of our future plans.

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## SUPERVISION AND REGULATION

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### OVERVIEW

Our Group is engaged in the provision of a wide range of financial services in Japan. Among the various laws and regulations which relate to financial services in Japan, the FIEA is one of the most relevant pieces of legislation to our Group’s operations. It regulates the Financial Instruments Business, which is a term broadly defined to cover most types of securities-related businesses, including asset management businesses, investment advisory businesses, and businesses in the securities industry. On the other hand, the FIEA does not cover the businesses of general banking or insurance, which are primarily subject to the laws and regulations of the Banking Act and the Insurance Business Act, respectively. Also, our Group is regulated by the laws and regulations relating to real estate and construction. The Group has complied with all the relevant regulatory requirements and obtained all relevant and necessary permits/licences for its operations. There are no potential non-compliance administrative penalties. The Company intends to ensure on-going compliance with all relevant regulatory requirements.

Moreover, our Group has been expanding its finance and other businesses to overseas. To date, the amount of these businesses is relatively small compared with investments in overseas financial institutions. However, the effect of laws and regulations in each are expected to rise in accordance with future expansion of businesses. In most cases, there are regulations in each jurisdiction commensurate with the FIEA, the Banking Act, the Insurance Business Act and other laws and regulations in Japan. Our Group is required to be in strictly compliance with these regulations, and to monitor any amendments.

Please note that the following descriptions and explanations are in respect of the key areas of the most important laws and regulations relating to our Group and are not an exhaustive discussion of all laws and regulations which may affect our Group.

### FINANCIAL INSTRUMENTS AND EXCHANGE ACT

The FIEA regulates most aspects of transactions and businesses that relate to financial instruments in Japan, including public and private offerings, secondary trading of securities, certain derivatives transactions, investment advisory, investment management, proprietary trading system (“PTS”), ongoing disclosure by issuers, large shareholding reports, tender offers for securities, the organization and operation of securities exchanges and self-regulatory associations, and the registration, authorisation, operation and supervision of securities firms.

Under the FIEA, financial instruments businesses (which is defined in the FIEA) are classified as (i) a type 1 financial instruments business, which is defined in the FIEA as covering securities business conventionally conducted by securities firms; (ii) a type 2 financial instruments business, which includes the business of offering certain types of illiquid securities, such as limited partnership interests; (iii) a investment management business; and (iv) investment advisory and agency business, which includes the business of providing investment advisory services on a non-discretionary basis.

A financial instruments business operator that conducts a type 1 financial instruments business (the “**Type 1 FIBO**”), such as SBI Securities Co. Ltd., and SBI Japannext Co. Ltd. are subject to extensive regulations under the FIEA, including regulations regarding entry into the financial instruments business, the scope of business in which they may engage, the conduct of the financial instruments business and regulatory capital for Type 1 FIBO. Type 1 FIBOs are also subject to the rules and regulations of a self-regulatory organization, such as the Japanese stock exchanges and the JSDA. A financial instruments business operator that conducts an investment management business, including SBI Asset Management Co., Ltd., is also subject to extensive regulations under the FIEA.

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## SUPERVISION AND REGULATION

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### Licensing Requirement

Under the FIEA, a joint stock corporation wishing to engage in a type 1 financial instruments business, such as the purchase and sale of securities, the intermediation, brokerage and agency of securities, and the underwriting, handling of offering distribution of securities, over-the-counter (“OTC”) derivative transaction and custody service for customers must file a registration application with the DGLFB of the jurisdiction in which its head office is located and is required to be registered by the DGLFB before commencing operations. The DGLFB may accept or reject a registration based on certain criteria, including, among others, the amount of the applicant’s stated capital and net assets, its capital adequacy, whether the applicant is in violation of the FIEA, qualifications of the directors, officers and statutory auditors of the applicant and the principal shareholders of the applicant, and whether the applicant has sufficient personnel organization.

To be registered as a Type 1 FIBO, stated capital and net assets of fifty million Yen or more is required and shall be maintained. In the case of a Type 1 FIBO engaging in the underwriting business as a lead managing underwriter, required stated capital and net assets must be five-hundred million Yen (or three billion Yen, depending upon amount of underwriting) or more. Moreover, a Type 1 FIBO engaging in a business dealing with a PTS, for which an FSA authorisation is required in advance in addition to the registration, is required and shall keep a stated capital and net assets of three-hundred million Yen or more. Net assets shall be obtained by deducting the total amount of liabilities (excluding the amount of financial instruments transaction liability reserve and certain allowance and reserve) from the total amount of assets. The registration book of Type 1 FIBOs is made available for public inspection at the relevant Local Finance Bureau.

### Registrations Concerning Scope of Business

Under the FIEA, registered and authorised Type 1 FIBOs may conduct a type 1 financial instruments business and businesses incidental thereto, such as the lending of securities, the lending of money in connection with margin trading and providing advice on and information concerning securities (excluding an investment advisory business), without any notification or approval. Further, Type 1 FIBOs may conduct certain side businesses specified under the FIEA by notifying the Commissioner of the FSA or the relevant DGLFB without delay. In addition, subject to the applicable laws and regulations, Type 1 FIBOs may conduct any other business approved by the Commissioner of the FSA or the relevant DGLFB, unless the business is against the public order or adversely affects investor protection due to difficulty in managing the risk of losses that may occur in connection with the business.

Under the FIEA, banks, including SBI Sumishin Net Bank, Ltd., could not engage in any financial instruments business relating to securities except for certain approved activities. Due to gradual deregulation, the FIEA now allows banks to underwrite and deal in Japanese government bonds Japanese local government bonds, Japanese government guaranteed bonds, commercial paper and certain bonds issued by special purpose companies; to sell beneficiary certificates of investment trusts and securities issued by an investment company; and to engage in listed or OTC derivative transactions, excluding certain securities-related derivative transactions, as well as in the financial instruments intermediary business, each subject to registration with the FSA.

### Regulations on Business Operation by Financial Instruments Business Operators

Business practices of financial instruments business operators, including Type 1 FIBOs, are also subject to various regulatory requirements under the FIEA and the regulations thereunder. A financial instruments business operator must clearly inform its customers other than Professional Investors (as defined in the FIEA) (“**General Customers**”) of the type of transactions to be entered into and deliver to the General Customers documents explaining the outline of securities or derivatives transactions and certain other matters in advance of transactions, and must prepare

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and deliver without delay transaction reports regarding transactions of certain financial instruments to the General Customers after the execution of the transaction. Further, a financial instruments business operator must establish and publish the policies and methods by which it executes orders by customers of certain securities transactions, such as the sale and purchase of securities or derivatives transactions on the best available terms. A financial instruments business operator must deliver such policies and methods to the General Customers in writing in advance and execute orders in accordance with those policies and methods. In addition, a financial instruments business operator and its officers and employees are prohibited from engaging in certain actions specified in the FIEA and regulations thereunder, including:

- front-running;
- soliciting customers by providing decisive opinions that prices will rise or fall in connection with the purchase and sale of securities or derivatives transactions;
- concluding agreements with customers under which a securities firm has a full or some extent of discretion to execute securities or derivatives transactions on behalf of the customer; and
- engaging in excessive and simultaneous solicitation of a large number of customers over a period of time regarding transactions, entrustment of transaction or other activities in a specified and small number of securities or derivatives, which activities could cause distortion of the fair pricing of the subject securities or derivatives.

A financial instruments business operator and its officers and employees are also prohibited from offering, or making an agreement, to compensate a customer for losses resulting from securities transactions or derivatives transactions, or from compensating any customer for losses resulting from securities transactions or derivatives transactions.

Further, securities firms are subject to regulations under the FIEA relating to margin trading.

Under the FIEA, a Type 1 FIBO's fiscal year must commence on 1 April of each year and end on 31 March of the next year. A financial instrument business operator, including a Type 1 FIBO, is required to file with the Commissioner of the FSA or the relevant DGLFB annual business reports regarding its business and assets every fiscal year. A financial instrument business operator is also required to prepare annual explanatory documents regarding its business and assets every fiscal year and make those documents available for public inspection for a period of one year at all of its sales offices. Further, a financial instruments business operators must give notice without delay to the Commissioner of the FSA or the relevant DGLFB upon the occurrence of certain events, such as the suspension or reopening of the financial instruments business, a merger with another company, the acquisition of more than 50% of the total voting rights of a certain financial institution, acquisition by another corporation of more than 50% of the total voting rights of the financial instruments business operator (limited to those engaged in type 1 financial instruments business or investment management business), an application for bankruptcy, corporate reorganization or civil rehabilitation, the abolishment of its financial instruments business and the transfer of all or a part of its business.

To provide against the risks of bankruptcy, a financial instruments business operator must keep in custody the securities deposited with it by its customers and the securities held by it on its customers' accounts separately from its own assets and in a secure and orderly manner, and, in connection with cash deposited with it by its customers with regard to transactions related to its securities business or derivatives transactions, substitute securities deposited with it by its customers as collateral for margin trading, and other certain money and securities, must keep in an outside trust account an amount of money equivalent to the amount required to be returned to



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customers if the financial instrument business operator were to cease its financial instruments business. Further, to enhance investor protection, a Type 1 FIBO is required to be a member of an investors protection fund under the FIEA. The Investor Protection Funds is funded by assessments on securities firms that are members of the fund. The Investor Protection Fund of which a Type 1 FIBO is a member will provide protection of up to ¥10 million per customer in the event that a member securities firm defaults on its obligation to return customer assets to its customers. The Investor Protection Fund covers claims related to customer securities deposited with the failing Type 1 FIBO and certain other claims of customers. The Investor Protection Fund also may make loans to member Type 1 FIBOs to facilitate payment without delay by the Type 1 FIBO to their customers with respect to claims regarding customers’ assets. Type 1 FIBOs, as members of the Investor Protection Fund, must pay to the fund amounts required to be paid in accordance with the fund’s regulations. These amounts are aggregated by the Investor Protection Fund and used for its business conducted to accomplish the fund’s purpose.

Further, a Type 1 FIBO must have a financial instruments transaction liability reserve proportional to its transaction volume in accordance with the FIEA and the regulations thereunder. Unless otherwise approved by the Commissioner of the FSA or the relevant DGLFB, the reserve may be used only for the purpose of compensating customers for losses arising from illegal or inappropriate acts of the Type 1 FIBO, or its officers or employees, in connection with securities or derivatives transactions.

### Large Shareholding of Financial Instruments Business Operators

A shareholder who holds 20% (or in certain cases, 15%) or more of the voting rights of a financial instruments business operator (limited to those engaged in type 1 financial instruments business or investment management business) (“**Target FIBO**”), defined for the purpose of this section as a major shareholder, is subject to the provisions of the FIEA. A shareholder must file a report regarding the voting rights it holds with the relevant DGLFB if it becomes a major shareholder, and if it later ceases to be a major shareholder, it must give notification to that effect to the relevant DGLFB. A shareholder who holds more than 50% of the voting rights of a major shareholder or certain affiliate company of a major shareholder is also subject to above regulations as a major shareholder even if it does not hold any or holds less than 20% (or in certain cases, 15%) of voting rights of a Target FIBO directly. A shareholder who holds 20% (or in certain cases, 15%) or more of the voting rights of a holding company as defined in the Act Relating to Prohibition of Private Monopoly and Methods of Preserving Fair Trade (“**Holding Company**”) that holds more than 50% of the voting rights of a Target FIBO is also subject to regulations identical to those applicable to a major shareholder.

If a person has failed to file a report or files a report containing a misstatement, the person shall be punished by imprisonment with work for not more than 6 months or by a fine of not more than ¥500 thousand, or both. Also, in the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company has failed to file a report or files a report containing a misstatement with regard to the business or property of the company, the offender shall be punished by imprisonment with work for not more than 6 months or by a fine of not more than ¥500 thousand, or both, and the company is liable to be punished by a fine of not more than ¥500 thousand.

Under the amendment to the FIEA in 2010, which will come into force on 1 April 2011, a shareholder who holds 50% or more of the voting rights of a Target FIBO (“**Specified Major Shareholder**”) is subject to the following regulations: A Specified Major Shareholder must file a report regarding the voting rights it holds with the relevant DGLFB if it becomes a Specified Major Shareholder, and if it later ceases to become a Specified Major Shareholder, it must give

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notification to that effect to the relevant DGLFB. When the Commissioner of the FSA or the DGLFB finds it particularly necessary for the public interest or protection of investors in light of the status of the business or property of a Specified Major Shareholder (including the status of property of a subsidiary juridical person, etc.), the Commissioner of the FSA or the DGLFB may order the Specified Major Shareholder to take necessary measures for improving the financial instruments business operator’s business operation or the status of its property, within the limit necessary. As is the case in a major shareholder, a shareholder who holds more than 50% of the voting rights of a major shareholder or certain affiliate company of a major shareholder is subject to above regulations as a Specified Major Shareholder.

### Supervision and Enforcement

The Prime Minister of Japan has the authority to regulate the financial instruments business, which authority is delegated to the Commissioner of the FSA under the FIEA. The Commissioner of the FSA delegates certain authority to the DGLFB to inspect local securities firm and branches. Each of the Commissioner of the FSA, the Securities and Exchange Surveillance Commission (the “**SESC**”) and the DGLFB has the authority to supervise financial instruments business operators and their major shareholders under the FIEA. The Commissioner of the FSA or the DGLFB may order the revocation of the registration or authorisation, the suspension of a business within a six-month period and changes to its operation or other actions necessary for supervision in certain cases, such as where a financial instruments business operator violates the applicable laws and regulations or where there is a risk that a financial instruments business operator may become insolvent based on the condition of its business or its assets. Further, the Commissioner of the FSA or the DGLFB may order a financial instruments business operator to discharge a director or statutory auditor who has become disqualified or has not complied with applicable laws and regulations. To supervise financial instruments business operator effectively, the Commissioner of the FSA and the DGLFB may order a financial instruments business operator, its parent holding company or other related parties specified in the FIEA to submit certain reports or materials, and may have the personnel of the FSA and the Local Finance Bureau inspect its financial condition or its books and records and other materials. Further, a major shareholder is also subject to inspections by the Commissioner of the FSA and the DGLFB. The SESC, an external agency of the FSA, is also delegated certain authority to conduct the day-to-day monitoring of the securities market. The SESC also may conduct inspections of financial instruments business operator, their parent holding companies or other related parties specified in the FIEA in order to perform its monitoring function effectively.

In cases specified under the FIEA, such as a financial instruments business operator’s cessation of its financial instruments business (excluding investment advisory and agency business) and the dissolution or transfer of all or a part of its business, a post-fact notice to that effect must be submitted to the DGLFB within 30 days after the event occurs (other than a dissolution as a result of bankruptcy). The financial instruments business operator must give public notice (followed by a notice to the DGLFB or the Commissioner of the FSA) of any such event 30 days before the event occurs and must post a notice in all of its business offices. Further, the financial instruments business operator must settle all securities transactions and derivative transactions with its customers and return to them all assets deposited by them and assets held by the financial instruments business operator on their behalf without delay after the public notice.

### Regulatory Capital Rules

Under the FIEA, in order to maintain the soundness of its financial condition, a Type 1 FIBO is required to maintain a prescribed capital adequacy ratio, defined as the ratio of its adjusted capital to the quantified total of its business risks, on a non-consolidated basis. The FIEA requires Type 1 FIBO to file month-end reports regarding their capital-to-risk ratio (“**CRR**”) with the

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Commissioner of the FSA or relevant Local Finance Bureau and to disclose their CRR to the public on a quarterly basis. A Type 1 FIBO must also file a report on a daily basis with the Commissioner of the FSA or the DGLFB if its CRR falls below 140%. The FIEA gives the Commissioner of the FSA and the DGLFB certain powers to act if the ratio falls further. Specifically, if the ratio falls below 120%, the Commissioner of the FSA or the DGLFB may order the securities firm to change its method of business or to deposit its property with public authorities or order other measures for the public interest and the investor protection, as necessary. The Commissioner of the FSA or the DGLFB may order a Type 1 FIBO whose ratio falls below 100% to temporarily suspend all or part of its business for up to three months, and the Commissioner of the FSA or the DGLFB may revoke the registration of a securities firm if the ratio remains below 100% for a period of three months after the date of the suspension order and there is no prospect that the ratio will recover.

CRR is calculated by dividing quantified business risk by adjusted capital. Adjusted capital is defined shareholders’ equity less illiquid assets. Shareholders’ equity mainly consists of stated capital, additional paid-in capital, legal reserves, retained earnings, treasury shares, certain other reserves, certain allowances for doubtful accounts, net unrealised losses in the market value of available-for-sale securities and certain subordinated debts. Illiquid assets generally include non-current assets, deferred assets, certain current assets, including certain deposits, short-term loans to affiliates, advances and prepaid expenses, certain securities issued by related companies including affiliates, and assets secured for other parties. Business risks are divided into three categories:

- market risk, which is the risk that the values of certain assets, including securities, will erode due to a decline in their market value or other reasons,
- counterparty risk, which is the risk of loss that may be caused by event of default by a counterparty on its commitment or other reasons, and
- operational risks, which are the risks monitored in the carrying out of daily operations, such as administrative problems with securities transactions and clerical mistakes.

Each of the above categories of risk is quantified in a manner specified in an ordinance under the FIEA.

### **Consolidated Regulation and Supervision**

The amendment to the FIEA in 2010 which will come into force by 1 April 2011 intends to introduce the consolidated regulation and supervision of the Type 1 FIBO. As the downstream consolidated regulation and supervision, the Type 1 FIBO whose total assets exceed a certain amount (the “**SFIBO**”) is required to (i) report on the financial conditions of the corporate group to which the SFIBO belongs and (ii) submit business reports on a consolidated basis and capital adequacy requirements on a consolidated basis to the FSA, as well as the SFIBO’s subsidiary companies are subject to the certain supervisory provisions, such as orders for production of reports and inspections. As the upstream consolidated regulation and supervision, certain parent companies, etc. of the SFIBO, which are designated by the FSA, are required to submit business reports on the whole group and capital adequacy requirements on a consolidated basis related to the whole group for the highest positioned entity in the corporate group and are subject to certain supervisory provisions, such as orders to take actions and orders for production of reports and inspections.

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### BANKING ACT

#### Licensing Requirements

Among the various laws that regulate financial institutions, the Banking Act (Act No. 59 of 1881, as amended) and its subordinated orders and ordinances are regarded as the fundamental law for ordinary banks and other private financial institutions. Under the Banking Act, a license must be obtained from the Prime Minister of Japan in order to engage in the banking business, with certain limited exceptions.

Only joint stock corporations with paid-in capital of ¥2 billion or more are entitled to obtain such licenses. The issuance of a license is subject to the satisfaction in terms of such matters as financial condition, prospective results of operations, knowledge and experience to be able to carry out the banking business appropriately, fairly and efficiently and social credibility.

The Prime Minister of Japan also has the authority to order the suspension of businesses in whole or in part, dismiss officers including directors and executive officers and revoke licenses, in the event of violation of material provisions of laws or regulations or in certain other cases prescribed by the Banking Act.

The FSA, its supervisory authorities being delegated from the Prime Minister of Japan, is responsible for supervising and overseeing financial institutions, making policy for the overall Japanese financial system and conducting insolvency proceedings with respect to financial institutions. The Bank of Japan, as the central bank for financial institutions, also has supervisory authority over banks in Japan, based primarily on its contractual agreements and transactions with the banks.

The Banking Act addresses capital adequacy, inspections and reporting, as well as the scope of business activities of a bank and its affiliates, disclosure, accounting, limitation on granting credit and standards for arm’s length transactions and other business operations, and large shareholders of a bank. As a result of the amendment to the Banking Act and FIEA effective as of June 2009, firewall regulations that have an effect to separate a bank from affiliated securities companies have become less stringent, and instead, a bank and its financial affiliates are now expressly required to establish an appropriate system to cope with conflicts of interest within their group companies that may arise from their business operations.

#### Capital adequacy

The capital adequacy requirements applicable to the banks, as set out in the public notification of FSA pursuant to the Banking Act, closely follow the risk-adjusted approach proposed by the Basel Committee. The capital adequacy requirements applicable to the banks with international operations require a target minimum standard capital adequacy ratio of 8%, and to the banks with only domestic operations like SBI Sumishin Net Bank Ltd. a target minimum standard capital adequacy ratio of 4%, (in each case, at least half of which must consist of core capital, or Tier I capital) on both a consolidated and non-consolidated basis.

For the banks with only domestic operations, like the banks with international operations, the capital is classified into three tiers, each of which is referred to as: core capital, or Tier I capital; supplementary capital, or Tier II capital; and junior supplementary capital, or Tier III.

Tier I capital generally consists of total shareholders’ equity; less (i) unrealised losses on available-for-sale securities under JAAP; (ii) any recorded goodwill and (iii) capital increase due to securitisation transactions.

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Tier II capital generally consists of (i) general reserves for loan losses (subject to a limit of 0.625% of total risk-adjusted assets and off-balance sheet exposures); (ii) 45% of the unrealised appreciation in the value of land; (iii) the balance of subordinated perpetual debt; and (iv) the balance of subordinated term debt with an original maturity of over five years and limited-life preferred equity (up to 50% of Tier I capital). Tier II capital may be counted up to the amount equivalent to the Tier I capital (less Tier III capital if applicable).

Tier III capital consists of the balance of subordinated term debt with an original maturity of at least two years. Tier III capital may be counted, subject to certain conditions, according to the amount of market risk or the amount of Tier I capital.

At 12 September 2010, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee on Banking Supervision, announced a substantial strengthening of existing capital requirements for the banks with international operations. Under the agreements, the minimum requirement for common equity, the highest form of loss absorbing capital, will be raised to 4.5% after the application of stricter adjustments. This will be phased in by 1 January 2015. The Tier I capital requirement, which includes common equity and other qualifying financial instruments based on stricter criteria, will increase to 6% over the same period. The FSA may change the capital adequacy requirements applicable to the banks with only domestic operations according to any change agreed with the Basel Committee with necessary modifications.

### **Prompt Corrective Actions**

If the capital adequacy ratio of a bank becomes less than a target minimum standard capital adequacy ratio and the FSA finds it necessary for the adequacy of equity capital of a bank, the FSA may take the following capital-based prompt corrective actions, including (i) an order the bank to submit a business improvement plan to ensure sound management of that bank, (ii) order a suspension of operations or (iii) issue other orders in accordance with the capital adequacy ratio of that bank, according to the criteria specified by the relevant regulations.

In addition, if the FSA finds it necessary to improve a bank's profitability, as a precautionary measure, the FSA may conduct intensive hearings with that bank and order it to submit reports, and if necessary, the FSA may issue a business improvement order to that bank before the bank's capital adequacy ratio becomes less than the target minimum standard capital adequacy ratio.

### **Credit Limit**

The Banking Act restricts the aggregate amount of loans, guarantees and capital investments to any single customer in order to avoid excessive concentration of credit risks and promote fair and extensive use of bank credit. An ordinary bank's aggregate exposure to any single customer is limited by the Banking Act and the related cabinet order. The limit is 40% (or 25% if the customer is a bank's major shareholder) of an ordinary bank's total qualifying capital based on aggregate exposure to any single customer including certain of the customer's affiliates, or 25% (or 15% if the customer is a bank's major shareholder) of the bank's total qualifying capital based on aggregate exposures to any single customer not including the customer's affiliates. The same restriction applies to a bank group on a consolidated basis. Aggregate exposure by a bank group (the bank, its subsidiaries and certain affiliates) to a single customer is 25% (or 15% if the customer is a bank's major shareholder) and to a customer including certain of the customer's affiliates is 40% (or 25% if the customer is a bank's major shareholder) of the total qualifying capital of the group companies.

### **Inspection and Reporting**

The FSA supervises banks by way of both off-site monitoring and on-site examination in accordance with the Banking Act, Supervisory Policies and Examination Manuals.



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A bank must submit annual and semi-annual reports to the FSA that describe the status of the bank's business and property. A bank must also periodically report extensive data to the FSA. Further, the FSA regularly holds various hearings with banks with respect to the operations, risk management, internal audit and other affairs of the banks as part of its off-site monitoring. In addition, the FSA may, when it deems it necessary to ensure the safety and soundness of a bank, require the bank (and if necessary, its subsidiaries and affiliates) to submit additional reports or materials that would be helpful in understanding the status of the business or property of that bank.

The FSA may conduct on-site examinations if it deems it necessary to ensure the safety and soundness of a bank. During such on-site examinations, FSA officials may enter an office or any other facility of a bank, ask questions with respect to the status of the business or property of that bank, and inspect books, documents or other records of that bank. Moreover, to the extent necessary, FSA officials may conduct a similar inspection of a bank's subsidiaries and affiliates.

In addition, the SESC inspects banks in connection with their securities business pursuant to the FIEA as well as financial instruments business operators, such as securities firms.

The Bank of Japan also conducts inspections of banks similar to those undertaken by the FSA. The Bank of Japan Act (Act No. 89 of 1997, as amended) provides that the Bank of Japan and financial institutions may agree as to the form of inspection to be conducted by the Bank of Japan.

### **Acts Limiting Shareholdings of Banks**

The Anti-Monopoly Act (Act No. 54 of 1947, as amended) as well as the Banking Act generally prohibits a bank from holding more than 5% of another non-financial domestic company's voting rights. In addition, a bank's shareholding is limited by the special legislation up to the amount equivalent to its Tier I capital.

### **Large Shareholders of Banks**

Under the Banking Act, a person who intends to hold 20% (or in certain cases, 15%) or more of the voting rights of a bank (defined for the purpose of this section as a major shareholder), including certain shareholders of the major shareholders such as shareholders who hold more than 50% of voting rights of a major shareholder must obtain prior authorisation from the Commissioner of the FSA with certain limited exceptions. In addition, the Commissioner of the FSA may request reports or the submission of materials from, or may inspect any major shareholder if necessary for securing the sound and appropriate operation of the business and protection of depositor of such bank. The Commissioner of the FSA may also impose certain administrative sanctions against major shareholders under the Banking Act, including rescinding the authorisation given to a major shareholder in the event that it violates any laws and regulations or an administrative disposition or acts against the public interest. If a person, without obtaining authorisation from the Prime Minister, holds 20% (or in certain cases, 15%) or more of the voting rights of a bank, the person shall be punished by a non-penal fine of not more than ¥1 million. Also, in the case of a company, the director, executive officer, accounting adviser or the members who are to perform the duties of the accounting advisers, auditor, representative person, administrator, manager, member who executes the operation, or liquidator of the company, shall be punished by a non-penal fine of not more than ¥1 million.

Additionally, under the Banking Act, any person (including certain shareholders of the person such as shareholders who hold more than 50% of voting rights of such person) who becomes a holder of more than 5% of the voting rights of a bank must report its ownership of voting rights or certain changes in, among others to the Commissioner of the FSA or other relevant authority specified in the Banking Act, within five Business Days. If a person who holds more than 5% of the



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voting rights of a bank has failed to submit a report or submits a report containing a misstatement, the person shall be punished by a non-penal fine of not more than ¥1 million. Also, in the case of a company, a director, executive officer, accounting adviser or the members who are to perform the duties of the accounting advisers, auditor, representative person, administrator, manager, member who executes the operation, or liquidator of the company shall be punished by a non-penal fine of not more than ¥1 million.

### **Selling Insurance Products**

Deregulation in the financial services industry has gradually permitted banks in Japan to offer a variety of insurance products including pension-type insurance. Recent further deregulation generally permitted banks in Japan to offer a full range of insurance products in OTC transactions subject to the relevant regulations.

### **Deposit Insurance System and Government Measures for Troubled Financial Institutions**

The Deposit Insurance Act (Act No. 34 of 1971, as amended) is intended to protect depositors if a financial institution fails to meet its obligations. The Deposit Insurance Corporation (“**DIC**”) was established in accordance therewith.

City banks, regional banks, trust banks and various other credit institutions participate in the deposit insurance system on a compulsory basis. SBI Sumishin Net Bank, Ltd. is included in the participants.

The full amount of non-interest bearing demand deposits that are used by depositors primarily for payment and settlement functions are covered by the DIC. Other types of deposits (excluding foreign currency deposits, negotiable certificates of deposits and other types of deposits prescribed by the regulations under the Deposit Insurance Act) are also covered by the DIC up to a principal amount of 10 million Yen, together with any interest accrued thereon, per bank. Currently, the Deposit Insurance Corporation charges insurance premiums equal to 0.107% on the deposits in the settlement accounts, which are fully protected as mentioned above, and premiums equal to 0.082% on the deposits in other accounts.

In situations where the assets of a bank are insufficient to meet its financial obligations, the FSA may order that the business or assets of that bank be placed under the management of a financial administrator under the Deposit Insurance Act. The FSA may appoint the DIC as a financial administrator. Upon issuance of an order for management, the financial administrator shall be given sole authority to represent the failed bank, to operate its business and to manage and dispose of its assets. In principle, the financial administrator must end its management of a bank within one year by transferring the business of that bank to a healthy bank, merging that bank with a healthy bank or by implementing other measures. A financial institution that seeks to purchase the business of or merge with a failed bank may apply for support from the DIC such as a monetary grant, loan or deposit of funds. If no financial institution seeks to acquire the business of a failed bank, the DIC may establish a bridge bank to acquire it. However, SBI Sumishin Net Bank, Ltd. is not in the situation where the assets of the bank are insufficient to meet its financial obligations.

Further, if the failure of a bank may have an extreme effect on Japanese credit markets or of an area where the bank operates its business, the DIC may inject public money into that bank,

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before the failure of that bank. In addition, in case of the failure of a bank, the DIC may give financial assistance to the bank to provide for the payment of deposit insurance claims or temporarily nationalise the bank. In situations where the DIC temporarily nationalises a bank, the DIC must, at the earliest opportunity, make the temporarily nationalised bank:

- merge with another financial institution;
- transfer its business to other financial institution; or
- transfer its shares to other financial institution.

Also insolvency procedures such as bankruptcy, civil rehabilitation, corporate reorganisation or special liquidation may be initiated in cases where the assets of a bank are insufficient to reimburse its financial obligations. However, there have been few cases where financial institutions have entered into insolvency procedures.

Furthermore, against the background of the global financial crisis, in December 2008 the Act Concerning Special Measures for Strengthening of Financial Function (Act No. 128 of 2004, as amended) was amended in order to enable the Japanese government to take special measures in order to strengthen the capital of financial institutions. Under the law, banks and other financial institutions may apply to receive capital injections from the DIC subject to government approval, which will be granted subject to the fulfillment of certain requirements, including, among other things, the improvement of profitability and efficiency, facilitation of financing to mid-small business enterprises in the local communities, and that the financial institution is not insolvent. The application deadline is 31 March 2012. As of the Latest Practicable Date, SBI Sumishin Net Bank, Ltd. had not filed such application.

### **Act Concerning the Temporary Measures for the Facilitation of Finance to Small and Medium-sized Firms and Others**

In response to the recent financial turmoil, this temporary legislation requires financial institutions, among other things, to make an effort to reduce their customers' burden of loan payment by employing methods such as modifying the terms of loans at the request of eligible borrowers including small and medium-sized firms and individual home loan borrowers. The new legislation would also require financial institutions to internally establish a system to implement the requirements of the legislation and periodically make public disclosure of and report to the relevant authority on the status of implementation. This legislation will expire at the end of March 2011.

## **INSURANCE BUSINESS ACT**

### **Licensing Requirements**

We are regulated principally under the Insurance Business Act of Japan (Act No. 105 of 1995, as amended), which governs both life and non-life insurance businesses in Japan. Pursuant to the Insurance Business Act, the Prime Minister of Japan has the authority to supervise insurance companies in Japan. Most of such authority is delegated to the Commissioner of the FSA. In this description below, the term "insurance products" includes annuity products that are sold by non-life insurance companies in Japan. Such annuity products are regarded as insurance products for purposes of the Insurance Business Act, and the term "insurance" should be interpreted accordingly.

There are two types of insurance business licenses, one for underwriting life insurance products and one for underwriting non-life insurance products. The same entity cannot obtain both of these licenses. With regard to joint stock corporations, those with the stated capital of one billion Yen or more are entitled to obtain such licenses. The issuance of a license is subject to the

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satisfaction of certain requirements relating to such matters as financial condition, prospective results of operations, knowledge, experience, insurance products to be offered, and the manner of calculation of insurance premiums and policy reserves. The Prime Minister of Japan also has the authority to order the suspension of businesses in whole or in part, dismiss officers including directors and executive officers, and revoke licenses, in the event of violation of material provisions of laws or regulations or in certain other cases prescribed by the Insurance Business Act.

### **Restrictions Concerning Scope of Business**

Under the Insurance Business Act, insurance companies in Japan are permitted to engage only in the business of underwriting insurance, investing premium revenues and other assets, and certain other businesses provided in the Insurance Business Act (with the prior authorisation of the Commissioner of the FSA, if required).

The Insurance Business Act restricts the types of businesses in which Japanese insurance companies may engage through their subsidiaries to, among other things, banking businesses, certain securities businesses, and certain financial-related and other incidental businesses, with the prior authorisation of, or in certain cases, the prior notice to, the Commissioner of the FSA.

Also, as a result of deregulation, life insurance companies are permitted to have non-life insurance subsidiaries, and non-life insurance companies are permitted to have life insurance subsidiaries.

### **Regulations Concerning Third Sector Insurance Products**

In the Japanese insurance industry, life insurance products and non-life insurance products are called “first sector” and “second sector” insurance products respectively, and insurance products which do not fit into either category are called “third sector” insurance products. Deregulation has gradually relaxed the restrictions imposed on the sale of third sector insurance products, and currently it is possible for life insurance companies (including life insurance subsidiaries of non-life insurance companies) in Japan to sell third sector non-life insurance products. Non-life insurance companies in Japan are also now permitted to sell third sector life insurance products.

### **Restrictions on Shareholdings of Other Companies**

With the exception of certain companies that are allowed to be subsidiaries of insurance companies, the Insurance Business Act as well as the Anti-Monopoly Act as a general rule prohibits an insurance company and/or its subsidiaries from acquiring or holding aggregate voting rights of another non-financial domestic company in excess of 10% of the total voting rights of all shareholders of such domestic company.

### **Regulations on Shareholding of Insurance Companies**

The Insurance Business Act also provides the following regulations for the purpose of supervision of the shareholding of Japanese insurance companies.

Under the Insurance Business Act, a person who intends to hold 20% (or in certain cases, 15%) or more of the voting rights of an insurance company, defined for the purpose of this section as a major shareholder, must obtain prior approval of the Commissioner of the FSA with certain limited exceptions. In addition, the Commissioner of the FSA may request reports or the submission of materials from, or may inspect any major shareholder if necessary for securing the sound and appropriate operation of the business and protection of policyholders of such insurance company. The Commissioner of the FSA may also impose certain administrative sanctions against

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major shareholders under the Insurance Business Act, including rescinding the authorisation given to a major shareholder in the event that it violates any laws and regulations or an administrative disposition or acts against the public interest. If a person, without obtaining authorisation from the Prime Minister, holds 20% or more of the voting rights of an insurance company, the person shall be punished by a non-penal fine of not more than ¥1 million. Also, in the case of a company, a director, executive officer, accounting adviser or the members who are to perform the duties of the accounting advisers, auditor, representative person, manager, member who executes the operation, or liquidator of the company shall be punished by a non-penal fine of not more than ¥1 million.

Additionally, under the Insurance Business Act, any person who becomes a holder of more than 5% of the voting rights of an insurance company must report its ownership of voting rights or certain changes in, among others, the percentage of owned voting rights to the FSA or other relevant authority specified in the Insurance Business Act, within five Business Days. If a person has failed to submit a report or submits a report containing a misstatement, the person shall be punished by a non-penal fine of not more than ¥1 million. Also, in the case of a company, a director, executive officer, accounting adviser or the members who are to perform the duties of the accounting advisers, auditor, representative person, manager, member who executes the operation, or liquidator of the company shall be punished by a fine of not more than ¥1 million.

### Regulations on Business Operations and Ongoing Supervisory Control

The Commissioner of the FSA also has extensive supervisory authority over insurance companies, including issuance of various kind of orders to insurance companies or their subsidiaries.

Insurance companies are subject to various reporting requirements under the Insurance Business Act. Among these requirements, insurance companies in Japan must submit to the Commissioner of the FSA annual and semi-annual business reports in each business year as well as notifications upon events specified in the relevant regulations.

Under the Insurance Business Act, insurance companies are subject to restrictions on the percentage of their general account assets that they may allocate to specified types of investments. General account assets represent total assets less separate account assets and accumulated account assets, as prescribed in the related regulations. Except as approved by the Commissioner of the FSA, the percentage of general account assets allocated to each type of investment may not exceed the following limits:

Type of Investment	Maximum percentage
Domestic stocks and partnership interests . . . . .	30%
Foreign currency-denominated assets . . . . .	30%
Real estate . . . . .	20%
High credit risk bonds, loans and securities lending* . . . . .	10%
Other assets invested in a form similar to securities or other assets . . . . .	3%

\* Bonds, loans and securities lending considered by the FSA to have high credit risk include unsecured bonds with no credit ratings and unsecured loans to unlisted corporations with no credit ratings.

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In addition, under the Insurance Business Act, aggregate investments by an insurance company in any single company and its related companies (including the purchase of debt or equity securities issued by, and loans to or deposits with, such company or any of its related companies) may not exceed 10% (or 3% in the case of loans) of its general account assets, except as approved by the Commissioner of the FSA. If an insurance company has subsidiaries or affiliates, the same shall apply on a consolidated basis *mutatis mutandis*.

Under the Insurance Business Act, insurance solicitors, including sales representatives and independent sales agents, and insurance brokers must be registered with the DGLFB. The DGLFB also have the authority to revoke any existing registration upon the occurrence of certain events provided in the Insurance Business Act and to supervise the operation of such representatives, agents and brokers.

The FIEA, which replaced the Securities and Exchange Law and came into force on 30 September 2007, aims to cover a wide range of financial instruments, as a type of cross-sectoral legal framework for protecting investors. Although insurance policies are not directly regulated by the FIEA, an amendment to the Insurance Business Act revised the regulation of insurance policies with strong investment characteristics, such as foreign currency-denominated insurance and variable insurance, to the effect that the rules for sales and solicitation activities for such insurance products would be subject to similar restrictions as those established under the FIEA.

### **Policyholder Dividends**

The Insurance Business Act provides that the distribution of policyholder dividends by insurance companies must be made in a fair and equitable manner in accordance with the provisions of the related regulations. An insurance company must calculate the amount of profits to be reserved for distribution of policyholder dividends for each type of insurance policy categorized by the nature of the policy, and must choose a calculation method from among those provided in the regulations.

The Insurance Business Act does not require an insurance company which is a joint stock corporation to apply a certain percentage of unappropriated retained earnings to provision for reserve for policyholder dividends.

### **Policy Reserves**

Under the Insurance Business Act, insurance companies in Japan are required to provide policy reserves at the end of each fiscal year for the fulfillment of future obligations under insurance policies. The policy reserves of non-life insurance companies shall be calculated based on the general policy reserve (premium reserve and unearned premium reserve), reserve for disaster risks, contingency reserve, reserve for refunds and reserve for policyholder dividends.

The Insurance Business Act and related regulations provide that the amount of the premium reserve (other than unearned premiums) and reserve for refunds with respect to certain insurance policies specified in such regulations must not be lower than the amount of the "standard policy reserve." The amount of the premium reserve (other than unearned premiums) and reserve for refunds with respect to insurance policies which are not subject to the provision of standard policy reserve, must be calculated as set out in the statement of the manner of calculation of insurance premiums and policy reserves by each non-life insurance company based on the amount of insurance premiums actually received.

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### Solvency Margin Ratio

Under the Insurance Business Act, the Commissioner of the FSA has the authority to set standards for measuring the financial soundness of the management of insurance companies. The solvency margin ratio is a standard designed to measure the ability of insurance companies to make payments for insurance claims and other claims upon the occurrence of unforeseeable events such as natural disasters. The solvency margin ratio (“SMR”) is currently calculated on a non-consolidated basis pursuant to the following formula:

$$\text{Solvency margin ratio (\%)} = \frac{\text{Total solvency margin} \times 100}{\text{Total risk} \times 1/2}$$

“Total solvency margin” represents the sum of the (i) net assets (less certain items), (ii) reserve for price fluctuations, contingency reserve and special catastrophe reserve, (iii) general reserve for possible loan losses, net unrealised gains/losses on securities (multiplied by 90% if gains or 100% if losses) and real estate (multiplied by 85% if gains or 100% if losses); and (iv) certain other items (such as subordinated debt).

“Total risk” is a quantified measure of the total unforeseeable risk borne by the insurance company, which consists of risk amounts calculated based on standards specified by the Commissioner of the FSA.

The amendment to the Insurance Business Act in 2010, which would come into force by 31 March 2012, intends to introduce the SMR standards on a consolidated basis in addition to those on a non-consolidated basis with the aim of protecting policyholders. Although the relevant ministerial ordinance and other related regulations have not yet been promulgated, as a general rule, the new consolidated SMR standards would cover the entire group of companies led by an insurance company or an insurance holding company to reflect the solvency risk of consolidated group companies and of all financial subsidiaries.

### Adjusted Net Assets

Adjusted net assets is one of the indicators used to measure the financial soundness of an insurance company, and the FSA examines adjusted net assets to determine whether a life insurance company is functionally insolvent for the purpose of taking prompt corrective action. See “Supervision and Regulation — Prompt Corrective Action” below.

The amount of adjusted net assets is calculated by subtracting non-capital real liabilities from real assets. For this purpose, real assets represent the aggregate amount to be recorded in the asset section of the balance sheet, which is calculated based on on-balance-sheet assets. The amount of real assets is calculated in accordance with the method promulgated by the Cabinet Office and the Ministry of Finance of Japan, which prescribe, among other things, that the amounts of certain assets, such as securities and real estate, are to be calculated at fair value. For this purpose, non-capital real liabilities represent an amount calculated based on the aggregate amount to be recorded in the liability section of the balance sheet (that is, on-balance-sheet liabilities minus certain reserves and allowances, such as reserve for price fluctuations and contingency reserves). Non-capital real liabilities are calculated in accordance with the method promulgated by the FSA and the Ministry of Finance of Japan.

### Prompt Corrective Action

The Commissioner of the FSA has the authority to order an insurance company with an insufficient solvency margin ratio or negative adjusted net assets to take prompt corrective action. In general, insurance companies with solvency margin ratios of 200% or higher are considered sound. If the ratio falls below 200%, the Commissioner of the FSA may order the insurance



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company to submit and implement a business improvement plan that will reasonably ensure the soundness of the management. If the ratio falls below 100%, the Commissioner of the FSA may order the insurance company to take measures to enhance solvency, including without limitation:

- suspension or reduction of payment of dividends to shareholders or policyholders, or payment of remuneration to directors;
- revision of the manner of calculation of insurance premiums for new insurance policies;
- reduction of business expenses;
- suspension or reduction of investments in certain manners;
- closure of offices other than the head or main office; and
- curtailment of business of subsidiaries and affiliates.

If the solvency margin ratio falls below 0%, the Commissioner of the FSA may order the insurance company to suspend all or part of its operations for a certain period specified by the Commissioner of the FSA; however, even if the solvency margin ratio falls below 0%, if adjusted net assets is a positive amount or expected to be a positive amount, the Commissioner of the FSA may order a suspension of shareholder and policyholder dividend payments and director compensation, or such other measures as may be taken for a company with a ratio from 0% to 100%, rather than suspending the operations of the company.

Furthermore, even if the solvency margin ratio is above 0%, if adjusted net assets is a negative amount or expected to be a negative amount, the Commissioner of the FSA may order the suspension of operations of the insurance company. As stated above, on invocation of prompt corrective action, both the solvency margin ratio and the substantial insolvency criteria based on the adjusted net assets are considered.

### Regulations for the Protection of Policyholders

The Insurance Business Act was amended in 2003 to permit an insurance company which is likely to have difficulty in continuing its business to alter its policy terms and, among other things, reduce the assumed rate of return to policyholders subject to the condition specified in the relevant regulations.

The Insurance Business Act prescribes the establishment and manner of operations of corporations for the protection of insurance policyholders and requires that all non-life insurance companies participate in such a corporation. The Non-Life Insurance Policyholders Protection Corporation of Japan (the "NLIPPC"), is the sole corporation for the protection of non-life insurance policyholders that has been established to date. All non-life insurance companies in Japan are members of the LIPPC and make contributions to the NLIPPC pursuant to the Insurance Business Act and the articles of incorporation of the NLIPPC.

The NLIPPC is principally responsible for providing support to maintain outstanding insurance policies issued by failing non-life insurance companies.

The Insurance Act (Act No. 56 of 2008), which was newly promulgated in June 2008 as the law which generally governs insurance contracts. In addition to the establishment of rules for a change of insurance beneficiary and measures to prevent moral hazard and other improvements, the Insurance Act also strengthens policyholder protections, as compared to previous legislative measures.

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### **Large Shareholders of Insurance Companies**

Under the Insurance Business Act, a person who intends to hold 20% or more of the voting rights of an insurance company (defined for the purpose of this section as a major shareholder) including certain shareholders of the major shareholders such as shareholders who hold more than 50% of voting rights of a major shareholder, must obtain prior authorisation from the Commissioner of the FSA with certain limited exceptions. In addition, the Commissioner of the FSA may request reports or the submission of materials from, or may inspect any major shareholder if necessary for securing the sound and appropriate operation of the business and protection of policyholders of such insurance company. The Commissioner of the FSA may also impose certain administrative sanctions against major shareholders under the Insurance Business Act, including rescinding the authorisation given to a major shareholder in the event that it violates any laws and regulations or an administrative disposition or acts against the public interest. If a person, without obtaining authorisation from the Prime Minister, holds 20% or more of the voting rights of an insurance company, the person shall be punished by a non-penal fine of not more than ¥1 million. Also, in the case of a company, a director, executive officer, accounting adviser or the members who are to perform the duties of the accounting advisers, auditor, representative person, manager, member who executes the operation, or liquidator of the company shall be punished by a non-penal fine of not more than ¥1 million.

Additionally, under the Insurance Business Act, any person (including certain shareholders of the person such as shareholders who hold more than 50% of voting rights of such person) who becomes a holder of more than 5% of the voting rights of an insurance company must report its ownership of voting rights or certain changes in, among others to the Commissioner of the FSA or other relevant authority specified in the Insurance Business Act, within five Business Days. If a person has failed to submit a report or submits a report containing a misstatement, the person shall be punished by a non-penal fine of not more than ¥1 million. Also, in the case of a company, a director, executive officer, accounting adviser or the members who are to perform the duties of the accounting advisers, auditor, representative person, manager, member who executes the operation, or liquidator of the company shall be punished by a non-penal fine of not more than ¥1 million.

### **MONEY LENDING BUSINESS ACT**

Under the Money Lending Business Act (Act No. 32 of 1983, as amended), any company wishing to engage in a money lending business is required to register with the DGLFB or, if all of the sales offices and business offices of the company are located within one prefecture, with the Governor of that prefecture. The registration must be renewed every three years. The relevant registering authority must reject a registration or renewal application if it contains any untrue statements or omissions of material facts, and it may accept or reject an applicant’s registration or renewal based on certain criteria, including, among other things, the amount of the applicant’s net assets, whether the applicant is related to a crime syndicate or a member of a crime syndicate, whether the applicant is in violation of the Money Lending Business Act or other relevant laws, and the qualifications of the officers or specified employees of the applicant.

The Money Lending Business Act provides for various requirements for a moneylender in conducting its money lending business. With respect to loan agreements, the Money Lending Business Act requires a money lender to deliver to a borrower a prescribed document disclosing certain information, such as the principal loan amounts and interest rate of the loan, prior to the execution of the loan agreement, as well as deliver to the borrower prescribed documents indicating certain information about the terms and conditions of the loan agreement without delay after the execution of the loan agreement. In addition, each time a moneylender receives a payment of all or part of its claims under a loan agreement, it is in principle required to immediately

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deliver to the payer a written receipt of the payment indicating certain matters specified in the Money Lending Business Act, such as the date of the loan agreement, the loan amount, the date of receipt and the received amount. In addition, if a moneylender holds the relevant certificate of indebtedness upon receipt of all of its claims under a loan agreement, it is required to return the certificate to the payer.

Furthermore, a moneylender is subject to various other restrictions, prohibitions and requirements in connection with its money lending business, such as:

- a prohibition against the execution of loan agreements wherein the interest rate of the loan is over the rate prescribed in the Interest Rate Restriction Act [Act No. 100 of 1954, as amended];
- an obligation to investigate the proposed borrower's ability to repay the loan prior to the execution of the loan agreement;
- a prohibition against the execution of loan agreements wherein the amount to be loaned is more than one third of the borrower's salary or other regular income, or is excessive in the light of the proposed borrower's ability to repay the loan;
- an obligation to disclose or explain certain matters, including applicable interest rates, in its advertisements;
- a prohibition against so-called "bait advertising" that is substantially untrue or misleading in connection with the terms of the advertised loans;
- a requirement to keep adequate records regarding its money lending business;
- a requirement to ensure that each of its employees holds a certificate evidencing that he or she is employed by the money lender; and
- restrictions regarding collection activities.

Where a money lender assigns its claims in respect of a loan to a third party or where a third party otherwise becomes entitled to recourse against a borrower in respect of the loan, certain of the restrictions, prohibitions and requirements discussed above also apply to the assignee of the claims, or the person otherwise entitled to such claims, in respect of that loan and, in such case, the money lender has a duty to provide information to the assignee or entitled person, including notice regarding the application of such restrictions, prohibitions and requirements.

The Commissioner of the FSA and the relevant registering authority have the authority to supervise money lenders under the Money Lending Business Act. The Commissioner of the FSA and the relevant registering authority may request that a moneylender make further reports under the Money Lending Business Act and may have the money lender's books, documents and other materials inspected by the personnel of the FSA and the relevant registering authority. The Commissioner of the FSA and the relevant registering authority may suspend all or part of a money lender's business for up to one year under specified circumstances, including the violation of certain provisions of the Money Lending Business Act. The Commissioner of the FSA and the relevant registering authority must revoke the registration of a money lender under specified circumstances, including when it becomes disqualified from being able to register or when it is in significant violation of certain provisions of the Money Lending Business Act.

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### CONTRIBUTIONS ACT

Under the Act for Regulation of Receiving Capital Subscription, Deposits, and Interest Rates, etc. (Act No. 195 of 1954, as amended), no person may charge interest at a rate exceeding 20% per year when it makes loans as part of its business. Charging by execution of an agreement, requiring payment of, and receiving interest at a rate exceeding 20% per year are all subject to criminal penalty. Violations of the maximum interest rate restriction are subject to criminal sanctions of imprisonment for up to five years and/or a fine of up to ¥10 million in the case of an individual and up to ¥30 million in the case of an entity whose representative, attorney or employee commits such violation.

### INTEREST RATE RESTRICTION ACT

The Interest Rate Restriction Act of Japan (Act No. 100 of 1954, as amended) provides that a loan with an interest rate exceeding a prescribed rate is invalid with respect to the portion exceeding the maximum rate. Prescribed rates are:

- 20% per year for loans with a principal amount of less than ¥100,000;
- 18% per year for loans with a principal amount of ¥100,000 or more but less than ¥1,000,000; and
- 15% per year for loans with a principal amount of ¥1,000,000 or more.

### INSTALLMENT SALES ACT

In order to ensure the fairness of transactions with respect to installment sales and others, prevent damage to consumers and manage credit card numbers, the Installment Sales Act (Act No. 159 of 1961, as amended) imposes requirements on those who conduct installment sales businesses. In June 2008, revisions to the Installment Sales Act were enacted and, except for certain provisions, took effect in December 2009. The revisions impose more stringent and expanded requirements for credit card companies, including, among others, (1) wider coverage of installment sales under the regulations, (2) measures to prevent inappropriate extensions of credit for a certain type of credit transactions, (3) measures to prevent excessive lending for certain types of credit transactions that include requirements to investigate the payment ability of consumers by use of designated credit information organizations and prohibition of execution of credit agreements that exceed the payment ability of consumers and (4) measures to protect certain information, such as credit numbers.

### ACT ON SALES OF FINANCIAL PRODUCTS

The Act on Sales of Financial Products (Act No. 101 of 2000, as amended) (the “**ASFP**”), requires as a general rule financial product providers and their agents and intermediaries, collectively referred to in this section as financial product providers, to inform their general customers of important matters prior to entering into contracts for the sale of financial products as defined under the ASFP. The ASFP defines the sale of financial products to include any conduct designed to cause another person to acquire securities, to open bank accounts, to purchase insurance policies, or to enter into derivative transactions, etc. Important matters required to be informed to a prospective General Customer by financial product providers under the ASFP include the following:

- where there is a risk of loss of principal or loss exceeding principal as a direct result of fluctuations in an index or a change in the business or financial condition of an entity, the risk and the relevant index, information about the relevant entity, or an important part of transaction structure relating thereto; and

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## **SUPERVISION AND REGULATION**

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- where there is a limitation on the period during which the right that is the subject of the sale of the financial product can be exercised or the agreement relating to the sale of the financial product can be terminated, those matters.

The ASFP provides that a financial product provider shall be liable to a customer for any damage that the customer incurs as a result of the financial product provider’s failure to meet the obligations to inform with regard to the important matters described above. For the purpose of mitigating the customers’ burden of proof, the ASFP presumes that the amount of damages suffered by a customer is equal to the amount of principal loss by the customer.

Under the ASFP, a financial product provider must endeavour to ensure the appropriateness of its solicitations for sales of financial products. The ASFP requires each financial product provider to establish a solicitation policy and to publish that policy and any amendments thereto through the Internet and other media. A financial product provider that fails to establish or publish its solicitation policy is subject to an administrative penalty of up to ¥500,000.

### **ANTI-MONEY LAUNDERING ACTS**

Under the Act for Prevention of Transfer of Criminal Proceeds (Act No. 22 of 2007, as amended), banks and other financial institutions are required to report to responsible ministers, in the case of banks, the Commissioner of the FSA, any assets which they receive while conducting their businesses that are suspected of being illicit profits from criminal activity. In addition, our Company has strict internal procedures, whereby all operating subsidiaries are required to notify the Compliance Department of the Group of any money-laundering cases identified. The Company confirms that over the Track Record Period there were no money-laundering cases identified.

### **PERSONAL INFORMATION PROTECTION ACT**

With regards to protection of personal information, the Personal Information Protection Act (Act No. 57 of 2003, as amended) became fully effective on 1 April 2005. Among other matters, the law requires Japanese business operator handling personal information to limit the use of personal information to the stated purpose and to properly manage the personal information in their possession, and forbids them from providing personal information to third parties without consent. If a bank, securities company and insurance company violates certain provisions of the law, the FSA may advise or order the bank, securities company and insurance company to take proper action. The FSA announced related guidelines for the financial services sector in December 2004. In addition, the Banking Act and the FIEA provide certain provisions with respect to appropriate handling of customer information.

### **ACT CONCERNING PROTECTION OF DEPOSITORS FROM ILLEGAL WITHDRAWALS MADE BY COUNTERFEIT OR STOLEN CARDS**

The Act concerning Protection of Depositors from Illegal Withdrawals Made by Counterfeit or Stolen Cards (Act No. 94 of 2005, as amended) became effective in February 2006 and requires financial institutions to establish internal systems to prevent illegal withdrawals of deposits made using counterfeit or stolen bank cards. This act also requires financial institutions to compensate depositors for any amount illegally withdrawn using counterfeit bank cards, unless the financial institution can verify that it acted in good faith without negligence, and there is gross negligence on the part of the relevant account holder.

### **Anti-Monopoly Act**

Private monopolization, unreasonable restraint of trade and unfair business practices are prohibited under Act Relating to Prohibition of Private Monopoly and Methods of Preserving Fair Trade (Act No. 54 of 1947, as amended; “Anti-Monopoly Act”). The Japan Fair Trade Commission



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(“**JFTC**”), consisting of five members enforces provisions of this Law. Its findings are subject to review by Tokyo High Court. JFTC checks business transfers, mergers and shareholding status (including that of foreign firms), all of which are subject to certain restrictions. Among other things, under the Anti-Monopoly Act, a prior notification is required for certain share acquisitions by corporations. The percentage threshold required to make a prior notification for share acquisitions is 20 % and 50 % on the basis of voting rights held by “the corporate group” as a whole: group of corporations consisting of ultimate parent company of the acquiring corporation and its subsidiaries, and minimum Yen threshold of acquiring company is 20 billion yen on the basis of total domestic turnover of the corporate group and that of the acquired company to 5 billion Yen. If a person has failed to submit a prior notification or submits a prior notification containing a misstatement, the person shall be punished by a fine of not more than ¥2 million. Also, if a person made a share acquisition before 30 days have passed from the date of acceptance of a prior notification, the person shall be punished by a fine of not more than ¥2 million. In the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company has failed to submit a prior notification or submits a prior notification containing a misstatement with regard to the business or property of the company, the offender shall be punished by a fine of not more than ¥2 million, and the company is liable to be punished by a fine of not more than ¥2 million. Also, if the representative person of the company such as a director, or an agent, employee, or other worker of the company made a share acquisition with regard to the business or property of the company before 30 days have passed from the date of acceptance of a prior notification, the offender shall be punished by a fine of not more than ¥2 million, and the company is liable to be punished by a fine of not more than ¥2 million.

### **BUILDING STANDARD ACT**

Under the Building Standard Act (Act No. 201 of 1950, as amended), any entity that constructs, substantially repairs or remodels, whether by itself or through a third-party contractor, any building that is larger than a certain scale or that is located in certain designated areas must obtain a certificate of prior confirmation for the planned construction, repair or remodelling as well as a certificate of completion thereof from an inspector appointed by the local authorities.

Such certificates confirm that the building, repair or remodelling conforms to the standards prescribed by the Building Standard Act and relevant regulations. The local authorities may order the suspension of construction or the demolition, reconstruction, remodelling or repair of the building, or may prohibit or limit the use of the building if the building does not conform to the relevant building standards. Such standards include those relating to the use, height and structure of buildings, the building-to-land area ratio, and fire prevention, security and sanitation requirements.

### **CITY PLANNING ACT**

The relevant site may be subject to general restrictions under the City Planning Act (Act No. 100 of 1968, as amended), which designates areas where certain usage is not allowed. Any person who intends to perform development activities in specified designated areas must first obtain permission from the relevant governor.

### **CONSTRUCTION BUSINESS ACT**

Under the Construction Business Act of Japan (Act No. 100 of 1949, as amended), any person who intends to engage in the construction business must first obtain a permission from the relevant authorities, and comply with certain prescribed standards.



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## SUPERVISION AND REGULATION

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The permission may be revoked and the business may be suspended by an order of the relevant authorities under certain circumstances.

### **BUILDING LOTS AND BUILDINGS TRANSACTION BUSINESS ACT**

Under the Building Lots and Buildings Transaction Business Act (Act No. 176 of 1952, as amended), any person who intends to engage in the business of the sale and purchase of buildings and building lots, referred to by this law as a real estate trader, must first obtain a licence from the Minister of Land, Infrastructure, Transport and Tourism (“**LITT**”) or the relevant governor. The Minister of LITT or the relevant governor may revoke such licence or suspend it for a period of up to one year if the real estate trader enters into a transaction that violates the Building Lots and Buildings Transaction Business Act or otherwise engages in substantially inappropriate conduct. This law also requires real estate traders to employ, or otherwise enlist the services of, a certain number of qualified and registered real estate transaction managers.

The Building Lots and Building Transaction Business Act imposes various obligations on real estate traders in connection with their business. For instance, real estate traders must ensure that their real estate transaction managers deliver to real estate purchasers documents setting forth important matters relating to the property and provide sufficient explanations to purchasers before entering into real estate contracts. In addition, the Building Lots and Building Transaction Business Act places limits on the size of deposits that may be collected from a purchaser and on liquidated damages payable to real estate traders and also provides restrictions on advertisements relating to the business of real estate traders.

### **PHARMACEUTICAL AFFAIRS ACT**

Manufacturers and sellers of pharmaceuticals and quasi-pharmaceuticals in Japan are subject to the supervision of the Ministry of Health, Labor and Welfare (the “**MHLW**”) under the Pharmaceutical Affairs Act (Act No. 145 of 1960, as amended).

Under the Pharmaceutical Affairs Act, a person is required to obtain from the Minister of Health, Labor and Welfare (the “**Minister**”) manufacturing and sales licenses, in order to conduct the business of selling, leasing, or providing medical equipments, pharmaceuticals, quasi-pharmaceuticals, or cosmetics, that are manufactured or imported by such person.

In order to conduct the business of manufacturing medical equipments, pharmaceuticals, quasi-pharmaceuticals, or cosmetics, a person is also required to obtain from the Minister or a prefectural governor on behalf of the Minister a license for each factory, which is classified in accordance with the ministerial ordinance of the MHLW.

In addition, in order to manufacture, import and sell, lease, or provide medical equipments, pharmaceuticals, quasi-pharmaceuticals, or cosmetics, it is necessary under the Pharmaceutical Affairs Act to obtain product approval from the Minister for the sale of each new kind of product.

Furthermore, under the Pharmaceutical Affairs Act, the Minister or a prefectural governor may take various measures to supervise manufacturers or sellers of medical equipments, pharmaceuticals, quasi-pharmaceuticals, or cosmetics. For example, the Minister or a prefectural governor may require licensed manufacturers and sellers of medical equipments, pharmaceuticals, quasi-pharmaceuticals, or cosmetics to submit reports, carry out inspections at their factories or offices, and if deemed necessary, monitor their compliance with the laws and regulations.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

*The following is the text of a report received from our reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, for the purpose of incorporation in this document.*



[Date]

The Directors  
SBI Holdings, Inc.

Dear Sirs,

We set out below our report on the financial information (the “Financial Information”) relating to SBI Holdings, Inc. (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) for each of the three years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010 (the “Track Record Period”) for inclusion in the document of the Company dated [Date] (the “Document”).

The Company was incorporated in Japan on 8 July 1999 and listed on the First Section Market operated by the Tokyo Stock Exchange, Inc. and Osaka Securities Exchange in February and November 2002 respectively. The Group is an internet-based financial group and is principally engaged in asset management, brokerage and investment banking, financial services and housing and real estate.

The details of the Group’s corporate structure are explained in the section headed “History and Corporate Structure” to the Document.

As at the date of this report, the Company has direct and indirect interest in the following subsidiaries (the “consolidated subsidiaries”) which were consolidated by the Group in preparing its consolidated financial statements in accordance with generally accepted accounting principles in Japan (“JGAAP”) during the Track Record Period which, in the opinion of the directors, principally affected the results, assets or liabilities of the Group:

Name of entity	Place and date of incorporation / establishment / registration	Issued and fully paid capital stock / share capital / registered capital	Equity interest attributable to the Group					Principal activities
			As at 31 March			As at 30 September	As at date of this report	
			2008	2009	2010	2010		
SBI Investment Co., Ltd. (c)	Japan 7 June 1996	¥50,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management
SBI Trans-Science Co., Ltd. (a)	Japan 20 November 2009	¥10,000,000	—	—	80.90%	80.90%	80.90%	Asset Management
SBI BROADBAND CAPITAL Co., Ltd. (a)(c)	Japan 30 June 2004	¥10,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management
SOFT TREND CAPITAL Corp (a)(c)	Japan 27 April 1999	¥62,500,000	80.00%	80.00%	80.00%	80.00%	80.00%	Asset Management

**APPENDIX I**

**ACCOUNTANTS' REPORT**

Name of entity	Place and date of incorporation / establishment / registration	Issued and fully paid capital stock / share capital / registered capital	Equity interest attributable to the Group					As at date of this report	Principal activities
			As at 31 March			As at 30 September	2010		
			2008	2009	2010	2010			
SBI CAPITAL Co., Ltd. (b)	Japan 13 April 2001	¥194,806,138	60.00%	60.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Capital Solutions Co., Ltd. (a)(b)	Japan 1 June 2006	¥30,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Incubation Advisory Co., Ltd. (a)(b)#	Japan 26 May 2004	¥50,000,000	50.00%	50.00%	100.00%	—	—	Asset Management	
SBI-HIKARI P.E. Co., Ltd. (a)(b)	Japan 5 April 1973	¥86,500,000	—	—	70.00%	70.00%	70.00%	Asset Management	
Softbank Internet Fund #	Japan 1 July 1999	¥12,300,000,000	8.94%	11.38%	11.38%	11.38%	11.38%	Asset Management	
SBI BROADBAND FUND No.1 LIMITED PARTNERSHIP (b)#	Japan 1 October 2004	¥32,600,000,000	36.09%	37.73%	38.34%	38.34%	38.34%	Asset Management	
SBI BB Mobile Investment LPS (b)#	Japan 30 March 2006	¥32,000,000,000	35.00%	35.00%	35.31%	35.31%	35.31%	Asset Management	
SBI Mezzanine Fund No.1 (b)	Japan 23 August 2004	¥3,100,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Mezzanine Fund No.2 LIMITED PARTNERSHIP(b)	Japan 12 April 2005	¥679,700,000	73.22%	73.22%	73.22%	73.22%	73.22%	Asset Management	
SBI Mezzanine Fund No.3 LIMITED PARTNERSHIP (b)	Japan 30 October 2008	¥2,555,000,000	—	100.00%	100.00%	100.00%	100.00%	Asset Management	
Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership#	Japan 13 March 2006	¥216,000,000	7.41%	7.41%	7.41%	7.41%	7.41%	Asset Management	
Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership No.2#	Japan 10 September 2009	¥1,215,000,000	—	—	7.41%	7.41%	7.41%	Asset Management	
SBI Value Up Fund No.1 Limited PARTNERSHIP (b)#	Japan 1 September 2006	¥18,508,413,000	49.78%	49.78%	49.78%	49.78%	49.78%	Asset Management	
SBI Real Incubation No.1 (b)#	Japan 1 September 2003	¥1,800,000,000	13.33%	13.33%	26.67%	26.67%	26.67%	Asset Management	
Biovision Life Science Fund No.1 (b)	Japan 24 December 2003	¥4,200,000,000	59.52%	59.52%	61.90%	61.90%	61.90%	Asset Management	
SBI Bio Life Science Investment LPS (b)#	Japan 1 August 2005	¥6,300,000,000	47.62%	47.62%	47.62%	47.62%	47.62%	Asset Management	

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Name of entity	Place and date of incorporation / establishment / registration	Issued and fully paid capital stock / share capital / registered capital	Equity interest attributable to the Group					As at date of this report	Principal activities
			As at 31 March			As at 30 September			
			2008	2009	2010	2010			
SBI LIFE SCIENCE TECHNOLOGY INVESTMENT LPS (b)	Japan 1 March 2007	¥5,800,000,000	53.33%	53.33%	55.17%	55.17%	55.17%	Asset Management	
SBI LIFE SCIENCE TECHNOLOGY NO.2 INVESTMENT LPS (b)#	Japan 1 September 2007	¥4,000,000,000	42.50%	42.50%	50.00%	50.00%	50.00%	Asset Management	
SBI NEO Technology A Investment LPS (b)#	Japan 1 July 2008	¥4,950,000,000	—	42.00%	47.47%	52.53%	52.53%	Asset Management	
SBI NEO Technology B Investment LPS (b)#	Japan 2 February 2009	¥250,000,000	—	40.00%	40.00%	40.00%	40.00%	Asset Management	
SBI NEO Technology C Investment LPS (b)#	Japan 19 June 2009	¥500,000,000	—	—	8.00%	8.00%	8.00%	Asset Management	
SBI Selective Target Investment LPS (a)(b)#	Japan 2 February 2010	¥900,000,000	—	—	33.33%	33.33%	33.33%	Asset Management	
SBI Innovation Fund No.1(b)	Japan 31 March 2010	¥3,000,000,000	—	—	100.00%	100.00%	100.00%	Asset Management	
SBI Advanced Technology No. 1 Investment LPS	Japan 20 April 2010	¥400,000,000	—	—	—	18.75%	37.14%	Asset Management	
SBI & TH Venture Capital Enterprise (b)	The People's Republic of China (the "PRC") 18 January 2008	RMB244,224,060	100.00%	100.00%	87.09%	87.09%	87.09%	Asset Management	
SBI & TH (Beijing) Investment Advisory Co., Ltd.	PRC 2 June 2009	RMB100,000	—	—	100.00%	100.00%	—	Asset Management	
SBI & TH (Beijing) Venture Capital Management Co., Ltd. (b)#	PRC 6 July 2007	RMB4,550,700	50.00%	50.00%	50.00%	50.00%	50.00%	Asset Management	
SBI VIETNAM INVESTMENT LLP	Singapore 10 August 2007	VND45,243,897	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
THE VIETNAM JAPAN FUND	Vietnam 19 March 2008	VND793,400,000,000	—	90.00%	96.98%	95.42%	96.50%	Asset Management	
FD Company Limited	Vietnam 22 May 2009	VND 88,400,000,000	—	—	100.00%	100.00%	100.00%	Asset Management	
JB Company Limited	Vietnam 22 May 2009	VND 114,000,000,000	—	—	100.00%	100.00%	100.00%	Asset Management	
SP Company Limited	Vietnam 22 May 2009	VND 99,800,000,000	—	—	100.00%	100.00%	100.00%	Asset Management	
VG Company Limited	Vietnam 22 May 2009	VND 128,200,000,000	—	—	100.00%	100.00%	100.00%	Asset Management	

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			As at 31 March			As at 30 September	2010		
			2008	2009	2010	2010			
SS Venture Services Ltd. (b)#	India 2 April 2007	INR41,067,220	—	50.00%	50.00%	50.00%	100.00%	Asset Management	
KNOWLEDGE INVESTMENT (MAURITIUS) LIMITED	Mauritius 1 May 2006	US\$12,795,001	—	100.00%	100.00%	100.00%	100.00%	Asset Management	
India Japan Fund	India 29 April 2008	INR447,517,319	—	95.00%	95.00%	95.00%	100.00%	Asset Management	
SBI VEN HOLDINGS PTE. LTD. (b)	Singapore 7 June 2007	US\$85,789,334	—	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI & Capital 22 Management Co. Ltd.	Cayman Islands 21 October 2008	US\$50,000	—	60.00%	60.00%	60.00%	60.00%	Asset Management	
SBI & Capital 22 Management Inc.	Taiwan 17 November 2008	TWD4,725,000	—	60.00%	60.00%	60.00%	60.00%	Asset Management	
SBI Zhaoxin Advisor Limited	Cayman Islands 11 March 2009	US\$100	—	—	85.71%	85.71%	85.71%	Asset Management	
Elan SBI Capital Partners Fund Management Private Limited Company (a)	Hungary 26 January 2009	HUF25,000,000	—	—	60.00%	60.00%	60.00%	Asset Management	
SHENTON STRUCTURED PROJECTS PTE. LTD.	Singapore 10 August 2007	US\$8,010,000	—	—	100.00%	100.00%	100.00%	Asset Management	
SBI OFFSHORE PARTNERS LLP	Singapore 3 April 2008	US\$26,842,064	—	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI & Capital 22 JV Fund, L.P. (b)	Cayman Islands 29 October 2008	US\$6,750,300	—	66.67%	66.67%	66.67%	66.67%	Asset Management	
SBI European Fund (a)	Hungary 7 May 2009	HUF5,561,711,124	—	—	60.00%	60.00%	60.00%	Asset Management	
SBI Zhaoxin L.P. (b)	Cayman Islands 11 March 2009	US\$1,023,841	—	—	100.00%	100.00%	100.00%	Asset Management	
SBI KOREA HOLDINGS CO., LTD. (b)	Korea 27 March 2002	KRW183,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Global Investment Co., Ltd.#	Korea 20 December 1986	KRW 22,801,197,000	—	—	—	40.13%	40.13%	Asset Management	
e-Research Inc. (a)(b)	Japan 1 October 1999	¥300,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Incubation Co., Ltd. (a)(b)	Japan 17 August 1999	¥5,555,750,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Asset Management Co., Ltd. (a)(b)	Japan 29 August 1986	¥400,201,000	100.00%	100.00%	100.00%	100.00%	100.00%	Asset Management	
SBI Arsnova Research Co., Ltd. (a)(b)	Japan 31 August 2001	¥200,000,000	99.00%	99.00%	99.00%	99.00%	99.00%	Asset Management	

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Name of entity	Place and date of incorporation / establishment / registration	Issued and fully paid capital stock / share capital / registered capital	Equity interest attributable to the Group					As at date of this report	Principal activities
			As at 31 March			As at 30 September			
			2008	2009	2010	2010			
SBI SECURITIES Co., Ltd. (b)	Japan 30 March 1944	¥47,937,928,501	55.84%	100.00%	100.00%	100.00%	100.00%	Brokerage & Investment Banking	
SBI Liquidity Market Co., Ltd. (a)(b)	Japan 8 July 2008	¥1,000,000,000	—	100.00%	100.00%	100.00%	100.00%	Brokerage & Investment Banking	
SBI Futures Co., Ltd. (b)	Japan 13 October 2000	¥1,870,236,715	78.65%	84.63%	100.00%	—	—	Brokerage & Investment Banking	
SBI Lease Co., Ltd. (b)	Japan 24 November 1999	¥780,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Financial Services	
SBI VeriTrans Co., Ltd. (b)#	Japan 24 April 1997	¥1,066,972,274	42.16%	41.13%	42.73%	42.73%	43.28%	Financial Services	
Morningstar Japan K.K. (b)#	Japan 27 March 1998	¥2,093,080,000	49.81%	48.63%	49.60%	49.60%	49.60%	Financial Services	
Gomez Consulting Co., Ltd.	Japan 22 March 2001	¥614,331,250	74.19%	74.19%	74.19%	74.04%	73.63%	Financial Services	
SBI Marketing Co., Ltd. (a)(b)	Japan 20 July 2005	¥65,000,000	91.95%	91.95%	93.00%	93.00%	98.33%	Financial Services	
SBI Credit Co., Ltd	Japan 31 July 2007	¥1,250,000,000	—	—	—	100.00%	100.00%	Financial Services	
SBI Servicer Co., Ltd. (b)	Japan 27 January 2005	¥500,000,00	60.00%	100.00%	100.00%	100.00%	100.00%	Financial Services	
SBI Receipt Co., Ltd. (a)	Japan 1 November 2005	¥90,000,000	—	100.00%	100.00%	100.00%	100.00%	Financial Services	
SBI Business Support Corp. (a)(b)	Japan 26 April 2006	¥100,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Financial Services	
SBI Card Co., Ltd. (b)	Japan 1 June 2005	¥480,000,000	100.00%	100.00%	100.00%	50.01%	96.49%	Financial Services	
SBI Insurance Co., Ltd. (b)	Japan 1 June 2006	¥3,050,002,840	61.60%	61.60%	64.44%	65.53%	65.53%	Financial Services	
Autoc one K.K. (b)	Japan 3 June 1999	¥943,306,548	53.43%	54.05%	54.05%	51.29%	51.29%	Financial Services	
SBI Property Advisors Co., Ltd. (a)(b)	Japan 1 February 2002	¥50,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Housing and Real Estate	
SBI Estate Management Co., Ltd. (a)(b)	Japan 1 December 2005	¥250,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Housing and Real Estate	
SBI MACAU HOLDINGS LIMITED (b)	Macau 25 September 2006	MOP970,874	100.00%	100.00%	100.00%	100.00%	100.00%	Housing and Real Estate	
SBI HAWAII PROPERTY ONE, INC. (a)(b)	United States of America 19 September 2006	US\$12,000,000	100.00%	100.00%	100.00%	100.00%	100.00%	Housing and Real Estate	



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Name of entity	Place and date of incorporation / establishment / registration	Issued and fully paid capital stock / share capital / registered capital	Equity interest attributable to the Group					As at date of this report	Principal activities
			As at 31 March			As at 30 September	2010		
			2008	2009	2010	2010			
SBI Life Living, Co., Ltd. (b)	Japan 28 February 1990	¥491,300,000	52.31%	68.22%	68.22%	68.22%	68.22%	Housing and Real Estate	
SBI Mortgage Co., Ltd. (b)	Japan 9 June 2000	¥3,603,250,000	93.82%	93.82%	94.00%	94.00%	94.00%	Housing and Real Estate	
CEM Corporation (b)	Japan 8 August 1996	¥2,405,001,598	79.69%	79.69%	79.69%	79.69%	79.69%	Housing and Real Estate	
E*GOLF Corporation (a)(b)	Japan 11 August 1998	¥392,500,000	67.23%	77.93%	77.93%	—	—	Housing and Real Estate	
SBI Net Systems Co., Ltd. (b)	Japan 22 October 1997	¥3,811,426,034	69.13%	81.00%	81.00%	81.00%	81.00%	Others (c)	
SBI Biotech Co., Ltd.(b)	Japan 30 March 2001	¥2,012,630,000	69.18%	69.18%	71.60%	71.49%	71.49%	Others (c)	
HOMEOSTYLE Inc.	Japan 11 November 1999	¥1,200,000,000	95.76%	80.89%	80.89%	80.89%	80.89%	Others (c)	

(a) No audited financial statements have been prepared for these entities as they are not subject to statutory audit requirement.

(b) These entities are directly held by the Company. All other entities are indirectly held by the Company.

(c) "Others" included system-related, drug-discovery and garment businesses.

# The Group is able to exercise control over these entities through board representation or other contractual arrangements.

### Notes:

— The place of operation of the consolidated subsidiaries listed above is same as their respective place of incorporation/establishment/registration, except for those Cayman Islands and Mauritius incorporated subsidiaries which provide asset management services in several jurisdictions.

— Information for subsidiaries controlled by the Group but not consolidated in the Group's consolidated financial statements under JGAAP is not presented above.

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The financial statements of the consolidated subsidiaries issued during the Track Record Period, or from their respective dates of incorporation/establishment/registration when the period is shorter, were prepared in accordance with relevant accounting principles and financial regulations applicable to their respective jurisdictions and were audited by Deloitte Touche Tohmatsu LLC ("Deloitte Japan"), a member of the Japan Institute of Certified Public Accountants (JICPA) registered in Japan except for those subsidiaries in note (a) of page I-6 and below:

<u>Name of entity</u>	<u>Financial period</u>	<u>Name of auditor</u>
Softbank Internet Fund . . . . .	For each of the three years ended 30 September 2007, 2008 and 2009	Yusei Audit & Co.
SBI Real Incubation No.1. . . . .	For each of the three years ended 31 August 2007, 2008 and 2009	Yusei Audit & Co.
SBI & TH (Beijing) Venture Capital Management Co., Ltd. . . . .	For the period from 6 July 2007 (date of incorporation) to 31 December 2008 and the year ended 31 December 2009	ShineWing certified public accountants
THE VIETNAM JAPAN FUND . . . . .	For the period from 19 March 2008 (date of establishment) to 31 December 2008 and the year ended 31 December 2009	Ernst & Young Vietnam Limited
SS Venture Services Ltd. . . . .	For the period from 2 April 2007 (date of incorporation) to 31 December 2008 and the year ended 31 December 2009	S.R. Batliboi & Co.
India Japan Fund . . . . .	For the period from 29 April 2008 (date of establishment) to 31 March 2009 and the year ended 31 March 2010	S.R. Batliboi & Co.
SBI VEN HOLDINGS PTE. LTD. . . . .	For each of the two years ended 31 December 2008, 2009	Ernst & Young LLP
SBI & Capital 22 Management Co. Ltd. . . . .	For the period from 21 October 2008 (date of incorporation) to 31 December 2009	Ernst & Young LLP
SBI & Capital 22 Management Inc. . . . .	For the period from 17 November 2008 (date of incorporation) to 31 December 2008 and the year ended 31 December 2009	Ernst & Young LLP
SBI Zhaoxin Advisor Limited . . . . .	For the period from 11 March 2009 (date of incorporation) to 31 December 2009	Ernst & Young Hua Ming

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<b>Name of entity</b>	<b>Financial period</b>	<b>Name of auditor</b>
SHENTON STRUCTURED PROJECTS PTE. LTD. . . . .	For the period from 10 August 2007 (date of incorporation) to 31 December 2009	Ernst & Young LLP
SBI & Capital 22 JV Fund, L.P. . . . .	For the period from 29 October 2008 (date of registration) to 31 December 2009	Ernst & Young LLP
SBI Zhaoxin L.P. . . . .	For the period from 11 March 2009 (date of registration) to 31 December 2009	Ernst & Young Hua Ming
SBI KOREA HOLDINGS LTD. . . . .	For the three years ended 31 December 2007, 2008 and 2009	SamilPriceWaterhouseCoopers
SBI MACAU HOLDINGS LIMITED . . . . .	For the period from 25 September 2006 (date of incorporation) to 31 December 2007 and each of the two years ended 31 December 2008 and 2009	CSC & Accociados
SBI Life Living, Co., Ltd. . . . .	For the two years ended 31 March 2008 and 2009 For the year ended 31 March 2010	Ernst & Young Shin Nihon LLC Godai & Co.
SBI Net Systems Co., Ltd. . . . .	For each of the three years ended 31 March 2008, 2009 and 2010	Aska & Co.

Deloitte Japan has carried out audit procedures in accordance with auditing standards generally accepted in Japan on the consolidated financial statements of the Group and the financial statements of the Company for each of the three years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010, which are prepared in accordance with JGAAP (the “Underlying Financial Statements”), and presented by reference to the “Rules Governing Term, Form and Preparation of Consolidated Financial Statements” (Financial Ministerial Order the 28th, 1976, which is hereinafter referred to as the “Consolidated Financial Statements Rule”) for the Group and the “Rules Governing Term, Form and Preparation of Financial Statements” (Finance Ministerial Order the 59th, 1963, which is hereinafter referred to as the “Financial Statements Rule”) for the Company.

Sections A.1 and A.2 of the Financial Information set out in this report have been prepared from the Underlying Financial Statements. No adjustments are considered necessary to adjust the Underlying Financial Statements for the preparation of this report for inclusion in the Document. Section A.3 of the Financial Information contains supplementary financial information on the theoretical impact on the JGAAP Financial Information as if the accounting policies applied in preparing the consolidated financial statements of the Group for the six months ended 30 September 2010 were applied consistently throughout the Track Record Period. Additional information required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and a summary of the material differences between International Financial Reporting Standards (“IFRSs”) and JGAAP are provided in Section B and C respectively. For the

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purpose of preparing this report, we have examined the Underlying Financial Statements and performed such additional procedures as we considered necessary in accordance with the Auditing Guideline 3.340 “Prospectuses and the Reporting Accountant” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

The directors of the Company are responsible for preparing the Underlying Financial Statements and the content of the Document in which this report is included. It is our responsibility to compile the Financial Information set out in this report from the Underlying Financial Statements, to form an independent opinion on the Financial Information, and to report our opinion to you.

In our opinion, the Financial Information, for the purpose of this report, gives a true and fair view of the state of affairs of the Group and the Company as at 31 March 2008, 2009 and 2010 and 30 September 2010, the net income (loss) of the Group and the Company for each of the three years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010 and the consolidated cash flows of the Group for each of the three years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010.

The comparative consolidated statement of operations, consolidated statement of changes in net assets and consolidated statement of cash flows of the Group and the comparative statement of operations and statement of changes in net assets of the Company for the six months ended 30 September 2010 together with the notes thereon have been extracted from the Group’s financial information for the same period (the “30 September 2009 Financial Information”), which was prepared by the directors of the Company solely for the purpose of this report. We conducted our review on the 30 September 2009 Financial Information in accordance with the Hong Kong Standards on Review Engagement 2400 “Engagements to Review Financial Statements” issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the 30 September 2009 Financial Information. Based on our review, nothing has come to our attention that causes us to believe that the 30 September 2009 Financial Information is not prepared, in all material respects, in accordance with the accounting policies consistent with those used in the preparation of the Financial Information.

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### A.1 FINANCIAL INFORMATION

(Amounts in millions of Japanese Yen, and are rounded down to the nearest million except for per share information, unless otherwise stated)

#### CONSOLIDATED BALANCE SHEETS

	Notes	As at 31 March			As at 30 September
		2008	2009	2010	2010
Assets					
Current assets					
Cash and deposits	V.4 & 10	160,281	127,123	143,726	134,933
Notes and accounts receivable-trade	V.4	10,984	7,914	8,483	10,560
Leases receivable and lease investment assets		—	18,819	17,924	16,332
Short-term investment securities		445	2,893	240	328
Cash segregated as deposits	V.10	313,930	266,365	318,865	308,665
Operational investment securities	V.1 & 4	115,717	105,236	121,576	125,139
Allowance for investment losses		(4,966)	(6,206)	(8,424)	(5,115)
Operational investment securities, net		110,750	99,029	113,152	120,023
Operational loans receivable	V.4 & 13	66,260	47,868	34,694	35,395
Real estate inventories	V.2 & 4	32,894	36,515	28,767	31,579
Trading instruments	V.8	1,728	7,724	3,514	10,024
Loans on margin transactions		274,887	134,792	221,107	245,253
Cash collateral pledged for securities borrowings on margin transactions		17,995	46,008	40,533	22,010
Margin transaction assets		292,882	180,800	261,641	267,264
Short-term guarantee deposits		13,413	8,845	5,944	3,350
Securities in custody	V.9	259	209	—	—
Deferred tax assets		1,053	5,920	7,667	6,819
Others	V.4	66,148	44,079	37,732	49,845
Allowance for doubtful accounts		(1,762)	(2,703)	(2,032)	(2,813)
Total current assets		1,069,271	851,408	980,323	992,309
Non-current assets					
Property and equipment					
Buildings		4,420	5,161	9,972	9,920
Accumulated depreciation		(2,237)	(2,173)	(2,405)	(2,909)
Buildings, net		2,182	2,988	7,567	7,010
Furniture and fixtures		6,404	5,551	5,079	5,211
Accumulated depreciation		(3,778)	(3,607)	(3,585)	(3,747)
Furniture and fixtures, net		2,626	1,943	1,493	1,463
Assets leased to other parties		21,738	—	—	—
Accumulated depreciation		(14,813)	—	—	—
Assets leased to other parties, net		6,924	—	—	—
Land		886	2,953	7,556	5,740
Others		65	791	4,503	4,634
Accumulated depreciation		(34)	(98)	(506)	(940)
Others, net		31	692	3,996	3,694
Total property and equipment		12,652	8,577	20,613	17,909
Intangible assets					
Software		8,815	9,369	11,670	13,057
Goodwill		60,874	136,354	133,008	129,823
Others		1,398	168	608	549
Total intangible assets		71,088	145,892	145,286	143,430

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	Notes	As at 31 March			As at 30 September
		2008	2009	2010	2010
<b>Investments and other assets</b>					
Investment securities . . . . .	V.3, 4 & 15	41,791	33,868	41,204	54,373
Deferred tax assets . . . . .		10,594	10,601	14,196	17,876
Others . . . . .		18,365	32,388	34,860	34,975
Allowance for doubtful accounts . . . . .		(4,769)	(6,644)	(9,767)	(10,692)
Total investments and other assets . . . . .		65,983	70,214	80,494	96,532
Total non-current assets . . . . .		149,723	224,685	246,395	257,872
<b>Deferred charges</b>					
Stock issuance costs . . . . .		6	4	—	186
Bonds issuance costs . . . . .		62	20	61	50
Deferred operating costs under Article 113 of the Insurance Business Act . . . . .		182	3,114	3,159	4,468
Total deferred charges . . . . .		252	3,139	3,220	4,705
Total assets . . . . .		1,219,247	1,079,233	1,229,939	1,254,886
<b>Liabilities</b>					
<b>Current liabilities</b>					
Short-term loans payable . . . . .	V.4 & 14	53,831	54,658	55,614	56,057
Current portion of long-term loans payable . . . . .	V.4	6,282	21,553	13,368	13,885
Current portion of bonds payable . . . . .	V.4	100,520	41,480	112,600	111,500
Current portion of bonds payable with warrants . . . . .		5,940	—	—	—
Accrued income taxes . . . . .		9,351	2,624	4,953	4,406
Advances received . . . . .	V.11	1,764	1,813	1,828	1,864
Borrowings on margin transactions . . . . .	V.4	81,583	56,726	48,813	52,857
Cash received for securities lending on margin transactions . . . . .		62,530	89,544	101,223	72,274
Margin transaction liabilities . . . . .		144,114	146,270	150,036	125,131
Loans payable secured by securities . . . . .		35,440	46,587	63,780	67,388
Guarantee deposits received . . . . .	V.9	272,005	258,068	282,373	277,825
Customers' deposits received for commodity futures transactions . . . . .	V.9	39,573	—	—	—
Deposits from customers . . . . .		20,147	23,488	31,176	32,157
Accrued expenses . . . . .		2,941	2,980	2,835	3,113
Deferred tax liabilities . . . . .		8,867	5	2,959	1,566
Provision for bonuses . . . . .		338	54	53	85
Provision for contingent losses . . . . .		22	—	—	—
Other provisions . . . . .		—	38	155	229
Others . . . . .		39,491	23,823	25,353	42,132
Total current liabilities . . . . .		740,633	623,448	747,090	737,345
<b>Non-current liabilities</b>					
Bonds payable . . . . .	V.4	30,300	300	—	—
Bonds payable with warrants . . . . .		13,270	—	—	—
Long-term loans payable . . . . .	V.4	33,578	13,283	27,620	35,274
Deferred tax liabilities . . . . .		299	566	540	489
Provision for retirement benefits . . . . .		102	128	52	47
Provision for directors' retirement benefits . . . . .		3	—	—	—
Other provisions . . . . .		—	390	877	733
Others . . . . .		5,325	14,524	17,924	18,269
Total non-current liabilities . . . . .		82,879	29,193	47,014	54,813



**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Notes	As at 31 March			As at 30 September
		2008	2009	2010	2010
Statutory reserves					
Reserve for securities transaction liabilities . .		7,925	—	—	—
Reserve for financial products transaction liabilities . . . . .		—	7,219	7,219	5,196
Reserve for commodities transaction liabilities . . . . .		41	33	—	—
Reserve for price fluctuation . . . . .		—	0	0	0
Total statutory reserves . . . . .	V.12	7,967	7,253	7,219	5,196
Total liabilities . . . . .		831,480	659,894	801,324	797,355
Net assets					
Shareholders' equity					
Capital stock . . . . .		55,157	55,214	55,284	73,226
Capital surplus . . . . .		116,761	219,012	218,968	236,910
Retained earnings . . . . .		112,339	86,865	87,276	86,241
Treasury stock . . . . .		(53,063)	(636)	(246)	(246)
Total shareholders' equity . . . . .		231,195	360,456	361,282	396,131
Valuation and translation adjustments					
Unrealized gains (losses) on available-for-sale securities . . . . .		10,133	(5,946)	(559)	(3,649)
Deferred gains (losses) on hedges . . . . .		8	(25)	14	(1,475)
Foreign currency translation adjustments . . . . .		(121)	(966)	(1,506)	(3,167)
Total valuation and translation adjustments . .		10,020	(6,937)	(2,051)	(8,293)
Stock acquisition rights . . . . .		4	11	11	11
Minority interests . . . . .		146,546	65,808	69,372	69,680
Total net assets . . . . .		387,766	419,338	428,615	457,530
Total liabilities and net assets . . . . .		1,219,247	1,079,233	1,229,939	1,254,886

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Notes	Year ended 31 March			Six months ended 30 September	
		2008	2009	2010	2009	2010
					<i>(unaudited)</i>	
Net sales . . . . .	VI.1	222,567	130,922	124,541	63,153	62,948
Cost of sales . . . . .	VI.2	115,343	63,633	59,138	28,274	28,646
Gross profit. . . . .		107,223	67,289	65,403	34,879	34,301
Selling, general and administrative expenses . . . . .	VI.3 & 4	64,616	62,885	61,971	31,126	30,696
Operating income . . . . .		42,606	4,403	3,431	3,752	3,605
Non-operating income						
Interest income . . . . .		289	1,033	365	169	165
Dividend income . . . . .		358	400	155	113	139
Share of results of affiliates. . . . .		—	—	—	—	203
Refunded consumption taxes . . . . .		—	—	188	—	—
Others . . . . .		481	989	476	241	245
Total non-operating income . . . . .		1,129	2,423	1,185	524	754
Non-operating expense						
Interest expense . . . . .		1,784	2,450	1,960	864	1,375
Amortization of stock issuance costs . . . . .		186	5	4	2	16
Amortization of bond issuance costs . . . . .		196	41	60	20	46
Amortization of deferred operating costs under Article 113 of the Insurance Business Act . . . . .		—	—	746	300	343
Share of results of affiliates. . . . .		4,614	2,508	98	149	—
Foreign exchange losses . . . . .		724	621	64	551	1,249
Others . . . . .		541	1,162	569	375	632
Total non-operating expense . . . . .		8,048	6,790	3,504	2,264	3,663
Ordinary income . . . . .		35,687	37	1,112	2,012	695
Extraordinary income						
Gains on sales of investment securities . . . . .		6,783	10,523	3,153	913	55
Reversal of allowance for doubtful accounts . . . . .		28	89	40	42	176
Reversal of statutory reserves. . . . .		—	714	33	33	2,022
Gains on the changes in interests in consolidated subsidiaries and equity method investees . . . . .		598	355	185	148	32
Others . . . . .		387	586	55	37	139
Total extraordinary income . . . . .		7,797	12,269	3,466	1,174	2,426

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Notes	Year ended 31 March			Six months ended 30 September	
		2008	2009	2010	2009	2010
					<i>(unaudited)</i>	
Extraordinary expense						
Losses on sales of non-current assets . . . . .	VI.7	1	33	0	0	—
Losses on retirement of non-current assets . . . . .	VI.8	253	259	103	51	127
Provision of allowance for doubtful accounts. . . . .	VI.6	—	—	1,989	1,485	189
Provision of statutory reserves . . . . .		1,611	0	0	—	—
Losses on sales of investment securities . . . . .	VI.5	3	12,040	237	146	3
Losses on valuation of investment securities. . . . .		—	7,547	46	24	176
Write-down of real estate inventories . . . . .		—	984	—	—	—
Losses on disposal of subsidiaries and affiliates. . . . .		—	—	—	—	635
Impairment losses on goodwill. . . . .		2,121	1,066	—	—	397
Impairment loss . . . . .	VI.9	—	—	—	—	716
Goodwill amortization for equity method affiliates with significant losses. . . . .		6,794	1,353	238	—	—
Losses on the changes in equity interest in consolidated subsidiaries and equity method investees . . . . .		2,300	14	44	42	1
Impact from applying the Accounting Standard of Asset Retirement Obligation . . . . .		—	—	—	—	501
Others . . . . .		1,580	5,137	998	362	257
Total extraordinary expense . . . . .		14,665	28,438	3,658	2,113	3,007
Income (loss) before income taxes . . . . .		28,819	(16,132)	920	1,074	113
Income taxes-current . . . . .		(19,311)	(11,829)	(9,095)	(4,971)	(4,392)
Income taxes-deferred . . . . .		2,038	5,680	8,359	3,632	3,001
Total income taxes. . . . .		(17,273)	(6,148)	(736)	(1,338)	(1,391)
Income (loss) after income taxes before minority interests . . . . .		11,546	(22,280)	184	(264)	(1,277)
Minority interests in income (loss) . . . . .		7,317	(3,905)	(2,165)	(1,086)	(1,963)
Net income (loss) . . . . .		4,228	(18,375)	2,350	822	686

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				<i>(unaudited)</i>	
<b>SHAREHOLDERS' EQUITY</b>					
<b>Capital stock</b>					
Balance at the end of previous year/period . . . . .	54,914	55,157	55,214	55,214	55,284
Changes during the year/period					
Issuance of new stock . . . . .	243	56	69	22	17,942
Total changes during the year/period . . . . .	243	56	69	22	17,942
Balance at the end of current year/period . . . . .	55,157	55,214	55,284	55,237	73,226
<b>Capital surplus</b>					
Balance at the end of previous year/period . . . . .	116,518	116,761	219,012	219,012	218,968
Changes during the year/period					
Issuance of new stock . . . . .	243	57	69	22	17,942
Increase (decrease) through share exchanges . . .	—	102,204	(112)	(112)	—
Adjustments due to change of scope of equity method . . . . .	—	843	—	—	—
Disposal of treasury stock . . . . .	(0)	(855)	(0)	(0)	(0)
Total changes during the year/period . . . . .	243	102,250	(43)	(90)	17,942
Balance at the end of current year/period . . . . .	116,761	219,012	218,968	218,921	236,910
<b>Retained earnings</b>					
Balance at the end of previous year/period . . . . .	122,167	112,339	86,865	86,865	87,276
Changes during the year/period					
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss) . . . . .	4,228	(18,375)	2,350	822	686
Decrease due to newly consolidated subsidiary . .	(790)	—	—	—	—
Decrease due to deconsolidation of subsidiaries . .	(16)	—	—	—	—
Decrease through a merger . . . . .	—	—	(194)	(194)	—
Adjustments due to change of scope of consolidation . . . . .	—	(103)	217	(58)	—
Adjustments due to change of scope of equity method . . . . .	307	(198)	(290)	—	(44)
Total changes during the year/period . . . . .	(9,827)	(25,473)	410	(1,103)	(1,034)
Balance at the end of current year/period . . . . .	112,339	86,865	87,276	85,762	86,241
<b>Treasury stock</b>					
Balance at the end of previous year/period . . . . .	(53,061)	(53,063)	(636)	(636)	(246)
Changes during the year/period					
Purchases of treasury stock . . . . .	(2)	(644)	—	—	—
Disposal of treasury stock . . . . .	1	53,071	389	389	—
Decrease of treasury stock due to change in equity . . . . .	0	—	—	—	—
Total changes during the year/period . . . . .	(1)	52,427	389	389	—
Balance at the end of current year/period . . . . .	(53,063)	(636)	(246)	(246)	(246)

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				<i>(unaudited)</i>	
<b>Total shareholders' equity</b>					
Balance at the end of previous year/period . . . . .	240,537	231,195	360,456	360,456	361,282
Changes during the year/period					
Issuance of new stock . . . . .	487	113	138	45	35,884
Increase (decrease) through share exchanges . . .	—	102,204	(112)	(112)	—
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss) . . . . .	4,228	(18,375)	2,350	822	686
Decrease due to newly consolidated subsidiary . .	(790)	—	—	—	—
Decrease due to deconsolidation of subsidiaries . .	(16)	—	—	—	—
Decrease due to merger . . . . .	—	—	(194)	(194)	—
Adjustments due to change of scope of consolidation . . . . .	—	(103)	217	(58)	—
Adjustments due to change of scope of equity method . . . . .	307	644	(290)	—	(44)
Purchases of treasury stock . . . . .	(2)	(644)	—	—	—
Disposal of treasury stock . . . . .	0	52,216	388	389	(0)
Treasury stocks held by affiliates accounted for using equity method . . . . .	0	—	—	—	—
Total changes during the year/period . . . . .	<u>(9,342)</u>	<u>129,261</u>	<u>825</u>	<u>(781)</u>	<u>34,849</u>
Balance at the end of current year/period . . . . .	<u>231,195</u>	<u>360,456</u>	<u>361,282</u>	<u>359,675</u>	<u>396,131</u>
<b>Valuation and translation adjustments</b>					
Unrealized gains (losses) on available-for-sale securities					
Balance at the end of previous year/period . . . . .	5,436	10,133	(5,946)	(5,946)	(559)
Changes during the year/period					
Net changes other than shareholders' equity . . .	4,697	(16,079)	5,387	3,754	(3,090)
Total changes during the year/period . . . . .	<u>4,697</u>	<u>(16,079)</u>	<u>5,387</u>	<u>3,754</u>	<u>(3,090)</u>
Balance at the end of current year/period . . . . .	<u>10,133</u>	<u>(5,946)</u>	<u>(559)</u>	<u>(2,192)</u>	<u>(3,649)</u>
Deferred gains (losses) on hedges					
Balance at the end of previous year/period . . . . .	2	8	(25)	(25)	14
Changes during the year/period					
Net changes other than shareholders' equity . . .	6	(34)	40	25	(1,490)
Total changes during the year/period . . . . .	<u>6</u>	<u>(34)</u>	<u>40</u>	<u>25</u>	<u>(1,490)</u>
Balance at the end of current year/period . . . . .	<u>8</u>	<u>(25)</u>	<u>14</u>	<u>—</u>	<u>(1,475)</u>
Foreign currency translation adjustments					
Balance at the end of previous year/period . . . . .	973	(121)	(966)	(966)	(1,506)
Changes during the year/period					
Net changes other than shareholders' equity . . .	(1,095)	(844)	(540)	(725)	(1,660)
Total changes during the year/period . . . . .	<u>(1,095)</u>	<u>(844)</u>	<u>(540)</u>	<u>(725)</u>	<u>(1,660)</u>
Balance at the end of current year/period . . . . .	<u>(121)</u>	<u>(966)</u>	<u>(1,506)</u>	<u>(1,691)</u>	<u>(3,167)</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				<i>(unaudited)</i>	
Total valuation and translation adjustments					
Balance at the end of previous year/period . . . . .	6,411	10,020	(6,937)	(6,937)	(2,051)
Changes during the year/period					
Net changes other than shareholders' equity . . . . .	3,608	(16,958)	4,886	3,054	(6,242)
Total changes during the year/period . . . . .	3,608	(16,958)	4,886	3,054	(6,242)
Balance at the end of current year/period . . . . .	10,020	(6,937)	(2,051)	(3,883)	(8,293)
Stock acquisition rights					
Balance at the end of previous year/period . . . . .	41	4	11	11	11
Changes during the year/period					
Net changes other than shareholders' equity . . . . .	(37)	7	(0)	(0)	(0)
Total changes during the year/period . . . . .	(37)	7	(0)	(0)	(0)
Balance at the end of current year/period . . . . .	4	11	11	11	11
Minority interests					
Balance at the end of previous year/period . . . . .	99,648	146,546	65,808	65,808	69,372
Changes during the year/period					
Net changes other than shareholders' equity . . . . .	46,897	(80,738)	3,564	4,535	308
Total changes during the year/period . . . . .	46,897	(80,738)	3,564	4,535	308
Balance at the end of current year/period . . . . .	146,546	65,808	69,372	70,343	69,680
Total net assets					
Balance at the end of previous year/period . . . . .	346,640	387,766	419,338	419,338	428,615
Changes during the year/period					
Issuance of new stock . . . . .	487	113	138	45	35,884
Increase (decrease) through share exchanges . . . . .	—	102,204	(112)	(112)	—
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss). . . . .	4,228	(18,375)	2,350	822	686
Decrease due to newly consolidated subsidiary. . . . .	(790)	—	—	—	—
Decrease due to deconsolidation of subsidiaries . . . . .	(16)	—	—	—	—
Decrease through a merger. . . . .	—	—	(194)	(194)	—
Adjustments due to change of scope of consolidation . . . . .	—	(103)	217	(58)	—
Adjustments due to change of scope of equity method . . . . .	307	644	(290)	—	(44)
Purchases of treasury stock . . . . .	(2)	(644)	—	—	—
Disposal of treasury stock. . . . .	0	52,216	388	389	(0)
Decrease of treasury stock due to change in equity . . . . .	0	—	—	—	—
Net changes other than shareholders' equity . . . . .	50,468	(97,689)	8,450	7,588	(5,933)
Total changes during the year/period . . . . .	41,126	31,572	9,276	6,807	28,915
Balance at the end of current year/period . . . . .	387,766	419,338	428,615	426,146	457,530



**APPENDIX I**

**ACCOUNTANTS' REPORT**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				<i>(unaudited)</i>	
Net cash from (used in) operating activities					
Income (loss) before income taxes . . . . .	28,819	(16,132)	920	1,074	113
Adjustments for:					
Depreciation and amortization . . . . .	6,896	4,893	5,550	2,553	2,969
Amortization of goodwill . . . . .	4,580	7,068	7,764	3,889	4,271
Increase in provision . . . . .	4,353	7,539	8,038	3,600	2,927
Share of results of affiliates . . . . .	4,614	2,508	98	149	(203)
Write-down of operational investment securities . . . . .	1,961	2,515	602	340	836
Equity in earnings of funds . . . . .	(3,101)	(2,880)	(1,174)	(1,362)	(1,049)
(Gains) losses on sales of investment securities . . . . .	(6,780)	1,517	(2,915)	(767)	(52)
Losses on valuation of investment securities . . . . .	—	7,547	46	24	176
Foreign exchange losses . . . . .	1,376	336	275	1,180	2,256
Interest and dividend income . . . . .	(31,237)	(27,495)	(17,456)	(9,272)	(8,803)
Interest expense . . . . .	7,809	8,784	5,962	2,956	3,369
Changes in assets and liabilities:					
(Increase) decrease in operational investment securities . . . . .	(5,596)	(20,645)	(8,961)	805	(16,860)
(Increase) decrease in operational loans receivable . . . . .	(16,108)	7,357	6,188	1,654	(1,050)
Decrease (increase) in real estate inventories . . . . .	9,190	(7,616)	(2,036)	(1,940)	(514)
(Increase) decrease in notes and accounts receivable-trade . . . . .	(1,979)	453	(1,302)	(761)	820
(Decrease) increase in notes and accounts payable-trade . . . . .	(280)	(2,044)	263	(526)	(732)
Decrease (increase) in cash segregated as deposits . . . . .	18,901	32,379	(12,962)	(55,962)	16,000
Decrease (increase) in trading instruments . . . . .	386	(2,038)	(1,486)	(2,073)	(7,651)
Purchases of leased assets . . . . .	(1,041)	—	—	—	—
Increase (decrease) in margin transaction assets/liabilities . . . . .	55,172	108,341	(77,074)	(86,555)	(30,528)
Increase in deposits from customers . . . . .	3,821	2,615	7,357	4,980	718
Decrease in guarantee deposits received for margin transactions . . . . .	(25,442)	—	—	—	—
(Decrease) increase in guarantee deposits received . . . . .	—	(29,706)	4,173	19,245	(4,548)
(Decrease) increase in loans payable secured by securities . . . . .	(20,290)	11,105	17,193	11,682	3,607
Increase (decrease) in advances received . . . . .	1,292	1,449	1,464	444	(458)
Others, net . . . . .	20,511	1,815	(1,614)	44,735	3,709
Subtotal . . . . .	57,830	99,669	(61,085)	(59,902)	(30,675)
Interest and dividend income received . . . . .	30,595	27,847	17,747	10,037	8,402
Interest expense paid . . . . .	(7,810)	(8,698)	(5,629)	(2,867)	(3,394)
Income taxes (paid) refunded . . . . .	(30,542)	(15,782)	(4,167)	584	(4,366)
Net cash from (used in) operating activities . . . . .	50,073	103,034	(53,134)	(52,149)	(30,034)

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Notes	Year ended 31 March			Six months ended 30 September	
		2008	2009	2010	2009	2010
					<i>(unaudited)</i>	
Net cash from (used in) investing activities						
Purchases of intangible assets . . . . .		(3,457)	(3,913)	(7,043)	(2,269)	(2,776)
Purchases of investment securities . . . . .		(8,309)	(7,344)	(7,653)	(5,296)	(9,298)
Proceeds from sales of investment securities .		3,579	784	3,204	2,475	3,031
Proceeds from sales of investments in subsidiaries . . . . .		7,190	130	28	—	249
Purchases of investments in subsidiaries resulting in change in scope of consolidation . . . . .	VIII.2	(3,861)	(1,086)	(260)	(399)	(99)
Proceeds from sales of investments in subsidiaries resulting in change in scope of consolidation . . . . .		—	19,341	2,540	—	—
Purchases of investments in subsidiaries . . . .		(4,442)	(5,621)	(3,753)	(3,511)	—
Payments of loans receivable . . . . .		(200,952)	(42,156)	(15,756)	(8,005)	(7,506)
Collection of loans receivable . . . . .		191,927	37,519	16,226	7,598	6,630
Payments for lease and guarantee deposits . .		(2,855)	(3,045)	(1,491)	(1,104)	(455)
Proceeds from collection of lease and guarantee deposits . . . . .		1,377	2,063	1,347	749	339
Others, net . . . . .		(804)	2,225	(2,953)	(3,053)	92
Net cash used in investing activities . . . . .		<u>(20,610)</u>	<u>(1,104)</u>	<u>(15,563)</u>	<u>(12,816)</u>	<u>(9,793)</u>
Net cash from (used in) financing activities						
Increase in short-term loans payable . . . . .		2,672,500	—	—	—	—
Decrease in short-term loans payable . . . . .		(2,680,830)	—	—	—	—
Increase (decrease) in short-term loans payable . . . . .		—	(8,959)	940	42,929	(182)
Proceeds from long-term loans payable . . . .		46,215	1,474	28,360	1,700	2,000
Repayment of long-term loans payable . . . .		(38,571)	(9,899)	(22,208)	(3,638)	(3,328)
Proceeds from issuance of bonds payable . . .		297	200	122,218	49,968	40,464
Redemption of bonds payable . . . . .		(1,400)	(108,366)	(51,480)	(41,480)	(41,600)
Proceeds from stock issuance . . . . .		413	134	141	44	35,678
Proceeds from stock issuance to minority interests . . . . .		2,850	325	1,023	1,006	1,681
Contributions from minority shareholders in consolidated investment funds . . . . .		29,858	5,611	11,931	8,307	1,912
Cash dividend paid . . . . .		(13,451)	(6,795)	(1,681)	(1,666)	(1,666)
Cash dividend paid to minority shareholders .		(2,554)	(2,746)	(218)	(152)	(147)
Distributions to minority shareholders in consolidated investment funds . . . . .		(25,265)	(7,975)	(3,914)	(1,670)	(1,360)
Proceeds from sales of treasury stock . . . . .		0	10	—	—	—
Purchases of treasury stock . . . . .		(2)	(585)	(13)	(9)	(2)
Others, net . . . . .		(19)	57	(499)	(132)	(488)
Net cash (used in) from financing activities . .		<u>(9,957)</u>	<u>(137,514)</u>	<u>84,599</u>	<u>55,205</u>	<u>32,959</u>
Effect of changes in exchange rate on cash and cash equivalents . . . . .		<u>(931)</u>	<u>(102)</u>	<u>(490)</u>	<u>(1,153)</u>	<u>(1,978)</u>
Net increase (decrease) in cash and cash equivalents . . . . .		<u>18,574</u>	<u>(35,686)</u>	<u>15,410</u>	<u>(10,914)</u>	<u>(8,847)</u>
Increase in cash and cash equivalents from newly consolidated subsidiaries . . . . .		25,364	2,875	842	63	—
Decrease in cash and cash equivalents resulting from deconsolidation of subsidiaries		(23)	(107)	—	—	(28)
Increase in cash and cash equivalents resulting from merger . . . . .		—	223	15	15	—
Cash and cash equivalents at beginning of year/period . . . . .		<u>115,092</u>	<u>159,007</u>	<u>126,312</u>	<u>126,312</u>	<u>142,581</u>
Cash and cash equivalents at end of year/period . . . . .	VIII.1	<u>159,007</u>	<u>126,312</u>	<u>142,581</u>	<u>115,477</u>	<u>133,705</u>

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**APPENDIX I****ACCOUNTANTS’ REPORT**

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**I. BASIS OF PRESENTATION**

The Financial Information of SBI Holdings, Inc. (the “Company”) and its consolidated subsidiaries (hereinafter referred to as the “Group”) was prepared in accordance with the generally accepted accounting principles in Japan (“JGAAP”) and was presented by reference to the “Rules Governing Term, Form and Preparation of Consolidated Financial Statements” (Finance Ministerial Order the 28th, 1976, which is hereinafter referred to as the “Consolidated Financial Statements Rule”). The Financial Information of the Group has been prepared on the historical cost basis except for certain investments which are stated at fair value, the details of which are listed below.

The Financial Information is presented in Japanese Yen (“Yen” or “¥”).

**II. SIGNIFICANT ACCOUNTING POLICIES****1. Accounting policies****(1) Scope of consolidation and application of equity method**

- (a) Under the control or influence concept, those companies in which the Group, directly or indirectly, is able to exercise control are consolidated, and those companies over which the Group has the ability to exercise significant influence are accounted for using the equity method.
- (b) All significant intercompany balances and transactions have been eliminated in consolidation. All material unrealized profit or loss resulting from intercompany transactions is eliminated.
- (c) Basis for exclusion from scope of consolidation
  - (i) Small size entities of which total assets, sales, net income, and retained earnings are considered to be immaterial are excluded from consolidation. Investments in partnerships which are classified as subsidiaries under Practical Issues Task Force (“PITF”) No. 20 — “Practical Solution on Application of Control”, issued on 8 September 2006, are excluded from consolidation as the effect of consolidation may be misleading to investors, in accordance with the item (ii) of Article 5(1) of the Consolidated Financial Statements Rule.
  - (ii) Venture capital investments are not classified as subsidiaries when certain conditions for venture capital have been satisfied.
- (d) Basis for not applying equity method
  - (i) Small size entities, which have immaterial effect to net income and retained earnings individually and collectively, are not accounted for using the equity method.
  - (ii) Venture capital investments are not classified as affiliates when certain conditions for venture capital have been satisfied.
- (e) Consolidated financial statements are prepared based on the financial statements of each reporting entity and adjustments are made when their year end dates are different over 3 months.

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**APPENDIX I****ACCOUNTANTS’ REPORT**

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**(2) Valuation method of significant assets****(a) Trading instruments**

Trading instruments, which are held for the purpose of earning capital gains in the near term, are reported at fair value, with the related unrealized gains and losses included in income.

**(b) Available-for-sale securities (consist of investment securities and operational investment securities other than investments in funds), which are not classified as trading instruments:****(i) Listed securities**

Listed securities are measured at fair value, with fair value gains and losses, net of applicable taxes, reported as “unrealized gains (losses) on available-for-sales securities”, a separate component of net assets. The cost of securities sold is determined based on the moving average cost method.

**(ii) Unlisted securities**

Unlisted securities are stated at cost less impairment, determined by the moving average cost method.

**(c) Investments in funds**

Investments in funds other than those classified as consolidated subsidiaries are accounted for using the equity method based on the Group’s percentage share in the contributed capital. The Group’s proportionate share in the equity of the funds are presented in “operational investment securities” or “investment securities”.

**(d) Securities in custody for commodity futures related businesses**

In accordance with the Article 39 of the Commodities Exchange Act, securities in custody for commodity futures related businesses are reported at a price determined by the commodity exchange are as follows:

Interest-bearing government bonds: 85 percent of face value

Listed corporate bonds: 65 percent of face value

Equity securities listed on the First Section of the Japanese Stock Exchange market: 70 percent of fair value

Warehouse receipts (commodity certificates): 70 percent of fair value.

**(e) Derivative contracts**

Derivative contracts are measured at fair value.

**(f) Real estate inventories**

Real estate inventories are measured at the lower of cost or net realizable value.

**(3) Depreciation method of depreciable assets****(a) Property and equipment**

Property and equipment are stated at cost less accumulated depreciation. Depreciation of property and equipment by the Company and its consolidated subsidiaries is computed using the declining-balance method over the estimated useful lives of assets while the straight-line

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**APPENDIX I****ACCOUNTANTS' REPORT**

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method is applied to buildings acquired after 1 April 1998. The range of useful lives is principally from 3 to 50 years in 2008, from 3 to 47 years in 2009 and from 5 to 50 years in 2010 for buildings, and from 2 to 20 years in 2008 and 2009 and from 4 to 20 years in 2010 for furniture and fixtures.

(b) Land

Land is stated at cost less impairment.

(c) Intangible assets

(i) Software used for internal purposes is amortized using the straight line method over the estimated useful life of the software (5 years).

(ii) Software for sale is amortized using the straight line method over the estimated saleable period of the software, which is 3 years or less.

(d) Assets leased to other parties under operating leases

Assets leased to other parties under operating leases are depreciated using the straight line method over the useful life of assets with estimated residual value.

**(4) Recognition and measurement of significant provisions and allowances**

(a) Allowance for investment losses

Allowance for investment losses for operational investment securities and investment securities are provided based on the estimated losses of the investments and the financial condition of the investees.

(b) Allowances for doubtful accounts

Allowance for doubtful accounts is provided based on the Group's past credit loss experience and an evaluation of the recoverability of the outstanding receivables including notes and accounts receivable-trade, operational loans receivable, loans on margin transactions and other loans receivable.

(c) Provision for bonuses

Bonuses to employees are accrued at the balance sheet date.

(d) Employees' retirement benefits

The Group recorded liabilities for employees' retirement benefits based on the projected benefit obligations and plan assets at the balance sheet date. The liabilities were recognized and measured by assuming all the employee voluntarily retired at the end of the year.

(e) Retirement allowance for directors

Retirement allowance for directors is recorded at the amount as if all directors retired at each balance sheet date.

(f) Provision for contingent losses

The Group provided a liability for estimated losses relating to litigations.

(g) Statutory reserve for securities transactions liabilities/financial products transactions

For the year ended 31 March 2008, pursuant to Article 51 of the former Securities and Exchange Law, a statutory reserve was provided against possible losses resulting from execution errors related to securities business transactions. The amount was calculated in accordance with Article 35 of the former "Cabinet Office Ordinance concerning Securities Companies".

After 31 March 2008, pursuant to Article 46-5 of the Financial Instruments and Exchange Act, a statutory reserve is provided against possible losses resulting from execution errors related to securities business transactions. The amount is calculated in accordance with Article 175 of the "Cabinet Office Ordinance concerning Financial Instruments Business".

The Financial Instruments and Exchange Act (enacted on 30 September 2007) reformed and replaced the Securities and Exchange Law. The effect of the change resulted in the account "Reserve for securities transactions liabilities", which was recorded in accordance with Article 51 of the former Japanese Securities and Exchange Law, was replaced by "Reserve for financial products transaction liabilities" which are recorded in accordance with Article 46-5 of the Financial Instruments and Exchange Act effective from 1 April 2008. The loss before income taxes was decreased by ¥624 million for the year ended 31 March 2009 as a result of the change.

(h) Statutory reserve for commodity transactions liabilities

Statutory reserve is provided against possible losses resulting from commodity futures transaction errors in accordance with Article 221 of the Commodities Exchange Act.

(i) Statutory reserve for price fluctuation

Statutory reserve is provided against possible losses resulting from stock price fluctuations in accordance with Article 115 of the Insurance Business Act.

**(5) Translations of significant assets and liabilities denominated in foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into Japanese Yen using the exchange rates at the balance sheet date. The balance sheets of the consolidated foreign subsidiaries are translated into Japanese Yen using their exchange rate as at the balance sheet date except for net assets, which are translated at the historical rates. Revenue and expense accounts of consolidated foreign subsidiaries are translated into Japanese Yen using the average exchange rate of the year. Differences arising from such translation are shown as "Foreign currency translation adjustments", as a separate component under "Net assets" except for the portion pertaining to the minority shareholders, which is included under "Minority interests" as a separate component under "Net assets".



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**APPENDIX I****ACCOUNTANTS' REPORT**

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**(6) Recognition for net sales and cost of sales**

Net sales and cost of sales

The Group's net sales primarily consist of a) revenue from operational investment securities, b) fees from funds, c) revenue from construction projects, d) revenue from securities transactions, e) revenue from commodity futures transactions, and f) revenue from finance lease transactions. The costs of sales principally consist of the cost of operational investment securities, cost of construction project, and the related provision of allowance for investment losses, if any.

**(a) Revenue and cost of operational investment securities**

Revenue from operational investment securities consists of proceeds from the sales of operational investment securities and securities held by funds, and interest and dividend income from these securities. Cost of operational investment securities consists of the cost of operational investment securities and securities held by funds, write down of operational investment securities and securities held by funds, and fees related to securities transactions.

**(b) Fees from funds**

Fees from funds consist of establishment fees for fund organization, management fees, and success fees from funds managed by the Group. Management fees from funds are recognized over the period of the fund management agreement. Establishment fees and success fees from funds are recognized when those revenue amounts are determined and the services are provided.

**(c) Revenue from construction projects**

When the total construction revenue, total construction costs and the stage of completion of the contract can be reliably measured at the balance sheet date, the percentage-of-completion method is applied. If the outcome of a construction contract cannot be reliably estimated at the balance sheet date, the completed contract method is applied.

**(d) Revenue from securities transactions**

Revenue from securities transactions primarily consists of brokerage commissions from securities transactions, fees from underwriting activities and offering of securities for initial public offerings and fees for placements and sales of securities. Commission income for executing brokerage transactions are accrued on a trade date basis. Underwriting fees are recorded when services for underwriting activities are completed. All other fees are recognized when related services are rendered.

**(e) Revenue from commodity futures transactions**

Revenue and cost of commodity futures transactions are recognized on a trade date basis.

**(f) Revenue from finance lease transactions**

Revenue and cost of finance lease transactions are recognized at the commencement of the lease term.

**(g) Financial charges and cost of funding**

Financial charges and cost of funding, which consist of interest expense for margin trading transactions and costs from repurchase agreement transactions, etc. which are related to the

investment banking businesses, are recorded as cost of sales. As for certain consolidated subsidiaries, interest expense other than financial charges is classified as interests related to operating assets (e.g. leases receivable and lease investment assets, etc.) or to non-operating assets. Interest expense (cost of funding) related to operating asset is classified as cost of sales. During the development of a project, interest expense related to long term and large scale real estate development is included in the cost of the real estate inventories.

**(7) Accounting for significant lease transactions**

In March 2007, the Accounting Standards Board of Japan ("ASBJ") issued ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," which revised the previous accounting standard for lease transactions issued in June 1993. The revised accounting standard for lease transactions is effective for fiscal years beginning on or after 1 April 2008 with early adoption permitted for fiscal years beginning on or after 1 April 2007.

**(a) Lessee**

Prior to 1 April 2007 finance leases were permitted to be accounted for as operating lease transactions if certain "as if capitalized" information was disclosed in the note to the lessee's financial statements. ASBJ Statement No. 13 requires that all finance lease transactions be capitalized to recognize leased assets and lease obligations in the balance sheet. In addition, leases which existed at the transition date and did not transfer ownership of the leased assets to the lessee are continued to be accounted for as operating lease transactions with certain "as if capitalized" information disclosed in the notes to the lessee's financial information.

The Group continued to account for leases which existed at the transition date that did not transfer ownership of the leased assets to the lessee as operating lease transactions.

**(b) Lessor**

Prior to 1 April 2007 finance leases that deemed to transfer ownership of the assets leased to other parties under operating lease to the lessee were treated as sales. However, other finance leases were permitted to be accounted for as operating lease transactions if certain "as if sold" information was disclosed in the note to the lessor's financial statements. ASBJ statement No. 13 requires that all finance leases be recognized as leases receivable, and that all finance leases that are deemed not to transfer ownership of the assets leased to other parties under operating leases be recognized as lease investment assets. For the finance leases which existed at the transition date and did not transfer ownership of the assets leased to other parties under operating leases, the book value of the leased assets (after deducting accumulated depreciation) at the transition date is used as the beginning value of the lease investment assets.

The Group applied on 1 April 2008. The effect of this change was not considered material to net income for the year ended 31 March 2009.

Leases receivable and lease investment assets are stated at cost less accumulated depreciation. Depreciation is computed by using the straight-line method over the useful life with residual value of zero.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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**(8) Accounting for significant hedging transactions****(a) Accounting for hedges**

Foreign currency forward contracts are used to hedge foreign currency exposures in the Group. Receivables, payables and investment securities denominated in foreign currencies are translated at the contracted rates if the forward contracts are qualified for hedge accounting. Interest rate swaps, which are qualified for hedge accounting and met the specific matching criteria, are not remeasured at market value. The differential paid or received under the swap agreements is recognized and included in interest expense or income.

**(b) Hedging instruments and hedged item****(i) Hedging instruments and hedged item**

Foreign exchange forward contracts and foreign currency denominated receivables and payables and investment securities.

**(ii) Hedging instruments and hedged item**

Interest rate swap contracts and interest expense for borrowing.

**(c) Hedging policy**

(i) For foreign currency-denominated transactions, the foreign currency forward contracts are used to hedge foreign currency exposures in the Group.

(ii) For interest expense on borrowing, interest rate swap contract is utilized to mitigate the volatility of interest rates.

**(9) Other significant accounting policies for consolidated financial statements****1. Business Combination**

For the period up to 31 March 2010:

In October 2003, the Business Accounting Council (the "BAC") issued a Statement of Opinion, "Accounting for Business Combinations" and on 27 December 2005, the ASBJ issued ASBJ Statement No. 7, "Accounting Standard for Business Divestitures" and ASBJ Guidance No. 10, "Revised Guidance on Accounting Standard for Business Combinations and Business Divestitures."

The accounting standard for business combinations allows companies to apply the pooling of interests method of accounting only when certain specific criteria are met such that the business combination is essentially regarded as a uniting-of-interests. For business combinations that do not meet the uniting-of-interests criteria, the business combination is considered to be an acquisition and the purchase method of accounting is required to be adopted. This standard also prescribes the accounting for combinations of entities under common control and for joint ventures.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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Goodwill, representing the excess of the Company's investments in subsidiaries over the fair value of the net assets of the acquired subsidiaries at the date of acquisition, is amortized by straight-line method over the estimated useful life of goodwill. Goodwill is amortized over 20 years when its useful life cannot be reasonably estimated. Negative goodwill, representing the excess of the fair value of the net assets of the acquired subsidiaries at the date of acquisition over the Company's investments in such subsidiaries, is amortized by straight-line method over periods appropriate to the circumstances of the respective acquisitions. Immaterial goodwill or negative goodwill is charged/credited to consolidated statements of operations when incurred.

Assets acquired and liabilities assumed at a business combination are recorded at its acquisition-date's fair value.

For the period beginning on 1 April 2010:

In December 2008, the ASBJ issued a revised accounting standard for business combinations, "Accounting Standard for Business Combinations" (ASBJ Statement No.21 issued on 26 December 2008), "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No.22 issued on 26 December 2008), "Partial amendments to Accounting Standard for Research and Development Costs" (ASBJ Statement No.23 issued on 26 December 2008), "Revised Accounting Standard for Business Divestitures" (ASBJ Statement No.7 (Revised 2008) issued on 26 December 2008), "Revised Accounting Standard for Equity Method of Accounting for Investments" (ASBJ Statement No.16 (Revised 2008) released on 26 December 2008) and "Revised Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No.10 (Revised 2008) issued on 26 December 2008), hereinafter referred to as "revised standards". The revised standards are effective for the business combinations transactions undertaken on or after 1 April 2010 and will be applied prospectively.

Major accounting changes under the revised accounting standards are as follows:

- (1) The previous accounting standard for business combinations allows companies to apply the pooling of interests method of accounting when certain specific criteria are met such that the business combination is essentially regarded as a uniting of interests. The revised standards requires accounting for such business combination by the purchase method and the pooling of interests method of accounting is no longer allowed.
- (2) The previous accounting standard accounts for the research and development costs to be charged to income as incurred. Under the revised standards, an in-process research and development (IPR&D) acquired by the business combination is capitalized as an intangible asset.
- (3) Under the previous accounting standard, a bargain purchase (negative goodwill) is capitalized and is amortized within 20 years. Under the revised standards, a bargain purchase is recognized as profit on the acquisition date.
- (4) Under the previous accounting standard, when a parent obtains control over a subsidiary by a step acquisition, goodwill is measured on the date the parent obtains control as the difference between (a) the aggregate carrying amount of any previously held equity interests and the purchase consideration and (b) the net amount of the fair value of assets and the liabilities attributable to the parent on the date the parent obtains control. Under the revised standards, the acquirer should remeasure its previously held equity interests in the acquiree at its acquisition-date fair value and recognize any resulting gain or loss. Goodwill is measured at the acquisition date as the difference

between (1) the aggregate of the acquisition date fair value of the consideration transferred, the amount of any non-controlling interests in the entity acquired and the acquisition-date fair value of any previously held equity interests in the entity acquired and (2) the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed.

## **2. Accounting for investments in funds**

Investment in funds, held for operational investment purpose, which are not within the scope of consolidation are accounted for as follows:

The Group's proportionate share in the equity of the funds as at balance sheet date is presented as "operational investment securities" (current assets) in the consolidated balance sheets. Revenue and expenses stated on the statement of operations of the funds are recorded in the consolidated statements of operations based on the Group's percentage of ownership.

Investment in funds, other than held for operational investment purpose, which are not within the scope of consolidation are accounted for as follows:

The Group's proportionate share in the equity of the funds as at balance sheet date are presented as "Investment securities" (non-current assets) in the consolidated balance sheets. Share of results of funds are included in "Non-operating income (expense)" in the consolidated statements of operations.

For the year ended 31 March 2009, the Group commenced quarterly reporting from this year under the Financial Instruments and Exchange Act. Consequently, for investment in funds not categorized as subsidiaries, the related gains/losses are measured based upon the investees' quarterly financial information when available. The operating income and ordinary income was increased, and the loss before income taxes was decreased by ¥1,189 million as a result of the change.

## **3. Deferred charges**

### **(a) Stock issuance costs**

Stock issuance costs are amortized over 3 years by using straight line method.

### **(b) Bond issuance costs**

Bond issuance costs are amortized over the bond term by using straight line method.

### **(c) Deferred operating costs under Section 113 of the Insurance Business Act**

This deferred operating costs can be amortized within 10 years according to section 113 of the Insurance Business Act of Japan.

## **4. Accounting for consumption tax**

The amounts in the Financial Information are presented without consumption or local consumption taxes.

## **5. Cash segregated as deposits**

Cash segregated as deposits are mainly client's trust money and cash deposited as collateral under the regulatory requirement, which is stated as cost.

**6. Loans and receivables**

Loans and receivables including notes and accounts receivable-trade, operational loans receivable and other loans receivable are measured at historical cost less allowance for doubtful accounts. The carrying amount of loans and receivables is reduced through the use of an allowance account. Margin loans receivable are stated at amounts equal to the purchase amounts of the relevant securities, which are collateralized by customers' securities and customers' deposits. (See the accounting policy in respect of allowance for doubtful accounts).

**7. Deposits from customers and guarantee deposits received**

Deposits received are mainly deposits received from customers, payment amount and guarantee deposits received which are recognized at cost.

**8. Impairment losses on non-current assets**

The Group reviews their non-current assets for impairment whenever events or changes in circumstance indicate that the carrying amount of an asset or asset group may not be recoverable.

An impairment loss is recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group.

The impairment loss is measured as the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or the net selling price at disposition.

**9. Asset retirement obligation**

Asset retirement obligation is required to be recognized when there is a present obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. The asset retirement obligation should be measured at the present value.

**10. Borrowings**

Borrowings are stated at cost, which represent the loans payable and bonds payable outstanding at balance sheet date.

**11. Retail margin trading liabilities**

Retail margin trading liabilities are stated at cost.



**12. Stock options**

ASBJ Statement No. 8, "Accounting Standard for Stock Options" and related guidance are applicable to stock options granted on and after 1 May 2006. This standard requires companies to recognize compensation expense for employee stock options based on the fair value at the date of grant and expense over the vesting period as consideration for receiving goods or services.

The standard also requires companies to account for stock options granted to non-employees based on the fair value of either the stock options granted or the goods or services received. In the consolidated balance sheets, the stock option is presented as a stock acquisition right as a separate component of equity until exercised.

The standard covers equity-settled share-based payment transactions but does not cover cash-settled share-based payment transactions. The standard allows the stock options granted by unlisted companies to be measured at their intrinsic value if their fair values cannot reliably estimate. The Group applied this accounting standard for stock options granted after 1 May 2006.

**13. Bonuses to directors and corporate auditors**

Bonuses to directors and corporate auditors are accrued at the balance sheet date.

**14. Income taxes**

The provision for income taxes is computed based on the pretax income included in the consolidated statements of operations.

The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities.

Deferred taxes are measured by applying currently enacted tax laws to the temporary differences.

A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Group is able to realize their benefits, or that future deductibility is uncertain.

**15. Per share information**

Basic net income per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period.

Diluted net income per share reflects the potential dilution that could occur if securities were exercised or converted into common stock. Diluted net income per share of common stock assumes full conversion of the outstanding convertible notes and bonds at the beginning of the year (or at the time of issuance) with an applicable adjustment for related interest expense, net of tax, and full exercise of outstanding warrants.

Cash dividends per share presented in the accompanying consolidated statements of operations are dividends attributable to the respective years including dividends to be paid after the end of the year.

**16. Cash and deposits and short-term investment securities**

Cash and cash equivalents stated in the consolidated statements of cash flows are cash and deposits or short-term investment securities that are readily convertible into cash, and are not exposed to significant risk of changes in value, all of which will be matured or become due within three months from the date of acquisition.

**III. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES**

The following new and revised accounting policies have been changed during the Track Record Period. The new and revised accounting policies are adopted prospectively:

**FOR THE YEAR ENDED 31 MARCH 2009**

- (1) The Group applied ASBJ PITF No. 18, "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements" issued on 17 May 2006, effective on 1 April 2008. The effect of this change was considered as not material to the net loss for the year ended 31 March 2009.
- (2) On 30 March 2007, the ASBJ issued the revised ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," which was previously issued on 17 June 1993, and the revised "Guidance for Accounting Standard for Lease Transaction" (ASBJ Guidance No. 16 previously issued on 18 January 1994) effective on 1 April 2008). Finance leases were permitted to be accounted for as operating lease transactions if certain "as if capitalized" information was disclosed in the note to the lessee's financial statements under the previous accounting standards. The revised accounting standards require that all finance lease transactions to be capitalized, as leased assets and lease obligations recognized in the consolidated balance sheets. In addition, the revised accounting standards permit leases which existed as of 1 April 2008 at the transition date and the ownership of the leased assets was not transferred to the lessee to be continued to account for as operating lease transactions.

As a lessee, the Group continued to account for leases which existed at the transition date and did not transfer ownership of the leased assets to others under operating lease to the lessee as operating lease transactions. As a lessor, finance leases where the ownership of the leased assets was not transferred to the lessee are measured at the carrying amount as at the end of the prior year and recorded as lease investment assets. The effect of the above changes were considered to be not material to the net loss for the year ended 31 March 2009.

- (3) Prior to 1 April 2008, inventories were stated at cost, determined by the specific identification method. On 5 July 2006, the ASBJ issued ASBJ Statement No. 9, "Accounting Standard for Measurement of Inventories." The Group applied this new accounting standard effective on 1 April 2008. The effect of this change was to decrease operating income and ordinary income by ¥408 million and to increase loss before income taxes by ¥1,393 million for the year ended 31 March 2009. Please refer to the segment information for the effects to the segment.

**FOR THE YEAR ENDED 31 MARCH 2010**

- (4) On 27 December 2007, the ASBJ issued ASBJ Statement No. 15 "Accounting Standard for Construction Contracts" and ASBJ Guidance No. 18 "Guidance on Accounting Standard for Construction Contracts." Until 31 March 2009, the Group adopted the percentage of completion method on the construction contracts, which met both (i) the contract amount is ¥300 million and more (ii) construction period is over 1 year. The

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Group adopted the completed contract method to other contracts. Under the new accounting standard, construction revenue and construction costs should be recognized using the percentage-of-completion method, if the outcome of a construction contract can be estimated reliably. If the outcome of a construction contract cannot be reliably estimated, the completed contract method should be applied. When it is probable that the total construction costs will exceed total construction revenue, an estimated loss on the contract should be immediately recognized by providing for a loss on construction contracts. The Group applied the new accounting standard effective on 1 April 2009. The effect of this change was considered to be not material.

- (5) On 13 May 2008, ASBJ issued the Implementation Guidance No. 22 "Guidance on determining a subsidiary and an affiliate". The Group applied this guidance with effective from 1 April 2009 and 3 entities were newly identified as subsidiaries of the Company for the year ended 31 March 2010. However, the 3 new identified subsidiaries were excluded from consolidation as they met the specific exemption of small size entities. There is no financial effect on such change of accounting policy for the year ended 31 March 2010.

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- (6) The Group has adopted "Accounting Standard for Asset Retirement Obligation" (ASBJ Statement No. 18 issued on 31 March 2008) and "Guidance for Accounting Standard for Asset Retirement Obligation" (ASBJ Guidance No. 21 issued on 31 March 2008). The operating income and ordinary income was decreased by ¥45 million and the income (loss) before income taxes was decreased by ¥547 million for the six month period ended 30 September 2010 as a result of the change.
- (7) Accounting standard for business combinations: The Group has adopted "Accounting Standard for Business Combinations" (ASBJ Statement No.21 issued on 26 December 2008), "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No.22 issued on 26 December 2008), "Partial amendments to Accounting Standard for Research and Development Costs" (ASBJ Statement No.23 issued on 26 December 2008), "Revised Accounting Standard for Business Divestitures" (ASBJ Statement No.7 (Revised 2008) issued on 26 December 2008), "Revised Accounting Standard for Equity Method of Accounting for Investments" (ASBJ Statement No.16 (Revised 2008) released on 26 December 2008) and "Revised Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No.10 (Revised 2008) issued on 26 December 2008) for the six months ended 30 September 2010.

The implication of changes in accounting policies as if the changes were applied retrospectively are disclosed in section A.3 of the Financial Information.

#### **IV. CHANGES IN PRESENTATION**

##### **Changes in presentation due to adoption of Extensible Business Reporting Language ("XBRL") for the purpose of filing financial information through Electronic Disclosure for Investors' Network ("EDINET"):**

Consolidated balance sheets:

- (1) As at 31 March 2009, provisions included in "Others" line of "Current liabilities" (¥72 million as at 31 March 2008) and previously in "Others" line of "Non-current liabilities" (¥248 million as at 31 March 2008) were reclassified into "Other Provisions" of "Current liabilities" and "Other Provisions" of "Non-current liabilities" respectively.
- (2) In the consolidated balance sheet as at 31 March 2008, consignment guarantee money received for margin transactions were presented as "Guarantee deposits received" (¥229,183 million as at 31 March 2009) and customer deposits as collateral for commodity futures were presented as "Customers' deposits received for commodity futures transactions" (¥28,885 million as at 31 March 2009).

"Guarantee deposits received" and "Customers' deposits received for commodity futures transactions" were presented as "Guarantee deposits received" as at 31 March 2009.

Consolidated statements of changes in net assets:

- (3) "Decrease due to newly consolidated subsidiary" (decreased by ¥73 million for the year ended 31 March 2009) and "Decrease due to deconsolidation of subsidiaries" (decreased by ¥29 million for the year ended 31 March 2009) for the year ended 31 March 2008 have been reclassified into "Adjustments due to change of scope of consolidation" from the year ended 31 March 2009 onwards.

Consolidated statements of cash flows:

- (4) In the consolidated statement of cash flows for the year ended 31 March 2008, changes in consignment guarantee money received for margin transactions were presented as "Decrease in guarantee deposits received for margin transactions". For the year ended 31 March 2009, amounts were reclassified into "(Decrease) increase in guarantee deposits received" (decreased by ¥42,822 million for the year ended 31 March 2009).

In addition, changes in customers' deposits as collateral for commodity futures, which were presented as "Others, net" for the year ended 31 March 2008, were also reclassified into "(Decrease) increase in guarantee deposits received" (increased by ¥13,115 million for the year ended 31 March 2009).

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**Change in presentation due to expansion of a particular line item or grouping with other items if the corresponding amount exceeds or is below the benchmark of the associated Financial Information caption.**

Consolidated balance sheets:

- (5) Assets leased to other parties of ¥5 million and the corresponding accumulated depreciation of ¥(0) million as at 31 March 2009, which were separately presented as at 31 March 2008, were included in "Property and Equipment — others" as the 2009 balance is below 10% of the total carrying amount of property and equipment.

Consolidated statements of operations:

- (6) "Losses on valuation of investment securities" was included in "Others" line of "Extraordinary expense" for the year ended 31 March 2008 and was separately presented for the subsequent reporting years periods within the Track Record Period, as the amount exceeded 10 percent of total extraordinary expense. "Losses on valuation of investment securities" for the year ended 31 March 2008 amounted to ¥676 million.
- (7) "Refunded consumption taxes" was included in "Others" line of "Non-operating income" for the years ended 31 March 2008 and 31 March 2009 and six months ended 30 September 2010 and was separately presented for the year ended 31 March 2010, as the amount exceeded 10 percent of total amount of non-operating income. "Refunded consumption taxes" for the year ended 31 March 2009 amounted to ¥238 million.
- (8) "Amortization of deferred operating costs under Article 113 of the Insurance Business Act" was included in "Others" line of "Non-operating expense" for the years ended 31 March 2008 and 31 March 2009 and was separately presented for the subsequent reporting periods within the Track Record Period, as the amount exceeded 10 percent of total non-operating expense. "Amortization of deferred assets under Article 113 of the Insurance Business Act" for the year ended 31 March 2009 amounted to ¥364 million.
- (9) "Provision of allowance for doubtful accounts" was included in "Others" line of "Extraordinary expense" for the years ended 31 March 2008 and 31 March 2009 and was separately presented for the subsequent reporting periods within the Track Record Period, as the amount exceeded 10 percent of total extraordinary expense. "Provision of allowance for doubtful accounts" for the year ended 31 March 2009 amounted to ¥2,468 million.
- (10) "Impairment loss" was included in "Others" line of "Extraordinary expense" for the year ended 31 March 2010 and prior reporting periods within the Track Record Period and was separately presented for the six months ended 30 September 2010, as the amount exceeds 10 percent of total amount of extraordinary expense. "Impairment loss" included in "Others" line of "Extraordinary expense" for the six months ended 30 September 2009 amounted to ¥6 million.

Consolidated statements of cash flows:

- (11) "Losses on valuation of investment securities" was included in "Others, net" line of "Net cash from (used in) operating activities" for the year ended 31 March 2008 and was separately presented for the subsequent reporting periods within the Track Record Period as a result of the significant increase in the amount. "Losses on valuation of investment securities" included in "Others" for the year ended 31 March 2008 was an increase of ¥676 million.

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- (12) "Purchases of leased assets" was separately presented for the year ended 31 March 2008 and included in "Others, net" line of "Net cash from (used in) operating activities" for the subsequent reporting periods within the Track Record Period as a result of the significant decrease in balance. "Purchases of leased assets" included in "Others" line of "Net cash from (used in) operating cash flows" for the year ended 31 March 2009 was a decrease of ¥5 million.

**Change in presentation due to other reasons:**

Consolidated statements of cash flows:

- (13) In the consolidated statement of cash flows for the year ended 31 March 2008, "Increase in short-term loans payable" and "Decrease in short-term loans payable" in cash flows from financing activities were separately presented on a gross-basis. For the year ended 31 March 2009, amounts were presented on a net-basis in "Increase (decrease) in short-term loans payable" as the loans have a short term maturity. "Increase in short-term loans payable" and "Decrease in short-term loans payable" included in "Increase (decrease) in short-term loans payable" were increase of ¥1,310,204 million and decrease of ¥1,319,163 million, respectively, for the year ended 31 March 2009.

The implication of changes in presentation as if the changes were applied retrospectively are disclosed in section A.3 of the Financial Information.



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**V. NOTES TO CONSOLIDATED BALANCE SHEETS**

**1. Operational investment securities**

As at 31 March 2008, 2009 and 2010 and 30 September 2010, operational investment securities included investments in funds and investments in operational investment securities. Investment in funds included in operational investment securities consisted of the following:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
NEW HORIZON FUND, L.P. ....	31,305	11,021	10,465	7,031
New Horizon Capital, L.P. ....	—	4,118	6,641	5,928
SBI & BDJB CHINA FUND, L.P. ....	—	—	1,253	2,160
New Horizon Capital III, L.P. ....	—	—	—	1,449
SBI BB MEDIA INVESTMENT LIMITED PARTNERSHIP ....	1,718	1,443	1,375	1,306
Others .....	4,114	1,848	2,873	2,795
Subtotal (Investments in funds) .....	37,138	18,432	22,608	20,671
Direct investments .....	78,578	86,804	98,967	104,467
Total .....	<u>115,717</u>	<u>105,236</u>	<u>121,576</u>	<u>125,139</u>

**2. Real estate inventories**

Real estate inventories consisted of the following:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Real estate inventories .....	7,371	10,983	9,837	12,540
Real estate inventories in progress ...	15,939	13,109	7,926	8,082
Real estate for development .....	8,070	2,852	1,403	1,403
Beneficial interest in real estate investment trust .....	1,512	9,570	9,601	9,552
Total .....	<u>32,894</u>	<u>36,515</u>	<u>28,767</u>	<u>31,579</u>

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**3. Investments in unconsolidated subsidiaries and affiliates**

Investments in unconsolidated subsidiaries and affiliates are as follows:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Investment securities . . . . .	25,819	23,781	29,956	44,290

The above investment securities include investments in jointly controlled entities of ¥5,859 million, ¥13,422 million and ¥19,421 million as at 31 March 2009, 31 March 2010 and 30 September 2010 respectively.

**4. Pledged assets**

Pledged assets consisted of the following:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Cash and deposits . . . . .	111	276	112	338
Notes and accounts receivable -trade . . . . .	439	574	587	366
Operational investment securities . . . . .	—	—	737	—
Operational loans receivable . . . . .	21,213	15,260	2,864	3,415
Real estate inventories . . . . .	12,462	11,188	10,519	10,773
Others-current assets . . . . .	—	14,454	3,289	3,067
Investment securities . . . . .	—	—	—	991
<b>Total . . . . .</b>	<b><u>34,227</u></b>	<b><u>41,753</u></b>	<b><u>18,109</u></b>	<b><u>18,953</u></b>

The assets above were pledged as collateral for:

Short-term loans payable . . . . .	22,495	29,246	10,194	9,207
Current portion of long-term loans payable . . . . .	3,832	4,279	604	721
Current portion of bonds payable . . . . .	300	—	300	—
Long-term loans payable . . . . .	3,065	711	960	610
Bonds payable . . . . .	300	300	—	—

Included in operational investment securities are ¥8,474 million, ¥474 million, ¥1,129 million and ¥823 million securities received from customers that were pledged as collateral for borrowings of retail margin trading as at 31 March 2008, 2009 and 2010 and 30 September 2010 respectively.

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### 5. Provision for contingent losses

#### (1) Credit guarantees

Guarantees for the debts owed to other financial institutions in the Group's credit guarantee business are as follows:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Guarantee of bank loans (Note) .....	519	556	542	492

Note:

	As at 31 March 2008
SBI Systems .....	200
Marniso Corporation .....	319
	<u>519</u>

#### (2) Other contingent losses

On 28 July 2008, the Tokyo District Court made a decision to commence civil rehabilitation proceedings to ZEPHYR CO., LTD. ("ZPYR"). On 18 February 2009, ZPYR's restructuring plan was approved at the creditors' meeting and confirmed by the court.

As a result, the loan extended to ZPYR by SBI Incubation Co. Ltd. (a consolidated subsidiary of the Company, formerly known as, Partners Investment Co., Ltd. ("PTINV")) in the aggregate amount of ¥11,366 million as at 31 March 2009. The loan is expected to recover through the disposal of real estate held as collateral to creditors. However, if there is an unrecoverable amount after the disposal of the real estate, the proceeds will be allocated using a percentage determined in the restructuring plan.

On 5 September 2008, the right of avoidance was exercised against PTINV through the Tokyo District Court by the oversight committee member of ZPYR's civil rehabilitation proceedings, who claims vitiation of certain collateral granted and demands the return of loan repayments and interest paid by ZPYR amounting to ¥3,036 million. Partners Investment Co., Ltd was merged with SBI Incubation Co., Ltd., which was the surviving company in September 2009.

### 6. Off-balance sheet items — Fair values of the securities deposited in securities-related businesses

Securities deposited in securities-related businesses represented securities lent to customers under securities lending arrangements.

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Fair values of the securities deposited in securities-related businesses are as follows:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Securities loaned on margin transactions . . . . .	62,849	91,587	108,452	72,928
Securities pledged for loans payable for margin transactions .	79,919	53,956	49,619	51,990
Substitute securities for guarantee money paid . . . . .	72,810	50,730	80,828	37,786
Securities loaned under loan agreement . . . . .	33,018	42,106	61,557	67,870
Substitute securities for pledged margin transactions (except those related to customer's direct deposit) . . . . .	—	—	—	46,478
Others . . . . .	<u>1,515</u>	<u>—</u>	<u>—</u>	<u>—</u>

**7. Off-balance sheet items — Fair values of the securities received in securities-related businesses**

Securities received in securities-related businesses represented securities borrowed by the Group under securities lending arrangements.

Fair values of the securities received in securities-related businesses are as follows:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Securities pledged for loans receivable for margin transactions . .	221,469	115,264	216,132	211,868
Securities borrowed on margin transactions . . . . .	17,918	43,113	41,084	22,004
Substitute securities for guarantee money received, which were agreed on as collateral for other transactions . . . . .	221,047	178,487	216,883	221,076
Substitute securities for guarantee money received on futures . . . . .	3,244	506	99	—
Substitute securities for margin money received, which were agreed on as collateral for other transactions . . . .	—	—	—	99
Securities borrowed under loan agreement other than margin transactions . . . . .	—	—	—	73,935
Others . . . . .	<u>—</u>	<u>36,569</u>	<u>68,275</u>	<u>—</u>

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**8. Trading instruments**

Trading instruments consisted of the following:

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Equity securities . . . . .	14	10	0	8
Debt securities . . . . .	1,598	7,049	901	313
Others . . . . .	108	93	125	93
Subtotal . . . . .	1,722	7,153	1,027	415
Derivatives . . . . .	6	571	2,487	9,608
Total . . . . .	<u>1,728</u>	<u>7,724</u>	<u>3,514</u>	<u>10,024</u>

**9. Securities in custody**

As at 31 March 2008 and 2009, the Group deposited securities to Japan Commodity Clearing House Co., Ltd as margin deposits in relation to its commodity futures brokerage business which amounted to ¥259 million and ¥209 million respectively. The corresponding liabilities were recorded as "Guarantee deposits received" in the consolidated balance sheets.

As at 31 March 2010 and 30 September 2010, there was no security in custody upon the cessation of commodity future business.

**10. Cash act as collateral under the regulatory requirement**

Cash segregated as deposit is required in respect of the following activities:

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
<b>Securities brokerage business</b>				
Cash segregated as deposits under the Financial Instruments and Exchange Act Article No. 43-2-2 for the securities brokerage business . . . . .	298,400	266,000	279,000	263,000
<b>Foreign exchange brokerage business . . . . .</b>				
Cash segregated as deposits under the Financial Instruments and Exchange Act Article No. 43-3 for foreign exchange brokerage business . . . . .	15,330	165	39,865	45,665

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	As at 31 March			As at 30 September 2010
	2008	2009	2010	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
<b>Commodity futures brokerage business</b>				
Cash segregated as deposits under the Commodities Exchange Act Article No. 210 for commodities futures brokerage business .....	200	200	—	—
	<u>313,930</u>	<u>266,365</u>	<u>318,865</u>	<u>308,665</u>

**11. Advances received**

Advances received included advances for management fees from funds and other advances are as follows:

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
SBI BB MEDIA INVESTMENT LIMITED PARTNERSHIP .....	472	472	157	—
SBI BROADBAND CAPITAL Silent Partnership .....	239	232	209	464
Other funds .....	<u>42</u>	<u>27</u>	<u>24</u>	<u>9</u>
Total management fees .....	754	732	391	474
Other advances received .....	<u>1,009</u>	<u>1,081</u>	<u>1,436</u>	<u>1,390</u>
Total .....	<u>1,764</u>	<u>1,813</u>	<u>1,828</u>	<u>1,864</u>

**12. Statutory reserves**

As at 31 March 2008, reserve for the securities transaction liabilities was provided in accordance with Article 51 of the former Japanese Securities and Exchange Act. Statutory reserve for liability for commodity transactions was provided in accordance with Article 221 of the Commodities Exchange Act.

As at 31 March 2009, reserve for the financial products transaction liabilities was provided in accordance with Article 46-5 of Japanese Financial Instruments and Exchange Act. Statutory reserve for liability for commodity transactions was provided in accordance with Article 221 of the Commodities Exchange Act. Statutory reserve for price fluctuations provided in accordance with Article 115 of the insurance Business Act.



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As at 31 March 2010 and 30 September 2010, reserve for the financial products transaction liabilities was provided in accordance with Article 46-5 of Japanese Financial Instruments and Exchange Act Statutory reserve for price fluctuations was in accordance with Article 115 of the insurance Business Act.

### 13. Credit facilities provided

Several consolidated subsidiaries were engaged in retail loan business, cash advance business for credit cards, and financing corporate reorganization. The credit facilities provided in respect of these operations are as follows:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Credit facilities .....	37,896	36,979	12,439	6,290
Utilised .....	<u>25,995</u>	<u>23,566</u>	<u>3,461</u>	<u>3,530</u>
Unused portion .....	<u>11,900</u>	<u>13,413</u>	<u>8,978</u>	<u>2,759</u>

It is noted that above credit facilities can be utilized if certain conditions are met. The purpose of borrowings and any rating changes of the customers may affect the withdrawal of credit facilities.

### 14. Lines of credit from financial institutions

To ensure an efficient operating funds procurement, the Group entered into or overdrafted facilities with 20, 14, 15 and 15 banks as at 31 March 2008, 2009 and 2010 and 30 September 2010 respectively. Unused overdraft facilities at the end of the year/period are as follows:

	As at 31 March			As at
	2008	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Lines of credit .....	137,475	125,500	123,909	146,950
Used balance .....	<u>30,984</u>	<u>21,842</u>	<u>43,230</u>	<u>26,087</u>
Unused portion .....	<u>106,491</u>	<u>103,657</u>	<u>80,679</u>	<u>120,862</u>

### 15. Amount of allowance for investment losses which are directly deducted from investment securities

As at 31 March 2009 and 2010 and 30 September 2010, the amount of allowance for investment losses which are directly deducted from investment securities were ¥300 million, ¥300 million and ¥300 million respectively. No allowance for investment losses was booked as at 31 March 2008.

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**VI. NOTES TO CONSOLIDATED STATEMENTS OF OPERATIONS**

1. Gains (losses) on trading included in net sales consisted of the following:

	Year ended 31 March									Six months ended 30 September					
	2008			2009			2010			2009			2010		
	(millions of Yen)			(millions of Yen)			(millions of Yen)			(unaudited) (millions of Yen)			(millions of Yen)		
	Realized	Unrealized	Total	Realized	Unrealized	Total	Realized	Unrealized	Total	Realized	Unrealized	Total	Realized	Unrealized	Total
Equity Securities . . . . .	360	(4)	355	109	(1)	108	3	35	38	27	2	30	4	0	4
Debt Securities . . . . .	1,511	4	1,516	868	(5)	863	195	41	237	293	4	297	737	(19)	717
Others . . . . .	1,474	(16)	1,458	2,943	845	3,788	11,120	296	11,417	4,245	1,564	5,810	(2,578)	8,004	5,425
Total . . . . .	<u>3,346</u>	<u>(16)</u>	<u>3,329</u>	<u>3,921</u>	<u>838</u>	<u>4,760</u>	<u>11,320</u>	<u>373</u>	<u>11,693</u>	<u>4,566</u>	<u>1,572</u>	<u>6,138</u>	<u>(1,836)</u>	<u>7,984</u>	<u>6,147</u>

Above trading gains (losses) included gains (losses) on certain businesses other than securities-related business of ¥43 million, ¥47 million, ¥81 million, ¥26 million and ¥23 million for the years ended 31 March 2008, 2009 and 2010 and for the six months ended 30 September 2009 (unaudited) and 2010 respectively.

2. Costs of sales consisted of the following:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Cost of sales arising from operational investment securities . . . . .	34,310	4,728	7,805	6,374	2,765
Provision of allowance for operational investment securities losses . . . . .	1,125	1,623	3,073	522	1,639
Financial charges . . . . .	5,882	6,171	3,851	2,020	1,914
Cost of sales arising from real estate inventories . . . . .	41,162	12,051	3,868	764	979
Others . . . . .	<u>32,863</u>	<u>39,060</u>	<u>40,539</u>	<u>18,593</u>	<u>21,348</u>
Total . . . . .	<u>115,343</u>	<u>63,633</u>	<u>59,138</u>	<u>28,274</u>	<u>28,646</u>

Cost of sales arising from operational investment securities included valuation losses of ¥2,040 million, ¥2,702 million, ¥702 million, ¥340 million and ¥839 million for the years ended 31 March 2008, 2009 and 2010 and for the six months ended 30 September 2009 (unaudited) and 2010 respectively. Others included financial costs and payrolls related to net sales.

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3. Selling, general and administrative expenses consisted of the following:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Payroll and bonuses . . . . .	8,811	10,018	9,970	4,957	5,119
Provision of retirement allowance for directors . .	23	35	—	24	—
Retirement benefit costs . . .	61	52	25	—	1
Provision of allowance for doubtful accounts . . . . .	2,768	3,180	2,140	1,369	1,014
Provision of bonuses . . . . .	494	50	53	50	67
Outsourcing fees . . . . .	9,264	9,827	10,412	4,923	5,193
Amortization of goodwill . . .	<u>2,459</u>	<u>6,001</u>	<u>7,764</u>	<u>3,889</u>	<u>3,873</u>

4. Selling, general and administrative expenses included research and development costs of ¥1,106 million, ¥614 million, ¥447 million, ¥252 million and ¥223 million for the years ended 31 March 2008, 2009 and 2010 and for the six months ended 30 September 2009 (unaudited) and 2010 respectively.

5. For the year ended 31 March 2009, losses on disposal of ZPYR (Investment in affiliates) of ¥9,469 million was included.

6. For the year ended 31 March 2010 and six months ended 30 September 2009 (unaudited), provision of allowance for doubtful accounts included additional ¥1,206 million which was due from ZPYR. With regard to the settlement of the exercised right of avoidance by the oversight committee member of the ZPYR Civil rehabilitation proceeding on 1 October 2009, the provision of allowance for doubtful accounts is re-estimated. The impaired loan receivable is expected to be collected after foreclosure on ZPYR.

7. Losses on disposal of non-current assets consisted of the following:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Buildings . . . . .	—	15	—	—	—
Land . . . . .	—	17	—	—	—
Furniture and fixtures . . . . .	—	—	0	0	—
Other intangible assets . . . . .	1	—	—	—	—
Other property and equipment . . . . .	—	1	—	—	—
Total . . . . .	<u>1</u>	<u>33</u>	<u>0</u>	<u>0</u>	<u>—</u>

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8. Losses on retirement of non-current assets consisted of the following:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Buildings . . . . .	22	63	55	21	36
Furniture and fixtures . . . . .	10	13	17	8	10
Other property and equipment . . . . .	0	0	0	0	0
Software . . . . .	219	180	26	20	77
Other intangible assets . . . . .	1	1	4	0	2
Total . . . . .	<u>253</u>	<u>259</u>	<u>103</u>	<u>51</u>	<u>127</u>

9. The Group recorded the following impairment losses for the six months ended 30 September 2010:

Business	Category	Items	Location	Impairment loss amount (millions of Yen)
Brokerage & Investment Banking Business . . . . .	Assets for on-line securities operation system	Buildings, furnitures and fixtures, software and leased assets	Tokyo	350
Financial Services Business . . . . .	Assets for credit card operation	Furnitures and fixtures, software	Tokyo	5
Others . . . . .	Assets for health care related business	Buildings, furniure and fixtures and software, etc.	Tokyo	360

**(1) Grouping of assets**

The grouping of assets was generally based on the independent lowest cash-generating unit. The grouping of lease property and unutilized assets was based on individual asset.

**(2) Background to recognize impairment loss**

In the Brokerage & Investment Banking Business, a new online securities operation system will be in use subsequent to the six months ended 30 September 2010, assets used for the current operation system were decided to be disposed of. Since the recoverable amount was less than the carrying amount, the difference between the recoverable amount and the carrying amount of the assets was recognized as an impairment loss.

The amounts of impairment losses for buildings, furniture and fixtures, software and leased assets were ¥2 million, ¥16 million, ¥36 million and ¥295 million respectively.

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In the Health Care Related Business, the difference between the recoverable amount and the carrying amount of assets used for health care operation was recognized as an impairment loss due to no expectation of profits. The amounts of impairment losses for buildings, furniture and fixtures, software and leased assets were ¥29 million, ¥86 million, ¥233 million and ¥10 million respectively.

**(3) Calculation of recoverable amount**

The recoverable amount is principally measured based on the net sales value.

**VII. NOTES TO CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**

**1. Outstanding number of capital stock and treasury stock**

<b>Year ended 31 March 2008</b>	<b>As at 31 March 2007 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 31 March 2008 (share)</b>
Outstanding capital stock				
Common shares (Note 1) . . . . .	<u>12,399,171.01</u>	<u>36,113.00</u>	<u>—</u>	<u>12,435,284.01</u>
Treasury stock				
Common shares (Note 2, 3) . . . . .	<u>1,183,487.53</u>	<u>83.13</u>	<u>29.82</u>	<u>1,183,540.84</u>

Notes:

1. The increase in common shares of 36,113.00 shares was due to the exercise of stock acquisition rights.
2. The increase in treasury stock (common shares) of 83.13 shares was due to the purchase of odd-lot shares.
3. The decrease in treasury stock (common shares) of 29.82 shares was due to the reissuance of odd-lot of 26.08 shares and the decrease of affiliates under equity method of 3.74 stocks.
4. The carrying amount of capital stock generally represents the total cash consideration received by the Company except that the Board of Directors may determine the amount to be recorded as capital stock different from the total subscription amount. Such difference will be recorded as capital surplus. For treasury stock, it is recorded at the acquisition costs paid by the Company.

<b>Year ended 31 March 2009</b>	<b>As at 31 March 2008 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 31 March 2009 (share)</b>
Outstanding capital stock				
Common shares (Notes 1, 2) . . . . .	<u>12,435,284.01</u>	<u>4,333,449.00</u>	<u>0.01</u>	<u>16,768,733.00</u>
Treasury stock . . . . .				
Common shares (Notes 3, 4) . . . . .	<u>1,183,540.84</u>	<u>38,141.61</u>	<u>1,184,021.45</u>	<u>37,661.00</u>

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Notes:

1. The increase in common shares of 4,333,449.00 shares was due to the exercise of stock acquisition rights of 14,237.00 shares and share exchange with SBI Securities Co., Ltd (a wholly owned subsidiary) of 4,319,212.00 shares.
2. The decrease in common shares of 0.01 share was due to the cancellation of fraction of shares.
3. The increase in common shares of 38,141.61 shares was due to the purchase of odd-lot of 37,530.61 shares and purchase of treasury stock of 611.00 shares by consolidated subsidiaries.
4. The decrease in treasury stock (common shares) of 1,184,021.45 shares was due to the reissuance of odd-lot of 113.62 shares, sales of treasury stock (common shares) owned by consolidated subsidiaries and affiliates under equity method of 74,907.83 shares and share exchange of 1,109,000.00 shares for the process that SBI Securities Co., Ltd became a wholly owned subsidiary.
5. The carrying amount of capital stock generally represents the total cash consideration received by the Company except that the Board of Directors may determine the amount to be recorded as capital stock different from the total subscription amount. Such difference will be recorded as capital surplus. For treasury stock, it is recorded at the acquisition costs paid by the Company.

<b>Year ended 31 March 2010</b>	<b>As at 31 March 2009 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 31 March 2010 (share)</b>
Outstanding capital stock				
Common shares (Note 1) . . . . .	16,768,733	13,558	—	16,782,291
Treasury stock				
Common shares (Note 2) . . . . .	37,661	—	23,040	14,621

Notes:

1. The increase in common shares of 13,558 was due to exercise of stock acquisition rights.
2. The decrease in treasury stock (common shares) of 23,040 was due to the acquisition of SBI Futures Co., Ltd. SBI Futures became a wholly owned subsidiary through a shares exchange.

<b>Six months ended 30 September 2009 (unaudited)</b>	<b>As at 31 March 2009 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 30 September 2009 (share)</b>
Outstanding capital stock				
Common shares (Note 1) . . . . .	16,768,733	3,400	—	16,772,133
Treasury stocks . . . . .				
Common shares (Note 2) . . . . .	37,661	—	23,040	14,621

Notes:

1. The increase in common shares of 3,400 shares was due to the exercise of shares subscriptions.
2. The decrease in treasury stock (common shares) of 23,040 was due to the acquisition of SBI Futures Co., Ltd. SBI Futures became a wholly owned subsidiary through a shares exchange.
3. The carrying amount of capital stock generally represents the total cash consideration received by the Company except that the Board of Directors may determine the amount to be recorded as capital stock different from the total subscription amount. Such difference will be recorded as capital surplus. For treasury stock, it is recorded at the acquisition costs paid by the Company.



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Six months ended 30 September 2010	As at 31 March 2010 (share)	Increase (share)	Decrease (share)	As at 30 September 2010 (share)
Outstanding capital stocks				
Common shares (Note) . . . . .	16,782,291	3,158,201	—	19,940,492
Treasury stocks				
Common shares (Note) . . . . .	14,621	—	—	14,621

Notes:

- The increase of 3,158,201 common shares consisted of 3,112,000 shares increased due to the issuance of new shares of which the payment due date was 23 June 2010, and 46,201 shares increased by the exercise of stock acquisition rights.
- The carrying amount of capital stock generally represents the total cash consideration received by the Company except that the Board of Directors may determine the amount to be recorded as capital stock different from the total subscription amount. Such difference will be recorded as capital surplus. For treasury stock, it is recorded at the acquisition costs paid by the Company.

### 2. Stock acquisition rights

Year ended 31 March 2008	Entity	Details of stock acquisition rights	Type of share	Number of shares for stock acquisition rights (share)			As at 31 March 2008 (millions of Yen)
				As at 31 March 2007	Increase	Decrease	
Reporting entity (the Company)	Stock acquisition rights (Notes 1, 2)	Common shares	43,569.93	—	37,205.83	6,364.10	0
	Stock acquisition rights (Notes 1, 2)	Common shares	335,000.00	—	56,780.56	278,219.44	—
Consolidated subsidiaries	—	—	—	—	—	—	3
Total	—	—	—	—	—	—	4

Notes:

- The above stock acquisition rights were exercisable during the year ended 31 March 2008. The decrease in numbers of stock acquisition rights was due to exercise and expiration of the rights.
- The monetary value of the stock acquisition rights of unlisted entities was the intrinsic value by comparing exercise price to the net assets value of the issuer. The monetary value of stock acquisition rights of listed entities was estimated using option pricing model (i.e. Black-Scholes model).

Year ended 31 March 2009	Entity	Details of stock acquisition rights	Type of share	Number of shares for stock acquisition rights (share)			As at 31 March 2009 (millions of Yen)
				As at 31 March 2008	Increase	Decrease	
Reporting entity (the Company)	Stock acquisition rights (Notes 1, 3, 4)	Common shares	6,364.10	—	6,364.10	—	—
	Stock acquisition rights (Notes 1, 2, 3, 4)	Common shares	278,219.44	75,923.85	23,759.52	330,383.77	—
Consolidated subsidiaries	—	—	—	—	—	—	11
Total	—	—	—	—	—	—	11

Notes:

- Stock acquisition rights were exercisable during the year ended 31 March 2009.

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2. The increase in stock acquisition rights was as result of SBI Securities Co., Ltd becoming a wholly owned subsidiary through a shares exchange. The Group granted stock acquisition rights to the shareholders of SBI Securities Co., Ltd.
3. The decrease in stock acquisition rights was due to the exercise and expiration of the rights.
4. The monetary value of the stock acquisition rights of unlisted entities was the intrinsic value by comparing exercise price to the net assets value of the issuer. The monetary value of stock acquisition rights of listed entities was estimated using option pricing model (i.e. Black-Scholes model).

Year ended 31 March 2010			Number of shares for stock acquisition rights (shares)			As at 31 March 2010
Classification	Details of stock acquisition rights	Type of share	As at 31 March 2009	Increase	Decrease	As at 31 March 2010
						(millions of Yen)
Reporting entity (the Company)	Stock acquisition rights (Notes 1, 2)	Common shares	330,383.77	—	16,871.13	313,512.64
Subsidiaries under consolidation	—	—	—	—	—	—
Total		—	—	—	—	—

Notes:

1. Stock acquisition rights were exercisable during the year ended 31 March 2010.
2. The decrease in stock acquisition rights was due to the exercise and expiration of the rights.
3. The monetary value of the stock acquisition rights of unlisted entities was the intrinsic value by comparing exercise price to the net assets value of the issuer. The monetary value of stock acquisition rights of listed entities was estimated using option pricing model (i.e. Black-Scholes model).

Six months ended 30 September 2009 (unaudited)			Number of shares for stock acquisition rights (shares)			As at 30 September 2009
Classification	Details of stock acquisition rights	Type of share	As at 31 March 2009	Increase	Decrease	As at 30 September 2009
						(millions of Yen)
Reporting entity (the Company)	Stock acquisition rights (Notes 1, 2)	Common shares	330,383.77	—	6,303.50	324,080.27
Consolidated subsidiaries	—	—	—	—	—	—
Total		—	—	—	—	—

Notes:

1. The above stock acquisition rights were exercisable during the six months ended 30 September 2009 (unaudited).
2. The decrease in stock acquisition rights was due to exercise and expiration of the rights.

Six months ended 30 September 2010			Number of shares for stock acquisition rights (shares)			As at 30 September 2010
Classification	Details of stock acquisition rights	Type of share	As at 31 March 2010	Increase	Decrease	As at 30 September 2010
						(millions of Yen)
Reporting entity (the Company)	Stock acquisition rights (Notes 1, 2, 3)	Common shares	313,512.64	6,811.13	60,008.21	260,315.56
Consolidated subsidiaries	—	—	—	—	—	—
Total		—	—	—	—	—

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Notes:

1. The above stock acquisition rights were exercisable during the six months ended 30 September 2010.
2. The increase in stock acquisition rights was due to the adjustment of the number of shares for stock acquisition rights accompanying the issuance of new shares by offering.
3. The decrease in stock acquisition rights was due to exercise and expiration of the rights.

### 3. Dividends

#### (a) Dividend paid

<b>Year ended 31 March 2008</b>		<b>Dividend amount (millions of Yen)</b>	<b>Amount per share (Yen)</b>	<b>Declared date</b>	<b>Effective date</b>
<b>Resolution</b>	<b>Type of share</b>				
Board of Directors' Meeting on 29 May 2007	Common shares	6,773	600	31 March 2007	14 June 2007
Board of Directors' Meeting on 19 September 2007	Common shares	6,783	600	30 September 2007	30 November 2007
<b>Year ended 31 March 2009</b>		<b>Dividend amount (millions of Yen)</b>	<b>Amount per share (Yen)</b>	<b>Declared date</b>	<b>Effective date</b>
<b>Resolution</b>	<b>Type of share</b>				
Board of Directors' Meeting on 26 May 2008	Common shares	6,795	600	31 March 2008	13 June 2008
<b>Year ended 31 March 2010</b>		<b>Dividend amount (millions of Yen)</b>	<b>Amount per share (Yen)</b>	<b>Declared date</b>	<b>Effective date</b>
<b>Resolution</b>	<b>Type of share</b>				
Board of Directors' Meeting on 27 May 2009	Common shares	1,673	100	31 March 2009	11 June 2009
<b>Six months ended 30 September 2009 (unaudited)</b>		<b>Dividend amount (millions of Yen)</b>	<b>Amount per share (Yen)</b>	<b>Declared date</b>	<b>Effective date</b>
<b>Resolution</b>	<b>Type of share</b>				
Board of Directors' Meeting on 27 May 2009	Common shares	1,673	100	31 March 2009	11 June 2009
<b>Six months ended 30 September 2010</b>		<b>Dividend amount (millions of Yen)</b>	<b>Amount per share (Yen)</b>	<b>Declared date</b>	<b>Effective date</b>
<b>Resolution</b>	<b>Type of share</b>				
Board of Directors' Meeting on 26 May 2010	Common shares	1,676	100	31 March 2010	14 June 2010

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**(b) Declared date for dividend paid belonged to the year ended 31 March 2008 with effective date in the year ended 31 March 2009**

<u>Resolution</u>	<u>Type of share</u>	<u>Dividend amount (millions of Yen)</u>	<u>Dividend resource</u>	<u>Amount per share (Yen)</u>	<u>Declared date</u>	<u>Effective date</u>
Board of Directors' Meeting on 26 May 2008	Common shares	6,795	Retained earnings	600	31 March 2008	13 June 2008

**Declared date for dividend paid belonged to the year ended 31 March 2009 with effective date in the year ended 31 March 2010**

<u>Resolution</u>	<u>Type of share</u>	<u>Dividend amount (millions of Yen)</u>	<u>Dividend resource</u>	<u>Amount per share (Yen)</u>	<u>Declared date</u>	<u>Effective date</u>
Board of Directors' Meeting on 27 May 2009	Common shares	1,673	Retained earnings	100	31 March 2009	11 June 2009

**Declared date for dividend paid belonged to the year ended 31 March 2010 with effective date in the year ended 31 March 2011**

<u>Resolution</u>	<u>Type of share</u>	<u>Dividend amount (millions of Yen)</u>	<u>Dividend resource</u>	<u>Amount per share (Yen)</u>	<u>Declared date</u>	<u>Effective date</u>
Board of Directors' Meeting on 26 May 2010	Common shares	1,676	Retained earnings	100	31 March 2010	14 June 2010

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**VIII. NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS**

**1. Cash and cash equivalents reconciliation**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Cash and deposits . . . . .	160,281	127,123	143,726	117,426	134,993
Time deposits with original maturity of over three months . . . . .	(1,518)	(1,203)	(1,275)	(2,079)	(1,361)
Money Market Fund (MMF) included in trading instruments . . . . .	—	230	130	130	130
Cash segregated as deposits under the Financial Instruments and Exchange Act . . . . .	(27)	—	—	—	—
Bank deposits for reserve for commodities transaction liabilities . . . . .	(41)	—	—	—	—
Short-term investment securities . . . . .	130	—	—	—	—
Cash segregated as deposits under the Commodities Exchange Act . . . . .	182	162	—	—	—
Deposit included in others (current assets) . . . . .	—	—	—	—	2
Cash and cash equivalents.	<u>159,007</u>	<u>126,312</u>	<u>142,581</u>	<u>115,477</u>	<u>133,705</u>

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**2. Cash paid/received resulted from changing in scope of consolidation**

**FOR THE YEAR ENDED 31 MARCH 2008**

Assets and liabilities of newly consolidated subsidiaries through share purchase are as follows:

	<u>millions of Yen</u>
LIVING Corporation, Inc.	
Current assets . . . . .	7,054
Non-current assets . . . . .	90
Goodwill . . . . .	2,140
Current liabilities . . . . .	(5,795)
Non-current liabilities . . . . .	(24)
Minority interest . . . . .	<u>(616)</u>
Acquisition cost of stocks of LIVING Corporation, Inc. . . . .	2,849
Cash and cash equivalents of LIVING Corporation, Inc. . . . .	<u>(699)</u>
Difference: Cash paid in acquisition of LIVING Corporation, Inc. . . . .	<u>2,150</u>
	<u>millions of Yen</u>
C4 Technology, Inc. (Consolidated)	
Current assets . . . . .	2,683
Non-current assets . . . . .	1,217
Goodwill . . . . .	1,619
Current liabilities . . . . .	(669)
Non-current liabilities . . . . .	(3,088)
Minority interest . . . . .	<u>(48)</u>
Acquisition cost of C4 Technology, Inc. . . . .	1,714
Cash and cash equivalents of C4 Technology, Inc. . . . .	<u>(2,087)</u>
Difference: Cash paid in acquisition of C4 Technology, Inc. . . . .	<u>(373)</u>



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**FOR THE YEAR ENDED 31 MARCH 2009**

The Group sold all shares of E\*TRADE Korea Co., Ltd, a former consolidated subsidiary of the Company during the year. The following are details of the selling price of the shares, assets and liabilities of E\*TRADE Korea Co., Ltd.

	<u>millions of Yen</u>
E*TRADE Korea Co., Ltd.	
Current assets . . . . .	28,322
Non-current assets . . . . .	1,087
Current liabilities . . . . .	(19,967)
Non-current liabilities . . . . .	(30)
Foreign currency translation adjustments . . . . .	2,246
Minority interests . . . . .	(2,696)
Gains on sale of securities . . . . .	<u>10,055</u>
Selling price of shares of E*TRADE Korea Co., Ltd. . . . .	19,018
Cash and cash equivalents of E*TRADE Korea Co., Ltd. . . . .	<u>(771)</u>
Difference: Cash received in sale of shares of E*TRADE Korea Co., Ltd. . . . .	<u><u>18,246</u></u>

**FOR THE YEAR ENDED 31 MARCH 2010**

The Group sold all shares of SBI AXA Life Insurance Co., Ltd, a former consolidated subsidiary of the Company during the year. The following are details of the selling price of the shares, assets and liabilities of SBI AXA Life Insurance Co., Ltd.

	<u>millions of Yen</u>
SBI AXA Life Insurance Co., Ltd.	
Current assets . . . . .	1,765
Non-current assets . . . . .	847
Deferred assets . . . . .	3,238
Current liabilities . . . . .	(258)
Non-current liabilities . . . . .	(228)
Statutory reserves . . . . .	(0)
Unrealized gains (losses) on available-for-sale securities . . . . .	8
Minority interests . . . . .	(2,414)
Gains on sale of securities . . . . .	<u>836</u>
Selling price of shares of SBI AXA Life Insurance Co., Ltd. . . . .	3,795
Cash and cash equivalents of SBI AXA Life Insurance Co., Ltd. . . . .	<u>(1,267)</u>
Difference: Cash received in sale of shares of SBI AXA Life Insurance Co., Ltd. . . . .	<u><u>2,527</u></u>

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**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

	<u>millions of Yen</u>
SBI Global Investment Co.,Ltd.	
Current assets . . . . .	1,562
Non-current assets . . . . .	47
Goodwill . . . . .	281
Current liabilities . . . . .	(604)
Minority interest . . . . .	<u>(601)</u>
Acquisition cost of stocks of SBI Global Investment Co.,Ltd. . . . .	(685)
Amount transferred from operational investment securities . . . . .	<u>304</u>
Net: Acquisition cost of stocks of SBI Global Investment Co.,Ltd . . . . .	(381)
Cash and cash equivalents of SBI Global Investment Co.,Ltd. . . . .	<u>133</u>
Difference: Cash paid in acquisition of SBI Global Investment Co., Ltd. . . . .	<u><u>(248)</u></u>

**3. Significant non-cash transactions**

**FOR THE YEAR ENDED 31 MARCH 2009**

SBI Securities Co., Ltd. (former SBI E\*TRADE Securities Co., Ltd.) became a wholly owned subsidiary through a shares exchange during the year ended 31 March 2009. As a result of the transaction, the balance of capital surplus increased by ¥102,204 million and treasury stock decreased by ¥50,295 million.

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**IX. NOTES TO LEASE TRANSACTIONS**

**LESSEE**

**1. Finance lease**

Finance lease transaction commenced before 31 March 2008 that did not transfer ownership are accounted in a manner similar to an operating lease transaction. The information regarding these leases is as follows:

**(a) Pro forma information of leased assets, on an "as if capitalized" basis as at 31 March 2008 including acquisition costs, accumulated depreciation, accumulated impairment losses and carrying amount**

As at 31 March 2008	Acquisition costs (millions of Yen)	Accumulated depreciation (millions of Yen)	Carrying amount (millions of Yen)
Furniture and fixtures . . . . .	9,358	4,873	4,485
Software . . . . .	<u>1,382</u>	<u>885</u>	<u>497</u>
Total . . . . .	<u>10,740</u>	<u>5,758</u>	<u>4,982</u>

As at 31 March 2009	Acquisition costs (millions of Yen)	Accumulated depreciation (millions of Yen)	Carrying amount (millions of Yen)
Building . . . . .	660	521	138
Furniture and fixtures . . . . .	8,661	5,859	2,801
Software . . . . .	<u>988</u>	<u>729</u>	<u>259</u>
Total . . . . .	<u>10,310</u>	<u>7,110</u>	<u>3,199</u>

As at 31 March 2010	Acquisition costs (millions of Yen)	Accumulated depreciation (millions of Yen)	Carrying amount (millions of Yen)
Building . . . . .	660	550	110
Furniture and fixtures . . . . .	5,645	4,346	1,299
Software . . . . .	<u>500</u>	<u>394</u>	<u>106</u>
Total . . . . .	<u>6,807</u>	<u>5,291</u>	<u>1,515</u>

As at 30 September 2009 (unaudited)	Acquisition costs (millions of Yen)	Accumulated depreciation (millions of Yen)	Carrying amount (millions of Yen)
Building . . . . .	660	536	124
Furniture and fixtures . . . . .	8,369	6,393	1,976
Software . . . . .	<u>815</u>	<u>647</u>	<u>168</u>
Total . . . . .	<u>9,846</u>	<u>7,577</u>	<u>2,268</u>

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As at 30 September 2010	Acquisition costs (millions of Yen)	Accumulated depreciation (millions of Yen)	Accumulated impairment losses (millions of Yen)	Carrying amount (millions of Yen)
Building . . . . .	660	565	—	95
Furniture and fixtures . . . . .	5,156	4,400	295	460
Software . . . . .	347	294	0	53
Total . . . . .	<u>6,165</u>	<u>5,260</u>	<u>295</u>	<u>609</u>

There were no accumulated impairment losses as at 31 March 2008, 2009 and 2010.

**(b) Obligation balances under finance leases**

	As at 31 March			As at 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Due within one year . . . . .	2,856	1,744	1,168	1,415	796
Due after one year . . . . .	<u>9,670</u>	<u>1,652</u>	<u>483</u>	<u>1,020</u>	<u>223</u>
Total . . . . .	<u>12,527</u>	<u>3,397</u>	<u>1,652</u>	<u>2,435</u>	<u>1,019</u>
Impairment losses of leased assets . . . . .	—	—	—	—	295

*Note:* The above information included obligations under finance leases, which were not cancellable for sub-lease contracts.

**(c) Lease payments, depreciation, interest expenses and impairment losses:**

	As at 31 March			As at 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Lease payments . . . . .	2,264	2,183	1,850	1,021	668
Depreciation . . . . .	2,148	1,986	1,678	928	609
Interest expenses . . . . .	111	91	53	31	16
Impairment losses . . . . .	—	—	—	—	295

**(d) Depreciation method**

Leased assets were depreciated by using straight-line method over the lease terms with estimated residual value.

**(e) Calculation of interest expenses**

The difference between total lease payments and the acquisition cost was assumed to be interest expenses and interest methods were used to allocate interest expenses to each year.

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### 2. Operating lease

Future lease payments on operating lease contracts, which were not cancellable:

	As at 31 March			As at 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Due within one year . . . . .	13	7	1	3	1
Due after one year . . . . .	14	2	0	1	—
Total . . . . .	<u>27</u>	<u>9</u>	<u>2</u>	<u>4</u>	<u>1</u>

### LESSOR

On 30 March 2007, the ASBJ revised ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," which was issued on 17 June 1993 and "Guidance for Accounting Standard for Lease Transaction" (ASBJ Guidance No. 16 issued on 18 January 1994 and revised on 30 March 2007).

Under the revised standard, the disclosure regarding the lessor's lease transactions had been changed after 31 March 2008.

### FOR THE YEAR ENDED 31 MARCH 2008

#### 1. Finance lease

(a) Acquisition costs, accumulated depreciation and carrying amount are as follows:

	Assets leased to other parties (Property and equipment)	Assets leased to other parties (Intangible assets)
	(millions of Yen)	(millions of Yen)
Acquisition costs . . . . .	11,521	1,574
Accumulated depreciation . .	4,657	670
Carrying amount as at 31 March 2008 . . . . .	6,863	904

(b) Future leases receivable under finance lease as at 31 March 2008 are as follows:

Within one year . . . . .	¥2,924 million
After one year . . . . .	¥12,616 million
Total . . . . .	<u>¥15,541 million</u>

Note: Future leases receivable balance included rents receivable under sub-lease contracts.

(c) Leases receivable, depreciation and interest income, which was not reflected in the consolidated statements of operations are as follows:

Lease income . . . . .	¥2,847 million
Depreciation . . . . .	¥2,495 million
Interest income . . . . .	¥391 million

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**ACCOUNTANTS' REPORT**

**(d) Calculation of interest income**

The difference between total lease payments to be received plus estimated residual value and the acquisition cost was assumed to be interest income which was allocated to the interest income of each year.

**2. Operating lease**

Future leases receivable on operating lease contracts:

Due within one year . . . . .	¥27 million
Due after one year . . . . .	¥51 million
Total . . . . .	<u>¥79 million</u>

**FOR THE YEARS ENDED 31 MARCH 2009 AND 2010 AND SIX MONTHS ENDED 30 SEPTEMBER 2010**

**1. Net investments in leases**

***Current assets***

	As at 31 March		As at
	2009	2010	30 September 2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)
Leases receivable . . . . .	14,862	12,566	10,929
Estimated residual values . . . . .	39	39	14
Unearned interest income . . . . .	<u>(864)</u>	<u>(644)</u>	<u>(493)</u>
Investment in leases, current . . . . .	<u>14,036</u>	<u>11,960</u>	<u>10,449</u>

**2. Obligation of leases receivable for finance leases that transfer ownership of the leased assets to the lessee**

***Current assets***

	Within 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Over 5 years
<b>As at 31 March 2009</b>						
Leases receivable (millions of Yen) . . . . .	1,492	1,492	1,276	735	74	—
Investments in leases (millions of Yen) . .	3,377	3,000	2,242	1,878	1,644	2,719
<b>As at 31 March 2010</b>						
Leases receivable (millions of Yen) . . . . .	2,077	1,860	1,357	703	320	—
Investments in leases (millions of Yen) . .	3,176	2,452	2,104	1,884	1,761	1,186
<b>As at 30 September 2010</b>						
Leases receivable (millions of Yen) . . . . .	2,362	1,690	1,269	641	246	—
Investments in leases (millions of Yen) . .	2,794	2,253	2,000	1,841	1,624	414



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**ACCOUNTANTS' REPORT**

**3. Future lease payments to be received under operating lease, which were not cancellable**

	As at 31 March		As at
	2009	2010	30 September
	(millions of Yen)	(millions of Yen)	2010
Within one year. . . . .	1	1	1
Over one year. . . . .	<u>2</u>	<u>0</u>	<u>—</u>
Total . . . . .	<u>4</u>	<u>2</u>	<u>1</u>

**4. Leases receivable and lease investment assets, and lease obligations under a sublease transaction that recorded at the cost before interest portion**

**(a) Leases receivable and lease investment assets**

	As at 31 March		As at
	2009	2010	30 September
	(millions of Yen)	(millions of Yen)	2010
Current assets . . . . .	8,474	7,230	6,608

**(b) Lease obligation**

	As at 31 March		As at
	2009	2010	30 September
	(millions of Yen)	(millions of Yen)	2010
Current liabilities. . . . .	1,349	1,530	1,489
Non-current liabilities . . . . .	<u>6,682</u>	<u>5,151</u>	<u>4,517</u>

**X. FINANCIAL INSTRUMENTS**

The Group applied the revised accounting standard (ASBJ Statement No. 10 "Accounting Standard for Financial Instruments" issued on 10 March 2008) and the new guidance (ASBJ Guidance No. 19 "Guidance on Accounting Standard for Financial Instruments and Related Disclosures" issued on 10 March 2008) after 31 March 2009. Thus, the information regarding financial instruments was disclosed for the year ended 31 March 2010 and six months ended 30 September 2010 only.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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**FOR THE YEAR ENDED 31 MARCH 2010 AND SIX MONTHS ENDED 30 SEPTEMBER 2010****1. Details of the financial instruments****(1) Group Policy for Financial Instruments**

The Group engages in a wide range of financial related businesses, such as investment business, fund management business, securities business, leasing business, loan business, credit card business and insurance businesses, to avoid excessive concentration of risk on specific entities or businesses. To operate these businesses, the Group raises funds by indirect financing such as bank borrowing, direct financing such as bond issuance and equity financing, and transaction with securities financing companies. The Group also considers the market environment and maintains an appropriate strategy for short and long term financing.

The Group and certain consolidated subsidiaries used derivative instruments, including foreign currency forward contracts, interest rate swaps, index futures, commodity futures, bond futures and foreign currency spot contracts.

The Group entered into foreign currency forward contracts and interest swap transactions primarily to hedge foreign exchange risk and to manage its interest rate exposures on borrowings respectively. The Group does not hold or issue them for speculative purpose. Index futures and commodity futures were entered for the purpose of day trading or capping of the size of their transactions. Bond futures and a part of foreign currency forward contracts were for trading purpose. Foreign currency spot contracts were entered into for managing the exposures on foreign currency brokerage transactions. Each transaction was conducted with individually counterparties based on the Group's "Position Management Rule."

**(2) Nature and Extent of Risks Arising from Financial Instruments**

Financial assets held by the Group primarily consist of investment-related assets, securities-related assets and financing-related assets.

Investment-related assets include trading instruments, operational investment securities, and investment securities, which primarily represent equity interests in stocks and funds. These assets are held through the Company or certain consolidated subsidiaries (including the consolidated investment funds) of the Company for the purpose of fastening the development of venture capital portfolio companies or earning capital gains. These assets are exposed to the issuer's credit risk and the stock price fluctuation risk. Furthermore, unlisted equity securities are exposed to liquidity risk and investment assets denominated in foreign currency are exposed to the risk of exchange fluctuations.

Securities-related assets consist of trading assets, margin transaction assets, short-term guarantee deposits and cash required to be segregated under regulations. These assets are exposed to the credit risk of the brokerage customers of some of the consolidated subsidiaries, securities financing companies, and financial institutions as well as the interest-rate risk.

Financing-related assets consist of operational loans receivable, leases receivable and lease investment assets and accounts receivable. These assets include real estate loans for domestic companies and individuals, unsecured personal loans, leases receivable and lease investment assets for operational companies and the receivable arising from the sales of leasing business or credit card business. These assets are exposed to the interest rate risk and credit risk of accounts such as default payments due to worsening economic conditions with higher credit risk exposure.

Financial liabilities of the Group primarily consist of borrowings, bonds and securities-related liabilities. The borrowings of the Group are exposed to liquidity risk from changes in the pricing policy of the financial institutions to the Group. Also, the bonds payable are monitored due to liquidity risk from market conditions or reducing credit rating of the Group.

Securities-related liabilities consist of margin transaction liabilities, loans secured by securities on repurchase agreement transactions, consignment guarantee money received from margin transactions, customers' deposits as collateral for commodity futures transactions and customers' deposits for securities transactions. The financing environment of the security business operated by the Group's certain subsidiaries is affected by the business policy of security financing companies and its investment strategy. The Group exercises control by matching the financing with the related security assets.

The Group enters into foreign currency forward contracts and interest swap transactions primarily to hedge foreign exchange risk associated with receivables, payables and securities denominated in foreign currencies and to manage its interest rate exposures on borrowings respectively.

The Group manages index futures as a part of investment business which is exposed to market risk. Because the counterparties of foreign currency forward contracts and interest rate swap agreements are limited to creditworthy major Japanese financial institutions and index futures are traded in the public market, the credit risk arising from non-performance condition is considered to be minimal.

The Group also enters into foreign currency spot contracts in the course of ordinary operations, and for hedging risks arising from the business. The transactions are subject to interest rate risks and foreign currency risks as well as exposed to credit risks with customers and credit and settlement risks with counterparties.

### **(3) Risk Management System over Financial Instruments**

In order to maintain financial strength and appropriate operational procedures, the Company has risk management policies to identify, analyze and manage the relevant risks integrally. The management policies for credit risk, market risk, and liquidity risk are as follows:

#### *Credit risk management*

- (a) Accurately analyze financial conditions of investees/debtors and quantify relevant credit risk.
- (b) Appropriately manage the Group's capital and the related risks by periodic monitoring.
- (c) Under foreign investments or lending transaction, the Group identifies intrinsic risk of investees/debtors through collaboration with domestic/foreign offices as well as overseas partners followed by periodic monitoring.
- (d) Recognize investment risk as significant risk to be controlled among various credit risks and perform detailed analysis of fluctuation in risk associated with operational investment securities.

#### *Market risk management*

- (a) Understand underlying currency and term of assets and quantify market risk.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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- (b) Appropriately manage the balance between the Group capital and its related risk by periodic monitoring.
- (c) Never enter into derivative transactions for speculative purposes in absence of established operating rules.

*Liquidity risk management*

- (a) Secure various financing arrangements such as bank overdraft arrangement, bond issuance registration or stock issuance.
- (b) Collect information on the Group's working capital requirement and understand the cash flow positions.
- (c) Obtain reports from the department responsible for cash management based upon the liquidity risk management policies stated in (a) and (b) above to monitor cash flow risks.

Under these policies, the Company assigns a risk management officer who is in charge of risk management and sets up a risk management department in line with the risk management rules and the group risk control rules in order to properly analyze and control these risks. The risk management department analyzes and monitors the Group's risk on a timely basis.

**(4) Fair Values of Financial Instruments**

Fair values of financial instruments are based on quoted price in active markets. If quoted price is not available, other acceptable valuation techniques are used instead. As the fair value determination takes variable factors into consideration, such fair values may fluctuate by using different assumptions. The contract amounts of derivative transactions disclosed in this Note do not represent market risk of those derivatives. Please see section "XII. DERIVATIVE CONTRACTS" for the detail of fair value of derivatives.

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### 2. Fair value of financial instruments

The tables below presents the carrying amounts, the fair value of the financial instruments, and the difference between the carrying amounts and fair value.

The tables below do not include assets and liabilities which cannot be measured at fair value due to difficulties in determining fair value (refer to Note 2).

<b>As at 31 March 2010</b>	<b>Carrying amount (millions of Yen)</b>	<b>Fair value (millions of Yen)</b>	<b>Difference (millions of Yen)</b>
(1) Cash and deposits . . . . .	143,726	143,726	—
(2) Notes and accounts receivable-trade . . . . .	8,483	8,508	24
(3) Leases receivable and lease investment assets . . . . .	17,924	18,063	138
(4) Short-term investment securities, operational investment securities and investment securities . . . . .			
Available-for-sale securities . . . . .	33,888	33,888	—
Securities in affiliates . . . . .	1,133	1,136	2
(5) Cash segregated as deposits . . . . .	318,865	318,865	—
(6) Operational loans receivable . . . . .	34,694		
Allowance for doubtful accounts (*1) . . . . .	(1,080)		
	<u>33,613</u>	<u>35,983</u>	<u>2,370</u>
(7) Trading instruments			
Trading securities . . . . .	1,027	1,027	—
(8) Margin transaction assets . . . . .	261,641	261,641	—
(9) Short-term guarantee deposits . . . . .	5,944	5,944	—
Assets, total . . . . .	<u>826,248</u>	<u>828,785</u>	<u>2,536</u>
(1) Short-term loans payable . . . . .	55,614	55,614	—
(2) Current portion of bonds payable . . . . .	112,600	112,600	—
(3) Accrued income taxes . . . . .	4,953	4,953	—
(4) Margin transaction liabilities . . . . .	150,036	150,036	—
(5) Loans payable secured by securities . . . . .	63,780	63,780	—
(6) Guarantee deposits received . . . . .	282,373	282,373	—
(7) Deposits from customers . . . . .	31,176	31,176	—
(8) Long-term loans payable (*2) . . . . .	40,988	40,994	6
Liabilities, total . . . . .	<u>741,524</u>	<u>741,530</u>	<u>6</u>
Derivatives (*3) . . . . .	<u>734</u>	<u>734</u>	<u>—</u>

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<b>As at 30 September 2010</b>	<b>Carrying amount (millions of Yen)</b>	<b>Fair value (millions of Yen)</b>	<b>Difference (millions of Yen)</b>
(1) Cash and deposits . . . . .	134,933	134,933	—
(2) Notes and accounts receivable-trade . . . . .	10,560	10,489	(71)
(3) Leases receivable and lease investment assets . . . . .	16,332	16,435	103
(4) Short-term investment securities, operational investment securities and investment securities . . . . .			
Trading securities . . . . .	7,884	7,884	—
Available-for-sale securities . . . . .	28,384	28,384	—
Securities in affiliates . . . . .	5,340	4,012	(1,327)
(5) Cash segregated as deposits . . . . .	308,665	308,665	—
(6) Operational loans receivable . . . . .	35,395		
Allowance for doubtful accounts (*1) . . . . .	(1,059)		
	<u>34,336</u>	<u>36,401</u>	<u>2,064</u>
(7) Trading instruments			
Trading securities . . . . .	415	415	—
(8) Margin transaction assets . . . . .	267,264	267,264	—
(9) Short-term guarantee deposits . . . . .	<u>3,350</u>	<u>3,350</u>	—
Assets, total . . . . .	<u>817,468</u>	<u>818,236</u>	<u>768</u>
(1) Short-term loans payable . . . . .	56,057	56,057	—
(2) Current portion of bonds payable . . . . .	111,500	111,500	—
(3) Accrued income taxes . . . . .	4,406	4,406	—
(4) Margin transaction liabilities . . . . .	125,131	125,131	—
(5) Loans payable secured by securities . . . . .	67,388	67,388	—
(6) Guarantee deposits received . . . . .	277,825	277,825	—
(7) Deposits from customers . . . . .	32,157	32,157	—
(8) Long-term loans payable (*2) . . . . .	<u>49,159</u>	<u>49,177</u>	<u>18</u>
Liabilities, total . . . . .	<u>723,628</u>	<u>723,646</u>	<u>18</u>
Derivatives (*3) . . . . .	<u>8,718</u>	<u>8,718</u>	<u>—</u>

(\*1) Includes general reserve and specific reserve for operational loans receivable.

(\*2) Includes current-portion of long term loans payable.

(\*3) Receivables and payables arising from derivative transactions are stated at net value in the tables above.



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## ACCOUNTANTS’ REPORT

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Notes:

**(1) Calculation of fair value of financial instruments, investment securities and derivatives**

**(a) Assets**

(i) *(1)Cash and deposits, (5)Cash segregated as deposits, and (9)Short-term guarantee deposits*

The fair values are measured at the carrying values as they approximate the carrying values because of their short maturities.

(ii) *(2)Notes and accounts receivable—trade*

With respect to notes and accounts receivable with short maturities, fair values are measured at the carrying values as they approximate the carrying values.

The fair values of receivables settled over long-term period such as installment sales receivable are measured at the present value of the future cash inflow discounted at the discount rate considering government risk free rates and credit risk rates.

(iii) *(3)Leases receivable and lease investment assets*

The fair values of leases receivable and lease investment assets are measured at the present value of the future cash inflow discounted at the discount rate considering government risk free rates and credit risk rates.

(iv) *(4)Short-term investment securities, operational investment securities and investment securities and (7)Trading instruments*

The fair values of equity securities are measured at the quoted market price of the stock exchange. The fair values of bonds are measured at the quoted market price of the stock exchange or the quoted price provided by financial institutions. The fair values of investment trusts are measured at the price quoted by financial institutions. The fair values of investments in funds are measured at the fair values of partnership net assets based on the Group’s percentage share in the contributed capital, if such fair values are available.

The information of the fair value for the marketable and investment securities is included in section “XI. SECURITIES”

(v) *(6) Operational loans receivable*

The fair values of operational loans receivable are measured at the present value of the future cash inflows, which are classified into different types of receivables and discounted at the rate determined by reference to an appropriate index such as a government bond yield adjusted with relevant credit risk.

As the estimated credit losses are provided based on the individual assessment of recoverability of loans receivable held by certain consolidated subsidiaries with corporate restructuring business, the fair values are considered to approximate the carrying values.

(vi) *(8) Assets*

With respect to receivables from customers of margin transaction assets, the fair values are measured at the carrying value as the interest rates of the loans are floating rate and reflect the market interest rate within a short period so that, unless the borrower’s credit condition changes significantly, the fair values are considered to approximate the carrying values.

Of these receivables, the fair values of those without set maturity date due to certain conditions such as the placing of a cap on the amount of loans which do not exceed the value of pledged assets, are measured at the carrying value. Based on the expected repayment term and the terms of interest, the fair values are considered to approximate the book values. With respect to cash deposits as collateral for securities borrowed of margin transaction assets, the fair values are measured at the carrying value as for their short maturities.

**(b) Liabilities**

The fair values of liabilities other than (8)Long-term loans payable are measured at the carrying values as they approximate the carrying values because of their short maturities.

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With respect to long-term debt with floating interest rates, the fair values are measured at the carrying value as the interest rates of the debt reflect the market interest rate within a short period as the credit condition of consolidated subsidiaries that obtained the debt are not expected to change significantly.

With respect to long-term loans payable with fixed rate, the fair values are measured at the present value of the future cash outflows, where the sum of principal and interest at certain intervals, or the sum of principal and interest determined using interest swap rates for which the special hedge accounting treatment is used, is discounted at the discount rate that may be applicable for similar types of debt.

### (c) Derivatives

The information of the fair value for derivatives is included in section "XII. DERIVATIVE CONTRACTS"

### (2) The following securities were stated at cost because the fair value could not be reliably determined. They were excluded from "Assets-(4) Short-term investment securities, operational investment securities and investment securities" of "Fair value of financial instruments".

<b>As at 31 March 2010</b>	<b>Carrying amount</b>
<b>Classification</b>	<b>(millions of Yen)</b>
Available-for-sale securities	
Non-fair valued equity securities (*1) . . . . .	90,051
Non-fair valued bonds	
Convertible bonds with stock acquisition rights(*2) . . . . .	2,414
Investments in funds (*3) . . . . .	6,680
Stock acquisition rights (*2) . . . . .	31
Total . . . . .	<u>99,177</u>
Investments in subsidiaries and affiliates	
Unlisted equity securities (*1) . . . . .	28,369
Investments in funds (*3) . . . . .	452
Total . . . . .	<u>28,822</u>
<b>As at 30 September 2010</b>	
<b>Classification</b>	
Available-for-sale securities	
Non-fair valued equity securities (*1) . . . . .	89,261
Non-fair valued bonds	
Convertible bonds with stock acquisition rights(*2) . . . . .	2,817
Investments in funds (*3) . . . . .	6,256
Stock acquisition rights (*2) . . . . .	946
Total . . . . .	<u>99,282</u>
Investments in subsidiaries and affiliates	
Unlisted equity securities (*1) . . . . .	38,573
Investments in funds (*3) . . . . .	376
Total . . . . .	<u>38,950</u>

(\*1) Unlisted equity securities were excluded from the fair value disclosure as there was no market value and it was extremely difficult to measure the fair value.

(\*2) Convertible bonds with stock acquisition rights were excluded from the fair value disclosure as there was no market value and it was extremely difficult to estimate the future cash flow as a basis of fair value.

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(\*3) Investments in funds whose investments were mainly composed of unlisted equity securities were excluded from the fair value disclosure as it was extremely difficult to measure the fair value of unlisted equity.

**(3) Maturity analysis for financial assets and securities with contractual maturities**

<b>As at 31 March 2010</b>	<b>Within one year (millions of Yen)</b>	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>	<b>Over 5 years (millions of Yen)</b>
Cash and deposits . . . . .	143,726	—	—	—	—	—
Notes and accounts receivable-trade . . . . .	8,067	323	76	12	2	0
Short-term investment securities, operational investment securities and investment securities with maturity date						
Debt securities (Corporate bonds) . . . . .	60	150	50	—	—	—
Cash segregated as deposits . . . . .	318,865	—	—	—	—	—
Operational loans . . . . .	22,899	3,434	2,229	1,105	836	4,190
Margin transaction assets . . . . .	261,641	—	—	—	—	—
Short-term guarantee deposits . . . . .	5,944	—	—	—	—	—
<b>Total . . . . .</b>	<b>761,204</b>	<b>3,907</b>	<b>2,355</b>	<b>1,118</b>	<b>838</b>	<b>4,191</b>
<b>As at 30 September 2010</b>	<b>Within one year (millions of Yen)</b>	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>	<b>Over 5 years (millions of Yen)</b>
Cash and deposits . . . . .	134,933	—	—	—	—	—
Notes and accounts receivable-trade . . . . .	8,551	1,143	461	222	116	64
Short-term investment securities, operational investment securities and investment securities with maturity date						
Debt securities (Corporate bonds) . . . . .	259	50	—	—	—	—
Cash segregated as deposits . . . . .	308,665	—	—	—	—	—
Operational loans . . . . .	26,096	2,204	1,621	962	645	3,864
Margin transaction assets . . . . .	267,264	—	—	—	—	—
Short-term guarantee deposits . . . . .	3,350	—	—	—	—	—
<b>Total . . . . .</b>	<b>749,120</b>	<b>3,398</b>	<b>2,082</b>	<b>1,185</b>	<b>762</b>	<b>3,929</b>

(\*) Maturities of leases receivable and lease investment assets after balance sheet date are described in the "Notes to lease transactions for consolidated financial statements".

**(4) Maturity analysis for long-term loans payable and other interest-bearing debt after balance sheet date**

<b>As at 31 March 2010</b>	<b>Within one year (millions of Yen)</b>	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>	<b>Over 5 years (millions of Yen)</b>
Short-term loans payable . . . . .	55,614	—	—	—	—	—
Current portion of bonds payable . . . . .	112,600	—	—	—	—	—
Margin transaction liabilities						
Borrowings on margin transactions . . . . .	48,813	—	—	—	—	—
Long-term loans payable . . . . .	13,368	10,066	16,494	100	—	960
<b>Total . . . . .</b>	<b>230,396</b>	<b>10,066</b>	<b>16,494</b>	<b>100</b>	<b>—</b>	<b>960</b>

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<b>As at 30 September 2010</b>	<b>Within one year (millions of Yen)</b>	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>	<b>Over 5 years (millions of Yen)</b>
Short-term loans payable . . . . .	56,057	—	—	—	—	—
Current portion of bonds payable . . . . .	111,500	—	—	—	—	—
Margin transaction liabilities						
Borrowings on margin transactions . . . . .	52,857	—	—	—	—	—
Long-term loans payable . . . . .	<u>13,885</u>	<u>10,720</u>	<u>16,852</u>	<u>483</u>	<u>6,606</u>	<u>610</u>
Total . . . . .	<u>234,300</u>	<u>10,720</u>	<u>16,852</u>	<u>483</u>	<u>6,606</u>	<u>610</u>

**XI. SECURITIES**

The Group applied the revised accounting standard (ASBJ Statement No. 10 “Accounting Standard for Financial Instruments” issued on 10 March 2008) and the new guidance (ASBJ Guidance No. 19 “Guidance on Accounting Standard for Financial Instruments and Related Disclosures” issued on 10 March 2008) after 31 March 2009. Thus, the information disclosed for the year ended 31 March 2010 and six months ended 30 September 2010 was different from that for the years ended 31 March 2008 and 2009 and six months ended 30 September 2009.

**FOR THE YEAR ENDED 31 MARCH 2008**

**1. Trading instruments**

**Fair value of trading assets and liabilities**

**(a) Trading assets and liabilities**

	<b>Fair value as at 31 March 2008</b>	
	<b>Assets (millions of Yen)</b>	<b>Liabilities (millions of Yen)</b>
(1) Equity securities . . . . .	14	—
(2) Debt securities . . . . .	1,598	—
(3) Others . . . . .	<u>108</u>	<u>—</u>
Total . . . . .	<u>1,722</u>	<u>—</u>

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**2. Securities other than trading purpose**

**(a) Available-for-sale securities with fair value**

	Type	Acquisition costs (millions of Yen)	Carrying amount (millions of Yen)	Difference (millions of Yen)
Carrying amount exceeds acquisition costs	(1) Equity securities	618	801	183
	(2) Others	—	—	—
	Sub total	618	801	183
Carrying amount does not exceed acquisition costs	(1) Equity securities	18,989	12,405	(6,583)
	(2) Others	1,042	993	(49)
	Sub total	20,032	13,398	(6,633)
Total		20,650	14,200	(6,449)

**(b) Available-for-sale securities sold during the current year**

Proceed from sales (millions of Yen)	Gains on sales (millions of Yen)	Losses on sales (millions of Yen)
51,062	19,001	1,450

**(c) Available-for-sale securities not measured at fair value**

	Carrying amount (millions of Yen)
(1) Held-to-maturity securities	
Corporate bonds	300
(2) Available-for-sale securities	
Non-fair valued equity securities	71,190
Corporate bonds	3,079
Investment in funds	43,197
Others	166
Total	117,933

**(d) Carrying values of securities by contractual maturities for securities classified as available-for-sale and held-to-maturity are as follows:**

	Within one year (millions of Yen)	1 to 5 years (millions of Yen)	5 to 10 years (millions of Yen)	Over 10 years (millions of Yen)
Debt securities				
(1) National & municipal bonds	—	3	—	—
(2) Corporate bonds	700	2,540	30	—
Total	700	2,544	30	—

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Note: Impairment loss on available-for-sale securities of ¥2,625 million was recorded for the year ended 31 March 2008. The Group recognized impairment losses for securities whose fair value declined below 50 percent of the acquisition costs. For those securities whose fair value declined by 30 percent to 50 percent of acquisition costs, the Group recognized impairment losses, if necessary, by considering the possibility of recovery, the significance of the amount and other factors.

**FOR THE YEAR ENDED 31 MARCH 2009**

**1. Trading instruments**

**Fair value of trading assets and liabilities**

**(a) Trading assets and liabilities**

	Fair value as at 31 March 2009	
	Assets (millions of Yen)	Liabilities (millions of Yen)
(1) Equity securities .....	10	—
(2) Debt securities .....	7,049	—
(3) Others .....	93	—
Total .....	<u>7,153</u>	<u>—</u>

**2. Securities other than trading purpose**

**(a) Available-for-sale securities with fair value**

		Type	Acquisition costs (millions of Yen)	Carrying amount (millions of Yen)	Difference (millions of Yen)
Carrying amount exceeds acquisition costs	(1)	Equity securities	243	332	88
	(2)	Corporate bonds	898	914	15
		Sub total	<u>1,142</u>	<u>1,246</u>	<u>104</u>
Carrying amount does not exceed acquisition costs	(1)	Equity securities	11,833	8,624	(3,208)
	(2)	Debt securities			
		Corporate bonds	1,664	1,508	(156)
	Others	197	191	(6)	
(3)	Others	2,601	2,247	(353)	
	Sub total	<u>16,296</u>	<u>12,571</u>	<u>(3,724)</u>	
Total			<u>17,438</u>	<u>13,818</u>	<u>(3,620)</u>

**(b) Available-for-sale securities sold during the current year**

Proceed from sales (millions of Yen)	Gains on sales (millions of Yen)	Losses on sales (millions of Yen)
4,170	1,757	1,312



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**(c) Available-for-sale securities not measured at fair value**

	<u>Carrying amount (millions of Yen)</u>
Available-for-sale securities	
Non-fair value equity securities . . . . .	80,366
Corporate bonds . . . . .	1,159
Investment in funds . . . . .	22,523
Others . . . . .	<u>350</u>
Total . . . . .	<u>104,399</u>

**(d) Carrying values of securities by contractual maturities for securities classified as available-for-sale and held-to-maturity are as follows:**

	<u>Within one year (millions of Yen)</u>	<u>1 to 5 years (millions of Yen)</u>	<u>5 to 10 years (millions of Yen)</u>	<u>Over 10 years (millions of Yen)</u>
Debt securities				
(1) Corporate bonds . . . . .	1,236	988	1,153	202
(2) Others . . . . .	<u>—</u>	<u>95</u>	<u>95</u>	<u>—</u>
Total . . . . .	<u>1,236</u>	<u>1,083</u>	<u>1,249</u>	<u>202</u>

Note: Impairment loss on available-for-sale securities of ¥9,704 million was recorded during the year 2009.

**FOR THE YEAR ENDED 31 MARCH 2010**

**1. Trading instruments**

Valuation gains of ¥75 million were included in income for the year ended 31 March 2010.

**2. Available-for-sale securities with fair value**

	<u>Type</u>	<u>Carrying amount (millions of Yen)</u>	<u>Acquisition costs (millions of Yen)</u>	<u>Difference (millions of Yen)</u>
Carrying amount exceeds acquisition costs	(1) Equity securities	6,452	4,155	2,297
	(2) Debt securities			
	Corporate bonds	52	50	2
	(3) Others	<u>20,101</u>	<u>9,607</u>	<u>10,493</u>
	Sub total	<u>26,606</u>	<u>13,813</u>	<u>12,793</u>
Carrying amount does not exceed acquisition costs	(1) Equity securities	95,774	97,685	(1,910)
	(2) Debt securities			
	Corporate bonds	2,620	2,624	(4)
	(3) Others	<u>8,064</u>	<u>8,662</u>	<u>(598)</u>
	Sub total	<u>106,459</u>	<u>108,972</u>	<u>(2,513)</u>
	Total	<u>133,065</u>	<u>122,785</u>	<u>10,279</u>

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**3. Available-for-sale securities sold during the year**

Securities	Proceed from sales (millions of Yen)	Gains on sales (millions of Yen)	Losses on sales (millions of Yen)
(1) Equity securities . . . . .	10,273	4,828	308
(2) Debt securities			
Corporate bonds . . . . .	1,745	47	—
Others . . . . .	197	0	0
(3) Others . . . . .	<u>3,560</u>	<u>599</u>	<u>—</u>
Total . . . . .	<u>15,777</u>	<u>5,476</u>	<u>309</u>

**4. Impairment loss on securities**

Impairment loss on available-for-sale securities of ¥648 million was recorded during the year 2010.

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2009 (unaudited)**

**1. Trading instruments**

Valuation gains of ¥7 million were included in operating results for the six months ended 30 September 2009 (unaudited), while the carrying amount of trading instruments as at 30 September 2009 was ¥322 million.

**2. Available-for-sale securities sold during the period**

Proceed from sales (millions of Yen)	Gains on sales (millions of Yen)	Losses on sales (millions of Yen)
10,487	2,268	128

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

**1. Trading instruments**

Valuation gains of ¥2,790 million were included in operating results for the six months ended 30 September 2010.

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**2. Available-for-sale securities with fair value**

	Type	Balance in consolidated balance sheets (millions of Yen)	Acquisition costs (millions of Yen)	Difference (millions of Yen)
Carrying amount exceeds acquisition costs	(1) Equity securities	6,018	4,233	1,784
	(2) Debt securities			
	Corporate bonds	53	50	3
	(3) Others	13,099	6,366	6,733
	Sub total	19,171	10,650	8,521
Carrying amount does not exceed acquisition costs	(1) Equity securities	91,818	92,651	(833)
	(2) Debt securities			
	Corporate bonds	3,074	3,076	(2)
	(3) Others	13,602	14,505	(903)
	Sub total	108,495	110,234	(1,739)
	Total	127,666	120,884	6,782

**3. Available-for-sale securities sold during the period**

Securities	Selling price (millions of Yen)	Gains on sales (millions of Yen)	Losses on sales (millions of Yen)
(1) Equity securities . . . . .	3,133	1,488	303
(2) Debt securities			
Corporate bonds . . . . .	6	1	—
Others . . . . .	—	—	—
(3) Others . . . . .	—	—	—
Total . . . . .	3,139	1,489	303

**4. Securities whose holding purpose have been changed**

Available-for-sale securities of ¥8,233 million have been reclassified into "Investments in subsidiaries and affiliates" which is included in the "Investment securities" during the six months ended 30 September 2010 because certain companies whose stocks became equity-method affiliates.

**5. Impairment loss on securities**

Impairment loss on available-for-sale securities of ¥1,013 million was recorded for the six months ended 30 September 2010.

**XII. DERIVATIVE CONTRACTS****FOR THE YEARS ENDED 31 MARCH 2008 AND 2009****1. Transaction details****(a) Transaction**

The Group used derivative contracts, including foreign currency forward contracts, interest rate swaps, index futures, commodity futures, bond futures.

**(b) Group policy and purpose of derivative contracts**

The Group entered into (i) foreign currency forward contracts and (ii) interest swap transactions primarily to hedge foreign exchange risk associated with receivables, payables and securities denominated in foreign currencies and to manage its interest rate exposures on borrowings and loans respectively. Index futures, commodity futures, bond futures and part of foreign currency forward contracts were entered into for trading purpose. Foreign currency spot contracts were entered into on a back to back basis in relation to customer driven foreign currency transactions. Each transaction was conducted with individual counterparties based on the Group's "Position Management Rule."

**(c) Risks related to derivative contracts**

Foreign currency forward contracts were subject to foreign currency risk, whereas interest rate swaps and bond futures are subject to interest rate risk. On the other hand, index futures were subject to equity price risk and commodity futures were subject to commodity price risk and foreign currency risk. The Group believes the credit risks for foreign currency forward contracts and interest rate swaps were minimal because the counterparties were creditworthy Japanese financial institutions. In addition, the Group also believed that the risks for commodity futures, bond futures, and index futures were low because those transactions were transacted in public market.

Foreign currency brokerage transactions were subject to credit risks for customers and counterparties.

**(d) Risk management for derivative contracts**

Foreign currency forward contracts and interest rate swaps utilized for hedging purpose will only be entered into by the proposal of the Company's Control Division with relevant director's approval. The Control Division monitored the balances of derivative contracts and reported it to the responsible director periodically. The Group has internal management rules which regulate the appropriateness of the derivative transactions, including the limitation of transaction volumes and the use of necessary risk management systems. Each respective control division monitored the transactions regularly in accordance with the rules.

Foreign currency spot contracts were managed by setting acceptable risk amounts and maximum risk limits by different risk categories in accordance with related internal risk management rules. As for the credit risk of customers, the Group adopted 'stop loss-rule' in order to limit the risk exposure from these transactions.

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The following amounts were the fair value of the Group's derivative contracts that were not accounted for under hedge accounting as at 31 March 2008 and 2009:

	<u>Assets</u>		<u>Liabilities</u>	
	<u>Contractual Amounts (millions of Yen)</u>	<u>Fair value (millions of Yen)</u>	<u>Contractual amounts (millions of Yen)</u>	<u>Fair value (millions of Yen)</u>
<b>As at 31 March 2008</b>				
Foreign currency forward contracts . . . . .	4	0	232	1
Nikkei index futures transactions . . . . .	81	6	11	0
Interest rate swaps . . . . .	—	—	200	3
Total . . . . .	<u>85</u>	<u>6</u>	<u>443</u>	<u>5</u>

	<u>Assets</u>		<u>Liabilities</u>	
	<u>Contractual Amounts (millions of Yen)</u>	<u>Fair value (millions of Yen)</u>	<u>Contractual amounts (millions of Yen)</u>	<u>Fair value (millions of Yen)</u>
<b>As at 31 March 2009</b>				
Foreign currency forward contracts . . . . .	27	0	30	0
Nikkei index futures transactions . . . . .	39	3	—	—
Interest rate swaps . . . . .	—	—	200	1
Foreign exchange brokerage transactions				
Customers				
Short . . . . .	—	—	42,585	1,370
Long . . . . .	—	—	44,088	(1,246)
Other counterparties				
Short . . . . .	22,466	(0)	—	—
Long . . . . .	20,529	568	—	—
Sub total . . . . .	—	567	—	124
Total . . . . .	<u>—</u>	<u>571</u>	<u>—</u>	<u>125</u>

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Estimated gains or losses on ultimate settlements were recorded in "Fair value" above. The fair values of foreign currency forward contracts, Nikkei index futures transactions and foreign currency spot contracts were calculated based on forward exchange rate, average future rate and foreign exchange spot rate, respectively, at balance sheet date. Interest rate swap transactions were calculated based on the price provided by financial institutions at balance sheet date. Derivative liabilities for trading purposes are included in other current liabilities in consolidated balance sheets.

Six months ended 30 September 2009 (unaudited)	Transaction	Valuation gains(losses) (millions of Yen)
Transactions outside market		
	Foreign currency forward contract	
	Short	(0)
	Long	(0)
	Foreign currency spot contracts	
	Short	1,923
	Long	<u>87</u>
Total		<u>2,010</u>

The fair values of foreign currency forward contract and foreign currency spot contracts were calculated based on forward exchange rate and foreign exchange spot rate, respectively, at balance sheet date.

**FOR THE YEAR ENDED 31 MARCH 2010 AND SIX MONTHS ENDED 30 SEPTEMBER 2010**

The Group applied the revised accounting standard — ASBJ Statement No. 10 "Accounting Standard for Financial Instruments", which was issued on 10 March 2008, and the new guidance — ASBJ Guidance No. 19 "Guidance on Accounting Standard for Financial Instruments and Related Disclosures" which was issued on 10 March 2008, after 31 March 2009. Thus, the following information was disclosed for the year ended 31 March 2010 and six months ended September 2010 only.

**1. Derivatives not subject to hedge accounting policy**

		As at 31 March 2010			
	Transaction	Contractual amounts (millions of Yen)	Over 1 year (millions of Yen)	Fair value (millions of Yen)	Valuation gains(losses) (millions of Yen)
Transactions outside market					
	Foreign currency forward contracts				
	Short	27	—	(0)	(0)
	Long	28	—	0	0
	Foreign currency spot contracts				
	Short	112,660	—	(1,752)	(1,752)
	Long	<u>112,078</u>	<u>—</u>	<u>2,486</u>	<u>2,486</u>
Total		<u>—</u>	<u>—</u>	<u>733</u>	<u>733</u>
Market transactions					
	Index futures				
	Long	62	—	1	1



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		As at 30 September 2010			
Type	Transaction	Contractual amounts (millions of Yen)	Over 1 year (millions of Yen)	Fair value (millions of Yen)	Valuation gains(losses) (millions of Yen)
Transactions outside market	Foreign currency forward contracts				
	Short	64	—	(0)	(0)
	Long	264	—	(7)	(7)
	Foreign currency spot contracts				
	Short	225,196	—	5,904	5,904
	Long	216,455	—	2,821	2,821
Total		<u>—</u>	<u>—</u>	<u>8,718</u>	<u>8,718</u>

Fair value of foreign currency forward contract was stated on foreign exchange rate at balance sheet date, whereas fair value of foreign currency spot contracts was based on foreign exchange rate at the balance sheet date. Fair value of index futures was based on market closing price at the balance sheet date in each stock market.

**2. Derivatives subject to hedge accounting**

			As at 31 March 2010		
Hedge accounting method	Transaction	Hedged balance	Contract amounts (millions of Yen)	Over 1 year (millions of Yen)	Fair value (millions of Yen)
Interest rate swap	Interest rate swaps				
	Variable receipt fixed payment	Long-term loans payable	3,650	1,730	(Note)
			As at 30 September 2010		
Hedge accounting method	Transaction	Hedged balance	Contract amounts (millions of Yen)	Over 1 year (millions of Yen)	Fair value (millions of Yen)
Deferred method of interest rate swap	Interest rate swaps				
	Variable receipt fixed payment	Long-term loans payable	4,095	2,065	(Note)

Note: For certain loans payable for which interest rate swaps were used to hedge the interest-rate fluctuations, the fair values of derivative financial instruments were included in the fair value of loans payable as hedged items.

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**XIII. RETIREMENT BENEFITS**

The Group has a contributory funded defined benefit pension plan and a defined contribution pension plan. Certain of the Group's domestic consolidated subsidiaries have tax-qualified plan, non-contributory funded defined pension plan and either a contributory funded defined benefit pension plan or a defined contribution pension plan for the employee's retirement plan. During the year ended 31 March 2009, certain consolidated subsidiaries adopted the advance payment system which integrated the retirement benefit systems. Certain foreign subsidiaries that adopted a segregated allowance plan was excluded from the consolidation scope.

**1. Detail of the multi-employer plans for which the required contribution amounts were expensed as incurred**

(a) Total pension funding status:

	(As at 31 March 2007)			(As at 31 March 2008)			(As at 31 March 2009)			(As at 31 March 2010)		
	Kanto IT Software Health Insurance Society (millions of yen)	Association of Welfare Pension Fund in the Commodity Futures Industry (millions of Yen)	Tokyo Media Industry Pension Fund (million of yens)	Kanto IT Software Health Insurance Society (millions of Yen)	Association of Welfare Pension Fund in the Commodity Futures Industry (millions of Yen)		Kanto IT Software Health Insurance Society (millions of Yen)	Association of Welfare Pension Fund in the Commodity Futures Industry (millions of Yen)		Kanto IT Software Health Insurance Society (millions of Yen)	Association of Welfare Pension Fund in the Commodity Futures Industry (millions of Yen)	
Plan assets . . .	146,083	81,621	92,771	145,958	66,700		127,937	48,150		161,054		
Benefit Obligation . . .	112,700	61,610	93,592	140,968	63,454		155,636	62,965		159,998		
Difference . . .	33,382	20,011	(820)	4,989	3,246		(27,699)	(14,144)		1,055		

(b) The percentage of participants of the Group to above pension plan:

	(As at 31 March 2007)		(As at 31 March 2008)		(As at 31 March 2009)		(As at 31 March 2010)	
Kanto IT Software Health Insurance Society . . . . .		0.71%	Kanto IT Software Health Insurance Society . . . . .	0.87%	Kanto IT Software Health Insurance Society . . . . .	1.03%	Kanto IT Software Health Insurance Society . . . . .	1.11%
Association of Welfare Pension Fund in the Commodity Futures Industry . . . . .		0.38%	Association of Welfare Pension Fund in the Commodity Futures Industry . . . . .	0.48%	Association of Welfare Pension Fund in the Commodity Futures Industry . . . . .	0.56%		

(As at 31 March 2008)

Tokyo Media Industry Pension Fund . . . . .	0.63%
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**2. Liability for employees' retirement benefits**

The following is related to the defined benefit pension plan and tax qualified pension plan for certain domestic consolidated subsidiaries.

	Year ended 31 March			Six months ended 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
(a) Projected benefit obligations . . . . .	(284)	(226)	(108)	(100)
(b) Fair value of plan assets . . . . .	182	98	56	52
(c) Provision for retirement benefits ((a) + (b)) . . . . .	<u>(102)</u>	<u>(128)</u>	<u>(52)</u>	<u>(47)</u>

**3. Retirement benefit expense**

	Year ended 31 March			Six months ended 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Contribution to pension funds (Note 1)	131	144	138	58
Service cost (Note 2) . . . . .	61	66	39	8
Contributions to the defined contribution pension plan (Note 3) . . .	228	251	276	146
Total . . . . .	<u>421</u>	<u>463</u>	<u>454</u>	<u>212</u>

Notes:

- (1) Contribution amounted to multi-employer pension funds.
- (2) Retirement benefit expense of certain domestic consolidated subsidiaries which applied compendium method.
- (3) Contribution to the defined benefit pension plan and prepayment to pension plan.

**4. Basis for calculation of retirement benefit obligation**

For the year ended 31 March 2008, the Group adopted new accounting pronouncements, "Accounting for retirement benefits" in accordance with Article 14 of accounting standard dated on 15 May 2007.

Certain domestic subsidiaries, which apply either defined benefit pension plan or tax-qualified pension plan, use simplified method for the calculation of retirement obligation.

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### XIV. STOCK OPTION PLAN

#### FOR THE YEAR ENDED 31 MARCH 2008

#### 1. Accounts and amounts including stock option expense:

Operating cost: ¥1 million

Selling, general and administrative expenses: ¥74 million

#### 2. Outline of stock option

	<b>The Company FY 2001 Stock option</b>	<b>The Company FY 2002 (1) Stock option</b>	<b>The Company FY 2003 (1) Stock option</b>
Category and number of person granted	118 employees	9 directors 109 employees	2 directors 4 employees 3 subsidiary directors
Class and number of option shares (*Note)	24,120 Common shares	200,025 Common shares	69,975 Common shares
Grant date	1 February 2002	20 December 2002	25 September 2003
Terms and condition for vesting	Directors or employees of the Company	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 February 2002 ~ 19 December 2003	20 December 2002 ~ 19 December 2004	25 September 2003 ~ 19 December 2004
Exercise period	20 December 2003 ~ 19 December 2011	20 December 2004 ~ 19 December 2012	20 December 2004 ~ 19 December 2012
	<b>The Company FY 2003 (2) Stock option</b>	<b>The Company FY 2003 (3) Stock option</b>	<b>The Company FY 2005 (1) Stock option</b>
Category and number of person granted	2 directors 110 employees 6 subsidiary directors 86 subsidiary employees	17 Subsidiary directors	7 directors 89 employees 14 subsidiary directors 36 subsidiary employees
Class and number of option shares (*Note)	312,750 Common shares	61,650 Common shares	40,000 Common shares
Grant date	25 September 2003	23 October 2003	28 July 2005
Terms and condition for vesting	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	25 September 2003 ~ 23 June 2005	23 October 2003 ~ 23 June 2005	n/a
Exercise period	24 June 2005 ~ 23 June 2013	24 June 2005 ~ 23 June 2013	28 July 2005 ~ 29 June 2013

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	<b>The Company former E*TRADE Japan K.K. Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2003 Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</b>
Category and number of person granted	3 directors 20 employees 11 subsidiary directors 64 subsidiary employees	76 employees 1 subsidiary employee	61 employees 2 subsidiary employees
Class and number of option shares (*Note)	172,481.40 Common shares	1,130 Common shares	950 Common shares
Grant date	1 July 2002	15 April 2004	29 September 2004
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 July 2002 ~ 20 June 2004	15 April 2004 ~ 27 June 2005	29 September 2004 ~ 1 October 2006
Exercise period	21 June 2004 ~ 20 June 2012	28 June 2005 ~ 27 June 2013	2 October 2006 ~ 30 September 2010
	<b>The Company former SBI HOME Planner Co., Ltd. FY2004 Stock option</b>	<b>The Company former SBI Partners Co., Inc. FY2005 Stock option</b>	<b>The Company former FINANCE ALL CORPORATION FY2002 Stock option</b>
Category and number of person granted	2 employees	5 directors 23 employees	4 directors 6 employees 5 subsidiary directors 31 subsidiary employees
Class and number of option shares (*Note)	60 Common shares	2,320 Common shares	44,880 Common shares
Grant date	29 October 2004	29 November 2005	25 September 2002
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi director / employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi director / employee of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	29 October 2004 ~ 1 October 2006	29 November 2005 ~ 30 November 2005	25 September 2002 ~ 24 September 2004
Exercise period	2 October 2006 ~ 30 September 2010	1 December 2005 ~ 31 October 2013	25 September 2004 ~ 24 September 2012

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	<b>The Company former FINANCE ALL CORPORATION FY2003 Stock option</b>	<b>The Company former SOFTBANK FRONTIER SECURITIES Co., Ltd. FY2002 Stock option</b>	<b>The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option</b>
Category and number of person granted	4 directors 24 employees 4 subsidiary directors 18 subsidiary employees	4 directors 10 employees	5 directors 6 employees
Class and number of option shares (*Note)	55,040 Common shares	8,216.00 Common shares	4,933.50 Common shares
Grant date	2 August 2003	29 January 2003	15 July 2003
Terms and condition for vesting	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	2 August 2003 ~ 1 August 2005	29 January 2003 ~ 18 June 2004	15 July 2003 ~ 30 June 2005
Exercise period	2 August 2005 ~ 1 August 2013	19 June 2004 ~ 18 June 2008	1 July 2005 ~ 26 June 2013
	<b>The Company former WORLD NICHIEI FRONTIER SECURITIES Co., Ltd. FY2004 Stock option</b>	<b>The Company former WORLD NICHIEI FRONTIER SECURITIES Co., Ltd. FY2004 Stock option</b>	<b>The Company former SBI Securities Co., Ltd FY2005 Stock option</b>
Category and number of person granted	7 directors 350 employees	25 employees	6 directors 340 employees
Class and number of option shares (*Note)	34,105.55 Common shares	143.75 Common shares	39,817.60 Common shares
Grant date	29 June 2004	22 December 2004	4 July 2005
Terms and condition for vesting	Directors, employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	29 June 2004 ~ 29 June 2006	22 December 2004 ~ 29 June 2006	4 July 2005 ~ 29 June 2007
Exercise period	30 June 2006 ~ 29 June 2014	30 June 2006 ~ 29 June 2014	30 June 2007 ~ 29 June 2015



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	<b>The Company former SOFTBANK INVESTMENT CORPORATION (4) Stock option</b>	<b>The Company former SOFTBANK INVESTMENT CORPORATION (8) Stock option</b>	<b>The Company former SOFTBANK INVESTMENT CORPORATION (9) Stock option</b>
Category and number of person granted	8 directors 19 employees 8 subsidiary directors 6 subsidiary employees	2 directors 42 employees 1 subsidiary director	21 employees
Class and number of option shares (*Note)	62,857.00 Common shares	7,206.78 Common shares	1,220.50 Common shares
Grant date	7 March 2000	4 September 2000	4 September 2000
Terms and condition for vesting	Directors or employees of the Company (Including the case resignee get positions of directors or statutory auditors of the Company, or directors or employees of the subsidiaries) Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company (Including the case resignee get positions of directors or statutory auditors of the Company, or directors or employees of the subsidiaries) Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company (Including the case resignee get positions of directors or statutory auditors of the Company, or directors or employees of the subsidiaries) Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	7 March 2000 ~ 31 March 2003	4 September 2000 ~ 31 March 2003	4 September 2000 ~ 30 September 2003
Exercise period	1 April 2003 ~ 31 March 2008	1 April 2003 ~ 31 March 2008	1 October 2003 ~ 30 September 2008
	<b>The Company former E*TRADE Japan K.K. (10)-(12) Stock option</b>	<b>The Company former E*TRADE Japan K.K. (16) Stock option</b>	<b>The Company Former FINANCE ALL CORPORATION (1)-(6) Stock option</b>
Category and number of person granted	5 directors 20 employees 6 subsidiary directors 109 subsidiary employees	1 director 7 employees 1 subsidiary directors 16 subsidiary employees	5 directors 4 employees 9 subsidiary directors 20 subsidiary employees
Class and number of option shares (*Note)	53,511.79 Common shares	4,014.36 Common shares	114,012 Common shares
Grant date	30 March 2000	8 June 2000	28 March 2002
Terms and condition for vesting	Directors or employees of the Company (Including the case resignees get positions of directors, statutory auditors or employees of the Company or subsidiaries) Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company (Including the case resignees get positions of directors, statutory auditors or employees of the Company or subsidiaries) Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or subsidiaries Including the case of transfer due to official orders or involuntary retirement
Service period required for vesting	30 March 2000 ~ 31 March 2003	8 June 2000 ~ 11 June 2003	28 March 2002 ~ 31 March 2002
Exercise period	1 April 2003 ~ 28 March 2008	12 June 2003 ~ 28 March 2008	1 April 2002 ~ 28 March 2009

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	<b>SBI Capital Co., Ltd. FY2006(3) Stock option</b>	<b>SBI Planners Co., Ltd. (5) Stock option</b>	<b>SBI Mortgage Co., Ltd. (1) Stock option</b>
Category and number of person granted	3 employees	7 directors 81 employees 1 subsidiary director 1 subsidiary employee	23 employees
Class and number of option shares (*Note)	188 Common shares	4,000,000 Common shares	65 Common shares
Grant date	26 September 2006	30 March 2007	25 May 2005
Terms and condition for vesting	Continue to provide service after the grant date to the end of vesting period (1 October 2008)*	Directors, employees, or quasi directors/employees of the SBI Planners Co., Ltd. or its subsidiaries	Common shares for the SBI Mortgage Co., Ltd. should be listing and directors, employees, or quasi directors/employees of the SBI Mortgage Co., Ltd. or its subsidiaries
Service period required for vesting	Two years * (28 September 2006 ~ 1 October 2008)	30 March 2007 ~ 1 April 2007	25 May 2005 ~ 25 May 2007
Exercise period	1 October 2008 ~ 25 September 2016*	2 April 2007 ~ 31 March 2013	26 May 2007 ~ 25 May 2015

\* Terms and condition has changed as follows since year 2008. (1) Holders for stock option can exercise all options after 18 May 2007. (2) New exercisable period from 18 May 2007 to 25 September 2016.

	<b>SBI E*TRADE SECURITIES Co., Ltd. (1) Stock option</b>	<b>SBI E*TRADE SECURITIES Co., Ltd. (2) Stock option</b>	<b>SBI E*TRADE SECURITIES Co., Ltd. (4) Stock option</b>
Category and number of person granted	7 directors 88 employees 6 parent employees	1 director	40 employees
Class and number of option shares (*Note)	116,190 Common shares	4,500 Common shares	5,610 Common shares
Grant date	8 July 2004	21 July 2004	29 November 2005
Terms and condition for vesting	n/a	n/a	n/a
Service period required for vesting	n/a	n/a	n/a
Exercise period	22 December 2004 ~ 21 June 2010	22 December 2004 ~ 21 June 2010	1 January 2006 ~ 23 June 2013

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	<b>SBI E*TRADE SECURITIES Co., Ltd. (5) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (1) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (2) Stock option</b>
Category and number of person granted	12 employees	3 directors 63 employees	9 employees
Class and number of option shares (*Note)	750 Common shares	121,500 Common shares	10,500 Common shares
Grant date	30 December 2005	15 September 2000	11 May 2001
Terms and condition for vesting	n/a	Continue to provide service after the grant date to the end of vesting period (15 September 2003)	Continue to provide service after the grant date to the end of vesting period (11 May 2004)
Service period required for vesting	n/a	Three years (16 September 2000 ~ 15 September 2003)	Three years (12 May 2001 ~ 11 May 2004)
Exercise period	1 January 2006 ~ 23 June 2013	16 September 2003 ~ 15 September 2010	12 May 2004 ~ 11 May 2011
	<b>E*TRADE Korea Co., Ltd. (3) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (4) Stock option</b>	<b>TradeWin Tech Co., Ltd. (2) Stock option</b>
Category and number of person granted	5 directors 55 employees	5 directors 10 employees	1 director 3 employees 1 advisor
Class and number of option shares (*Note)	236,500 Common shares	228,000 Common shares	1,000 Common shares
Grant date	5 October 2004	3 March 2006	25 October 2000
Terms and condition for vesting	Continue to provide service after the grant date to the end of vesting period (5 October 2007)	Continue to provide service after the grant date to the end of vesting period (3 March 2008)	No condition for vesting. However the exercise for option should be one and half year after IPO
Service period required for vesting	3 years (6 October 2004 ~ 5 October 2007)	2 years (4 March 2006 ~ 3 March 2008)	n/a
Exercise period	6 October 2007 ~ 5 October 2014	4 March 2008 ~ 3 March 2015	1 January 2001 ~ 16 April 2012
	<b>TradeWin Co., Ltd. (3) Stock option</b>	<b>LIVING Corporation, Inc. (2) Stock option</b>	<b>SBI Biotech Co., Ltd. (1) Stock option</b>
Category and number of person granted	3 directors 5 employees	1 director 18 employees	7 third-party collaborator
Class and number of option shares (*Note)	320 Common shares	700 Common shares	630 Common shares
Grant date	18 April 2002	29 August 2005	15 October 2002
Terms and condition for vesting	No condition for vesting, however the exercise for option should be one year after IPO	Directors, statutory auditors, employees or advisors of Living Corporation, Inc. at the exercising of right Those who are approved by board of directors (i.e. termination of employment or retirement)	Third-party collaborator or advisor of SBI Biotech Co., Ltd. or its collaborate company Those who are approved by board of directors
Service period required for vesting	n/a	29 August 2005 ~ 29 August 2007	n/a
Exercise period	18 April 2002 ~ 16 April 2012	30 August 2007 ~ 29 August 2015	2 years and 6 months after 6 months after IPO

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	<b>SBI Biotech Co., Ltd. (2) Stock option</b>	<b>SBI Biotech Co., Ltd. (4) Stock option</b>	<b>SBI Biotech Co., Ltd. (5) Stock option</b>
Category and number of person granted	2 directors 5 employees	1 director	1 third-party collaborator
Class and number of option shares (*Note)	780 Common shares	120 Common shares	90 Common shares
Grant date	15 October 2002	27 April 2005	28 September 2005
Terms and condition for vesting	Directors, statutory auditors or employees of SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after 6 months of IPO	Directors, statutory auditors, employees, or third-party collaborator of SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after IPO	Directors, statutory auditors, employees, or third-party collaborator of SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after IPO
Service period required to be vested	n/a	n/a	n/a
Exercise period	15 October 2004 ~ 31 August 2012	31 March 2007 ~ 30 March 2015	29 September 2005 ~ 30 August 2015
	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>
Category and number of person granted	3 directors 21 employees	3 directors 11 employees	3 directors 21 employees
Class and number of option shares (*Note)	466 Common shares	346 Common shares	471 Common shares
Grant date	15 August 2001	15 August 2001	15 August 2001
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market
Service period required to be vested	n/a	n/a	n/a
Exercise period	1 September 2001 ~ 15 August 2007	1 September 2001 ~ 15 August 2008	1 September 2001 ~ 15 August 2009

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	<b>SBI Futures Co., Ltd. (4) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>
Category and number of person granted	3 directors 11 employees	7 directors 14 employees 2 auditors	9 employees
Class and number of option shares (*Note)	347 Common shares	702 Common shares	145 Common shares
Grant date	15 August 2001	9 August 2002	31 March 2003
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 September 2001 ~ 15 August 2010	24 July 2004 ~ 23 July 2008	1 April 2005 ~ 23 July 2008
	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2001 Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>
Category and number of person granted	3 directors 49 employees	18 directors and employees	20 directors and employees
Class and number of option shares (*Note)	1,158 Common shares	7,608 Common shares	9,462 Common shares
Grant date	6 July 2005	10 October 2001	13 February 2004
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of SBI VeriTrans Co., Ltd. when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of SBI VeriTrans Co., Ltd. when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	10 October 2001 ~ 4 October 2004	13 February 2004 ~ 12 February 2006
Exercise period	17 June 2007 ~ 17 June 2011	5 October 2004 ~ 10 October 2008	13 February 2006 ~ 12 February 2014

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	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003(1) Stock option</b>	<b>Morningstar Japan K.K. FY2006(2) Stock option</b>
Category and number of person granted	1 director 1 auditor for subsidiary (As at the end of the current year)	6 directors 3 employees 3 directors and 1 auditor for subsidiaries 3 employees for subsidiaries 2 others (As at the end of the current year)	1 director 2 employees (As at the end of the current year)
Class and number of option shares (*Note)	256 Common shares (As at the end of the current year)	2,588 Common shares (As at the end of the current year)	250 Common shares (As at the end of the current year)
Grant date	18 May 2001	5 November 2003	21 April 2006
Terms and condition for vesting	Loss of rights with loss of position of directors except for getting new positions such as directors/employees of subsidiaries Except the transfer to other entities as directors or employees on command or except of involuntary retirement	Directors, statutory auditors, or employees of the Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors, or employees of the Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	16 March 2003 ~ 15 March 2011	20 March 2005 ~ 19 March 2013	24 March 2008 ~ 23 March 2016
	<b>Morningstar Japan K.K. FY2000(5) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>
Category and number of person granted	— (As at the end of the current year)	5 directors 5 employees	3 directors 5 employees
Class and number of option shares (*Note)	— Common shares (As at the end of the current year)	800 Common shares (After stock splits as at 1 May 2007)	440 Common shares (After stock splits as at 1 May 2007)
Grant date	7 March 2000	15 March 2003	15 June 2005
Terms and condition for vesting	n/a	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 April 2003 ~ 31 March 2008	15 March 2005 ~ 14 March 2013	3 June 2007 ~ 2 June 2015

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	<b>E*GOLF CORPORATION (2) Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock Option</b>	<b>HOMEOSTYLE Inc. (2) Stock Option</b>
Category and number of person granted	2 directors 8 employees	8 directors 341 employees	4 directors 105 employees
Class and number of option shares (*Note)	45 Common shares	5,672 Common shares	1,004 Common shares
Grant date	4 October 2001	5 April 2002	24 August 2004
Terms and condition for vesting	n/a	Holding positions of directors/employees when exercising of right of HOMEOSTYLE Inc. Exercising of right should be after 1 year of IPO	Holding positions of directors/employees when exercising of right of HOMEOSTYLE Inc. Exercising of right should be after 1 year of IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	4 October 2001 ~ 3 October 2007	1 June 2002 ~ 12 March 2012	1 June 2002 ~ 12 March 2012
	<b>HOMEOSTYLE Inc. (former TK International Co., Ltd.) Stock Option</b>	<b>HOMEOSTYLE Inc. (3) Stock Option</b>	<b>HOMEOSTYLE Inc. (4) Stock Option</b>
Category and number of person granted	2 directors 1 director	25 employees	6 directors 246 employees
Class and number of option shares (*Note)	4,081 Common shares	490 Common shares	9,057 Common shares
Grant date	2 July 2004	28 February 2005	31 March 2006
Terms and condition for vesting	Holding positions of directors/employees when exercising of right of HOMEOSTYLE Inc. Exercising of right should be after IPO	Holding positions of directors/employees when exercising of right of HOMEOSTYLE Inc. Exercising of right should be after 1 year of IPO	Holding positions of directors/employees when exercising of right of HOMEOSTYLE Inc. Exercising of right should be after 1 year of IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	6 July 2006 ~ 30 June 2014	1 March 2007 ~ 24 February 2015	1 April 2008 ~ 25 March 2016
	<b>Autobytel Japan Co., Ltd. (1) Stock option</b>	<b>Autobytel Japan Co., Ltd (2) Stock option</b>	<b>Autobytel Japan Co., Ltd (3) Stock option</b>
Category and number of person granted	4 directors 2 subsidiary directors 16 employees 22 third-party collaborators	1 director 7 employees	5 directors 6 employees 6 third-party collaborators
Class and number of option shares (*Note)	15,365 Common shares	875 Common shares	2,050 Common shares
Grant date	27 December 2002	20 October 2003	29 October 2004
Terms and condition for vesting	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 November 2004 ~ 30 September 2012	1 November 2005 ~ 30 September 2012	1 August 2006 ~ 31 May 2014



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	<b>Autobytel Japan Co., Ltd. (4) Stock option</b>	<b>Autobytel Japan Co., Ltd. (5) Stock option</b>	<b>Autobytel Japan Co., Ltd. (6) Stock option</b>
Category and number of person granted	2 third-party collaborators	1 third-party collaborator	9 employees
Class and number of option shares (*Note)	200 Common shares	100 Common shares	250 Common shares
Grant date	25 February 2005	20 April 2005	20 April 2005
Terms and condition for vesting	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO	Directors or employees of Autobytel Japan Co., Ltd. its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014
	<b>Autobytel Japan Co., Ltd. (7) Stock option</b>	<b>Autobytel Japan Co., Ltd. (8) Stock option</b>	<b>C4 Technology, Inc. FY2002 Stock option</b>
Category and number of person granted	4 directors 2 subsidiary directors 17 employees 3 third-party collaborators	11 employees	7 directors 1 auditor 14 employees
Class and number of option shares (*Note)	2,000 Common shares	240 Common shares	1,195 Common shares
Grant date	20 April 2006	28 March 2008	27 June 2002
Terms and condition for vesting	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO	Directors or employees of Autobytel Japan Co., Ltd., its subsidiaries or third-party collaborator when exercising right Disallowing exercise of right till the day before IPO	Continue to provide service after the grant date to the end of vesting period (28 June 2004)
Service period required for vesting	n/a	n/a	Two years (27 June 2002 ~ 27 June 2004)
Exercise period	28 June 2007 ~ 27 June 2015	29 June 2009 ~ 28 June 2017	28 June 2004 ~ 27 June 2012

*Note:* Conversion into the number of stocks.

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**3. Size and change of stock option**

The table below represents the summary of outstanding stock option as at 31 March 2008. The numbers stated below are numbers of shares would be converted when the options are exercised.

**(a) Number of stock option**

	<u>The Company FY2001 Stock option</u>	<u>The Company FY2002(1) Stock option</u>	<u>The Company FY2003(1) Stock option</u>	<u>The Company FY2003(2) Stock option</u>	<u>The Company FY2003(3) Stock option</u>
Number of non-vested stock option					
Beginning balance of period.....	—	—	—	—	—
Granted.....	—	—	—	—	—
Forfeited.....	—	—	—	—	—
Vested.....	—	—	—	—	—
Non-vested balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	11,782	17,028	19,476	76,914	21,024
Vested.....	—	—	—	—	—
Exercised.....	(388)	(1,998)	(108)	(14,292)	(1,350)
Forfeited.....	—	—	—	(1,242)	(2,340)
Unexercised balance.....	<u>11,394</u>	<u>15,030</u>	<u>19,368</u>	<u>61,380</u>	<u>17,334</u>

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	The Company FY 2005(1) Stock option	The Company former E*TRADE Japan K.K. Stock option	The Company Former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	28,818	68,527.62	512	724	60
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	(552)	(4,558.68)	(36)	(16)	—
Forfeited . . . . .	(2,067)	—	(2)	(12)	—
Unexercised balance . . . . .	<u>26,199</u>	<u>63,968.94</u>	<u>474</u>	<u>696</u>	<u>60</u>
	The Company former SBI Partners Co., Inc. FY 2005 Stock option	The Company former FINANCE ALL CORPORATION FY 2002 Stock option	The Company former FINANCE ALL CORPORATION FY 2003 Stock option	The Company former SOFTBANK FRONTIER SECURITIES CO., LTD FY2002 Stock option	The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	550	5,040	21,320	404.48	1,414.50
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	(400)	(9,240)	(404.48)	(1,069.50)
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>550</u>	<u>4,640</u>	<u>12,080</u>	<u>—</u>	<u>345.00</u>

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	The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option	The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option	The Company former SBI Securities Co., Ltd. FY2005 Stock option	The Company former SOFTBANK INVESTMENT CORPORATION (4) Stock option	The Company former SOFTBANK INVESTMENT CORPORATION (8) Stock option
Number of non-vested stock option					
Beginning balance of period.....	—	—	32,605.95	—	—
Granted.....	—	—	—	—	—
Forfeited.....	—	—	(112.70)	—	—
Vested.....	—	—	(32,493.25)	—	—
Non-vested balance.....	—	—	—	—	—
Number of vested stock option					
Beginning balance of period.....	28,753.45	46.00	—	18,792.25	3,952.02
Vested.....	—	—	32,493.25	—	—
Exercised.....	—	—	—	—	(1,162.38)
Forfeited.....	(7,356.55)	(5.75)	(9,229.90)	(18,792.25)	(2,789.64)
Unexercised balance.....	21,396.90	40.25	23,263.35	—	—
	The Company former SOFTBANK INVESTMENT CORPORATION (9) Stock option	The Company former E*TRADE Japan K.K. (10)-(12) Stock option	The Company former E*TRADE Japan K.K. (16) Stock option	The Company former FINANCE ALL CORPORATION (1)-(6) Stock option	SBI CAPITAL Co., Ltd. FY06 (3) Stock option
Number of non-vested stock option					
Beginning balance of period.....	—	—	—	—	188
Granted.....	—	—	—	—	—
Forfeited.....	—	—	—	—	—
Vested.....	—	—	—	—	(188)
Non-vested balance.....	—	—	—	—	—
Number of vested stock option					
Beginning balance of period.....	581.10	10,953.82	2,959.74	6,331	—
Vested.....	—	—	—	—	188
Exercised.....	—	—	—	(548)	(188)
Forfeited.....	—	(10,953.82)	(2,959.74)	—	—
Unexercised balance.....	581.10	—	—	5,783	—

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	SBI Planners Co., Ltd. (5) Stock option	SBI Mortgage Co., Ltd. (1) Stock option	SBI E*TRADE SECURITIES Co., Ltd. (1) Stock option	SBI E*TRADE SECURITIES (2) Stock option	SBI E*TRADE SECURITIES (4) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	4,000,000	49	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	(2)	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>4,000,000</u>	<u>47</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	17,991	2,250	4,047
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	(2,565)	—	—
Forfeited . . . . .	—	—	—	—	(150)
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>15,426</u>	<u>2,250</u>	<u>3,897</u>
	SBI E*TRADE SECURITIES Co., Ltd. (5) Stock option	E*TRADE Korea Co., Ltd. (1) Stock option	E*TRADE Korea Co., Ltd. (2) Stock option	E*TRADE Korea Co., Ltd. (3) Stock option	E*TRADE Korea Co., Ltd. (4) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	157,000	225,000
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	(7,500)	—
Vested . . . . .	—	—	—	(149,500)	(225,000)
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	699	42,500	2,000	—	—
Vested . . . . .	—	—	—	149,500	225,000
Exercised . . . . .	—	(42,500)	(2,000)	(147,500)	(225,000)
Forfeited . . . . .	(45)	—	—	(2,000)	—
Unexercised balance . . . . .	<u>654</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

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	TradeWin Co., Ltd. (2) <u>Stock option</u>	TradeWin Co., Ltd. (3) <u>Stock option</u>	LIVING Corporation, Inc., (2) <u>Stock option</u>	SBI Biotech Co., Ltd. (1) <u>Stock option</u>	SBI Biotech Co., Ltd. (2) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period.....	1,000	320	696	630	626
Granted.....	—	—	—	—	—
Forfeited.....	—	—	(5)	—	(90)
Vested.....	—	—	(691)	—	—
Non-vested balance.....	<u>1,000</u>	<u>320</u>	<u>—</u>	<u>630</u>	<u>536</u>
Number of vested stock option					
Beginning balance of period.....	—	—	—	—	—
Vested.....	—	—	691	—	—
Exercised.....	—	—	(632)	—	—
Forfeited.....	—	—	(25)	—	—
Unexercised balance.....	<u>—</u>	<u>—</u>	<u>34</u>	<u>—</u>	<u>—</u>
	SBI Biotech Co., Ltd. (4) <u>Stock option</u>	SBI Biotech Co., Ltd. (5) <u>Stock option</u>	SBI Futures Co., Ltd. (1) <u>Stock option</u>	SBI Futures Co., Ltd. (2) <u>Stock option</u>	SBI Futures Co., Ltd. (3) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period.....	120	90	—	—	—
Granted.....	—	—	—	—	—
Forfeited.....	—	—	—	—	—
Vested.....	—	—	—	—	—
Non-vested balance.....	<u>120</u>	<u>90</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	—	—	158	78	336
Vested.....	—	—	—	—	—
Exercised.....	—	—	(149)	—	(10)
Forfeited.....	—	—	(9)	—	(10)
Unexercised balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>78</u>	<u>316</u>

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	<b>SBI Futures Co., Ltd. (4) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2001 Stock option</b>
Number of non-vested stock option					
Beginning balance of period.....	—	—	14	986	1,346
Granted .....	—	—	—	—	—
Forfeited .....	—	—	—	13	—
Vested .....	—	—	14	500	1,346
Non-vested balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>473</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	115	261	26	—	1,047
Vested .....	—	—	14	500	1,346
Exercised.....	—	—	—	—	750
Forfeited .....	—	—	—	9	—
Unexercised balance.....	<u>115</u>	<u>261</u>	<u>40</u>	<u>491</u>	<u>1,643</u>
	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003(1) Stock option</b>	<b>Morningstar Japan K.K. FY2006 (2) Stock option</b>	<b>Morningstar Japan K.K. FY2000 (5) Stock option</b>
Number of non-vested stock option					
Beginning balance of period.....	4,008	—	—	510	—
Granted .....	—	—	—	—	—
Forfeited .....	—	—	—	260	—
Vested .....	1,944	—	—	250	—
Non-vested balance.....	<u>2,064</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	1,932	256	2,908	—	512
Vested .....	1,944	—	—	250	—
Exercised.....	1,788	—	68	—	—
Forfeited .....	—	—	252	—	512
Unexercised balance.....	<u>2,088</u>	<u>256</u>	<u>2,588</u>	<u>250</u>	<u>—</u>



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	<b>Gomez Consulting Co., Ltd. FY2003 Stock option *</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option *</b>	<b>E*GOLF CORPORATION (2) Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>
Number of non-vested stock option					
Beginning balance of period.....	—	380	12	5,154	1,029
Granted.....	—	—	—	—	—
Forfeited.....	—	—	(12)	(140)	(33)
Vested.....	—	(380)	—	—	—
Non-vested balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>5,014</u>	<u>996</u>
Number of vested stock option					
Beginning balance of period.....	660	—	—	—	—
Vested.....	—	380	—	—	—
Exercised.....	(120)	(6)	—	—	—
Forfeited.....	(40)	—	—	—	—
Unexercised balance.....	<u>500</u>	<u>374</u>	<u>—</u>	<u>—</u>	<u>—</u>

\* The number represents the number of stock after the stock splits in 1 May 2007.

	<b>HOMEOSTYLE Inc former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (1) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (2) Stock option</b>
Number of non-vested stock option					
Beginning balance of period.....	4,081	434	8,868	6,400	450
Granted.....	—	—	—	—	—
Forfeited.....	—	—	(218)	(100)	—
Vested.....	—	—	—	—	—
Non-vested balance.....	<u>4,081</u>	<u>434</u>	<u>8,650</u>	<u>6,300</u>	<u>450</u>
Number of vested stock option					
Beginning balance of period.....	—	—	—	—	—
Vested.....	—	—	—	—	—
Exercised.....	—	—	—	—	—
Forfeited.....	—	—	—	—	—
Unexercised balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

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	Auto-bytel Japan Co., Ltd. (3) <u>Stock option</u>	Auto-bytel Japan Co., Ltd. (4) <u>Stock option</u>	Auto-bytel Japan Co., Ltd. (5) <u>Stock option</u>	Auto-bytel Japan Co., Ltd. (6) <u>Stock option</u>	Auto-bytel Japan Co., Ltd. (7) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .	1,850	200	100	180	1,970
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	(50)	—	—	(20)	(310)
Vested . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Non-vested balance . . . . .	<u>1,800</u>	<u>200</u>	<u>100</u>	<u>160</u>	<u>1,660</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
				<u>Auto-bytel Japan Co., Ltd. (8) Stock option</u>	<u>C4 Technology Inc. FY2002 Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .				—	—
Granted . . . . .				240	—
Forfeited . . . . .				—	—
Vested . . . . .				<u>—</u>	<u>—</u>
Non-vested balance . . . . .				<u>240</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .				—	645
Vested . . . . .				—	—
Exercised . . . . .				—	—
Forfeited . . . . .				<u>—</u>	<u>(125)</u>
Unexercised balance . . . . .				<u>—</u>	<u>520</u>

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**(b) Unit price information**

	The Company FY2001 Stock option	The Company FY2002(1) Stock option	The Company FY2003(1) Stock option	The Company FY2003(2) Stock option	The Company FY2003(3) Stock option
Exercise price (Yen) . . . . .	20,796	5,984	17,879	17,879	27,655
Average price of stocks upon exercise (Yen) . . . . .	30,550	29,640	25,610	31,142	37,116
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company FY 2005(1) Stock option	The Company former E*TRADE Japan K.K. Stock option	The Company Former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option
Exercise price (Yen) . . . . .	35,078	12,079	23,200	25,600	25,600
Average price of stocks upon exercise (Yen) . . . . .	38,667	33,039	38,856	37,166	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company former SBI Partners Co., Inc. FY 2005 Stock option	The Company former FINANCE ALL CORPORATION FY 2002 Stock option	The Company former FINANCE ALL CORPORATION FY 2003 Stock option	The Company former SOFTBANK FRONTIER SECURITIES CO., LTD. FY2002 Stock option	The Company former WORLD NICHIEI Securities Co., LTD. FY2003 Stock option
Exercise price (Yen) . . . . .	37,060	4,465	4,465	7,740	17,392
Average price of stocks upon exercise (Yen) . . . . .	—	23,230	29,216	33,215	34,250
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option</b>	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option</b>	<b>The Company former SBI Securities Co., Ltd. FY 2005 Stock option</b>	<b>The Company former SOFTBANK INVESTMENT CORPORATION (4) Stock option</b>	<b>The Company former SOFTBANK INVESTMENT CORPORATION (8) Stock option</b>
Exercise price (Yen) .	50,174	31,914	46,957	2,083.30	25,464.90
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	24,440
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>The Company former SOFTBANK INVESTMENT CORPORATION (9) Stock option</b>	<b>The Company former E*TRADE Japan K.K. (10)-(12) Stock option</b>	<b>The Company former E*TRADE Japan K.K. (16) Stock option</b>	<b>The Company former FINANCE ALL CORPORATION (1)-(6) Stock option</b>	<b>SBI CAPITAL Co., Ltd. FY 2006 (3) Stock option</b>
Exercise price (Yen) .	25,464.90	1,910.70	2,116.40	4,464	67,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	23,230	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	20,360
	<b>SBI Planners Co., Ltd. (5) Stock option</b>	<b>SBI Mortgage Co., Ltd. (1) Stock option</b>	<b>SBI E*TRADE SECURITIES Co., Ltd. (1) Stock option</b>	<b>SBI E*TRADE SECURITIES Co., Ltd. (2) Stock option</b>	<b>SBI E*TRADE SECURITIES Co., Ltd. (4) Stock option</b>
Exercise price (Yen) .	65	750,000	44,290	44,290	171,417
Average price of stocks upon exercise (Yen) . . . .	—	—	128,814	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	<b>SBI E*TRADE SECURITIES Co., Ltd. (5) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (1) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (2) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (3) Stock option</b>	<b>E*TRADE Korea Co., Ltd. (4) Stock option</b>
Exercise price (Yen) (KRW) . . . . .	200,638	5,000	5,000	5,000	7,000
Average price of stocks upon exercise (Yen) (KRW) . . . . .	—	15,531	16,100	11,847	18,950
Fair value of option at grant date per option (Yen) (KRW) . . . . .	—	—	—	—	—
	<b>TradeWin Co., Ltd. (2) Stock option</b>	<b>TradeWin Co., Ltd. (3) Stock option</b>	<b>LIVING Corporation, Inc., (2) Stock option</b>	<b>SBI Biotech Co., Ltd. (1) Stock option</b>	<b>SBI Biotech Co., Ltd. (2) Stock option</b>
Exercise price (Yen) .	50,000	460,000	100,000	5,000	5,000
Average price of stocks upon exercise (Yen) . . . .	—	—	158,233	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>SBI Biotech Co., Ltd. (4) Stock option</b>	<b>SBI Biotech Co., Ltd. (5) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>
Exercise price (Yen) .	175,000	175,000	64,516	64,516	64,516
Average price of stocks upon exercise (Yen) . . . .	—	—	71,816	—	84,000
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>SBI Futures Co., Ltd. (4) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2001 Stock option</b>
Exercise price (Yen) .	64,516	67,952	69,641	98,598	5,580.1
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	50,901
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003 (1) Stock option</b>	<b>Morningstar Japan K.K. FY2006 (2) Stock option</b>	<b>Morningstar Japan K.K. FY2000 (5) Stock option</b>
Exercise price (Yen) . . . . .	5,741	320,375	57,500	133,500	6,250
Average price of stocks upon exercise (Yen) . . . . .	53,360	—	96,457	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>	<b>E*GOLF CORPORATION (2) Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>
Exercise price (Yen) . . . . .	44,250	100,000	100,000	9,636	9,636
Average price of stocks upon exercise (Yen) . . . . .	222,917	218,000	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (1) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (2) Stock option</b>
Exercise price (Yen) . . . . .	11,903	16,000	19,000	10,000	10,000
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Auto-bytel Japan Co., Ltd. (3) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (4) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (5) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (6) Stock option</b>	<b>Auto-bytel Japan Co., Ltd. (7) Stock option</b>
Exercise price (Yen) . . . . .	50,000	50,000	50,000	50,000	50,000
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	Auto-bytel Japan Co., Ltd. (8) Stock option	C4 Technology Inc. FY2002 Stock option
Exercise price (Yen) . . . . .	60,000	60,000
Average price of stocks upon exercise (Yen) . . . . .	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—

### 4. Valuation method for stock option

The valuation method for the stock option (8) issued for the consolidated year by Autobytel Japan Co., Ltd. was the intrinsic value method as opposed to fair value method because this subsidiary is an unlisted company.

- (a) Valuation method for the stock option: Discounted cash flow method
- (b) Total Intrinsic value at the end of the current consolidated year:  
¥ — million
- (c) Total intrinsic value of the exercised stock option at the exercise date for the current consolidated year: n/a

Terms and conditions of the stock option issued by SBI CAPITAL Co., Ltd. were modified during the year 2006. However, the fair value per stock option was not adjusted because the fair value per share at the date of modification was less than the value at the date of grant.

### FOR THE YEAR ENDED 31 MARCH 2009

#### 1. Accounts and amounts including stock option expense

Selling, general and administrative expenses: ¥8 million

#### 2. Outline of stock option

	The Company FY 2001 Stock option	The Company FY 2002 (1) Stock option	The Company FY 2003 (1) Stock option
Category and number of person granted	118 employees	9 directors 109 employees	2 directors 4 employees 3 subsidiary directors
Class and number of option shares (*Note)	24,120 Common shares	200,025 Common shares	69,975 Common shares
Grant date	1 February 2002	20 December 2002	25 September 2003
Terms and condition for vesting	Directors or employees of the Company	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 February 2002 ~ 19 December 2003	20 December 2002 ~ 19 December 2004	25 September 2003 ~ 19 December 2004
Exercise period	20 December 2003 ~ 19 December 2011	20 December 2004 ~ 19 December 2012	20 December 2004 ~ 19 December 2012



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	<b>The Company FY 2003 (2) Stock option</b>	<b>The Company FY 2003 (3) Stock option</b>	<b>The Company FY 2005 (1) Stock option</b>
Category and number of person granted	2 directors 110 employees 6 subsidiary directors 86 subsidiary employees	17 Subsidiary directors	7 directors 89 employees 14 subsidiary directors 36 subsidiary employees
Class and number of option shares (*Note)	312,750 Common shares	61,650 Common shares	40,000 Common shares
Grant date	25 September 2003	23 October 2003	28 July 2005
Terms and condition for vesting	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	25 September 2003 ~ 23 June 2005	23 October 2003 ~ 23 June 2005	n/a
Exercise period	24 June 2005 ~ 23 June 2013	24 June 2005 ~ 23 June 2013	28 July 2005 ~ 29 June 2013
	<b>The Company former E*TRADE Japan K.K. Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2003 Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</b>
Category and number of person granted	3 directors 20 employees 11 subsidiary directors 64 subsidiary employees	76 employees 1 subsidiary employee	61 employees 2 subsidiary employees
Class and number of option shares (*Note)	172,481.40 Common shares	1,130 Common shares	950 Common shares
Grant date	1 July 2002	15 April 2004	29 September 2004
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 July 2002 ~ 20 June 2004	15 April 2004 ~ 27 June 2005	29 September 2004 ~ 1 October 2006
Exercise period	21 June 2004 ~ 20 June 2012	28 June 2005 ~ 27 June 2013	2 October 2006 ~ 30 September 2010

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	<b>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</b>	<b>The Company former SBI Partners Co., Inc. FY2005 Stock option</b>	<b>The Company former FINANCE ALL CORPORATION FY2002 Stock option</b>
Category and number of person granted	2 employees	5 directors 23 employees	4 directors 6 employees 5 subsidiary directors 31 subsidiary employees
Class and number of option shares (*Note)	60 Common shares	2,320 Common shares	44,880 Common shares
Grant date	29 October 2004	29 November 2005	25 September 2002
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors/ statutory auditors or employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors/ statutory auditors or employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	29 October 2004 ~ 1 October 2006	29 November 2005 ~ 30 November 2005	25 September 2002 ~ 24 September 2004
Exercise period	2 October 2006 ~ 30 September 2010	1 December 2005 ~ 31 October 2013	25 September 2004 ~ 24 September 2012
	<b>The Company former FINANCE ALL CORPORATION FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>
Category and number of person granted	4 directors 24 employees 4 subsidiary directors 18 subsidiary employees	5 directors 6 employees	7 directors 350 employees
Class and number of option shares (*Note)	55,040 Common shares	4,933.50 Common shares	34,105.55 Common shares
Grant date	2 August 2003	15 July 2003	29 June 2004
Terms and condition for vesting	Directors/ statutory auditors or employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	2 August 2003 ~ 1 August 2005	15 July 2003 ~ 30 June 2005	29 June 2004 ~ 29 June 2006
Exercise period	2 August 2005 ~ 1 August 2013	1 July 2005 ~ 26 June 2013	30 June 2006 ~ 29 June 2014

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	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>	<b>The Company former SBI Securities Co., Ltd. FY2005 Stock option</b>	<b>The Company SBIH (1) Stock option</b>
Category and number of person granted	25 employees	6 directors 340 employees	2 directors and 31 employees for SBI SECURITIES Co., Ltd. 4 employees for the Company
Class and number of option shares (*Note)	143.75 Common shares	39,817.60 Common shares	52,046.55 Common shares
Grant date	22 December 2004	4 July 2005	1 August 2008 (Allocation with share exchange )
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	n/a
Service period required to be vested	22 December 2004 ~ 29 June 2006	4 July 2005 ~ 29 June 2007	n/a
Exercise period	30 June 2006 ~ 29 June 2014	30 June 2007 ~ 29 June 2015	1 August 2008 ~ 21 June 2010
	<b>The Company SBIH (2) Stock option</b>	<b>The Company SBIH (3) Stock option</b>	<b>The Company SBIH (4) Stock option</b>
Category and number of person granted	1 employee	1 director and 27 employees for SBI SECURITIES Co., Ltd. 2 employees for the Company	9 employees for SBI SECURITIES Co., Ltd. 2 employees for the Company
Class and number of option shares (*Note)	7,987.50 Common shares	13,568.10 Common shares	2,321.70 Common shares
Grant date	1 August 2008 (Allocation with share exchange )	1 August 2008 (Allocation with share exchange )	1 August 2008 (Allocation with share exchange )
Terms and condition for vesting	n/a	n/a	n/a
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2008 ~ 21 June 2010	1 August 2008 ~ 23 June 2013	1 August 2008 ~ 23 June 2013

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	<b>The Company former SOFTBANK INVESTMENT CORPORATION (9) Stock option</b>	<b>The Company former FINANCE ALL CORPORATION (1)~(6) Stock option</b>	<b>SBI Planners Co., Ltd. (5) Stock option</b>
Category and number of person granted	21 employees	5 directors 4 employees 9 subsidiary directors 20 subsidiary employees	7 directors 81 employees 1 subsidiary director 1 subsidiary employee
Class and number of option shares (*Note)	1,220.50 Common shares	114,012 Common shares	4,000,000 Common shares
Grant date	4 September 2000	28 March 2002	30 March 2007
Terms and condition for vesting	Directors or employees of the Company Except resignees get positions of directors, statutory auditors or directors or employees of the subsidiaries) Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or subsidiaries Except the board approves such as transfer due to official orders or involuntary retirement	Directors employees, or quasi directors / employees of SBI Planners Co., Ltd. or its subsidiaries
Service period required for vesting	4 September 2000 ~ 30 September 2003	28 March 2002 ~ 31 March 2002	30 March 2007 ~ 1 April 2007
Exercise period	1 October 2003 ~ 30 September 2008	1 April 2002 ~ 28 March 2009	2 April 2007 ~ 31 March 2013
	<b>SBI Mortgage Co., Ltd. (1) Stock option</b>	<b>former SBI E*TRADE SECURITIES Co., Ltd. (1) Stock option</b>	<b>former SBI E*TRADE SECURITIES Co., Ltd. (2) Stock option</b>
Category and number of person granted	23 employees	7 directors 88 employees 6 employees for the Company	1 director
Class and number of option shares (*Note)	65 Common shares	116,190 Common shares	4,500 Common shares
Grant date	25 May 2005	8 July 2004	21 July 2004
Terms and condition for vesting	Stocks for the entity should be listing Directors employees, or quasi directors/employees of the Company or subsidiaries	n/a	n/a
Service period required for vesting	25 May 2005 ~ 25 May 2007	n/a	n/a
Exercise period	26 May 2007 ~ 25 May 2015	22 December 2004 ~ 21 June 2010	22 December 2004 ~ 21 June 2010

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	<b>Former SBI E*TRADE SECURITIES Co., Ltd. (4) Stock option</b>	<b>Former SBI E*TRADE SECURITIES Co., Ltd. (5) Stock Option</b>	<b>Living Corporation, Inc. (2) Stock Option</b>
Category and number of person granted	40 employees	12 employees	1 director 18 employees
Class and number of option shares (*Note)	5,610 Common shares	750 Common shares	700 Common shares
Grant date	29 November 2005	30 December 2005	29 August 2005
Terms and condition for vesting	n/a	n/a	Continue to provide service from the grant date to the end of the vesting period
Service period required for vesting	n/a	n/a	29 August 2005 ~ 29 August 2007
Exercise period	1 January 2006 ~ 23 June 2013	1 January 2006 ~ 23 June 2013	30 August 2007 ~ 29 August 2015
	<b>Living Corporation, Inc. (3) Stock Option</b>	<b>SBI Biotech Co., Ltd. (1) Stock Option</b>	<b>SBI Biotech Co., Ltd. (2) Stock Option</b>
Category and number of person granted	4 directors and 47 employees for subsidiary 6 directors and 33 employees for the related companies	7 third-party collaborators	2 directors 5 employees
Class and number of option shares (*Note)	960 Common shares	630 Common shares	780 Common shares
Grant date	1 June 2008	15 October 2002	15 October 2002
Terms and condition for vesting	n/a	Holding a position for the collaborator when exercising the stock option Cases the board approves to exercise the stock option	Directors, statutory auditors or employees of SBI Biotech Co., Ltd of its subsidiaries when exercising the stock option Except the board approves to exercise the stock option Exercising of right should be after 6 months of IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 June 2008 ~ 31 March 2013	2 year and 6 months after 6 months after IPO	15 October 2004 ~ 31 August 2012

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	<b>SBI Biotech Co., Ltd. (4) Stock Option</b>	<b>SBI Biotech Co., Ltd. (5) Stock Option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>
Category and number of person granted	1 director	1 third-party collaborator	3 directors 11 employees
Class and number of option shares (*Note)	120 Common shares	90 Common shares	346 Common shares
Grant date	27 April 2005	28 September 2005	15 August 2001
Terms and condition for vesting	Directors, statutory auditors, employees, or third-party collaborator of SBI Biotech Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after IPO	Directors, statutory auditors, employees, or third-party collaborator of SBI Biotech Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after IPO	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option after IPO in Japanese financial market Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	31 March 2007 ~ 30 March 2015	29 September 2005 ~ 30 August 2015	1 September 2001 ~ 15 August 2008
	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI Futures Co., Ltd. (4) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>
Category and number of person granted	3 directors 21 employees	3 directors 11 employees	7 directors 14 employees 2 auditors
Class and number of option shares (*Note)	471 Common shares	347 Common shares	702 Common shares
Grant date	15 August 2001	15 August 2001	9 August 2002
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 September 2001 ~ 15 August 2009	1 September 2001 ~ 15 August 2010	24 July 2004 ~ 23 July 2008

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	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2001 Stock option</b>
Category and number of person granted	9 employees	3 directors 49 employees	18 directors and employees
Class and number of option shares (*Note)	145 Common shares	1,158 Common shares	7,608 Common shares
Grant date	31 March 2003	6 July 2005	10 October 2001
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of SBI VeriTrans Co., Ltd. when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	10 October 2001 ~ 4 October 2004
Exercise period	1 April 2005 ~ 23 July 2008	17 June 2007 ~ 17 June 2011	5 October 2004 ~ 10 October 2008
	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003(1) Stock option</b>
Category and number of person granted	20 directors and employees	1 director 1 auditor for subsidiary (As at the end of the current year)	6 director 3 employees 2 directors and 1 auditor for subsidiaries 3 employees for subsidiaries 2 others (As at the end of the current year)
Class and number of option shares (*Note)	9,462 Common shares	256 Common shares (As at the end of the current year)	2,448 Common shares (As at the end of the current year)
Grant date	13 February 2004	18 May 2001	5 November 2003
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI VeriTrans Co., Ltd. when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Loss of rights as a result of losing the position of director except for getting new positions such as directors/employees of subsidiaries. Case the transfer to other entities as directors or employees on command or case of involuntary retirement	Directors, auditors, or employees of Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	13 February 2004 ~ 12 February 2006	n/a	n/a
Exercise period	13 February 2006 ~ 12 February 2014	16 March 2003 ~ 15 March 2011	20 March 2005 ~ 19 March 2013



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	<b>Morningstar Japan K.K. FY2006(2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>
Category and number of person granted	1 director 2 employees (As at the end of the current year)	5 directors 5 employees	3 directors 5 employees
Class and number of option shares (*Note)	250 Common shares  (As at the end of the year 2009)	800 Common shares  (After stock splits as at 1 May 2007)	440 Common shares  (After stock splits as at 1 May 2007)
Grant date	21 April 2006	15 March 2003	15 June 2005
Terms and condition for vesting	Directors, statutory auditors, or employees of Morningstar Japan K.K. or its subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd or its subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd or its subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	24 March 2008 ~ 23 March 2016	15 March 2005 ~ 14 March 2013	3 June 2007 ~ 2 June 2015
	<b>HOMEOSTYLE Inc. (1) Stock Option</b>	<b>HOMEOSTYLE Inc. (2) Stock Option</b>	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock Option</b>
Category and number of person granted	8 directors 341 employees	4 directors 105 employees	2 directors 1 subsidiary employee
Class and number of option shares (*Note)	5,672 Common shares	1,004 Common shares	4,081 Common shares
Grant date	5 April 2002	24 August 2004	2 July 2004
Terms and condition for vesting	Holding positions of employees of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of employees of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of employees of HOMEOSTYLE Inc. Exercising the right should be after IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 June 2002 ~ 12 March 2012	1 June 2002 ~ 12 March 2012	6 July 2006 ~ 30 June 2014

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	<b>HOMEOSTYLE Inc. (3) Stock Option</b>	<b>HOMEOSTYLE Inc. (4) Stock Option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (1) Stock option</b>
Category and number of person granted	25 employees	6 directors 246 employees	4 directors 2 subsidiary directors 16 employees 22 third-party collaborators
Class and number of option shares (*Note)	490 Common shares	9,057 Common shares	15,365 Common shares
Grant date	28 February 2005	31 March 2006	27 December 2002
Terms and condition for vesting	Holding positions of employees of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of employees of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing the exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 March 2007 ~ 24 February 2015	1 April 2008 ~ 25 March 2016	1 November 2004 ~ 30 September 2012
	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (2) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (3) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (4) Stock option</b>
Category and number of person granted	1 director 7 employees	5 directors 6 employees 6 third-party collaborator	2 third-party collaborators
Class and number of option shares (*Note)	875 Common shares	2,050 Common shares	200 Common shares
Grant date	20 October 2003	29 October 2004	25 February 2005
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 November 2005 ~ 30 September 2012	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014

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	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (5) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (6) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (7) Stock option</b>
Category and number of person granted	1 third-party collaborator	9 employees	4 directors 2 subsidiary directors 17 employees 3 third-party collaborators
Class and number of objective stocks (*Note)	100 Common shares	250 Common shares	2,000 Common shares
Grant date	20 April 2005	20 April 2005	20 April 2006
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014	28 June 2007 ~ 27 June 2015
	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (8) Stock option</b>	<b>SBI Net Systems Co., Ltd. (former C4 Technology, Inc.) FY2002 Stock option</b>	<b>TradeWin Co., Ltd. (2) Stock option</b>
Category and number of person granted	11 employees	7 directors 1 auditors 14 employees	1 director 3 employees 1 advisor
Class and number of objective stocks (*Note)	240 Common shares	1,195 Common shares	1,000 Common shares
Grant date	28 March 2008	27 June 2002	20 October 2000
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Continuing to provide service from the grant date to the end of the vesting period (28 June 2004)	n/a
Service period required for vesting	n/a	2 years (27 June 2002 ~ 27 June 2004)	n/a
Exercise period	29 June 2009 ~ 28 June 2017	28 June 2004 ~ 27 June 2012	1 January 2001 ~ 16 April 2012

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	TradeWin Co., Ltd. (3) <u>Stock option</u>
Category and number of person granted . . . . .	4 directors 4 employees
Class and number of option shares (*Note) . . . . .	320 Common Stocks
Grant date . . . . .	17 April 2002
Terms and condition for vesting . . . . .	n/a
Service period required for vesting . . . . .	n/a
Exercise period . . . . .	18 April 2002 ~ 16 April 2012

*Note:* Conversion into the number of stocks.

**3. Size and change of stock option**

The following table represents the summary of the outstanding stock options as at 31 March 2009. The numbers stated below are numbers of shares would be converted when the options are exercised.

**(a) Number of stock option**

	<u>The Company FY2001 Stock option</u>	<u>The Company FY2002(1) Stock option</u>	<u>The Company FY2003(1) Stock option</u>	<u>The Company FY2003(2) Stock option</u>	<u>The Company FY2003(3) Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	11,394	15,030	19,368	61,380	17,334
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	1,998	—	2,205	—
Forfeited . . . . .	—	—	—	2,169	1,521
Unexercised balance . . . . .	<u>11,394</u>	<u>13,032</u>	<u>19,368</u>	<u>57,006</u>	<u>15,813</u>

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	The Company FY 2005(1) Stock option	The Company former E*TRADE Japan K.K. Stock option	The Company Former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option
Number of non-vested stock option					
Beginning balance of period.....	—	—	—	—	—
Granted .....	—	—	—	—	—
Forfeited .....	—	—	—	—	—
Vested .....	—	—	—	—	—
Non-vested balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	26,199	63,968.94	474	696	60
Vested .....	—	—	—	—	—
Exercised.....	—	2,313.36	—	—	—
Forfeited .....	<u>1,354</u>	<u>2,143.26</u>	<u>—</u>	<u>—</u>	<u>—</u>
Unexercised balance.....	<u>24,845</u>	<u>59,512.32</u>	<u>474</u>	<u>696</u>	<u>60</u>
	The Company former SBI Partners Co., Inc. FY 2005 Stock option	The Company former FINANCE ALL CORPORATION FY 2002 Stock option	The Company former FINANCE ALL CORPORATION FY 2003 Stock option	The Company former WORLD NICHIEI Securities Co., LTD. FY2003 Stock option	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option
Number of non-vested stock option					
Beginning balance of period.....	—	—	—	—	—
Granted .....	—	—	—	—	—
Forfeited .....	—	—	—	—	—
Vested .....	—	—	—	—	—
Non-vested balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	550	4,640	12,080	345.00	21,396.90
Vested .....	—	—	—	—	—
Exercised.....	—	800	3,000	—	129.95
Forfeited .....	—	—	—	<u>172.50</u>	<u>1,338.60</u>
Unexercised balance.....	<u>550</u>	<u>3,840</u>	<u>9,080</u>	<u>172.50</u>	<u>19,928.35</u>

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	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004	The Company former SBI Securities Co., Ltd. FY2005	The Company SBIH(1) Stock option(*1)	The Company SBIH(2) Stock option(*1)	The Company SBIH(3) Stock option(*1)
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	52,046.55	7,987.50	13,568.10
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	<u>52,046.55</u>	<u>7,987.50</u>	<u>13,568.10</u>
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	40.25	23,263.35	—	—	—
Vested . . . . .	—	—	52,046.55	7,987.50	13,568.10
Exercised . . . . .	—	178.25	—	—	—
Forfeited . . . . .	—	<u>3,052.10</u>	<u>958.50</u>	—	<u>426.00</u>
Unexercised balance . . . . .	<u>40.25</u>	<u>20,033.00</u>	<u>51,088.05</u>	<u>7,987.50</u>	<u>13,142.10</u>

\* 1 Stock options are in exchange for the stock option of SBI SECURITIES Co., Ltd.

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	The Company	The Company former SOFTBANK INVESTMENT CORPORATION	The Company former FINANCE ALL CORPORATION	SBI Planners Co., Ltd.	SBI Mortgage Co., Ltd
	SBIH(4)	(9)	(1)-(6)	(5)	(1)
	Stock option(*1)	Stock option	Stock option	Stock option	Stock option(*2)
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	4,000,000	4,700
Granted . . . . .	2,321.70	—	—	—	—
Forfeited . . . . .	—	—	—	4,000,000	—
Vested . . . . .	<u>2,321.70</u>	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>4,700</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	581.10	5,783	—	—
Vested . . . . .	2,321.70	—	—	—	—
Exercised . . . . .	—	—	3,925	—	—
Forfeited . . . . .	—	<u>581.10</u>	<u>1,858</u>	—	—
Unexercised balance . . . . .	<u>2,321.70</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

\*1. Stock options are in exchange for the stock option of SBI SECURITIES Co., Ltd..

\*2. Number of stock option represents the balance after the stock split on 27 August 2008.



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	Former SBI E*TRADE SECURITIES Co., Ltd. (1) <u>Stock option</u>	Former SBI E*TRADE SECURITIES Co., Ltd. (2) <u>Stock option</u>	Former SBI E*TRADE SECURITIES Co., Ltd. (4) <u>Stock option</u>	Former SBI E*TRADE SECURITIES Co., Ltd. (5) <u>Stock option</u>	LIVING Corporation, Inc. (2) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	15,426	2,250	3,897	654	34
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	765	—	—	—	—
Forfeited . . . . .	<u>14,661</u>	<u>2,250</u>	<u>3,897</u>	<u>654</u>	<u>15</u>
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>19</u>

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	<b>LIVING Corporation, Inc. (3) Stock option</b>	<b>SBI Biotech Co., Ltd. (1) Stock option</b>	<b>SBI Biotech Co., Ltd. (2) Stock option</b>	<b>SBI Biotech Co., Ltd. (4) Stock option</b>	<b>SBI Biotech Co., Ltd. (5) Stock option</b>
Number of non-vested stock option					
Beginning balance of period.....	—	630	536	120	90
Granted.....	960	—	—	—	—
Forfeited.....	—	10	—	120	—
Vested.....	<u>960</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Non-vested balance.....	<u>—</u>	<u>620</u>	<u>536</u>	<u>—</u>	<u>90</u>
Number of vested stock option					
Beginning balance of period.....	—	—	—	—	—
Vested.....	960	—	—	—	—
Exercised.....	—	—	—	—	—
Forfeited.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Unexercised balance.....	<u>960</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI Futures Co., Ltd. (4) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>
Number of non-vested stock option					
Beginning balance of period.....	—	—	—	—	—
Granted.....	—	—	—	—	—
Forfeited.....	—	—	—	—	—
Vested.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Non-vested balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period.....	78	316	115	261	40
Vested.....	—	—	—	—	—
Exercised.....	—	—	—	—	—
Forfeited.....	<u>78</u>	<u>27</u>	<u>50</u>	<u>261</u>	<u>40</u>
Unexercised balance.....	<u>—</u>	<u>289</u>	<u>65</u>	<u>—</u>	<u>—</u>

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	SBI Futures Co., Ltd. (3) Stock option	SBI VeriTrans Co., Ltd. FY2001 Stock option	SBI VeriTrans Co., Ltd. FY2004 Stock option	Morningstar Japan K.K. FY2001 Stock option	Morningstar Japan K.K. FY2003(1) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	473	—	2,064	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	86	—	—	—	—
Vested . . . . .	<u>204</u>	<u>—</u>	<u>2,064</u>	<u>—</u>	<u>—</u>
Non-vested balance . . . . .	<u>183</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	491	1,643	2,088	256	2,588
Vested . . . . .	204	—	2,064	—	—
Exercised . . . . .	—	1,643	2,520	—	—
Forfeited . . . . .	<u>99</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>140</u>
Unexercised balance . . . . .	<u>596</u>	<u>—</u>	<u>1,632</u>	<u>256</u>	<u>2,448</u>
	Morningstar Japan K.K. FY2006(2) Stock option	Gomez Consulting Co., Ltd. FY2003 Stock option	Gomez Consulting Co., Ltd. FY2005 Stock option	HOMEOSTYLE Inc. (1) Stock option	HOMEOSTYLE Inc. (2) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	5,014	996
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	24	17
Vested . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>4,990</u>	<u>979</u>
Number of vested stock option					
Beginning balance of period . . . . .	250	500	374	—	—
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	<u>—</u>	<u>90</u>	<u>80</u>	<u>—</u>	<u>—</u>
Unexercised balance . . . . .	<u>250</u>	<u>410</u>	<u>294</u>	<u>—</u>	<u>—</u>

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	HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option	HOMEOSTYLE Inc. (3) Stock option	HOMEOSTYLE Inc. (4) Stock option	Autoc one K.K. former Autobytel Japan Co., Ltd. (1) Stock option	Autoc one K.K. former Autobytel Japan Co., Ltd. (2) Stock option
Number of non-vested stock option Beginning balance of period.....	4,081	434	8,650	6,300	450
Granted .....	—	—	—	—	—
Forfeited .....	—	8	227	—	400
Vested .....	—	—	—	—	—
Non-vested balance.....	<u>4,081</u>	<u>426</u>	<u>8,423</u>	<u>6,300</u>	<u>50</u>
Number of vested stock option Beginning balance of period.....	—	—	—	—	—
Vested .....	—	—	—	—	—
Exercised.....	—	—	—	—	—
Forfeited .....	—	—	—	—	—
Unexercised balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

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	Autoc one K.K.(former Autobytel Japan Co., Ltd.) (3) <u>Stock option</u>	Autoc one K.K.(former Autobytel Japan co., Ltd.) (4) <u>Stock option</u>	Autoc one K.K.(former Autobytel Japan Co., Ltd.) (5) <u>Stock option</u>	Autoc one K.K.(former Autobytel Japan Co., Ltd.) (6) <u>Stock option</u>	Autoc one K.K.(former Autobytel Japan Co., Ltd.) (7) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period.....	1,800	200	100	160	1,660
Granted.....	—	—	—	—	—
Forfeited.....	300	—	—	60	330
Vested.....	—	—	—	—	—
Non-vested balance.....	<u>1,500</u>	<u>200</u>	<u>100</u>	<u>100</u>	<u>1,330</u>
Number of vested stock option					
Beginning balance of period.....	—	—	—	—	—
Vested.....	—	—	—	—	—
Exercised.....	—	—	—	—	—
Forfeited.....	—	—	—	—	—
Unexercised balance.....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
		Autoc one K.K.(former Autobytel Japan Co., Ltd.) (8) <u>Stock option</u>	SBI Net Systems Co., Ltd. (former C4 Technology Co., Ltd.) FY2002 <u>Stock option</u>	TradeWin Co., Ltd. (2) <u>Stock option</u>	TradeWin Co., Ltd. (3) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period.....		240	—	1,000	320
Granted.....		—	—	—	—
Forfeited.....		60	—	—	—
Vested.....		—	—	—	—
Non-vested balance.....		<u>180</u>	<u>—</u>	<u>1,000</u>	<u>320</u>
Number of vested stock option					
Beginning balance of period.....		—	520	—	—
Vested.....		—	—	—	—
Exercised.....		—	—	—	—
Forfeited.....		—	65	—	—
Unexercised balance.....		<u>—</u>	<u>455</u>	<u>—</u>	<u>—</u>

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**(b) Unit price information**

	<u>The Company FY2001 Stock option</u>	<u>The Company FY2002(1) Stock option</u>	<u>The Company FY2003(1) Stock option</u>	<u>The Company FY2003(2) Stock option</u>	<u>The Company FY2003(3) Stock option</u>
Exercise price (Yen) . . . . .	20,796	5,984	17,879	17,879	27,655
Average price of stocks upon exercise (Yen) . . . . .	—	12,475	—	29,255	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<u>The Company FY 2005(1) Stock option</u>	<u>The Company former E*TRADE Japan K.K. Stock option</u>	<u>The Company former SBI HOME Planner Co., LTD. FY2003 Stock option</u>	<u>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</u>	<u>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</u>
Exercise price (Yen) . . . . .	35,078	12,079	23,200	25,600	25,600
Average price of stocks upon exercise (Yen) . . . . .	—	25,844	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<u>The Company former SBI Partners Co., Inc. FY 2005 Stock option</u>	<u>The Company former FINANCE ALL CORPORATION FY 2002 Stock option</u>	<u>The Company former FINANCE ALL CORPORATION FY 2003 Stock option</u>	<u>The Company former WORLD NICHIEI Securities Co., LTD. FY2003 Stock option</u>	<u>The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option</u>
Exercise price (Yen) . . . . .	37,060	4,465	4,465	17,392	50,174
Average price of stocks upon exercise (Yen) . . . . .	—	16,406	17,455	—	9,040
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option	The Company former SBI Securities Co., Ltd. FY2005 Stock option	The Company SBIH(1) Stock option	The Company SBIH (2) Stock option	The Company SBIH (3) Stock option
Exercise price (Yen) .	31,914	46,957	12,477	12,477	48,287
Average price of stocks upon exercise (Yen) . . . .	—	9,040	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company SBIH(4) Stock option	The Company former SOFTBANK INVESTMENT CORPORATION (9) Stock option	The Company former FINANCE ALL CORPORATION (1)-(6) Stock option	SBI Planners Co., Ltd. (5) Stock option	SBI Mortgage Co., Ltd. (1) Stock option
Exercise price (Yen) .	56,518	25,464.90	4,464	65	7,500
Average price of stocks upon exercise (Yen) . . . .	—	—	11,533	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	Former SBI E*TRADE SECURITIES Co., Ltd. (1) Stock option	Former SBI E*TRADE SECURITIES Co., Ltd. (2) Stock option	Former SBI E*TRADE SECURITIES Co., Ltd. (4) Stock option	Former SBI E*TRADE SECURITIES Co., Ltd. (5) Stock option	LIVING Corporation, Inc. (2) Stock option
Exercise price (Yen) .	44,290	44,290	171,417	200,638	100,000
Average price of stocks upon exercise (Yen) . . . .	100,729	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—



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	<b>LIVING Corporation, Inc. (3) Stock option</b>	<b>SBI Biotech Co., Ltd. (1) Stock option</b>	<b>SBI Biotech Co., Ltd. (2) Stock option</b>	<b>SBI Biotech Co., Ltd. (4) Stock option</b>	<b>SBI Biotech Co., Ltd. (5) Stock option</b>
Exercise price (Yen) . . . . .	270,834	5,000	5,000	175,000	175,000
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	2,082	—	—	—	—
	<b>SBI Futures Co., Ltd. (2) Stock option</b>	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI Futures Co., Ltd. (4) Stock option</b>	<b>SBI Futures Co., Ltd. (1) Stock option</b>	<b>SBI Futures Co., Ltd. (2) Stock option</b>
Exercise price (Yen) . . . . .	64,516	64,516	64,516	67,952	69,641
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2001 Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003(1) Stock option</b>
Exercise price (Yen) . . . . .	98,598	5,580.1	5,741	320,375	57,500
Average price of stocks upon exercise (Yen) . . . . .	—	39,112	38,049	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Morningstar Japan K.K. FY2006(2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>	<b>HOMEOSTYLE, Inc (1) Stock option</b>	<b>HOMEOSTYLE, Inc (2) Stock option</b>
Exercise price (Yen) . . . . .	133,500	44,250	100,000	9,636	9,636
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (1) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (2) Stock option</b>
Exercise price (Yen) .	11,903	16,000	19,000	10,000	10,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (3) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (4) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (5) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (6) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (7) Stock option</b>
Exercise price (Yen) .	50,000	50,000	50,000	50,000	50,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
		<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (8) Stock option</b>	<b>SBI Net Systems Co., Ltd. (former C4 Technology Co., Ltd.) FY2002 Stock option</b>	<b>TradeWin Co., Ltd. (2) Stock option</b>	<b>Trade Win Co., Ltd. (3) Stock option</b>
Exercise price (Yen) . . . . .		60,000	60,000	50,000	460,000
Average price of stocks upon exercise (Yen) . . . . .		—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .		—	—	—	—

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**4. Valuation method for stock option**

Method and factors used to estimate the fair value of "stock option (3)" granted by LIVING Corporation, Inc. (a subsidiary of the Company) during the year are as follows:

- (a) Valuation method used: Black-Scholes Model
- (b) Factors and basis of estimation:

	<u>LIVING Corporation, Inc. Stock option (3)</u>
Price Volatility (*1) . . . . .	59%
Estimated remaining exercisable period (*2) . . . . .	2 years
Estimated dividend (*3) . . . . .	—
Risk free rate (*4) . . . . .	0.95%

Notes:

- \*1. Based on the actual stock prices for 2 years (from June 2006 to May 2008).
- \*2. It is difficult to estimate a reasonable period due to insufficient information. Accordingly, it is assumed that the right would be exercised in the middle of the vesting period.
- \*3. No dividend during for the year ending in December 2007.
- \*4. Based on the yield rate of a government bond with estimated remaining exercisable period.

**5. Estimating the number of stock option that will vest**

It reflects the actual forfeited options because it is difficult to make an estimate of the future forfeited options.

**FOR THE YEAR ENDED 31 MARCH 2010**

**1. Outline of stock option**

	<u>The Company FY 2001 Stock option</u>	<u>The Company FY 2002 (1) Stock option</u>	<u>The Company FY 2003 (1) Stock option</u>
Category and number of person granted	118 employees	9 directors 109 employee	2 directors 4 employees 3 subsidiary directors
Class and number of option shares (*Note)	24,120 Common shares	200,025 Common shares	69,975 Common shares
Grant date	1 February 2002	20 December 2002	25 September 2003
Terms and condition for vesting	Directors or employees of the Company	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 February 2002 ~ 19 December 2003	20 December 2002 ~ 19 December 2004	25 September 2003 ~ 19 December 2004
Exercise period	20 December 2003 ~ 19 December 2011	20 December 2004 ~ 19 December 2012	20 December 2004 ~ 19 December 2012

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	<b>The Company FY 2003 (2) Stock option</b>	<b>The Company FY 2003 (3) Stock option</b>	<b>The Company FY 2005 (1) Stock option</b>
Category and number of person granted	2 directors 110 employees 6 subsidiary directors 86 subsidiary employees	17 Subsidiary directors	7 directors 89 employees 14 subsidiary directors 36 subsidiary employees
Class and number of option shares (*Note)	312,750 Common shares	61,650 Common shares	40,000 Common shares
Grant date	25 September 2003	23 October 2003	28 July 2005
Terms and condition for vesting	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	25 September 2003 ~ 23 June 2005	23 October 2003 ~ 23 June 2005	n/a
Exercise period	24 June 2005 ~ 23 June 2013	24 June 2005 ~ 23 June 2013	28 July 2005 ~ 29 June 2013

	<b>The Company former E*TRADE Co., Ltd. Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2003 Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</b>
Category and number of person granted	3 directors 20 employees 11 subsidiary directors 64 subsidiary employees	76 employees 1 subsidiary employees	61 employees 2 subsidiary employees
Class and number of option shares (*Note)	172,481.40 Common shares	1,130 Common shares	950 Common shares
Grant date	1 July 2002	15 April 2004	29 September 2004
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 July 2002 ~ 20 June 2004	15 April 2004 ~ 27 June 2005	29 September 2004 ~ 1 October 2006
Exercise period	21 June 2004 ~ 20 June 2012	28 June 2005 ~ 27 June 2013	2 October 2006 ~ 30 September 2010

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	<b>The Company former SBI HOME Planner Co., LTD FY2004 Stock option</b>	<b>The Company former SBI Partners Co., Inc. FY2005 Stock option</b>	<b>The Company former FINANCE ALL CORPORATION FY2002 Stock option</b>
Category and number of person granted	2 employees	5 directors 23 employees	4 directors 6 employees 5 subsidiary directors 31 subsidiary employees
Class and number of option shares (*Note)	60 Common shares	2,320 Common shares	44,880 Common shares
Grant date	29 October 2004	29 November 2005	25 September 2002
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	29 October 2004 ~ 1 October 2006	29 November 2005 ~ 30 November 2005	25 September 2002 ~ 24 September 2004
Exercise period	2 October 2006 ~ 30 September 2010	1 December 2005 ~ 31 October 2013	25 September 2004 ~ 24 September 2012
	<b>The Company former FINANCE ALL CORPORATION FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>
Category and number of person granted	4 directors 24 employees 4 subsidiary directors 18 subsidiary employees	5 directors 6 employees	7 directors 350 employees
Class and number of option shares (*Note)	55,040 Common shares	4,933.50 Common shares	34,105.55 Common shares
Grant date	2 August 2003	15 July 2003	29 June 2004
Terms and condition for vesting	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	2 August 2003 ~ 1 August 2005	15 July 2003 ~ 30 June 2005	29 June 2004 ~ 29 June 2006
Exercise period	2 August 2005 ~ 1 August 2013	1 July 2005 ~ 26 June 2013	30 June 2006 ~ 29 June 2014

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	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>	<b>The Company former SBI SECURITIES Co., Ltd. FY2005 Stock option</b>	<b>The Company SBIH (1) Stock option</b>
Category and number of person granted	25 employees	6 directors 340 employees	2 directors and 31 employees for SBI SECURITIES Co., Ltd 4 employees for the Company
Class and number of option shares (*Note)	143.75 Common shares	39,817.60 Common shares	52,046.55 Common shares
Grant date	22 December 2004	4 July 2005	1 August 2008 (Allocation with share exchange )
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	n/a
Service period required to be vested	22 December 2004 ~ 29 June 2006	4 July 2005 ~ 29 June 2007	n/a
Exercise period	30 June 2006 ~ 29 June 2014	30 June 2007 ~ 29 June 2015	1 August 2008 ~ 21 June 2010
	<b>The Company SBIH (2) Stock option</b>	<b>The Company SBIH (3) Stock option</b>	<b>The Company SBIH (4) Stock option</b>
Category and number of person granted	1 employee	1 director and 27 employees for SBI SECURITIES Co., Ltd. 2 employees for the parent	9 employees for SBI SECURITIES Co., Ltd. 2 employees for the parent
Class and number of option shares (*Note)	7,987.50 Common shares	13,568.10 Common shares	2,321.70 Common shares
Grant date	1 August 2008 (Allocation with share exchange )	1 August 2008 (Allocation with share exchange )	1 August 2008 (Allocation with share exchange )
Terms and condition for vesting	n/a	n/a	n/a
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2008 ~ 21 June 2010	1 August 2008 ~ 23 June 2013	1 August 2008 ~ 23 June 2013

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	<b>SBI Mortgage Co., Ltd. (1) Stock option</b>	<b>SBI Life Living Co., Ltd. (former Living Corporation, Inc.) (2) Stock Option</b>	
Category and number of person granted	23 employees	1 director 18 employees	
Class and number of option shares (*Note)	6,500 Common shares (After stock split on 27 August 2008)	700 Common shares	
Grant date	25 May 2005	29 August 2005	
Terms and condition for vesting	Common shares for the entity should be listing Directors employees, or quasi directors/employees of the SBI Mortgage Co., Ltd. or its subsidiaries	Continuous service from grant date to the end of vesting period	
Service period required for vesting	25 May 2005 ~ 25 May 2007	29 August 2005 ~ 29 August 2007	
Exercise period	26 May 2007 ~ 25 May 2015	30 August 2007 ~ 29 August 2015	
	<b>SBI Life Living Co., Ltd. (former Living Corporation, Inc.) (3) Stock Option</b>	<b>SBI Biotech Co., Ltd. (1) Stock Option</b>	<b>SBI Biotech Co., Ltd. (2) Stock Option</b>
Category and number of person granted	4 directors and 47 employees for subsidiary 6 directors and 33 employees for the related companies	7 third-party collaborators	2 directors 5 employees
Class and number of option shares (*Note)	960 Common shares	630 Common shares	780 Common shares
Grant date	1 June 2008	15 October 2002	15 October 2002
Terms and condition for vesting	n/a	Holding positions for the collaborator when exercising the stock option Those who are approved by board of directors	Directors, statutory auditors or employees of the SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after 6 months of IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 June 2008 ~ 31 March 2013	6 months to 2 year and 6 months after IPO	15 October 2004 ~ 31 August 2012



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	<b>SBI Biotech Co., Ltd. (5) Stock Option</b>	
Category and number of person granted	1 third-party collaborator	
Class and number of option shares (*Note)	90 Common shares	
Grant date	28 September 2005	
Terms and condition for vesting	Directors, statutory auditors, employees, or third-party collaborator of SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after IPO	
Service period required for vesting	n/a	
Exercise period	29 September 2005 ~ 30 August 2015	
	<b>SBI Futures Co., Ltd. (3) Stock option</b>	<b>SBI Futures Co., Ltd. (4) Stock option</b>
Category and number of person granted	3 directors 21 employees	3 directors 11 employees
Class and number of option shares (*Note)	471 Common shares	347 Common shares
Grant date	15 August 2001	15 August 2001
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement) Exercising of right should be after IPO in Japanese financial market
Service period required for vesting	n/a	n/a
Exercise period	1 September 2001 ~ 15 August 2009	1 September 2001 ~ 15 August 2010

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	<b>SBI Futures Co., Ltd. (3) Stock option</b>		
Category and number of person granted	3 directors 49 employees		
Class and number of option shares (*Note)	1,158 Common shares		
Grant date	6 July 2005		
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI Futures Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)		
Service period required for vesting	n/a		
Exercise period	17 June 2007 ~ 17 June 2011		
	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003(1) Stock option</b>
Category and number of person granted	20 directors and employees	1 director 1 auditor for subsidiary (As at the end of the current year)	6 directors 3 employees 2 directors and 1 auditor for subsidiaries 3 employees for subsidiaries 2 others (As at the end of the current year)
Class and number of option shares (*Note)	9,462 Common shares	256 Common shares (As at the end of the current year)	2,448 Common shares (As at the end of the current year)
Grant date	13 February 2004	18 May 2001	5 November 2003
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI VeriTrans Co., Ltd. when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Loss of rights as a result of losing the position of director except for getting new positions such as directors/employees of subsidiaries Except the transfer to other companies as directors or employees on command or case of involuntary retirement	Directors, statutory auditors, or employees of the Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	13 February 2004 ~ 12 February 2006	n/a	n/a
Exercise period	13 February 2006 ~ 12 February 2014	16 March 2003 ~ 15 March 2011	20 March 2005 ~ 19 March 2013

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	<b>Morningstar Japan K.K. FY2006(2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>
Category and number of person granted	1 director 2 employees (As at the end of the current year)	5 directors 5 employees	3 directors 5 employees
Class and number of option shares (*Note)	250 Common shares  (As at the end of the current year)	800 Common shares	440 Common shares
Grant date	21 April 2006	15 March 2003	15 June 2005
Terms and condition for vesting	Directors, statutory auditors, or employees of Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	24 March 2008 ~ 23 March 2016	15 March 2005 ~ 14 March 2013	3 June 2007 ~ 2 June 2015
	<b>HOMEOSTYLE Inc. (1) Stock Option</b>	<b>HOMEOSTYLE Inc. (2) Stock Option</b>	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock Option</b>
Category and number of person granted	8 directors 341 employees	4 directors 105 employees	2 directors 1 employee for subsidiary
Class and number of option shares (*Note)	5,672 Common shares	1,004 Common shares	4,081 Common shares
Grant date	5 April 2002	24 August 2004	2 July 2004
Terms and condition for vesting	Holding positions of directors/employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of directors/employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Exercising the right should be after IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 June 2002 ~ 12 March 2012	1 June 2002 ~ 12 March 2012	6 July 2006 ~ 30 June 2014

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	<b>HOMEOSTYLE Inc. (3) Stock Option</b>	<b>HOMEOSTYLE Inc. (4) Stock Option</b>	<b>Autoc one K.K. (1) Stock option</b>
Category and number of person granted	25 employees	6 directors 246 employees	4 directors 2 subsidiary directors 16 employees 22 third-party collaborator
Class and number of option shares (*Note)	490 Common shares	9,057 Common shares	15,365 Common shares
Grant date	28 February 2005	31 March 2006	27 December 2002
Terms and condition for vesting	Holding positions of directors/employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of directors/employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing the exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 March 2007 ~ 24 February 2015	1 April 2008 ~ 25 March 2016	1 November 2004 ~ 30 September 2012
	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (2) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (3) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (4) Stock option</b>
Category and number of person granted	1 director 7 employees	5 directors 6 employees 6 third-party collaborators	2 third-party collaborator
Class and number of option shares (*Note)	875 Common shares	2,050 Common shares	200 Common shares
Grant date	20 October 2003	29 October 2004	25 February 2005
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 November 2005 ~ 30 September 2012	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014

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	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (5) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (6) Stock option</b>	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (7) Stock option</b>
Category and number of person granted	1 third-party collaborator	9 employees	4 directors 2 subsidiary directors 17 employees 3 third-party collaborators
Class and number of option shares (*Note)	100 Common shares	250 Common shares	2,000 Common shares
Grant date	20 April 2005	20 April 2005	20 April 2006
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014	28 June 2007 ~ 27 June 2015
	<b>Autoc one K.K. (former Autobytel Japan Co., Ltd.) (8) Stock option</b>	<b>SBI Net Systems Co., Ltd. FY2002 Stock option</b>	<b>SBI Trade Win Tech Co., Ltd. (former TradeWin Co., Ltd.) (2) Stock option</b>
Category and number of person granted	11 employees	7 directors 1 auditors 14 employees	1 director 3 employees 1 advisor
Class and number of option shares (*Note)	240 Common shares	1,195 Common shares	1,000 Common shares
Grant date	28 March 2008	27 June 2002	20 October 2000
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Continuing to provide service from the grant date to the end of the vesting period (28 June 2004)	n/a
Service period required for vesting	n/a	2 years (27 June 2002 ~ 27 June 2004)	n/a
Exercise period	29 June 2009 ~ 28 June 2017	28 June 2004 ~ 27 June 2012	1 January 2001 ~ 16 April 2012

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	<b>SBI Trade Win Tech Co., Ltd. (former TradeWin Co., Ltd.) (3) Stock option</b>
Category and number of person granted	4 directors 4 employees
Class and number of option shares (*Note)	320 Common shares
Grant date	17 April 2002
Terms and condition for vesting	n/a
Service period required for vesting	n/a
Exercise period	18 April 2002 ~ 16 April 2012

*Note:* Conversion into the number of stocks.

**2. Size and change of stock option**

The following table represents the summary of outstanding stock option as at 31 March 2010. The numbers stated below are numbers of shares would be converted when the options are exercised.

**(a) Number of stock option**

	<u>The Company FY2001 Stock option</u>	<u>The Company FY2002(1) Stock option</u>	<u>The Company FY2003(1) Stock option</u>	<u>The Company FY2003(2) Stock option</u>	<u>The Company FY2003(3) Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	11,394	13,032	19,368	57,006	15,813
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	1,584	—	666	—
Forfeited . . . . .	—	—	—	279	—
Unexercised balance . . . . .	<u>11,394</u>	<u>11,448</u>	<u>19,368</u>	<u>56,061</u>	<u>15,813</u>

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	The Company FY 2005(1) Stock option	The Company former E*TRADE Japan K.K. Stock option	The Company former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company former SBI HOME Planner Co., LTD FY2004 Stock option	The Company former SBI HOME Planner Co., LTD FY2004 Stock option
Number of non-vested stock option . . . . .					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	24,845	59,512.32	474	696	60
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	5,670.00	—	—	—
Forfeited . . . . .	311	759.78	—	—	—
Unexercised balance . . . . .	<u>24,534</u>	<u>53,082.54</u>	<u>474</u>	<u>696</u>	<u>60</u>
				The Company former WORLD NICHIEI Securities Co., LTD. FY2003 Stock option	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	550	3,840	9,080	172.50	19,928.35
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	2,680	—	—
Forfeited . . . . .	—	—	—	—	584.20
Unexercised balance . . . . .	<u>550</u>	<u>3,840</u>	<u>6,400</u>	<u>172.50</u>	<u>19,344.15</u>



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	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option	The Company former SBI Securities Co., Ltd. FY2005 Stock option	The Company SBIH(1) Stock option	The Company SBIH(2) Stock option	The Company SBIH(3) Stock option
Number of non-vested stock option . . . . .					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option . . . . .					
Beginning balance of period . . . . .	40.25	20,033.00	51,088.05	7,987.50	13,142.10
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	2,971.35	—	—
Forfeited . . . . .	5.75	721.05	—	—	—
Unexercised balance . .	<u>34.50</u>	<u>19,311.95</u>	<u>48,116.70</u>	<u>7,987.50</u>	<u>13,142.10</u>
			SBI Life Living Co., Ltd. (former LIVING Corporation, Inc.) (2)	SBI Life Living Co., Ltd. (former LIVING Corporation, Inc.) (3)	SBI Biotech Co., Ltd. (1)
	The Company SBIH(4) Stock option	SBI Mortgage Co., Ltd. (1) Stock option	Stock option	Stock option	Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	4,700	—	—	620
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . .	<u>—</u>	<u>4,700</u>	<u>—</u>	<u>—</u>	<u>620</u>
Number of vested stock option					
Beginning balance of period . . . . .	2,321.70	—	19	960	—
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	639.00	—	—	—	—
Unexercised balance . . . . .	<u>1,682.70</u>	<u>—</u>	<u>19</u>	<u>960</u>	<u>—</u>

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	SBI Biotech Co., Ltd. (2) Stock option	SBI Biotech Co., Ltd. (5) Stock option	SBI Futures Co., Ltd. (3) Stock option	SBI Futures Co., Ltd. (4) Stock option	SBI Futures Co., Ltd. (3) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	536	90	—	—	183
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	183
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>536</u>	<u>90</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	289	65	596
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	289	65	596
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	SBI VeriTrans Co., Ltd. FY2004 Stock option	Morningstar Japan K.K. FY2001 Stock option	Morningstar Japan K.K. FY2003(1) Stock option	Morningstar Japan K.K. FY2006(2) Stock option	Gomez Consulting Co., Ltd. FY2003 Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	1,632	256	2,448	250	410
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	1,116	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>516</u>	<u>256</u>	<u>2,448</u>	<u>250</u>	<u>410</u>

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	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>
Number of non-vested stock option					
Beginning balance of period . . . . .	—	4,990	979	4,081	426
Granted. . . . .	—	—	—	—	—
Forfeited . . . . .	—	15	—	—	—
Vested. . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>4,975</u>	<u>979</u>	<u>4,081</u>	<u>426</u>
Number of vested stock option					
Beginning balance of period . . . . .	294	—	—	—	—
Vested. . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>294</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Autoc one K.K. (1) Stock option</b>	<b>Autoc one K.K. (2) Stock option</b>	<b>Autoc one K.K. (3) Stock option</b>	<b>Autoc one K.K. (4) Stock option</b>
Number of non-vested stock option					
Beginning balance of period . . . . .	8,423	6,300	50	1,500	200
Granted. . . . .	—	—	—	—	—
Forfeited . . . . .	20	400	—	200	—
Vested. . . . .	—	—	—	—	—
Non-vested balance .	<u>8,403</u>	<u>5,900</u>	<u>50</u>	<u>1,300</u>	<u>200</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Vested. . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

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	Autoc one K.K. (5) <u>Stock option</u>	Autoc one K.K. (6) <u>Stock option</u>	Autoc one K.K. (7) <u>Stock option</u>	Autoc one K.K. (8) <u>Stock option</u>	SBI Net Systems Co., Ltd. FY2002 <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .	100	100	1,330	180	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	50	240	70	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>100</u>	<u>50</u>	<u>1,090</u>	<u>110</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	—	—	455
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	455
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
				SBI Trade Win Tech Co., Ltd. (former TradeWin Co., Ltd.) (2) <u>Stock option</u>	SBI Trade Win Tech Co., Ltd. (former TradeWin Co., Ltd.) (3) <u>Stock option</u>
Number of non-vested stock option					
Beginning balance of period . . . . .				1,000	320
Granted . . . . .				—	—
Forfeited . . . . .				—	—
Vested . . . . .				—	—
Non-vested balance . . . . .				<u>1,000</u>	<u>320</u>
Number of vested stock option					
Beginning balance of period . . . . .				—	—
Vested . . . . .				—	—
Exercised . . . . .				—	—
Forfeited . . . . .				—	—
Unexercised balance . . . . .				<u>—</u>	<u>—</u>

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**(b) Unit price information**

	The Company FY2001 Stock option	The Company FY2002(1) Stock option	The Company FY2003(1) Stock option	The Company FY2003(2) Stock option	The Company FY2003(3) Stock option
Exercise price (Yen) .	20,796	5,984	17,879	17,879	27,655
Average price of stocks upon exercise (Yen) . . . .	—	17,800	—	21,129	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company FY 2005(1) Stock option	The Company former E*TRADE Japan K.K. Stock option	The Company Former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option	The Company Former SBI HOME Planner Co., LTD. FY2004 Stock option
Exercise price (Yen) .	35,078	12,079	23,200	25,600	25,600
Average price of stocks upon exercise (Yen) . . . .	—	18,077	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company former SBI Partners Co., Inc. FY 2005 Stock option	The Company former FINANCE ALL CORPORATION FY 2002 Stock option	The Company former FINANCE ALL CORPORATION FY 2003 Stock option	The Company former WORLD NICHIEI Securities Co., LTD. FY2003 Stock option	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option
Exercise price (Yen) .	37,060	4,465	4,465	17,392	50,174
Average price of stocks upon exercise (Yen) . . . .	—	—	15,988	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	The Company former WORLD NICHIEI FRONTIER Securities Co., LTD. FY2004 Stock option	The Company former SBI Securities Co., Ltd. FY2005 Stock option	The Company SBIH(1) Stock option	The Company SBIH(2) Stock option	The Company SBIH(3) Stock option
Exercise price (Yen) .	31,914	46,957	12,477	12,477	48,287
Average price of stocks upon exercise (Yen) . . . .	—	—	16,810	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company SBIH(4) Stock option	SBI Mortgage Co., Ltd. (1) Stock option	SBI Life Living Co., Ltd. (former LIVING Corporation, Inc.) (2) Stock option	SBI Life Living Co., Ltd. (former LIVING Corporation, Inc) (3) Stock option	SBI Biotech Co., Ltd. (1) Stock option
Exercise price (Yen) .	56,518	7,500	100,000	270,834	5,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	2,082	—
	SBI Biotech Co., Ltd. (2) Stock option	SBI Biotech Co., Ltd. (5) Stock option	SBI Futures Co., Ltd. (3) Stock option	SBI Futures Co., Ltd. (4) Stock option	SBI Futures Co., Ltd. (3) Stock option
Exercise price (Yen) .	5,000	175,000	64,516	64,516	98,598
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

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	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003(1) Stock option</b>	<b>Morningstar Japan K.K. FY2006(2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>
Exercise price (Yen) .	5,741	320,375	57,500	133,500	44,250
Average price of stocks upon exercise (Yen) . . . .	51,504	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>
Exercise price (Yen) .	100,000	9,636	9,636	11,903	16,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Autoc one K.K. (1) Stock option</b>	<b>Autoc one K.K. (2) Stock option</b>	<b>Autoc one K.K. (3) Stock option</b>	<b>Autoc one K.K. (4) Stock option</b>
Exercise price (Yen) .	19,000	10,000	10,000	50,000	50,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—



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	Autoc one K.K. (5) <u>Stock option</u>	Autoc one K.K. (6) <u>Stock option</u>	Autoc one K.K. (7) <u>Stock option</u>	Autoc one K.K. (8) <u>Stock option</u>	SBI Net Systems Co., Ltd. FY2002 <u>Stock option</u>
Exercise price (Yen) . . . . .	50,000	50,000	50,000	60,000	60,000
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
				<b>SBI Trade Win Tech Co., Ltd. (former TradeWin Co., Ltd.) (2) <u>Stock option</u></b>	<b>SBI Trade Win Tech Co., Ltd. (former TradeWin Co., Ltd.) (3) <u>Stock option</u></b>
Exercise price (Yen) . . . . .				50,000	460,000
Average price of stocks upon exercise (Yen) . . . . .				—	—
Fair value of option at grant date per option (Yen) . . . . .				—	—

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

**1. Outline of stock option**

	<b>The Company FY2001 Stock option</b>	<b>The Company FY2002 (1) Stock option</b>	<b>The Company FY2003 (1) Stock option</b>
Category and number of person granted	118 employees	9 directors 109 employees	2 directors 4 employees 3 subsidiary directors
Class and number of option shares (*Note)	24,120 Common shares	200,025 Common shares	69,975 Common shares
Grant date	1 February 2002	20 December 2002	25 September 2003
Terms and condition for vesting	Directors or employees of the Company.	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 February 2002 ~ 19 December 2003	20 December 2002 ~ 19 December 2004	25 September 2003 ~ 19 December 2004
Exercise period	20 December 2003 ~ 19 December 2011	20 December 2004 ~ 19 December 2012	20 December 2004 ~ 19 December 2012

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	<b>The Company FY2003 (2) Stock option</b>	<b>The Company FY2003 (3) Stock option</b>	<b>The Company FY2005 (1) Stock option</b>
Category and number of person granted	2 directors 110 employees 6 subsidiary directors 86 subsidiary employees	17 Subsidiary directors	7 directors 89 employees 14 subsidiary directors 36 subsidiary employees
Class and number of option shares (*Note)	312,750 Common shares	61,650 Common shares	40,000 Common shares
Grant date	25 September 2003	23 October 2003	28 July 2005
Terms and condition for vesting	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company and subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	25 September 2003 ~ 23 June 2005	23 October 2003 ~ 23 June 2005	n/a
Exercise period	24 June 2005 ~ 23 June 2013	24 June 2005 ~ 23 June 2013	28 July 2005 ~ 29 June 2013
	<b>The Company former E*TRADE Co., Ltd. Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2003 Stock option</b>	<b>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</b>
Category and number of person granted	3 directors 20 employees 11 subsidiary directors 64 subsidiary employees	76 employees 1 subsidiary employee	61 employees 2 subsidiary employees
Class and number of option shares (*Note)	172,481.40 Common shares	1,130 Common shares	950 Common shares
Grant date	1 July 2002	15 April 2004	29 September 2004
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	1 July 2002 ~ 20 June 2004	15 April 2004 ~ 27 June 2005	29 September 2004 ~ 1 October 2006
Exercise period	21 June 2004 ~ 20 June 2012	28 June 2005 ~ 27 June 2013	2 October 2006 ~ 30 September 2010

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	<b>The Company former SBI HOME Planner Co., LTD. FY2004 Stock option</b>	<b>The Company former SBI Partners Co., Inc. FY2005 Stock option</b>	<b>The Company former FINANCE ALL CORPORATION FY2002 Stock option</b>
Category and number of person granted	2 employees	5 directors 23 employees	4 directors 6 employees 5 subsidiary directors 31 subsidiary employees
Class and number of option shares (*Note)	60 Common shares	2,320 Common shares	44,880 Common shares
Grant date	29 October 2004	29 November 2005	25 September 2002
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	29 October 2004 ~ 1 October 2006	29 November 2005 ~ 30 November 2005	25 September 2002 ~ 24 September 2004
Exercise period	2 October 2006 ~ 30 September 2010	1 December 2005 ~ 31 October 2013	25 September 2004 ~ 24 September 2012
	<b>The Company former FINANCE ALL CORPORATION FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>
Category and number of person granted	4 directors 24 employees 4 subsidiary directors 18 subsidiary employees	5 directors 6 employees	7 directors 350 employees
Class and number of option shares (*Note)	55,040 Common shares	4,933.50 Common shares	34,105.55 Common shares
Grant date	2 August 2003	15 July 2003	29 June 2004
Terms and condition for vesting	Directors/ employees or quasi director/ employees of the Company or subsidiaries Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	2 August 2003 ~ 1 August 2005	15 July 2003 ~ 30 June 2005	29 June 2004 ~ 29 June 2006
Exercise period	2 August 2005 ~ 1 August 2013	1 July 2005 ~ 26 June 2013	30 June 2006 ~ 29 June 2014

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	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>	<b>The Company former SBI SECURITIES Co., Ltd. FY2005 Stock option</b>	<b>The Company SBIH(1) Stock option</b>
Category and number of person granted	25 employees	6 directors 340 employees	2 directors and 31 employees for SBI SECURITIES Co., Ltd. 4 employees for the Company
Class and number of option shares (*Note)	143.75 Common shares	39,817.60 Common shares	52,046.55 Common shares
Grant date	22 December 2004	4 July 2005	1 August 2008 (Allocation with share exchange )
Terms and condition for vesting	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, statutory auditors or employees of the Company or SBI Securities Co., Ltd. Those who are approved by board of directors (i.e. termination of employment or retirement)	n/a
Service period required for vesting	22 December 2004 ~ 29 June 2006	4 July 2005 ~ 29 June 2007	n/a
Exercise period	30 June 2006 ~ 29 June 2014	30 June 2007 ~ 29 June 2015	1 August 2008 ~ 21 June 2010
	<b>The Company SBIH(2) Stock option</b>	<b>the Company SBIH(3) Stock option</b>	<b>The Company SBIH(4) Stock option</b>
Category and number of person granted	1 employee	1 director and 27 employees for SBI SECURITIES Co., Ltd. 2 employees for the Company	9 employees for SBI SECURITIES Co., Ltd. 2 employees for the Company
Class and number of option shares (*Note)	7,987.50 Common shares	13,568.10 Common shares	2,321.70 Common shares
Grant date	1 August 2008 (Allocation with share exchange)	1 August 2008 (Allocation with share exchange)	1 August 2008 (Allocation with share exchange)
Terms and condition for vesting	n/a	n/a	n/a
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2008 ~ 21 June 2010	1 August 2008 ~ 23 June 2013	1 August 2008 ~ 23 June 2013

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	<b>SBI MORTGAGE CO., LTD. (1) Stock option</b>	<b>SBI Life Living Co., Ltd. (2) Stock option</b>	<b>SBI Life Living Co., Ltd. (3) Stock option</b>
Category and number of person granted	23 employees	1 director 18 employees	4 directors and 47 employees for subsidiary 6 directors and 33 employees for the related companies
Class and number of option shares (*Note)	6,500 Common shares (After stock split on 27 August 2008)	700 Common shares	960 Common shares
Grant date	25 May 2005	29 August 2005	1 June 2008
Terms and condition for vesting	Common shares for the entity should be listing Directors employees, or quasi directors/employees of the SBI Mortgage Co., Ltd. or its subsidiaries	Continuous service from grant date to the end of vesting period	n/a
Service period required for vesting	25 May 2005 ~ 25 May 2007	29 August 2005 ~ 29 August 2007	n/a
Exercise period	26 May 2007 ~ 25 May 2015	30 August 2007 ~ 29 August 2015	1 June 2008 ~ 31 March 2013
	<b>SBI BIOTECH CO., LTD. (1) Stock option</b>	<b>SBI BIOTECH CO., LTD. (2) Stock option</b>	<b>SBI BIOTECH CO., LTD. (5) Stock option</b>
Category and number of person granted	7 third-party collaborators	2 directors 5 employees	1 third-party collaborator
Class and number of option shares (*Note)	630 Common shares	780 Common shares	90 Common shares
Grant date	15 October 2002	15 October 2002	28 September 2005
Terms and condition for vesting	Holding positions for the collaborator when exercising the stock option Those who are approved by board of directors	Directors, statutory auditors or employees of the SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after 6 months of IPO	Directors, statutory auditors, employees, or third-party collaborator of SBI Biotech Co., Ltd. or its subsidiaries when exercising the stock option Those who are approved by board of directors Exercising of right should be after IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	6 months after 2 year and 6 months after IPO	15 October 2004 ~ 31 August 2012	29 September 2005 ~ 30 August 2015

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	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003 (1) Stock option</b>
Category and number of person granted	20 directors and employees	1 director 1 auditor for subsidiary	6 director 3 employees 2 directors and 1 auditors for subsidiaries 3 employees for subsidiaries 2 others
Class and number of option shares (*Note)	9,462 Common shares	256 Common shares	2,448 Common shares
Grant date	13 February 2004	18 May 2001	5 November 2003
Terms and condition for vesting	Directors, employees or quasi directors/employees of SBI VeriTrans Co., Ltd. when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Loss of rights as a result of losing the position of director except for getting new positions such as directors/employees of subsidiaries Except the transfer to other companies as directors or employees on command or case of involuntary retirement	Directors, statutory auditors, or employees of the Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	13 February 2004 ~ 12 February 2006	n/a	n/a
Exercise period	13 February 2006 ~ 12 February 2014	16 March 2003 ~ 15 March 2011	20 March 2005 ~ 19 March 2013
	<b>Morningstar Japan K.K. FY2006 (2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>
Category and number of person granted	1 director 2 employees	5 directors 5 employees	3 directors 5 employees
Class and number of option shares (*Note)	250 Common shares	800 Common shares	440 Common shares
Grant date	21 April 2006	15 March 2003	15 June 2005
Terms and condition for vesting	Directors, statutory auditors, or employees of Morningstar Japan K.K. or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)	Directors, employees or quasi directors/employees of Gomez Consulting Co., Ltd or its subsidiaries when exercising the stock option Those who are approved by board of directors (i.e. termination of employment or retirement)
Service period required for vesting	n/a	n/a	n/a
Exercise period	24 March 2008 ~ 23 March 2016	15 March 2005 ~ 14 March 2013	3 June 2007 ~ 2 June 2015

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	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>
Category and number of person granted	8 directors 341 employees	4 directors 105 employees	2 directors 1 subsidiary employee
Class and number of option shares (*Note)	5,672 Common shares	1,004 Common shares	4,081 Common shares
Grant date	5 April 2002	24 August 2004	2 July 2004
Terms and condition for vesting	Holding positions of directors/employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of directors/employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 June 2002 ~ 12 March 2012	1 June 2002 ~ 12 March 2012	6 July 2006 ~ 30 June 2014
	<b>HOMEOSTYLE Inc. (3) Stock option</b>	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Autoc one K.K. (1) Stock option</b>
Category and number of person granted	25 employees	6 directors 246 employees	4 directors 2 subsidiary directors 16 employees 22 third-party collaborator
Class and number of option shares (*Note)	490 Common shares	9,057 Common shares	15,365 Common shares
Grant date	28 February 2005	31 March 2006	27 December 2002
Terms and condition for vesting	Holding positions of employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Holding positions of employees when exercising the right of HOMEOSTYLE Inc. Exercising the right should be after 1 year of IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing the exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 March 2007 ~ 24 February 2015	1 April 2008 ~ 25 March 2016	1 November 2004 ~ 30 September 2012



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	<b>Autoc one K.K. (2) Stock option</b>	<b>Autoc one K.K. (3) Stock option</b>	<b>Autoc one K.K. (4) Stock option</b>
Category and number of person granted	1 director 7 employees	5 directors 6 employees 6 third-party collaborator	2 third-party collaborator
Class and number of option shares (*Note)	875 Common shares	2,050 Common shares	200 Common shares
Grant date	20 October 2003	29 October 2004	25 February 2005
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 November 2005 ~ 30 September 2012	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014
	<b>Autoc one K.K. (5) Stock option</b>	<b>Autoc one K.K. (6) Stock option</b>	<b>Autoc one K.K. (7) Stock option</b>
Category and number of person granted	1 third-party collaborator	9 employees	4 directors 2 subsidiary directors 17 employees 3 third-party collaborator
Class and number of option shares (*Note)	100 Common shares	250 Common shares	2,000 Common shares
Grant date	20 April 2005	20 April 2005	20 April 2006
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO
Service period required for vesting	n/a	n/a	n/a
Exercise period	1 August 2006 ~ 31 May 2014	1 August 2006 ~ 31 May 2014	28 June 2007 ~ 27 June 2015

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	Autoc one K.K. (8) Stock option	SBI Trade Win Tech Co., Ltd. (2) Stock option	SBI Trade Win Tech Co., Ltd. (3) Stock option
Category and number of person granted	11 employees	1 director 3 employees 1 advisor	4 directors 4 employees
Class and number of option shares (*Note)	240 Common shares	1,000 Common shares	320 Common shares
Grant date	28 March 2008	20 October 2000	17 April 2002
Terms and condition for vesting	Directors or employees of Autoc one K.K., its subsidiaries or third-party collaborator when exercising the right Disallowing exercise of right till the day before IPO	n/a	n/a
Service period required for vesting	n/a	n/a	n/a
Exercise period	29 June 2009 ~ 28 June 2017	1 January 2001 ~ 16 April 2012	18 April 2002 ~ 16 April 2012

Note: Conversion into the number of stocks.

**2. Size and change of stock option**

The following table represents the summary of outstanding stock option as at 30 September 2010. The numbers stated below are number of shares would be converted when the options are exercised.

**(a) Number of stock option**

	The Company FY2001 Stock option	The Company FY2002 (1) Stock option	The Company FY2003 (1) Stock option	The Company FY2003 (2) Stock option	The Company FY2003 (3) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	11,394	12,096.72 <sup>(i)</sup>	20,465.52 <sup>(i)</sup>	59,237.79 <sup>(i)</sup>	16,709.07 <sup>(i)</sup>
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	817.86	—
Unexercised balance . . . . .	<u>11,394</u>	<u>12,096.72</u>	<u>20,465.52</u>	<u>58,419.93</u>	<u>16,709.07</u>

<sup>(i)</sup> Due to the new stock issuance through public offering dated 23 June 2010, number of objective stocks were adjusted, therefore, the adjustments were reflected in the number of beginning balance of period.

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	The Company FY2005 (1) Stock option	The Company former E*TRADE Co., Ltd. Stock option	The Company former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company former SBI HOME Planner Co., LTD. FY2004 Stock option	The Company former SBI HOME Planner Co., LTD. FY2004 Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	24,534	53,082.54	514.29 <sup>(i)</sup>	762.12 <sup>(i)</sup>	65.70 <sup>(i)</sup>
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	1,927.80	—	—	—
Forfeited . . . . .	590	226.80	—	—	—
Unexercised balance . . . . .	<u>23,944</u>	<u>50,927.94</u>	<u>514.29</u>	<u>762.12</u>	<u>65.70</u>
	The Company former SBI Partners Co., Inc. FY2005 Stock option	The Company former FINANCE ALL CORPORATION FY2002 Stock option	The Company former FINANCE ALL CORPORATION FY2003 Stock option	The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option	The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	580.80 <sup>(i)</sup>	3,840	6,400	172.50	19,344.15
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	132.25
Unexercised balance . . . . .	<u>580.80</u>	<u>3,840</u>	<u>6,400</u>	<u>172.50</u>	<u>19,211.90</u>

<sup>(i)</sup> Due to the new stock issuance through public offering dated 23 June 2010, number of objective stocks were adjusted, therefore, the adjustments were reflected in the number of beginning balance of period.

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	The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option	The Company former SBI SECURITIES Co., Ltd. FY2005 Stock option	The Company SBIH(1) Stock option	The Company SBIH(2) Stock option	The Company SBIH(3) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	34.50	19,311.95	48,116.70	7,987.50	13,894.84 <sup>(i)</sup>
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	36,295.20	7,987.50	—
Forfeited . . . . .	—	209.30	11,821.50	—	—
Unexercised balance . . . . .	<u>34.50</u>	<u>19,102.65</u>	<u>—</u>	<u>—</u>	<u>13,894.84</u>

<sup>(i)</sup> Due to the new stock issuance through public offering dated 23 June 2010, number of objective stocks were adjusted, therefore, the adjustments were reflected in the number of beginning balance of period.

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	The Company SBIH(4) Stock option	SBI MORTGAGE CO., LTD.. (1) Stock option	SBI Life Living Co., Ltd. (former LIVING Corporation, Inc.) (2) Stock option	SBI Life Living Co., Ltd. (former LIVING Corporation, Inc.) (3) Stock option	SBI BIOTECH CO., LTD. (1) Stock option
Number of non-vested stock option					
Beginning balance of period . . . . .	—	4,700	—	—	620
Granted. . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested. . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>4,700</u>	<u>—</u>	<u>—</u>	<u>620</u>
Number of vested stock option					
Beginning balance of period . . . . .	1,779.08 <sup>(i)</sup>	—	19	960	—
Vested. . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>1,779.08</u>	<u>—</u>	<u>19</u>	<u>960</u>	<u>—</u>

<sup>(i)</sup> Due to the new stock issuance through public offering dated 23 June 2010, number of objective stocks were adjusted, therefore, the adjustments were reflected in the number of beginning balance of period.

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	<b>SBI BIOTECH CO., LTD. (2) Stock option</b>	<b>SBI BIOTECH CO., LTD. (5) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003 (1) Stock option</b>
Number of non-vested stock option					
Beginning balance of period . . . . .	536	90	—	—	—
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>536</u>	<u>90</u>	<u>—</u>	<u>—</u>	<u>—</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	516	256	2,448
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	128	—
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>516</u>	<u>128</u>	<u>2,448</u>
	<b>Morningstar Japan K.K. FY2006 (2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>
Number of non-vested stock option					
Beginning balance of period . . . . .	—	—	—	4,975	979
Granted . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	67	—
Vested . . . . .	—	—	—	—	—
Non-vested balance .	<u>—</u>	<u>—</u>	<u>—</u>	<u>4,908</u>	<u>979</u>
Number of vested stock option					
Beginning balance of period . . . . .	250	410	294	—	—
Vested . . . . .	—	—	—	—	—
Exercised . . . . .	—	30	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>250</u>	<u>380</u>	<u>294</u>	<u>—</u>	<u>—</u>

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	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Autoc one K.K. (1) Stock option</b>	<b>Autoc one K.K. (2) Stock option</b>
Number of non-vested stock option					
Beginning balance of period . . . . .	4,081	426	8,403	5,900	50
Granted. . . . .	—	—	—	—	—
Forfeited . . . . .	—	141	399	—	—
Vested. . . . .	—	—	—	—	—
Non-vested balance .	<u>4,081</u>	<u>285</u>	<u>8,004</u>	<u>5,900</u>	<u>50</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Vested. . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<b>Autoc one K.K. (3) Stock option</b>	<b>Autoc one K.K. (4) Stock option</b>	<b>Autoc one K.K. (5) Stock option</b>	<b>Autoc one K.K. (6) Stock option</b>	<b>Autoc one K.K. (7) Stock option</b>
Number of non-vested stock option					
Beginning balance of period . . . . .	1,300	200	100	50	1,090
Granted. . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Vested. . . . .	—	—	—	—	—
Non-vested balance .	<u>1,300</u>	<u>200</u>	<u>100</u>	<u>50</u>	<u>1,090</u>
Number of vested stock option					
Beginning balance of period . . . . .	—	—	—	—	—
Vested. . . . .	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>



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	Autoc one K.K. (8) Stock option	SBI Trade Win Tech Co., Ltd. (2) Stock option	SBI Trade Win Tech Co., Ltd. (3) Stock option
Number of non-vested stock option			
Beginning balance of period . . . . .	110	1,000	320
Granted . . . . .	—	—	—
Forfeited . . . . .	40	—	—
Vested . . . . .	—	—	—
Non-vested balance . . . . .	<u>70</u>	<u>1,000</u>	<u>320</u>
Number of vested stock option			
Beginning balance of period . . . . .	—	—	—
Vested . . . . .	—	—	—
Exercised . . . . .	—	—	—
Forfeited . . . . .	—	—	—
Unexercised balance . . . . .	<u>—</u>	<u>—</u>	<u>—</u>

**(b) Unit price information**

	The Company FY2001 Stock option	The Company FY2002 (1) Stock option	The Company FY2003 (1) Stock option	The Company FY2003 (2) Stock option	The Company FY2003 (3) Stock option
Exercise price (Yen) . . . . .	19,666 <sup>(i)</sup>	5,659 <sup>(i)</sup>	16,908 <sup>(i)</sup>	16,908 <sup>(i)</sup>	26,152 <sup>(i)</sup>
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	The Company FY2005 (1) Stock option	The Company former E*TRADE Co., Ltd.	The Company former SBI HOME Planner Co., LTD. FY2003 Stock option	The Company former SBI HOME Planner Co., LTD. FY2004 Stock option	The Company former SBI HOME Planner Co., LTD. FY2004 Stock option
Exercise price (Yen) . . . . .	33,172 <sup>(i)</sup>	11,423 <sup>(i)</sup>	21,349 <sup>(i)</sup>	23,374 <sup>(i)</sup>	23,374 <sup>(i)</sup>
Average price of stocks upon exercise (Yen) . . . . .	—	15,715	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

<sup>(i)</sup> Due to the new stock issuance through public offering dated 23 June 2010, the exercise price is adjusted.

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	<b>The Company former SBI Partners Co., Inc. FY2005 Stock option</b>	<b>The Company former FINANCE ALL CORPORATION FY2002 Stock option</b>	<b>The Company former FINANCE ALL CORPORATION FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI Securities Co., Ltd. FY2003 Stock option</b>	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>
Exercise price (Yen) . . . . .	35,050 <sup>(i)</sup>	4,465	4,465	16,447 <sup>(i)</sup>	47,447 <sup>(i)</sup>
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>The Company former WORLD NICHIEI FRONTIER Securities Co., Ltd. FY2004 Stock option</b>	<b>The Company former SBI SECURITIES Co., Ltd. FY2005 Stock option</b>	<b>The Company SBIH(1) Stock option</b>	<b>The Company SBIH(2) Stock option</b>	<b>The Company SBIH(3) Stock option</b>
Exercise price (Yen) . . . . .	30,180 <sup>(i)</sup>	44,405 <sup>(i)</sup>	12,477	12,477	45,663 <sup>(i)</sup>
Average price of stocks upon exercise (Yen) . . . . .	—	—	13,282	12,916	—
Fair value option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>The Company SBIH (4) Stock option</b>	<b>SBI MORTGAGE CO., LTD. (1) Stock option</b>	<b>SBI Life Living Co., Ltd.(former LIVING Corporation, Inc.) (2) Stock option</b>	<b>SBI Life Living Co., Ltd. (former LIVING Corporation, Inc.) (3) Stock option</b>	<b>SBI BIOTECH CO., LTD. (1) Stock option</b>
Exercise price (Yen) . . . . .	53,447 <sup>(i)</sup>	7,500	100,000	270,834	5,000
Average price of stocks upon exercise (Yen) . . . . .	—	—	—	—	—
Fair value option at grant date per option (Yen) . . . . .	—	—	—	2,082	—

<sup>(i)</sup> Due to the new stock issuance through public offering dated 23 June 2010, the exercise price is adjusted.

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	<b>SBI BIOTECH CO., LTD. (2) Stock option</b>	<b>SBI BIOTECH CO., LTD. (5) Stock option</b>	<b>SBI VeriTrans Co., Ltd. FY2004 Stock option</b>	<b>Morningstar Japan K.K. FY2001 Stock option</b>	<b>Morningstar Japan K.K. FY2003 (1) Stock option</b>
Exercise price (Yen) .	5,000	175,000	5,741	320,375	57,500
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Morningstar Japan K.K. FY2006 (2) Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2003 Stock option</b>	<b>Gomez Consulting Co., Ltd. FY2005 Stock option</b>	<b>HOMEOSTYLE Inc. (1) Stock option</b>	<b>HOMEOSTYLE Inc. (2) Stock option</b>
Exercise price (Yen) .	133,500	44,250	100,000	9,636	9,636
Average price of stocks upon exercise (Yen) . . . .	—	84,900	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>HOMEOSTYLE Inc. former TK International Co., Ltd. Stock option</b>	<b>HOMEOSTYLE Inc. (3) Stock option</b>	<b>HOMEOSTYLE Inc. (4) Stock option</b>	<b>Autoc one K.K. (1) Stock option</b>	<b>Autoc one K.K. (2) Stock option</b>
Exercise price (Yen) .	11,903	16,000	19,000	10,000	10,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—
	<b>Autoc one K.K. (3) Stock option</b>	<b>Autoc one K.K. (4) Stock option</b>	<b>Autoc one K.K. (5) Stock option</b>	<b>Autoc one K.K. (6) Stock option</b>	<b>Autoc one K.K. (7) Stock option</b>
Exercise price (Yen) .	50,000	50,000	50,000	50,000	50,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—	—	—

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it is incomplete and is subject to change. This Web Proof Information Pack must be read in conjunction with the section headed “Warning” on the cover of this Web Proof Information Pack.

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	Autoc one K.K. (8) <u>Stock option</u>	SBI Trade Win Tech Co., Ltd. (2) <u>Stock option</u>	SBI Trade Win Tech Co., Ltd. (3) <u>Stock option</u>
Exercise price (Yen) . . . . .	60,000	50,000	460,000
Average price of stocks upon exercise (Yen) . . . .	—	—	—
Fair value of option at grant date per option (Yen) . . . . .	—	—	—

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**ACCOUNTANTS' REPORT**

**XV. NOTES TO INCOME TAXES**

**1. Major components of the deferred tax assets and liabilities**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Deferred tax assets - Current					
Losses on valuation of investment securities (current assets) . . . . .	71	1,530	4,181	1,921	3,922
Provision of allowance for investment losses (current assets) . . . . .	843	752	1,712	766	1,057
Accrued bonus . . . . .	117	—	—	—	—
Provision of allowance for doubtful accounts . . . . .	466	708	1,258	1,028	1,179
Tax loss carried forward . . . . .	298	1,387	1,312	2,054	1,388
Accrued enterprise taxes . . . . .	79	256	399	258	451
Unrealized losses on available-for-sale securities . . . . .	—	990	—	516	—
Others . . . . .	437	800	1,372	2,025	1,658
Subtotal . . . . .	2,313	6,425	10,237	8,601	9,656
Valuation allowance . . . . .	(200)	(510)	(1,099)	(823)	(1,093)
Total deferred tax assets - Current . . . . .	2,112	5,915	9,137	7,777	8,562
Deferred tax assets (investment and other assets)					
Tax loss carried forward . . . . .	5,668	13,706	14,229	15,563	19,243
Provision of allowance for doubtful accounts . . . . .	769	1,563	1,217	1,424	1,562
Losses on valuation of investment securities (non-current assets) . . . . .	2,821	5,454	4,286	3,970	4,285
Losses of equity method investments . . . . .	3,063	—	—	—	—
Statutory reserve for financial products transaction liabilities . . . . .	3,241	2,951	2,942	2,937	2,154
Unrealized losses on available-for-sale securities . . . . .	1,334	—	—	—	—
Others . . . . .	898	1,323	2,179	1,826	2,184
Subtotal . . . . .	17,797	24,998	24,855	25,723	29,430
Valuation allowance . . . . .	(6,629)	(14,497)	(9,813)	(13,627)	(10,892)
Total deferred tax assets (investment and other assets) . . . . .	11,168	10,501	15,042	12,095	18,537
Total deferred tax assets . . . . .	13,280	16,416	24,179	19,873	27,100
Deferred tax liabilities — Current					
Unrealized gains on available-for-sale securities . . . . .	(8,422)	—	(4,430)	—	(3,309)
Undistributed earnings of subsidiaries . . . . .	(1,503)	—	—	—	—
Total deferred tax liabilities — Current . . . . .	(9,926)	—	(4,430)	—	(3,309)
Deferred tax liabilities — Non-current					
Undistributed earnings of subsidiaries . . . . .	(682)	—	—	—	—
Unrealized gains on available-for-sale securities . . . . .	—	(277)	(1,197)	(628)	(977)
Others . . . . .	(190)	(187)	(187)	(187)	(173)
Total deferred tax liabilities — Non-current . . . . .	(873)	(465)	(1,385)	(816)	(1,150)
Total deferred tax liabilities . . . . .	(10,799)	(465)	(5,815)	(816)	(4,460)
Net deferred tax assets (liabilities) . . . . .	2,481	15,950	18,364	19,056	22,640

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**2. Reconciliation between the normal effective statutory tax rate and the actual effective tax rate**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
Normal effective tax rate (Reconciliation) . . . . .	40.69%	40.69%	40.69%	40.69%	40.69%
Permanent differences . . . . .	1.11%	(1.47%)	20.71%	10.27%	44.64%
Amortization of goodwill. . . . .	6.47%	(17.83%)	343.09%	147.31%	1,527.16%
Minority interests in fund, etc . . . . .	—	—	50.47%	23.42%	461.93%
Income/(losses) of the equity method . . . . .	6.52%	(6.33%)	4.35%	5.64%	(72.78%)
Difference of normal effective tax rate between the Group and certain consolidated subsidiaries . . . . .	—	—	—	—	(195.79%)
Consolidated adjustments of loss on sale of consolidated subsidiaries. . . . .	—	—	(173.26%)	(103.72%)	(1,577.09%)
Change in valuation allowance. . . . .	—	(40.63%)	(219.29%)	33.35%	960.06%
Undistributed earnings of subsidiaries and affiliates . . . . .	7.44%	—	—	—	—
Others - net . . . . .	(2.29%)	(12.55%)	13.2%	(32.35%)	33.62%
Actual effective tax rate. . . . .	<u>59.94%</u>	<u>(38.12%)</u>	<u>79.96%</u>	<u>124.61%</u>	<u>1,222.44%</u>

**XVI. BUSINESS COMBINATIONS**

**FOR THE YEAR ENDED 31 MARCH 2008**

**1. Application of purchase method**

**(a) Acquisition of share of LIVING Corporation, Inc.**

- (i) Acquired company's name, its business, reason for business combination, date of acquisition, legal structure of business combination, acquired company's name after the business combination, and percentage of voting shares

Acquired company's name	LIVING Corporation, Inc.
Acquired company's business	<ul style="list-style-type: none"> <li>• Development and sales for real estate</li> <li>• Planning and design construction service for real estate</li> </ul>
Reason of business combination	This acquisition was made to advance the strategy of real estate business by sharing technology and information of real estate.
Date of acquisition	10 September 2007
Legal structure of business combination	Bid

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Acquired company's name after the business combination	No change	
Percentage of voting shares	54.4%	
(ii) Acquired company's operations were included in the consolidated financial statements from 1 October 2007 to 31 March 2008.		
(iii) Acquisition cost and its details		
Consideration of acquisition . . . . .	Common shares of LIVING Corporation, Inc.	¥2,784 million
Direct acquisition cost . . . . .	Commission fees	<u>65 million</u>
Acquisition cost . . . . .		<u>¥2,849 million</u>
(iv) The amount of goodwill, the transaction background of goodwill recognition and amortization method and period		
Amount of goodwill recognized	¥2,140million	
Reason of occurrence	The difference between acquisition cost and the fair value of the net assets of the acquired company at the acquisition date was recognized as goodwill.	
Amortization method and period	Straight-line method over 20 years	
(v) Amount of the assets acquired and liabilities assumed at the acquisition date:		
Current assets . . . . .		¥7,054 million
Non-current assets . . . . .		<u>90 million</u>
Total assets acquired . . . . .		<u>¥7,145 million</u>
Current liabilities . . . . .		¥5,795 million
Non-current liabilities . . . . .		<u>24 million</u>
Total liabilities assumed . . . . .		<u>¥5,819 million</u>

**(b) Acquisition of share of C4 Technology, Inc.**

(i) Acquired company's name, its business, reason of business combination, date of acquisition, legal structure of business combination, acquired company's name after the business combination, and percentage of voting shares

Acquired company's name	C4 Technology, Inc.
Acquired company's business	<ul style="list-style-type: none"> <li>• Developing and licensing property C4 chiper, secret sharing scheme, digital watermarking</li> <li>• Providing information security products</li> <li>• Providing information security solution service</li> </ul>



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Reason of business combination	Strengthen the software system infrastructure in order to support the financial services that the Group provide through the internet	
Date of acquisition	3 March 2008	
Legal structure of business combination	New shares were issued to a third party	
Acquired company's name after the business combination	No change	
Percentage of voting shares	69.2% (including indirect holdings of share, 13.8%)	
(ii) The financial statements included only the balance sheet of C4 Technology, Inc. as at 31 March 2008 as the acquisition was made in March 2008.		
(iii) Acquisition cost and its details		
Consideration of acquisition . . . . .	Common shares of C4 Technology, Inc.	¥1,709million
Direct acquisition cost . . . . .	Research cost	<u>4million</u>
Acquisition cost. . . . .		<u>¥1,714million</u>
(iv) Amount of goodwill recognized, reason of its occurrence and amortization method and period		
Amount of goodwill recognized	¥1,619 million	
Reason of occurrence	The difference between acquisition cost and the fair value of the net assets of the acquired company at the acquisition date was recognized as goodwill.	
Amortization method and period	Straight-line method over 20 years	
(v) Amounts of the assets acquired and liabilities assumed at the acquisition date:		
Current assets . . . . .		¥2,683 million
Non-current assets . . . . .		<u>1,217 million</u>
Total assets acquired . . . . .		<u>¥3,900 million</u>
Current liabilities . . . . .		¥669 million
Non-current liabilities . . . . .		<u>3,088 million</u>
Total liabilities assumed . . . . .		<u>¥3,757 million</u>

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**ACCOUNTANTS’ REPORT**

**2. Transaction under common control (“acquisition of additional interests in a subsidiary”)**

**(a) Merger of SBI E\*TRADE SECURITIES Co., Ltd. and SBI Securities Co., Ltd.**

- (i) Combined companys’ names, its business, legal structure of business combinations, company’s name after business combinations and summary of transaction including its purpose

Combined companys’ names	SBI E*TRADE SECURITIES Co., Ltd. SBI Securities Co., Ltd.
Combined company’s business	SBI E*TRADE SECURITIES Co., Ltd.: Financial Instrument Trader SBI Securities Co., Ltd.: Financial Instrument Trader
Legal structure of business combinations	Merger between the Company’s subsidiaries: SBI E*TRADE SECURITIES Co., Ltd. is an existing entity and SBI Securities Co., Ltd. is an extinguished entity by absorption.
Company’s name after the business combinations	SBI E*TRADE SECURITIES Co., Ltd
Summary of transaction including its purpose	SBI E*TRADE SECURITIES Co., Ltd was the first on-line securities company in Japan and had business advantages such as low cost structure, attracting many customers, and huge transaction volume in the on-line securities business segment. SBI Securities Co., Ltd. also has business advantage such as community-based business type or providing solution business type. Purpose of the merger is to seek for the new sophisticated business model with high quality service and for business expansion as a brokerage firm with comprehensive services based on business advantages of both companies. Accordingly, both companies were merged on 1 October 2007.

- (ii) Summary of accounting treatment

This merger is treated as a transaction with minority shareholders in accordance with “Accounting for Business Combinations” issued by the Business Accounting Council (“BAC”) on 31 October 2003, and “Guidance for Accounting Standard for Business Combinations and Business Separations” (ASBJ Guidance No. 10 updated on 22 December 2006).

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**ACCOUNTANTS’ REPORT**

**FOR THE YEAR ENDED 31 MARCH 2009**

**1. Transaction under common control (“acquisition of additional interests in a subsidiary”)**

**(a) Share exchange — SBI SECURITIES Co. Ltd. (former SBI E\*TRADE SECURITIES Co., Ltd.)**

(i) Combined company’s name, its business, legal structure of business combination, company’s name after business combination and summary of transaction including its purpose

Combined company’s name	SBI SECURITIES Co., Ltd.
Combined company’s business	Financial instruments trade
Legal structure of business combination	Share exchanges between the Company and minority interest of SBI SECURITIES Co., Ltd.. After share exchange, SBI SECURITIES Co., Ltd. become wholly owned subsidiary of the Company.
Company’s name after business combination	No change
Summary of transaction including its purpose.	SBI SECURITIES Co., Ltd. is one of the core subsidiaries for providing the online financial one stop service. The transaction was conducted to achieve the prompt decision making for business expansion with flexibility, and business resource optimization. The Company fully owned SBI SECURITIES Co., Ltd.’s shares on 1 August 2008 through a shares exchange.

(ii) Summary of accounting treatment

This share exchange is treated as a transaction under common control transactions with minority shareholders, in accordance with the statement of opinion “Accounting for Business Combinations” issued by the BAC on 31 October 2003, and “Guidance for Accounting Standard for Business Combinations and Business Divestitures” (ASBJ Guidance No. 10 updated on 15 November 2007).

(iii) Additional acquisition of share of subsidiary

— Acquisition cost and details

Consideration of acquisition . . . . .	The Group’s common shares	¥152,500 million
Direct acquisition cost . . . . .	Research cost	25 million
Acquisition cost. . . . .		¥152,525 million

— Share exchange ratio according to share type, its computation basis, granted shares, and those valuations

Share exchange ratio	Common shares The Company 1: SBI SECURITIES
	3.55

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Computation basis	The valuations were conducted by Ernst & Young Transaction Advisory Services Co., Ltd. on the Company’s side and conducted by KPMG FAS on SBI SECURITIES Co., Ltd.’s side as independent source for share exchange. Stock exchange ratio was determined based on the valuation reports from both parties.
Exchanged shares	5,428,212 share (Newly issued 4,319,212 shares) and treasury stock issued 1,109,000 stocks.
Fair value of exchanged shares	¥152,500 million
— Amount of goodwill recognized, reason of its occurrence, and amortization method and period	
Amount of goodwill recognized	¥83,851 million
Reason of occurrence	The Company recorded the difference between the acquisition cost for SBI SECURITIES Co., Ltd.’s common shares and the amount of minority interests as a goodwill.
Amortization method and period	Straight-line method for 20 years

**FOR THE YEAR ENDED 31 MARCH 2010**

**1. Transaction under common control (“acquisition of additional interests in a subsidiary”)**

**(a) Share exchange - SBI Futures Co., Ltd. (“SBI Futures”)**

- (i) Combined company’s name, its business, legal structure of business combination, company’s name after business combination and summary of transaction including its purpose.

Combined company’s name	SBI Futures Co., Ltd.
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Combined company’s business	Futures trader
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**ACCOUNTANTS' REPORT**

Legal structure of business combination	Share exchanges between the Company and minority interests of SBI Futures. After share exchange, SBI Futures became wholly owned subsidiary of the Company.
Company's name after business combination	No Change
Summary of transaction including its purpose	Although SBI Futures Co., Ltd. discontinued commodities future business on 31 July 2009, the Company wholly owned it through a share exchange on 1 August 2009 to succeed online foreign exchange business which is anticipated a synergy effect and other business reorganizations smoothly.

(ii) Summary of accounting treatment

"Accounting for business combinations" (ASBJ published as at 31 October 2003) and "Guidance for Accounting Standard for Business Combinations and Business Divestitures" (ASBJ Guidance No.10 published as at 15 November 2007), it is proceeded as trades with minority interests of those with common control.

(iii) Additional acquisition of stocks of subsidiary

— Acquisition cost and details

Consideration of acquisition . . . . .	The Company's common shares	¥276million
Direct acquisition cost . . . .	Research cost	2million
Acquisition cost. . . . .		¥278million

— Share exchange ratio according to stock types, its computation basis, granted stocks, and those valuations

Share exchange ratio	Common shares The Company 1: SBI Futures 3
Computation basis	The valuations were conducted by HIBIYA & Co. on the company's side and conducted by TGP Business Solutions Co., Ltd. on SBI Futures Co., Ltd.'s side as independent source for share exchange. Stock exchange ratio was determined based on the valuation reports from both parties.
Exchanged shares	23,040 shares (all allotted treasury stocks the Company owns)
Fair value of exchanged shares	¥276 million

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**ACCOUNTANTS' REPORT**

—	Amount of goodwill recognized, reason of its occurrence, and amortization method and period
Amount of goodwill recognized	¥34 million
Reason of occurrence	The Company recorded the difference between the additional acquisition cost of SBI Futures Co., Ltd.'s common shares and decreasing amount of minority interests as a goodwill.
Amortization method and period	One-time amortization in the consolidated year due to the goodwill amount being immaterial.

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

**1. Acquisition**

**(a) Acquisition of share of KTIC Global Investment Advisory Co., Ltd.**

- (i) Acquired company's name, its business, reason and date of business combination, legal structure of business Combination, company's name after business combination, ratio of voting rights, and basis of determining the acquiring company

Acquired company's name	KTIC Global Investment Advisory Co., Ltd.
Acquired company's business	Investment consulting business and investment discretion business
Reason of business combination	Utilizing the network of the acquired company to expand the investment business in Asia.
Date of business combination	1 June 2010
Legal structure of business combination	Acquisition of shares by cash as consideration
Company's name after business combination	SBI Global Investment Co., Ltd.
Ratio of voting rights	Ratio of voting rights before business combination: 22.9% Ratio of voting rights through additional acquisition: 17.2% Ratio of voting rights after business combination: 40.1%
Basis of determining the acquiring company	The company's consolidated subsidiary acquired the shares by cash as consideration.

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**ACCOUNTANTS' REPORT**

(ii) Acquired company's period included in the consolidated statements of operations:

From 1 July 2010 to 30 September 2010

(iii) Acquisition cost and its details

Consideration of acquisition . . . . .	Fair value of common shares held before the business combination at the date of business combination	4,055 million Korean Won
	Fair value of common shares additionally acquired at the date of business combination	5,094 million Korean Won
Acquisition cost. . . . .		9,150 million Korean Won

(iv) The difference between the fair value of the holding shares and the total acquisition cost of each transaction:

(2,535) million Korean Won

(v) Amount of goodwill recognized, reason of its occurrence and amortization method and period

Goodwill	3,508 million Korean Won
Reason of occurrence	The goodwill arises from the excess earning power expected in the future through business expansion.
Amortization method and period	The goodwill is amortized on a straight-line method over 20 years.

(vi) The approximate amount of impact to the consolidated statements of operations assuming that the business combination has been completed at the beginning of the current period are as follows:

Net Sales (millions of Yen) . . . . .	174
Ordinary income (millions of Yen) . . . . .	(43)
Net income (millions of Yen) . . . . .	15

The above estimated amounts are out of the scope of audit.

**XVII.SEGMENT INFORMATION**

**1. Business Segments**

Business segments are determined by reference to categories used for internal management.

Description of each business segment

- Asset Management Business

"Asset Management Business" primarily consists of fund management and investment in internet technology, broadband, biotechnology, restructuring companies, biotechnology, environment energy and financial-related companies.



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## ACCOUNTANTS’ REPORT

- Brokerage and Investment Banking Business

“Brokerage and Investment Banking Business” primarily consists of the provision of a wide range of high value-added financial services, such as access to financial assets including equity securities, debt securities, foreign exchange, insurance or commodity futures, financing from the capital markets, securitizations, mergers and acquisitions and structured financing.

- Financial Services Business

“Financial Services Business” primarily consists of financial-related businesses and the provision of information regarding financial products, and leasing business.

- Housing and Real Estate Business

“Housing and Real Estate Business” primarily consists of investment, development, financing and information providing services relating to housing and real estate.

- System Solution Business

“System Solution Business” primarily consists of maintenance and development for system-related businesses.

(a) Information about business segments of the Group for the year ended 31 March 2008, 2009 and 2010 and six months ended 30 September 2009 (unaudited) is as follows:

Year ended 31 March 2008	Asset Management Business (millions of Yen)	Brokerage & Investment Banking Business (millions of Yen)	Financial Services Business (millions of Yen)	Housing and Real Estate Business (millions of Yen)	System solution Business (millions of Yen)	Total (millions of Yen)	Eliminations/ Corporate (millions of Yen)	Consolidated (millions of Yen)
I. Net Sales and Operating income								
Net Sales								
(1) Revenue from customers . . . . .	58,008	67,675	21,600	74,960	322	222,567	—	222,567
(2) Inter-segment revenue . . . . .	0	855	895	110	—	1,860	(1,860)	—
Total net sales . . . . .	58,008	68,531	22,495	75,070	322	224,428	(1,860)	222,567
Operating expenses . . . . .	41,526	48,019	21,645	66,976	796	178,964	995	179,960
Operating income (loss) . . . . .	16,481	20,511	849	8,093	(473)	45,463	(2,856)	42,606
II. Total Assets, Depreciation and Capital Expenditures								
Total assets . . . . .	187,334	807,666	82,623	152,156	6,129	1,235,910	(16,663)	1,219,247
Depreciation . . . . .	358	2,127	3,308	478	150	6,422	(61)	6,361
Capital expenditures . . . . .	860	2,033	2,108	534	63	5,600	(0)	5,600

(i) Operating expenses incurred mainly in the Company’s administrative headquarters could not be allocated based upon the business segments above and, therefore, were included in “Eliminations/corporate” with the aggregate amount of ¥3,730 million for the year ended 31 March 2008.

(ii) Total corporate assets of ¥12,107 million included in “Eliminations/corporate” as at 31 March 2008 mainly consisted of surplus funds (cash and bank deposits).

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## ACCOUNTANTS' REPORT

(iii) Net sales (revenue from customers) of ¥316 million, operating expenses of ¥2,650 million and operating loss of ¥2,334 million from newly consolidated subsidiaries, namely SBI Insurance Co., Ltd, SBI AXA Life insurance Co., Ltd, SBI Card Co., Ltd., and SBI Card Processing Co., Ltd., were included in the amounts of "Financial Services Business" respectively.

(iv) The change in business segments

After the year ended 31 March 2007, the real estate business included in "Asset Management Business" and the housing business included in "Financial Business" were newly merged into "Housing and Real Estate Business" due to the increase of sales and operating income.

Furthermore, "System Solution Business" was added in the segment division after the year ended 31 March 2007 due to the enter of SBI Robo, Corp. to the scope of the consolidated financial statements.

Year ended 31 March 2009	Asset Management Business (millions of Yen)	Brokerage & Investment Banking Business (millions of Yen)	Financial Services Business (millions of Yen)	Housing and Real Estate Business (millions of Yen)	System solution Business (millions of Yen)	Total (millions of Yen)	Eliminations/ Corporate (millions of Yen)	Consolidated (millions of Yen)
I. Net Sales and Operating income								
Net Sales								
(1) Revenue from customers . . . . .	15,850	47,648	21,871	40,860	4,691	130,922	—	130,922
(2) Inter-segment revenue . . . . .	131	1,533	745	46	1,662	4,119	(4,119)	—
Total net sales . . . . .	15,981	49,182	22,617	40,906	6,354	135,042	(4,119)	130,922
Operating expenses . . . . .	13,387	43,467	21,125	39,982	6,657	124,621	1,897	126,519
Operating income (loss) . . . . .	2,594	5,714	1,491	923	(303)	10,420	(6,016)	4,403
II. Total Assets, Depreciation and Capital Expenditures								
Total assets . . . . .	158,956	804,543	93,169	135,398	8,172	1,200,241	(121,007)	1,079,233
Depreciation . . . . .	449	1,952	992	438	455	4,287	80	4,367
Capital expenditures . . . . .	656	2,821	1,200	912	481	6,073	9	6,082

(i) Operating expenses incurred mainly in the Company's administrative headquarters could not be allocated based upon the business segments above and, therefore, were included in "Eliminations/corporate" with the aggregate amount of ¥4,715 million for the year ended 31 March 2009.

(ii) Total corporate assets of ¥6,881 million included in "Eliminations/corporate" as at 31 March 2009 mainly consisted of surplus funds (cash and bank deposits)

(iii) The change of the significant accounting policy

The accounting standard for measurement of inventories

Effective on 1 April 2008, the Group applied "Accounting Standard for Measurement of Inventories" (ASBJ Statement No. 9, issued on 5 July 2006) as mentioned in Note 4.(1) of Significant Accounting Policies. The effect of this change was a decrease in operating income by ¥408 million in Housing and Real Estate Business segment.

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- (iv) Net sales (revenue from customers) of ¥1,008 million, operating expenses of ¥2,408 million and operating loss of ¥1,399 million from start-up businesses, namely SBI Insurance Co., Ltd., SBI AXA Life insurance Co., Ltd, SBI Card Co., Ltd. and SBI Card Processing Co., Ltd. were included in the amounts of "Financial Services Business", respectively.

Year ended 31 March 2010	Asset Management Business (millions of Yen)	Brokerage & Investment Banking Business (millions of Yen)	Financial Services Business (millions of Yen)	Housing and Real Estate Business (millions of Yen)	System solution Business (millions of Yen)	Total (millions of Yen)	Eliminations/ Corporate (millions of Yen)	Consolidated (millions of Yen)
I. Net Sales and Operating income								
Net Sales								
(1) Revenue from customers . . . . .	20,194	46,986	24,441	29,406	3,512	124,541	—	124,541
(2) Inter-segment revenue . . . . .	—	3,136	1,164	1	1,117	5,419	(5,419)	—
Total net sales . . . . .	20,194	50,122	25,605	29,408	4,629	129,961	(5,419)	124,541
Operating expenses . . . . .	18,331	40,747	25,399	29,444	5,145	119,067	2,042	121,110
Operating income (loss) . . . . .	1,863	9,374	206	(35)	(515)	10,893	(7,462)	3,431
II. Total Assets, Depreciation and Capital expenditures . . . . .								
Total assets . . . . .	203,215	880,834	96,917	118,047	8,404	1,307,419	(77,479)	1,229,939
Depreciation . . . . .	535	2,324	1,003	429	192	4,485	83	4,568
Capital expenditures . . . . .	213	6,673	3,675	628	756	11,947	—	11,947

- (i) Operating expenses incurred mainly in the Company's administrative headquarters could not be allocated based upon the business segments above and, therefore, were included in "Eliminations/corporate" of operating expenses with the aggregate amount of ¥4,982 million for the year ended 31 March 2010.
- (ii) Total corporate assets of ¥17,071 million included in "Eliminations/corporate" as at 31 March 2010 mainly consisted of surplus funds (cash and bank deposits).

Six months ended 30 September 2009 (unaudited)	Asset Management Business (millions of Yen)	Brokerage & Investment Banking Business (millions of Yen)	Financial Services Business (millions of Yen)	Housing and Real Estate Business (millions of Yen)	System Solution Business (millions of Yen)	Total (millions of Yen)	Eliminations/ Corporate (millions of Yen)	Consolidated (millions of Yen)
I. Net Sales and Operating income								
Net Sales . . . . .								
(1) Revenue from customers . . . . .	12,118	25,136	11,482	12,564	1,851	63,153	—	63,153
(2) Inter-segment revenue . . . . .	—	1,486	480	0	459	2,427	(2,427)	—
Total net sales . . . . .	12,118	26,623	11,962	12,565	2,310	65,580	(2,427)	63,153
Operating expenses . . . . .	9,995	20,637	11,658	13,152	2,662	58,105	1,295	59,401
Operating income (loss) . . . . .	2,123	5,985	304	(586)	(351)	7,475	(3,723)	3,752
II. Total assets, Depreciation and Capital expenditures								
Total assets . . . . .	183,049	896,261	100,409	115,845	8,424	1,303,989	(110,464)	1,193,525
Depreciation . . . . .	251	1,029	511	198	101	2,091	48	2,140
Capital expenditures . . . . .	91	3,173	2,264	188	367	6,086	7	6,093

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- (i) Operating expenses incurred mainly in the Company's administrative headquarters could not be allocated based upon the business segments above and, therefore, were included in "Eliminations/corporate" with the aggregate amount of ¥2,521 million for the six months ended 30 September 2009 (unaudited).
  - (ii) Total corporate assets of ¥10,221 million in "Eliminations/Corporate" as at 30 September 2009 (unaudited) mainly consisted of surplus funds (cash and bank deposits).
- (b) Information about business segments of the Group for the six months ended 30 September 2010 is as follows:

The Group applied ASBJ Statement No.17 "Accounting Standard for Segment Information Disclosures" and ASBJ Guidance No.20 "Guidance on Accounting Standard for Segment Information Disclosures" after 31 March 2010.

(i) *Overview of reportable segments*

Separate financial information of the Group's components are available and reviewed regularly by the board of directors for the purposes of allocation of financial resources and performance evaluation.

The Group engages in a wide range of business activities, mainly the financial service business. Based on the similarities or both economic characteristics of business and nature of services, "Asset Management Business", "Brokerage and Investment Banking Business", "Financial Services Business", "Housing and Real Estate Business" are determined as reportable segments.

"Asset Management Business" primarily consists of fund management and investment in Internet technology, biotechnology, environment energy and financial-related venture companies.

"Brokerage and Investment Banking Business" primarily consists of financial businesses, such as trustee of securities trading, underwriting and offering for sale of IPO shares, offering for subscription or sale of stocks, foreign exchange margin trading, and other financial instrument trading business.

"Financial Services Business" primarily consists of financial-related businesses, such as property and casualty insurance business, credit card business and the provision of information regarding financial products.

"Housing and Real Estate Business" primarily consists of developing and trading of investment property, financing business related to the granting of mortgage loans, operating web sites related to the provision of intermediate service, comparison and real estate appraisal service.

(ii) *Measurement of reportable segment profits or losses and segment assets*

The accounting treatment of reportable business segments is almost the same as stated in the "Significant accounting policy". The segment income is based on operating income. The inter-segment revenue and amounts of transferring to other accounts are based on market price.

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(iii) *Information about reportable segments*

Six months ended 30 September 2010	Reportable segment					Sub-total	Others (Note)	Total
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business				
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)			
Net Sales								
Revenue from customers . . . . .	10,514	22,915	13,525	8,590	55,545	7,402	62,948	
Inter-segment revenue . . . . .	1	1,301	983	1	2,287	860	3,147	
Total . . . . .	<u>10,516</u>	<u>24,216</u>	<u>14,508</u>	<u>8,591</u>	<u>57,833</u>	<u>8,262</u>	<u>66,096</u>	
Segment operating income (loss) . . . . .	2,679	3,780	435	1,205	8,100	(1,020)	7,079	
Segment assets . . . . .	200,981	875,965	126,505	109,521	1,312,973	18,211	1,331,185	
Other items								
Depreciation . . . . .	25	1,280	565	192	2,063	239	2,303	
Amortization of Goodwill . . . . .	137	2,925	187	368	3,619	254	3,873	
Investment in subsidiaries and affiliates applying equity-method . . . . .	4,366	2,103	23,472	—	29,942	—	29,942	
Increase of property and equipment, intangible assets . . . . .	13	1,682	807	363	2,866	307	3,174	

Note: Business segments classified into "Others" are the segments not determined as reportable segments, which consist of system-related business, drug-discovery business and garment business.

(iv) *Reconciliation of the difference between the total amount of reportable segments and the total amount recorded in the Financial Information*

**SIX MONTHS ENDED 30 SEPTEMBER 2010**

Net sales	Amount
	millions of Yen
Total of reportable segments . . . . .	57,833
Nets sales of "Others" . . . . .	8,262
Elimination among segments . . . . .	<u>(3,147)</u>
Net sales per Financial Information . . . . .	<u>62,948</u>
Operating income	Amount
	millions of Yen
Total of reportable segments . . . . .	8,100
Losses of "Others" . . . . .	(1,020)
Elimination among segments . . . . .	(933)
Headquarters expenses(Note) . . . . .	<u>(2,541)</u>
Operating income per Financial Information . . . . .	<u>3,605</u>

Note: Corporate head quarter's expenses are general administrative expenses which are not attributable to reportable segments.

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<b>Assets</b>	<b>Amount</b>
	<b>millions of Yen</b>
Total of reportable segments . . . . .	1,312,973
Assets of "Others" . . . . .	18,211
Elimination among segments . . . . .	(93,549)
Headquarters assets (Note) . . . . .	17,250
Assets per Financial Information . . . . .	<u>1,254,886</u>

Note: Headquarter's assets are principally surplus operating funds (cash and deposits).

<b>Other items</b>	<b>Total of reportable segments</b>	<b>Amount of adjustment</b>	<b>Total per Financial Information</b>
	<b>millions of Yen</b>	<b>millions of Yen</b>	<b>millions of Yen</b>
Depreciation . . . . .	2,063	434	2,498
Amortization of goodwill . . . . .	3,619	254	3,873
Investment in subsidiaries and affiliates applying equity-method . .	29,942	—	29,942
Increase of property and equipment, intangible assets . . . . .	2,866	472	3,339

<b>Impairment losses</b>	<b>Amount</b>
	<b>millions of Yen</b>
Asset Management Business . . . . .	—
Brokerage & Investment Banking Business . . . . .	350
Financial Services Business . . . . .	5
Housing and Real Estate Business . . . . .	—
Others (Note) . . . . .	360
Headquarters expenses and elimination among segment . .	—
Total . . . . .	<u>716</u>

Note: The amount stated in "Others" is all relevant to the Heath Care Related Business.

<b>Goodwill</b>	<b>Amount</b>
	<b>millions of Yen</b>
Asset Management Business . . . . .	4,723
Brokerage & Investment Banking Business . . . . .	100,804
Financial Services Business . . . . .	5,726
Housing and Real Estate Business . . . . .	11,313
Others (Note) . . . . .	7,255
Headquarters expenses and elimination among segment . .	—
Total . . . . .	<u>129,823</u>

Note: "Others" consists of system-related business, drug-discovery business and garment business.

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**ACCOUNTANTS’ REPORT**

**2. Geographical information**

Net sales of the Company and consolidated domestic subsidiaries were over 90% of the total net sales for the years ended 31 March 2008, 2009 and 2010 and six months ended 30 September 2009 (unaudited) and 2010 in the consolidated statements of operations. Therefore, geographical segment information regarding net sales is not presented herein.

Identifiable assets of the Company and consolidated domestic subsidiaries was over 90% of the total assets for the years ended 31 March 2008, 2009, 2010 and six months ended 30 September 2009 (unaudited). Therefore, geographical segment information regarding identifiable assets is not presented herein.

The Group applied ASBJ Statement No. 17 “Accounting Standard for Segment Information Disclosures” and ASBJ Guidance No. 20 “Guidance on Accounting Standard for Segment Information Disclosures” after 31 March 2010. Therefore, geographical segment information regarding identifiable assets after 31 March 2010 is not presented herein.

Property and equipment of the Company and consolidated domestic subsidiaries were over 90% of the total assets as at 30 September 2010 in the consolidated balance sheets. Therefore, geographical segment information is not presented herein.

**3. Net sales to foreign customers**

**FOR THE YEAR ENDED 31 MARCH 2008**

	<u>North America</u>	<u>Others</u>	<u>Total</u>
I. Net Sales to foreign customers . . . . .	22,943	16,978	39,922
II. Consolidated net sales . . . . .	—	—	222,567
III. The ratio of sales to foreign customers in the consolidated net sales (%) . . . . .	10.3	7.6	17.9

Notes:

1. Each country and region were divided by geographical distance.
2. Each category was broken down as follows:
  - (a) North America — the United States of America
  - (b) Others — Europe, the People’s Republic of China, Hong Kong, Macau and Korea
3. Net sales to foreign customers were the net sales recorded by the Group’s subsidiaries to foreign customers outside Japan.



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**FOR THE YEAR ENDED 31 MARCH 2009**

	<u>North America</u>	<u>Others</u>	<u>Total</u>
	millions of Yen	millions of Yen	millions of Yen
I. Net Sales to foreign customers . . . . .	1,725	11,554	13,279
II. Consolidated net sales . . . . .	—	—	130,922
III. The ratio of sales to foreign customers in the consolidated net sales (%) . . . . .	1.3	8.8	10.1

Notes:

1. Each country and region were divided by geographical distance.
2. Each category was broken down as follows:
  - (a) North America — the United States of America
  - (b) Others — Europe, the People’s Republic of China, Hong Kong, Macau and Korea
3. Net sales to foreign customers were the net sales recorded by the Group to foreign customers outside Japan.

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	<u>Asia</u>	<u>Others</u>	<u>Total</u>
	millions of Yen	millions of Yen	millions of Yen
I. Net sales to foreign customers . . . . .	6,385	476	6,862
II. Consolidated net sales . . . . .	—	—	63,153
III. The ratio of sales to foreign customers in the consolidated net sales (%) . . . . .	10.1	0.8	10.9

Notes:

1. Each country and region were divided by geographical distance.
2. Each category was broken down as follows:
  - (a) Asia — the People’s Republic of China, Korea, Singapore, Vietnam
  - (b) Others — North America, Europe
3. Net sales to foreign customers were the net sales recorded by the Group to foreign customers outside Japan.

Net sales to foreign customers for the year ended 31 March 2010 was under 10% of the consolidated net sales. Therefore, foreign revenue information is not presented herein.

The Group applied ASBJ Statement No. 17 “Accounting Standard for Segment Information Disclosures” and ASBJ Guidance No. 20 “Guidance on Accounting Standard for Segment Information Disclosures” after 31 March 2010. Therefore, net sales to foreign customers after 31 March 2010 are not presented herein.

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### XVIII. RELATED PARTY TRANSACTIONS

"Accounting standard for the disclosure of Related Party Transactions" (ASBJ No.11, 17 October 2006) and Implementation Guidance No. 13, "Guidance on the disclosure of Related Party Transactions" (ASBJ No.13, 17 October 2006) were applied starting from the year ended 31 March 2009.

Accordingly, in addition to disclosures made in previous year, the transactions between consolidated subsidiaries and related party were disclosed after the year ended 31 March 2008.

#### 1. Transactions with the executives and main individual shareholders of the Group

##### FOR THE YEAR ENDED 31 MARCH 2008

Type	Name	Address	Capital (millions of Yen)	Business or position	Ownership (%)	Relationship		Contents	Amounts (millions of Yen)	Account name	Balance (millions of Yen)
						Interlocking of executives (Name)	Factual relationship				
Director	Yoshitaka Kitao	—	—	The Group's Representative and CEO	(Ownership by the related party) Direct 1.8	—	—	Purchase of shares of a subsidiary	350	—	—

Notes: Terms of transactions and policy for the terms

- (1) The sale price was determined based on the share price calculated by independent third party.
- (2) The payment term was cash disbursement at one time.

##### FOR THE YEAR ENDED 31 MARCH 2009

Type	Name	Address	Capital (millions of Yen)	Business or position	Ownership (%)	Transaction description	Contents	Amounts (millions of Yen)	Account name	Balance (millions of Yen)
Director	Yoshitaka Kitao	—	—	The Company's Representative and CEO	(Ownership by the related party) Direct 1.8	Sales of Investment securities	Sales of operational investment securities	1,001	—	—
						Borrowing	Borrowing	900	—	—
							Repayment of borrowing payable	900	—	—
							Interest expense	5	—	—

Notes: Terms of transactions and policy for the terms

- (1) The sale price was determined based on the share price calculated by independent third party. The payment term was cash disbursement at one time.
- (2) The interest rate was determined based on the market interest rate.

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### FOR THE YEAR ENDED 31 MARCH 2010

Type	Name	Address	Capital (millions of Yen)	Business or position	Ownership (%)	Transaction description	Contents	Amounts (millions of Yen)	Account name	Balance (millions of Yen)
Director	Yoshitaka Kitao	—	—	The Company's Representative and CEO	(Ownership by the related party) Direct 1.8	Sales of Investment securities	Sales of operational investment securities	2,975	Current assets (Accrued revenue)	2,975

Note: Terms of transactions and policy for the terms

- (1) The sale amount was based on the contract of sales of Investment securities, which occurred in the year ended 31 March 2009. The payment term was cash disbursement at one time.

## 2. Related party transactions between the consolidated subsidiaries and related parties

### Transactions with non-consolidated subsidiaries and affiliates of the Group

Type	Name	Address	Capital (millions of Yen)	Business or position	Ownership (%)	Transaction description	Contents	Amounts (millions of Yen)	Account name	Balance (millions of Yen)
Affiliates	ZPYR	Chuo-ku, Tokyo	13,443	Real estate agency and brokerage	—	Financing aid	Finance	15,000	—	—
							Interest income	143	—	—

Notes:

- (1) ZPYR was not an affiliate after SBI Holdings, Inc sold all shares of ZPYR during the year ended 31 March 2010.
- (2) The amount of capital at the end of June 2008 is presented in the table above.
- (3) Terms of transactions and policy for the terms

The interest rate was determined based on the market interest rate.

## 3. Significant affiliate information

Summarized financial information of SBI Sumishin Net Bank, Ltd. which was a significant affiliate for the years ended 31 March 2009 and 2010 and six months ended 30 September 2009 (unaudited) and 2010 is as follows:

	As at 31 March		As at 30 September	
	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Total assets . . . . .	647,874	1,248,640	905,385	1,555,436
Total liabilities . . . . .	636,303	1,222,011	881,527	1,517,296
Net assets . . . . .	<u>11,570</u>	<u>26,628</u>	<u>23,857</u>	<u>38,140</u>
Ordinary income (loss) . . . . .	11,626	20,738	9,758	13,636
Income (loss) before income taxes . . . . .	(3,692)	2,322	1,290	1,483
Net income (loss) . . . . .	(3,699)	2,316	1,287	1,480

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### XIX. NOTES TO PER SHARE INFORMATION

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	Yen	Yen	Yen	(unaudited) Yen	Yen
Net assets per share . . . . .	21,438.08	21,129.47	21,424.02	21,231.75	19,464.06
Net income (loss) per share . . .	376.63	(1,232.48)	140.30	49.12	37.11
Diluted net income per share . .	<u>344.65</u>	<u>—</u>	<u>116.84</u>	<u>21.34</u>	<u>27.23</u>

As the Group was in loss making position for the year ended 31 March 2009, diluted net loss per share information is not disclosed.

Notes:

#### 1. Basis of calculation of the net assets per share

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Total net assets . . . . .	387,766	419,338	428,615	426,146	457,530
Details					
- Stock acquisition rights . . . . .	(4)	(11)	(11)	(11)	(11)
- Minority interest . . . . .	<u>(146,546)</u>	<u>(65,808)</u>	<u>(69,372)</u>	<u>(70,343)</u>	<u>(69,680)</u>
Total deducted amount from net asset . .	(146,550)	(65,820)	(69,384)	(70,355)	(69,692)
Net assets attributable to common shareholders at the end of the financial year . . . . .	<u>241,215</u>	<u>353,518</u>	<u>359,230</u>	<u>355,791</u>	<u>387,838</u>
The number of common shares for the calculation . . . . .	<u>11,251,743</u>	<u>16,731,072</u>	<u>16,767,670</u>	<u>16,757,512</u>	<u>19,925,871</u>

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### 2. Basis of calculation for the net income (loss) and diluted net income per share

	Year ended 31 March			Six months ended 30 September	
	2008 (millions of Yen)	2009 (millions of Yen)	2010 (millions of Yen)	2009 (unaudited) (millions of Yen)	2010 (millions of Yen)
Net income (loss) per share					
Net income (loss) for the year/period . . . . .	4,228	(18,375)	2,350	822	686
Net income not attributable to common shareholders. . . . .	—	—	—	—	—
Net income (loss) attributable to common shareholders . . . . .	<u>4,228</u>	<u>(18,375)</u>	<u>2,350</u>	<u>822</u>	<u>686</u>
Average number of common shares during the year/period (share) . . . . .	<u>11,228,402</u>	<u>14,909,151</u>	<u>16,750,591</u>	<u>16,739,544</u>	<u>18,492,606</u>
Diluted net income per share					
Adjustment on net income for the year/period	(303)	—	(387)	(463)	(181)
Effect of dilutive shares issued by consolidated subsidiaries . . . . .	<u>(303)</u>	<u>—</u>	<u>(387)</u>	<u>(463)</u>	<u>(181)</u>
Increased number of common shares (share)	162,494	—	49,358	52,828	34,935
Increased by exercising acquisition right . . . .	<u>(162,494)</u>	<u>—</u>	<u>(49,358)</u>	<u>(52,828)</u>	<u>(34,935)</u>

### 3. Overview of stocks with potential dilutive effect excluded from the calculation

For the year ended 31 March 2008:	2008 Zero coupon unsecured Japanese Yen convertible bonds with warrants (the number of shares 154,350) 2009 Zero coupon unsecured Japanese Yen convertible bonds with warrants (the number of shares 323,803) Stock acquisition rights by the resolution of ordinary general meeting of shareholders at 29 June 2005 (the number of shares 26,199) Stock acquisition rights by the resolution of ordinary general meeting of shareholders at 22 September 2005 of SBI Partners Co., Inc (the number of shares 550) Stock acquisition rights by the resolution of ordinary general meeting of shareholders and the board meeting at 29 June 2004 of the former WORLD NICHIEI FRONTIER Securities Co., Ltd., currently SBI SECURITIES E*TRADE Co., Ltd. (the number of shares 21,396), Stock acquisition rights by the resolution of ordinary general meeting of shareholders at 29 June 2005 of the former SBI SECURITIES Co., Ltd. (the number of shares 23,263)
For the year ended 31 March 2009:	Stock acquisition right issued by the stock option plan (Potential shares: 109,297 shares)
For the year ended 31 March 2010:	Stock acquisition right issued by the stock option plan (Potential shares: 182,637 shares)
For the six months ended 30 September 2009 (unaudited):	Stock acquisition right issued by the stock option plan (Potential shares: 182,788 shares)
For the six months ended 30 September 2010:	Stock acquisition right issued by the stock option plan (Potential shares: 187,050 shares)

**XX. INFORMATION FOR THE SCOPE OF CONSOLIDATION**

**FOR THE YEAR ENDED 31 MARCH 2008**

(1) Number of consolidated subsidiaries: 74

As compared with the year ended 31 March 2007, there were 35 additions and 9 exclusions from the scope of consolidation

Additions - 15 entities were newly established or acquired

- LIVING Corporation, Inc.
- C4 Technology, Inc.
- C4 Business Integration, Inc.
- C4 Business Consulting, Inc.
- C4 & Pasona Tech Management Service, Inc.
- TradeWin Co., Ltd.
- KABUSHIKISHINBUN, Inc.
- GolfZannmai Co., Ltd.
- Autobyte Japan Co., Ltd
- PLANET ALLIANCE CO., LTD.
- SBI LIFE SCIENCE TECHNOLOGY NO.2 INVESTMENT LPS
- Momochihama Property SPC
- SBI & TH Venture Capital Enterprise
- MS Investment Services
- Venture Fund No. 1

Additions - 20 entities were newly consolidated due to the Group's ability to exercise control

- SBI Insurance Co., Ltd. (former SBI Insurance Foundation)
- SBI AXA Life Insurance Co., Ltd. (former SBI Life Insurance Foundation)
- SBI Card Co., Ltd.
- SBI Card Processing Co., Ltd.
- SBI Biotech Co., Ltd.
- SBI Incubation advisory Co., Ltd.
- SBI Robo Corp.
- Traders Financial Systems
- SBI Estate Management Co., Ltd
- SBI & TH (Beijing) Venture Capital Management Co., Ltd.
- SBI BROADBAND FUND No1 LIMITED PARTNERSHIP
- SBI BB Mobile Investment LPS
- SBI MEZZANINE FUND NO.1
- SBI MEZZANINE FUND NO.2 LIMITED PARTNERSHIP
- Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership
- SBI Real Incubation No.1 Limited Liability Investment Partnership
- Biovision Life Science Fund No.1
- SBI Bio Life Science Investment LPS.
- SBI LIFE SCIENCE TECHNOLOGY INVESTMENT LPS
- SBICDI Corporate Incubation Co., Ltd.

Deconsolidation - 2 entities were deconsolidated as a result of mergers

- SBI Securities Co., Ltd.
- SBI Technology Co., Ltd.

Deconsolidation - 6 entities were deconsolidated due to liquidation

- Softbank Content Fund
- SBI Partners Fund B Silent Partnership
- Davinci Silent Partnership
- Chagall Silent Partnership
- J Rep A Silent Partnership
- J Rep D Silent Partnership

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### Deconsolidation - 1 entity was deconsolidated due to loss of control

- SBI Nelva Co., Ltd.

(2) Name of major non-consolidated subsidiaries (small size entities):

- SBI Guarantee Co., Ltd.

- SBI Wellness Bank Co., Ltd.

(3) Name and number of entities not classified as subsidiaries despite the ownership of 50 percent or more of the voting power of the investees (venture capital investments):

- NARUMIYA INTERNATIONAL Co., Ltd. and 10 other entities.

### FOR THE YEAR ENDED 31 MARCH 2009

(1) Number of consolidated subsidiaries: 82

As compared with the year ended 31 March 2008, there were 17 additions to and 9 exclusions from the scope of consolidation.

### Additions - 11 entities were newly established or acquired

- SBI NEO TECHNOLOGY A Investment LPS

- SBI NEO TECHNOLOGY B Investment LPS

- SBI MEZZANINE FUND NO3 LIMITED PARTNERSHIP

- THE VIETNAM JAPAN FUND

- India Japan Fund

- SBI&Capital 22 Management Co. Ltd.

- SBI&Capital 22 Management Inc.

- SBI&Capital 22 JV Fund, L.P.

- SBI Financial Co., Ltd.

- SBI Land design Co., Ltd.

- Klimt Silent Partnership

### Additions - 6 entities were newly consolidated due to the Group's ability to exercise control

- SBI Liquidity Market Co., Ltd.

- SBI VEN HOLDINGS PTE.LTD.

- SS Venture Services Limited

- KNOWLEDGE INVESTMENTS (MAURITIUS) LIMITED

- SBI China Branding Co., Ltd.

- Alberich LLC

### Deconsolidated - 2 entities were deconsolidated as a result of mergers

- KABUSHIKISHINBUN, Inc.

- C4 Pasona Tech Management Services Inc.

### Deconsolidation - 5 entities were deconsolidated due to liquidation

- SOFTBANK INTERNET TECHNOLOGY FUND NO. 1

- SOFTBANK INTERNET TECHNOLOGY FUND NO. 2

- Venture Fund No.1

- J Rep L Silent Partnership

- Klimt Silent Partnership

### Deconsolidation - 1 entity was deconsolidated due to loss of control

- SBI Property Advisors Co., Ltd.

### Deconsolidation - 1 entity was deconsolidated due to disposal

- E\*TRADE Korea Co., Ltd.

(2) Name of major non-consolidated subsidiaries (small size entities):

- SBI Wellness Bank Co., Ltd.

- SBI VEN CAPITAL PTE. LTD.



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- (3) Name and number of entities not classified as subsidiaries despite the ownership of 50 percent or more of the voting power of the investees (venture capital investments):

- NARUMIYA INTERNATIONAL Co., Ltd. and 11 other entities.

**FOR THE YEAR ENDED 31 MARCH 2010**

- (1) Number of consolidated subsidiaries: 103

As compared with the year ended 31 March 2009, there were 33 additions to and 12 exclusion from the scope of consolidation.

Additions - 19 entities were newly established or acquired

- SBI transcience Co., Ltd.
- SBI Selective Target Investment LPS
- SBI Innovation Fund No.1
- Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership No.2
- SBI European Fund
- SBI Zhaoxin L.P. and 13 other entities

Additions - 11 entities were newly consolidated due to the Group's ability to exercise control

- SBI-HIKARI PE Co., Ltd.
- SHENTON STRUCTURED PROJECTS PTE. LTD.
- Elan SBI Capital Partners Fund Management Private Limited Company
- SBI Zhaoxin Advisor Limited
- SBI Servicer Co., Ltd.
- SBI Receipt Co., Ltd.
- SBI Business Support Corp.
- SBI Property Advisors Co., Ltd. and 3 other entities

Deconsolidation - 6 entities were deconsolidated as a result of mergers

- SBI Equal Credit Co., Ltd.
- Partners Investments Co., Ltd.
- SBI Land Design Co., Ltd.
- SBI Tech Co., Ltd. and 2 other entities

Deconsolidated - 1 entity was deconsolidated due to liquidation

- SBI CDI Corporate Incubation

Deconsolidation - 2 entities were deconsolidated due to loss of control

- SBI Global Seguros Holdings Limited and 1 other entity

Deconsolidation - 3 entities were deconsolidated due to disposal

- SBI AXA Life Insurance Co., Ltd.
- SBI Card Processing Co., Ltd.
- SBI Robo Corp.

Additions - 3 entities were reclassified from "Operational investment securities" to non-consolidated subsidiaries and reported as "Investment securities" due to the application of ASBJ Guidance No. 22 issued on 13 May 2008

- (2) Name of major non-consolidated subsidiaries (small size entities):

- SBI ALApromo Co., Ltd.
- SBI VEN CAPITAL PTE. LTD.
- Searchina Co., Ltd.

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- (3) Name and number of entities not classified as subsidiaries despite the ownership of 50 percent or more of the voting power of the investees (venture capital investments):
- NARUMIYA INTERNATIONAL Co., Ltd. and 13 other entities.

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2009 (unaudited)**

- (1) Number of consolidated subsidiaries: 98

**Additions - Names of major consolidated subsidiaries:**

- SBI Investment Co., Ltd.
- SBI Incubation Co., Ltd.
- SBI CAPITAL Co., Ltd.
- SBI Capital Solutions Co., Ltd.
- SBI Asset Management Co., Ltd.
- SBI VEN HOLDINGS PTE. LTD.
- SBI SECURITIES Co., Ltd.
- SBI Liquidity Market Co., Ltd.
- SBI VeriTrans Co., Ltd.
- Morningstar Japan K.K.
- Gomez Consulting Co., Ltd.
- SBI Lease Co., Ltd.
- SBI Marketing Co, Ltd.
- Autoc one K.K.
- SBI Insurance Co., Ltd.
- SBI AXA Life Insurance Co., Ltd.
- SBI Card Co., Ltd.
- SBI Mortgage Co., Ltd.
- SBI Life Living, Co., Ltd.
- CEM Corporation
- SBI Net Systems Co., Ltd.
- HOMEOSTYLE Inc.

As compared with the year ended 31 March 2009, there were 21 additions to and 5 exclusions from the scope of consolidation

**Additions - 11 entities were newly established or acquired**

- Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership No.2
- SBI European Fund
- SBI Zhaoxin L.P. and 8 other entities

**Additions - 7 entities were newly consolidated due to the Group's ability to exercise control**

- SBI-HIKARI PE Co., Ltd
- SHENTON STRUCTURED PROJECTS PTE. LTD.
- Elan SBI Capital Partners Fund Management Private Limited Company
- SBI Zhaoxin Advisor Limited
- SBI Property Advisors Co., Ltd. and 2 other entities

**Deconsolidation - 5 entities were deconsolidated as a result of mergers**

- Partners Investments Co., Ltd.
- SBI Land Design Co., Ltd.
- SBI Tech Co., Ltd. and 2 other entities

**Additions - 3 entities were reclassified from "Operational investment securities" to non-consolidated subsidiaries and reported as "Investment securities" due to the application of ASBJ Guidance No. 22 issued on 13 May 2008**

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- (2) Name of major non-consolidated subsidiaries (small size entities):
- SBI ALApromo Co., Ltd.
  - SBI VEN CAPITAL PTE. LTD.
- (3) Name and number of entities not classified as subsidiaries despite the ownership of 50 percent or more of the voting power of the investees (venture capital investments):
- NARUMIYA INTERNATIONAL Co., Ltd. and 10 other entities.

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

- (1). Number of consolidated subsidiaries: 101

**Names of major consolidated subsidiaries:**

- SBI Investment Co., Ltd.
- SBI Incubation Co., Ltd.
- SBI CAPITAL Co., Ltd.
- SBI Capital Solutions Co., Ltd.
- SBI Asset Management Co., Ltd.
- SBI VEN HOLDINGS PTE. LTD.
- SBI SECURITIES Co., Ltd.
- SBI Liquidity Market Co., Ltd.
- SBI VeriTrans Co., Ltd.
- Morningstar Japan K.K.
- Gomez Consulting Co., Ltd.
- SBI Lease Co., Ltd.
- SBI Servicer Co., Ltd.
- SBI Marketing Co, Ltd.
- SBI Business Support Co, Ltd.
- Autoc one K.K.
- SBI Insurance Co., Ltd.
- SBI Card Co., Ltd.
- SBI Mortgage Co., Ltd.
- SBI Life Living, Co., Ltd.
- CEM Corporation
- SBI Net Systems Co., Ltd.
- HOMEOSTYLE Inc.

As compared with the year ended 31 March 2010, there were 3 additions to and 5 exclusions from the scope of consolidation.

**Additions - 3 entities were newly established or acquired**

- SBI Global Investment Co., Ltd.
- G-One Credit Service Co., Ltd. changed its company name to SBI Credit Co., Ltd. on 1 October 2010 and other entity.

**Deconsolidation - 2 entities were deconsolidated as a result of mergers**

- SBI Futures Co., Ltd.
- E\*GOLF Corporation

**Deconsolidation - 2 entities were deconsolidated due to liquidation**

- SBI Incubation Advisory Co., Ltd. and 1 other entity

**Deconsolidation - 1 entity was deconsolidated from the scope of consolidation due to the adoption of the specific exemption for the small size entities.**

- (2) Name of major non-consolidated subsidiaries (small size entities):
- SBI ALApromo Co., Ltd.
  - SBI VEN CAPITAL PTE. LTD.
  - Searchina Co., Ltd.

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- (3) Name and number of entities not classified as subsidiaries despite the ownership of 50 percent or more of the voting power of the investees (venture capital investments):
- NARUMIYA INTERNATIONAL Co., Ltd. and 13 other entities.

**XXI. INFORMATION FOR THE SCOPE OF EQUITY METHOD APPLICATION****FOR THE YEAR ENDED 31 MARCH 2008**

- (1) Number of non-consolidated subsidiaries subject to equity method: 1

Name of the entity:

- SBI Japannext Co., Ltd.

- (2) Number of affiliates accounted for using equity method: 7

Name of major entities:

- SBI Sumishin Net Bank, Ltd. (formerly known as SBI Sumishin Net Bank Research Foundation)
- ZEPHYR CO., LTD.
- SOLXYZ Co., Ltd.

- (3) Name of major non-consolidated subsidiaries and affiliates that are not accounted for using the equity method (small size entities):

- SBI Guarantee Co., Ltd.
- SBI Wellness Bank Co., Ltd.
- NEW HORIZON PARTNERS LTD.

- (4) Name of entities not classified as affiliates despite the ownership of 20 percent or more of the voting power but below 50 percent (venture capital investments):

- Venture Revitalize Investment, Inc. VSN, INC. and 35 other entities

**FOR THE YEAR ENDED 31 MARCH 2009**

- (1) Number of unconsolidated subsidiaries subject to equity method: 1

Name of the entity:

- SBI Japannext Co., Ltd.

- (2) Number of affiliates accounted for using equity method: 7

Name of major entities:

- SBI Sumishin Net Bank, Ltd.
- SOLXYZ Co., Ltd.
- Broadmedia Corporation

As compared with the year ended 31 March 2008, there were 2 additions to and 2 exclusions from the scope of application of equity method. Broadmedia Corporation was included as it became an affiliate due to additional acquisition of the entity's stocks; whilst the Group sold all its stocks of ZEPHYR CO., LTD., and accordingly, it was no longer an affiliate of the Group.

- (3) Name of major non-consolidated subsidiaries and affiliates that are not accounted for using the equity method (small size entities):

- SBI Wellness Bank Co., Ltd.
- SBI VEN CAPITAL PTE. LTD.
- NEW HORIZON PARTNERS LTD.

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- (4) Name of entities not classified as affiliates despite the ownership of 20 percent or more of the voting power but below 50 percent (venture capital investments):
- Venture Revitalize Investment, Inc.
  - VSN, INC. and 38 other entities

**FOR THE YEAR ENDED 31 MARCH 2010**

- (1) Number of non-consolidated subsidiaries subject to equity method: 1

Name of the entity:

- SBI Japannext Co., Ltd.

- (2) Number of affiliates accounted for using equity method: 5

Name of major entities:

- SBI Sumishin Net Bank, Ltd.
- SOLXYZ Co., Ltd.

As compared with the year ended 31 March 2009, there were 2 exclusions from the scope of application of equity method, such as Broadmedia Corporation which was no longer an affiliate due to the decrease in voting power after selling off its stocks.

- (3) Name of major non-consolidated subsidiaries and affiliates that are not accounted for using equity method (small size entities):

- SBI ALApromo Co., Ltd.
- SBI VEN CAPITAL PTE. LTD.
- NEW HORIZON PARTNERS LTD.

- (4) Name of entities not classified as affiliates despite the ownership of 20 percent or more of the voting power of the investee but below 50 percent (venture capital investment):

- Venture Revitalize Investment, Inc.
- VSN, INC. and 44 other entities

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2009 (unaudited)**

- (1) Number of unconsolidated subsidiaries subject to equity method: 1

Name of the entity:

- SBI Japannext Co., Ltd.

- (2) Number of affiliates accounted for using equity method: 7

Name of major entities:

- SBI Sumishin Net Bank, Ltd.
- SOLXYZ Co., Ltd.
- Broadmedia Corporation

- (3) Name of major non-consolidated subsidiaries and affiliates that are not accounted for using equity method (small size entities):

- SBI ALApromo Co., Ltd.
- SBI VEN CAPITAL PTE. LTD.
- NEW HORIZON PARTNERS LTD.

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- (4) Name of entities not classified as affiliates despite the ownership of 20 percent or more of the voting power of the investee but below 50 percent (venture capital investments):

- Venture Revitalize Investment, Inc.
- VSN, INC. and 44 other entities

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

- (1) Number of non-consolidated subsidiaries subject to equity method: 1

Name of the entity:

- SBI Japannext Co., Ltd.

- (2) Number of affiliates accounted for using equity method: 7

Name of major entities:

- SBI Sumishin Net Bank, Ltd.
- SOLXYZ Co., Ltd.
- TIEN PHONG COMMERCIAL JOINT STOCK BANK
- PHNOM PENH COMMERCIAL BANK
- KOREA TECHNOLOGY INVESTMENT CORPORATION

As compared with the year ended 31 March 2010, there were 3 additions to and 1 exclusion from the scope of affiliates accounted for using equity method.

3 additions due to the increased influence

- TIEN PHONG COMMERCIAL JOINT STOCK BANK
- PHNOM PENH COMMERCIAL BANK
- KOREA TECHNOLOGY INVESTMENT CORPORATION

1 exclusion due to the decrease in voting power after selling off its stocks

- Tozai Asset Management Co., Ltd.

- (3) Name of major non-consolidated subsidiaries and affiliates that are not accounted for using equity method (small size entities):

Name of major entities:

- SBI ALApromo Co., Ltd.
- SBI VEN CAPITAL PTE. LTD.
- NEW HORIZON PARTNERS LTD.

- (4) Name of entities not classified as affiliates despite the ownership of 20 percent or more of the voting power of the investee but below 50 percent (venture capital investments):

- Venture Revitalize Investment, Inc.
- VSN, INC. and 48 other entities

**XXII INFORMATION FOR DIFFERENT BALANCE SHEET DATE OF CONSOLIDATED SUBSIDIARIES**

**FOR THE YEAR ENDED 31 MARCH 2008**

Consolidated subsidiaries whose balance sheet dates differ from that of reporting entity are as follows:

Consolidated subsidiaries whose balance sheet date is 31 December

- SBI Investment Co., Ltd.
- e-Research Inc.
- SBI Incubation Co., Ltd.
- SOFTTREND Capital Corp
- SBI CAPITAL Co., Ltd.
- SBI KOREA HOLDINGS CO., LTD.
- Partners Investments Co., Ltd.
- SBI Fund Management Company S.A.
- SBI MACAU HOLDINGS LIMITED
- SBI HAWAII PROPERTY ONE, INC.
- SBI BB Mobile Limited Liability Investment Partnership
- SBI & TH Venture Capital Enterprise
- SBI & TH (Beijing) Venture Capital Management Co., Ltd.
- SBI Biotech Co., Ltd.
- TradeWin Co., Ltd.
- SBI Card Processing Co., Ltd.
- LIVING Corporation, Inc.

Consolidated subsidiaries whose balance sheet date is 30 November

- SBI Value Up Fund No.1 Limited Partnership
- Biovision Life Science Fund No.1
- SBI Bio Life Science Investment LPS
- SBI LIFE SCIENCE TECHNOLOGY INVESTMENT LPS
- SBI LIFE SCIENCE TECHNOLOGY NO. 2 INVESTMENT LPS

Consolidated subsidiaries whose balance sheet date is 30 September

- Softbank Internet Fund
- Venture Fund No.1
- J Rep L Silent Partnership

Consolidated subsidiaries whose balance sheet date is 31 August

- SBI BROADBAND CAPITAL Co., Ltd.
- SBI Real Incubation No.1 Limited Liability Investment Partnership

Consolidated subsidiaries whose balance sheet date is 30 June

- E\*GOLF Corporation
- E-Golf Service Corporation
- Golf Zanmai Co., Ltd. HOMEOSTYLE Inc.
- SOFTBANK INTERNET TECHNOLOGY FUND No.1
- SOFTBANK INTERNET TECHNOLOGY FUND No.2
- SBI BROADBAND FUND No. 1 LIMITED PARTNERSHIP

Consolidated subsidiaries whose balance sheet date is 31 January

- SBI Mezzanine Fund No.1
- SBI Mezzanine Fund No.2 Limited Partnership
- Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership

Consolidated financial statements are prepared using the financial information of these companies prepared for the purpose of consolidation as at the balance sheet date of the Group.



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**APPENDIX I****ACCOUNTANTS' REPORT**

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**FOR THE YEAR ENDED 31 MARCH 2009**

Consolidated subsidiaries whose balance sheet dates differ from that of reporting entity were as follows:

Consolidated subsidiaries whose balance sheet date is 31 December

- SBI Investment Co., Ltd.
- e-Research Inc.
- SBI Incubation Co., Ltd.
- SOFT TREND CAPITAL Corp.
- SBI CAPITAL Co., Ltd.
- SBI KOREA HOLDINGS CO., LTD.
- Partners Investments Co., Ltd.
- SBI Fund Management Company S.A.
- SBI MACAU HOLDINGS LIMITED
- SBI HAWAII PROPERTY ONE, INC.
- SBI BB Mobile Limited Liability Investment Partnership
- SBI & TH Venture Capital Enterprise
- SBI & TH (Beijing) Venture Capital Management Co., Ltd.
- SBI Biotech Co., Ltd.
- TradeWin Co., Ltd.
- SBI NEO TECHNOLOGY A Investment LPS
- SBI NEO TECHNOLOGY B Investment LPS
- SBI VEN HOLDINGS PTE.LTD.
- SBI & Capital 22 Management Co. Ltd.
- SBI & Capital 22 Management Inc.
- SBI & Capital 22 JV Fund, L.P.

Consolidated subsidiaries whose balance sheet date is 30 November

- SBI Value Up Fund No.1 Limited Partnership
- Biovision Life Science Fund No.1
- SBI Bio Life Science Investment LPS.
- SBI LIFE SCIENCE TECHNOLOGY INVESTMENT LPS
- SBI LIFE SCIENCE TECHNOLOGY NO. 2 INVESTMENT LPS

Consolidated subsidiaries whose balance sheet date is 30 September

- Softbank Internet Fund
- J Rep L Silent Partnership
- THE VIETNAM JAPAN FUND
- KNOWLEDGE INVESTMENTS (MAURITIUS) LIMITED

Consolidated subsidiaries whose balance sheet date is 31 August

- SBI BROADBAND CAPITAL Co., Ltd.
- SBI Real Incubation No.1 Limited Liability Investment Partnership

Consolidated subsidiaries whose balance sheet date is 30 June

- E\*GOLF Corporation
- E-Golf Service Corporation
- Golf Zanmai Co., Ltd.
- HOMEOSTYLE Inc.
- SBI BROADBAND FUND NO. 1 LIMITED PARTNERSHIP

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**APPENDIX I****ACCOUNTANTS' REPORT**

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Consolidated subsidiaries whose balance sheet date is 31 January

- SBI Mezzanine Fund No.1
- SBI Mezzanine Fund No.2 Limited Partnership
- SBI Mezzanine Fund No.3 Limited Partnership
- Metropolitan Enterprise Revitalization Fund, Limited Liability Investment Partnership
- Alberich LLC

Consolidated financial statements are prepared using the financial information of these companies prepared for the purpose of consolidation as at the balance sheet date of the Group.

**FOR THE YEAR ENDED 31 MARCH 2010**

Consolidated subsidiaries whose balance sheet dates differ from that of reporting entity were as follows:

Consolidated subsidiaries whose balance sheet date is 31 December

- SBI Investment Co., Ltd. and 37 other entities

Consolidated subsidiaries whose balance sheet date is 30 November

- SBI Value Up Fund No.1 Limited Partnership and 4 other entities

Consolidated subsidiaries whose balance sheet date is 30 September

- Softbank Internet Fund and 3 other entities

Consolidated subsidiaries whose balance sheet date is 31 August

- SBI BROADBAND CAPITAL Co., Ltd. and 1 entity

Consolidated subsidiaries whose balance sheet date is 30 June

- E\*GOLF Corporation and 2 other entities

Consolidated subsidiaries whose balance sheet date is 31 January

- SBI Mezzanine Fund No.1 and 6 other entities

Consolidated financial statements are prepared using the financial information of these companies prepared for the purpose of consolidation as at the balance sheet date of the Group.

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2009 (unaudited)**

Consolidated subsidiaries whose interim balance sheet dates differ from that of reporting entity are as follows:

Consolidated subsidiaries whose interim balance sheet date is 30 June

- SBI Investment Co., Ltd. and 35 other entities

Consolidated subsidiaries whose interim balance sheet date is 31 May

- SBI Value Up Fund No.1 Limited Partnership and 4 other entities

Consolidated subsidiaries whose interim balance sheet date is 31 March

- Softbank Internet Fund and 2 other entities

Consolidated subsidiaries whose interim balance sheet date is 28 February

- SBI BROADBAND CAPITAL Co., Ltd. and 1 entity

Consolidated subsidiaries whose interim balance sheet date is 31 December

- E\*GOLF Corporation and 2 other entities

Consolidated subsidiaries whose interim balance sheet date is 31 July

- SBI Mezzanine Fund No.1 and 6 other entities

Consolidated financial statements are prepared using the financial information of these companies prepared for the purpose of consolidation as at the balance sheet date of the Group.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

Consolidated subsidiaries whose interim balance sheet dates differ from that of reporting entity are as follows:

Consolidated subsidiaries whose interim balance sheet date is 30 June

- SBI Investment Co., Ltd. and 38 other entities.

Consolidated subsidiaries whose interim balance sheet date is 31 May

- SBI Value Up Fund No.1 Limited Partnership and 4 other entities

Consolidated subsidiaries whose interim balance sheet date is 31 March

- Softbank Internet Fund and 2 other entities

Consolidated subsidiaries whose interim balance sheet date is 28 February

- SBI BROADBAND CAPITAL Co., Ltd. and 1 entity

Consolidated subsidiaries whose interim balance sheet date is 31 December

- SBI Broadband No.1 Limited Partnership and 1 entity

Consolidated subsidiaries whose interim balance sheet date is 31 July

- SBI Mezzanine Fund No.1 and 5 other entities

Financial Information is prepared using the financial information of these companies prepared for the purpose of consolidation as at the balance sheet date of the Group.

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**ACCOUNTANTS' REPORT**

**XXIII. CONSOLIDATED SUPPLEMENTARY SCHEDULES**

**FOR THE YEAR ENDED 31 MARCH 2008**

**1. Supplementary schedules of bonds**

<b>Company name</b>	<b>Description</b>	<b>Issuance date</b>	<b>Balance as at prior year end (millions of Yen)</b>	<b>Balance as at current year end (millions of Yen)</b>	<b>Interest rate (%)</b>	<b>Collateral</b>	<b>Redemption date</b>
SBI Holdings, Inc.	2008 zero coupon unsecured Japanese Yen convertible bonds with warrants	25 November 2003	5,940	5,940	—	None	25 November 2008
SBI Holdings, Inc.	2009 zero coupon unsecured Japanese Yen convertible bonds with warrants	8 April 2004	12,770	12,770	—	None	8 April 2009
SBI Holdings, Inc.	Finance All No. 1 Unsecured bond	29 March 2005	1,400	—	2.00	None	28 March 2008
SBI Holdings, Inc.	SBI Holdings, Inc No. 2 Unsecured bond	11 October 2005	8,000	8,000	1.23	None	29 September 2008
SBI Holdings, Inc.	SBI Holdings, Inc No. 3 Unsecured bond	25 September 2006	30,000	30,000	2.08	None	25 September 2009
SBI Holdings, Inc.	SBI Holdings, Inc No.1 Unsecured bond	13 September 2005	42,000	42,000	1.23	None	29 September 2008
SBI E*TRADE SECURITIES Co., Ltd.	SBI E*TRADE SECURITIES Co., Ltd. No.1 Unsecured bond	10 March 2006	50,000	50,000	1.24	None	10 March 2009
CEM Corporation	CEM Corporation No. 1 bond	10 November 2005	300	300	0.91	Secured	10 November 2008
CEM Corporation	CEM Corporation No. 2 bond	10 July 2007	—	300	1.70	Secured	9 July 2010
C4 Technology, Inc.	C4 Technology No.3 Unsecured bond	10 June 2003	—	20	0.29	None	10 June 2008
C4 Technology, Inc.	C4 Technology No. 4 Unsecured bond	31 July 2003	—	200	0.72	None	31 July 2008
C4 Technology, Inc.	C4 Technology No. 2 Unsecured convertible bonds with warrants	22 September 2005	—	500	—	None	22 September 2009
Total			150,410 (1,400)	150,030 (106,460)			

Notes:

(1) Amounts in brackets represent redemption amount within one year from balance sheet date.

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**ACCOUNTANTS' REPORT**

(2) Table below presents details of convertible bonds:

	<b>Japanese Yen Convertible bond (Due; 2008)</b>	<b>Japanese Yen convertible bond with stock acquisition rights (Due; 2009)</b>	<b>C4 Technology No.2 Unsecured convertible bonds with warrants</b>
Stock . . . . .	Common shares	Same as left	Common shares of C4 technology, Inc.
Issue value (Yen) . . . . .	No Consideration	Same as left	Same as left
Issue price (Yen) . . . . .	38,486.10	39,438.50	85,393
Total issuance amount (millions of Yen) . . . . .	13,000	20,000	500
Value of stock upon exercise (millions of Yen) . . . . .	7,060	7,230	—
Convertibility (%) . . . . .	100	100	100
Exercisable period of stock options . . . . .	From 26 November 2003 to 17 November 2008	From 22 April 2004 to 18 March 2009	From 26 September 2005 to 21 September 2009
Term on substantial payment . . . . .	Upon exercising stock option, the relevant bonds are converted to stock based on issuance price of the bonds	Same as on the left	Upon exercising stock option under former Commercial code article 341-3 (1).7 and 8, it is assumed that the option holders exercise conversion to stock, rather than early redemption

(3) Annual maturities of bonds as at 31 March 2008 for the next five years and thereafter are as follows:

<b>Within 1 year (millions of Yen)</b>	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>
106,460	43,270	300	—	—

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**ACCOUNTANTS' REPORT**

**2. Supplementary schedules of loans and others**

Description	Balance as at prior year end (millions of Yen)	Balance as at current year end (millions of Yen)	Average interest rate (%)	Repayment date
Short-term borrowing . . . . .	56,141	53,831	2.66	—
Current portion of long-term borrowings . . . . .	23,772	6,282	2.44	—
Current portion of lease obligation .	—	—	—	—
Long-term borrowings (excluding current-portion) . . . . .	10,592	33,578	1.43	From 30 April 2009 to 30 March 2012
Lease obligation (excluding current-portion) . . . . .	—	—	—	—
Other interest bearing debt				
Borrowings on margin transactions . . . . .	231,210	81,583	1.10	—
Total . . . . .	<u>321,717</u>	<u>175,277</u>		

Notes:

- (1) Average interest rates were calculated using the weighted-average interest rate based on year-end borrowing balances.
- (2) Annual maturities of long-term borrowings within 5 years, based on contractual terms, are as follows:

	1 to 2 years (millions of Yen)	2 to 3 years (millions of Yen)	3 to 4 years (millions of Yen)	4 to 5 years (millions of Yen)
Long-term borrowings . . . . .	21,062	11,946	570	—

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**ACCOUNTANTS' REPORT**

**FOR THE YEAR ENDED 31 MARCH 2009**

**1. Supplementary schedules of bonds**

<b>Company name</b>	<b>Description</b>	<b>Issuance date</b>	<b>Balance at prior year end (millions of Yen)</b>	<b>Balance at current year end (millions of Yen)</b>	<b>Interest rate (%)</b>	<b>Collateral</b>	<b>Redemption date</b>
SBI Holdings, Inc.	2008 Zero coupon unsecured Japanese yen convertible bonds with warrants	25 November 2003	5,940	—	—	None	25 November 2008
SBI Holdings, Inc.	2009 Zero coupon unsecured Japanese yen convertible bonds with warrants (Note 2)	8 April 2004	12,770	11,480 (11,480)	—	None	8 April 2009
SBI Holdings, Inc.	No.2 Unsecured bond	11 October 2005	8,000	—	1.23	None	29 September 2008
SBI Holdings, Inc.	No.3 Unsecured bond	25 September 2006	30,000	30,000 (30,000)	2.08	None	25 September 2009
SBI Holdings, Inc.	No.1 Unsecured bond	13 September 2005	42,000	—	1.23	None	29 September 2008
SBI SECURITIES Co., Ltd.	No.1 Unsecured bond	10 March 2006	50,000	—	1.24	None	10 March 2009
CEM Corporation	No.1 Straight bond	10 November 2005	300	—	0.91	Secured	10 November 2009
CEM Corporation	No.2 Straight bond	10 July 2007	300	300	1.70	Secured	9 July 2010
SBI Net Systems Co., Ltd.	No.3 Unsecured bond	10 June 2003	20	—	0.29	None	10 June 2008
SBI Net Systems Co., Ltd.	No.4 Unsecured bond	31 July 2003	200	—	0.72	None	31 July 2008
SBI Net Systems Co., Ltd.	No2 unsecured convertible bonds with warrants	22 September 2005	500	—	—	None	—
<b>Total</b>			<b>150,030 (106,460)</b>	<b>41,780 (41,480)</b>			

Notes:

- (1) Amounts in brackets represent redemption amount within one year from balance sheet date.
- (2) The warrants of the 2009 Zero coupon unsecured Japanese Yen convertible bonds with warrants were due on 18 March 2009. All the unexercised warrants expired due to expiration of the term. The balance of the convertible bond was recorded as current-portion of bonds on the consolidated balance sheets.
- (3) Annual maturities of bonds as at 31 March 2009 for the next five years and thereafter were as follows:

<b>Within one year (millions of Yen)</b>	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>
41,480	300	—	—	—



**APPENDIX I**

**ACCOUNTANTS' REPORT**

**2. Supplementary schedules of loans and others**

Description	Balance as at prior year end (millions of Yen)	Balance as at current year end (millions of Yen)	Average interest rate (%)	Repayment date
Short-term loans payable . . .	53,831	54,658	1.62	—
Current portion of long-term borrowings . . . . .	6,282	21,553	1.34	—
Current portion of lease obligation . . . . .	—	1,455	—	—
Long-term loans payable (excluding current-portion) . . . . .	33,578	13,283	1.33	20 May 2010 to 29 February 2016
Lease obligation (excluding current-portion) . . . . .	—	7,237	—	1 August 2010 to 30 April 2016
Other interest bearing debt Borrowings on margin transactions . . . . .	<u>81,583</u>	<u>56,726</u>	<u>0.96</u>	—
<b>Total . . . . .</b>	<b><u>175,277</u></b>	<b><u>154,914</u></b>		

Notes:

- (1) Average interest rates were calculated using the weighted-average interest rate based on year-end borrowing balances.
- (2) Average interest rate on lease obligation is not stated since the part of lease obligation on balance sheet includes interest portions of minimum payments of lease terms.
- (3) Annual maturities of long-term loans payable and lease obligation, excluding current-portion, as at 31 March 2009 for the next five years are as follows:

	1 to 2 years (millions of Yen)	2 to 3 years (millions of Yen)	3 to 4 years (millions of Yen)	4 to 5 years (millions of Yen)
Long-term loans payable . . .	12,218	709	139	139
Lease obligation . . . . .	1,637	1,276	1,163	1,231

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## ACCOUNTANTS' REPORT

### FOR THE YEAR ENDED 31 MARCH 2010

#### 1. Supplementary schedules of bonds

Company name	Description	Issuance date	Balance as at prior year end (millions of Yen)	Balance as at current year end (millions of Yen)	Interest rate(%)	Collateral	Redemption date
SBI Holdings, Inc.	2009 Zero coupon unsecured Japanese yen convertible bonds with warrants (Note 2)	8 April 2004	11,480	—	—	None	8 April 2009
SBI Holdings, Inc.	No.3 Unsecured bond	25 September 2006	30,000	—	2.08	None	25 September 2009
SBI Holdings, Inc.	Japanese yen Straight bond (Note 3)	April 2009 to March 2010	—	110,000 (110,000)	1.84 ~1.96	None	April 2010 to March 2011
CEM Corporation	No.2 Straight bond	10 July 2007	300	300 (300)	1.70	Secured	9 July 2010
e-Research Inc.	No. 13 Unsecured straight bond	31 March 2010	—	2,300 (2,300)	2.30	None	30 September 2010
Total			41,780	112,600 (112,600)			

Notes:

- (1) Amounts in brackets represent redemption amount within one year from balance sheet date.
- (2) The warrants of the 2009 Zero coupon unsecured Japanese yen convertible bonds with warrants were due on 18 March 2009. All the unexercised warrants expired due to expiration of the term. The balance of the convertible bond was recorded as current-portion of corporate bond on the consolidated balance sheets as at the year ended 31 March 2009.
- (3) Total amounts of straight bond in Japanese Yen issued based on Euro medium term note program are stated above.
- (4) Annual maturities of long-term loans payable as at 31 March 2010 for the next five years are as follows:

Within one year (millions of Yen)	1 to 2 years (millions of Yen)	2 to 3 years (millions of Yen)	3 to 4 years (millions of Yen)	4 to 5 years (millions of Yen)
112,600	—	—	—	—

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**ACCOUNTANTS' REPORT**

**2. Supplementary schedules of loans and others**

Description	Balance as at prior year end (millions of Yen)	Balance as at current year end (millions of Yen)	Average interest rate (%)	Repayment date
Short-term loans payable . . .	54,658	55,614	1.67	—
Current portion of long-term loans payable . . . . .	21,553	13,368	1.19	—
Current portion of lease obligation . . . . .	1,455	2,405	—	—
Long-term loans payable (excluding current-portion) . . . . .	13,283	27,620	1.42	December 2011 to January 2033
Lease obligation (excluding current-portion) . . . . .	7,237	8,324	—	May 2011 to April 2016
Other interest bearing debt . .				
Borrowings on margin transactions . . . . .	<u>56,726</u>	<u>48,813</u>	<u>0.95</u>	—
Total . . . . .	<u>154,914</u>	<u>156,145</u>		

Notes:

- (1) Average interest rates were calculated using the weighted-average interest rate based on year-end borrowing balances.
- (2) Average interest rate on lease obligation is not stated since the part of lease obligation on balance sheet includes interest portion minimum payments of lease terms.
- (3) Annual maturities of long-term borrowings and lease obligation, excluding current-portion, as at 31 March 2010 for the next five years are as follows:

	1 to 2 years (millions of Yen)	2 to 3 years (millions of Yen)	3 to 4 years (millions of Yen)	4 to 5 years (millions of Yen)
Long-term borrowings . . . . .	10,066	16,494	100	—
Lease obligation . . . . .	2,054	1,945	1,929	1,572

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## ACCOUNTANTS' REPORT

### FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010

#### 1. Supplementary schedules of bonds

Company name	Description	Issuance date	Balance as at prior period end (millions of Yen)	Balance as at current period end (millions of Yen)	Interest rate (%)	Collateral	Redemption date
SBI Holdings, Inc.	Japanese yen Straight bond (Note 2)	April 2009~ September 2010	110,000	110,000 (110,000)	1.84~1.96	None	April 2010~ September 2011
CEM Corporation	No.2 Straight bond	10 July 2007	300	—	1.70	Secured	9 July 2010
e-Research Inc.	No. 13 Unsecured straight bond	31 March 2010	2,300	—	2.30	None	30 September 2010
e-Research Inc.	No. 16 Unsecured straight bond	30 September 2010	—	1,500 (1,500)	2.30	None	30 November 2010
Total	—	—	112,600	111,500 (111,500)	—	—	—

Notes:

- Amounts in brackets represent redemption amount within one year from balance sheet date.
- Total amounts of straight bond in Japanese Yen issued based on Euro medium term note program are stated above.
- Annual maturities of bonds as at 30 September 2010 for the next five years are as follows:

Within one year (millions of Yen)	1 to 2 years (millions of Yen)	2 to 3 years (millions of Yen)	3 to 4 years (millions of Yen)	4 to 5 years (millions of Yen)
111,500	—	—	—	—

#### 2. Supplementary schedules of loans and others

Description	Balance as at prior period end (millions of Yen)	Balance as at current period end (millions of Yen)	Average interest rate (%)	Repayment date
Short-term loans payable . . .	55,614	56,057	1.54	—
Current portion of long-term loans payable . . . . .	13,368	13,885	1.17	—
Current portion of lease obligation . . . . .	2,405	2,406	—	—
Long-term loans payable (excluding current-portion) . . . . .	27,620	35,274	1.35	December 2011~January 2033
Lease obligation (excluding current-portion) . . . . .	8,324	7,401	—	April 2012~ May 2016
Other interest bearing debt				
Borrowings on margin transactions . . . . .	48,813	52,857	0.95	—
Total . . . . .	<u>156,145</u>	<u>167,883</u>		

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**APPENDIX I****ACCOUNTANTS' REPORT**

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Notes:

1. Average interest rates were calculated using the weighted-average interest rate based on year-end borrowing balances.
2. Average interest rate on lease obligation is not stated since lease obligation on balance sheet excludes total minimum payments of lease terms.
3. Annual maturities of long-term loans payable and lease obligation, excluding current-portion, as at 30 September 2010 for the next five years are as follows:

	<b>1 to 2 years (millions of Yen)</b>	<b>2 to 3 years (millions of Yen)</b>	<b>3 to 4 years (millions of Yen)</b>	<b>4 to 5 years (millions of Yen)</b>
Long-term loans payable . . . .	10,720	16,852	483	6,606
Lease obligation . . . . .	1,991	1,953	1,937	1,230

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## ACCOUNTANTS' REPORT

### A.2 FINANCIAL INFORMATION FOR THE COMPANY

(Amounts in millions of Japanese Yen, and are rounded down to the nearest million except for per share information, unless otherwise stated)

#### BALANCE SHEETS

	Notes	As at 31 March			As at 30 September
		2008	2009	2010	2010
<b>Assets</b>					
<b>Current assets</b>					
Cash and deposits . . . . .		11,807	6,781	16,649	15,688
Accounts receivable-trade . . . . .		1,173	1,412	1,109	983
Accounts receivable-others . . . . .		350	2,455	3,395	373
Real estate for sale . . . . .		3,858	9,017	6,440	6,302
Real estate for sales in progress . . . . .		9,734	10,859	6,744	6,276
Operational investment securities . . . . .	V.2	57,685	38,327	31,177	33,563
Allowance for investment losses . . . . .		(18)	(88)	(2,865)	(248)
Operational investment securities, net . . . . .		57,667	38,239	28,312	33,314
Short-term investment securities . . . . .	V.3	—	74,269	50	11,000
Prepaid expenses . . . . .		188	74	113	302
Operational loans receivable . . . . .		997	1,032	3,078	957
Short-term loans receivable . . . . .	V.3	21,678	24,952	65,105	53,706
Deferred tax assets . . . . .		—	3,176	3,016	2,265
Others . . . . .		1,644	5,026	2,443	1,630
Allowances for doubtful accounts . . . . .		(151)	(1,258)	(1,263)	(1,263)
Total current assets . . . . .		108,950	176,040	135,195	131,537
<b>Non-current assets</b>					
<b>Property and equipment</b>					
Buildings . . . . .		377	399	4,172	4,300
Accumulated depreciation . . . . .		(107)	(150)	(186)	(303)
Buildings, net . . . . .		270	248	3,985	3,996
Furniture and fixtures . . . . .		1,062	1,256	1,290	1,362
Accumulated depreciation . . . . .		(570)	(798)	(980)	(1,045)
Furniture and fixtures, net . . . . .		492	458	309	316
Vehicles . . . . .		17	20	20	20
Accumulated depreciation . . . . .		(5)	(9)	(14)	(15)
Vehicles, net . . . . .		11	10	5	4
Land . . . . .		—	—	2,533	2,533
Construction in progress . . . . .		—	45	69	19
Total property and equipment . . . . .		774	762	6,903	6,870
<b>Intangible assets</b>					
Patents . . . . .		11	10	9	8
Trademark . . . . .		27	28	25	23
Software . . . . .		936	1,056	819	854
Telephone rights . . . . .		5	5	5	5
Total intangible assets . . . . .		980	1,100	859	891

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**ACCOUNTANTS' REPORT**

	Notes	As at 31 March			As at 30 September
		2008	2009	2010	2010
<b>Investments and other assets</b>					
Stocks of subsidiaries and affiliates . . . . .	V.5	124,274	289,785	297,872	308,201
Allowance for investment losses. . . . .		(3,316)	(3,616)	(4,116)	(1,464)
Stocks of subsidiaries and affiliates - net. . . . .		<u>120,957</u>	<u>286,169</u>	<u>293,755</u>	<u>306,736</u>
Bonds of subsidiaries and affiliates. . . . .		2,223	—	—	—
Allowance for investment losses. . . . .		(360)	—	—	—
Bonds of subsidiaries and affiliates - net. . . . .		<u>1,862</u>	<u>—</u>	<u>—</u>	<u>—</u>
<b>Investments in other securities of subsidiaries and affiliates . . . . .</b>					
Investment securities. . . . .	V.5	39,700	36,447	49,684	49,532
Investments in subsidiaries and affiliates other than equity securities . . . . .		48	41	41	41
Advances to subsidiaries and affiliates . . . . .		—	—	450	—
Long-term loans receivable from employees . . . . .		—	686	—	615
Long-term prepaid expenses . . . . .		14	18	24	218
Lease and guarantee deposits . . . . .		1,640	1,644	1,619	1,626
Deferred tax assets, non-current . . . . .		8,964	6,904	7,010	11,010
<b>Total investments and other assets . . . . .</b>		<u>180,287</u>	<u>335,898</u>	<u>357,617</u>	<u>374,155</u>
<b>Total non-current assets . . . . .</b>		<u>182,042</u>	<u>337,761</u>	<u>365,379</u>	<u>381,918</u>
<b>Deferred charges</b>					
Stock issuance cost . . . . .		0	—	—	186
Bond issuance cost. . . . .		62	20	421	343
<b>Total deferred charges. . . . .</b>		<u>63</u>	<u>20</u>	<u>421</u>	<u>529</u>
<b>Total assets . . . . .</b>		<u>291,055</u>	<u>513,822</u>	<u>500,996</u>	<u>513,986</u>
<b>Liabilities</b>					
<b>Current liabilities</b>					
Short-term loans payable. . . . .	V.3 & 5	18,500	184,700	103,768	90,768
Current portion of bonds payable . . . . .		50,000	41,480	110,000	110,000
Current portion of bonds payable with warrants . . . . .		5,940	—	—	—
Accounts payable . . . . .		795	2,581	822	554
Accrued expenses. . . . .		253	102	416	351
Accrued income taxes. . . . .		1,138	—	—	33
Advances received . . . . .		0	1	—	—
Deposits received . . . . .		268	422	89	219
Deferred tax liabilities . . . . .		8,324	—	—	—
Others . . . . .		0	5	71	7
<b>Total current liabilities . . . . .</b>		<u>85,221</u>	<u>229,293</u>	<u>215,168</u>	<u>201,934</u>



**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Notes	As at 31 March			As at 30 September
		2008	2009	2010	2010
<b>Non-current liabilities</b>					
Bonds payable . . . . .		30,000	—	—	—
Bonds payable with warrants . . . . .		12,770	—	—	—
Asset retirement obligation . . . . .		—	—	—	112
Others . . . . .		1,666	2,013	3,855	4,313
Total non-current liabilities . . . . .		<u>44,436</u>	<u>2,013</u>	<u>3,855</u>	<u>4,426</u>
Total liabilities . . . . .		<u>129,658</u>	<u>231,306</u>	<u>219,023</u>	<u>206,360</u>
<b>Net assets</b>					
<b>Shareholders' equity</b>					
Capital stock . . . . .		55,157	55,214	55,284	73,226
Capital surplus . . . . .					
Legal capital surplus . . . . .		15,313	96,694	96,764	114,706
Other capital surplus . . . . .		80,414	101,292	101,180	101,179
Total capital surplus . . . . .		<u>95,727</u>	<u>197,987</u>	<u>197,944</u>	<u>215,886</u>
<b>Retained earnings</b>					
<b>Other retained earnings</b>					
Retained earnings brought forward . . . . .		<u>50,482</u>	<u>31,578</u>	<u>33,424</u>	<u>25,907</u>
Total retained earnings . . . . .		<u>50,482</u>	<u>31,578</u>	<u>33,424</u>	<u>25,907</u>
Treasury stock . . . . .		<u>(50,309)</u>	<u>(636)</u>	<u>(246)</u>	<u>(246)</u>
Total shareholders' equity . . . . .		<u>151,058</u>	<u>284,144</u>	<u>286,405</u>	<u>314,773</u>
<b>Valuation and translation adjustments</b>					
<b>Unrealized gains (losses) on</b>					
available-for-sale securities . . . . .		<u>10,337</u>	<u>(1,627)</u>	<u>(4,433)</u>	<u>(7,147)</u>
Total valuation and translation adjustments .		<u>10,337</u>	<u>(1,627)</u>	<u>(4,433)</u>	<u>(7,147)</u>
<b>Stock acquisition rights</b>					
Stock acquisition rights . . . . .		<u>0</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total net assets . . . . .		<u>161,396</u>	<u>282,516</u>	<u>281,972</u>	<u>307,625</u>
Total liabilities and net assets . . . . .		<u>291,055</u>	<u>513,822</u>	<u>500,996</u>	<u>513,986</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**STATEMENTS OF OPERATIONS**

	Notes	Year ended 31 March			Six months ended 30 September	
		2008	2009	2010	2009	2010
(unaudited)						
Net sales						
Revenue from operational investment securities . . . . .	VI.3	36,335	8,575	17,929	7,284	1,650
Revenue from real estate business . . . . .		20,782	3,805	3,187	118	695
Dividend income . . . . .		10,963	3,840	510	469	270
Others . . . . .		7,333	7,463	7,479	3,581	3,599
Total net sales . . . . .		<u>75,414</u>	<u>23,685</u>	<u>29,106</u>	<u>11,453</u>	<u>6,215</u>
Cost of sales						
Cost of operational investment securities . . . . .	VI.1	24,161	3,445	8,675	4,498	883
(Reversal) provision of allowance for investment losses . . . . .		(183)	536	2,549	112	438
Cost of real estate business . . . . .	VI.7	15,185	2,484	3,062	516	621
Other operating costs . . . . .	VI.2	6,495	7,644	7,907	3,497	3,284
Total cost of sales . . . . .		<u>45,658</u>	<u>14,110</u>	<u>22,195</u>	<u>8,624</u>	<u>5,229</u>
Gross profit . . . . .		<u>29,756</u>	<u>9,574</u>	<u>6,910</u>	<u>2,829</u>	<u>985</u>
Selling, general and administrative expenses . . . . .	VI.4 & 6	5,447	6,087	6,258	3,150	3,190
Operating income (loss) . . . . .		<u>24,309</u>	<u>3,487</u>	<u>652</u>	<u>(321)</u>	<u>(2,204)</u>
Non-operating income						
Interest income . . . . .	VI.3	641	1,714	2,790	1,464	954
Dividend income . . . . .		166	165	51	14	19
Others . . . . .		52	185	262	142	72
Total non-operating income . . . . .		<u>860</u>	<u>2,065</u>	<u>3,104</u>	<u>1,620</u>	<u>1,047</u>
Non-operating expenses						
Interest expense . . . . .	VI.3	1,598	3,355	4,314	2,226	1,945
Amortization of stock issuance costs . . . . .		89	0	—	—	16
Amortization of bond issuance costs . . . . .		125	41	275	20	313
Foreign exchange losses . . . . .		481	80	278	411	434
Others . . . . .		14	12	15	277	39
Total non-operating expenses . . . . .		<u>2,309</u>	<u>3,490</u>	<u>4,883</u>	<u>2,936</u>	<u>2,750</u>
Ordinary income (loss) . . . . .		<u>22,860</u>	<u>2,062</u>	<u>(1,126)</u>	<u>(1,636)</u>	<u>(3,907)</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Notes	Year ended 31 March			Six months ended 30 September	
		2008	2009	2010	2009	2010
					(unaudited)	
Extraordinary income						
Gains on disposal of investment in subsidiaries and affiliates . . . . .	VI.3	6,568	2	3,951	1,219	—
Gains on sales of investment securities . . . . .		—	—	610	610	—
Reversal of allowance for investment losses . . . . .		—	360	—	—	—
Reversal on stock acquisition rights . . . . .		1	0	—	—	—
Gains on transfer of business . . . . .	VI.3	—	—	1,303	1,303	—
Reversal of allowance for doubtful accounts . . . . .		0	—	—	—	—
Penalty charge income . . . . .		—	—	—	—	24
Others . . . . .		79	9	—	—	1
Total extraordinary income . . . . .		<u>6,649</u>	<u>372</u>	<u>5,865</u>	<u>3,133</u>	<u>25</u>
Extraordinary expense						
Losses on retirement of non-current assets . . . . .	VI.5	0	0	38	16	23
Losses on disposal of investment in subsidiaries and affiliates . . . . .		—	3,080	1,421	0	2,078
Losses on valuation of investment in subsidiaries and affiliates . . . . .		15,294	4,012	659	—	2,837
Losses on valuation of investment securities . . . . .		1,332	6,987	20	20	26
Losses on sales of receivables from subsidiaries and affiliates . . . . .		—	—	1,174	—	—
Provision of allowance for doubtful accounts . . . . .		—	1,106	—	—	—
Provision of allowance for investment losses . . . . .		—	300	500	—	—
Loss on transfer of business . . . . .		—	—	551	—	—
Others . . . . .	VI.7	472	291	25	0	263
Total extraordinary expense . . . . .		<u>17,099</u>	<u>15,779</u>	<u>4,392</u>	<u>37</u>	<u>5,229</u>
Income (loss) before income taxes . . . . .		<u>12,410</u>	<u>(13,344)</u>	<u>346</u>	<u>1,458</u>	<u>(9,111)</u>
Income taxes-current . . . . .		(6,712)	3	(4)	(2)	(2)
Income taxes-deferred . . . . .		5,527	1,231	3,177	893	3,273
Total income taxes . . . . .		<u>(1,185)</u>	<u>1,235</u>	<u>3,172</u>	<u>891</u>	<u>3,271</u>
Net income (loss) . . . . .		<u>11,225</u>	<u>(12,108)</u>	<u>3,519</u>	<u>2,349</u>	<u>(5,840)</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**STATEMENTS OF CHANGES IN NET ASSETS**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				(unaudited)	
<b>SHAREHOLDERS' EQUITY</b>					
<b>Capital stock</b>					
Balance at the end of previous year/period . . . . .	54,914	55,157	55,214	55,214	55,284
<b>Changes during the year/period</b>					
Issuance of new stocks. . . . .	243	56	69	22	17,942
Total changes during the year/period . .	243	56	69	22	17,942
Balance at the end of current year/period . . . . .	55,157	55,214	55,284	55,237	73,226
<b>Capital surplus</b>					
<b>Legal capital surplus</b>					
Balance at the end of previous year/period . . . . .	15,069	15,313	96,694	96,694	96,764
<b>Changes during the year/period</b>					
Issuance of new stocks. . . . .	243	57	69	22	17,942
Increase through share exchange . . . .	—	81,324	—	—	—
Total changes during the year/period . .	243	81,381	69	22	17,942
Balance at the end of current year/period . . . . .	15,313	96,694	96,764	96,717	114,706
<b>Other capital surplus</b>					
Balance at the end of previous year/period . . . . .	80,414	80,414	101,292	101,292	101,180
<b>Changes during the year/period</b>					
Increase (decrease) through shares exchange. . . . .	—	20,880	(112)	(112)	—
Disposal of treasury stock. . . . .	(0)	(1)	(0)	(0)	(0)
Total changes during the year/period . .	(0)	20,878	(112)	(112)	(0)
Balance at the end of current year/period . . . . .	80,414	101,292	101,180	101,180	101,179
<b>Total capital surplus</b>					
Balance at the end of previous year/period . . . . .	95,484	95,727	197,987	197,987	197,944
<b>Changes during the year/period</b>					
Issuance of new stocks. . . . .	243	57	69	22	17,942
Increase (decrease) through share exchange. . . . .	—	102,204	(112)	(112)	—

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**ACCOUNTANTS' REPORT**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				(unaudited)	
Disposal of treasury stock . . . . .	(0)	(1)	(0)	(0)	(0)
Total changes during the year/period . .	<u>243</u>	<u>102,259</u>	<u>(43)</u>	<u>(90)</u>	<u>17,942</u>
Balance at the end of current year/period . . . . .	<u>95,727</u>	<u>197,987</u>	<u>197,944</u>	<u>197,897</u>	<u>215,886</u>
Retained earnings					
Other retained earnings					
Retained earnings brought forward					
Balance at the end of previous year/period . . . . .	52,814	50,482	31,578	31,578	33,424
Changes during the year/period					
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss) . . . . .	<u>11,225</u>	<u>(12,108)</u>	<u>3,519</u>	<u>2,349</u>	<u>(5,840)</u>
Total changes during the year/period . . . . .	<u>(2,332)</u>	<u>(18,904)</u>	<u>1,846</u>	<u>676</u>	<u>(7,517)</u>
Balance at the end of current year/period . . . . .	<u>50,482</u>	<u>31,578</u>	<u>33,424</u>	<u>32,254</u>	<u>25,907</u>
Total retained earnings					
Balance at the end of previous year/period . . . . .	52,814	50,482	31,578	31,578	33,424
Changes during the year/period					
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss) . . . . .	<u>11,225</u>	<u>(12,108)</u>	<u>3,519</u>	<u>2,349</u>	<u>(5,840)</u>
Total changes during the year/period . . . . .	<u>(2,332)</u>	<u>(18,904)</u>	<u>1,846</u>	<u>676</u>	<u>(7,517)</u>
Balance at the end of current year/period . . . . .	<u>50,482</u>	<u>31,578</u>	<u>33,424</u>	<u>32,254</u>	<u>25,907</u>
Treasury stock					
Balance at the end of previous year/period . . . . .	(50,307)	(50,309)	(636)	(636)	(246)
Changes during the year/period					
Purchases of treasury stock . . . . .	(2)	(627)	—	—	—
Disposal of treasury stock . . . . .	<u>1</u>	<u>50,300</u>	<u>389</u>	<u>389</u>	<u>—</u>
Total changes during the year/period . . . . .	<u>(1)</u>	<u>49,673</u>	<u>389</u>	<u>389</u>	<u>—</u>
Balance at the end of current year/period . . . . .	<u>(50,309)</u>	<u>(636)</u>	<u>(246)</u>	<u>(246)</u>	<u>(246)</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
Total shareholders' equity					
Balance at the end of previous year/period . . . . .	152,905	151,058	284,144	284,144	286,405
Changes during the year/period					
Issuance of new stocks . . . . .	487	113	138	45	35,884
Increase (decrease) through shares exchange . . . . .	—	102,204	(112)	(112)	—
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss) . . . . .	11,225	(12,108)	3,519	2,349	(5,840)
Purchases of treasury stock . . . . .	(2)	(627)	—	—	—
Disposal of treasury stock . . . . .	0	50,298	388	389	(0)
Total changes during the year/period . . . . .	(1,846)	133,085	2,261	998	28,367
Balance at the end of current year/period . . . . .	151,058	284,144	286,405	285,142	314,773
Valuation and translation adjustments					
Unrealized gains (losses) on available-for-sale securities					
Balance at the end of previous year/period . . . . .	3,682	10,337	(1,627)	(1,627)	(4,433)
Changes during the year/period					
Net changes other than shareholders' equity . . . . .	6,654	(11,965)	(2,805)	712	(2,714)
Total changes during the year/period . . . . .	6,654	(11,965)	(2,805)	712	(2,714)
Balance at the end of current year/period . . . . .	10,337	(1,627)	(4,433)	(915)	(7,147)
Total valuation and translation adjustments					
Balance at the end of previous year/period . . . . .	3,682	10,337	(1,627)	(1,627)	(4,433)
Changes during the year/period					
Net changes other than shareholders' equity . . . . .	6,654	(11,965)	(2,805)	712	(2,714)
Total changes during the year/period . . . . .	6,654	(11,965)	(2,805)	712	(2,714)
Balance at the end of current year/period . . . . .	10,337	(1,627)	(4,433)	(915)	(7,147)

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
Stock acquisition rights					
Balance at the end of previous year/period. . . . .	2	0	—	—	—
Change during the year/period					
Net changes other than shareholders' equity. . . . .	(1)	(0)	—	—	—
Total changes during the year/period . . . . .	(1)	(0)	—	—	—
Balance at the end of current year/period. . . . .	0	—	—	—	—
Total net assets					
Balance at the end of previous year/period. . . . .	156,590	161,396	282,516	282,516	281,972
Changes during the year/period					
Issuance of new stocks . . . . .	487	113	138	45	35,884
Increase (decrease) through shares exchange . . . . .	—	102,204	(112)	(112)	—
Dividends . . . . .	(13,557)	(6,795)	(1,673)	(1,673)	(1,676)
Net income (loss) . . . . .	11,225	(12,108)	3,519	2,349	(5,840)
Purchase of treasury stock . . . . .	(2)	(627)	—	—	—
Disposal of treasury stock . . . . .	0	50,298	388	389	(0)
Net changes other than shareholders' equity. . . . .	6,652	(11,965)	(2,805)	712	(2,714)
Total changes during the year/period . . . . .	4,805	121,119	(543)	1,710	25,652
Balance at the end of current year/period. . . . .	<u>161,396</u>	<u>282,516</u>	<u>281,972</u>	<u>284,227</u>	<u>307,625</u>



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**APPENDIX I****ACCOUNTANTS’ REPORT**

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**I. BASIS OF PRESENTATION**

The Financial Information of the Company was prepared in accordance with the JGAAP and was presented by reference to the “Rules Governing Term, Form and Preparation of Financial Statements” (Finance Ministerial Order the 59th, 1963, which is hereinafter referred to as the “Financial Statements Rule”). The Financial Information of the Company has been prepared on the historical cost basis except for certain investments which are stated at fair value, the detail of which are listed below.

**II. SIGNIFICANT ACCOUNTING POLICIES****1. Valuation method of significant assets****(a) Stocks of subsidiaries and affiliates**

Stocks of subsidiaries and affiliates are stated at cost determined by the moving-average cost method.

**(b) Available-for-sale securities (consist of investment securities and operational investment securities)****(i) Listed securities**

Listed securities are measured at fair value, with fair value gains and losses, net of applicable taxes, reported as “unrealized gains (losses) on available-for-sale securities”, a separate component of net assets. The cost of securities sold is determined based on the moving average cost method.

**(ii) Unlisted securities**

Unlisted securities are stated at cost less impairment, determined by the moving average cost method.

**(c) Investments in funds**

Investments in funds other than those classified as consolidated subsidiaries are accounted for using the equity method based on the Group’s percentage share in the contributed capital. The Group’s proportionate share in the equity of the funds are presented in “operational investment securities” or “investment securities”.

**2. Valuation method of inventories****(a) Merchandise inventories**

Merchandise inventories are stated at cost using the moving average method.

**(b) Real estate for sale**

Real estate for sale is measured at the lower of cost or net realizable value.

**3. Depreciation method of depreciable assets****(a) Property and equipment**

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the declining balance method over the estimated useful lives of assets while the straight-line method is applied to buildings acquired after 1 April 1998. The range of useful lives is principally from 3 to 18 years in 2008 and 2009, from 5 to 50 years in 2010 for buildings, from 2 to 20 years in 2008 and 2009 and 4 to 20 years in 2010 for vehicles, and from 4 to 5 years in 2008 and 2009 and 5 to 6 years in 2010 for furniture and fixtures.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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- (b) Intangible assets

Intangible assets are amortized using the straight line method. Amortization of software used for internal purposes is computed using the straight line method over the estimated useful life of the software (5 years).

**4. Deferred charges**

- (a) Stock issuance costs

Stock issuance costs are amortized over 3 years by using the straight line method.

- (b) Bond issuance costs

Bond issuance costs are amortized over the bond term by using straight line method.

**5. Recognition and measurement of significant provisions and allowances**

- (a) Allowance for investment losses

Allowance for investment losses for operational investment securities and investment securities are provided based on the estimated losses of the investment and the financial condition of the investees.

- (b) Allowance for doubtful accounts

Allowance for doubtful accounts is provided based on the Company's past credit loss experience and an evaluation of the recoverability of the outstanding receivables including notes and accounts receivable-trade, and operational loans receivable.

**6. Translations of significant assets and liabilities denominated in foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into Japanese Yen using the exchange rates at the balance sheet date. The resulting translation gain or loss is recognized in income.

**7. Recognition for net sales and cost of sales**

- (a) Revenue and cost of operational investment securities

Revenue from operational investment securities consists of proceeds from the sales of operational investment securities and securities held by funds and interest and dividend income from these securities. Cost of operational investment securities consists of the cost of operational investment securities and securities held by funds, write down of operational investment securities and securities held by funds, and fees related to securities transactions.

- (b) Dividend income

Dividends from subsidiaries and affiliates are recorded as dividend income which is included in net sales in the statement of operation.

**8. Accounting for significant lease transactions**

Finance leases, other than those that transfer the ownership of the leased assets to the lessees are accounted for as operating lease transactions.

**9. Accounting for significant hedging transactions**

- (a) Accounting for hedges

Foreign currency forward contracts are used to hedge foreign currency exposures in the Company. Receivables, payables and investment securities denominated in foreign currencies are translated at the contracted rates if the forward contracts are qualified for hedge accounting.

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(b) Hedging instruments and hedged item

(i) Hedging instruments

Foreign exchange forward contracts

(ii) Hedged item

Foreign currency-denominated receivables and payables and investment securities.

There were no foreign currency forward contracts outstanding at the end of the year/period.

(c) Hedging policy

For foreign currency-denominated transactions, the foreign currency forward contracts are used to hedge foreign currency exposures.

(d) Assessment of effectiveness between the hedging instruments and the hedged items

The Group does not assess the effectiveness of foreign exchange hedges since the hedges are qualified for the deferred method for translating foreign currency receivables and payables.

**10. Other significant accounting policies for financial statements**

Accounting for consumption taxes

The amounts in the Financial Information are presented without consumption or local consumption taxes.

### **III. CHANGES IN ACCOUNTING POLICIES**

The following significant accounting policies as disclosed in note II of Financial Information have been changed and with revised accounting policies be adopted prospectively:

#### **FOR THE YEAR ENDED 31 MARCH 2009**

- (1) Accounting for significant lease transactions: Finance leases, other than those that transfer the ownership of the leased assets to the lessees, have previously been accounted for as operating lease transactions. However, ASBJ Statement No.13, "Accounting Standard for Lease Transactions" issued on 17 June 1993 and revised on 30 March 2007, and ASBJ Guidance No.16, "Implementation Guidance on the Accounting Standard for Lease Transactions" issued on 18 January 1994 and revised on 30 March 2007, became applicable to years beginning on or after 1 April 2008, and the Company adopted this accounting standard and practical guideline as at 1 April 2008.

Finance leases other than those that transfer the ownership of the leased assets to the lessees and whose lease inception was before 31 March 2008 are accounted for as operating lease transactions.

The adoption of this guidance did not have an impact on the Company's result of operations.

- (2) Accounting for real estate for sales: Prior to 1 April 2008, assets were stated at cost, determined by the specific identification method. On 5 July 2006, the ASBJ issued ASBJ Statement No. 9, "Accounting Standard for Measurement of Inventories."

The Company applied this new accounting standard effective on 1 April 2008. The effect of this change was to decrease operating income and ordinary income by ¥157 million and increase loss before income taxes by ¥327 million.

#### **FOR THE SIX MONTHS PERIOD ENDED 30 SEPTEMBER 2010**

Accounting standard for asset retirement obligation: The Company applied the Accounting Standard for Asset Retirement Obligation (ASBJ Statement No.18) and the Guidance on Accounting Standard for Asset Retirement Obligation (ASBJ Guidance No.21) from this period. As a result, the operating loss and ordinary loss increased by ¥4 million and the loss before income taxes increased by ¥75 million for the six months ended 30 September 2010 as a result of the change.

The financial effects of changes in accounting policies as if changes were applied are disclosed in the section A.3 of the Financial Information.

**IV. CHANGE IN PRESENTATION****Changes in presentation due to adoption of Extensible Business Reporting Language ("XBRL") for the purpose of filing financial information through Electronic Disclosure for Investors' Network ("EDINET"):****Statements of operations:**

To improve the comparability of financial statements and in accordance with the adoption of XBRL in EDINET, the "Provision of allowance for investment losses", which was included in the "Others" line of "Extraordinary expense" section, in the amount of ¥360 million for the year ended 31 March 2008 was presented separately for the years ended 31 March 2009 and 2010 and six months ended 30 September 2010.

**V. NOTES TO BALANCE SHEETS****1. Provision for contingent losses****AS AT 31 MARCH 2008**

The Company guaranteed on overdraft agreement with a financial institution for the following affiliate:

SBI Systems Co., Ltd: ¥200 million

**AS AT 31 MARCH 2009**

SBI Liquidity Market Co., Ltd ("SBILM"), a subsidiary of the Company, entered into banking cover deals to ensure liquidity in the foreign exchange margin trading. The Company guaranteed the current and future obligation relating to this business which SBILM owed to counterparties. As at the end of the year, there was no outstanding obligation as there was no guarantee obligation.

Foreign exchange trading was entered into the currency margin transaction between SBILM and SBI Securities Co., Ltd ("SBISEC"), a subsidiary of the Company. The Company guaranteed all obligations which SBISEC owes to SBILM. As at the end of the year, there was no outstanding obligation as there was no guaranteed obligation.

**AS AT 31 MARCH 2010**

(1) Guarantees for loans of subsidiaries and affiliates: ¥1,250 million

(2) Others:

SBILM entered into banking cover deals to ensure liquidity in the foreign exchange margin trading. The Company guaranteed the current and future obligation relating to this business which SBILM owed to counterparties. As at the end of the year, there was no outstanding obligation as there was no guaranteed obligation.

Foreign exchange trading was entered into the currency margin transaction between SBILM and SBISEC. The Company guaranteed all obligations which SBISEC owed to SBILM. As at the end of the year, there was no outstanding obligation as there was no guaranteed obligation.

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**AS AT 30 SEPTEMBER 2010**

(1) Guarantees for loans of subsidiaries and affiliates: ¥3,402 million

(2) Others:

SBILM entered into banking cover deals to ensure liquidity in the foreign exchange margin trading. The Company guaranteed the current and future obligation relating to this business which SBILM owed to counterparties. As at the end of the period, the amount of outstanding obligation was ¥837 million.

Foreign exchange trading was entered into the currency margin transaction between SBILM and SBISEC. The Company guaranteed all obligations which SBISEC owed to SBILM. As at the end of the period, the amount of outstanding obligation was ¥695 million.

**2. Operational investment securities****AS AT 31 MARCH 2008**

The Company held 20% or more of the voting rights of the 4 companies listed below.

These investments were made with the purpose of fostering the development of venture capital portfolio companies, which was the Company's business activity.

Since the purpose of these investments was not intended to control or to exert influence over the entities, they were not included in subsidiaries or affiliates.

- Digicode K.K.
- Venture Revitalize Investment Inc.
- Kingsway SBF Investment Company Limited
- New Horizon Keensolar investment Co., Ltd.

**AS AT 31 MARCH 2009**

The Company held 20% or more of the voting rights of the 5 companies listed below.

These investments were made with the purpose of fostering the development of venture capital portfolio companies, which was the Company's business activity.

Since the purpose of these investments was not intended to control or to exert influence over the entities, they were not included in subsidiaries or affiliates.

- DigiCode K.K.
- Venture Revitalize Investment Inc.
- New Horizon Keensolar investment Co., Ltd.
- KTIC Holdings Corporation
- Phnom Penh Commercial Bank Limited

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**AS AT 31 MARCH 2010**

The Company held 20% or more of the voting rights of the 4 companies listed below.

These investments were made with the purpose of fostering the development of venture capital portfolio companies, which was the Company’s business activity.

Since the purpose of these investments was not intended to control or to exert influence over the entities, they were not included in subsidiaries or affiliates.

- Venture Revitalize Investment Inc.
- New Horizon Keensolar investment Co., Ltd.
- KTIC Holdings Corporation
- Phnom Penh Commercial Bank Limited

**AS AT 30 SEPTEMBER 2010**

The Company held 20% or more of the voting rights of the 2 companies listed below.

These investments were made with the purpose of fostering the development of venture capital portfolio companies, which was the Company’s business activity.

Since the purpose of these investments was not intended to control or to exert influence over the entities, they were not included in subsidiaries or affiliates.

- Venture Revitalize Investment Inc.
- New Horizon Keensolar investment Co., Ltd.

**3. Assets and liabilities of subsidiaries and affiliates**

Balance sheet items related to subsidiaries or affiliates which were not separately presented are as follows:

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Short-term loans receivable . . . . .	20,941	24,929	64,455	53,706
Short-term loans payable . . . . .	—	173,200	89,968	88,468
Short-term investment securities . . . . .	—	74,169	—	—

**4. Line of credit from financial institutions**

To ensure an efficient operating funds procurement, the Company entered into overdraft facilities with 6, 5, 6 and 7 banks as at 31 March 2008, 2009 and 2010 and 30 September 2010 respectively.



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Unused overdraft facilities at the end of the year/period are as follows:

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Lines of credit . . . . .	25,500	18,800	20,800	42,800
Used balance . . . . .	18,500	11,500	13,800	2,300
Unused portion . . . . .	7,000	7,300	7,000	40,500

**5. Asset pledged as collateral and liabilities related to pledged assets**

Asset pledged as collateral are as follows:

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Stocks of subsidiaries and affiliates . . .	—	153,462	153,462	154,592
Investment securities pledged . . . . .	—	3,218	2,364	1,803
Total . . . . .	—	156,681	155,826	156,395

The assets listed above were pledged for short-term loans payable to subsidiaries amounted to ¥118,500 million, ¥83,900 million and ¥83,900 million as at 31 March 2009, 31 March 2010 and 30 September 2010 respectively. There were no assets pledged for short-term loans payable to subsidiaries as at 31 March 2008.

**VI. NOTES TO STATEMENTS OF OPERATIONS**

**1. Cost of operational investment securities**

The cost of operational investment securities included a valuation loss on operational investments securities, including investments in operational investment securities held by funds.

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Valuation loss on operational investments securities . . . . .	1,067	1,348	420	223	95

**2. Other operating costs**

Other operating costs included personnel expenses associated with sales.

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**3. Transactions with subsidiaries and affiliates**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Net sales					
Sales of investment securities . . . . .	—	—	9,220	—	—
Non-operating income					
Interest income . . . . .	574	1,558	2,702	1,436	931
Non-operating expense					
Interest expense . . . . .	—	1,266	2,741	1,550	807
Extraordinary income					
Gains on disposal of stocks of affiliates and subsidiaries . . . . .	—	—	2,399	—	—
Gains on transfer of business . . . . .	—	—	—	1,303	—

**4. Major items and amounts of selling, general and administrative expenses**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Bank charges . . . . .	380	554	372	223	199
Salaries . . . . .	1,002	1,305	1,380	699	745
Taxes and duties . . . . .	987	419	686	372	283
Commission fees . . . . .	412	783	873	300	568
Outsourcing fees . . . . .	332	347	314	174	164
Rent expenses . . . . .	447	476	556	265	310
Depreciation . . . . .	297	383	393	190	173
Advertising . . . . .	—	375	533	363	208

Selling expenses accounted for approximately 3%, 6%, 9%, 12% and 7% of the total selling, general and administrative expenses while general and administrative expenses accounted for 97%, 94%, 91%, 88% and 93% for the years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2009 (unaudited) and 2010 respectively.

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**5. Loss on retirement of non-current assets**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Furniture and fixtures . . . . .	0	0	1	1	0
Buildings . . . . .	—	—	24	4	—
Trademark . . . . .	—	—	2	—	—
Software . . . . .	—	—	10	10	23
Total . . . . .	<u>0</u>	<u>0</u>	<u>38</u>	<u>16</u>	<u>23</u>

**6. Selling, general and administrative expenses**

Selling, general and administrative expenses included research and development costs of ¥6 million, ¥26 million and ¥7 million for the years ended 31 March 2008, 2009 and 2010 respectively. No research and development costs incurred for the six months ended 30 September 2009 (unaudited) and 2010.

**7. Real estate for sale**

The balance of real estate for sale included the written down value. The diminution in value for the real estate for sale is as follows:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Cost of sales					
Cost of real estate business . . . . .	—	157	483	516	199
Extraordinary expense					
Others . . . . .	—	169	—	—	—

**VII. NOTES TO STATEMENTS OF CHANGES IN NET ASSETS**

**Outstanding number of treasury stock**

Year ended 31 March 2008	As at 31 March 2007 (share)	Increase (share)	Decrease (share)	As at 31 March 2008 (share)
Treasury stock				
Common shares (Notes 1,2). . . . .	<u>1,109,186.96</u>	<u>83.13</u>	<u>26.08</u>	<u>1,109,244.01</u>

Notes:

1. The increase of 83.13 common shares in treasury stock was due to the purchase of odd-lot stocks.

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2. The decrease of 26.08 common shares in treasury stock was due to the sales of stocks to increase odd-lot shares to a unit.

<b>Year ended 31 March 2009</b>	<b>As at 31 March 2008 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 31 March 2009 (share)</b>
Treasury stock				
Common shares (Notes 1,2). . . . .	<u>1,109,244.01</u>	<u>37,530.61</u>	<u>1,109,113.62</u>	<u>37,661.00</u>

Notes:

1. The increase of 37,530.61 common shares in treasury stock was due to the purchase of odd-lot shares.
2. The decrease of 1,109,113.62 common shares in treasury stock was due to the sales of 113.62 stocks to increase odd-lot shares to a unit, and reissuance of allotted 1,109,000 stocks to SBI SECURITIES' shareholders in exchange for outstanding stock of SBI SECURITIES' capital stock (which resulted in SBI SECURITIES becoming a wholly owned subsidiary of the Company).

<b>Year ended 31 March 2010</b>	<b>As at 31 March 2009 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 31 March 2010 (share)</b>
Treasury stock				
Common shares (Note). . . . .	<u>37,661</u>	<u>—</u>	<u>23,040</u>	<u>14,621</u>

Note: The decrease of 23,040 common shares in treasury stock was due to the reissuance of stocks to acquire the remaining share of SBI Futures Co., Ltd. to become a wholly owned subsidiary.

<b>Six months ended 30 September 2009 (unaudited)</b>	<b>As at 31 March 2009 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 30 September 2009 (share)</b>
Treasury stock				
Common shares (Note). . . . .	<u>37,661</u>	<u>—</u>	<u>23,040</u>	<u>14,621</u>

Note: The decrease of 23,040 common shares in treasury stock was due to the reissuance of stocks to acquire the remaining share of SBI Futures Co. Ltd to become a wholly owned subsidiary.

<b>Six months ended 30 September 2010</b>	<b>As at 31 March 2010 (share)</b>	<b>Increase (share)</b>	<b>Decrease (share)</b>	<b>As at 30 September 2010 (share)</b>
Treasury stock				
Common shares . . . . .	<u>14,621</u>	<u>—</u>	<u>—</u>	<u>14,621</u>

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**VIII. NOTES TO LEASE TRANSACTIONS FOR FINANCIAL STATEMENTS**

**LESSEE**

**1. Finance lease**

Information regarding these leases is as follows:

Furniture and fixture	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
(a) Acquisition cost, accumulated depreciation and net carrying amount of lease property at the end of year/period:					
Acquisition costs . . . .	7	7	4	4	4
Accumulated depreciation . . . . .	<u>1</u>	<u>3</u>	<u>3</u>	<u>2</u>	<u>3</u>
Carrying amount at the end of year / period . . . . .	<u>6</u>	<u>3</u>	<u>1</u>	<u>2</u>	<u>0</u>
(b) Future lease payments at the end of year/period:					
Due within one year . . . . .	2	2	1	1	0
Due after one year . . . . .	<u>4</u>	<u>1</u>	<u>—</u>	<u>0</u>	<u>—</u>
Total . . . . .	<u>6</u>	<u>4</u>	<u>1</u>	<u>2</u>	<u>0</u>
(c) Lease payments, depreciation and interest expenses:					
Lease payments . . . . .	7	2	1	0	0
Depreciation . . . . .	6	2	1	0	0
Interest expense . . . . .	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
(d) Depreciation method					

Leased assets were depreciated by using the straight line method over the lease term with estimated residual value.

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(e) Calculation of interest expense

The difference between total lease payments and the acquisition cost was assumed to be interest expense and the interest method was used to allocate interest expense to each year.

**2. Operating lease**

**FOR THE YEAR ENDED 31 MARCH 2008**

Future lease payment	Year ended 31 March 2008
	(millions of Yen)
Due within one year .....	1
Due after one year .....	<u>3</u>
Total .....	<u><u>4</u></u>

**IX. SECURITIES**

**AS AT 31 MARCH 2008**

**Stocks of subsidiaries and affiliates with quoted market price**

	Carrying amount as at balance sheet date (millions of Yen)	Quoted market price (millions of Yen)	Difference (millions of Yen)
Stocks of subsidiaries.....	62,416	182,461	120,045
Stocks of affiliates .....	<u>4,527</u>	<u>4,515</u>	<u>(11)</u>
Total .....	<u><u>66,943</u></u>	<u><u>186,976</u></u>	<u><u>120,033</u></u>

**AS AT 31 MARCH 2009**

**Stocks of subsidiaries and affiliates with quoted market price**

	Carrying amount as at balance sheet date (millions of Yen)	Quoted market price (millions of Yen)	Difference (millions of Yen)
Stocks of subsidiaries.....	13,227	11,664	(1,562)
Stocks of affiliates .....	<u>3,186</u>	<u>2,893</u>	<u>(293)</u>
Total .....	<u><u>16,413</u></u>	<u><u>14,557</u></u>	<u><u>(1,856)</u></u>

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**AS AT 31 MARCH 2010**

**Stocks of subsidiaries and affiliates with quoted market price**

	Carrying amount as at balance sheet date (millions of Yen)	Quoted market price (millions of Yen)	Difference (millions of Yen)
Stocks of subsidiaries . . . . .	12,035	12,039	3
Stocks of affiliates . . . . .	<u>1,390</u>	<u>1,136</u>	<u>(254)</u>
Total . . . . .	<u>13,426</u>	<u>13,175</u>	<u>(250)</u>

Note:

Fair values of stocks of subsidiaries and affiliates were assumed to be extremely difficult to figure out.

**AS AT 30 SEPTEMBER 2010**

**Stocks of subsidiaries and affiliates with quoted market price**

	Carrying amount as at balance sheet date (millions of Yen)	Quoted market price (millions of Yen)	Difference (millions of Yen)
Stocks of subsidiaries . . . . .	12,035	11,992	(42)
Stocks of affiliates . . . . .	<u>1,390</u>	<u>1,071</u>	<u>(318)</u>
Total . . . . .	<u>13,426</u>	<u>13,064</u>	<u>(361)</u>

Note:

Fair values of stocks of subsidiaries and affiliates were assumed to be extremely difficult to figure out:

<b>Type</b>	<b>Carrying amounts at balance sheet date (millions of Yen)</b>
Stocks of subsidiaries . . . . .	267,298
Stocks of affiliates . . . . .	27,476

Those unlisted equity securities without market value were assumed to be extremely difficult to estimate their fair values and, therefore, not subject to fair value disclosure in the table "Stocks of subsidiaries and affiliates with quoted market price" above.



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**X. NOTES TO INCOME TAXES**

1. Major components of deferred tax assets and deferred tax liabilities are as follows:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Deferred tax assets — current					
Losses on valuation of investment securities (current assets) . . . . .	435	951	1,122	1,053	1,161
Provision of allowance for investment losses (current assets) . . . . .	368	606	1,653	626	772
Losses on valuation of inventory . . . . .	—	133	329	343	410
Provision of allowance for doubtful accounts . . . . .	61	512	514	511	514
Accrued enterprise taxes . . . . .	94	(186)	66	(181)	70
Tax loss carried forward . . . . .	—	1,297	790	1,297	790
Unrealized losses on available-for-sale securities . . . . .	456	3,041	2,587	3,017	1,468
Others . . . . .	60	15	264	6	521
Sub total . . . . .	1,477	6,370	7,329	6,676	5,710
Valuation allowance . . . . .	—	(450)	(3,038)	(450)	(1,918)
Total deferred tax assets - current . . . . .	1,477	5,920	4,291	6,225	3,791
Deferred tax assets (investment and other assets)					
Losses on valuation of investment securities (non-current assets) . . . . .	9,515	9,007	7,226	7,480	8,662
Provision of allowance for investment losses (non-current assets) . . . . .	1,496	1,471	1,674	1,471	595
Tax loss carried forward . . . . .	—	4,360	4,588	5,037	8,291
Unrealized losses on available-for-sale securities . . . . .	2,260	831	469	790	231
Others . . . . .	80	127	61	61	120
Sub-total . . . . .	13,353	15,798	14,021	14,842	17,901
Valuation allowance . . . . .	(4,381)	(8,883)	(6,171)	(7,402)	(6,279)
Total deferred tax assets (investment and other assets) . . . . .	8,971	6,915	7,849	7,439	11,622
Total deferred tax assets . . . . .	10,448	12,836	12,140	13,665	15,413
Deferred tax liabilities - current					
Unrealized gains on available-for-sale securities . . . . .	(9,801)	(2,744)	(1,274)	(2,878)	(1,526)
Total deferred tax liabilities - current . . . . .	(9,801)	(2,744)	(1,274)	(2,878)	(1,526)
Deferred tax liabilities - non-current					
Unrealized gains on available-for-sale securities . . . . .	(7)	(11)	(839)	(302)	(611)
Others . . . . .	(0)	(0)	(0)	(0)	(0)
Total deferred tax liabilities - non-current . . . . .	(7)	(11)	(839)	(302)	(611)
Total deferred tax liabilities . . . . .	(9,809)	(2,576)	(2,113)	(3,180)	(2,138)
Net deferred tax assets . . . . .	639	10,080	10,026	10,485	13,275

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Deferred tax assets were netted with deferred tax liabilities in the balance sheets as at 31 March 2008, 31 March 2009, 31 March 2010, six months ended 30 September 2009 (unaudited) and 2010.

2. Reconciliation between the normal effective statutory tax rate and the actual effective tax rate is as follows:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
Statutory rate . . . . .	40.69%	40.69%	40.69%	40.69%	40.69%
(Adjustments)					
Expenses not deductible for income taxes purpose . . . . .	1.36%	—	4.61%	—	—
Income not taxable for income tax purpose					
(Dividend income, etc) . . . . .	(33.28%)	6.67%	(44.14%)	—	—
Change in valuation allowance . . . . .	2.26%	(37.11%)	(917.74%)	(101.50%)	(3.80%)
Others . . . . .	(1.48%)	(0.99%)	1.21%	(0.29%)	(0.99%)
Actual effective tax rate . . . . .	<u>9.55%</u>	<u>9.26%</u>	<u>(915.37%)</u>	<u>(61.10%)</u>	<u>35.90%</u>

**XI. NOTES TO BUSINESS COMBINATION FOR NON-CONSOLIDATED FINANCIAL STATEMENTS**

The notes for three years ended 31 March 2008, 2009 and 2010 and six months ended 30 September 2010 were omitted since the information was disclosed in the Financial Information as disclosure notes.

**XII. NOTES TO PER SHARE INFORMATION**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
	Yen	Yen	Yen	Yen	Yen
Net assets per share . . . . .	14,250.03	16,885.74	16,816.46	16,961.18	15,438.48
Net income (loss) per share . . . . .	993.17	(811.19)	210.11	140.38	(315.83)
Diluted net income per share . . . . .	979.09	—	209.49	139.93	—

As the Company was in loss position for the year ended 31 March 2009 and six months ended 30 September 2010, diluted net loss per share information was not disclosed.

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Notes:

**1. Basis of calculation of the net assets per share**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
<b>Total Net assets</b>	161,396	282,516	281,972	284,227	307,625
Total deducted amount from net asset . . . . .	0	—	—	—	—
- Stock acquisition right . . . . .	(0)	—	—	—	—
Net assets attributable to common shareholders as at the end of the financial year/period . . . . .	161,396	282,516	281,972	284,227	307,625
The number of common shares as at the end of the financial year/period for the calculation (shares) . . . . .	11,326,040	16,731,072	16,767,670	16,772,133	19,940,492

**2. Basis of calculation for the net income/loss and diluted net income per share**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
Net income (loss) per share					
Net income (loss) for the year/period	11,225	(12,108)	3,519	2,349	(5,840)
Net income not attributed to common shareholders . . . . .	—	—	—	—	—
Net income (loss) attributable to common shareholders . . . . .	<u>11,225</u>	<u>(12,108)</u>	<u>3,519</u>	<u>2,349</u>	<u>(5,840)</u>
Average number of common shares during the year/period (shares) . . . . .	<u>11,302,700</u>	<u>14,927,255</u>	<u>16,750,591</u>	<u>16,769,525</u>	<u>18,507,227</u>
Diluted net income per share					
Adjustment on net income for the year/period (millions of Yen) . .	—	—	—	—	—
Increased number of common shares (shares) . . . . .	<u>162,494</u>	—	<u>49,358</u>	<u>52,828</u>	—
Increased by exercising acquisition right . . . . .	<u>(—)</u>	<u>(—)</u>	<u>(49,358)</u>	<u>(52,828)</u>	<u>(—)</u>

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**3. Overview of potential stocks without dilutive effect excluded from the calculation**

For the year ended 31 March 2008:	2008 zero coupon unsecured Japanese Yen convertible bonds with warrants (the number of stocks: 154,350)
	2009 zero coupon unsecured Japanese Yen convertible bonds with warrants (the number of stocks: 323,803)
	Stock acquisition rights by the resolution of ordinary general meeting of shareholders at 29 June 2005 (the number of stocks: 26,199)
	Stock acquisition rights by the resolution of ordinary general meeting of shareholders at 22 September 2005 of the former SBI Partners Co., Inc. (the number of shares: 550)
	Stock acquisition rights by the resolution of ordinary general meeting of shareholders and the board meeting at 29 June 2004 of the former WORLD NICHIEI FRONTIER Securities Co., Ltd., currently SBI SECURITIES E*TRADE Co., Ltd. (the number of shares: 21,396),
	Stock acquisition rights by the resolution of ordinary general meeting of shareholders at 29 June 2005 of the former SBI Securities Co., Ltd., currently SBI SECURITIES E*TRADE Co., Ltd. (the number of shares: 23,263)
For the year ended 31 March 2009:	Stock acquisition rights issued by the stock option incentive plan (Potential shares: 109,297 shares)
For the year ended 31 March 2010:	Stock acquisition rights issued by the stock option incentive plan (Potential shares: 182,637 shares)
For the six months ended 30 September 2009 (unaudited):	Stock acquisition rights issued by the stock option incentive plan (Potential shares: 182,788 shares)
For the six months ended 30 September 2010:	Stock acquisition rights issued by the stock option incentive plan (Potential shares: 187,050 shares)

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**ACCOUNTANTS' REPORT**

**XIII. SUPPLEMENTARY SCHEDULES FOR FINANCIAL STATEMENTS**

**SCHEDULE OF SECURITIES**

**FOR THE YEAR ENDED 31 MARCH 2008**

**Stock**

<b>Issuer</b>		<b>Stocks</b>	<b>Carrying amount as at 31 March 2008 (millions of Yen)</b>	
Investment securities - non-current	Available-for-sale securities	The Sumitomo Trust and Banking Co., Ltd.	8,630,000	5,920
		SW Kingsway Capital Holdings Ltd.	102,631,579	257
		NEXUS Co., Ltd	30,500	244
		Corporate Direction, Inc.	188	28
		B.H.B. Planning Co., Ltd.	300	15
		Infostock.com Co., Ltd.	30	1
		Others (2)	2,026	0
		<b>Total</b>		<b>111,294,623</b>

**Others**

<b>Type and Item</b>		<b>Units</b>	<b>Carrying amount as at 31 March 2008 (millions of Yen)</b>	
Investment securities - non-current	Available-for-sale securities	HFRX Global Hedge Fund Index	50,000	478
		New Japan Index Fund	101,844,568	92
		Nippon Commercial Investment Corporation	156	60
		<b>Total</b>	<b>—</b>	<b>631</b>

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**ACCOUNTANTS' REPORT**

**FOR THE YEAR ENDED 31 MARCH 2009**

**Stock**

<b>Issuer</b>	<b>Stocks</b>	<b>Carrying amount as at 31 March 2009 (millions of Yen)</b>
Investment securities - non-current	Available-for-sale securities	
	The Sumitomo Trust and Banking Co., Ltd.	8,630,000      3,218
	PION Co., Ltd.	30,500      155
	SW Kingsway Capital Holdings Ltd.	102,631,579      104
	Corporate Directions, Inc	188      28
	BHB Planning Co., Ltd.	300      15
	Others (2)	40      1
	<b>Total</b>	<b>111,292,607      3,524</b>

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**Debt securities**

<b>Issuer</b>			<b>Face value (millions of Yen)</b>	<b>Carrying amount as at 31 March 2009 (millions of Yen)</b>
Investment securities - current	Available-for-sale securities	SBI Equal Credit Co, Ltd. #1 Unsecured Corporate Bond	14,000	14,000
		e-Research Inc. #1 Unsecured Corporate Bond	14,000	14,000
		e-Research Inc. #5 Unsecured Corporate Bond	11,000	11,000
		e-Research Inc. #4 Unsecured Corporate Bond	9,000	9,000
		Partners Investment Co, Ltd. #1 Subordinated Unsecured Bond	9,000	9,000
		CEM Corporation #3 Unsecured Corporate Bond	8,000	8,000
		e-Research Inc. #2 Unsecured Corporate Bond	5,000	5,000
		Partners Investment Co, Ltd. #2 Subordinated Unsecured Bond	3,000	3,000
		Others (3)	1,169	1,169
		Investment securities - non-current	Available-for-sale securities	HotGrinds, Inc. Convertible Promissory Note
<b>Total</b>			<u>—</u>	<u>74,193</u>



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**Others**

<b>Type and Item</b>			<b>Units</b>	<b>Carrying amount as at 31 March 2009 (millions of Yen)</b>
Investment securities - current	Available-for-sale securities	Money Trust (1 type of item)	1	100
Investment securities - non-current	Available-for-sale securities	HFRX Global Hedge Fund Index	50,000	367
		New Japan Index Fund	102,351,167	58
		Nippon Commercial Investment Corporation	156	12
<b>Total</b>			<u>—</u>	<u>538</u>

**FOR THE YEAR ENDED 31 MARCH 2010**

**Stock**

<b>Issuer</b>			<b>Stocks</b>	<b>Carrying amount as at 31 March 2010 (millions of Yen)</b>
Investment securities - non-current	Available-for-sale securities	The Sumitomo Trust and Banking Co., Ltd.	4,315,000	2,364
		Broadmedia Corporation	9,564,500	1,568
		PION Co., Ltd.	30,500	281
		SW Kingsway Capital Holdings Ltd.	102,631,579	258
		Corporate Directions, Inc	188	28
		Others (4)	434,298	23
<b>Total</b>			<u>116,976,065</u>	<u>4,525</u>

**Debt securities**

<b>Issuer</b>			<b>Face value (millions of Yen)</b>	<b>Carrying amount as at 31 March 2010 (millions of Yen)</b>
Investment securities - current	Available-for-sale securities	Kensho TV K.K. #1 Unsecured Convertible Bonds with stock acquisition rights	50	50
<b>Total</b>			<u>—</u>	<u>50</u>

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**ACCOUNTANTS' REPORT**

**Others**

<b>Type and Item</b>			<b>Units</b>	<b>Carrying amount as at 31 March 2010 (millions of Yen)</b>
Investment securities - non-current	Available-for-sale securities	HFRX Global Hedge Fund Index	50,000	409
		SBI TOPIX100 Hedge Fund Index	102,351,167	76
		Nippon Commercial Investment Corporation	156	19
Total			—	505

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

**Stock**

<b>Issuer</b>			<b>Stocks</b>	<b>Carrying amount as at 30 September 2010 (millions of Yen)</b>
Investment securities - non-current	Available-for-sale securities	The Sumitomo Trust and Banking Co., Ltd.	4,315,000	1,803
		Broadmedia Corporation	9,564,500	1,358
		PION Co., Ltd.	30,500	433
		SW Kingsway Capital Holdings Ltd.	102,631,579	266
		Corporate Directions, Inc.	188	28
		Other (4)	434,298	0
Total			116,976,065	3,890

**Debt securities**

<b>Issuer</b>			<b>Face value (millions of Yen)</b>	<b>Carrying amount as at 30 September 2010 (millions of Yen)</b>
Investment securities - current	Available-for-sale securities	e-Research Inc. #14 Unsecured Corporate Bond	11,000	11,000
Total			—	11,000

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**Others**

Type and Item			Units	Carrying amount as at 30 September 2010 (millions of Yen)
Investment securities - non-current	Available-for-sale securities	HFRX Global Hedge Fund Index	50,000	406
		SBI TOPIX100 Hedge Fund Index	10,235	64
		Nippon Commercial Investment Corporation	156	14
Total			—	484

**SCHEDULE OF PROPERTY AND EQUIPMENT, INTANGIBLE ASSETS, LONG TERM PREPAID EXPENSES AND DEFERRED ASSETS**

**FOR THE YEAR ENDED 31 MARCH 2008**

Type of asset	Balance as at 31 March 2007 (millions of Yen)	Increase (millions of Yen)	Decrease (millions of Yen)	Balance as at 31 March 2008 (millions of Yen)	Accumulated depreciation as at 31 March 2008 (millions of Yen)	Depreciation accounted in the year (millions of Yen)	Net amount (millions of Yen)
Property and equipment							
Buildings . . . . .	—	—	—	377	107	43	270
Furniture and fixtures . . . . .	—	—	—	1,062	570	212	492
Vehicles . . . . .	—	—	—	17	5	3	11
Total property and equipment.	—	—	—	1,457	683	259	774
Intangible assets							
Patent . . . . .	—	—	—	13	2	1	11
Trademark . . . . .	—	—	—	38	11	3	27
Software . . . . .	—	—	—	1,362	425	176	936
Telephone subscription rights . . . . .	—	—	—	5	—	—	5
Total intangible assets . . . . .	—	—	—	1,420	439	180	980
Long-term prepaid expenses . . . . .	84	15	84	15	1	1	14
Deferred charges							
Stock issuance costs . . . . .	276	—	275	1	1	89	0
Bonds issuance costs . . . . .	399	—	270	129	66	125	62
Total deferred charges . . . . .	676	—	546	130	67	215	63

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## ACCOUNTANTS' REPORT

Notes:

- As the amounts of property and equipment as at 31 March 2007 were less than 1% of total assets, the movement of the property and equipment was not disclosed in the table above.
- As the amounts of intangible assets as at 31 March 2007 were less than 1% of total assets, the movement of the intangible assets was not disclosed in the table above.

### FOR THE YEAR ENDED 31 MARCH 2009

Type of asset	Balance as at 31 March 2008 (millions of Yen)	Increase (millions of Yen)	Decrease (millions of Yen)	Balance as at 31 March 2009 (millions of Yen)	Accumulated	Depreciation	Net amount (millions of Yen)
					depreciation as at 31 March 2009 (millions of Yen)	accounted during the year (millions of Yen)	
Property and equipment							
Buildings . . . . .	—	—	—	399	150	43	248
Furniture and fixtures . . . . .	—	—	—	1,256	798	228	458
Vehicles . . . . .	—	—	—	20	9	7	10
Construction in Progress . . . . .	—	—	—	45	—	—	45
Total property and equipment . . . . .	—	—	—	1,721	958	280	762
Intangible assets							
Patents . . . . .	—	—	—	13	3	1	10
Trademark . . . . .	—	—	—	43	15	3	28
Software . . . . .	—	—	—	1,738	682	256	1,056
Telephone subscription rights . . . . .	—	—	—	5	—	—	5
Total intangible assets . . . . .	—	—	—	1,801	700	261	1,100
Long-term prepaid expenses . . . . .	15	20	15	21	2	0	18
Deferred charges							
Stock issuance cost . . . . .	1	—	1	—	—	0	—
Bond issuance cost . . . . .	129	—	—	129	108	41	20
Total deferred charges . . . . .	130	—	1	129	108	42	20

Notes:

- As the amounts of property and equipment as at 31 March 2008 were less than 1% of total costs, the movement of the property and equipment was not disclosed in the table above.
- As the amounts of intangible assets as at 31 March 2008 were less than 1% of total assets, the movement of the intangible assets was not disclosed in the table above.

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## ACCOUNTANTS' REPORT

### FOR THE YEAR ENDED 31 MARCH 2010

Type of asset	Balance as	Increase	Decrease	Balance as	Accumulated	Depreciation	Net amount
	at 31 March			at 31 March	depreciation	accounted	
	2009	(millions of	(millions of	2010	31 March	year	(millions of
	(millions of	Yen)	Yen)	(millions of	(millions of	(millions of	Yen)
	Yen)		Yen)	Yen)	Yen)	Yen)	(millions of
							Yen)
Property and equipment							
Buildings . . . . .	399	3,842	69	4,172	186	71	3,985
Furniture and fixtures . . . . .	1,256	68	35	1,290	980	205	309
Vehicles . . . . .	20	—	—	20	14	4	5
Land . . . . .	—	2,533	—	2,533	—	—	2,533
Construction in Progress . . . . .	45	23	—	69	—	—	69
Total property and equipment . . . . .	<u>1,721</u>	<u>6,467</u>	<u>104</u>	<u>8,084</u>	<u>1,181</u>	<u>281</u>	<u>6,903</u>
Intangible assets							
Patents . . . . .	—	—	—	13	4	1	9
Trademark . . . . .	—	—	—	42	17	3	25
Software . . . . .	—	—	—	1,677	857	260	819
Telephone subscription rights . . . . .	—	—	—	5	—	—	5
Total intangible assets . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,739</u>	<u>879</u>	<u>265</u>	<u>859</u>
Long-term prepaid expenses . . . . .	21	25	22	24	—	—	24
Deferred charges							
Bonds issuance cost . . . . .	129	676	159	645	223	275	421
Total deferred charges . . . . .	<u>129</u>	<u>676</u>	<u>159</u>	<u>645</u>	<u>223</u>	<u>275</u>	<u>421</u>

Note: As the amounts of the intangible assets as at 31 March 2009 were less than 1% of total assets, the movement of the intangible assets was not disclosed in the table above.

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## ACCOUNTANTS' REPORT

### FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010

Type of asset	Balance as at 31 March 2010 (millions of Yen)	Increase (millions of Yen)	Decrease (millions of Yen)	Balance as at 30 September 2010 (millions of Yen)	Accumulated depreciation as at 30 September 2010 (millions of Yen)	Depreciation accounted during the year (millions of Yen)	Net amount (millions of yen)
Property and equipment							
Buildings . . . . .	4,172	128	—	4,300	303	117	3,996
Furniture and fixtures . . . . .	1,290	75	3	1,362	1,045	68	316
Vehicles . . . . .	20	—	—	20	15	1	4
Land . . . . .	2,533	—	—	2,533	—	—	2,533
Construction in Progress . . . . .	69	0	49	19	—	—	19
Total property and equipment . . . . .	<u>8,084</u>	<u>204</u>	<u>53</u>	<u>8,235</u>	<u>1,365</u>	<u>186</u>	<u>6,870</u>
Intangible assets							
Patents . . . . .	—	—	—	13	4	0	8
Trademark . . . . .	—	—	—	43	19	1	23
Software . . . . .	—	—	—	1,828	973	126	854
Telephone subscription rights . . . . .	—	—	—	5	—	—	5
Total intangible assets . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,890</u>	<u>998</u>	<u>128</u>	<u>891</u>
Long-term prepaid expenses . . . . .	24	200	6	218	—	—	218
Deferred charges							
Stock issuance cost . . . . .	—	203	—	203	16	16	186
Bonds issuance cost . . . . .	645	235	123	757	414	313	343
Total deferred charges . . . . .	<u>645</u>	<u>438</u>	<u>123</u>	<u>960</u>	<u>430</u>	<u>330</u>	<u>529</u>

Note: As the amounts of the intangible assets as at 31 March 2010 were less than 1% of total assets, the movement of the intangible assets were not disclosed in the above table.

### SCHEDULE OF ALLOWANCES

#### FOR THE YEAR ENDED 31 MARCH 2008

Type	Balance as at 31 March 2007 (millions of Yen)	Increase (millions of Yen)	Decrease (millions of Yen)	Decrease (Others) (millions of Yen)	Balance as at 31 March 2008 (millions of Yen)
Allowance for investment losses	3,316	379	—	—	3,695
Allowance for doubtful accounts	151	0	—	—	151

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## ACCOUNTANTS' REPORT

### FOR THE YEAR ENDED 31 MARCH 2009

Type	Balance as at 31 March 2008 (millions of Yen)	Increase (millions of Yen)	Decrease (charge-off) (millions of Yen)	Decrease (Others) (millions of Yen)	Balance as at 31 March 2009 (millions of Yen)
Allowance for investment losses	3,695	1,771	1,401	360	3,704
Allowance for doubtful accounts	151	1,106	—	—	1,258

Note: The "Decrease (Others)" in allowance for investment losses represents the reversal of the allowance due to early redemption.

### FOR THE YEAR ENDED 31 MARCH 2010

Type	Balance as at 31 March 2009 (millions of Yen)	Increase (millions of Yen)	Decrease (Charge-off) (millions of Yen)	Decrease (Others) (millions of Yen)	Balance as at 31 March 2010 (millions of Yen)
Allowance for investment losses	3,704	3,277	—	—	6,981
Allowance for doubtful accounts	1,258	6	—	1	1,263

Note: The "Decrease (Others)" in allowance for doubtful accounts represents the reversal of the allowance based on the past credit loss experience.

### FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010

Type	Balance as at 31 March 2010 (millions of Yen)	Increase (millions of Yen)	Decrease (Charge-off) (millions of Yen)	Decrease (Others) (millions of Yen)	Balance as at 30 September 2010 (millions of Yen)
Allowance for investment losses	6,981	—	5,268	—	1,713
Allowance for doubtful accounts	1,263	—	—	—	1,263



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**APPENDIX I****ACCOUNTANTS' REPORT**

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**A.3 SUPPLEMENTARY FINANCIAL INFORMATION**

## 1. Effect of changes in significant accounting policies

Changes in significant accounting policies of the Group and the Company during the Track Record Period are stated in Note III of section A.1. and A.2. of the Financial Information respectively. The theoretical impacts on the JGAAP Financial Information as if the accounting policies applied in preparing the consolidated financial statements for the six month period ended 30 September 2010 were consistently applied throughout the Track Record Period on a retrospective basis are set out below.

- (1) The accounting policy of the Group in respect of the unification of accounting policies of foreign subsidiaries under the revised ASBJ PITF No. 18 became effective during the year ended 31 March 2009. Should the revised policy be applied consistently for the year ended 31 March 2008 on a retrospective basis, the impact on the results and financial position of the Group for the year ended 31 March 2008 is considered to be not material.
- (2) The accounting policy of the Group and the Company in respect of the accounting for lease transactions under and the revised ASBJ Statment No. 13 and ASBJ Guidance No. 16 became effective during the year ended 31 March 2009. Should the revised policy be applied consistently for the year ended 31 March 2008 on a retrospective basis, the impact on the results and financial position of the Group and the Company for the year ended 31 March 2008 is considered to be not material.
- (3) The accounting policy of the Group and the Company in respect of inventories under the ASBJ Statement No. 9, became effective during year ended 31 March 2009. Should the revised policy be applied consistently for the year ended 31 March 2008 on a retrospective basis, the impact on the results and financial position of the Group and the Company for the year ended 31 March 2008 is considered to be not material.
- (4) The accounting policy of the Group in respect of the construction contracts under ASBJ Statement No. 15 and ASBJ Guidance No. 18 became effective during the year ended 31 March 2010. Should the revised policy be applied consistently for the years ended 2008 and 2009 on a retrospective basis, the impact on the results and financial position of the Group for the years ended 31 March 2008 and 2009 is considered to be not material.
- (5) The accounting policy of the Group in respect of the consolidation scope under ASBJ Guidance No. 22 became effective during year ended 31 March 2010. Should the revised policies be applied consistently for the years ended 31 March 2008 and 2009 on a retrospective basis, the impact on the results and financial position of the Group for the years ended 31 March 2008 and 2009 is considered to be not material.
- (6) The accounting policies of the Group and the Company in respect of asset retirement obligation under ASBJ Statement No. 18 and ASBJ Guidance No. 21 became effective during the six months ended 30 September 2010. Should the revised policies be applied consistently for the years ended 31 March 2008, 2009 and 2010 and six months ended 30 September 2009 (unaudited) on a retrospective basis, the impact on the results and financial position of the Group and the Company for the years ended 31 March 2008, 2009 and 2010 and six months ended 30 September 2009 (unaudited) is considered to be not material.
- (7) ASBJ Statement No. 21, 22 and 23, ASBJ Statement No. 7 and 16 (revised in 2008) and ASBJ Guidance No. 10 (revised in 2008) became effective during the six months ended

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**ACCOUNTANTS' REPORT**

30 September 2010 which affect the accounting of business combination and disposal of subsidiaries/business. There are practical difficulties for the Group to ascertain the impact resulting from these changes in accounting policies on a retrospective basis because the Group had a high volume of acquisitions and disposals of portfolio companies.

2. Retrospective changes in presentation

Changes in presentation of the Group and the Company during the Track Record Period are stated in Note IV of section A.1 and A.2 of the Financial Information respectively. The theoretical impacts on the JGAAP Financial information as if the presentation applied in preparing the consolidated financial statements for the six month period ended 30 September 2010 were consistently applied through out the Track Record Period on a retrospective basis are set out below.

**Financial Information**

I. Changes in presentation due to adoption of XBRL:

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
<b>Consolidated balance sheets</b>				
(1) Current liabilities				
Other provisions . . . . .	72	38	155	229
Others . . . . .	39,419	23,823	25,353	42,132
Non-current liabilities				
Other provisions . . . . .	248	390	877	733
Others . . . . .	5,077	14,524	17,924	18,269
(2) Current liabilities				
Guarantee deposits received . . .	311,578	258,068	282,373	277,825
Customers' deposits received for commodity futures transactions . . . . .	—	—	—	—

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	For the years ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
<b>Consolidated statements of changes in net assets</b>					
(3) Total shareholder's equity					
Adjustments due to change of scope of consolidation . . . . .	(806)	(103)	217	(58)	—
Decrease due to newly consolidated subsidiary . . . . .	—	—	—	—	—
Decrease due to deconsolidation of subsidiaries . . . . .	—	—	—	—	—
<b>Consolidated statements of cash flows</b>					
(4) Operating activities					
Decrease in guarantee deposits received for margin transactions . . . . .	—	—	—	—	—
(Decrease) increase in guarantee deposits received . .	(31,224)	(29,706)	4,173	19,245	(4,548)
Others, net . . . . .	24,576	1,815	(1,614)	44,735	3,709

II. Change in presentation due to expansion of a particular line item or grouping with other items if the corresponding amount exceeds or is below the benchmark of the associated Financial Information caption.

	As at 31 March			As at 30 September
	2008	2009	2010	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
<b>Consolidated balance sheets</b>				
(5) Non-current assets				
Assets leased to other parties . .	—	—	—	—
Accumulated depreciation-assets leased to other parties . . . . .	—	—	—	—
Others . . . . .	21,803	791	4,503	4,634
Accumulated depreciation-others	<u>(14,847)</u>	<u>(98)</u>	<u>(506)</u>	<u>(940)</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	For the years ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009	2010
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(unaudited) (millions of Yen)	(millions of Yen)
<b>Consolidated statement of operations</b>					
(6) Extraordinary expenses					
Losses on valuation of investment securities	676	7,547	46	24	176
Others . . . . .	904	1,862	646	356	257
(7) Non-operating income					
Refunded consumption taxes . . . . .	72	238	188	—	—
Others . . . . .	409	751	476	241	245
(8) Non-operating expense					
Amortization of deferred operating costs under Article 113 of the Insurance Business Act . . . . .	20	364	746	300	343
Others . . . . .	521	798	569	375	632
(9) Extraordinary expenses					
Provision of allowance for doubtful accounts . .	—	2,468	1,989	1,485	189
Others . . . . .	904	1,862	646	356	257
(10) Extraordinary expenses					
Impairment loss . . . . .	—	807	352	6	716
Others . . . . .	904	1,862	646	356	257
<b>Consolidated statements of cash flows</b>					
(11) Operating activities					
Losses on valuation of investment securities . .	676	7,547	46	24	176
Others, net . . . . .	24,576	1,815	(1,614)	44,735	3,709

**APPENDIX I**

**ACCOUNTANTS' REPORT**

	For the years ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009	2010
				(unaudited)	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
(12) Operating activities					
Purchases of leased assets . . . . .	—	—	—	—	—
Others, net . . . . .	24,576	1,815	(1,614)	44,375	3,709

III. Change in presentation due to other reasons

	For the years ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009	2010
				(unaudited)	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)

**Consolidated statements of cash flows**

(13) Financing activities					
Increase in short-term loans payable . . . . .	—	—	—	—	—
Decrease in short-term loans payable . . . . .	—	—	—	—	—
Increase (decrease) in short-term loans payable . . . . .	(8,330)	(8,959)	940	42,929	(182)

**Financial Information**

Changes in presentation due to adoption of XBRL in disclosure through EDINET

	For the years ended 31 December			For the six months ended 30 September	
	2008	2009	2010	2009	2010
				(unaudited)	
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)

**Statements of operations**

(1) Extraordinary expenses . . . . .					
Provision of allowance for investment losses . . . . .	360	300	500	—	—
Others . . . . .	112	291	25	—	263

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

3. Related party transactions

In the opinion of directors of the Company, the related party transactions were conducted in the ordinary and usual course of business and based on normal commercial terms and, subject to the normal commercial considerations, these transactions will continue after possible working capital generating activities.

4. The accounting policies on segment disclosure of the Group had been changed for the six months ended 30 September 2010 which are stated in Note XVII of section A.1 of the Financial Information. Segment information for the Track Record Period based on ASBJ Statement No. 17 and ASBJ Guidance No. 20 is set out below:

Year ended 31 March 2008	Reportable segment				Sub-total	Others (Note)	Total
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business			
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)			
Net Sales							
Revenue from customers . . . . .	58,008	67,675	21,600	62,863	210,147	12,419	222,567
Inter-segment revenue . . . . .	0	855	895	110	1,860	—	1,860
Total . . . . .	<u>58,008</u>	<u>68,531</u>	<u>22,495</u>	<u>62,973</u>	<u>212,008</u>	<u>12,419</u>	<u>224,428</u>
Segment operating income (loss) . . . . .	17,210	20,511	849	8,303	46,875	(1,412)	45,463
Segment assets . . . . .	182,585	807,666	82,623	139,689	1,212,564	22,064	1,234,629
Other items							
Depreciation . . . . .	58	2,127	3,308	286	5,781	344	6,125
Amortization of Goodwill . . . . .	(1,069)	1,850	374	924	2,080	378	2,459
Investment in subsidiaries and affiliates applying equity-method . . . . .	55	578	10,344	7,616	18,595	—	18,595
Increase in property and equipment, intangible assets . . . . .	18	2,033	2,108	334	4,495	276	4,772

Note: Business segments classified into “Others” are segment not determined as reportable segments which consisted of system-related business, drug-discovery business and garment business.

## APPENDIX I

## ACCOUNTANTS’ REPORT

Year ended 31 March 2009	Reportable segment						
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total	Others (Note)	Total
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Net Sales							
Revenue from customers . . . . .	15,632	47,648	21,871	27,616	112,769	18,153	130,922
Inter-segment revenue . . . . .	131	1,533	745	46	2,456	1,662	4,119
Total . . . . .	15,764	49,182	22,617	27,662	115,226	19,815	135,042
Segment operating income (loss) . . . . .	3,138	5,714	1,491	1,249	11,594	(1,173)	10,420
Segment assets . . . . .	155,115	804,543	93,169	125,058	1,177,888	20,895	1,198,783
Other items							
Depreciation . . . . .	55	1,952	992	273	3,272	626	3,899
Amortization of Goodwill . . . . .	3	4,378	349	768	5,499	501	6,001
Investment in subsidiaries and affiliates applying equity-method . . . . .	74	3,362	7,213	801	11,452	—	11,452
Increase in property and equipment, intangible assets . . . . .	13	2,821	1,200	695	4,731	713	5,445

Note: Business segments classified into “Others” are segment not determined as reportable segments which consisted of system-related business, drug-discovery business and garment business.

Year ended 31 March 2010	Reportable segment						
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total	Others (Note)	Total
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Net Sales							
Revenue from customers . . . . .	20,189	46,986	24,441	17,152	108,769	15,772	124,541
Inter-segment revenue . . . . .	—	3,136	1,164	1	4,302	1,117	5,419
Total . . . . .	20,189	50,122	25,605	17,153	113,071	16,889	129,961
Segment operating income (loss) . . . . .	2,543	9,374	206	872	12,998	(2,104)	10,893
Segment assets . . . . .	198,466	880,834	96,917	109,003	1,285,222	20,985	1,306,207
Other items							
Depreciation . . . . .	52	2,324	1,003	301	3,681	411	4,093
Amortization of Goodwill . . . . .	184	5,921	385	767	7,260	504	7,764
Investment in subsidiaries and affiliates applying equity-method . . . . .	82	2,651	14,455	30	17,219	—	17,219
Increase in property and equipment, intangible assets . . . . .	51	6,673	3,675	390	10,790	1,002	11,793

Note: Business segments classified into “Others” are segment not determined as reportable segments which consisted of system-related business, drug-discovery business and garment business.



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Six months ended 30 September 2009 (unaudited)	Reportable segment						Others (Note)	Total
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total			
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)		
Net Sales								
Revenue from customers . . . . .	12,117	25,136	11,482	6,324	55,060	8,092	63,153	
Inter-segment revenue . . . . .	—	1,486	480	0	1,967	459	2,427	
Total . . . . .	<u>12,117</u>	<u>26,623</u>	<u>11,962</u>	<u>6,325</u>	<u>57,028</u>	<u>8,552</u>	<u>65,580</u>	
Segment operating income (loss) . . . . .	2,471	5,985	304	(181)	8,580	(1,104)	7,475	
Segment assets . . . . .	179,219	896,398	100,409	105,996	1,282,023	20,754	1,302,777	
Other items								
Depreciation . . . . .	24	827	511	130	1,493	206	1,699	
Amortization of Goodwill . . . . .	65	2,994	184	390	3,635	253	3,889	
Investment in subsidiaries and affiliates applying equity-method . . . . .	85	2,120	13,102	716	16,025	1,862	17,888	
Increase in property and equipment, intangible assets . . . . .	6	3,104	2,264	59	5,435	496	5,931	

Note: Business segments classified into "Others" are segment not determined as reportable segments which consisted of system-related business, drug-discovery business and garment business.

Six months ended 30 September 2010	Reportable segment						Others (Note)	Total
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total			
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)		
Net Sales								
Revenue from customers . . . . .	10,514	22,915	13,525	8,590	55,545	7,402	62,948	
Inter-segment revenue . . . . .	1	1,301	983	1	2,287	860	3,147	
Total . . . . .	<u>10,516</u>	<u>24,216</u>	<u>14,508</u>	<u>8,591</u>	<u>57,833</u>	<u>8,262</u>	<u>66,096</u>	
Segment operating income (loss) . . . . .	2,679	3,780	435	1,205	8,100	(1,020)	7,079	
Segment assets . . . . .	200,981	875,965	126,505	109,521	1,312,973	18,211	1,331,185	
Other items								
Depreciation . . . . .	25	1,280	565	192	2,063	239	2,303	
Amortization of Goodwill . . . . .	137	2,925	187	368	3,619	254	3,873	
Investment in subsidiaries and affiliates applying equity-method . . . . .	4,366	2,103	23,472	—	29,942	—	29,942	
Increase in property and equipment, intangible assets . . . . .	13	1,682	807	363	2,866	307	3,174	

Note: Business segments classified into "Others" are the segment not determined as reportable segments, which consist of system-related business, drug-discovery business and garment business.

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**ACCOUNTANTS' REPORT**

- (iv) Reconciliation of the differences between the total amount of reportable segments and the total amount recorded in the consolidated financial statements:

Net sales	For the year ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009 (unaudited)	2010
	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen
Total of reportable segments . . . . .	212,008	115,226	113,071	57,028	57,833
Net sales of "Others" . . . . .	12,419	19,815	16,889	8,552	8,262
Elimination among segments . . . . .	(1,860)	(4,119)	(5,419)	(2,427)	(3,147)
Net sales of consolidated financial statements.	<u>222,567</u>	<u>130,922</u>	<u>124,541</u>	<u>63,153</u>	<u>62,948</u>

Operating income	For the year ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009 (unaudited)	2010
	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen
Total of reportable segments . . . . .	46,875	11,594	12,998	8,580	8,100
Losses of "Others" . . . . .	(1,412)	(1,173)	(2,104)	(1,104)	(1,020)
Elimination among segments . . . . .	873	(1,301)	(2,479)	(1,202)	(933)
Headquarters expenses (Note) . . . . .	(3,730)	(4,715)	(4,982)	(2,521)	(2,541)
Operating income of consolidated financial statements . . . . .	<u>42,606</u>	<u>4,403</u>	<u>3,431</u>	<u>3,752</u>	<u>3,605</u>

Note: Headquarters expenses are general administrative expenses which are not attributable to reportable segments.

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Assets	As at 31 March			As at 30 September
	2008	2009	2010	2010
	millions of Yen	millions of Yen	millions of Yen	millions of Yen
Total of reportable segments . . . . .	1,212,564	1,177,888	1,285,222	1,312,973
Assets of "Others". . . . .	22,064	20,895	20,985	18,211
Elimination among segments . . . . .	(28,770)	(127,889)	(94,550)	(93,549)
Headquarters assets (Note) . . . . .	13,388	8,339	18,282	17,250
Assets of consolidated financial statements. . . . .	<u>1,219,247</u>	<u>1,079,233</u>	<u>1,229,939</u>	<u>1,254,886</u>

Note: Headquarters assets are principally surplus operating funds (cash and deposits).

Other items	For the year ended 31 March									For the six months ended 30 September					
	2008			2009			2010			2009 (unaudited)			2010		
	Total of reportable segment	Amount of adjustment	Total of consolidated financial statements	Total of reportable segment	Amount of adjustment	Total of consolidated financial statements	Total of reportable segment	Amount of adjustment	Total of consolidated financial statements	Total of reportable segment	Amount of adjustment	Total of consolidated financial statements	Total of reportable segment	Amount of adjustment	Total of consolidated financial statements
	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen
Depreciation . . . . .	5,781	581	6,361	3,272	1,095	4,367	3,681	887	4,568	1,493	647	2,140	2,063	434	2,498
Amortization of goodwill . . . . .	2,080	378	2,459	5,499	501	6,001	7,260	504	7,764	3,635	253	3,889	3,619	254	3,873
Investment in subsidiaries and affiliates applying equity-method . . . . .	18,595	—	18,595	11,452	—	11,452	17,219	—	17,219	16,025	1,862	17,888	29,942	—	29,942
Increase in property and equipment, intangible assets . . . . .	4,495	1,104	5,600	4,731	1,351	6,082	10,790	1,157	11,947	5,435	658	6,093	2,866	472	3,339

Note: "Amount of adjustment" includes adjustments for other segments that are not determined as reportable segments, headquarters expenses and elimination among segments.

Impairment losses	For the year ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009 (unaudited)	2010
	millions of Yen	millions of Yen	millions of Yen	millions of Yen	millions of Yen
Asset Management					
Business . . . . .	—	—	—	—	—
Brokerage & Investment					
Banking Business . . . . .	—	479	0	—	350
Financial Services Business . . . . .	—	23	214	3	5
Housing and Real Estate					
Business . . . . .	—	93	12	12	—
Others (Note) . . . . .	—	210	125	(10)	360
Headquarters expenses and elimination among segments . . . . .	—	—	—	—	—
Total . . . . .	<u>—</u>	<u>807</u>	<u>352</u>	<u>6</u>	<u>716</u>

Note: The amount stated in the "Others" is all relevant to the Heath Care Related Business.

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Goodwill	As at 31 March			As at 30 September
	2008	2009	2010	2010
	millions of Yen	millions of Yen	millions of Yen	millions of Yen
Asset Management Business .	1,726	1,631	4,587	4,723
Brokerage & Investment				
Banking Business . . . . .	30,363	109,189	103,729	100,804
Financial Services Business . .	5,531	5,115	4,969	5,726
Housing and Real Estate				
Business . . . . .	14,317	12,744	12,210	11,313
Others (Note) . . . . .	8,935	7,673	7,510	7,255
Headquarters expenses and elimination among segments . . . . .	—	—	—	—
Total . . . . .	<u>60,874</u>	<u>136,354</u>	<u>133,008</u>	<u>129,823</u>

Note: “Others” consists of system-related business, drug-discovery business and garment business.

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**ACCOUNTANTS' REPORT**

**B. ADDITIONAL STOCK EXCHANGE INFORMATION**

(Amounts in millions of Japanese Yen, and are rounded down to the nearest million, unless otherwise stated)

Additional information required under the relevant disclosure rules and not shown elsewhere in this report is as follows:

**B1. NET CURRENT ASSETS AND TOTAL ASSETS LESS CURRENT LIABILITIES**

	Year ended 31 March			Six months ended
	2008	2009	2010	30 September 2010
<b>The Group</b>				
Net current assets . . . . .	328,637	227,960	233,232	254,964
Total assets less current liabilities .	<u>478,613</u>	<u>455,785</u>	<u>482,849</u>	<u>517,541</u>
<b>The Company</b>				
Net current assets/(liabilities) . . . . .	23,728	(53,253)	(79,972)	(70,396)
Total assets less current liabilities .	<u>205,833</u>	<u>284,529</u>	<u>285,828</u>	<u>312,051</u>

**B2. DIRECTOR'S AND EMPLOYEE'S EMOLUMENTS**

**Directors' emoluments**

	Year ended 31 March			Six months ended	
	2008	2009	2010	2009	2010
<i>(unaudited)</i>					
Directors' fees . . . . .	466	436	382	215	200
Discretionary bonuses . . . . .	184	271	3	3	3
Pension contributions . . . . .	<u>2</u>	<u>2</u>	<u>2</u>	<u>1</u>	<u>1</u>
Total emoluments . . . . .	<u>653</u>	<u>709</u>	<u>388</u>	<u>220</u>	<u>205</u>

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### Directors' emoluments

The emoluments paid or payable to each of the directors are as follows:

#### FOR THE YEAR ENDED 31 MARCH 2008

Name	Directors' Fees	Discretionary bonuses	Pension contributions	2008 Total emoluments
Yoshitaka Kitao . . . . .	148	56	0	204
Yasutaro Sawada . . . . .	50	—	0	50
Kenji Hirai . . . . .	35	—	0	35
Shiho Aihara . . . . .	47	—	0	47
Hiroyoshi Kido . . . . .	25	—	0	25
Hiroshi Tasaka . . . . .	20	—	—	20
Takashi Nakagawa . . . . .	27	—	0	27
Noriyuki Ishihara . . . . .	15	—	0	15 <sup>(1)</sup>
Tomoya Asakura . . . . .	12	—	0	12 <sup>(1)</sup>
Kentaro Azuma . . . . .	18	—	0	18 <sup>(2)</sup>
Reiko Kinoshita . . . . .	20	8	0	28
Noriaki Maruyama . . . . .	14	—	0	14 <sup>(3)</sup>
Katsuya Kawashima . . . . .	5	—	0	5 <sup>(4)</sup>
Shinji Matsui . . . . .	5	—	0	5 <sup>(4)</sup>
Taro Izuchi . . . . .	8	60	0	68 <sup>(4)</sup>
Ken Izawa . . . . .	15	60	—	75 <sup>(4)</sup>
	466	184	2	653

Notes:

(1) Appointed on 28 June 2007

(2) Appointed on 28 June 2007 and resigned on 22 February 2008

(3) Resigned on 30 January 2008

(4) Resigned on 28 June 2007

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**FOR THE YEAR ENDED 31 MARCH 2009**

Name	Directors' Fees	Discretionary bonuses	Pension contributions	2009 Total emoluments
Yoshitaka Kitao . . . . .	143	120	0	263
Yasutaro Sawada . . . . .	47	50	0	97
Kenji Hirai . . . . .	33	20	0	53
Shiho Aihara . . . . .	45	20	0	66
Hiroyoshi Kido . . . . .	6	15	0	21 <sup>(1)</sup>
Hiroshi Tasaka . . . . .	19	2	—	21
Takashi Nakagawa . . . . .	28	20	0	48
Noriyuki Ishihara . . . . .	19	2	0	21
Tomoya Asakura . . . . .	17	6	0	24
Reiko Kinoshita . . . . .	21	13	0	35
Takashi Okita . . . . .	11	2	0	13 <sup>(2)</sup>
Kazuyuki Matsui . . . . .	17	—	0	17 <sup>(2)</sup>
Shinji Matsui . . . . .	15	—	0	15 <sup>(2)</sup>
Takeshi Natsuno . . . . .	9	—	—	9 <sup>(2)</sup>
	436	271	2	709

Notes:

(1) Resigned on 27 June 2008

(2) Appointed on 27 June 2008



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**FOR THE YEAR ENDED 31 MARCH 2010**

Name	Directors' Fees	Discretionary bonuses	Pension contributions	2010 Total emoluments
Yoshitaka Kitao . . . . .	128	—	0	128
Yasutaro Sawada . . . . .	40	—	0	40
Kenji Hirai . . . . .	29	—	0	30
Hiroshi Tasaka . . . . .	18	—	—	18
Takashi Nakagawa . . . . .	26	—	0	26
Tomoya Asakura . . . . .	17	3	0	20
Takashi Okita . . . . .	14	—	0	15
Takeshi Natsuno . . . . .	12	—	—	12
Shiho Aihara . . . . .	9	—	0	9 <sup>(1)</sup>
Noriyuki Ishihara . . . . .	4	—	0	4 <sup>(2)</sup>
Reiko Kinoshita . . . . .	6	—	0	6 <sup>(1)</sup>
Kazuyuki Matsui . . . . .	5	—	0	5 <sup>(2)</sup>
Shinji Matsui . . . . .	3	—	0	3 <sup>(2)</sup>
Hiroyoshi Kido . . . . .	17	—	0	17 <sup>(3)</sup>
Noriyoshi Kimura . . . . .	7	—	0	7 <sup>(3)</sup>
Shumpei Morita . . . . .	0	—	—	0 <sup>(3)</sup>
Noriaki Maruyama . . . . .	14	—	0	14 <sup>(3)</sup>
Taro Izuchi . . . . .	25	—	0	26 <sup>(3)</sup>
	382	3	2	388

Notes:

- (1) Resigned and appointed as executive officer on 26 June 2009
- (2) Resigned on 26 June 2009
- (3) Appointed on 26 June 2009

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**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2009 (unaudited)**

<b>Name</b>	<b>Directors' Fees</b>	<b>Discretionary bonuses</b>	<b>Pension contributions</b>	<b>2010 Total emoluments</b>
Yoshitaka Kitao . . . . .	65	—	0	65
Yasutaro Sawada . . . . .	20	—	0	20
Kenji Hirai . . . . .	15	—	0	15
Hiroshi Tasaka . . . . .	9	—	—	9
Takashi Nakagawa . . . . .	13	—	0	13
Tomoya Asakura . . . . .	8	3	0	12
Takashi Okita . . . . .	7	—	0	7
Takeshi Natsuno . . . . .	6	—	—	6
Shiho Aihara . . . . .	9	—	0	9 <sup>(1)</sup>
Noriyuki Ishihara . . . . .	4	—	0	4 <sup>(2)</sup>
Reiko Kinoshita . . . . .	6	—	0	6 <sup>(1)</sup>
Kazuyuki Matsui . . . . .	5	—	0	5 <sup>(2)</sup>
Shinji Matsui . . . . .	3	—	0	3 <sup>(2)</sup>
Hiroyoshi Kido . . . . .	11	—	0	11 <sup>(3)</sup>
Noriyoshi Kimura . . . . .	2	—	0	2 <sup>(3)</sup>
Shumpei Morita . . . . .	0	—	0	0 <sup>(3)</sup>
Noriaki Maruyama . . . . .	9	—	0	9 <sup>(3)</sup>
Taro Izuchi . . . . .	17	—	0	17 <sup>(3)</sup>
	<u>215</u>	<u>3</u>	<u>1</u>	<u>220</u>

Notes:

- (1) Resigned and appointed as executive officer on 26 June 2009
- (2) Resigned on 26 June 2009
- (3) Appointed on 26 June 2009

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**ACCOUNTANTS' REPORT**

**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

Name	Directors' Fees	Discretionary bonuses	Pension contributions	2010 Total emoluments
Yoshitaka Kitao . . . . .	61	—	0	61
Yasutaro Sawada . . . . .	20	—	0	20
Kenji Hirai . . . . .	14	—	0	14
Hiroshi Tasaka . . . . .	9	—	—	9
Takashi Nakagawa . . . . .	13	—	0	13
Tomoya Asakura . . . . .	8	3	0	12
Takashi Okita . . . . .	7	—	0	7
Takeshi Natsuno . . . . .	6	—	—	6
Hiroyoshi Kido . . . . .	12	—	0	12
Noriyoshi Kimura . . . . .	5	—	0	5
Shumpei Morita . . . . .	0	—	—	0
Noriaki Maruyama . . . . .	11	—	0	11
Masaki Yoshida . . . . .	3	—	—	3 <sup>(1)</sup>
Kiyoshi Nagano . . . . .	3	—	—	3 <sup>(1)</sup>
Keiji Watanabe . . . . .	5	—	—	5 <sup>(1)</sup>
Akihiro Tamaki . . . . .	3	—	—	3 <sup>(1)</sup>
Taro Izuchi . . . . .	17	—	0	17
	200	3	1	205

Notes:

(1) Appointed on 29 June 2010

**Five highest paid individuals**

The emoluments payable to the five individuals whose emoluments were the highest in the Group for the years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2009 (unaudited) and 2010 respectively are as follows:

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
				(unaudited)	
Salaries, allowances and benefits in kind . . . . .	284	304	275	138	141
Discretionary bonuses . . . . .	192	258	—	—	4
Pension contributions . . . . .	1	1	1	0	0
	478	564	276	139	146

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Amongst the five highest paid individuals, four, five, two, four and two of them are directors for the year ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2009 (unaudited) and 2010 respectively.

The number of individuals (including directors) whose remuneration falls within the following bands is:

Hong Kong Dollar	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
	Number of individuals	Number of individuals	Number of individuals	Number of individuals	Number of individuals
¥ 15,000,001 to ¥ 20,000,000 . . . (approximately 1,246,561 to 1,662,082)	—	—	—	3	—
¥ 20,000,001 to ¥ 25,000,000 . . . (approximately 1,662,083 to 2,077,602)	—	—	—	1	4
¥ 30,000,001 to ¥ 35,000,000 . . . (approximately 2,493,123 to 2,908,643)	—	—	1	—	—
¥ 35,000,001 to ¥ 40,000,000 . . . (approximately 2,908,644 to 3,324,164)	—	—	2	—	—
¥ 40,000,001 to ¥ 45,000,000 . . . (approximately 3,324,165 to 3,739,684)	—	—	1	—	—
¥ 45,000,001 to ¥ 50,000,000 . . . (approximately 3,739,685 to 4,155,205)	—	—	—	—	—
¥ 50,000,001 to ¥ 55,000,000 . . . (approximately 4,155,206 to 4,570,725)	2	1	—	—	—
¥ 60,000,001 to ¥ 65,000,000 . . . (approximately 4,986,246 to 5,401,765)	—	—	—	—	1
¥ 65,000,001 to ¥ 70,000,000 . . . (approximately 5,401,766 to 5,817,287)	—	1	—	1	—
¥ 70,000,001 to ¥ 75,000,000 . . . (approximately 5,817,288 to 6,232,807)	1	—	—	—	—
¥ 80,000,001 to ¥ 85,000,000 . . . (approximately 6,650,041 to 7,065,669)	—	1	—	—	—
¥ 95,000,001 to ¥ 100,000,000 . . . (approximately 7,894,889 to 8,310,410)	1	1	—	—	—
¥ 125,000,001 to ¥ 130,000,000 . . . (approximately 10,388,012 to 10,803,533)	—	—	1	—	—
¥ 200,000,001 to ¥ 205,000,000 . . . (approximately 16,620,820 to 17,036,340)	1	—	—	—	—
¥ 260,000,001 to ¥ 265,000,000 . . . (approximately 21,607,066 to 22,022,586)	—	1	—	—	—
	5	5	5	5	5

During the Track Record Period, no emolument was paid by the Group to any of the directors, supervisors or the five highest individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during the Track Record Period.

### B3. INTEREST IN AFFILIATES

	As at 31 March			As at 30 September
	2008	2009	2010	2010
Share of net assets				
Listed affiliates . . . . .	7,718	3,080	657	624
Unlisted affiliates . . . . .	644	949	137	6,321
Goodwill . . . . .	827	2,437	2,285	3,372
	9,190	6,468	3,079	10,319

The fair value of the listed investments as at 31 March 2008 was ¥4,515 million, 31 March 2009 was ¥2,893 million, 31 March 2010 was ¥1,136 million and 30 September 2010 was ¥1,071 million respectively.

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**ACCOUNTANTS' REPORT**

Details of the principal affiliates are as follows:

Name of Company	Country of incorporation and operation	Capital stock/contribution	Proportion of nominal value of issued capital and voting power held by the Group			As at 30 September 2010	Principal activities
			As at 31 March				
			2008	2009	2010		
			%	%	%	%	
Energy & Environment, Inc.	Japan	100	50	50	50	50	Asset management
Strategic Consulting Group, Inc.	Japan	260	—	44	44	44	Brokerage and investment banking
SOLXYZ Co., Ltd.	Japan	1,494	23	23	23	24	Financial services
TOZAI ASSET MANAGEMENT K.K.	Japan	754	24	24	24	—	Housing and real estate
KOREA TECHNOLOGY INVESTMENT CORPORATION	Korea	KRW83,533,000	—	—	—	45	Asset management
TIEN PHONG COMMERCIAL JOINT STOCK BANK	Vietnam	VND2,000,000,000	—	—	—	20	Financial services
Phom Penh Commercial Bank Limited	Cambodia	USD15,000	—	—	—	40	Financial services

**B4. INTEREST IN JOINTLY CONTROLLED ENTITY**

	As at 31 March			As at 30 September 2010
	2008	2009	2010	2010
Share of net assets . . . . .	8,827	5,785	13,317	19,070

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**ACCOUNTANTS' REPORT**

Details of the principal jointly controlled entity are as follows:

Name of Company	Country of incorporation and operation	Capital stock/contribution	Proportion of nominal value of issued capital and voting power held by the Group			As at 30 September 2010	Principal activities
			As at 31 March				
			2008	2009	2010		
			%	%	%	%	
SBI Sumishin Net Bank, Ltd.	Japan	25,000	50	50	50	50	Financial Services

**B5. NOTES AND ACCOUNTS RECEIVABLE-TRADE**

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<u>The Group</u>				
Accounts receivable-trade . . . . .	10,092	7,029	7,752	9,975
Notes receivable-trade . . . . .	892	885	731	585
	10,984	7,914	8,483	10,560
Less: Allowance for doubtful accounts . . .	(223)	(84)	(77)	(390)
Carrying amount . . . . .	<u>10,761</u>	<u>7,830</u>	<u>8,406</u>	<u>10,169</u>
<u>The Company</u>				
Accounts receivable-trade . . . . .	1,173	1,412	1,109	983
Less: Allowance for doubtful accounts . . .	(2)	(2)	(0)	(0)
Carrying amount . . . . .	<u>1,171</u>	<u>1,410</u>	<u>1,108</u>	<u>983</u>

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The aging analyses are as follows:

Included in notes and accounts receivable-trade (net of allowance for doubtful accounts) with the following aging analysis based on the invoice date as at 31 March 2008, 2009 and 2010 and 30 September 2010:

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<u>The Group</u>				
1 to 90 days . . . . .	9,609	6,940	7,944	8,526
91 to 180 days . . . . .	590	431	349	320
Over 180 days . . . . .	562	458	112	1,323
Total . . . . .	<u>10,761</u>	<u>7,830</u>	<u>8,406</u>	<u>10,169</u>
	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<u>The Company</u>				
1 to 90 days . . . . .	1,171	1,410	1,108	983
91 to 180 days . . . . .	—	—	—	—
Over 180 days . . . . .	—	—	—	—
Total . . . . .	<u>1,171</u>	<u>1,410</u>	<u>1,108</u>	<u>983</u>

### B6. ACCOUNTS PAYABLE-TRADE

The Group has financial risk management policies in place to ensure that all payables are settled within the credit term. All trade accounts payable are immaterial and expected to be paid within less than one year. Accordingly, no aging analysis has been provided.

### B7. OPERATIONAL LOANS RECEIVABLE

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<u>The Group</u>				
Real estate mortgages loans . . . . .	29,093	23,280	15,160	20,869
Consumer loans and credit cards . . . . .	15,925	14,234	8,135	6,229
Others . . . . .	21,242	10,353	11,398	8,297
Total . . . . .	<u>66,260</u>	<u>47,868</u>	<u>34,694</u>	<u>35,395</u>
Accrued interest . . . . .	<u>385</u>	<u>387</u>	<u>394</u>	<u>426</u>

The Company's operational loans receivable as at 31 March 2008, 31 March 2009, 31 March 2010 and 30 September 2010 were ¥997 million, ¥1,032 million, ¥3,078 million and ¥957 million respectively. The Company's accrued interest of the operation loans receivable as at 31 March 2008 31 March 2009, 31 March 2010 and 30 September 2010 were ¥38 million, ¥135 million, ¥221 million and ¥235 million respectively.



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**ACCOUNTANTS' REPORT**

**B8. PROPERTY AND INVESTMENT PROPERTY (LAND)**

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<u>The Group</u>				
The carrying value of properties and investment properties located on land outside Hong Kong:				
Properties - freehold . . . . .	886	666	1,230	898
Investment properties - freehold . . . . .	—	2,287	6,325	4,842
	<u>886</u>	<u>2,953</u>	<u>7,556</u>	<u>5,740</u>
	As at 31 March			As at 30 September 2010
	2008	2009	2010	

The Company

The carrying value of investment properties located on land outside Hong Kong:

Investment properties - freehold . . . . .	<u>—</u>	<u>—</u>	<u>2,533</u>	<u>2,533</u>
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The Group had no property and investment property in Hong Kong as at 31 March 2008, 2009 and 2010 and 30 September 2010.

**B9. FURTHER DETAILS OF TRADING ASSETS, OPERATIONAL INVESTMENT SECURITIES AND INVESTMENT SECURITIES**

Trading assets, operational investment securities and investment securities as at 31 March 2008, 2009 and 2010 and 30 September 2010 consisted of the following:

	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<u>The Group</u>				
Current (Trading assets)				
Listed equity securities . . . . .	14	10	0	8
Listed corporate bonds . . . . .	1,598	7,049	901	313
Others — listed . . . . .	108	93	125	93
Unlisted derivatives . . . . .	<u>6</u>	<u>571</u>	<u>2,487</u>	<u>9,608</u>
Total . . . . .	<u>1,728</u>	<u>7,724</u>	<u>3,514</u>	<u>10,024</u>

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	As at 31 March			As at 30 September 2010
	2008	2009	2010	
<b>Current (Operational Investment Securities)</b>				
Listed equity securities . . . . .	6,224	5,221	7,230	11,824
Unlisted equity securities . . . . .	69,320	78,778	88,660	87,428
Unlisted corporate bonds . . . . .	2,471	874	2,282	2,985
Investment in unlisted funds . . . . .	37,138	18,432	22,608	20,671
Listed trust fund investments . . . . .	—	1,689	—	—
Others — listed . . . . .	361	119	763	695
Others — unlisted . . . . .	198	120	31	1,533
Subtotal . . . . .	<u>115,717</u>	<u>105,236</u>	<u>121,576</u>	<u>125,139</u>
Allowance for investment losses . . . . .	<u>(4,966)</u>	<u>(6,206)</u>	<u>(8,424)</u>	<u>(5,115)</u>
Total . . . . .	<u>110,750</u>	<u>99,029</u>	<u>113,152</u>	<u>120,023</u>
<b>Non-current (Investment Securities)</b>				
Listed equity securities . . . . .	6,982	3,735	4,944	4,369
Unlisted equity securities . . . . .	1,785	1,588	1,391	1,344
Investment in unlisted funds . . . . .	6,058	4,090	4,125	3,772
Unlisted government bonds . . . . .	3	—	—	—
Listed corporate bonds . . . . .	—	—	198	310
Unlisted corporate bonds . . . . .	510	234	82	0
Listed trust fund investments . . . . .	571	425	485	470
Others — listed . . . . .	60	12	19	14
Stocks of unconsolidated subsidiaries and affiliates . . . . .	<u>25,819</u>	<u>23,781</u>	<u>29,956</u>	<u>44,290</u>
Total . . . . .	<u>41,791</u>	<u>33,868</u>	<u>41,204</u>	<u>54,571</u>

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	As at 31 March			As at 30 September
	2008	2009	2010	2010
<u>The Company</u>				
Current (Operational Investment Securities)				
Listed equity securities . . . . .	329	664	64	70
Unlisted equity securities . . . . .	20,348	17,789	18,392	18,752
Unlisted corporate bonds . . . . .	—	10	10	—
Investment in unlisted funds . . . . .	36,645	18,054	11,947	13,459
Listed trust fund investments . . . . .	—	1,689	—	—
Others — listed . . . . .	361	119	763	695
Others — unlisted . . . . .	—	—	—	586
Subtotal . . . . .	<u>57,685</u>	<u>38,327</u>	<u>31,177</u>	<u>33,563</u>
Allowance for investment losses . . . . .	<u>(18)</u>	<u>(88)</u>	<u>(2,865)</u>	<u>(248)</u>
Total . . . . .	<u>57,667</u>	<u>38,239</u>	<u>28,312</u>	<u>33,314</u>
Non-current (Investment Securities)				
Listed equity securities . . . . .	6,421	3,478	4,473	3,860
Unlisted equity securities . . . . .	45	45	52	29
Unlisted corporate bonds . . . . .	—	24	—	—
Listed trust fund investments . . . . .	571	425	485	470
Others — listed . . . . .	60	12	19	14
Total . . . . .	<u>7,098</u>	<u>3,986</u>	<u>5,031</u>	<u>4,375</u>

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**ACCOUNTANTS' REPORT**

**B.10. DEBT SECURITIES ISSUED BY SUBSIDIARIES**

The following subsidiaries had issued debt securities:

	<u>Held by Group</u>	<u>Held by third parties</u>	<u>Total</u>
<u>The Group</u>			
<u>As at 31 March 2008</u>			
SBI SECURITIES Co., Ltd. (Former E*TRADE SECURITIES Co., Ltd.) . . . . .	—	50,000	50,000
Partners Investments Co., Ltd. . . . .	27,000	—	27,000
SBI Net Systems Co., Ltd. . . . . (Former C4 Technology, Inc.). . . . .	2,500	720	3,220
SBI Biotech Co., Ltd. . . . .	1,000	—	1,000
CEM Corporation . . . . .	<u>—</u>	<u>600</u>	<u>600</u>
 <u>As at 31 March 2009</u>			
e-Research Inc. . . . .	44,500	—	44,500
SBI Equal Credit Co., Ltd. . . . .	14,000	—	14,000
Partners Investments Co., Ltd. . . . .	12,000	—	12,000
SBI Biotech Co., Ltd. . . . .	1,000	—	1,000
CEM Corporation . . . . .	<u>9,500</u>	<u>300</u>	<u>9,800</u>
 <u>As at 31 March 2010</u>			
e-Research Inc. . . . .	5,500	2,300	7,800
CEM Corporation . . . . .	<u>—</u>	<u>300</u>	<u>300</u>
 <u>As at 30 September 2010</u>			
e-Research Inc. . . . .	<u>16,500</u>	<u>1,500</u>	<u>18,000</u>

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**B.11. MATURITY ANALYSIS FOR FINANCIAL ASSETS AND SECURITIES WITH CONTRACTUAL MATURITIES**

<b>As at 31 March 2008</b>	<b>Within one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Over 5 years</b>
Cash and deposits . . . . .	160,281	—	—	—	—	—
Notes and accounts receivable-trade . . . . .	8,074	1,054	940	717	196	0
Short-term investment securities, operational investment securities and investment securities						
Available-for-sale securities with maturity date						
Debt securities (National bonds) . . . . .	—	—	2	1	—	—
Debt securities (Corporate bonds) . . . . .	700	2,030	360	150	—	30
Cash segregated as deposits . . . . .	313,930	—	—	—	—	—
Operational loans receivable . . . . .	46,801	7,118	2,165	3,023	1,256	5,894
Margin transaction assets . . . . .	292,882	—	—	—	—	—
Short-term guarantee deposits . . . . .	13,413	—	—	—	—	—
<b>Total . . . . .</b>	<b>836,081</b>	<b>10,202</b>	<b>3,467</b>	<b>3,891</b>	<b>1,452</b>	<b>5,924</b>
<b>As at 31 March 2009</b>	<b>Within one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Over 5 years</b>
Cash and deposits . . . . .	127,123	—	—	—	—	—
Notes and accounts receivable-trade . . . . .	7,008	794	86	22	2	0
Short-term investment securities operational investment securities and investment securities						
Available-for-sale securities with maturity date						
Debt securities (Corporate bonds) . . . . .	1,236	236	210	162	378	1,355
Others . . . . .	—	95	—	95	—	—
Cash segregated as deposits . . . . .	266,365	—	—	—	—	—
Operational loans receivable . . . . .	33,231	4,087	2,898	1,114	707	5,828
Margin transaction assets . . . . .	180,800	—	—	—	—	—
Short-term guarantee deposits . . . . .	8,845	—	—	—	—	—
<b>Total . . . . .</b>	<b>624,608</b>	<b>5,212</b>	<b>3,194</b>	<b>1,393</b>	<b>1,088</b>	<b>7,183</b>

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<b>As at 31 March 2010</b>	<b>Within one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Over 5 years</b>
Cash and deposits . . . . .	143,726	—	—	—	—	—
Notes and accounts receivable-trade . . . . .	8,067	323	76	12	2	0
Short-term investment securities operational investment securities and investment securities						
Available-for-sale securities with maturity date						
Debt securities (Corporate bonds) . . . . .	60	150	50	—	—	—
Cash segregated as deposits . . . . .	318,865	—	—	—	—	—
Operational loans receivable . . . . .	22,899	3,434	2,229	1,105	836	4,190
Margin transaction assets . . . . .	261,641	—	—	—	—	—
Short-term guarantee deposits . . . . .	5,944	—	—	—	—	—
<b>Total . . . . .</b>	<b>761,204</b>	<b>3,907</b>	<b>2,355</b>	<b>1,118</b>	<b>838</b>	<b>4,191</b>

<b>As at 30 September 2010</b>	<b>Within one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Over 5 years</b>
Cash and deposits . . . . .	134,933	—	—	—	—	—
Notes and accounts receivable-trade . . . . .	8,551	1,143	461	222	116	64
Short-term investment securities, operational investment securities and investment securities						
Available-for-sale securities with maturity date						
Debt Securities (Corporate bonds) . . . . .	259	50	—	—	—	—
Cash segregated as deposits . . . . .	308,665	—	—	—	—	—
Operational loans receivable . . . . .	26,096	2,204	1,621	962	645	3,864
Margin transaction assets . . . . .	267,264	—	—	—	—	—
Short-term guarantee deposits . . . . .	3,350	—	—	—	—	—
<b>Total . . . . .</b>	<b>749,120</b>	<b>3,398</b>	<b>2,082</b>	<b>1,185</b>	<b>762</b>	<b>3,929</b>

**B12. MATURITIES OF LONG-TERM LOANS PAYABLE AND OTHER INTEREST-BEARING DEBTS**

<b>As at 31 March 2008</b>	<b>Within one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Over 5 years</b>
Short-term loans payable . . . . .	53,831	—	—	—	—	—
Bonds payable . . . . .	100,520	30,300	—	—	—	—
Bonds payable with warrants . . . . .	5,940	13,270	—	—	—	—
Borrowings on margin transactions . . . . .	81,583	—	—	—	—	—
Long-term loans payable . . . . .	6,282	21,062	11,946	570	—	—
<b>Total . . . . .</b>	<b>248,156</b>	<b>64,632</b>	<b>11,946</b>	<b>570</b>	<b>—</b>	<b>—</b>

<b>As at 31 March 2009</b>	<b>Within one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Over 5 years</b>
Short-term loans payable . . . . .	54,658	—	—	—	—	—
Bonds payable . . . . .	41,480	300	—	—	—	—
Borrowings on margin transactions . . . . .	56,726	—	—	—	—	—
Long-term loans payable . . . . .	21,553	12,218	709	139	139	74
<b>Total . . . . .</b>	<b>174,417</b>	<b>12,518</b>	<b>709</b>	<b>139</b>	<b>139</b>	<b>74</b>

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	Within one year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Over 5 years
<b>As at 31 March 2010</b>						
Short-term loans payable . . . . .	55,614	—	—	—	—	—
Current portion of bonds payable . . . . .	112,600	—	—	—	—	—
Borrowings on margin transactions . . . . .	48,813	—	—	—	—	—
Long-term loans payable . . . . .	13,368	10,066	16,494	100	—	960
Total . . . . .	<u>230,396</u>	<u>10,066</u>	<u>16,494</u>	<u>100</u>	<u>—</u>	<u>960</u>
<b>As at 30 September 2010</b>						
Short-term loans payable . . . . .	56,057	—	—	—	—	—
Current portion of bonds payable . . . . .	111,500	—	—	—	—	—
Borrowings on margin transactions . . . . .	52,857	—	—	—	—	—
Long-term loans payable . . . . .	13,885	10,720	16,852	483	6,606	610
Total . . . . .	<u>234,300</u>	<u>10,720</u>	<u>16,852</u>	<u>483</u>	<u>6,606</u>	<u>610</u>

**B.13. INTEREST INCOME AND EXPENSES**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	<i>(unaudited)</i>				
The Group					
Interest income					
Receivables under securities borrowing transactions . . . . .	16,673	11,441	9,780	4,864	5,374
Operational loans receivable from customers . . . . .	7,512	6,711	3,897	2,323	1,472
Loans, deposits with banks and other financial institutions . . . . .	3,457	3,764	3,142	1,658	412
Debt securities and other financial assets . . . . .	131	124	64	30	17
Subtotal . . . . .	<u>27,775</u>	<u>22,041</u>	<u>16,885</u>	<u>8,877</u>	<u>7,277</u>
Interest expenses					
Payables under securities lending transactions . . . . .	3,339	3,743	2,407	1,336	1,019
Borrowings from banks and other financial institutions . . . . .	2,683	3,585	1,510	681	808
Debt securities issued . . . . .	1,270	930	1,182	557	1,008
Subtotal . . . . .	<u>7,292</u>	<u>8,259</u>	<u>5,100</u>	<u>2,575</u>	<u>2,835</u>
Less: Borrowing costs capitalized into development properties . . . . .	(47)	(16)	—	—	—
	<u>7,245</u>	<u>8,242</u>	<u>5,100</u>	<u>2,575</u>	<u>2,835</u>
Net interest income . . . . .	<u>20,530</u>	<u>13,798</u>	<u>11,784</u>	<u>6,301</u>	<u>4,442</u>



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**B14. TAXATION**

**Income taxes:**

Taxation arising in Japan and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. No provision for Hong Kong taxation has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

Tax effect of share gain (loss) of affiliates resulted by the Group amounted to ¥1,877 million, ¥(1,571) million, ¥40 million, ¥251 million and ¥(82) million for the year ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2009 (unaudited) and 2010 respectively.

**B15. EXPENSE ITEMS**

	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
Net income (loss) for the years have been arrived at after charging:					
Auditors' remuneration . . . . .	337	366	369	120	135
Depreciation					
Depreciation for property, plant and equipment . . . . .	3,386	1,334	1,440	620	854
Depreciation for investment properties . . . . .	—	16	68	17	56
Total depreciation . . . . .	<u>3,386</u>	<u>1,350</u>	<u>1,508</u>	<u>638</u>	<u>910</u>
Written-down amount of goodwill, patents and trademarks . . . . .	<u>2,121</u>	<u>1,067</u>	<u>0</u>	<u>—</u>	<u>397</u>

**B16. GAINS LESS LOSSES ARISING FROM DEALING IN FOREIGN CURRENCIES**

Gains less losses arising from dealing in foreign currencies resulted by the Group amounted to ¥1,434 million, ¥3,699 million, ¥11,314 million, ¥5,774 million and ¥5,374 million for the year ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2009 (unaudited) and 2010 respectively.

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**B17. INCOME FROM LISTED AND UNLISTED SECURITIES**

	For the year ended 31 March			For the six months ended 30 September	
	2008	2009	2010	2009	2010
				<i>(unaudited)</i>	
Interest income on:					
Trading instruments . . . . .	—	—	6	—	5
Operational investment securities . . .	0	2	43	2	112
Investment securities . . . . .	97	680	171	76	67
	<u>97</u>	<u>682</u>	<u>221</u>	<u>79</u>	<u>185</u>
Listed . . . . .	—	—	8	0	6
Unlisted. . . . .	97	682	213	79	178
	<u>97</u>	<u>682</u>	<u>221</u>	<u>79</u>	<u>185</u>
Dividend income on:					
Trading instruments . . . . .	—	—	0	—	0
Operational investment securities . . .	1,500	4,236	1,271	732	886
Investment securities . . . . .	166	171	585	481	298
	<u>1,666</u>	<u>4,408</u>	<u>1,856</u>	<u>1,214</u>	<u>1,185</u>
Listed . . . . .	146	434	181	128	88
Unlisted. . . . .	1,520	3,973	1,674	1,085	1,096
	<u>1,666</u>	<u>4,408</u>	<u>1,856</u>	<u>1,214</u>	<u>1,185</u>
Net realized investment gains (losses) on:					
Operational investment securities . . .	21,056	7,203	7,738	1,501	1,199
Trading instruments . . . . .	1,871	978	203	320	762
Investment securities . . . . .	6,780	(1,517)	2,915	767	52
	<u>29,707</u>	<u>6,664</u>	<u>10,858</u>	<u>2,589</u>	<u>2,014</u>
Listed . . . . .	4,327	906	1,689	1,023	548
Unlisted. . . . .	25,380	5,758	9,169	1,566	1,466
	<u>29,707</u>	<u>6,664</u>	<u>10,858</u>	<u>2,589</u>	<u>2,014</u>
Net unrealized investment gains (losses) on:					
Operational investment securities - . .	12,701	(1,667)	(1,770)	(1,520)	(4,993)
Trading instruments . . . . .	0	(7)	75	7	(16)
Investment securities . . . . .	(2,567)	(4,197)	1,211	(665)	1,345
	<u>10,134</u>	<u>(5,872)</u>	<u>(483)</u>	<u>(2,178)</u>	<u>(3,664)</u>
Listed . . . . .	(3,068)	(1,299)	(348)	(170)	(6,057)
Unlisted. . . . .	13,202	(4,572)	(134)	(2,008)	2,393
	<u>10,134</u>	<u>(5,872)</u>	<u>(483)</u>	<u>(2,178)</u>	<u>(3,664)</u>

**C. SUMMARY OF MATERIAL DIFFERENCES BETWEEN INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) AND GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN JAPAN (“JGAAP”)**

The Financial Information of the Group is prepared in accordance with JGAAP which differs in certain aspects from IFRS. For the purpose of this summary, JGAAP refer to the accounting policies applied by the Group in preparing the underlying consolidated financial statements in accordance with the prevailing JGAAP for the three years ended 31 March 2008, 2009, and 2010 and the six months ended 30 September 2010. IFRS refers to IFRSs, IASs, IFRICs and SICs that are effective for annual financial period beginning on or after 1 April 2010.

This summary is not intended to provide the effect on the Financial Information of the Group under IFRS 1 *First-time Adoption of International Financial Reporting Standards*. Part (1) of this summary provides information about the GAAP differences that, in the opinion of the directors, would have a material effect on recognition and measurement of the Group. Part (2) of this summary identifies the key areas how JGAAP consolidated financial statements of the Group differ from IFRS in respect of classification, presentation and disclosure requirements. For classification, presentation and disclosure issues relating to recognition and measurement differences already covered in the Part (1) set out in pages I-276 to I-283, such items are not included in Part (2) set out in pages I-283 to I-291. In addition, Part (2) does not cover disclosure made under JGAAP which is not required under IFRS. Instead, it focuses on disclosure which is required under IFRS that is not included in the Financial Information of the Group.

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**Part (1)**

This summary provides information about the GAAP differences that, in the opinion of the directors of the Company, would have a material effect on total assets, total liabilities, total equity and net income (loss) of the Group.

Material quantifiable GAAP differences are summarized as follows:

(Amounts in millions of Japanese Yen, and are rounded down to the nearest million unless otherwise stated)

	As at 31 March			As at 30 September
	2008	2009	2010	2010
Total assets under JGAAP . . . . .	1,219,247	1,079,233	1,229,939	1,254,886
Material quantifiable effects for different accounting treatments:				
(i) Consolidation — Small Size Entities . . . . .	(362)	101	843	(465)
(ii) Consolidation — Venture Capital Investments . . . . .	18,732	21,292	9,974	8,527
(iii), (v), (vii) Business combination . . . . .	(791)	4,822	12,608	16,435
(iv) Changes in the Group's interest in subsidiaries . . . . .	(3,323)	(85,563)	(88,050)	(87,920)
(vi) Loss of significant influence . . . . .	—	—	—	—
(ix) Investments in Associates/Affiliates . . . . .	1,875	120	(442)	(519)
(x) Statutory reserve . . . . .	—	—	—	—
(xi) Deferred charges . . . . .	(183)	(3,115)	(3,160)	(4,468)
(xii) Securitization . . . . .	68,509	68,559	62,381	72,499
(xiii) Deferred tax assets . . . . .	(9,576)	(3,350)	(4,087)	(2,998)
Total assets as adjusted for the above material quantifiable effects . . . . .	<u>1,294,128</u>	<u>1,082,099</u>	<u>1,220,006</u>	<u>1,255,977</u>

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	As at 31 March			As at 30 September
	2008	2009	2010	2010
Total liabilities under JGAAP . . . . .	831,480	659,894	801,324	797,355
Material quantifiable effects for different accounting treatments:				
(i) Consolidation — Small Size Entities . . . . .	970	2,114	3,336	3,882
(ii) Consolidation — Venture Capital Investments . . . . .	11,858	16,764	9,438	10,878
(iii), (v), (vii) Business combination (Deferred tax impact) . . . . .	143	143	190	190
(iv) Changes in the Group's interest in subsidiaries . . . . .	—	—	—	—
(vi) Loss of significant influence . . . . .	—	—	—	—
(ix) Investments in Associates/Affiliates . . . . .	—	—	—	—
(x) Statutory reserve . . . . .	(7,925)	(7,219)	(7,219)	(5,196)
(xi) Deferred Charges . . . . .	—	—	—	—
(xii) Securitization . . . . .	68,235	68,497	62,367	72,508
(xiii) Deferred tax liabilities . . . . .	(5,704)	130	67	312
Total liabilities as adjusted for the above material quantifiable effects . . . . .	<u>899,057</u>	<u>740,323</u>	<u>869,503</u>	<u>879,929</u>
	As at 31 March			As at 30 September
	2008	2009	2010	2010
Total equity (total net assets) under JGAAP . . . . .	387,766	419,338	428,615	457,530
Material quantifiable effects for different accounting treatments:				
(i) Consolidation — Small Size Entities . . . . .	(1,332)	(2,013)	(2,493)	(4,348)
(ii) Consolidation — Venture Capital Investments . . . . .	6,874	4,528	536	(2,350)
(iii), (v), (vii) Business combination . . . . .	(934)	4,679	12,418	16,245
(iv) Changes in the Group's interest in subsidiaries . . . . .	(3,323)	(85,563)	(88,050)	(87,920)
(vi) Loss of significant influence . . . . .	—	—	—	—
(ix) Investments in Associates/Affiliates . . . . .	1,875	120	(442)	(519)
(x) Statutory reserve . . . . .	7,925	7,219	7,219	5,196
(xi) Deferred charges . . . . .	(183)	(3,115)	(3,160)	(4,468)
(xii) Securitization . . . . .	274	62	14	(9)
(xiii) Deferred tax . . . . .	(3,872)	(3,480)	(4,154)	(3,311)
Total equity as adjusted for the above material quantifiable effects . . . . .	<u>395,070</u>	<u>341,775</u>	<u>350,503</u>	<u>376,046</u>

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	Year ended 31 March			Six months ended 30 September	
	2008	2009	2010	2009	2010
	(unaudited)				
Net income (loss) for the year/period under JGAAP . . . . .	4,228	(18,375)	2,350	822	686
Add (less): Non-controlling interest under JGAAP . . . . .	7,317	(3,905)	(2,165)	(1,086)	(1,963)
Total net income (loss) for the year/period under JGAAP . . . . .	11,545	(22,280)	185	(264)	(1,277)
Material quantifiable effects for different accounting treatments:					
(i) Consolidation — Small Size Entities . . . . .	(521)	(798)	(1,422)	(882)	(875)
(ii) Consolidation — Venture Capital Investments . . . . .	456	(4,253)	(129)	(1,223)	(86)
(iii), (v), (vii) Business combination . . . . .	(1,086)	5,677	7,738	3,748	3,829
(iv) Changes in the Group's interest in subsidiaries . . . . .	(3,085)	1,347	(50)	(19)	(84)
(vi) Loss of significant influence . . . . .	292	—	733	—	—
(ix) Investments in Associates/Affiliates . . . . .	1,875	(1,755)	(656)	(275)	(77)
(x) Statutory reserve . . . . .	142	(706)	—	—	(2,023)
(xi) Deferred charges . . . . .	(183)	(2,932)	(1,838)	(1,719)	(1,308)
(xii) Securitization . . . . .	(192)	(212)	(47)	(23)	(23)
(xiii) Deferred tax . . . . .	1,503	(149)	(257)	20	862
Total net income (loss) for the year/period as adjusted for the above material quantifiable effects . . . . .	<u>10,746</u>	<u>(26,061)</u>	<u>4,257</u>	<u>(637)</u>	<u>(1,062)</u>

**(i) Consolidation — small size entities**

Under IFRS, a subsidiary or fund that is controlled by its parent should be consolidated in the parent's consolidated financial statements.

Under JGAAP, an entity that is controlled by its parent is, in principle, consolidated in the parent's consolidated financial statements. There is a specific exemption which allows small size entities to be excluded from consolidation. When meeting the specific exemption, the Group recognizes and measures the small size entities using equity method or at cost less impairment, if any or at the Group's proportionate share in the equity of those entities.

As at 31 March 2008, 2009 and 2010 and 30 September 2010, there were 43, 53, 59 and 48 small size entities controlled by the Group respectively. The Group has quantified the effect of consolidating these small size entities under IFRS.

**(ii) Consolidation — venture capital investments**

Under IFRS, a subsidiary or fund that is controlled by its parent should be consolidated in the parent's consolidated financial statements.

Under JGAAP, investments must be excluded from consolidation if such investments were held by investment companies and certain conditions have been satisfied. Such investments should be measured at cost less impairment, if any.

As at 31 March 2008, 2009 and 2010 and 30 September 2010, there were 11, 13, 15 and 13 investee companies which the Group owned more than 50% equity interests that had been excluded from consolidation under JGAAP. The Group has quantified the effect of consolidating these venture capital investments under IFRS.

**(iii) Business combination — identifiable intangible assets**

Under IFRS, the acquirer is required to recognize, separately from goodwill, the identifiable intangible assets acquired in a business combination at fair value on the acquisition date. An asset meets the identifiability criteria in the definition of an intangible asset if it is either separable or arises from contractual or other legal rights.

Under JGAAP, part of the purchase price may be allocated to intangible assets which are either arisen from contractual or other legal rights, or are capable of being separated and sold. The Group has not recognized any intangible assets separately from goodwill.

The Group has quantified the GAAP difference in respect of business combinations occurred during the three years ended 31 March 2008, 2009 and 2010 respectively.

Effective from 1 April 2010, there is no GAAP difference between IFRS and JGAAP on "business combination — identifiable intangible assets" since the Group has adopted new accounting policies for business combination prospectively. The cumulative effect of the GAAP differences prior to 1 April 2010 has been carried forward.

**(iv) Changes in parent's ownership interest in a subsidiary**

Under IFRS, changes in a parent's ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions. No goodwill, nor gain or loss is recognized.

Under JGAAP, acquisition of additional interests in a subsidiary gives rise to recognition of additional goodwill which is measured as the excess of the purchase consideration over the carrying amount of the net assets acquired. Disposal of partial interests in a subsidiary gives rise to a gain or loss which is measured as the difference between the proceeds received and the carrying amount of the net assets attributable to interests being disposed of.

Goodwill recognized upon acquisition of additional interests in subsidiaries are eliminated and adjusted to equity under IFRS. Gain or loss recognized upon disposal of partial interests under JGAAP are reversed and adjusted to equity under IFRS.

**(v) Business combination — step acquisition**

Under IFRS, for a business combination achieved in stages, the acquirer should remeasure its previously held equity interests in the acquiree at its acquisition-date fair value and recognize any resulting gain or loss. Goodwill is measured at the acquisition date as the difference between (1) the aggregate of the acquisition date fair value of the



consideration transferred, the amount of any non-controlling interests in the entity acquired and the acquisition-date fair value of any previously held equity interests in the entity acquired and (2) the net amount of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed.

Under JGAAP, when a parent obtains control over a subsidiary by step acquisition, goodwill is measured on the date the parent obtains control as the difference between (1) the aggregate carrying amount of any previously held equity interests and the purchase consideration and (2) the net amount of the fair value of assets and the liabilities attributable to the parent on the date the parent obtains control.

The Group has quantified the GAAP difference in respect of business combinations occurred during the three years ended 31 March 2008, 2009 and 2010 respectively.

Effective from 1 April 2010, there is no GAAP difference between IFRS and JGAAP on "business combination — step acquisition" since the Group has adopted new accounting policies for business combination prospectively. The cumulative effect of the GAAP differences prior to April 2010 has been carried forward.

**(vi) Loss of significant influence**

Under IFRS, upon loss of significant influence over an associate, any investment retained in the former associate is measured at its fair value at the date when significant influence is lost. The difference between the consideration received and the fair value of such investment is included in profit or loss.

Under JGAAP, upon loss of significant influence over an affiliate (equivalent to associates under IFRS), the investment retained is measured at its investment cost at initial recognition multiplied by the percentage of ownership interest retained by the Group after the disposal and the cumulative income previously recognized by the Group (from the initial recognition date to the disposal date) in respect of the percentage of ownership interest retained is transferred to retained earnings. The investment retained which is available-for-sale investment is subsequently measured at fair value at year end.

The cumulative income transferred to retained earnings upon loss of significant influence under JGAAP is reversed under IFRS. The difference between the carrying amount of the retained investment and fair value on the date the Group lost significant influence is reclassified from valuation reserve under JGAAP to profit or loss under IFRS.

**(vii) Business combination - goodwill**

Under IFRS, goodwill is not amortized but is subject to annual impairment test. Goodwill is reviewed for impairment at least annually at the same time each year and whenever there is an impairment indication. When the recoverable amount of the cash-generating unit ("CGU") containing goodwill (the higher of fair value less costs to sell and value in use of that CGU) is less than the carrying amount of that CGU, an impairment loss is recognized as the excess of the carrying amount over the recoverable amount. Reversal of previous impairment of goodwill is prohibited.

Under JGAAP, goodwill is amortized over a period of not more than 20 years using the straight line method. Goodwill is not reviewed for impairment unless there is an indication of impairment. If an indication of impairment has been identified, the impairment loss is measured using a two-step approach. First, the entity should

compare the sum of the undiscounted cash flows expected to be generated by the CGU and the disposal value of the assets within that CGU. Second, if the amount of the sum of undiscounted cash flows and disposal value of the CGU is less than the carrying amount of the CGU, an impairment loss should be recognized. The amount of impairment loss should be the excess of the carrying amount of the CGU over the discounted cash flows that are expected to be generated from the CGU and disposal value of CGU within that disposal group.

The amortization of goodwill recognized under JGAAP is reversed under IFRS and are tested for impairment on an annual basis. Impairment loss is recognized as the excess of the carrying amount over the recoverable amount.

**(viii) Non-fair valued available-for-sale investments**

Under IFRS, available-for-sale equity investments are measured at fair value with fair value gains/losses recognized as other comprehensive income unless the fair value cannot be measured reliably, i.e. under the circumstances that (a) the variability in the range of reasonable fair value estimates is significant or (b) the probabilities of the various estimates within the range cannot be reasonably assessed in estimating fair value. In such cases, the available-for-sale equity investments are stated at cost less impairment. Available-for-sale debt investments are measured at fair value with fair value gains/losses recognized as other comprehensive income.

Available-for-sale investments (including those stated at fair value and at cost less impairment) are impaired when there is an objective evidence of impairment. For available-for-sale equity investments stated at cost, the amount of impairment loss is the difference between the carrying amount of the available-for-sale investments and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment loss on available-for-sale equity investments measured at fair value will be recognised in profit or loss. An increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income. Impairment loss on available for sale equity investments measured at cost are not reversed in subsequent periods. For available for sale debt investments, if, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset does not exceed what the amortised cost would have been had the impairment not be recognised.

Under JGAAP, available-for-sale equity investments with quoted market price are measured at fair value. Available-for-sale equity investments that do not have quoted market prices are stated at cost less impairment. For available-for-sale debt investments, JGAAP requires an entity to measure them at fair value including those investments that do not have quoted market price. The JGAAP allows using the appraisal price or brokerage/indicative price to measure the fair value of these investments if they do not have quoted market prices. However, in exceptional circumstances where there are practical difficulties to fair value such investment, for example, the cost of estimating the fair value is weighted over the benefit to the users of the financial statements, the management can justify to state these debt investments at cost less impairment, if any. Impairment loss is recognized in profit or loss when the fair value declines significantly and cannot be reversed.

As at 31 March 2008, 2009 and 2010 and 30 September 2010, the Group has investments in 286, 307, 330 and 310 non-fair valued entities with less than 20% interests including those held by subsidiaries with carrying amounts of ¥45,831 million, ¥47,466 million, ¥42,289 million and ¥52,015 million that would need to be measured at fair value under IFRS respectively. The Company is not able to quantify, on practical grounds, the difference arising from different accounting treatment by JGAAP and IFRS for these non-fair valued investments. The reason is that there is limitation to assess whether fair value of these investments can be reliably measured or not as these investee entities do not necessarily provide the relevant financial information to the Group which enables the Group to carry out a proper valuation. Therefore, the Company is now experiencing practical difficulties to quantify the financial effects of these non-fair valued investments under IFRS. The Company has committed to adjust its financial reporting system to allow the disclosure of the financial effect for this item starting from 31 March 2011.

**(ix) Investments in associates/affiliates**

Under IFRS, investments in associates should be accounted for using equity method, except for investments in associates held by venture capital organizations or mutual funds, unit trusts and similar entities that upon initial recognition, are designated as at fair value through profit or loss in accordance with the requirements of IAS 39 *Financial Instruments: Recognition and Measurement*.

Under JGAAP, investments in affiliates (equivalent to investments in associates under IFRS) are, in principle, accounted for using equity method. There is a specific exemption which allows small size entities under significant influence of the investor to be excluded from application of equity method and such investments are measured at cost less impairment. Investments under significant influence of the Group must be excluded from equity accounting if such investments are held by investment companies and certain conditions have been satisfied. The Group recognizes all such investments held by investment companies at cost less impairment, if any.

As at 31 March 2008, 2009 and 2010 and 30 September 2010, the Group invested in approximately 45, 63, 72 and 64 entities over which it was able to exercise significant influence. The Group has quantified the effect resulting from equity accounting of these investments in associates/affiliates under IFRS.

**(x) Statutory reserve**

Under IFRS, a provision should be recognized when the Group has a present obligation as a result of a past event, and it is probable that there will be an outflow of economic benefits and the amount can be reliably estimated. A provision should only be made to the extent an obligation arose from past event.

Under JGAAP, statutory liability reserve is provided for possible losses resulting from execution errors made by the Group and is recognized as an expense in accordance with Article 46-5 of the Japanese Financial Instruments and Exchange Act.

The statutory liability reserve recognized under JGAAP does not meet the recognition criteria for provision under IFRS and therefore the amount is reversed. Since it is a legal requirement in Japan, the statutory reserve required is recognized under IFRS within equity.

**(xi) Deferred charges**

Under IFRS, deferral of operating costs is prohibited. The operating costs should be recognized as expenses immediately when incurred.

Under JGAAP, a newly established insurance company is allowed to defer its operating costs incurred within the first 5 years after its establishment. The deferred operating costs can be amortized within 10 years according to Section 113 of the Insurance Business Act of Japan.

The deferred operating costs under JGAAP are derecognized and expensed as incurred under IFRS.

**(xii) Securitization**

Under IFRS, a financial asset is derecognized, when, and only when, either the contractual rights to the asset's cash flows expire, or the asset is transferred and the transfer qualifies for derecognition. The decision whether a transfer qualifies for derecognition is made by applying a combination of risks and rewards and control tests. The risks and rewards tests seek to establish whether, having transferred a financial asset, the entity continues to be exposed to the risks of ownership of that asset and/or continues to enjoy the benefits that it generates. The control tests are designed with a view to understand which entity controls the asset, i.e. which entity can direct how the benefits of that asset are realized.

Under JGAAP, financial assets are derecognized based on the financial component approach when control is transferred to a third party. Financial assets are derecognized when the contractual rights of the financial assets are exercised, when those rights are lost, or when the control of those rights has been passed to other parties.

Certain derecognized mortgage loans upon securitization under JGAAP which do not meet the derecognition criteria under IFRS were reversed and the corresponding borrowings are recognized.

**(xiii) Deferred tax**

Deferred tax should be recognized for additional temporary differences resulting from the GAAP differences described as per notes (i) to (xii) above.

Additional deferred tax assets and deferred tax liabilities are recognized under IFRS.

**Part (2)**

This summary identifies, in the opinion of the directors of the Company, the key areas how the Financial Information of the Group differs from IFRS in respect of classification, presentation and disclosure requirements.

**A. PRIMARY STATEMENTS****1. Consolidated statement of financial position/consolidated balance sheet**

Under IFRS, the financial position of an entity (together with subsidiaries) is presented in the consolidated statement of financial position.

Under JGAAP, the financial position of an entity (together with subsidiaries) is presented in the consolidated balance sheet. The content of a consolidated statement of financial position and consolidated balance sheet is similar except for the differences set out below.

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**(i) Line items to be presented in the consolidated statement of financial position**

Under IFRS, the consolidated statement of financial position should include, among others, a separate line item that presents the amount of investment property.

Under JGAAP, investment property is included in the line item of property and equipment in the consolidated balance sheet.

**(ii) Allowance for impaired debts**

Under IFRS, the net carrying amount of each significant category of receivables (gross receivables less allowances for impairment) is presented on the consolidated statement of financial position. The amount of allowances for impairment is disclosed in the notes to the consolidated financial statements.

Under JGAAP, gross amounts of each category of receivables and total amount of allowances for impaired debts, including all classes of receivables, are separately presented on the consolidated balance sheet.

**(iii) Insurance contracts**

Under IFRS, an insurer should not offset reinsurance assets against the related insurance liabilities.

Under JGAAP, the reinsurance assets and the related insurance liabilities are presented in accordance with the Insurance Business Act. The unearned premium reserves is shown net amount and the reserves for outstanding losses and claims (insurance liabilities) are netted off with the reinsurer’s share of outstanding losses (corresponding reinsurance assets) and are included in the “current liabilities — others” in the consolidated balance sheet.

**(iv) Deferred tax**

Under IFRS, deferred tax assets and liabilities are classified as non-current on the consolidated statement of financial position.

Under JGAAP, deferred tax assets and liabilities are classified as current or non-current based on the classification of the related assets and liabilities. A deferred tax asset related to tax loss carry forward, which is not related to specific assets and liabilities, is classified as current or non-current depending on the timeframe of the expected utilization.

**2. Consolidated statement of operations/consolidated income statement****(i) Comprehensive income**

Under IFRS, an entity should either (i) present a consolidated statement of comprehensive income or (ii) a consolidated income statement together with a consolidated statement of comprehensive income.

Under JGAAP, an entity is required to present a consolidated statement of operations which is similar to a consolidated income statement under IFRS. There is no requirement to present a consolidated statement of comprehensive income.

**(ii) Items of gains or losses**

Under IFRS, gains or losses from sales of investments held for trading purpose should be presented on a net basis.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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Under JGAAP, the Group presents gross sales proceeds from sales of operational investment securities as "Net sales" and the carrying amounts of the operational investment securities as "Cost of sales".

**(iii) *Non-controlling interests/minority interests***

Under IFRS, an entity should disclose separately profit or loss and other comprehensive income for the period attributable to owners of the parent and non-controlling interests.

Under JGAAP, profit or loss attributable to non-controlling interests is presented as a deduction from income (loss) for the period after tax in the consolidated statement of operations.

**(iv) *Other comprehensive income***

Under IFRS, an entity should present each component of other comprehensive income, including foreign currency translation adjustments, deferred gains/losses on hedges and unrealized gains/losses on available for sale financial assets, in the consolidated statement of comprehensive income.

Under JGAAP, as mentioned in note (i) above, there is no requirement to present a consolidated statement of comprehensive income. Movements relating to foreign currency translation adjustments, deferred gains/losses on hedges and unrealized gains/losses on available for sale financial assets are presented in the consolidated statement of changes in net assets.

**(v) *Extraordinary items***

Under IFRS, the presentation of extraordinary items on the consolidated income statement, consolidated statement of comprehensive income or in the notes to the consolidated financial statements is prohibited.

Under JGAAP, extraordinary income or expense is required to be disclosed on the consolidated statement of operations. Extraordinary income or expense includes non-recurring items and adjustments in relation to previous periods.

**(vi) *Earnings per share***

Under IFRS, an entity should present basic and diluted earnings per share on the face of the consolidated income statement or the consolidated statement of comprehensive income, as appropriate. Other information, including the numerator and denominator used for the purposes of calculating basic and diluted earnings per share is disclosed in the notes to the consolidated financial statements.

Under JGAAP, basic and diluted earnings per share and other information for the purposes of calculating earnings per share is disclosed in the notes.

**3. Consolidated statement of changes in equity/ consolidated statement of changes in net assets**

**(i) *Reconciliation of changes in equity/changes in net assets***

Under IFRS, an entity should present total comprehensive income for the period, showing separately total amounts attributable to owners of the parent and to non-controlling interest, the effect of retrospective adjustments, if any and a reconciliation between the carrying amount at the beginning and the end of the period for each component of equity.



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**APPENDIX I****ACCOUNTANTS' REPORT**

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Under JGAAP, reconciliation between the carrying amount at the beginning and the end of the period for each component of shareholders' equity and each component of valuation and translation adjustments are presented in the consolidated statement of changes in net assets. While the small size entities controlled by its parent are excluded from consolidation when meeting the specific exemption, such small size entities are required to be consolidated if they no longer meet the exemption. The effect to shareholders' equity resulting from the inclusion and exclusion of these entities are reported as adjustments.

**4. Consolidated statement of cash flows****(i) Investments in subsidiaries**

Under IFRS, an entity should disclose the aggregate cash flows arising from obtaining or losing control of subsidiaries or other businesses and classify such cash flows as investing activities. An entity should disclose each of the following, in aggregate, in respect of both obtaining and losing control of subsidiaries or other businesses during the period:

- (a) the total purchase or disposal consideration paid or received;
- (b) the portion of the purchase or disposal consideration discharged by means of cash and cash equivalents;
- (c) the amount of cash and cash equivalents in the subsidiaries or other businesses acquired or disposed of over which control is obtained or lost; and
- (d) the amount of the assets and liabilities other than cash or cash equivalents in the subsidiaries or other businesses acquired or disposed of over which control is obtained or lost, summarized by each major category.

Under JGAAP, there is no specific requirement in relation to disclosure of cash flow effects of obtaining or losing control of subsidiaries set out in (a) to (d) above.

**(ii) Changes in ownership interests in subsidiaries**

Under IFRS, cash flows arising from changes in ownership interests in a subsidiary that do not result in a loss of control should be classified as cash flows from financing activities.

Under JGAAP, an entity classifies its cash flows arising from changes in ownership interests in a subsidiary that do not result in a loss of control as cash flows from investing activities.

While the small size entities controlled by its parent are excluded from consolidation when meeting the specific exemption, such small size entities are required to be consolidated if they no longer meet the exemption. The cash flow effect resulting from the inclusion and exclusion of these entities are reported as adjustment to cash and cash equivalents.

**B. NOTES DISCLOSURE****(i) Business combinations**

Both IFRS and JGAAP require disclosure that enables users to understand the effect of a business combination, including the name and a description of the acquiree, acquisition date, percentage of voting power acquired, reason for the business combination, acquisition related costs, fair value of consideration transferred, certain information about assets acquired and liabilities assumed and amount of goodwill recognized. Such disclosure should be presented for each material business combination transaction.



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**APPENDIX I****ACCOUNTANTS' REPORT**

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Under IFRS, the following additional disclosure is required for each material business combination:

- a qualitative description of the factors that make up the goodwill recognized
- the acquisition-date fair value of each major class of consideration, such as:
  - (a) cash;
  - (b) other tangible or intangible assets, including a business or subsidiary of the acquirer;
  - (c) liabilities incurred, for example, a liability for contingent consideration; and
  - (d) equity interests of the acquirer, including the number of instruments or interests issued or issuable and the method of determining the fair value of those instruments or interests.
- amount and description for contingent consideration arrangements and indemnification assets
- fair value and contractual amount of major category of receivables of the acquiree
- amount of non-controlling interest and the measurement basis

Under JGAAP, total amounts of current assets, current liabilities, non-current assets and non-current liabilities are disclosed.

**(ii) Goodwill**

Under IFRS, the entity should disclose a reconciliation of the carrying amount of goodwill showing separately:

- (i) the gross amount and accumulated impairment losses at the beginning of the reporting period;
- (ii) additional goodwill recognized during the reporting period (except those included in a disposal group);
- (iii) adjustments resulting from the subsequent recognition of deferred tax assets during the reporting period;
- (iv) goodwill included in a disposal group and goodwill derecognized during the reporting period without having previously been included in a disposal group;
- (v) impairment losses recognized during the reporting period;
- (vi) net exchange rate differences arising during the reporting period;
- (vii) any other changes in the carrying amount during the reporting period; and
- (viii) the gross amount and accumulated impairment losses at the end of the reporting period.

Under JGAAP, an entity should disclose the amortization period and method of goodwill. There is no other disclosure requirement.

**(iii) Capital Management**

Under IFRS, an entity should disclose information that enables users of its financial statements to evaluate the Group's objectives, policies and processes for managing capital,

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**APPENDIX I****ACCOUNTANTS' REPORT**

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which include qualitative information about its objectives, policies and processes for managing capital, summary quantitative data about what it manages as capital, any changes in the qualitative information and summary quantitative data from the previous period and whether during the period it complied with any externally imposed capital requirements to which it is subject to.

Under JGAAP, there is no such disclosure requirement.

**(iv) Property and equipment and intangible assets**

Under IFRS, an entity should disclose, for each class of property and equipment, (i) the gross carrying amount and the accumulated depreciation and amortization (aggregated with accumulated impairment losses) at the beginning and end of the period and (ii) a reconciliation of the carrying amount at the beginning and end of the period showing additions, impairment, depreciation and any other changes separately.

For each class of intangible assets, the Group should disclose the gross carrying amount and any accumulated amortization (aggregated with accumulated impairment losses) at the beginning and end of the period, a reconciliation of the carrying amount at the beginning and end of the period, a description, the carrying amount and remaining amortization period of any individual intangible asset that is material to the financial statements of the Group and the existence and carrying amounts of intangible assets whose title is restricted.

Under JGAAP, the above disclosures are not required to be disclosed in the consolidated financial statements. A reconciliation of the carrying amounts of property and equipment and intangible assets at the beginning and end of the period of the Company are required to be disclosed.

**(v) Financial instruments****(a) Classification of financial instruments**

IFRS requires disclosure by the class of financial instruments. Financial instruments are classified into financial assets at fair value through profit or loss (including held for trading and designated upon initial recognition), held-to-maturity investments, loans and receivables and available-for-sale financial assets. Financial liabilities are classified into financial liabilities at fair value through profit or loss (including held for trading and designated upon initial recognition) and financial liabilities measured at amortized cost. An entity should group financial instruments into the above classes that are appropriate to the nature of the information disclosed and after taking into account the characteristics of those financial instruments and provide sufficient information to permit reconciliation of the amounts under each class of financial assets and financial liabilities to the line items presented in the consolidated statement of financial position.

Under JGAAP, investment securities are classified as trading assets or securities other than for trading purpose (available for sale securities). Information about acquisition costs and fair value (if any) of investment securities is provided. Trading assets are presented in the consolidated balance sheet as a separate line item. Securities other than for trading purpose are presented in the consolidated balance sheet as operational investment securities, short-term investment securities and investment securities.

**(b) Fair value**

Under IFRS, an entity should disclose the fair value of each class of financial assets and liabilities in a way that permits it to be compared with its carrying amount. In addition, an entity should disclose for each class of financial instruments the methods and, when a valuation technique is used, the assumptions applied in determining the fair values of each class of financial assets or financial liabilities.

Under IFRS, for financial instruments measured at fair value, an entity should classify those financial instruments using a 3-level fair value hierarchy and disclose such information for each class of financial instruments measured at fair value.

Under JGAAP, securities with quoted prices are measured at fair value. Fair value information of all financial assets and liabilities as at March 31, 2010 and 30 September 2010 (other than the assets and liabilities which cannot be measured at fair value due to difficulty of determining fair value) is provided. Such information is not required for financial assets and financial liabilities as at 31 March 2008 and 2009.

Under JGAAP, there is no requirement to classify financial instruments measured at fair value under a 3-level fair value hierarchy or to disclose the valuation methods, valuation technique and the assumptions used.

**(c) Nature and extent of risks arising from financial instruments**

Under IFRS, an entity should disclose both qualitative and quantitative information in respect of each type of risk arising from financial instruments, including credit risk, liquidity risk and market risk (currency risk, interest rate risk and other price risk). Such disclosure includes, among others, maximum credit risk exposure, maturity analysis of financial instruments, and sensitivity analysis for each type of market risk to which the Group is exposed to at the end of the reporting period.

Under JGAAP, limited disclosure for the year ended March 31, 2010 and for the six months ended 30 September 2010 is provided. There is no such requirement for the two years ended 31 March 2008 and 2009.

**(d) Items of income, expenses, gains or losses**

Under IFRS, the Group should disclose net gains or net losses, total interest income and total interest expenses for each class of financial instruments that are not measured at fair value through profit or loss.

Under JGAAP, there is no such disclosure requirement.

**(e) Derivative contracts**

Under IFRS, an entity should disclose the remaining contractual maturities for those derivatives financial liabilities for which contractual maturities are essential for an understanding of the timing of the cash flows.

Under JGAAP, there is no such disclosure requirement.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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**(f) Impairment**

Under IFRS, when financial assets are impaired by credit losses and an entity records the impairment in a separate account rather than directly reducing the carrying amount of the asset, it needs to disclose a reconciliation of changes in that account during the period for each class of financial assets.

Under JGAAP, no such disclosure is required for the consolidated financial statements of the Group. These disclosures are only applicable to the Company's financial statements.

**(vi) Income taxes**

Under IFRS, an entity should disclose the aggregate current and deferred tax relating to items that are charged or credited directly to equity, an explanation of the relationship between tax expense and accounting profit using either a numerical reconciliation (i) between tax expense (income) and the product of accounting profit multiplied by the applicable tax rate or (ii) between average effective tax rate and the applicable tax rate. It should also disclose the basis on which the applicable tax rate is computed; an explanation of changes in the applicable tax rate; and the amount of deductible temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognized.

Under IFRS, an entity should disclose the amount of the deferred tax assets and liabilities recognized in respect of each type of temporary differences, and in respect of each type of unused tax losses and unused tax credits.

Under JGAAP, an entity is required to disclose a reconciliation between the normal effective statutory tax rate and the actual effective tax rate, and the major components of deferred tax assets and deferred tax liabilities.

**(xii) Segment Information**

Under IFRS, an entity should disclose segment information on the basis of internal reports about components of the entity that are regularly reviewed by the chief operating decision maker for the purpose of resources allocation and performance assessment.

Under JGAAP, an entity should disclose information of the entity's business segments and geographical segments. Effective from 1 April 2010, an entity should apply the revised ASBJ Statement No.17 "Accounting Standard for Segment Information Disclosures" and the revised ASBJ Guidance No.20 "Guidance on Accounting Standard for Segment Information Disclosure" which is consistent with the IFRS.

**(xiii) Revenue**

Under IFRS, an entity should disclose the amount of each significant category of revenue recognized during the period, including revenue arising from the sale of goods, rendering of services, interest, royalties and dividends.

Under JGAAP, there is no specific guidance on disclosure requirements. However, the amount of sale of goods and the rendering of services are required to be disclosed separately and the details of revenue are disclosed in the notes if the amounts are material. The components of revenue are disclosed in the statements of operations.

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**APPENDIX I****ACCOUNTANTS' REPORT**

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**(xiv) Leases**

Under IFRS, for finance leases, a lessor should disclose a reconciliation between the gross investment in the lease at the end of the reporting period and the present value of minimum lease payments receivable at the end of the reporting period. In addition, it should disclose the gross investment in the lease and the present value of the minimum lease payments receivable at the end of the reporting period, for period not later than one year, later than one year and not later than five years and later than five years.

Under JGAAP, an entity provides similar disclosure as required under IFRS except that it should disclose the gross investment in the lease and the present value of minimum lease payments receivable at the end of the reporting period for each of the first five years and after five years.

Under IFRS, for finance leases, a lessee should disclose a reconciliation between the total of future minimum lease payments and their present value and the total of future minimum lease payments at the end of the reporting period, and their present value, for period not later than one year, later than one year and not later than five years and later than five years.

A lessor should disclose a reconciliation between the gross investment in the lease and the present value of minimum lease payments receivable at the end of the reporting period, unearned finance income, and the gross investment in the lease and the present value of minimum lease payments receivable at the end of the reporting period, for period not later than one year, later than one year and not later than five years and later than five years.

Under JGAAP, there is no such disclosure requirement.

**(xv) Investment in associates/ affiliates**

Under IFRS, an entity should disclose the summarized financial information of associates, including the aggregate amount of assets, liabilities, revenues and profit or loss and the investor's share of the profit or loss of associates accounted for using the equity method.

Under JGAAP, there is no such disclosure requirement.

**(xvi) Investment in subsidiaries**

Under IFRS, an entity should disclose the nature of relationship with its subsidiaries, a schedule that shows the effects of any changes in a parent's ownership interest in a subsidiary that do not result in a loss of control on the equity attributable to owners of the parent and the gain or loss when the entity lost the control of a subsidiary.

Under JGAAP, there is no such disclosure requirement.

**(xvii) Related Party Transactions**

Under IFRS, all material related party transactions/balances should be disclosed.

Under JGAAP, related party transactions are required to be disclosed when the size of such transactions/balances reached a pre-determined benchmark by reference to the relevant line items on the consolidated statement of operations/consolidated balance sheet.

**D. EVENTS AFTER THE REPORTING PERIOD**

On 11 March 2011, an earthquake measuring 9.0 degree on the Richter scale occurred in Tohoku district, northeast of Tokyo coupled with aftershocks, tsunami and a nuclear plant crisis in Fukushima. Based on its initial assessment, the Group currently determines that its operations and assets are not significantly affected or suffered from any substantial damages since its businesses or investments are predominantly operated outside the affected areas, and its insurance business does not underwrite catastrophic risk.

As at the date of this report, it is fundamentally uncertain as to what extent the catastrophe would have impacted the Japan economy as well as equity and property markets, which could, in turn, significantly affect on some or all of the Group's businesses and operations in subsequent periods. In addition, any government imposed energy conservation measures, cyclical economic factors or prolonged recovery may have temporary or permanent impacts on the Group's results and financial position. The Group will, therefore, continue to closely monitor for any significant deterioration of its operations and financial position.

**E. SUBSEQUENT FINANCIAL STATEMENTS**

No audited financial statements of the Group or any of its consolidated subsidiaries have been prepaid in respect of any period subsequent to 30 September 2010.

Yours faithfully,

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

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**APPENDIX II****UNAUDITED INTERIM FINANCIAL INFORMATION**

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*The information set out below is the unaudited interim financial information of the Group for the nine month period ended 31 December 2010 and does not form part of the Accountants’ Report prepared by the reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong as set out in Appendix I, and is included herein for information purposes only.*

**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION**

To the Board of Directors of SBI Holdings, Inc.

**Introduction**

We have reviewed the interim financial information set out on pages II-2 to II-34, which comprises the interim consolidated balance sheet of SBI Holdings, Inc. (the “Company”) and its subsidiaries (together, the “Group”) as at 31 December 2010 and the related interim consolidated statement of operations and interim consolidated statement of cash flows for the nine month period then ended, and certain explanatory notes (hereinafter collectively referred to as the “Interim Financial Information”). The directors of the Company are responsible for the preparation and presentation of the Interim Financial Information in accordance with the Generally Accepted Accounting Principles for Interim Consolidated Financial Statements in Japan (“JGAAP”). Our responsibility is to express a conclusion on the Interim Financial Information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**Scope of Review**

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2400 “Engagements to Review Financial Statements” issued by the Hong Kong Institute of Certified Public Accountants. A review of the Interim Financial Information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information is not prepared, in all material respects, in accordance with JGAAP.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

(Date)



THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it is incomplete and is subject to change. This Web Proof Information Pack must be read in conjunction with the section headed “Warning” on the cover of this Web Proof Information Pack.

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**APPENDIX II****UNAUDITED INTERIM FINANCIAL INFORMATION**

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**BASIS OF PRESENTATION**

The Interim Financial Information of SBI Holdings, Inc. (the “Company”) and its consolidated subsidiaries (hereinafter referred to as the “Group”) were prepared in accordance with Generally Accepted Accounting Principles for Interim Consolidated Financial Statements in Japan (“JGAAP”) and presented by reference to the “Rules Governing Term, Form and Preparation of Consolidated Quarterly Financial Statements” (2007 Cabinet Office Ordinance No. 64, which is hereinafter referred to as “Consolidated Quarterly Financial Statements Rules”). The Interim Financial Information of the Group has been prepared on the historical cost basis except for certain investments which are stated at fair value.

## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

### INTERIM FINANCIAL INFORMATION (unaudited)

(Amounts in millions of Japanese Yen, and are rounded down to the nearest million except for per share information, unless otherwise stated.)

### INTERIM CONSOLIDATED BALANCE SHEET

	Notes	As at 31 December 2010	As at 31 March 2010
		(unaudited)	
Assets			
Current Assets			
Cash and deposits . . . . .		182,350	143,726
Notes and accounts receivable-trade . . . . .		10,413	8,483
Short-term investment securities . . . . .		330	240
Cash segregated as deposits . . . . .		331,665	318,865
Operational investment securities . . . . .	V.3	121,787	113,152
Operational loans receivable . . . . .		34,850	34,694
Real estate inventories . . . . .	V.4	25,621	28,767
Trading instruments . . . . .		9,986	3,514
Margin transaction assets . . . . .		239,188	261,641
Others . . . . .	V.5	89,757	69,268
Allowance for doubtful accounts . . . . .		(2,679)	(2,032)
Total current assets . . . . .		<u>1,043,273</u>	<u>980,323</u>
Non-current Assets			
Property and equipment . . . . .	V.1	20,366	20,613
Intangible assets			
Goodwill . . . . .		127,972	133,008
Others . . . . .		13,588	12,278
Total intangible assets . . . . .		<u>141,561</u>	<u>145,286</u>
Investments and other assets . . . . .	V.3&6	99,807	80,494
Total non-current assets . . . . .		<u>261,735</u>	<u>246,395</u>
Deferred charges . . . . .		5,148	3,220
Total assets . . . . .		<u><u>1,310,157</u></u>	<u><u>1,229,939</u></u>

**APPENDIX II**

**UNAUDITED INTERIM FINANCIAL INFORMATION**

	Notes	As at 31 December 2010 (unaudited)	As at 31 March 2010
<b>Liabilities</b>			
<b>Current liabilities</b>			
Short-term loans payable . . . . .		49,613	55,614
Current portion of long-term loans payable . . . . .		13,400	13,368
Current portion of bonds payable . . . . .		100,060	112,600
Accrued income taxes . . . . .		2,620	4,953
Margin transaction liabilities . . . . .		137,244	150,036
Guarantee deposits received . . . . .		284,125	282,373
Other provisions . . . . .		295	209
Others . . . . .		<u>207,342</u>	<u>127,934</u>
Total current liabilities . . . . .		<u>794,702</u>	<u>747,090</u>
<b>Non-current liabilities</b>			
Bonds payable . . . . .		540	—
Long-term loans payable . . . . .		34,456	27,620
Other provisions . . . . .		711	929
Others . . . . .		<u>18,486</u>	<u>18,464</u>
Total non-current liabilities . . . . .		<u>54,194</u>	<u>47,014</u>
<b>Statutory reserves</b>			
Reserve for financial products transaction liabilities . . . . .		5,196	7,219
Reserve for price fluctuation . . . . .		0	0
Total statutory reserves . . . . .		<u>5,196</u>	<u>7,219</u>
Total liabilities . . . . .		<u>854,094</u>	<u>801,324</u>
<b>Net assets</b>			
<b>Shareholders' equity</b>			
Capital stock . . . . .		73,232	55,284
Capital surplus . . . . .		236,916	218,968
Retained earnings . . . . .		87,066	87,276
Treasury stock . . . . .		<u>(246)</u>	<u>(246)</u>
Total shareholders' equity . . . . .		<u>396,968</u>	<u>361,282</u>
<b>Valuation and translation adjustments</b>			
Unrealized losses on available-for-sale securities . . . . .		(3,842)	(559)
Deferred (losses)/gains on hedges . . . . .		(944)	14
Foreign currency translation adjustments . . . . .		<u>(3,657)</u>	<u>(1,506)</u>
Total valuation and translation adjustments . . . . .		<u>(8,444)</u>	<u>(2,051)</u>
Stock acquisition rights . . . . .		11	11
Minority interests . . . . .		<u>67,527</u>	<u>69,372</u>
Total net assets . . . . .		<u>456,063</u>	<u>428,615</u>
Total liabilities and net assets . . . . .		<u><u>1,310,157</u></u>	<u><u>1,229,939</u></u>

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**APPENDIX II** **UNAUDITED INTERIM FINANCIAL INFORMATION**

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**INTERIM CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE NINE MONTHS ENDED 31 DECEMBER 2010**

	Notes	Nine months ended 31 December 2009 (From 1 April 2009 to 31 December 2009)	Nine months ended 31 December 2010 (From 1 April 2010 to 31 December 2010)
		(unaudited)	(unaudited)
Net sales . . . . .		90,825	96,561
Cost of sales . . . . .		<u>40,100</u>	<u>44,403</u>
Gross profit . . . . .		<u>50,724</u>	<u>52,157</u>
Selling, general and administrative expenses . . . . .	VI.1	<u>46,550</u>	<u>47,438</u>
Operating income . . . . .		<u>4,174</u>	<u>4,719</u>
Non-operating income			
Interest income . . . . .		250	295
Dividend income . . . . .		145	184
Share of results of affiliates . . . . .		—	533
Others . . . . .		<u>383</u>	<u>367</u>
Total non-operating income . . . . .		<u>780</u>	<u>1,380</u>
Non-operating expense			
Interest expense . . . . .		1,409	2,049
Share of results of affiliates . . . . .		10	—
Amortization of deferred operating costs under Article 113 of the Insurance Business Act . . . . .		546	—
Foreign exchange losses . . . . .		357	1,591
Others . . . . .		<u>380</u>	<u>1,592</u>
Total non-operating expense . . . . .		<u>2,704</u>	<u>5,233</u>
Ordinary income . . . . .		<u>2,250</u>	<u>867</u>
Extraordinary income			
Gains on disposal of non-current assets . . . . .		5	2
Gains on sales of investment securities . . . . .		915	2,729
Reversal of allowance for doubtful accounts . . . . .		46	270
Reversal of statutory reserves . . . . .		33	2,022
Gains on changes in interests in consolidated subsidiaries and equity method investees . . . . .		149	32
Others . . . . .		<u>31</u>	<u>256</u>
Total extraordinary income . . . . .		<u>1,181</u>	<u>5,313</u>

**APPENDIX II**

**UNAUDITED INTERIM FINANCIAL INFORMATION**

	Notes	Nine months ended	Nine months ended
		31 December 2009 (From 1 April 2009 to 31 December 2009)	31 December 2010 (From 1 April 2010 to 31 December 2010)
		(unaudited)	(unaudited)
Extraordinary expense			
Loss on retirement of non-current assets . . .		82	152
Impairment loss . . . . .		—	716
Losses on sales of investment securities . . .		222	—
Losses on valuation of investment securities . . . . .		31	176
Provision of allowance for doubtful accounts . . . . .	VI.2	1,485	246
Provision of statutory reserves . . . . .		—	0
Losses on disposal of subsidiaries and affiliates . . . . .		—	635
Impact from applying the Accounting Standards of Asset Retirement Obligation .		—	501
Others . . . . .		603	846
Total extraordinary expense . . . . .		2,424	3,276
Income before income taxes . . . . .		1,007	2,903
Income taxes-current . . . . .		(6,768)	(6,225)
Income taxes-deferred . . . . .		5,927	2,383
Total income taxes . . . . .		(840)	(3,841)
Income (loss) after income tax before minority interests . . . . .		166	(937)
Minority interests in loss . . . . .		(1,319)	(2,448)
Net income . . . . .		1,486	1,510

## APPENDIX II UNAUDITED INTERIM FINANCIAL INFORMATION

### INTERIM CONSOLIDATED STATEMENT OF OPERATIONS FOR THE THREE MONTHS ENDED 31 DECEMBER 2009 AND 2010

	Notes	Three months ended	Three months ended
		31 December 2009 (From 1 October 2009 to 31 December 2009)	31 December 2010 (From 1 October 2010 to 31 December 2010)
		(unaudited)	(unaudited)
Net sales		27,671	33,612
Cost of sales		11,825	15,756
Gross profit		15,845	17,856
Selling, general and administrative expenses	VI.3	15,424	16,741
Operating income		421	1,114
Non-operating income			
Interest income		81	129
Dividend income		31	44
Share of results of affiliates		139	329
Foreign exchange gains		194	—
Others		245	122
Total non-operating income		691	626
Non-operating expense			
Interest expense		545	674
Amortization of deferred operating costs under Article 113 of the Insurance Business Act		246	—
Foreign exchange losses		—	341
Others		85	552
Total non-operating expense		876	1,569
Ordinary income		236	171
Extraordinary income			
Gains on sales of non-current assets		—	2
Gains on sales of investment securities		1	2,673
Reversal of allowance for doubtful accounts		3	93
Gains on changes in interests in consolidated subsidiaries and equity method investees		1	—
Others		0	117
Total extraordinary income		8	2,887
Extraordinary expense			
Losses on retirement of non-current assets		30	25
Losses on sales of investment securities		75	—
Losses on valuation of investment securities		6	—
Provision of allowance for doubtful accounts		—	57
Provision of statutory reserves		—	0
Others		198	186
Total extraordinary expense		311	269
Income (loss) before income taxes		(66)	2,789
Income taxes-current		(1,797)	(1,833)
Income taxes-deferred		2,295	(617)
Total income taxes		497	(2,450)
Income after income tax before minority interests		431	339
Minority interests in loss		(233)	(485)
Net income		663	824

**APPENDIX II**

**UNAUDITED INTERIM FINANCIAL INFORMATION**

**INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE NINE MONTHS ENDED 31 DECEMBER 2010**

	Notes	Nine Months ended 31 December 2009 (From 1 April 2009 to 31 December 2009)	Nine Months ended 31 December 2010 (From 1 April 2010 to 31 December 2010)
		(unaudited)	(unaudited)
Net cash from (used in) operating activities			
Income before income taxes . . . . .		1,007	2,903
Adjustments for:			
Depreciation and amortization . . . . .		3,997	4,612
Amortization of goodwill . . . . .		5,812	6,221
Increase in provision . . . . .		4,331	3,461
Share of results of affiliates . . . . .		10	(533)
Losses on valuation of operational investment securities . . . . .		527	1,345
Losses on valuation of investment securities . . . . .		31	176
Share of results of funds . . . . .		(1,664)	(1,681)
Gains on sales of investment securities . . . . .		(693)	(2,726)
Foreign exchange losses . . . . .		689	3,832
Interest and dividend income . . . . .		(13,723)	(13,015)
Interest expense . . . . .		4,443	5,026
Changes in assets and liabilities:			
Increase in operational investment securities . . . . .		(3,541)	(18,672)
Decrease (increase) in operational loans receivable . . . . .		6,239	(1,075)
(Increase) decrease in real estate inventories . . . . .		(2,227)	2,375
(Increase) decrease in notes and accounts receivable-trade . . . . .		(1,048)	964
Decrease in notes and accounts payable-trade . . . . .		(473)	(888)
Increase in cash segregated as deposits . . . . .		(15,962)	(4,000)
(Decrease) increase in trading instruments . . . . .		190	(8,173)
(Increase) decrease in margin transaction assets/liabilities . . . . .		(77,431)	9,660
Decrease in loans payable secured by securities . . . . .		40,342	49,118
Others, net . . . . .		29,784	2,802
Subtotal . . . . .		<u>(19,359)</u>	<u>41,737</u>
Interest and dividend income received . . . . .		14,158	13,364
Interest expense paid . . . . .		(4,227)	(4,798)
Income taxes paid . . . . .		<u>(3,382)</u>	<u>(8,392)</u>
Net cash (used in) from operating activities . . . . .		<u>(12,810)</u>	<u>41,911</u>



**APPENDIX II**

**UNAUDITED INTERIM FINANCIAL INFORMATION**

	Notes	Nine Months ended 31 December 2009 (From 1 April 2009 to 31 December 2009)	Nine Months ended 31 December 2010 (From 1 April 2010 to 31 December 2010)
		(unaudited)	(unaudited)
Net cash from (used in) investing activities			
Purchases of intangible assets . . . . .		(4,595)	(3,673)
Purchases of investment securities . . . . .		(6,184)	(12,629)
Proceeds from sales of investment securities . . . . .		3,016	5,642
Proceeds from sales of investments in subsidiaries . . . . .		28	249
Purchases of investments in subsidiaries resulting in change in scope of consolidation . . . . .		(262)	(99)
Proceeds from sales of investments in subsidiaries resulting in change in scope of consolidation . . . . .		13	—
Purchases of investment in subsidiaries . . . . .		(3,635)	(109)
Payments of loans receivable . . . . .		(10,286)	(10,629)
Collection of loans receivable . . . . .		10,733	9,062
Payments for lease and guarantee deposits . . . . .		(1,403)	(496)
Proceeds from collection of lease and guarantee deposits . . . . .		1,175	405
Others, net . . . . .		<u>(3,449)</u>	<u>(207)</u>
Net cash used in investing activities . . . . .		<u>(14,850)</u>	<u>(12,486)</u>
Net cash from (used in) financing activities			
Increase (decrease) in short-term loans payable . . . . .		16,414	(6,597)
Proceeds from long-term loans payable . . . . .		2,100	2,000
Repayment of long-term loans payable . . . . .		(4,694)	(4,631)
Proceeds from issuance of bonds payable . . . . .		79,939	61,029
Redemption of bonds payable . . . . .		(51,480)	(73,100)
Proceeds from stock issuance . . . . .		93	35,690
Proceeds from stock issuance to minority interests . . . . .		1,016	1,681
Contributions from minority shareholders in consolidated investment funds . . . . .		8,379	2,655
Cash dividend paid . . . . .		(1,672)	(1,670)
Cash dividend paid to minority shareholders . . . . .		(155)	(150)
Distribution to minority shareholders in consolidated investment funds . . . . .		(2,874)	(3,668)
Others, net . . . . .		<u>(332)</u>	<u>(734)</u>
Net cash from financing activities . . . . .		<u>46,734</u>	<u>12,503</u>

**APPENDIX II**

**UNAUDITED INTERIM FINANCIAL INFORMATION**

	Notes	Nine Months ended 31 December 2009 (From 1 April 2009 to 31 December 2009)	Nine Months ended 31 December 2010 (From 1 April 2010 to 31 December 2010)
		(unaudited)	(unaudited)
Effect of changes in exchange rate on cash and cash equivalents . . . . .		(719)	(3,504)
Net increase in cash and cash equivalents . . .		<u>18,353</u>	<u>38,423</u>
Increase in cash and cash equivalents from newly consolidated subsidiary . . . . .		63	—
Decrease in cash and cash equivalents resulting from deconsolidation of subsidiaries . . . . .		—	(28)
Increase in cash and cash equivalents resulting from merger . . . . .		15	—
Cash and cash equivalents at beginning of period . . . . .		<u>126,312</u>	<u>142,581</u>
Cash and cash equivalents at end of period . .	VII.1	<u><u>144,745</u></u>	<u><u>180,976</u></u>

## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

### I. CHANGES IN SIGNIFICANT ACCOUNTING ITEMS

**For the nine months ended 31 December 2010  
(From 1 April 2010 to 31 December 2010)**

1.	Changes in scope of consolidation	<p>(1) Changes in scope of consolidation</p> <p>Following changes were made in the scope of consolidation for the three months ended 30 June 2010:</p> <p>Additions due to establishment or acquisition</p> <p style="padding-left: 20px;">SBI Global Investment Co., Ltd.</p> <p style="padding-left: 20px;">1 other entity</p> <p>Deconsolidated due to a merger</p> <p style="padding-left: 20px;">SBI Futures Co., Ltd.</p> <p>Deconsolidated due to liquidation</p> <p style="padding-left: 20px;">SBI Incubation Advisory Co., Ltd.</p> <p style="padding-left: 20px;">1 other entity</p> <p>Following changes were made in the scope of consolidation for the three months ended 30 September 2010.</p> <p>Additions due to acquisition</p> <p style="padding-left: 20px;">SBI Credit Co., Ltd. (G-One Credit Service Co., Ltd. changed its company name to SBI Credit Co., Ltd. on 1 October 2010.)</p> <p>Deconsolidated due to a merger</p> <p style="padding-left: 20px;">E*GOLF Corporation</p> <p>Deconsolidated due to decrease in ownership of interest</p> <p style="padding-left: 20px;">1 entity</p> <p>Following changes were made in the scope of consolidation for the three months ended 31 December 2010.</p> <p>Additions due to establishment</p> <p style="padding-left: 20px;">SBI Zhaoxin Food Limited</p> <p>Deconsolidated due to liquidation</p> <p style="padding-left: 20px;">SBI &amp; TH (Beijing) Investment Advisory Co., Ltd.</p> <p>(2) Number of consolidated subsidiaries after these changes</p> <p style="padding-left: 20px;">101 (including funds)</p>
2.	Changes in the application of the equity method	<p>(1) Non-consolidated subsidiaries accounted for using equity method</p> <p>(i) Changes in the scope of non-consolidated subsidiaries accounted for using equity method</p> <p style="padding-left: 20px;">Not applicable.</p> <p>(ii) Number of non-consolidated subsidiaries accounted for using equity method:</p> <p style="padding-left: 20px;">1</p> <p>(2) Affiliates accounted for using equity method</p> <p>(i) Changes in the scope of affiliates accounted for using equity method</p> <p style="padding-left: 20px;">During the three months ended 30 June 2010, TIEN PHONG COMMERCIAL JOINT STOCK BANK and PHNOM PENH COMMERCIAL BANK were accounted for using the equity method due to the increased influence by the Group. In addition, Tozai Asset Management Co., Ltd. was excluded due to decrease in voting power.</p> <p style="padding-left: 20px;">During the three months ended 30 September 2010, KOREA TECHNOLOGY INVESTMENT CORPORATION was accounted for using the equity method due to the increased influence through the increase in voting power by the Group.</p> <p>(ii) Number of affiliates accounted for using equity method after these changes:</p> <p style="padding-left: 20px;">7</p>

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**APPENDIX II**

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**UNAUDITED INTERIM FINANCIAL INFORMATION**

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**For the nine months ended 31 December 2010  
(From 1 April 2010 to 31 December 2010)**

- 
- |                                    |     |   |
|------------------------------------|-----|---|
| 3. Changes in accounting standards | (1) | Change in accounting standards for asset retirement obligation<br><br>The Group applied "Accounting Standard for Asset retirement obligation" (ASBJ Statement No. 18 issued on 31 March 2008) and "Guidance for Accounting Standard for Asset retirement obligation" (ASBJ Guidance No. 21 issued on 31 March 2008) from the three months ended 30 June 2010. The effect of this change was to decrease operating income and ordinary income by ¥66 million and to decrease income before income taxes by ¥568 million for the nine months ended 31 December 2010.  |
|                                    | (2) | Change in accounting standards for business combinations<br><br>The Group applied "Accounting Standard for Business Combinations" (ASBJ Statement No. 21 issued on 26 December 2008), "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No. 22 issued on 26 December 2008), "Partial amendments to Accounting Standard for Research and Development Costs" (ASBJ Statement No. 23 issued on 26 December 2008), "Revised Accounting Standard for Business Divestitures" (ASBJ Statement No. 7 (Revised 2008) issued on 26 December 2008), "Revised Accounting Standard for Equity Method of Accounting for Investments" (ASBJ Statement No. 16 (Revised 2008) released on 26 December 2008) and "Revised Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No. 10 (Revised 2008) issued on 26 December 2008) from the three months ended 30 June 2010. |

**II. CHANGES IN PRESENTATION**

**For the nine months ended 31 December 2010  
(From 1 April 2010 to 31 December 2010)**

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Interim consolidated statements of operations:

1. "Amortization of deferred operating costs under Article 113 of the Insurance Business Act" separately presented in non-operating expense for the previous period is included in other non-operating expense for the nine months ended 31 December 2010, due to the decrease in significance of the amount compared to relevant line item. The amount of "Amortization of deferred operating costs under Article 113 of the Insurance Business Act" included in other item of non-operating expenses was ¥591 million for the nine months ended 31 December 2010.
2. "Impairment loss" included in other item of extraordinary expense for the previous period is separately presented for the nine months ended 31 December 2010, as the amount compared to relevant line item exceeded 10 percent of total amount of extraordinary expense. The amount of "Impairment loss" included in other item of extraordinary expense was ¥6 million for the previous period.
3. "Losses on sales of investment securities" separately presented in extraordinary expense for the previous period is included in other item of extraordinary expense for the nine months ended 31 December 2010, due to the decrease in significance of the amount compared to relevant line item. The amount of "Losses on sales of investment securities" included in other item of extraordinary expense was 3 million yen for the nine months ended 31 December 2010.

## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

For the three months ended 31 December 2010  
(From October 1, 2010 to 31 December 2010)

Interim consolidated statement of operations:

1. "Amortization of deferred operating costs under Article 113 of the Insurance Business Act" separately presented in non-operating expense for the previous period is included in other item of non-operating expense for the current period due to the decrease in significance of the amount compared to the relevant line item.

The amount of "Amortization of deferred assets under Article 113 of the Insurance Business Act" included in other item of non-operating expenses was ¥248 million for the three months ended 31 December 2010.

### III. APPLICATION OF SIMPLIFIED ACCOUNTING METHODS

For the nine months ended 31 December 2010 (From 1 April 2010 to 31 December 2010)

There is no item to be presented.

### IV. ACCOUNTING METHODS USED SOLELY FOR PREPARATION OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2010

Not applicable.

### V. NOTES TO THE INTERIM CONSOLIDATED BALANCE SHEET

1. The accumulated depreciation for property and equipment included accumulated impairment loss of ¥8,263 million and ¥6,582 million as at 31 December 2010 and 31 March 2010 respectively.

2. Provision on contingent losses

- (1) Credit guarantees:

Guarantees for the debts owed to financial institutions under the credit guarantee business relate to guarantee of bank loans amounted ¥462 million and ¥542 million as at 31 December 2010 and 31 March 2010 respectively.

- (2) Other contingent losses:

Following the Tokyo District Court's decision to commence civil rehabilitation proceedings against ZEPHYR CO., LTD. ("ZPYR") on 28 July 2008, ZPYR's restructuring plan was approved at the creditors' meeting and confirmed by the court on 18 February 2009. As a result, the loan extended to ZPYR by SBI Incubation Co., Ltd. (a consolidated subsidiary of the Company, formerly, Partners Investment Co., Ltd.) in the aggregate amount of ¥11,366 million as at 31 March 2009, will be recovered through the disposal of real estate held as collateral to creditors; however, in case there is an unrecoverable amount after the disposal of the real estate, repayment will be made using a percentage determined in the restructuring plan.

Partners Investment Co., Ltd. was merged with SBI Incubation Co., Ltd. as the surviving company in September 2009.

3. Allowance for investment losses deducted directly from assets consisted of the following:

	As at 31 December 2010	As at 31 March 2010
	(unaudited) (millions of Yen)	(millions of Yen)
Operational investment securities . . . . .	4,794	8,424
Investments and other assets . . . . .	300	300

## APPENDIX II UNAUDITED INTERIM FINANCIAL INFORMATION

4. Real estate inventories consisted of the following:

	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
	<b>(millions of Yen)</b>	<b>(millions of Yen)</b>
Real estate inventories . . . . .	6,995	9,837
Real estate inventories in progress . . . . .	7,882	7,926
Real estate for development . . . . .	1,403	1,403
Beneficial interest in real estate investment trust . . . . .	9,340	9,601
Total . . . . .	<u>25,621</u>	<u>28,767</u>

5. Other major accounts and amounts under current assets consisted of the following:

	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
	<b>(millions of Yen)</b>	<b>(millions of Yen)</b>
Merchandise and finished goods . . . . .	1,000	1,276
Work in process . . . . .	230	25
Raw materials and supplies . . . . .	<u>84</u>	<u>49</u>

6. Allowance for doubtful accounts deducted directly from assets consisted of the following:

	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
	<b>(millions of Yen)</b>	<b>(millions of Yen)</b>
Investments and other assets . . . . .	<u>10,525</u>	<u>9,767</u>

### VI. NOTES TO INTERIM CONSOLIDATED STATEMENT OF OPERATIONS

1. Major accounts and amounts included in selling, general and administrative expenses were as follows:

	<b>For the nine months ended 31 December 2009</b>	<b>For the nine months ended 31 December 2010</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
	<b>(millions of Yen)</b>	<b>(millions of Yen)</b>
Payroll and bonuses . . . . .	7,474	7,918
Provision of allowance for doubtful accounts . . . . .	1,857	1,592
Outsourcing fees . . . . .	<u>7,621</u>	<u>8,159</u>

2. For the nine months ended 31 December 2009, provision of allowance for doubtful accounts includes additional ¥1,206 million which is due from ZPYR. With settlement of the exercised right of avoidance by the oversight committee member of the ZPYR civil rehabilitation proceeding on 1 October 2009, the provision of allowance for doubtful accounts are re-estimated. The impaired loan receivables is expected to be collected after foreclose on ZPYR.

## APPENDIX II UNAUDITED INTERIM FINANCIAL INFORMATION

3 Major accounts and amounts included in selling, general and administrative expenses were as follows:

	For the three months ended 31 December 2009	For the three months ended 31 December 2010
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Payroll and bonuses . . . . .	2,517	2,798
Provision of allowance for doubtful accounts . . . . .	487	578
Outsourcing fees . . . . .	<u>2,697</u>	<u>2,966</u>

### VII. NOTE TO INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

1. Cash and cash equivalents reconciliation:

	As at 31 December 2009	As at 31 December 2010
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Cash and deposits . . . . .	146,621	182,350
Time deposits with maturities of over three months . . . . .	(2,007)	(1,517)
Money Market Fund ("MMF") and other items included in marketable securities . . . . .	130	130
Deposits included in others (current assets) . . . . .	<u>—</u>	<u>12</u>
Cash and cash equivalents . . . . .	<u>144,745</u>	<u>180,976</u>

### VIII. SHAREHOLDERS' EQUITY

#### AS AT 31 DECEMBER 2010

1. **Class of share and number of shares issued**

Common shares . . . . . 19,943,172 shares

2. **Class of Treasury Share and number of shares**

Common shares . . . . . 14,621 shares

3. **Stock acquisition rights**

Stock acquisition rights issued as stock options

Balance of stock acquisition rights as at 31 December 2010 was ¥11 million.



## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

### 4. Dividends

Dividend paid

Resolution	Class of share	Total dividends (Millions of Yen)	Dividends per share (Yen)	Declare date	Effective date	Dividends source
Board of Directors' Meeting on 26 May 2010	Common shares	1,676	100	31 March 2010	14 June 2010	Retained earnings

### 5. Significant change in shareholders' equity

The Company issued new shares through public offering which the payment due date was 23 June 2010. This leads to an increase in outstanding number of capital shares of 3,112,000, and an increase in the amount of capital stock and capital surplus of ¥17,654 million and ¥17,654 million, respectively. The amount of capital stock and capital surplus as of 31 December 2010 were ¥73,232 million and ¥236,916 million, respectively.

## IX. SEGMENT INFORMATION

### 1. Segment information

The Group applied ASBJ Statement No. 17, “Accounting Standard for Segment Information Disclosures” and ASBJ Guidance No. 20, “Guidance on Accounting Standard for Segment Information Disclosures” during the three months ended 30 June 2010.

#### (1) Overview of reportable segments

Separate financial statements of the Group's components are available and reviewed regularly by the board of directors for the purpose of allocation of financial resources and performance evaluation.

The Group engages in a wide range of business activities, mainly in financial service business. Based on the similarity of both economic characteristic of business and nature of services, “Asset Management Business”, “Brokerage and Investment Banking Business”, “Financial Services Business” and “Housing and Real Estate Business” are determined as reportable segments.

“Asset Management Business” primarily consists of fund management and investment in internet technology, biotechnology, environment energy, and financial-related venture companies.

“Brokerage and Investment Banking Business” primarily consists of financial businesses such as trustee of securities trading, underwriting and offering for sale of IPO shares, offering for subscription or sale of stocks, foreign exchange margin trading, and other financial instrument trading business.

“Financial Services Business” primarily consists of financial-related businesses such as property & casualty insurance business, credit card business, and the provision of information regarding financial products.

“Housing and Real Estate Business” primarily consists of developing and trading of investment property, financing business related to providing mortgage loans, operating web sites related to providing intermediate service and real estate appraisal service.

## APPENDIX II UNAUDITED INTERIM FINANCIAL INFORMATION

### (2) Information about reportable segments

For the nine months ended 31 December 2010 (from 1 April 2010 to 31 December 2010)

	Reportable segment						
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total	Others (Note)	Total
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Net Sales							
Revenue from customers . . . . .	14,971	33,215	20,636	17,077	85,901	10,659	96,561
Inter-segment revenue . . . . .	1	1,929	1,558	1	3,491	1,586	5,078
Total net sales . . . . .	14,973	35,145	22,194	17,079	89,393	12,246	101,639
Operating income (loss) . . . . .	4,674	4,169	171	2,483	11,498	(1,405)	10,092

For the three months ended 31 December 2010 (from 1 October 2010 to 31 December 2010)

	Reportable segment						
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total	Others (Note)	Total
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Net Sales							
Revenue from customers . . . . .	4,457	10,300	7,110	8,487	30,355	3,256	33,612
Inter-segment revenue . . . . .	—	628	575	0	1,204	726	1,930
Total net sales . . . . .	4,457	10,929	7,686	8,487	31,559	3,983	35,543
Operating income (loss) . . . . .	1,995	388	(263)	1,278	3,398	(385)	3,013

Note: Business segments classified into "Others" are the segments determined not to be reportable segments and consisted of system-related business, drug-discovery business and garment business.

## APPENDIX II UNAUDITED INTERIM FINANCIAL INFORMATION

For the nine months ended 31 December 2009 (from 1 April 2009 to 31 December 2009)

	Reportable segment						
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total	Others (Note)	Total
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Net Sales							
Revenue from customers . . . . .	15,018	35,916	17,335	10,946	79,217	11,607	90,825
Inter-segment revenue . . . . .	—	2,299	718	1	3,018	756	3,775
Total net sales . . . . .	15,018	38,215	18,054	10,948	82,236	12,363	94,600
Operating income (loss) . . . . .	2,992	7,810	59	400	11,262	(1,599)	9,663

For the three months ended 31 December 2009 (from 1 October 2009 to 31 December 2009)

	Reportable segment						
	Asset Management Business	Brokerage & Investment Banking Business	Financial Services Business	Housing and Real Estate Business	Sub-total	Others (Note)	Total
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)	(millions of Yen)
Net Sales							
Revenue from customers . . . . .	2,900	10,779	5,853	4,622	24,156	3,515	27,671
Inter segment net sales . . . . .	—	813	237	0	1,051	296	1,347
Total net sales . . . . .	2,900	11,592	6,091	4,622	25,027	3,811	29,019
Operating income (loss) . . . . .	521	1,825	(245)	581	2,682	(494)	2,187

Note: Business segments classified into "Others" are the segments not determined as reportable segments consisted of system-related business, drug-discovery business and garment business.

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**(3) Reconciliation of the differences between the total amount of reportable segments and the total amount recorded in the Interim Financial Information**

<b>Income (loss)</b>	<b>For the nine months ended 31 December 2010 (From 1 April 2010 to 31 December 2010)</b>	<b>For the three months ended 31 December 2010 (From 1 October 2010 to 31 December 2010)</b>
	<b>(unaudited) (millions of Yen)</b>	<b>(unaudited) (millions of Yen)</b>
Total of reportable segment . . . . .	11,498	3,398
Loss of "Others" . . . . .	(1,405)	(385)
Elimination among segment . . . . .	(1,390)	(456)
Company-wide expenses (Note) . . . . .	<u>(3,982)</u>	<u>(1,441)</u>
Operating income of consolidated financial statements . .	<u>4,719</u>	<u>1,114</u>

*Note:* Company-wide expenses are general administrative expenses which are not attributable to reportable segments.

<b>Income (loss)</b>	<b>For the nine months ended 31 December (From 1 April 2009 to 31 December 2009)</b>	<b>For the three months ended 31 December (From 1 October 2009 to 31 December 2009)</b>
	<b>(unaudited) (millions of Yen)</b>	<b>(unaudited) (millions of Yen)</b>
Total of reportable segment . . . . .	11,262	2,682
Loss of "Others" . . . . .	(1,599)	(494)
Elimination among segment . . . . .	(1,820)	(618)
Company-wide expenses (Note) . . . . .	<u>(3,669)</u>	<u>(1,148)</u>
Operating income of consolidated financial statements . .	<u>4,174</u>	<u>421</u>

*Note:* Company-wide expenses are general administrative expenses which are not attributable to reportable segments.

**(4) Information about the impairment loss of property and equipment and goodwill of reportable segments**

For the three months ended 31 December 2009 and 2010 (from 1 October 2009 to 31 December 2009) and (from 1 October 2010 to 31 December 2010)

None

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### 2. Business Segment prepared under previous standard for the nine months ended 31 December 2009 and the three months ended 31 December 2009

For the nine months ended 31 December 2009 (from 1 April 2009 to 31 December 2009)

The net sales and operating income (loss) of each business segment were as follows:

	Asset Management Business	Brokerage and Investment Banking Business	Financial Services Business	Housing and Real Estate Business	System Solution Business	Total	Eliminations /Corporate	Consolidated
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Net sales								
(1) Revenue from customers . .	15,020	35,916	17,335	19,980	2,572	90,825	—	90,825
(2) Inter-segment revenue . . .	—	2,299	718	1	756	3,775	(3,775)	—
Total net sales . .	15,020	38,215	18,054	19,981	3,328	94,600	(3,775)	90,825
Operating income (loss) . . . . .	2,493	7,810	59	(175)	(524)	9,663	(5,489)	4,174

For the three months ended 31 December 2009 (from 1 October 2009 to 31 December 2009)

The net sales and operating income (loss) of each business segment were as follows:

	Asset Management Business	Brokerage and Investment Banking Business	Financial Services Business	Housing and Real Estate Business	System Solution Business	Total	Eliminations /Corporate	Consolidated
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Net sales								
(1) Revenue from customers . .	2,901	10,779	5,853	7,415	721	27,671	—	27,671
(2) Inter-segment net sales . .	—	813	237	0	296	1,347	(1,347)	—
Total net sales . .	2,901	11,592	6,091	7,416	1,017	29,019	(1,347)	27,671
Operating income (loss) . . . . .	369	1,825	(245)	410	(172)	2,187	(1,766)	421

**Notes:**

1. Business segment are determined by reference to categories used for internal management.
2. Major activities of the business segment are as follows.
  - (1) The Asset Management Business consists of venture capital investments in information technology, biotechnology, broadband, media, mobile communications operations and others, and investments in companies requiring restructuring. These activities are principally carried out by the Company, SBI Investment Co., Ltd., SBI CAPITAL Co., Ltd. and others.

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- (2) The Brokerage and Investment Banking Business consists of a full-service securities business combining internet and other related brokerage and investment banking operations. These activities are principally carried out by SBI SECURITIES Co., Ltd. and SBI Liquidity Market Co., Ltd.
- (3) The Financial Services Business consists of the provision of information concerning financial products and a broad range of financial businesses which are principally carried out by the Company, Morningstar Japan K. K., SBI VeriTrans Co., Ltd. and other companies.
- (4) The Housing and Real Estate Business consists of investments in residential real estate, residential real estate finance, and the sale of many types of products and services along with the provision of associated information. These activities are principally carried out by the Company, SBI Life Living Co., Ltd. (formerly LIVING Corporation, Inc.), SBI Mortgage Co., Ltd., HOMEOSTYLE Inc. and other companies.
- (5) System Solutions Business consists of the system-related businesses which are principally carried out by SBI Net Systems Co., Ltd.

### 3. Geographical Segments

For the three months ended 31 December 2009 (from 1 October 2009 to 31 December 2009) and nine months ended 31 December 2009 (from 1 April 2009 to 31 December 2009), geographic segment information is not presented because net sales in Japan account for more than 90% of the total net sales of all business segments.

### 4. Overseas net sales

For the three months ended 31 December 2009 (from 1 October 2009 to 31 December 2009) and nine months ended 31 December 2009 (from 1 April 2009 to 31 December 2009)

Overseas net sales are not presented because the amount is less than 10% of the total net sales of all business segments.

## X. FINANCIAL INSTRUMENTS

### AS AT 31 DECEMBER 2010

The table below presents the carrying amount, the fair value of the financial instruments, and the difference between the carrying amounts and fair value.

Type	Carrying amount	Fair value	Difference
	(unaudited)	(unaudited)	(unaudited)
	(millions of Yen)	(millions of Yen)	(millions of Yen)
(1) Trading instruments			
Trading securities . . . . .	332	332	—
(2) Derivatives . . . . .	9,588	9,588	—

(\*) Derivatives are stated at net value in the above table.

#### Notes

### 1. Calculation of fair value of financial instruments

- (1) Trading instruments

The fair values of equity securities are measured at the quoted market price of the stock exchange. The fair values of bonds are measured at the quoted market price of the stock exchange or the price provided by financial institutions.

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(2) Derivative contracts

(i) Derivatives not subject to hedge accounting

As for the commodity-related transactions, the fair value is determined based on the closing price of the exchange. As for information regarding the fair values of foreign currency and foreign currency spot contract, refer to section "Note XII Derivatives".

(ii) Derivatives subject to hedge accounting

As for interest rate swaps, the fair value of derivative financial instruments is determined based on the price provided by financial institutions.

### XI. SECURITIES

#### AS AT 31 DECEMBER 2010

The table below presents the acquisition costs, carrying amount of the available-for-sale securities, and the difference between the acquisition costs and carrying amount.

Type	Acquisition costs (millions of Yen)	Carrying amount	Difference
		(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
(1) Equity securities . . . . .	34,366	26,902	(7,464)
(2) Debt securities			
Corporate bonds . . . . .	1,527	1,530	3
(3) Others . . . . .	18,804	22,030	3,225
Total . . . . .	54,698	50,462	(4,235)

### XII. DERIVATIVES

#### AS AT 31 DECEMBER 2010

The table below presents the contractual amount, carrying amount and fair value and the profit or loss of the derivatives.

Transaction	Contractual amount	Carrying amount and fair value	Profit or Loss
	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)	(unaudited) (millions of Yen)
Foreign currency forward contracts			
Short . . . . .	47	(0)	(0)
Long . . . . .	191	(2)	(2)
Foreign currency spot contracts			
Short . . . . .	279,800	7,626	7,626
Long . . . . .	270,040	1,968	1,968
Total . . . . .	—	9,592	9,592

Notes:

1. Fair value of foreign currency forward contract is stated on future exchange rate at balance sheet date, whereas fair value of foreign currency spot contracts is based on spot rate at the balance sheet date.
2. Derivative transactions which apply hedging accounting are not included in the above table.



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### XIII. BUSINESS COMBINATION

For the three months ended 31 December 2010 (from 1 October 2010 to 31 December 2010)

No acquisition or disposal.

### XIV. PER SHARE INFORMATION

#### 1. Net assets per share

	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	
	<b>(Yen)</b>	<b>(Yen)</b>
Net assets per share . . . . .	19,495.82	21,424.02

*Note:* Net assets per share were calculated as follows:

	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	
	<b>(millions of Yen)</b>	<b>(millions of Yen)</b>
Total net assets . . . . .	456,063	428,615
Stock acquisition rights . . . . .	(11)	(11)
Minority interest . . . . .	(67,527)	(69,372)
Net assets attributable to common shareholders at the end of period . . . . .	<u>388,523</u>	<u>359,230</u>
The number of common shares for the calculation . . . . .	<u>19,928,551</u>	<u>16,767,670</u>

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2. Net income and diluted net income per share

	<b>For the nine months ended 31 December 2009</b>	<b>For the nine months ended 31 December 2010</b>
	<b>(unaudited) (Yen)</b>	<b>(unaudited) (Yen)</b>
Net income per share . . . . .	88.75	79.63
Diluted net income per share . . . . .	61.85	69.76

*Note:* Net income per share was calculated as follows:

	<b>For the nine months ended 31 December 2009 (from 1 April 2009 to 31 December 2009)</b>	<b>For the nine months ended 31 December 2010 (from 1 April 2010 to 31 December 2010)</b>
	<b>(unaudited) (millions of Yen)</b>	<b>(unaudited) (millions of Yen)</b>
<b>Net income per share</b>		
Net income for the period . . . . .	1,486	1,510
Net income not attributable to common shareholders . . . . .	—	—
Net income attributable to common shareholders . . . . .	1,486	1,510
Average number of common shares during the period (share) . . . . .	16,745,820	18,972,108
<b>Diluted net income per share</b>		
Adjustment on net income for the period . . . . .	(447)	(185)
Effect of dilutive shares issued by consolidated subsidiaries . . . . .	(447)	(185)
Increased number of common shares (share) . . . . .	50,343	22,709
Summary of significant changes in potential shares without dilutive effect which are excluded from the computation of diluted net income per share . . . . .	There was no significant impact on potential share.	There was no significant impact on potential share.
	<b>For the three months ended 31 December 2009</b>	<b>For the three months ended 31 December 2010</b>
	<b>(unaudited) (Yen)</b>	<b>(unaudited) (Yen)</b>
Net income per share . . . . .	39.62	41.39
Diluted net income per share . . . . .	13.37	32.04

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Note: Net income per share was calculated as follows:

	<b>For the three months ended 31 December 2009 (from 1 October 2009 to 31 December 2009)</b>	<b>For the three months ended 31 December 2010 (from 1 October 2010 to 31 December 2010)</b>
	<b>(unaudited) (millions of yen)</b>	<b>(unaudited) (millions of yen)</b>
Net income per share		
Net income for the period . . . . .	663	824
Net income not attributable to common shareholders . . . . .	<u>—</u>	<u>—</u>
Net income attributable to common shareholders . . . . .	<u>663</u>	<u>824</u>
Average number of common shares during		
the period (share) . . . . .	<u>16,758,305</u>	<u>19,925,900</u>
Diluted net income per share		
Adjustment on net income for the period . . . . .	(439)	(185)
Effect of dilutive shares issued by consolidated subsidiaries. . .	(439)	(185)
Increased number of common shares (share) . . . . .	44,994	11,890
Summary of significant changes in potential shares without dilutive effect which are excluded from the computation of diluted net income per share. . . . .	There was no significant impact on potential share.	There was no significant impact on potential share.

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**XV. EVENTS AFTER THE REPORTING PERIOD**

On 11 March 2011, an earthquake measuring 9.0 degree on the Richter scale occurred in Tohoku district, northeast of Tokyo coupled with aftershocks, tsunami and a nuclear plant crisis in Fukushima. Based on its initial assessment, the Group currently determines that its operations and assets are not significantly affected or suffered from any substantial damages since its businesses or investments are predominantly operated outside the affected areas, and its insurance business does not underwrite catastrophic risk.

As at the date of this report, it is fundamentally uncertain as to what extent the catastrophe would have impacted the Japan economy as well as equity and property markets, which could, in turn, significantly affect on some or all of the Group’s businesses and operations in subsequent periods. In addition, any government imposed energy conservation measures, cyclical economic factors or prolonged recovery may have temporary or permanent impacts on the Group’s results and financial position. The Group will, therefore, continue to closely monitor for any significant deterioration of its operations and financial position.

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### XVI. SUMMARY OF MATERIAL DIFFERENCES BETWEEN INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) AND GENERALLY ACCEPTED ACCOUNTING PRINCIPLES FOR INTERIM CONSOLIDATED FINANCIAL STATEMENTS IN JAPAN (“JGAAP”)

The Interim Financial Information of the Group is prepared in accordance with JGAAP which differs in certain aspects from IFRS. For the purpose of this summary, JGAAP refer to the accounting policies applied by the Group in preparing the Interim Financial Information in accordance with the prevailing JGAAP for the nine months ended 31 December 2010. IFRS refers to IFRSs, IASs, IFRICs and SICs that are effective for annual financial period beginning on or after 1 April 2010.

This summary is not intended to provide the effect on the Interim Financial Information of the Group under IFRS 1 *First-time Adoption of International Financial Reporting Standards*. Part (1) of this summary provides information about the GAAP differences that, in the opinion of the directors, would have a material effect on recognition and measurement of the Group. Part (2) of this summary identifies the key areas how JGAAP Interim Financial Information of the Group differs from IFRS in respect of classification, presentation and disclosure requirements. For classification, presentation and disclosure issues relating to recognition and measurement differences already covered in the Part (1) set out in pages II-28 to II-33, such items are not included in Part (2) set out in pages II-33 to II-34. In addition, Part (2) does not cover disclosure made under JGAAP which is not required under IFRS. Instead, it focuses on disclosure which is required under IFRS that is not included in the Interim Financial Information of the Group.

#### **Part (I)**

This summary provides information about the GAAP differences that, in the opinion of the directors of the Company, would have a material effect on total assets, total liabilities, total equity and net income (loss) of the Group.

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Material quantifiable GAAP differences are summarized as follows:

(Amounts in millions of Japanese Yen, and are rounded down to the nearest million unless otherwise stated)

	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	
Total assets under JGAAP . . . . .	1,310,157	1,229,939
Material quantifiable effects for different accounting treatments:		
(i) Consolidation — Small Size Entities . . . . .	2,138	843
(ii) Consolidation — Venture Capital Investments . . . . .	10,821	9,974
(iii), (v), (vi) Business combination . . . . .	18,343	12,608
(iv) Changes in the Group's interest in subsidiaries . . . . .	(88,012)	(88,050)
(viii) Investments in Associates/Affiliates . . . . .	(50)	(442)
(ix) Statutory reserve . . . . .	—	—
(x) Deferred charges . . . . .	(4,935)	(3,160)
(xi) Securitization . . . . .	70,024	62,381
(xii) Deferred tax assets . . . . .	(2,988)	(4,087)
Total assets as adjusted for the above material quantifiable effects . . . . .	<u>1,315,498</u>	<u>1,220,006</u>
	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	
Total liabilities under JGAAP . . . . .	854,094	801,324
Material quantifiable effects for different accounting treatments:		
(i) Consolidation — Small Size Entities . . . . .	5,095	3,336
(ii) Consolidation — Venture Capital Investments . . . . .	13,517	9,438
(iii), (v), (vi) Business combination (Deferred tax impact) . . . . .	190	190
(iv) Changes in the Group's interest in subsidiaries . . . . .	—	—
(viii) Investments in Associates/Affiliates . . . . .	—	—
(ix) Statutory reserve . . . . .	(5,197)	(7,219)
(x) Deferred Charges . . . . .	—	—
(xi) Securitization . . . . .	70,044	62,367
(xii) Deferred tax liabilities . . . . .	312	67
Total liabilities as adjusted for the above material quantifiable effects	<u>938,055</u>	<u>869,503</u>

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	<b>As at 31 December 2010</b>	<b>As at 31 March 2010</b>
	<b>(unaudited)</b>	
Total equity (total net assets) under JGAAP . . . . .	456,063	428,615
Material quantifiable effects for different accounting treatments:		
(i) Consolidation — Small Size Entities . . . . .	(2,956)	(2,493)
(ii) Consolidation — Venture Capital Investments . . . . .	(2,696)	536
(iii), (v), (vi) Business combination . . . . .	18,153	12,418
(iv) Changes in the Group's interest in subsidiaries . . . . .	(88,012)	(88,050)
(viii) Investments in Associates/Affiliates . . . . .	(50)	(442)
(ix) Statutory reserve . . . . .	5,197	7,219
(x) Deferred charges . . . . .	(4,935)	(3,160)
(xi) Securitization . . . . .	(20)	14
(xii) Deferred tax . . . . .	(3,300)	(4,154)
Total equity as adjusted for the above material quantifiable effects . . . . .	<u>377,444</u>	<u>350,503</u>

	<b>Nine months ended 31 December</b>		<b>Three months ended 31 December</b>	
	<b>2009</b>	<b>2010</b>	<b>2009</b>	<b>2010</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>
Net income (loss) for the period under JGAAP . . . . .	1,486	1,510	663	824
Add: Non-controlling interest under JGAAP . . . . .	<u>(1,319)</u>	<u>(2,448)</u>	<u>(233)</u>	<u>(485)</u>
Total net income (loss) for the period under JGAAP . . . . .	167	(938)	430	339
Material quantifiable effects for different accounting treatments:				
(i) Consolidation — Small Size Entities . . . . .	(410)	(1,337)	471	(461)
(ii) Consolidation — Venture Capital Investments . . . . .	(1,325)	(933)	(102)	(847)
(iii), (v), (vi) Business combination . . . . .	5,640	5,735	1,892	1,908
(iv) Changes in the Group's interest in subsidiaries . . . . .	(22)	(62)	(3)	22
(viii) Investments in Associates/Affiliates . . . . .	(403)	392	(128)	469
(ix) Statutory reserve . . . . .	—	(2,023)	—	—
(x) Deferred charges . . . . .	(2,558)	(1,775)	(839)	(466)
(xi) Securitization . . . . .	(36)	(34)	(13)	(10)
(xii) Deferred tax . . . . .	30	872	10	10
Total net income for the period as adjusted for the above material quantifiable effects . . . . .	<u>1,083</u>	<u>(103)</u>	<u>1,718</u>	<u>964</u>

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**(i) Consolidation — small size entities**

Under IFRS, a subsidiary or fund that is controlled by its parent should be consolidated in the parent's consolidated financial statements.

Under JGAAP, an entity that is controlled by its parent is, in principle, consolidated in the parent's interim consolidated financial statements. There is a specific exemption which allows small size entities to be excluded from consolidation. When meeting the specific exemption, the Group recognizes and measures the small size entities using equity method or at cost less impairment, if any or at the Group's proportionate share in the equity of those entities.

As at 31 December 2010, there were 62 small size entities controlled by the Group. The Group has quantified the effect of consolidating these small size entities under IFRS.

**(ii) Consolidation — venture capital investments**

Under IFRS, a subsidiary or fund that is controlled by its parent should be consolidated in the parent's consolidated financial statements.

Under JGAAP, investments must be excluded from consolidation if such investments were held by investment companies and certain conditions have been satisfied. Such investments should be measured at cost less impairment, if any.

As at 31 December 2010, there were 13 investee companies which the Group owned more than 50% equity interests that had been excluded from consolidation under JGAAP. The Group has quantified the effect of consolidating these venture capital investments under IFRS.

**(iii) Business combination — identifiable intangible assets**

Effective from 1 April 2010, there is no GAAP difference between IFRS and JGAAP on "business combination — identifiable intangible assets" since the Group has adopted new accounting policies for business combination prospectively. The cumulative effect of the GAAP differences prior to 1 April 2010 has been carried forward.

**(iv) Changes in parent's ownership interest in a subsidiary**

Under IFRS, changes in a parent's ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions. No goodwill, nor gain or loss is recognized.

Under JGAAP, acquisition of additional interests in a subsidiary gives rise to recognition of additional goodwill which is measured as the excess of the purchase consideration over the carrying amount of the net assets acquired. Disposal of partial interests in a subsidiary gives rise to a gain or loss which is measured as the difference between the proceeds received and the carrying amount of the net assets attributable to interests being disposed of.

Goodwill recognized upon acquisition of additional interests in subsidiaries are eliminated and adjusted to equity under IFRS. Gain or loss recognized upon disposal of partial interests under JGAAP are reversed and adjusted to equity under IFRS.

**(v) Business combination — step acquisition**

Effective from 1 April 2010, there is no GAAP difference between IFRS and JGAAP on "business combination — step acquisition" since the Group has adopted new accounting policies for business combination prospectively. The cumulative effect of the GAAP differences prior to 1 April 2010 has been carried forward.

**(vi) Business combination - goodwill**

Under IFRS, goodwill is not amortized but is subject to annual impairment test. Goodwill is reviewed for impairment at least annually at the same time each year and whenever there is an impairment indication. When the recoverable amount of the cash-generating unit ("CGU") containing goodwill (the higher of fair value less costs to sell and value in use of that CGU) is less than the carrying amount of that CGU, an impairment loss is recognized as the excess of the carrying amount over the recoverable amount. Reversal of previous impairment of goodwill is prohibited.



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Under JGAAP, goodwill is amortized over a period of not more than 20 years using the straight line method. Goodwill is not reviewed for impairment unless there is an indication of impairment. If an indication of impairment has been identified, the impairment loss is measured using a two-step approach. First, the entity should compare the sum of the undiscounted cash flows expected to be generated by the CGU and the disposal value of the assets within that CGU. Second, if the amount of the sum of undiscounted cash flows and disposal value of the CGU is less than the carrying amount of the CGU, an impairment loss should be recognized. The amount of impairment loss should be the excess of the carrying amount of the CGU over the discounted cash flows that are expected to be generated from the CGU and disposal value of CGU within that disposal group.

The amortization of goodwill recognized under JGAAP is reversed under IFRS and are tested for impairment on an annual basis. Impairment loss is recognized as the excess of the carrying amount over the recoverable amount.

### (vii) Non-fair valued available-for-sale investments

Under IFRS, available-for-sale equity investments are measured at fair value with fair value gains/losses recognized as other comprehensive income unless the fair value cannot be measured reliably, i.e. under the circumstances that (a) the variability in the range of reasonable fair value estimates is significant or (b) the probabilities of the various estimates within the range cannot be reasonably assessed in estimating fair value. In such cases, the available-for-sale equity investments are stated at cost less impairment. Available-for-sale debt investments are measured at fair value with fair value gains/losses recognized as other comprehensive income.

Available-for-sale investments (including those stated at fair value and at cost less impairment) are impaired when there is an objective evidence of impairment. For available-for-sale equity investments stated at cost, the amount of impairment loss is the difference between the carrying amount of the available-for-sale investments and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment loss on available-for-sale equity investments measured at fair value will be recognised in profit or loss. An increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income. Impairment loss on available for sale equity investments measured at cost are not reversed in subsequent periods. For available for sale debt investments, if, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset does not exceed what the amortised cost would have been had the impairment not be recognised.

Under JGAAP, available-for-sale equity investments with quoted market price are measured at fair value. Available-for-sale equity investments that do not have quoted market prices are stated at cost less impairment. For available-for-sale debt investments, JGAAP requires an entity to measure them at fair value including those investments that do not have quoted market price. The JGAAP allows using the appraisal price or brokerage/indicative price to measure the fair value of these investments if they do not have quoted market prices. However, in exceptional circumstances where there are practical difficulties to fair value such investment, for example, the cost of estimating the fair value is weighted over the benefit to the users of the financial statements, the management can justify to state these debt investments at cost less impairment, if any. Impairment loss is recognized in profit or loss when the fair value declines significantly and cannot be reversed.

As at 31 December 2010, the Group has investments in 317 non-fair valued entities with less than 20% interests including those held by subsidiaries with carrying amounts of ¥37,823 million that would need to be measured at fair value under IFRS respectively. The Company is not able to quantify, on practical grounds, the difference arising from different accounting treatment by JGAAP and IFRS for these non-fair valued investments. The reason is that there is limitation to assess whether fair value of these investments can be reliably measured or not as these investee entities do not necessarily provide the relevant financial information to the Group which enables the Group to carry out a proper valuation. Therefore, the Company is now experiencing practical difficulties to quantify the financial effects of these non-fair valued investments under IFRS. The Company has committed to adjust its financial reporting system to allow the disclosure of the financial effect for this item starting from 31 March 2011.

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## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

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### (viii) Investments in associates/affiliates

Under IFRS, investments in associates should be accounted for using equity method, except for investments in associates held by venture capital organizations or mutual funds, unit trusts and similar entities that upon initial recognition, are designated as at fair value through profit or loss in accordance with the requirements of IAS 39 *Financial Instruments: Recognition and Measurement*.

Under JGAAP, investments in affiliates (equivalent to investments in associates under IFRS) are in principle accounted for using equity method. There is a specific exemption which allows small size entities under significant influence of the investor to be excluded from application of equity method and such investments are measured at cost less impairment. Investments under significant influence of the Group must be excluded from equity accounting if such investments are held by investment companies and certain conditions have been satisfied. The Group recognizes all such investments held by investment companies at cost less impairment, if any.

As at 31 December 2010, the Group invested in approximately 72 entities over which it was able to exercise significant influence. The Group has quantified the effect resulting from equity accounting of these investments in associates/affiliates under IFRS.

### (ix) Statutory reserve

Under IFRS, a provision should be recognized when the Group has a present obligation as a result of a past event, and it is probable that there will be an outflow of economic benefits and the amount can be reliably estimated. A provision should only be made to the extent an obligation arose from past events.

Under JGAAP, statutory liability reserve is provided for possible losses resulting from execution errors made by the Group and is recognized as an expense in accordance with Article 46-5 of the Japanese Financial Instruments and Exchange Act.

The statutory liability reserve recognized under JGAAP does not meet the recognition criteria for provision under IFRS and therefore the amount is reversed. Since it is a legal requirement in Japan, the statutory reserve required is recognized under IFRS within equity.

### (x) Deferred charges

Under IFRS, deferral of operating costs is prohibited. The operating costs should be recognized as expenses immediately when incurred.

Under JGAAP, a newly established insurance company is allowed to defer its operating costs incurred within the first 5 years after its establishment. The deferred operating costs can be amortized within 10 years according to Section 113 of the Insurance Business Act of Japan.

The deferred operating costs under JGAAP are derecognized and expensed as incurred under IFRS.

### (xi) Securitization

Under IFRS, a financial asset is derecognized, when, and only when, either the contractual rights to the asset's cash flows expire, or the asset is transferred and the transfer qualifies for derecognition. The decision whether a transfer qualifies for derecognition is made by applying a combination of risks and rewards and control tests. The risks and rewards tests seek to establish whether, having transferred a financial asset, the entity continues to be exposed to the risks of ownership of that asset and/or continues to enjoy the benefits that it generates. The control tests are designed with a view to understand which entity controls the asset, i.e. which entity can direct how the benefits of that asset are realized.

Under JGAAP, financial assets are derecognized based on the financial component approach when control is transferred to a third party. Financial assets are derecognized when the contractual rights of the financial assets are exercised, when those rights are lost, or when the control of those rights has been passed to other parties.

Certain derecognized mortgage loans upon securitization under JGAAP which do not meet the derecognition criteria under IFRS were reversed and the corresponding borrowings are recognized.

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## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

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### (xii) Deferred tax

Deferred tax should be recognized for additional temporary differences resulting from the GAAP differences described as per notes (i) to (xi) above.

Additional deferred tax assets and deferred tax liabilities are recognized under IFRS.

### Part (2)

This summary identifies, in the opinion of the directors of the Company, the key areas how the JGAAP Interim Financial Information of the Group differs from IFRS in respect of classification, presentation and disclosure requirements.

### A. PRIMARY STATEMENTS

#### 1. Consolidated statement of financial position/interim consolidated balance sheet

Under IFRS, the financial position of an entity (together with subsidiaries) is presented in the consolidated statement of financial position.

Under JGAAP, the financial position of an entity (together with subsidiaries) is presented in the interim consolidated balance sheet. The content of a interim consolidated statement of financial position and interim consolidated balance sheet is similar except for the differences set out below.

##### (i) *Line items to be presented in the consolidated statement of financial position*

Under IFRS, the consolidated statement of financial position should include, among others, a separate line item that presents the amount of investment property.

Under JGAAP, investment property is included in the line item of property and equipment in the interim consolidated balance sheet.

##### (ii) *Deferred tax*

Under IFRS, deferred tax assets and liabilities are classified as non-current on the consolidated statement of financial position.

Under JGAAP, deferred tax assets and liabilities are classified as current or non-current based on the classification of the related assets and liabilities. A deferred tax asset related to tax loss carry forward, which is not related to specific assets and liabilities, is classified as current or non-current depending on the timeframe of the expected utilization.

#### 2. Consolidated Statement of Operation /Interim consolidated statement of operations

##### (i) *Comprehensive income*

Under IFRS, an entity should either (i) present a consolidated statement of comprehensive income or (ii) a consolidated income statement together with a consolidated statement of comprehensive income.

Under JGAAP, an entity is required to present an interim consolidated statement of operations which is similar to a interim consolidated income statement under IFRS. There is no requirement to present a interim consolidated statement of comprehensive income.

##### (ii) *Items of gains or losses*

Under IFRS, gains or losses from sales of investments held for trading purpose should be presented on a net basis.

Under JGAAP, the Group presents gross sales proceeds from sales of operational investment securities (which are investments held for trading purpose) as "Net sales" and the carrying amounts of the operational investments securities as "Cost of sales".

##### (iii) *Other comprehensive income*

Under IFRS, an entity should present each component of other comprehensive income, including foreign currency translation adjustments, deferred gains/losses on hedges and unrealized gains/losses on available for sale financial assets, in the consolidated statement of comprehensive income.

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## APPENDIX II

## UNAUDITED INTERIM FINANCIAL INFORMATION

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Under JGAAP, as mentioned in note (i) above, there is no requirement to present a interim consolidated statement of comprehensive income.

**(iv) Extraordinary items**

Under IFRS, the presentation of extraordinary items on the consolidated income statement, consolidated statement of comprehensive income or in the notes to the consolidated financial statements is prohibited.

Under JGAAP, extraordinary income or expense is required to be disclosed in the interim consolidated statement of operations. Extraordinary income or expense includes non-recurring items and adjustments in relation to previous period.

**(v) Earnings per share**

Under IFRS, an entity should present basic and diluted earnings per share on the face of the consolidated income statement or the consolidated statement of comprehensive income, as appropriate. Other information, including the numerator and denominator used for the purposes of calculating basic and diluted earnings per share is disclosed in the notes to the consolidated financial statements.

Under JGAAP, basic and diluted earnings per share and other information for the purposes of calculating earnings per shares is disclosed in the notes.

**3. Consolidated statement of changes in equity/interim consolidated statement of changes in net assets**

**(i) Reconciliation of changes in equity / changes in net assets**

Under IFRS, an entity should present total comprehensive income for the period, showing separately total amounts attributable to owners of the parent and to non-controlling interest, the effect of retrospective adjustments, if any and a reconciliation between the carrying amount at the beginning and the end of the period of equity.

Under JGAAP, there is no such requirement.

**B. NOTES DISCLOSURE**

**(i) Related party transactions**

Under IFRS, related party transactions/balances that is relevant to an understanding of the financial position or performance of the entity should be disclosed.

Under JGAAP, related party transactions are not required to be disclosed in the interim consolidated financial statements.

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## APPENDIX IV

## PROPERTY VALUATION

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### A PROPERTY VALUATION

*The following is the text of a letter, summary of values and valuation certificates, prepared for the purpose of incorporation in this document received from Jones Lang LaSalle Sallmanns Limited, an independent valuer, in connection with its valuation as at 31 December 2010 of the property interests of the Group.*



Jones Lang LaSalle Sallmanns Limited  
6/F Three Pacific Place  
1 Queen's Road East Hong Kong  
tel +852 2169 6000 fax +852 2169 6001  
Licence No: C-030171

[●] 2011

The Board of Directors  
SBI Holdings, Inc.

Dear Sirs,

In accordance with your instructions to value the properties in which SBI Holdings, Inc. (the "Company") and its consolidated subsidiaries (hereinafter together referred to as the "Group") have interests in Japan and the United States of America (the "USA"), we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the capital values of the property interests as at 31 December 2010 (the "date of valuation").

Our valuation of the property interests represents the market value which we would define as intended to mean "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion".

We have valued the property interests in Group I, II, III, IV, V and VI by direct comparison approach assuming sale of the property interest in its existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market.

Depreciated replacement cost is defined as "the current cost of replacing an asset with its modern equivalent asset less deductions for physical deterioration and all relevant forms of obsolescence and optimization." It is based on an estimate of the market value for the existing use of the land, plus the current cost of replacement (reproduction) of the improvements, less deductions for physical deterioration and all relevant forms of obsolescence and optimization. The depreciated replacement cost of the property interest is subject to adequate potential profitability of the concerned business.

In valuing the property interests in Group II which are currently under construction, we have assumed that it will be developed and completed in accordance with the latest development proposal provided to us by the Group. In arriving at our opinion of value, we have taken into account the construction cost and professional fees relevant to the stage of construction as at the date of valuation and the remainder of the cost and fees to be expended to complete the development.

Our valuation has been made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interests.

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**APPENDIX IV****PROPERTY VALUATION**

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No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

In valuing the property interests, we have complied with all the requirements contained in the RICS Valuation Standards published by the Royal Institution of Chartered Surveyors, the HKIS Valuation Standards on Properties published by the Hong Kong Institute of Surveyors and the International Valuation Standards published by the International Valuation Standards Council.

As the Group is in compliance with certain applicable rules and regulations, the full details of the individual leased properties under operating lease have been excluded from the valuation certificates in our valuation report to this document, of which a summary is included in the Summary of Values and the certificate for leased properties.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have been provided with copies of title documents and tenancy agreements relating to the property interests and have caused searches to be made at the Japan Land Registry. However, we have not searched the original documents to verify the ownership or to ascertain any amendment.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the properties but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory and that no unexpected cost and delay will be incurred during construction. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the properties are free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

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**APPENDIX IV****PROPERTY VALUATION**

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Unless otherwise stated, all monetary figures stated in this report are in Japanese Yen (JPY). The exchange rate adopted in our valuation is approximately USD1 = JPY82.1 which was approximately the prevailing exchange rate as at the date of valuation.

Our valuation is summarized below and the valuation certificates are attached.

Yours faithfully,  
For and on behalf of  
Jones Lang LaSalle Sallmanns Limited

**Paul L. Brown**  
***B.Sc. FRICS FHKIS***  
*Chief Valuation Adviser*

**Gilbert C.H. Chan**  
***MRICS MHKIS RPS(GP)***  
*Director*

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Note: Paul L. Brown is a Chartered Surveyor who has 28 years' experience in the valuation of properties in the PRC and 31 years of property valuation experience in Hong Kong, the United Kingdom as well as relevant experience in the Asia-Pacific region and the USA.

Gilbert C.H. Chan is a Chartered Surveyor who has 19 years' experience in the valuation of properties in the PRC and 18 years of property valuation experience in Hong Kong, the United Kingdom as well as relevant experience in the Asia-Pacific region.

## APPENDIX IV

## PROPERTY VALUATION

### SUMMARY OF VALUES

#### Group I — Property interests held for sale by the Group in Japan

No.	Property	Capital value in	Interest	Capital value
		existing state as at 31 December 2010	attributable to the Group	attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
1.	116-ban 2, 116-ban 3, 116-ban 4, Roppongi 7-chome, Minato-ku, Tokyo-to, Japan	587,000,000	100%	587,000,000
2.	312-banchi, Kamimaezu 2-chome, Naka-ku, Nagoya-shi, Aichi-ken, Japan	349,000,000	100%	349,000,000
3.	36-banchi-10, 36-banchi-11, Udagawacho, Shibuya-ku, Tokyo-to, Japan	229,000,000	79.7%	182,510,000
4.	39-ban9, 39-ban10, Ikebukuro, 18-ban5, Yaguchidai, Naka-ku, Yokohama-shi, Kanagawa-ken, Japan	56,000,000	79.7%	44,630,000
5.	16-ban4, Dogenzaka1-chome, Shibuya-ku, Tokyo-to, Japan	117,000,000	79.7%	93,250,000



**APPENDIX IV**

**PROPERTY VALUATION**

No.	Property	Capital value in existing state as at 31 December 2010 <i>JPY</i>	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010 <i>JPY</i>
6.	86-ban2, Sakuragaokacho, Shibuya-ku, Tokyo-to, Japan	190,000,000	79.7%	151,430,000
7.	1206-ban2, 1206-ban12, Sekimae5-chome, Musashino-shi, Tokyo-to, Japan	72,000,000	79.7%	57,380,000
8.	3-ban52, Shibaura 2-chome, Minato-ku, Tokyo-to, Japan	218,000,000	79.7%	173,750,000
9.	570-ban 30, Nakameguro 3-chome, Meguro-ku, Tokyo-to, Japan	158,000,000	100%	158,000,000
10.	27-banchi-4, Toeicho 6-chome, Mizuho-ku, Nagoya-shi, Aichi-ken, Japan	44,000,000	100%	44,000,000
11.	19-banchi-9-203, Daimancho 2-chome, Meito-ku, Nagoya-shi, Aichi-ken, Japan	93,000,000	100%	93,000,000
<b>Sub-total:</b>		<b><u>2,113,000,000</u></b>		<b><u>1,933,950,000</u></b>

## APPENDIX IV

## PROPERTY VALUATION

### Group II — Property interests held under development by the Group in Japan

No.	Property	Capital value in existing state as at 31 December 2010	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
12.	47-ban 37, 55-ban 8, Mejirodai 1-chome, Bunkyo-ku, Tokyo-to, Japan	76,000,000	68.2%	51,830,000
13.	1012-ban 1, 1012-ban 19, Ikebukuro 3-chome, Toshima-ku, Tokyo-to, Japan	126,000,000	68.2%	85,930,000
14.	99-ban2, Ebara 6-chome, Shinagawa-ku, Tokyo-to, Japan	132,000,000	68.2%	90,020,000
15.	112-ban6, Minamioi, Shinagawa-ku, Tokyo-to, Japan	95,000,000	68.2%	64,790,000
16.	32-ban55, Honmachi 2-chome Shibuya-ku, Tokyo-to, Japan	97,000,000	68.2%	66,150,000
17.	76-ban8, 76-ban22, Yayoicho 4-chome, Nakano-ku, Japan	162,000,000	68.2%	110,480,000

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## PROPERTY VALUATION

No.	Property	Capital value in	Interest	Capital value
		existing state as at 31 December 2010	attributable to the Group	attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
18.	28-ban 10, 28-ban 11, Yayoicho 1-chome, Nakano-ku, Tokyo-to, Japan	122,000,000	68.2%	83,200,000
19.	83-ban, Shinikecho-4 chome, Chikusa-ku, Nagoya-shi, Aichi-ken, Japan	42,000,000	100%	42,000,000
20.	901-ban, 902-ban, 903-ban, Tsurumai-2 chome, Showa-ku, Nagoya-shi, Aichi-ken, Japan	315,000,000	100%	315,000,000
21.	4-ban, Saiwaimachi-79 Chome, Tobata-ku, Kitakyuusyuu-shi, Fukuoka-ken, Japan	10,300,000	100%	10,300,000
	<b>Sub-total:</b>	<b><u>1,177,300,000</u></b>		<b><u>919,700,000</u></b>

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## PROPERTY VALUATION

### Group III — Property interest held for future development by the Group in Japan

No.	Property	Capital value in existing state as at 31 December 2010	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
22.	902-ban 23, Momochihama 2-chome, Sawara-ku, Fukuoka-shi, Fukuoka-ken, Japan	851,000,000	100%	851,000,000
23.	430-ban 1, 578-ban 4, 578-ban 10, 1084-ban 2, Matsubara, Nakagawamachi, Chikushi-gun, Fukuoka-ken, Japan	329,000,000	100%	329,000,000
24.	77-ban, 76-ban 1, 76-ban 2, 76-ban 3, 76-ban 4, 78-ban, Nakasu 4-chome, Hakata-ku, Fukuoka-ken, Japan	525,000,000	100%	525,000,000
25.	104-ban 7, Ginza 6-chome, Chuo-ku, Tokyo-to, Japan	818,000,000	100%	818,000,000

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## PROPERTY VALUATION

No.	Property	Capital value in existing state as at 31 December 2010 <i>JPY</i>	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010 <i>JPY</i>
26.	76-ban 1, 76-ban 17, 77-ban 1, 77-ban 3, Ebisu 1-chome, Shibuya-ku, Tokyo-to, Japan	413,000,000	100%	413,000,000
<b>Sub-total:</b>		<b><u>2,936,000,000</u></b>		<b><u>2,936,000,000</u></b>

### Group IV — Property interests held as beneficial trust by the Group in Japan

No.	Property	Capital value in existing state as at 31 December 2010 <i>JPY</i>	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010 <i>JPY</i>
27.	12-banchi-3, Miyahara 2-chome, Yodogawa-ku, Osaka-shi, Osaka-fu, Japan	629,000,000	100%	629,000,000
28.	4-banchi-5, 6-banchi-4, Higashi-Ogijima, Kawasaki-shi, Kanagawa-ken, Japan	7,068,000,000	90%	6,361,200,000
<b>Sub-total:</b>		<b><u>7,697,000,000</u></b>		<b><u>6,990,200,000</u></b>

## APPENDIX IV

## PROPERTY VALUATION

### Group V — Property interests held for investment by the Group in Japan

No.	Property	Capital value in	Interest	Capital value
		existing state as at 31 December 2010	attributable to the Group	attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
29.	446-banchi-2, 446-banchi-1, Fujimidai 3-chome, Nerima-ku, Tokyo-to, Japan	257,000,000	100%	257,000,000
30.	13-banchi-36, 13-banchi-35, 13-banchi-27, 13-banchi-6, Megurohoncho 3-chome, Meguro-ku, Tokyo-to, Japan	480,000,000	100%	480,000,000
31.	200-banchi-1, Ebara 4-chome, Shinagawa-ku, Tokyo-to, Japan	357,000,000	100%	357,000,000
32.	969-banchi-92, 969-banchi-45, Ikebukuro 3-chome, Toshima-ku, Tokyo-to, Japan	241,000,000	100%	241,000,000
33.	128-banchi-1, Komazawa 3-chome, Setagaya-ku, Tokyo-to, Japan	359,000,000	100%	359,000,000
34.	18-banchi-34, Nakamuraminami 3-chome, Nerima-ku, Tokyo-to, Japan	375,000,000	100%	375,000,000

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## APPENDIX IV

## PROPERTY VALUATION

No.	Property	Capital value in	Interest	Capital value
		existing state as at 31 December 2010	attributable to the Group	attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
35.	137-banchi-14, 137-banchi-4, 161-banchi-2, Mishuku 1-chome, Setagaya-ku, Tokyo-to, Japan	270,000,000	100%	270,000,000
36.	609-banchi-9, Chuocho 1-chome, Meguro-ku, Tokyo-to, Japan	326,000,000	100%	326,000,000
37.	12-banchi-1, Toyotamakita 2-chome, Nerima-ku, Tokyo-to, Japan	374,000,000	100%	374,000,000
38.	12-banchi-4, 12-banchi-5, 12-banchi-6, 42-banchi, Osawa 2-chome, Izumi-ku, Sendai-shi, Miyagi-ken, Japan	1,859,000,000	100%	1,859,000,000
39.	10-banchi-36, 10-banchi-35, 20-banchi-20, 10-banchi-4, 10-banchi-3, Shimodori 1-chome, Kumamoto-shi, Kumamoto-ken, Japan	1,273,000,000	100%	1,273,000,000

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## PROPERTY VALUATION

No.	Property	Capital value in	Interest	Capital value
		existing state as at 31 December 2010	attributable to the Group	attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
40.	12-banchi-5, 12-banchi-3, 12-banchi-2, 12-banchi-1, 12-banchi-6, Zaimoku-cho 1-chome, Okazaki-shi, Aichi-ken, Japan	982,000,000	100%	982,000,000
41.	88-banchi, 87-banchi-1, 87-banchi-2, Ohashi1-chome, Minami-ku, Fukuoka-shi, Fukuoka-ken, Japan	578,000,000	100%	578,000,000
42.	512-banchi-2, Daimyo 1-chome, Chuo-ku, Fukuoka-shi, Fukuoka-ken, Japan	147,000,000	100%	147,000,000
43.	57-banchi-1, 56-banchi-2, 34-banchi-1, Arai-cho 5-chome, Handa-shi, Aichi-ken, Japan	316,000,000	100%	316,000,000



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## APPENDIX IV

## PROPERTY VALUATION

No.	Property	Capital value in existing state as at 31 December 2010	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
44.	159-banchi-4, 159-banchi-2, 159-banchi-1, 159-banchi-3, Sumiyoshi-cho 2-chome, Handa-shi, Aichi-ken, Japan	435,000,000	100%	435,000,000
<b>Sub-total:</b>		<b><u>8,629,000,000</u></b>		<b><u>8,629,000,000</u></b>

### Group VI — Property interest held for sale by the Group in the USA

No.	Property	Capital value in existing state as at 31 December 2010	Interest attributable to the Group	Capital value attributable to the Group as at 31 December 2010
		<i>JPY</i>		<i>JPY</i>
45.	Ala Wai Garden Plaza 2055 Ala Wai Boulevard Honolulu Hawaii 96815 USA	1,724,100,000	100%	1,724,100,000
<b>Sub-total:</b>		<b><u>1,724,100,000</u></b>		<b><u>1,724,100,000</u></b>
<b>Grand-total:</b>		<b><u>24,276,400,000</u></b>		<b><u>23,132,950,000</u></b>

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

#### Group I — Property interests held for sale by the Group in Japan

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
1.	116-ban 2, 116-ban 3, 116-ban 4, Roppongi 7-chome, Minato-ku, Tokyo-to, Japan	The property comprises a parcel of land with site area of approximately 289.24 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	587,000,000  100% interest attributable to the Group: JPY587,000,000

Notes:

- The registered owner of the property is SBI Holdings, Inc. (SBIホールディングス株式会社)

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
2.	312-banchi, Kamimaezu 2-chome, Naka-ku, Nagoya-shi, Aichi-ken, Japan	The property comprises a whole 12-storey residential building completed in about 2001.  The property has a total gross floor area of approximately 1,604.1 sq.m  The property is held under title of Fee Simple Estate.	The property is currently rented.	349,000,000  100% interest attributable to the Group: JPY349,000,000

*Notes:*

1. The registered owner of the property is SBI Holdings, Inc. (SBIホールディングス株式会社)

**APPENDIX IV**

**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<b>No.</b>	<b>Property</b>	<b>Description and tenure</b>	<b>Particulars of occupancy</b>	<b>Capital value in existing state as at 31 December 2010</b>
				<i>JPY</i>
3.	36-banchi-10, 36-banchi-11, Udagawacho, Shibuya-ku, Tokyo-to, Japan	The property comprises a parcel of land with site area of approximately 300.87 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	229,000,000  79.7% interest attributable to the Group: JPY182,510,000

*Notes:*

1. The registered owner of the property is CEM Corporation (株式会社セムコーポレーション).
2. CEM Corporation is a 79.7% indirect-owned subsidiary of the Company.

## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
4.	39-ban9, 39-ban10, Ikebukuro, 18-ban5, Yaguchidai, Naka-ku, Yokohama-shi, Kanagawa-ken, Japan	The property comprises a parcel of land with a site area of approximately 280.44 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	56,000,000  79.7% interest attributable to the Group: JYP44,630,000

*Notes:*

1. The registered owner of the property is CEM Corporation (株式会社セムコーポレーション).
2. CEM Corporation is a 79.7% indirect-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
5.	16-ban4, Dogenzaka1-chome, Shibuya-ku, Tokyo-to, Japan	The property comprises a whole 2-storey commercial building completed in about 1990s.  The property has a total gross floor area of approximately 117.77 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	117,000,000  79.7% interest attributable to the Group: JPY93,250,000

*Notes:*

1. The registered owner of the property is CEM Corporation (株式会社セムコーポレーション).
2. CEM Corporation is a 79.7% indirect-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
6.	86-ban2, Sakuragaokacho, Shibuya-ku, Tokyo-to, Japan	The property comprises a whole 4-storey office building completed in about 1990.  The property has a total gross floor area of approximately 429.92 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to an independent third party with expiry date on 30 September 2011 at an annual rent of approximately JPY16,386,000.	190,000,000  79.7% interest attributable to the Group: JYP151,430,000

*Notes:*

1. The registered owner of the property is CEM Corporation (株式会社セムコーポレーション).
2. CEM Corporation is a 79.7% indirect-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
7.	1206-ban2, 1206-ban12, Sekimae5-chome, Musashino-shi, Tokyo-to, Japan	The property comprises a whole 2-storey residential building completed in about 1990.  The property has a total gross floor area of approximately 362.99 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	72,000,000  79.7% interest attributable to the Group: JYP57,380,000

*Notes:*

1. The registered owner of the property is CEM Corporation (株式会社セムコーポレーション).
2. CEM Corporation is a 79.7% indirect-owned subsidiary of the Company.



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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
8.	3-ban52, Shibaura 2-chome, Minato-ku, Tokyo-to, Japan	The property comprises a whole 4 -storey office building completed in about 1992.  The property has a total gross floor area of approximately 665.32 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	218,000,000  79.7% interest attributable to the Group: JYP173,750,000

*Notes:*

1. The registered owner of the property is CEM Corporation. (株式会社セムコーポレーション).
2. CEM Corporation is a 79.7% indirect-owned subsidiary of the Company.

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
9.	570-ban 30, Nakameguro 3-chome, Meguro-ku, Tokyo-to, Japan	The property comprises a parcel of land with site are of approximately 374.45 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	158,000,000  100% interest attributable to the Group: JPY158,000,000

*Notes:*

1. The registered owner of the property is SBI Property Advisors (SBIプロパティ・アドバイザーズ株式会社).
2. SBI Property Advisors is a direct wholly-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
10.	27-banchi-4, Toeicho 6-chome, Mizuho-ku, Nagoya-shi, Aichi-ken, Japan	The property comprises a whole 3-storey residential building completed in about 2009.  The property has a gross floor area of approximately 212.04 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	44,000,000  100% interest attributable to the Group: JPY44,000,000

*Notes:*

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
11.	19-banchi-9-203, Daimancho 2-chome, Meito-ku, Nagoya-shi, Aichi-ken, Japan	The property comprises a unit on a 2nd floor of a 2-storey residential building completed in about 1973.  The property has a total gross floor area of approximately 57.25 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	93,000,000  100% interest attributable to the Group: JYP93,000,000

*Notes:*

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

#### Group II — Property interests held under development by the Group in Japan

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010
				<i>JPY</i>
12.	47-ban 37, 55-ban 8, Mejirodai 1-chome, Bunkyo-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 161.13 sq.m.</p> <p>As advised by the Company, the property is intended to be developed into a residential development with a total planned gross floor area of approximately 384.48 sq.m.</p> <p>The property is held under title of Fee Simple Estate.</p>	The property is currently a vacant site.	<p>76,000,000</p> <p>68.2% interest attributable to the Group: JPY51,830,000</p>

*Notes:*

- The registered owner of the property is SBI Life Living, Co., Ltd. (株式会社リビングコーポレーション).
- SBI Life Living, Co., Ltd. is a 68.2% direct wholly-owned subsidiary of the Company.

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## PROPERTY VALUATION

### VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010 <i>JPY</i>
13.	1012-ban 1, 1012-ban 19, Ikebukuro 3-chome, Toshima-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 339.2 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned gross floor area of the property upon completion will be approximately 618.71 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY124,325,000 (excluding marketing, finance and other indirect costs, of which about JPY14,381,183 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	The property is currently under construction.	<p>126,000,000</p> <p>68.2% interest attributable to the Group: JPY85,930,000</p>

*Notes:*

1. The registered owner of the property is SBI Life Living, Co., Ltd. (株式会社リビングコーポレーション).
2. SBI Life Living, Co., Ltd. is a 68.2% direct wholly-owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 18 April 2008.

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## PROPERTY VALUATION

### VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010
				<i>JPY</i>
14.	99-ban2, Ebara 6-chome, Shinagawa-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 215 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned floor area of the property upon completion will be approximately 644.75 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY133,650,704 (excluding marketing, finance and other indirect costs, of which about JPY15,597,684 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	<p>The property is currently under construction.</p>	<p>132,000,000</p> <p>68.2% interest attributable to the Group: JYP90,020,000</p>

*Notes:*

1. The registered owner of the property is SBI Life Living, Co., Ltd. (SBIライフリビング株式会社).
2. SBI Life Living, Co., Ltd. is a 68.2% direct wholly-owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 1 September 2010.

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## PROPERTY VALUATION

### VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010 <i>JPY</i>
15.	112-ban6, Minamioi, Shinagawa-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 157.15 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned floor area of the property upon completion will be approximately 466.28 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY95,434,532 (excluding marketing, finance and other indirect costs, of which about JPY11,464,639 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	The property is currently under construction.	<p>95,000,000</p> <p>68.2% interest attributable to the Group: JYP64,790,000</p>

*Notes:*

1. The registered owner of the property is SBI Life Living, Co., Ltd. (SBIライフリビング株式会社).
2. SBI Life Living, Co., Ltd. is a 68.2% direct wholly-owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 3 September 2010.



## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010
				<i>JPY</i>
16.	32-ban55, Honmachi 2-chome, Shibuya-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 145.79 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned floor area of the property upon completion will be approximately 423.68 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY89,500,000 (excluding marketing, finance and other indirect costs, of which about JPY11,004,638 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	<p>The property is currently under construction.</p>	<p>97,000,000</p> <p>68.2% interest attributable to the Group: JYP66,150,000</p>

*Notes:*

1. The registered owner of the property is SBI Life Living, Co., Ltd. (SBIライフリビング株式会社).
2. SBI Life Living, Co., Ltd. is a 68.2% direct wholly-owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 19 August 2010.

**APPENDIX IV**

**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
17.	76-ban8, 76-ban22, Yayoicho 4-chome, Nakano-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 418.83 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned floor area of the property upon completion will be approximately 1,146.35 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY196,506,588 (excluding marketing, finance and other indirect costs, of which about JPY22,196,160 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	The property is currently under construction.	<p>162,000,000</p> <p>68.2% interest attributable to the Group: JYP110,480,000</p>

*Notes:*

1. The registered owner of the property is SBI Life Living, Co., Ltd. (SBIライフリビング株式会社).
2. SBI Life Living, Co., Ltd. is a 68.2% direct owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 30 November 2010.

## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010 <i>JPY</i>
18.	28-ban 10, 28-ban 11, Yayoicho 1-chome, Nakano-ku, Tokyo-to, Japan	<p>The property comprises a parcel of land with a site area of approximately 239.23 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned gross floor area of the property upon completion will be approximately 611.05 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY136,370,000 (excluding marketing, finance and other indirect costs, of which about JPY17,029,948 has been incurred up to date of valuation.</p>	The property is currently under construction.	<p>122,000,000</p> <p>68.2% interest attributable to the Group: JPY83,200,000</p>

*Notes:*

1. The registered owner of the property is SBI Life Living, Co., Ltd. (株式会社リビングコーポレーション).
2. SBI Life Living, Co., Ltd. is a 68.2% direct owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 12 May 2008.

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## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
19.	83-ban, Shinikecho-4 chome, Chikusa-ku, Nagoya-shi, Aichi-ken, Japan	<p>The property comprises a parcel of land with a site area of approximately 208.37 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2012.</p> <p>The total planned gross floor area of the property upon completion will be approximately 303.41 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY42,800,000 (excluding marketing, finance and other indirect costs, of which about JPY6,530,000 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	<p>The property is currently under construction.</p>	<p>42,000,000</p> <p>100% interest attributable to the Group: JPY42,000,000</p>

Notes:

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.
3. As advised by the Group, a Construction Permit is under application.

## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
20.	901-ban, 902-ban, 903-ban, Tsurumai-2 chome, Showa-ku, Nagoya-shi, Aichi-ken, Japan	<p>The property comprises a parcel of land with a site area of approximately 910.21 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2013.</p> <p>The total planned gross floor area of the property upon completion will be approximately 4,335.36 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY621,320,000 (excluding marketing, finance and other indirect costs, of which about JPY8,600,000 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	The property is currency under construction.	<p>315,000,000</p> <p>100% interest attributable to the Group: JPY315,000,000</p>

Notes:

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.
3. As advised by the Group, a Construction Permit is under application.

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## PROPERTY VALUATION

### VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010 <i>JPY</i>
21.	4-ban, Saiwaimachi-79 Chome, Tobata-ku, Kitakyuusyu-shi, Fukuoka-ken, Japan	<p>The property comprises a parcel of land with a site area of approximately 124.76 sq.m. on which a residential building is being constructed.</p> <p>As advised by the Group, the development is scheduled to be completed in early 2011.</p> <p>The total planned floor area of the property upon completion will be approximately 245.67 sq.m.</p> <p>As advised by the Group, the estimated development cost to completion of the property is JPY21,700,000 (excluding marketing, finance and other indirect costs, of which about JPY805,000 has been incurred up to date of valuation.</p> <p>The property is held under title of Fee Simple Estate.</p>	The property is currently under construction.	<p>10,300,000</p> <p>100% interest attributable to the Group: JPY10,300,000</p>

*Notes:*

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.
3. The property has obtained a Construction Permit on 27 December 2010.

## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

#### Group III — Property interest held for future development by the Group in Japan

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010
				<i>JPY</i>
22.	902-ban 23, Momochihama 2-chome, Sawara-ku, Fukuoka-shi, Fukuoka-ken, Japan	The property comprises a portion of a land parcel with a site area of approximately 3,968 sq.m.  As advised by the Company, the development of the property is currently under planning  The property is held under title of Fee Simple Estate.	The property is currently a vacant site.	851,000,000  100% interest attributable to the Group: JPY851,000,000

*Notes:*

1. The registered owner of the property is Momochihama Property TMK (百地浜プロパティ特定目的会社).
2. Momochihama Property TMK is an indirect wholly-owned subsidiary of the Company.

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
23.	430-ban 1, 578-ban 4, 578-ban 10, 1084-ban 2, Matsubara, Nakagawamachi, Chikushi-gun, Fukuoka-ken, Japan	The property comprises a parcel of land with a site area of approximately 7,682.43 sq.m.  As advised by the Company, the development of the property is currently under planning.  The property is held under title of Fee Simple Estate.	The property is currently vacant site.	329,000,000  100% interest attributable to the Group: JPY329,000,000

*Notes:*

1. The registered owner of the property is SBI Holdings Inc. (SBIホールディングス株式会社).



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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
24.	77-banchi, 76-banchi, 76-banchi 1, 76-banchi 2, 76-banchi 3, 76-banchi 4, 78-banchi, Nakasu 4-chome, Hakata-ku, Fukuoka-ken, Japan	The property comprises a parcel of land with a site area of approximately 414.20 sq.m.  As advised by the Company, the development of the property is currently under planning.  The property is held under title of Fee Simple Estate.	The old building is to be demolished prior to the commencement of the development.	525,000,000  100% interest attributable to the Group: JPY525,000,000

*Notes:*

1. The registered owner of the property is SBI Holdings, Inc. (SBIホールディングス株式会社).

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
25.	104-ban 7, Ginza 6-chome, Chuo-ku, Tokyo-to, Japan	The property comprises a parcel of land with a site area of approximately 183.19 sq.m.  As advised by the Company, the development of the property is currently under planning.  The property is held under title of Fee Simple Estate.	The old building is to be demolished prior to the commencement of the development.	818,000,000  100% interest attributable to the Group: JPY818,000,000

Notes:

- The registered owner of the property is SBI Holdings, Inc. (SBIホールディングス株式会社).

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
26.	76-ban 1, 76-ban 17, 77-ban 1, 77-ban 3, Ebisu 1-chome, Shibuya-ku, Tokyo-to, Japan	The property comprises a parcel of land with a site area of approximately 320.48 sq.m.  As advised by the Company, the development of the property is currently under planning.  The property is held under title of Fee Simple Estate.	The old building is to be demolished prior to the commencement of the development.	413,000,000  100% interest attributable to the Group: JPY413,000,000

*Notes:*

- The registered owner of the property is SBI Holdings, Inc. (SBIホールディングス株式会社).

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

#### Group IV — Property interests held as beneficial trust by the Group in Japan

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010
				<i>JPY</i>
27.	12-banchi-3, Miyahara 2-chome, Yodogawa-ku, Osaka-shi, Osaka-fu, Japan	The property comprises a whole 9-storey residential building completed in about 2007.  The property has a total gross floor area of approximately 1,720.87 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	629,000,000  100% interest attributable to the Group: JPY629,000,000

*Notes:*

- The registered owner of the property is Mizuho Trust & Banking Co., Ltd. (みずほ信託銀行).

**APPENDIX IV**

**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
28.	4-banchi-5, 6-banchi-4, Higashi-Ogijima, Kawasaki-shi, Kanagawa-ken, Japan	<p>The property comprises a whole 4-storey industrial building completed in about 2008.</p> <p>The property has a total gross floor area of approximately 41,949.12 sq.m.</p> <p>The property is held under title of Fee Simple Estate.</p>	<p>The property is currently rented to various independent third parties for various terms with the last expiry date on 31 May 2013 at an aggregate annual rent of approximately JPY553,782,036.</p>	<p>7,068,000,000</p> <p>90% interest attributable to the Group: JPY6,361,200,000</p>

*Notes:*

- The registered owner of the property is The Chuo Mitsui Trust and Banking Company (中央三井信託銀行).

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## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

#### Group V — Property interests held for investment by the Group in Japan

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 December 2010
				<i>JPY</i>
29.	446-banchi-2, 446-banchi-1, Fujimidai 3-chome, Nerima-ku, Tokyo-to, Japan	The property comprises a whole 5-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 671.97 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY20,136,000.	257,000,000  100% interest attributable to the Group: JPY257,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
30.	13-banchi-36, 13-banchi-35, 13-banchi-27, 13-banchi-6, Megurohoncho 3-chome, Meguro-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 856.8 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY33,120,000.	480,000,000  100% interest attributable to the Group: JPY480,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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**PROPERTY VALUATION**

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
31.	200-banchi-1, Ebara 4-chome, Shinagawa-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 710.54 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY29,052,000.	357,000,000  100% interest attributable to the Group: JPY357,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.



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**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
32.	969-banchi-92, 969-banchi-45, Ikebukuro 3-chome, Toshima-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 499.93 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY16,164,000.	241,000,000  100% interest attributable to the Group: JPY241,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
33.	128-banchi-1, Komazawa 3-chome, Setagaya-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 656.12 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY28,480,200.	359,000,000  100% interest attributable to the Group: JPY359,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
34.	18-banchi-34, Nakamuraminami 3-chome, Nerima-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 936.75 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY25,356,000.	375,000,000  100% interest attributable to the Group: JPY375,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
35.	137-banchi-14, 137-banchi-4, 161-banchi-2, Mishuku 1-chome, Setagaya-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 494.51 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY20,148,000.	270,000,000  100% interest attributable to the Group: JPY270,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
36.	609-banchi-9, Chucho 1-chome, Meguro-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 602.53 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent thrid parties at an aggregate annual rent of approximately JPY25,848,000.	326,000,000  100% interest attributable to the Group: JPY326,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
37.	12-banchi-1, Toyotamakita 2-chome, Nerima-ku, Tokyo-to, Japan	The property comprises a whole 4-storey residential building completed in about 2008.  The property has a total gross floor area of approximately 845.44 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties at an aggregate annual rent of approximately JPY28,127,400.	374,000,000  100% interest attributable to the Group: JPY374,000,000

*Notes:*

1. The registered owner of the property is G.K. Arberich (合同会社アルベリヒ).
2. G.K. Arberich is an indirect wholly-owned subsidiary of the Company.

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### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
38.	12-banchi-4, 12-banchi-5, 12-banchi-6, 42-banchi, Osawa 2-chome, Izumi-ku, Sendai-shi, Miyagi-ken, Japan	The property comprises a whole 3-storey commercial building completed in about 2009.  The property has a total gross floor area of approximately 24,764.64 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	1,859,000,000  100% interest attributable to the Group: JPY1,859,000,000

*Notes:*

- The registered owner of the property is SBI Holdings Inc. (SBIホールディングス株式会社).

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
39.	10-banchi-36, 10-banchi-35, 20-banchi-20, 10-banchi-4, 10-banchi-3, Shimodori 1-chome, Kumamoto-shi, Kumamoto-ken, Japan	The property comprises a whole 8-storey commercial building completed in about 2009.  The property has a total gross floor area of approximately 4,629.73 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	1,273,000,000  100% interest attributable to the Group: JPY1,273,000,000

*Notes:*

- The registered owner of the property is SBI Holdings Inc. (SBIホールディングス株式会社).



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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
40.	12-banchi-5, 12-banchi-3, 12-banchi-2, 12-banchi-1, 12-banchi-6, Zaimoku-cho 1-chome, Okazaki-shi, Aichi-ken, Japan	The property comprises a whole 14-storey residential building completed in about 2010.  The property has a total gross floor area of approximately 7,042.97 sq.m  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	982,000,000  100% interest attributable to the Group: JPY982,000,000

*Notes:*

- The registered owner of the property is SBI Holdings Inc.( SBIホールディングス株式会社)

## APPENDIX IV

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
41.	88-banchi, 87-banchi-1, 87-banchi-2, Ohashi 1-chome, Minami-ku, Fukuoka-shi, Fukuoka-ken, Japan	The property comprises a whole 6-storey commercial building completed in about 2008.  The property has a total gross floor area of approximately 2,714.05 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently vacant.	578,000,000  100% interest attributable to the Group: JPY578,000,000

*Notes:*

- The registered owner of the property is SBI Holdings Inc. (SBIホールディングス株式会社).

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**PROPERTY VALUATION**

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<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
42.	512-banchi-2, Daimyo 1-chome, Chuo-ku, Fukuoka-shi, Fukuoka-ken, Japan	The property comprises a whole 4-storey retail building completed in about 2007.  The property has a gross floor area of approximately 326.84 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	147,000,000  100% interest attributable to the Group: JPY147,000,000

*Notes:*

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.

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### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
43.	57-banchi-1, 56-banchi-2, 34-banchi-1, Arai-cho 5-chome, Handa-shi, Aichi-ken, Japan	The property comprises a whole 8-storey residential building completed in about 2009.  The property has a gross floor area of approximately 1,888.33 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	316,000,000  100% interest attributable to the Group: JPY316,000,000

*Notes:*

1. The registered owner of the property is SBI Planners Co., Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.

## APPENDIX IV

## PROPERTY VALUATION

### VALUATION CERTIFICATE

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
44.	159-banchi-4, 159-banchi-2, 159-banchi-1, 159-banchi-3, Sumiyoshi-cho 2-chome, Handa-shi, Aichi-ken, Japan	The property comprises a whole 7-storey residential building completed in about 2009.  The property has a gross floor area of approximately 2,602.4 sq.m.  The property is held under title of Fee Simple Estate.	The property is currently rented to various independent third parties.	435,000,000  100% interest attributable to the Group: JPY435,000,000

*Notes:*

1. The registered owner of the property is SBI Planner Co. Ltd. (SBIプランナーズ株式会社).
2. SBI Planners Co., Ltd. is an indirect wholly-owned subsidiary of the Company.

**APPENDIX IV**

**PROPERTY VALUATION**

**VALUATION CERTIFICATE**

**Group VI — Property interests held for sale by the Group in the USA**

<u>No.</u>	<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Capital value in existing state as at 31 December 2010</u>
				<i>JPY</i>
45.	Ala Wai Garden Plaza 2055 Ala Wai Boulevard Honolulu Hawaii 96815 USA	<p>The property comprises a 6-storey residential apartment building on a secured lot of approximately 23,750 sq.ft. (2,206.4 sq.m.) in proximity of Waikiki beach. The building consists of 44 identical one-bedroom apartments on four upper floors with access of each from an internal corridor with lift service. There are 46 car parks on two lower floors.</p> <p>The 44 residential units have a total net floor area of approximately 26,972 sq.ft. (2,505.8 sq.m.). The building is a concrete structure and was completed in 2009.</p>	The property is vacant and has been unoccupied since completion.	<p>1,724,100,000</p> <p>100% interest attributable to the Group: JPY1,724,100,000</p>

*Notes:*

1. The registered owner of the property is SBI Hawaii Property One, Inc.
2. SBI Hawaii Property One, Inc. is a direct wholly-owned subsidiary of the Company.

## APPENDIX IV

## PROPERTY VALUATION

### B. DETAILS OF SMALL PROPERTIES OWNED BY THE GROUP

Set out below are certain information relating to properties owned by the Company and its consolidated subsidiaries as at 31 December 2010.

Address	Usage
3885-banchi-1, 3885-banchi-2, 3886-banchi-1, 3895-banchi-1, Chuo 5-Chome, Hanyu-shi, Saitama-ken, Japan . . . . .	Shop
10-ban 120, Hakusan 5-chome, Bunkyo-ka, Tokyo-to, Japan . . .	Residence
285-banchi-4, 285-banchi-5, 287-banchi-1, 285-banchi-1, Nishigaoka 1-chome, Kita-ku, Tokyo-to, Japan . . . . .	Residence
277-banchi-13, 276-banchi-13, Shimoshakujii 5-chome, Nerima-ku, Tokyo-to, Japan . . . . .	Residence
Bunkyo-ku Tokyo . . . . .	Parking
382- banchi Daimyo 1-chome chuo-ku, Fukuoka-shi, Fukuoka . .	Commercial

### C. DETAILS OF LEASED PROPERTIES OF THE GROUP

Set out below are certain information relating to properties leased by the Company and its consolidated subsidiaries as at 31 December 2010.

Address	Usage
1.) 1-6-1 Roppongi, Minato-ku, Tokyo	Office
2.) 1-6-1 Roppongi, Minato-ku, Tokyo	Office
3.) 1-6-1 Roppongi, Minato-ku, Tokyo	Office
4.) 1-6-1 Roppongi, Minato-ku, Tokyo	Office
5.) 1-6-1 Roppongi, Minato-ku, Tokyo	Office
6.) 1-8-10 Kudankita, Chiyoda-ku, Tokyo-to	Office
7.) 2-17 Akasaka, Minato-ku, Tokyo	Office
8.) 4-5 Gobancho, Chiyoda-ku, Tokyo	Office
9.) 4-5 Gobancho, Chiyoda-ku, Tokyo	Office
10.) 1-7-27 Roppongi, Minato-ku, Tokyo	Office
11.) 1-25-11 Ohashi, Minami-ku, Fukuoka	Parking
12.) 1-6-1 Roppongi, Minato-ku, Tokyo	Parking
13.) 2-6-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo	Office
14.) 6-1-1, Takashimadaira, Itabashi-ku, Tokyo	Warehouse
15.) 1-6-1 Roppongi, Minato-ku, Tokyo	Building
16.) 2-1-1 Ginza, Kumagaya-shi, Saitama	Building
17.) 1-8-10 Kudankita, Chiyoda-ku, Tokyo	Building
18.) 2-6-10 Kitazawa, Setagaya-ku, Tokyo	Building
19.) 1-1-5 Sekito, Tama-shi, Tokyo	Building
20.) 3-10 Beniya-cho, Hiratsuka-shi, Kanagawa	Building
21.) 8-8 Kawabe-cho, Ome-shi, Tokyo	Building
22.) 4-15 Honcho, Utsunomiya-shi, Tochigi	Building
23.) 1-19-5 Nishi-shinjuku, Shinjuku-ku, Tokyo	Building
24.) 1-25 Baba-cho, Aizu-wakamatsu-shi, Fukushima	Building

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## PROPERTY VALUATION

	Address	Usage
25.)	2-5-2 Fukashi, Matsumoto-shi, Nagano	Building
26.)	2-5-19 Nakamachi, Sakata-shi, Yamagata	Building
27.)	3214 Omachi, Omachi-shi, Nagano	Building
28.)	3448-16 Arai, Ina-shi, Nagano	Building
29.)	3-5361-6 Towa-cho, Iida-shi, Nagano	Building
30.)	2-1-23 Kamiooka-nishi, Konan-ku, Yokohama-shi, Kanagawa	Building
31.)	3-14-12 Kita, Katori-shi, Chiba	Building
32.)	3-6-29 Nishiki, Naka-ku, Nagoya-shi, Aichi	Building
33.)	3-1-17 Chuo, Itami-shi, Hyogo	Building
34.)	1-6-1 Yagi-cho, Kashihara-shi, Nara	Building
35.)	1-1-1 Tenjin, Chuo-ku, Fukuoka-shi, Fukuoka	Building
36.)	2-30 Yamanoguchi-cho, Kagoshima-shi, Kagoshima	Building
37.)	18-19 Yanagawa-cho, Hakodate-shi, Hokkaido	Building
38.)	16-20 Minami-senba, Chuo-ku, Osaka-shi, Osaka	Building
39.)	13-14 Gakuen-minami, Nara-shi, Nara	Building
40.)	2-22-15 Shiba, Minato-ku, Tokyo	Office
41.)	2-22-15 Shiba, Minato-ku, Tokyo	Office
42.)	2-22-15 Shiba, Minato-ku, Tokyo	Parking
43.)	1-10 Gokenyashiki, Himeji-shi, Hyogo	Office
44.)	1-10 Gokenyashiki, Himeji-shi, Hyogo	Parking
45.)	1-16-5 Dogenzaka, Shibuya-ku, Tokyo	Office
46.)	7-17-2 Nishi-Gotanda, Shinagawa-ku, Tokyo	Corporate Housing
47.)	1-8-36, Daimyo, Chuo-ku, Fukuoka-shi, Fukuoka-ken	Shop
48.)	1-8-36, Daimyo, Chuo-ku, Fukuoka-shi, Fukuoka-ken	Shop
49.)	1-8-36, Daimyo, Chuo-ku, Fukuoka-shi, Fukuoka-ken	Shop
50.)	ParkWest Building 6-12-1 Nishi-shinjuku, Shinjuku-ku, Tokyo	Office
51.)	ParkWest Building 6-12-1 Nishi-shinjuku, Shinjuku-ku, Tokyo	Office
52.)	ParkWest Building 6-12-1 Nishi-shinjuku, Shinjuku-ku, Tokyo	Office
53.)	ParkWest Building 6-12-1 Nishi-shinjuku, Shinjuku-ku, Tokyo	Office
54.)	ParkWest Building 6-12-1 Nishi-shinjuku, Shinjuku-ku, Tokyo	Office
55.)	Shinjuku Kokusai Building 6-6-2 Nishi-shinjuku, Shinjuku-ku, Tokyo	Office
56.)	7th floor /Shirokanedai ST Building 4-7-4 Shirokanedai, Minato-ku, Tokyo	Office
57.)	8th floor /Shirokanedai ST Building 4-7-4 Shirokanedai, Minato-ku, Tokyo	Office
58.)	Teikyo University bioengineering labo center 907 Nogawa, Miyamae-ku, Kawasaki-shi, Kanagawa	Laboratory
59.)	My building 1-18-24 Meieki-minami, Nakamura-ku, Nagoya-shi, Aichi	Office
60.)	Central Building 1-10 Sakura-machi, Kariya-shi, Aichi	Office
61.)	Nissay Hakataekimae daini building 4-1-1 Hakataekimae, Hakata-ku, Fukuoka-shi, Fukuoka	Office
62.)	My building 1-18-24 Meieki-minami, Nakamura-ku, Nagoya-shi, Aichi	Parking



## APPENDIX IV

## PROPERTY VALUATION

	Address	Usage
63.)	1-11-24 Meieki-minami, Nakamura-ku, Nagoya-shi, Aichi	Parking
64.)	1-23-25 Naekiminami Nakamura-ku, Nagoya-shi, Aichi	Parking
65.)	4-9-12 Hakataekimae, Hakata-ku, Fukuoka -shi, Fukuoka	Parking
66.)	19-1 Kirito Nawamachi, Tokai-shi, Aichi	barn
67.)	139-18, Tokiwa-cho, Naka-ku, Hamamatsu-shi, Shizuoka-ken	Parking
68.)	2-312 Kamimaezu Naka-ku, Nagoya-shi, Aichi	Residence
69.)	2-4-4 Chiyo Hakata-ku, Fukuoka-shi, Fukuoka	Residence
70.)	1-17-14 Shinyokohama, Kouhoku-ku, Yokohama, Kanagawa	Residence
71.)	140-8 Tokiwacho, Naka-ku, Hamamatsu-shi, Shizuoka	Parking
72.)	138-13 Tokiwacho, Naka-ku, Hamamatsu-shi, Shizuoka	Parking
73.)	1-26-7, Yayoi-cho, Nakano-ku, Tokyo	Residence
74.)	3-36-7, Nishiogi-kita, Suginami-ku, Tokyo	Corporate Housing
75.)	2-109 Nagara-cho, Nakagawa-ku, Nagoya	Field Office
76.)	2-122-1, Nagara-cho, Nakagawa-ku, Nagoya	Parking
77.)	1-49, Kamioka-cho, Meito-ku, Nagoya	Field Office
78.)	2-1209, Tabata, Kita-ku, Nagoya	Parking
79.)	2-20-3 Ebisu-nishi, Shibuya-ku, Tokyo	Office
80.)	1st floor, 2-1, Asahi-machi 1-chome, Kashiwa-shi, Chiba	Office
81.)	1st floor 1-2-1 Asahi-machi, Kashiwa-shi, Chiba	Office
82.)	Nissay Ginza Building 2-6-8 Ginza, Chuo-ku, Tokyo	Office
83.)	11-1, Ekimae-honcho, Kawasaki-ku, kanagawa	Office
84.)	1000 Shinmachi, Chuou-ku, Chiba-shi, Chiba	Office
85.)	4-1-1 Minamikoshigaya, Koshigaya-shi, Saitama	Office
86.)	14-3 Hiyoshicho, Tokorozawa-Shi, Saitama	Office
87.)	2-27 Onoecho, Naka-ku, Yokohama-shi, Kanagawa	Office
88.)	3-17-2 Sanritto Kameari, Kameari, Katsushika-ku, Tokyo	Office
89.)	3-6-18 Minami-hachiman, Ichikawa-shi, Chiba	Office
90.)	2-15-19 Kamiosaki, Shinagawa-ku, Tokyo	Office
91.)	1st and 2nd floor Dai2 Yoshida Building 484-25, Fujisawa, Fujisawa-shi, Kanagawa	Office
92.)	3-2-5, Kudankita, Chiyoda-ku, Tokyo	Office
93.)	3F Aotomo Building 3-5-6 Kitaaooyama, Minato-ku, Tokyo	Office
94.)	8F Mirror Tower Building, 2-6-6 Kawaramachi, Chuo-ku, Osaka-Shi, Osaka	Office
95.)	308 Kitanihon-minami-odori Building, 14-1-13 Odorinishi, Chuo-ku, Sapporo-shi, Hokkaido	Shop
96.)	4F, Syougin Building 3-1-24 Chuo, Aoba-ku, Sendai-shi, Miyagi	Shop
97.)	1-43 Toriigaoka, Yamagata-shi, Yamagata	Shop
98.)	102 Panahouse 3-16-34 Yawata, Tagajo-shi, Miyagi	Shop
99.)	3-16-34 Yawata, Tagajo-shi, Miyagi	Parking
100.)	1-16-53 Nodamachi, Fukushima-shi, Fukushima	Shop
101.)	45 Hobaramachishironouchi , Date-shi, Fukushima	Shop

**APPENDIX IV**

**PROPERTY VALUATION**

Address	Usage
102.) 4-21 Sakaemachi, Nagai-shi, Yamagata	Shop
103.) 1-127-6 Haramachikunishikicho, Minamisoma-shi, Fukushima	Shop
104.) 1-120 Haramachikunishikicho, Minamisoma-shi, Fukushima	Parking
105.) 4-4-1 Omachi, Yonezawa-shi, Yamagata	Shop
106.) 4-4-1 Omachi, Yonezawa-shi, Yamagata	Parking
107.) 2F TEK Tuchiura Building 1-5-15 Minatomachi, Tuchiura-shi, Ibaraki	Shop
108.) 4F Leeplex Ginza Tower 1/3, 1-3-13 Ginza, Chuo-ku, Tokyo	Shop
109.) 5F Clover Nishi-Shinjuku Building, 3-23-4 Yoyogi, Shibuya-ku, Tokyo	Shop
110.) 2F Sakaguchi Senkawa Building, 1-15-1 Sengawacho, Chofu-shi, Tokyo	Shop
111.) 602 G-dorong Fujiwara, 7-12-14 Honcho, Funabashi-shi, Chiba	Shop
112.) 1F TOPS Omiya Building 1-31-1, Takahanacho, Omiya-ku, Saitama-Shi, Saitama	Shop
113.) 201 M+K B.L.D 3-8-5 Saiwaicho, Kawaguchi-shi, Saitama	Shop
114.) 3F NIPPONKOA Insurance Bashamichi Building, 5-70 Bentendori, Naka-ku, Yokohama-shi	Shop
115.) 202 KOJIMA BUILDING II, 1-13 Kugenumaishiue 2-chome, Fujisawa-shi, Kanagawa	Shop
116.) 2F Q:FACE, 320-23 Kajimachi, Naka-ku, Hamamatsu-shi, Shizuoka	Shop
117.) 2F RIVIERA Mansion No.3, 7-19 Takashimahoncho, Numazu-shi, Shizuoka	Shop
118.) 102 Mocal Nakajo, 1318-4 Nakajo, Hamakita-ku, Hamamatsu-shi, Shizuoka	Shop
119.) 1390 Nakajo, Hamakita-ku, Hamamatsu-shi, Shizuoka	Parking
120.) 2-4-5 Imanoura, Iwara-shi, Shizuoka	Shop
121.) 1F Arai 2nd Building 1-7-1 Minamichitose, Nagano-shi, Nagano	Shop
122.) South room Shinohara Building, 71-3 Kuiseke, Chukuma-shi, Nagano	Shop
123.) 2F 3220 Tokuma, Nagano-shi, Nagano	Shop
124.) Green Hills Takano Parking, 3259 Tokuma, Nagano-shi, Nagano	Parking
125.) 2-10-1 Shinkocho, Joetsu-shi, Niigata	Shop
126.) 2-488-6 Shinkocho, Joetsu-shi, Niigata	Parking
127.) 1-10-3 Asahicho, Myoko-shi, Niigata	Shop
128.) 2F Sunrime Arai 5-1-53, Kobari, Nishi-ku, Niigata-shi, Niigata	Shop
129.) 202 Laputa III 285-78, 3-chome Higashi, Takadacho, Tokamachi-shi, Niigata	Shop
130.) 2-9-18 Tokiwagi Ueda-shi, Nagano	Shop
131.) 1F Sakuhira hills 355 Iwamurata, Saku-shi, Nagano	Shop
132.) 596-2 Yoshida Ooaza Nakano-shi, Nagano	Shop
133.) Yomiuri matsumoto koukoku Building Part 1 1F, 1-2-3 Josei Matsumoto-shi, Nagano	Shop
134.) Yomiuri matsumoto koukoku Building Part 1 1F, 1-2-3 Josei Matsumoto-shi, Nagano	Parking
135.) Narita Sakae Building 4F(partial), 1-9-19 Higashisakura Higashi-ku, Nagoya-shi, Aichi	Shop

## APPENDIX IV

## PROPERTY VALUATION

Address	Usage
136.) Narita Sakae Building 4F(partial), 1-9-19 Higashisakura Higashi-ku, Nagoya-shi, Aichi	Shop
137.) 15-10 Mukaiyamadae cyo, Toyohashi-shi, Aichi	Shop
138.) 1F Grand Hotel Kosai 780 Washizu, Kosai-shi, Shizuoka	Shop
139.) Grand Hotel Kosai 780 Washizu, Kosai-shi, Shizuoka	Parking
140.) 2F, 2-1B, 1 Kayamachi Taharacho, Tahara-shi, Aichi	Shop
141.) 52-6 Hieda Tahara-shi Aichi	Parking
142.) 52-6 Hieda Tahara-shi Aichi	Parking
143.) 1-61 Nomidoori Okazaki-shi , Aichi	Shop
144.) 1-61 Nomidoori Okazaki-shi , Aichi	Parking
145.) 5-38-1 Midorimachi Nishio-shi, Aichi	Shop
146.) Yuki Building 2F, 4-10-12 Minamisenba, Chuo-ku, Osaka	Shop
147.) Yutaka Building 2F, 234 Benkeicho, Nishiiribashi, Toorikarasumaru Takoyakushi Nakagyo-ku, Kyoto	Shop
148.) 346-2 Daigocho Kashihara, Nara	Shop
149.) 53-19 Kitano Ooji Yoshinogun Oyodocho, Nara	Shop
150.) 50-30 Kitano Ooji Yoshinogun Oyodocho, Nara	Parking
151.) 2F EL Correction Miyadori 13-18 Motomachi , Fukuyama-shi, Hiroshima	Shop
152.) ABC Building 4F , 1-8-61 Omotecho, Kita-ku, Okayama-shi, Okayama	Shop
153.) 1F Baselheim, Ooda 493 Tsuyama, Okayama	Shop
154.) 1F Daisan Jyugo building, 1226-6 Sasaoki, Kurashiki , Okayama	Shop
155.) 2F Mosaic Ginza Hankyu, 5-2-1 Ginza, Chuo-ku, Tokyo	Shop
156.) 9-12 Minamiitizyou, Chuo-ku, Sapporo, Hokkaido	Residence
157.) 2153 Kawaraguchi ,Kashiba Nara	Residence
158.) 2-10-10 Sangenjaya Setagaya-ku, Tokyo	Residence
159.) 2-12-11 Tamagawadai, Setagaya-ku, Tokyo	Residence
160.) 831 Xinzha Road Jing'an District Shanghai China	Office
161.) 北京市東城區東長安街1號東方廣場東方貿城 中一公弁樓11階7號室	Office
162.) 濰坊市東風東街6222番投資ビル1207號室	Office
163.) 上海市浦東新區世紀大道100號 上海環球金融中心 14階1420室	Office
164.) Moscow, Shabolovka street 10, bldg 1, 119049	Office
165.) 89 Lang Ha, Dong Da District, Hanoi, Vietnam	Office
166.) 北京市朝陽區建國路91號金地國際花園E2棟35B室	Residence
167.) 北京市朝陽區建國路89號華貿中心公寓1號棟609號	Residence
168.) 上海市浦東新區維坊西路2 弄5 號804 室	Residence
169.) No. 108B Jian Guo Road, Chaoyang District, Beijing 10022	Residence
170.) 上海市浦東新區浦明路99 弄27 號1703 室	Residence
171.) B-16-3 AMAN EAST TOWER, No.4, JALAN KIARA 2, MONT KIARA 50480 KUALA LUMPUR	Residence
172.) 51 Xuan Dieu St, Tay Ho Dist, Hanoi, Vietnam	Residence
173.) apartment 46, building 8, 2-oySchipovsky per., Moscow, Russia	Residence
174.) 1201c 12 Floor , Leninsky Prospekt, 113/1, Moscow, 117198	Residence

## APPENDIX IV

## PROPERTY VALUATION

Address	Usage
175.) 7th floor of KT Tower, St 112, No23, Sangkat Phsar Depo3, Khan Tuol kok, Citi of Phnom Penh, Kingdom of Cambodia	Office
176.) 濰坊西路 2 弄 世茂濱江花園 ( 6 號樓) 1 2 號 5 0 1 ( 5 H) 室	Residence
177.) Flat C on 4th Floor of No.41 Conduit Road	Residence
178.) Flat B, 32/F, Scholastic Garden, 48 Lyttelton Road, Central, Hong Kong	Residence
179.) 26l River Valley Road #04-28 (ASPEN HEIGHTS) Singapore 238307	Residence
180.) 20 LINCOLN ROAD #12-02 LINCOLN MODERN. SINGAPORE 308353	Residence
181.) 10 GOPENG STREET, #11-26 TOWER 2, THE ICON, SINGAPORE 078878	Residence
182.) #03-03 Riverwalk Apartments 20 Upper Circular Road Singapore 058416	Residence
183.) 1 Raffles Place, #18-03 One Raffles Place, Singapore 048616	Office
184.) 302, 3rd Floor, Vobgyor Towers, BKC, Bandra (E), Mumbai 400051, Maharashtra, India	Office
185.) No151,Zhouzi St.,Neihu Dist.,Taipei City114,Taiwan	Office
186.) No 601,Building A,Science Park Tower,TUS Park,Haidian Dist,Beijing, China	Office
187.) H-1051 Budapest Roosevelt Sq. 7/8.	Office,
188.) H-1051 Budapest Roosevelt Sq. 5-6..	Parking
189.) H-1054 Budapest Szent István tér	Parking
190.) 20F Gangnam Finance Center, 737 Yeoksam-dong, Gangnam-Gu, Seoul, Korea	Office
191.) 8F, Seok Ju building 944-25 DaeChi-dong, Gangnam-gu, Seoul, 135-280, Korea	Office
192.) 8F, Seok Ju building 944-25 DaeChi-dong, Gangnam-gu, Seoul, 135-280, Korea	Office
193.) 8F, Seok Ju building 944-25 DaeChi-dong, Gangnam-gu, Seoul, 135-280, Korea	Office
194.) 1-9-9, Roppongi, Minato-ku, Tokyo	Office
195.) 9-28, Hiroshiba-cho, Suita-shi, Osaka	Office
196.) 9-28, Hiroshiba-cho, Suita-shi, Osaka	Parking
197.) 9-28, Hiroshiba-cho, Suita-shi, Osaka	Parking
198.) 4-65-1, Shin-matsudo, Matsudo-shi, Chiba-ken	Office
199.) 4-100, Shin-matsudo, Matsudo-shi, Chiba-ken	Parking
200.) 4-100, Shin-matsudo, Matsudo-shi, Chiba-ken	Parking
201.) 4-100, Shin-matsudo, Matsudo-shi, Chiba-ken	Parking
202.) 1-30-8, Nakamachi, Machida-shi, Tokyo	Office
203.) 3-12-9, Nakamachi, Machida-shi, Tokyo	Parking
204.) 3-12-9, Nakamachi, Machida-shi, Tokyo	Parking
205.) 3-12-9, Nakamachi, Machida-shi, Tokyo	Parking
206.) 2-26-6, Totsuka, Kawaguchi-shi, Saitama-ken	Office
207.) 2-26-6, Totsuka, Kawaguchi-shi, Saitama-ken	Parking

## APPENDIX IV

## PROPERTY VALUATION

Address	Usage
208.) 2-15-3, Totsuka, Kawaguchi-shi, Saitama-ken	Parking
209.) 2-15-3, Totsuka, Kawaguchi-shi, Saitama-ken	Parking
210.) 2-8-1, Osone, Kita-ku, Nagoya-shi, Aichi-ken	Office
211.) 1-2237, Osone, Kita-ku, Nagoya-shi, Aichi-ken	Parking
212.) 1-2237, Osone, Kita-ku, Nagoya-shi, Aichi-ken	Parking
213.) 1316, Iida-cho, Ota-shi, Gunma-ken	Office
214.) 1316, Iida-cho, Ota-shi, Gunma-ken	Parking
215.) 3-3, Hanazono-cho, Akashi-shi, Hyogo-ken	Office
216.) 1-4-22, Matsunouchi, Akashi-shi, Hyogo-ken	Parking
217.) 1-4-22, Matsunouchi, Akashi-shi, Hyogo-ken	Parking
218.) 1-6-6, and 6-28, Matsunouchi, Akashi-shi, Hyogo-ken	Parking
219.) 16-22, Motomachi, Ota-shi, Gunma-ken	Residence
220.) 1399-1, Iida-cho, Ota-shi, Gunma-ken	Residence
221.) 1399-1, Iida-cho, Ota-shi, Gunma-ken	Parking
222.) 265-1, Nijima-cho, Ota-shi, Gunma-ken	Residence
223.) 265-1, Nijima-cho, Ota-shi, Gunma-ken	Parking
224.) 3-6, Yamaguchi-cho, Higashi-ku, Nagoya-shi	Residence
225.) 1222-1, Angyoryoke, Kawaguchi-shi, Saitama-ken	Residence
226.) 1-10-13, Heian, Kita-ku, Nagoya-shi, Aichi-ken	Residence
227.) 5-37-1, Ikejiri, Itami-shi, Hyogo-ken	Residence
228.) 4-78-1, Ikoma-cho, Kita-ku, Nagoya-shi, Aichi-ken	Residence
229.) 1-6-12, Zuiko, Yodogawa-ku, Osaka-shi, Osaka	Residence
230.) 2-2-29, Nishi-shinagawa, Shinagawa-ku, Tokyo	Residence

### D. DETAILS OF SUB-LEASED PROPERTIES OF THE GROUP

Set out below are certain information relating to properties sub-leased by the Company and its consolidated subsidiaries as at 31 December 2010.

Address	Usage
1.) 5-14, Nakata 1-chome, Chikusa-ku, Nagoya	Residence
2.) 4-21, Kawanamicho, Atsuta-ku, Nagoya	Residence
3.) 20-13, Nagoya 1-chome, Nishi-ku, Nagoya	Residence
4.) 6-12, Ohson 1-chome, Kita-ku, Nagoya	Residence
5.) 18-1, Matsuba-cho 1-chome, Nakagawa-ku, Nagoya	Residence
6.) 8-13, Tyayagazaka 1-chome, Chikusa-ku, Nagoya	Residence
7.) 8-12, Chayagazaka 1-chome, Chikusa-ku, Nagoya	Residence
8.) 11-5, Izumi 3-chome, Higashi-ku, Nagoya	Residence and Parking
9.) 1-8, Imaike 4-chome, Chikusa-ku, Nagoya	Residence
10.) 803, Hara 4-chome, Tenpaku-ku, Nagoya	Residence
11.) 25, Sakaidocho, Nishi-ku, Nagoya	Residence and Parking
12.) 32-13, Noritake 2-chome, Nakamura-ku, Nagoya	Residence and Parking

## APPENDIX IV

## PROPERTY VALUATION

	Address	Usage
13.)	20, Fukagawa-cho, Nakamura-ku, Nagoya	Residence
14.)	27-1, karasumori-cho 1-chome, Nakamura-ku, Nagoya	Residence
15.)	Otobashi 2-13-2, Nagoya Nakagawa-ku	Residence
16.)	4-23, Heiwa 2-chome, Naka-ku, Nagoya	Residence
17.)	12, Uchiyama 6-chome, Chikusa-ku, Nagoya	Residence
18.)	7-19, Chiyoda 2-chome, Naka-ku, Nagoya	Residence
19.)	18-13, Ohsone 4-chome, Kita-ku, Nagoya	Residence
20.)	8-3, Kosaka 2-chome, Syowa-ku, Nagoya	Residence
21.)	2-5, Fukiage 2-chome, Chikusa-ku, Nagoya	Residence
22.)	24-3, Benikumo-cho, Kita-ku, Nagoya	Residence
23.)	13-17, Hama 2-chome, Minato-ku, Nagoya	Residence
24.)	Osada-cho 4-72, Kita-ku, Nagoya	Residence
25.)	30-7, Shin-sakae 2-chome, Naka-ku, Nagoya	Residence
26.)	30-6, Shin-sakae 2-chome, Naka-ku, Nagoya	Residence
27.)	Sanbonmatucho 10-6, Atsuta-ku, Nagoya	Residence
28.)	Sanbonmatu-cho 10-6, Nagoya Atsuta-ku	Residence
29.)	1-14, hananoki 3-chome, Nishi-ku, Nagoya	Residence
30.)	112-13, Kuromon-cho, Higashi-ku, Nagoya	Residence
31.)	Yuden 19, Miyoshi-cho Miyoshiaza, Aichi Nishikamo-gun	Residence and Parking
32.)	23-1, Chiyoda 1-chome, Toba-shi, Gifu	Residence and Parking
33.)	Honmiya-cho 8-chome 16, Minato-ku, Nagoya	Residence and Parking
34.)	Honmiya-cho 8-chome 16, Minato-ku, Nagoya	Residence and Parking
35.)	Tayacho 2-chome 77, Aichi Tokoname-shi	Residence and Parking
36.)	Hojicho 5-chome 122, Aichi Tokoname-shi	Residence and Parking
37.)	134-1, Togocho 2-chome, Aichi Tokoname-shi	Residence and Parking
38.)	Morimiyaike 1-26, Higashiuramati Fujieaza, Aichi Titagun	Residence and Parking
39.)	34-2, Nakatacho 2-chome, Handa-shi Aichi	Residence and Parking
40.)	Taiseicho 2-chome 56, Aichi Toyota-shi	Residence and Parking
41.)	Suehirocho 2-chome 46、47,54,59, Aichi Tokoname-shi	Residence and Parking
42.)	58-1, Asahicho 4-chome, Aichi Handa-shi	Residence
43.)	3-12, Takamichicho 3-chome, Nakamura-ku Nagoya	Residence and Parking



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**APPENDIX IV****PROPERTY VALUATION**

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	<b>Address</b>	<b>Usage</b>
44.)	64-13, Nishinokuchi 8-chome, Tokoname-shi Aichi	Residence and Parking
45.)	16-3 Yuyamacho, Takahama-shi Aichi	Residence and Parking
46.)	6-6, Taiko 2-chome, Nakamura-ku Nagoya	Residence and Parking
47.)	9-10-2, Jonan-cho 2-chome, Yasuhiro-shi Aichi	Residence and Parking
48.)	Sakae-cho 4-chome 6, Okazaki-shi Aichi	Residence and Parking
49.)	Ushikorobashi 38, Tosakicho, Okazaki-shi, Aichi	Residence and Parking
50.)	8-1, Nakayama-cho 2-chome, Konan-shi, Aichi	Residence and Parking
51.)	Araimae 32, Nakashima-cho, Okazaki-shi, Aichi	Residence and Parking
52.)	Murauchi 56, Kamioka-cho, Toyota-shi, Aichi	Residence

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## **APPENDIX V                      SUMMARY OF THE CONSTITUTION OF OUR COMPANY, CERTAIN TSE AND OSE LISTING REGULATIONS AND JAPANESE CORPORATIONS LAW**

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Set out below is a summary of certain provisions of the Articles of Incorporation of our Company, certain aspects of the Companies Act, a description of certain TSE and OSE Listing Regulations and a brief summary of other Japanese laws and policies.

The Company was incorporated in Japan as a stock company (“*Kabushiki-Kaisha*”) on 8 July 1999. The Articles of Incorporation comprise the Company’s constitution. The provisions normally set out in the memorandum of association and articles of association of a Hong Kong incorporated company are generally either contained in a Japanese company’s articles of incorporation or stipulated in the Companies Act.

### **1. ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Company were executed by the incorporator of our Company and certified by a notary public on 7 July 1999 (the day prior to our incorporation), and have been amended from time to time. The current Articles of Incorporation were last amended on 29 June 2010. The following is a summary of certain of the key provisions of our Articles of Incorporation and the Companies Act (as applicable).

#### **(a) Objects**

The Articles of Incorporation of our Company set out detailed and exhaustive lists of purposes for which the Company was formed, though they are in effect unrestricted as they entitle our Company to undertake any business activities that are not provided for in the Articles.

#### **(b) Directors**

##### *(i) Power to allot and issue Shares*

There are no specific provisions in our Articles of Incorporation relating to the power to allot and issue shares. However, the Articles do provide the total authorised Share capital of the Company (which was 34,169,000 Shares as at 29 June 2010).

Under the Companies Act, subject to certain exceptions, our Company may issue and allot Shares to any party by resolution of the Board of Directors. For further details, see “— Japanese Corporations Law — (j) Financing of companies — (1) Issuance of new shares”.

##### *(ii) Power to dispose of the assets of our Company or any subsidiary*

There are no specific provisions in our Articles of Incorporation relating to the power to dispose of the assets of our Company or any subsidiary.

Under the Companies Act, a Representative Director or a Director who is authorised to execute certain operations has the power to dispose of the assets of our Company unless such assets are “significant assets” (taking account, amongst other things, their value as compared to the Company’s assets as a whole, their purpose and the frequency of such transactions) of our Company. Alternatively, neither the Directors nor the Board of the Directors of the Company have the power to dispose of any assets of any subsidiary of our Company.



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**APPENDIX V                      SUMMARY OF THE CONSTITUTION OF OUR COMPANY,  
CERTAIN TSE AND OSE LISTING REGULATIONS  
AND JAPANESE CORPORATIONS LAW**

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*(iii) Compensation or payments for loss of office*

There are no specific provisions in our Articles of Incorporation relating to compensation or payments for loss of office.

Under the Companies Act, a Director dismissed by resolution of the Shareholders meeting shall be entitled to demand damages arising from the dismissal from our Company, except in cases where there are justifiable grounds for such dismissal.

*(iv) Loans and the giving of security for loans to Directors*

There are no specific provisions in the Articles of Incorporation relating to the entry into, or the giving of security for, loans to Directors.

Under the Companies Act, loans and the giving of securities for loans to directors are not prohibited. However, if our Company makes loans to its Directors or gives security for loans to Directors, prior approval of the Board of Directors is required. For further details, see paragraph “Conflict of interest” in “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (2) Directors and the board of directors”.

*(v) Financial assistance to purchase shares of our Company or our holding company*

There is no specific restriction under our Articles of Incorporation or the Companies Act on the provision of financial assistance by our Company to another person for the purchase of, or subscription for, its own or its holding company’s shares. However, if our Company’s act of giving financial assistance to another person is deemed to equate to the repurchase of its own shares for the purposes of the accounts of our Company, the regulations concerning the repurchase of its own shares will apply. For further details, see “— 3. Japanese Corporations Law — (c) Financial assistance to purchase shares of a company or its holding company”.

*(vi) Disclosure of interests in contracts with our Company or any of our subsidiaries*

There are no specific provisions in our Articles of Incorporation relating to Directors’ disclosures of interests in contracts with our Company or our subsidiaries.

Under the Companies Act, if a Director is interested in any contract to be entered into by our Company, the disclosure to the Board of Directors of all material information regarding the transaction is required. For further details, see paragraph “Conflict of interest” in “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (2) Directors and the board of directors”. However, there are no specific provisions in the Companies Act concerning the disclosure of an interest by a Director in a contract to be entered into by a subsidiary of our Company.

*(vii) Remuneration*

Under the Articles of Incorporation and the Companies Act, the remuneration of our Directors shall be determined by the resolution of the Shareholders’ meeting. For further details, see paragraph “Remuneration” in “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (2) Directors and the board of directors”.

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*(viii) Retirement, appointment and removal*

Our Directors are appointed [for a term of one calendar year] or dismissed on an annual basis at our annual general shareholders’ meeting in accordance with the Companies Act. According to our Articles of Incorporation, our Company shall have not more than 19 Directors. The cumulative voting system for the election of Directors is excluded and the term of office of a Director will end at the close of an annual general shareholders’ meeting held in respect of the last business year ending within the one year period following his or her election. The Representative Director shall be appointed by a Resolution of the Board of Directors.

For further details, see paragraphs “Appointment”, “Term of office” and “Dismissal” in “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (2) Directors and the board of directors”.

*(ix) Proceedings of Directors*

In accordance with our Articles of Incorporation, a Director (determined in advance by the Board of Directors) shall convene a meeting of the Board of Directors and shall act as the chairperson of the meeting. Notice of the convocation of a meeting of the Board of Directors shall be sent to each Director and Statutory Auditor at least three days before the scheduled date of such meeting; however, such period may be shortened in cases of urgency, and the notice period may be set aside if the consent of all Directors and Statutory Auditors is obtained.

A resolution of the Board of Directors shall be made by a majority of the Directors present at a meeting where the majority of the Directors entitled to participate in votes are present. The Directors may pass written board resolutions. The operations of the Board of Directors follow the Regulations of the Board of Directors, in addition to the Companies Act.

*(x) Borrowing powers*

There are no specific provisions in our Articles of Incorporation concerning our Company’s borrowing powers. Under the Companies Act, a representative director or a director who is authorised to execute certain operations, has the power to determine the execution of any such operation, such as borrowing unless such borrowing is of a large amount (taking into account, amongst other things, the amount compared to the value of the Group as a whole, its purpose and the frequency of such borrowings). For further details, see paragraphs “Role of directors” and “Powers of the board of directors” in “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (2) Directors and the board of directors”.

*(xi) Qualification shares*

There are no specific provisions in the Articles of Incorporation relating to qualification shares and under the Companies Act, our Directors are not required to hold any shares in our Company in order to become Shareholders.

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*(xii) Indemnity to Directors*

In accordance with our Articles of Incorporation, our Company may indemnify our Directors by way of a resolution of a shareholders’ meeting or a resolution passed at meeting of the Board of Directors, or our Company may enter into an agreement with an external Director to the effect that his or her liability for damages shall be limited. If our Company enters into an indemnity with an external Director (being a director who has never been a representative director, an executive director, an executive officer or employee of the Group), then the maximum cap on his liability must be ¥1,000,000 (or such higher amount provided under Japanese law). For further details, see paragraph “Exemption of liability” in “ — 3. Japanese Corporations Law — (g) Management / Corporate governance — (2) Directors and the board of directors”.

**(c) Alterations to constitutive documents**

There are no specific provisions in our Articles of Incorporation concerning amendments to our Articles. Our Company may amend our Articles of Incorporation by the special resolution of a shareholders’ meeting in accordance with the Companies Act.

**(d) Alterations of capital**

There are no specific provisions in the Articles of Incorporation concerning alterations of our share capital. Share capital is increased at the time of the issuance of shares and may be reduced by a resolution of shareholders’ meeting, according to the Companies Act. For further details, see “— 3. Japanese Corporations Law — (b) Share capital — (1) Share capital”.

**(e) Variation of rights of existing shares or classes of shares**

There are no specific provisions in our Articles of Incorporation relating to this heading and our Company has not issued any classes of shares other than ordinary shares. Our Company is required to amend its Articles of Incorporation in order to change the rights of our existing ordinary shares or to issue new classes of shares in accordance with the Companies Act.

**(f) Special resolutions - majority required**

There are no specific provisions in the Articles of Incorporation relating to voting thresholds. A special resolution shall be passed if (1) Shareholders having one-third or more of the outstanding voting shares of the Company vote at the shareholders’ meeting; and (2) two-thirds or more of shareholders approve the transaction. A qualified special resolution shall be passed by (i) a majority of the shareholders entitled to exercise their votes at the shareholders’ meeting, being a majority of two thirds or more of the votes of the shareholders, or (ii) a majority of all shareholders, being a majority equating to three quarters or more of the votes of all shareholders according to the Companies Act. For further details, see “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (1) The general shareholders’ meeting”.

**(g) Voting rights and right to demand a poll**

There are no specific provisions in our Articles of Incorporation relating to voting rights. Shareholders have, as a rule, one vote per share according to the Companies Act. For further details, see “— 3. Japanese Corporations Law — (b) Share capital — (4) Voting rights”.

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The method of voting is not restricted under the Companies Act, and the chairperson generally may decide the voting method, which may include a vote by a show of hands or a standing or a poll, unless a resolution to adopt another voting method is made at the shareholders’ meeting.

**(h) Requirements for AGMs**

In accordance with our Articles of Incorporation, our Company is required to convene an annual general shareholders’ meeting within three months of the end of each financial year under the Companies Act.

The annual general shareholders’ meeting of our Company shall be convened within three months after the day following the last day of each financial year by the resolution of the Board of Directors in accordance with our Articles of Incorporation. A Director who is determined in advance by the Board of Directors shall convene the the shareholders meeting and act as the Chairperson at that meeting. Our Company must send a convocation of our annual general shareholders’ meeting at least 14 days before the meeting. Our Company may also, when convening a shareholders’ meeting, use the Internet to disclose information relating to matters to be provided or indicated in the reference materials for a shareholders’ meeting, including the convocation notice, business reports, financial statements, and consolidated financial statements (including accounting audit reports or audit reports relating to the consolidated financial statements).

**(i) Accounts and audit**

There are no specific provisions in our Articles of Incorporation relating to accounts and audit. Our Company prepares financial statements and other documents in accordance with the Companies Act. For further details, see “ — 3. Japanese Corporations Law — (h) Accounting and auditing requirements”.

**(j) Notices of shareholders’ meetings and business to be conducted thereat**

There are no specific provisions in our Articles of Incorporation relating to shareholders meeting notices and form. Under the Companies Act, in order to convene a shareholders’ meeting, directors must despatch the convocation notice to the shareholders no later than 14 days prior to the day of the shareholders’ meeting. The agenda for the shareholders’ meeting is determined by the board of directors of the Company and such agenda is required to be included in the convocation notice. For further details, see paragraph “Convocation of a shareholders’ meeting” in “ — 3. Japanese Corporations Law — (g) Management / Corporate governance — (1) The shareholders’ meeting”.

**(k) Transfer of Shares**

There are no specific provisions in the Articles of Incorporation relating to transfer of Shares. Shares issued by our Company are freely transferable. A transfer of Shares in our Company will only become effective through a book-entry transfer in accordance with the Book-Entry Act. For further details, see “ — 3. Japanese Corporations Law — (b) Share capital — (8) Transfer of shares”.

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**(l) Power for our Company to purchase its own Shares**

In accordance with our Articles of Incorporation, the Companies Act and the FIEA, our Company may repurchase its Shares by a resolution of the general meeting of its Shareholders. In certain cases, our Company may do so by way of a resolution of the Board of Directors according to the Articles of Incorporation. For further details, see “— 3. Japanese Corporations Law — (d) Repurchase of shares by a company”.

**(m) Power of any subsidiary to own securities in our Company**

There are no specific provisions in the Articles of Incorporation concerning any of our subsidiaries holding our Shares. Our subsidiaries may not acquire our Shares subject to certain exceptions such as their acquisition of them through Statutory Transactions governed by the Companies Act. Under the Companies Act, if any of our subsidiaries acquires our Shares through such a transaction, it would not be entitled to vote at any shareholders’ meeting and is required to dispose of the acquired Shares at the earliest and most advantageous time. For further details, see “— 3. Japanese Corporations Law — (b) Share capital — (11) Shares owned by subsidiaries”.

**(n) Dividends and other methods of distribution**

In accordance with our Articles of Incorporation and the Companies Act, our Company is entitled to pay out dividends from surplus by a resolution passed at a shareholders’ meeting and, in certain cases, our Company also may do so by a resolution of Board of Directors (provided the Accountant Auditor provides an audit certificate and there are no qualifications to the Accountant Auditors report). For further details, see “— 3. Japanese Corporations Law — (e) Dividends and distributions”. In accordance with our Articles of Incorporation, our Company is released from any obligation to pay dividends which have not been claimed after the lapse of three full years from the day on which such payment was made available. Further, the record dates for the payment of annual dividends and interim dividends are 31 March and 30 September of each year, respectively (although the Company is also entitled to pay dividends from surplus by setting a record date).

**(o) Proxies**

In accordance with our Articles of Incorporation, a Shareholder may exercise his or her voting rights by proxy through another Shareholder who has voting rights in the Company. In this case, the Shareholder or his or her proxy must submit a document proving such authority to the Company at each shareholders’ meeting.

**(p) Calls on shares and forfeiture of shares**

There are no specific provisions in our Articles of Incorporation concerning calls on shares and forfeiture of shares. Under the Companies Act, the Company cannot issue partly paid Shares, and therefore, the Company would not make a call upon the Shareholders to pay any money unpaid on the Shares held by them. According to the Companies Act, a special resolution of the shareholders’ meeting is required if the Company wishes to merge or conduct other structural changes to the Company that may entail the forfeiture of any Shares in the Company. In order to protect minority shareholders, the Companies Act provides that in general, such shareholders who object to such special resolution are entitled to receive the fair market value of such forfeited Shares from the relevant company.

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**(q) Inspection of register of members**

Shareholders are entitled to inspect and make a copy of the Company’s shareholders register during the business hours of our Company by giving reasons (which cannot be for an improper purpose) pursuant to the Companies Act. For further details, see “— 3. Japanese Corporations Law — (l) Inspection of corporate records — (1) Shareholder registry”. Pursuant to the Articles of Incorporation, our Company has entrusted the administration of our shareholder register to our shareholders’ register administrator, Mizuho Trust & Banking Co., Ltd.

**(r) Inspection of register of Directors**

There is no concept of a “register of directors” under Japanese law. However, Shareholders may obtain information regarding our Directors from our securities reports or quarterly reports submitted to the FSA under the FIEA. In addition, the names of Directors and the names and addresses of the Representative Directors are registered in the commercial register in accordance with the Companies Act.

**(s) Quorum for meetings and separate class meetings**

A quorum for the general meeting of shareholders is provided by the Companies Act. However, our Articles of Incorporation have amended the quorum requirements under the Companies Act with respect to ordinary resolutions and special resolutions as follows:

*(i) Ordinary resolution*

The quorum for an ordinary resolution has been removed by our Articles of Incorporation (save for a shareholders’ meeting at which the appointment or dismissal of our Directors, or the appointment of our Statutory Auditors, is to be considered). An ordinary resolution of a shareholders’ meeting of our Company shall be made by a majority of the voting rights of the Shareholders present at the meeting who are entitled to exercise their voting rights.

*(ii) Special resolution*

The quorum for a special resolution is shareholders holding one-third of the voting rights of the outstanding shares who are entitled to exercise their voting rights.

For further details regarding a resolution of a general meeting of shareholders, see paragraph “Types of resolutions” in “— 3. Japanese Corporations Law — (g) Management / Corporate governance — (1) The general shareholders’ meeting”.

Our Company has not issued any class of shares other than ordinary shares and there are no provisions in the Articles of Incorporation relating to class meetings.

**(t) Rights of the minorities in relation to fraud or oppression**

There are no specific provisions in the Articles of Incorporation concerning specific minority shareholder rights. Certain rights of minority shareholders such as rights for demanding that the directors call a shareholders’ meeting, rights to demand that the directors include certain matters in the agenda of the shareholders’ meeting, and rights



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to demand that the directors notify shareholders of the summary of the proposals to be presented at a shareholders’ meeting, are provided under the Companies Act. For further details, see “— 3. Japanese Corporations Law — (f) Rights of minority shareholders”.

**(u) Procedures on liquidation**

There are no specific provisions in the Articles of Incorporation concerning our Company’s liquidation. Procedures on liquidation are provided by the Companies Act. For further details, see “— 3. Japanese Corporations Law — (m) Dissolution and liquidation — (2) Liquidation”.

**(v) Untraceable members**

There are no specific provisions in the Articles of Incorporation concerning untraceable members. In cases where notices have not reached a shareholder for five consecutive years and the shareholder of such shares has not received dividends of surplus for five consecutive years, a company shall be entitled to sell or auction the shares of such a shareholder according to the Companies Act. For further details, see “— 3. Japanese Corporations Law — (b) Share capital — (12) Untraceable shareholders”.

**(w) Statutory Auditors**

Our Articles of Incorporation provide the framework for the role played by the Statutory Auditors and the Board of Statutory Auditors. Our Articles of Incorporation specifically provide that the Company will have Statutory Auditors, a Board of Statutory Auditors and an Accountant Auditor; and that our Company shall have at least three Statutory Auditors.

The Statutory Auditors of the Company may be elected by the passing of a resolution by a majority of shareholders holding at least one-third of the voting rights of the Company. Their remuneration must also be similarly approved. Statutory Auditors are appointed for a four year term and at least one of them must be a full-time Statutory Auditor. Statutory Auditors have the same rights to receive indemnification as the Directors, as noted at (b)(xii) above.

Notice of the convocation of a meeting of the Board of Statutory Auditors shall be sent to each Statutory Auditor at least three days before the scheduled date of such meeting; however, such period may be shortened in cases of urgency, and the notice period may be set aside if the consent of all Statutory Auditors is obtained. The operations of the Board of Statutory Auditors must follow the Rules and Standards, in addition to the Companies Act.

**(x) Other key provisions**

In addition to the provisions described above, the Articles of Incorporation provide among other things, the following:

*(i) Method of public notice*

Our Company is entitled to distribute its public notices electronically, although the Company must publish public notices in the Nihon Keizai Shimbun newspaper in the event that electronic distribution is impossible.

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(ii) *Record date for voting*

Our Company treats a Shareholder who is stated or recorded in the shareholder registry and who holds voting right(s) on the last day of each financial year as a Shareholder who is entitled to exercise his rights as a shareholder at the annual general shareholders’ meeting for that financial year.

(iii) *Financial year*

The financial year of our Company commences on 1 April of each year and ends on 31 March of the next year.

## 2. TSE AND OSE LISTING REGULATIONS

Shares of the Company are listed on the TSE and the OSE and the Company is subject to the rules and regulations of the TSE and the OSE. The following is a summary of certain rules and regulations of the TSE and the OSE that may be relevant to investors.

### Disclosure Requirements

To ensure the formation of fair market prices and to foster the sound development of a securities market, the TSE and OSE requires companies whose shares are listed on it to disclose in a timely manner all information concerning material corporate matters that may influence the investment decision making of investors under the Listing Rules of the TSE (“**TSE Listing Regulations**”) and the Listing Rules of the OSE (“**OSE Listing Regulations**”).

The following is a summary of the matters that must be disclosed by a listed company under the TSE Listing Regulations and OSE Listing Regulations; in each case they need to be disclosed immediately pursuant to the provisions of the enforcement rules of the TSE Listing Regulations and OSE Listing Regulations (unless they are items which the TSE and the OSE deem as matters whose effect on investors’ investment decisions is of minor significance). The scope of the necessary disclosure obligations imposed by the TSE Listing Regulations and the OSE Listing Regulations are substantially the same. Where there are material differences in disclosure requirements between the TSE Listing Regulations and the OSE Listing Regulations, we have identified them in the following summary.

***Decisions taken by a listed company (including where decisions are taken to not carry out the matters relating to the relevant decision)***

- (a) An offering of shares issued by a listed company or Treasury Shares to be disposed of by a listed company to persons who will subscribe for such shares, an offering of subscription warrants, or a secondary offering of shares or subscription warrants;
- (b) Shelf-registration (including its withdrawal) concerning to an offering or secondary offering prescribed in (a) above or commencement of a demand survey for such offering or secondary offering;
- (c) A decrease in amount of capital;
- (d) A decrease in amount of capital reserve or profit reserve;
- (e) Repurchase of Shares;



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- (f) A gratis allotment of shares or a gratis allotment of subscription warrants;
- (g) Stock split or reverse stock split;
- (h) Dividend from surplus;
- (i) Share exchange;
- (j) Share transfer;
- (k) Merger;
- (l) Demerger;
- (m) Transfer or acquisition of all or part of the business;
- (n) Dissolution (excluding dissolution by means of a merger);
- (o) Commercialization of a new product or new technology;
- (p) Business alliance or dissolution of business alliance;
- (q) A transfer or acquisition of shares or equity interest leading to an entity becoming or ceasing to be a subsidiary;
- (r) Transfer or acquisition of fixed assets;
- (s) Lease of fixed assets;
- (t) Suspension or abolition of all or part of the business;
- (u) Application for delisting or withdrawal of registration of shares to a Japanese stock exchange or an overseas stock exchange;
- (v) Petition for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings;
- (w) Commencement of a new business (including commercialization of sales of new products or provision of new services);
- (x) A takeover bid;
- (y) Request for a bid or any other onerous acquisition to compete with a takeover bid or an announcement of an opinion or a representation to shareholders concerning a takeover bid;
- (z) Issue of subscription warrants to officers or employees of a listed company or its subsidiaries, or any other grant of anything deemed to be a stock option or an issue of shares;
- (aa) Change in representative directors or representative executive officers (including officers who should represent a cooperative structured financial institution);

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- (ab) Rationalization such as a reduction in personnel;
- (ac) Change in a trade name or a corporate name;
- (ad) Change in the number of shares for a share unit of a stock or abolition or introduction of the provisions for the number of shares for a share unit;
- (ae) Change in the end date of the business year;
- (af) Petition pursuant to the provisions of the Deposit Insurance Act of Japan;
- (ag) Petition for mediation in accordance with specified mediation procedures on the basis of the Act on Specified Mediation for Promoting Adjustment of Specified Liabilities, etc. of Japan (Act No.158 of 1999);
- (ah) Early redemption of all or part of a listed bond, listed convertible bond or listed exchangeable corporate bond or convocation of a bondholders meeting and any other important matters relating to rights concerning a listed bond, listed convertible bond or a listed exchangeable corporate bond;
- (ai) Matters accompanied by an increase in the total number of units of equity contributions<sup>(1)</sup>;
- (aj) Change in certified public accountants who prepare audit certification of financial statements or quarterly financial statements contained in a securities report;
- (ak) Putting notes on matters relating to the going concern assumption in financial statements, etc. or quarterly financial statements, etc.;
- (al) Shareholder services will not be entrusted to a shareholder services agent approved by the TSE or the OSE;
- (am) Submission of internal control reports containing content to the effect that there is a material deficiency in the internal control system or that the evaluation result of the internal control system cannot be stated;
- (an) Amendment to the articles of incorporation;
- (ao) Change in contents and other schemes of a listed stock without voting rights, a listed stock with voting rights (limited to such stock issued by a company which issues multiple classes of stocks with voting rights), or a listed preferred stock (excluding a stock whose dividends are linked to a subsidiary) (1);

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***Facts arising relative  
to a listed company***

- (ap) Change in the agreement regarding the business plan and specified business of a company listed on the Private Finance Initiative market at the OSE(2); or
- (aq) In addition to the matters referenced in (a) through to the preceding (ap) (as applicable to the TSE or the OSE), important matters related to operation, business or assets of such listed company or such listed stock, etc. which have a remarkable effect on investors' investment decisions.
- (a) Damage arising from a disaster or damage which occurs in the course of business execution;
- (b) Change in major shareholders;
- (c) A fact which causes delisting of a specified security or options pertaining to a specified security;
- (d) Where a lawsuit of a claim relating to property rights is raised or a judgment is made as to such lawsuit or all or part of the action pertaining to such lawsuit is completed without a judicial decision;
- (e) Where a petition for a provisional disposition order seeking suspension of a business or any other disposition corresponding thereto is made, or there is a judicial decision on such petition, or all or part of the procedures for such petition are completed without a judicial decision;
- (f) Cancellation of a license, suspension of a business or any other disciplinary action corresponding to these on the basis of laws and regulations by an administrative agency or accusation of violation of laws and regulations by an administrative agency;
- (g) Change in controlling shareholders or other affiliated companies;
- (h) Petition or notification for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings, or execution of an enterprise mortgage by a creditor or any person other than such listed company ("**Bankruptcy**");
- (i) Dishonor of a bill or a cheque (limited to where the reason is a shortage of funds to be paid) or suspension of trading by a clearing house ("**Dishonor**");
- (j) Petition for commencement of bankruptcy proceedings, etc. pertaining to a parent company;

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- (k) As a result of an occurrence of a Dishonor, Bankruptcy or a fact corresponding to these pertaining to a debtor or a main debtor concerning guarantee obligations, default of a right to obtain reimbursement against such main debtor is likely to occur where accounts receivable, loans or other receivables or such guarantee obligations against such debtors;
- (l) Suspension of trade with a main business partner (meaning a business partner with more than 10% of the total sales or of the total purchase amount in the previous business year; the same shall apply hereinafter) or suspension of trade with two or more business partners for the same reason or in the same period;
- (m) Exemption of obligations or extension of a repayment deadline (limited to an extension that the TSE or the OSE deems equivalent to exemption of obligations) by a creditor or assumption or fulfillment of obligations by a third party;
- (n) Discovery of resources;
- (o) Claim for suspension of issue of a stock or a subscription warrant or disposition of treasury stock by shareholders;
- (p) Demand for convocation of a general shareholders' meeting by shareholders;
- (q) Market value of all or part of the securities held (limited to securities listed on a domestic stock exchange other than a shares of a subsidiary of such listed company) falls below book values as of the end of a business year or a quarterly accounting period (an amount of value calculated on the basis of the closing prices of a stock exchange on such day (where no such closing prices are available, the closing prices of a stock exchange on a preceding day)) (limited to where such listed company adopts cost method as an evaluation method of securities);
- (r) Acceleration of obligations pertaining to a corporate bond;
- (s) Convocation of a meeting of bondholders for a listed bond, listed convertible bond or listed exchangeable corporate bond and other important facts pertaining to rights of a listed bond, listed convertible bond or listed exchangeable corporate bond;

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- (t) Change in certified public accountants who prepare an audit certification of financial statements or quarterly financial statements contained in a securities report or a quarterly report (excluding a case of disclosing the details pursuant to the provisions of the preceding item, where a body of a listed company which decides its business execution makes a decision on changing such certified public accountants (including cases where the body makes a decision that it will not carry out matters pertaining to such decision));
- (u) A securities report or a quarterly review report to which audit reports or quarterly review reports prepared by two (2) or more certified public accountants or audit firms (including audit reports or interim audit reports pertaining to certification corresponding to audit certification by certified public accountants or audit firms) are attached is not expected to be submitted within the period specified in the FIEA or has not been submitted within such period (except cases where the company has disclosed that such report is not expected to be submitted within such period), was submitted after such disclosure had been made, or has received approval related to extension of such period;
- (v) The fact that an audit report attached to financial statements, or a quarterly review report attached to quarterly financial statements has come to contain a “qualified opinion with exceptions” or “qualified conclusion with exceptions” of certified public accountants with making issues concerning a going concern assumption as exceptions, or an “adverse opinion”, “negative conclusion”, or a fact that “opinions are not expressed” or a fact “conclusions are not expressed” by a certified public accountant (in cases of a specified business company, these shall include a “qualified opinion with exceptions”, an “opinion that interim financial statements, etc. do not provide useful information”, and a fact that “opinions are not expressed” by a certified public accountant, etc. with making issues concerning a going concern assumption as exceptions);
- (v-2) An internal control audit report regarding an internal control report has come to contain an “adverse opinion” or a fact that “opinions are not expressed”;

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- (w) Where a notice of canceling a shareholder services agent agreement is received, there is a likelihood that the shareholder services will not be entrusted to a shareholder services agent approved by the TSE or the OSE, or it has decided not to entrust that the shareholder services will not be entrusted to a shareholder services agent approved by the TSE/OSE;
- (x) Change in the basic agreement among shareholders regarding the specified business of a company listed on the Private Finance Initiative market at the OSE<sup>(2)</sup>; or
- (y) In addition to the facts referenced in (a) through to the preceding (x), matters relating to operation, business or assets of such listed company or important matters related to a listed stock, etc. which have a remarkable effect on investors' investment decisions.

***Decisions taken by subsidiaries, etc. of a listed company (including where decisions are taken not carry out the matters relating to such decision)***

- (a) Share exchange;
- (b) Share transfer;
- (c) Merger;
- (d) Demerger;
- (e) Transfer or acquisition of all or part of the business (unless, immediately after the transfer or acquisition, (i) net assets will not change by 30%, (ii) revenue will not change by 10%, (iii) current profit will not change by 30% and (iv) net profit will not change by 30%);
- (f) Dissolution (excluding dissolution by means of a merger);
- (g) Commercialization of a new product or new technology;
- (h) Business alliance or dissolution of business alliance;
- (i) Transfer or acquisition of shares or equity interest leading to an entity becoming or ceasing to be a subsidiary;
- (j) Transfer or acquisition of fixed assets;
- (k) Lease of fixed assets;
- (l) Suspension or abolition of all or part of the business;
- (m) Petition for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings;
- (n) Commencement of a new business;

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- (o) A takeover bid;
- (p) Change in a trade name or a corporate name;
- (q) Petition pursuant to the provisions of the Deposit Insurance Act;
- (r) Petition of arbitration by specific mediation procedures on the basis of the law on specified mediation for promoting adjustment of specified obligations, etc.;
- (s) Change in the agreement regarding the specified business of a company listed on the Private Finance Initiative market at the OSE<sup>(1)</sup>; or
- (t) In addition to the matters referenced in (a) through to the preceding (s), important matters related to operation, business or assets of a subsidiary of such listed company which have a remarkable effect on investors' investment decisions.

***Facts arising relative  
to subsidiaries, etc. of  
a listed company***

- (a) Damage arising from a disaster or damage which occurs in the course of business execution;
- (b) Where a lawsuit of a claim relating to property rights is raised or a judgment is made as to such lawsuit or all or part of the action pertaining to such lawsuit is completed without a judicial decision;
- (c) Where a petition for a provisional order seeking suspension of a business or any other disposition corresponding to this is made or there is a judicial decision on such petition or all or part of the proceedings for such petition are completed without a judicial decision;
- (d) Cancellation of a license, suspension of a business or any other disciplinary action corresponding to them on the basis of laws and regulations made by an administrative agency or accusation of violation of laws and regulations made by an administrative agency;
- (e) Petition for the commencement of Bankruptcy proceedings, by a creditor or any other person other than such subsidiary;
- (f) Dishonor;
- (g) Petition for the commencement of Bankruptcy proceedings, pertaining to a sub-sub-subsidiary;



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- (h) As a result of an occurrence of a Dishonor, Bankruptcy procedures, or a fact corresponding to these pertaining to a debtor or a main debtor concerning guarantee obligations, default of a right to obtain reimbursement against such main debtor is likely to occur where these are accounts receivable, loans or other receivables or such guarantee obligations against such debtors;
- (i) Suspension of trade with a main business partner or suspension of trade with two or more business partners for the same reason or in the same period;
- (j) Exemption of obligations or extension of a repayment deadline (limited to an extension that the TSE/OSE deems equivalent to exemption of obligations) by a creditor or assumption or fulfillment of obligations by a third party;
- (k) Discovery of resources;
- (l) Change in the basic agreement among shareholders regarding the specified business of a consolidated subsidiary of a company listed on the Private Finance Initiative market at the OSE<sup>(2)</sup>; or
- (m) In addition to the facts referenced in (a) through to the preceding (l) (as applicable to the TSE or the OSE), important matters relating to operation, business or assets of such subsidiary which have a remarkable effect on investors' investment decisions.

***Decisions taken by a linked subsidiary of a listed company / Facts arising relative to a linked subsidiary of a listed company<sup>(1)</sup>***

- (a) Where a body which decides the business execution of a linked subsidiary decides to carry out certain transactions with such linked subsidiary; or
- (b) on the occurrence of certain events to a linked subsidiary.

***Information concerning the settlement of accounts of a listed company***

- (a) The details of the account settlement (annual and quarterly) using Earnings Reports (*Kessan Tanshin*) (Summary) or Quarterly Earnings Reports (*Kessan Tanshin*) (Summary)
- (b) Difference in estimated values newly calculated by a listed company or certain subsidiary of it compared to the last estimated values calculated by the listed company or the subsidiary with respect to sales, operating profits, ordinary profits or net income
- (c) The details of an estimated value of dividend calculated by a listed company

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*Notes:*

- (1) Notes a matter not included in the OSE Listing Regulations.
- (2) Notes a matter not included in the TSE Listing Regulations.



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Although the TSE Listing Regulations and the OSE Listing Regulations provide an exhaustive list of disclosure requirements the TSE Listing Regulations and the OSE Listing Regulations also require listed companies to disclose important matters related to the operations, business or assets of such a listed company or its listed stock which have a remarkable effect on investors’ investment decisions. This broad disclosure requirement means that issuers listed on the TSE and the OSE are required to announce any material events affecting them.

Corporate matters to be disclosed under the TSE Listing Regulations and the OSE Listing Regulations shall generally be carried out using Timely Disclosure Network (“**TDnet**”). TDnet is an electric disclosure system and information disclosed under the TSE Listing Regulations and the OSE Listing Regulations by a listed company must be made available for public inspection for five years from the date of disclosure through the TDnet database service, such inspection being subject to fees. If the TSE or the OSE deem that a listed company has breached the provisions regarding timely disclosure such company may be delisted.

### **Criteria for Delisting**

A listed issuer on the TSE or the OSE may be delisted based on its own application and also under certain conditions as set forth in the criteria for delisting stocks in the TSE Listing Regulations and the OSE Listing Regulations.

In particular, the TSE and the OSE may delist a listing issuer if it imposes restrictions on transfer of its shares.

The TSE and the OSE may also see fit to delist a listed issuer in the event that:

- (a) the listed issuer commits a material breach of the TSE Listing Regulations or the OSE Listing Regulations, respectively;
- (b) the number, market capitalisation or public float of shares falls below the prescribed level;
- (c) the issuer has liabilities in excess of assets as of the end of the business year and the liabilities in excess of assets are not cleared within a year;
- (d) the issuer suspends its business activities; or
- (e) the TSE or the OSE deems that delisting of the securities is appropriate for the public interest or the protection of investors.

### **Protection of Minority Shareholders**

The TSE Listing Regulations and the OSE Listing Regulations require a listed company to establish a policy to protect minority shareholders (“**Policy for Protection of Minority Shareholders**”) when the company has Controlling Shareholders (as defined below and such definition is to be applicable to this section only). The Policy for Protection of Minority

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Shareholders is required to include (i) a policy for establishment of a corporate structure; (ii) a decision making process; and (iii) a utilization of external independent bodies, for the purpose of protection of minority shareholders, in accordance with the Guide on Preparation of Corporate Governance Reports.

A “Controlling Shareholder” under the TSE Listing Regulations and the OSE Listing Regulations means a parent company and a main shareholder (other than the parent company) who holds the majority of voting rights of a listed company after combining the voting rights held for its own account and the voting rights held by any of the entities specified in the following items:

- (a) A close relative of said main shareholder (meaning a relative within the second degree of kinship); and
- (b) A company (including a company, designated corporation, partnership, or other similar entities (including foreign entities that are equivalent to these entities)) whose majority voting rights are held by said main shareholder or a close relative specified in (a) above, and a subsidiary of said company.

Further, the TSE Listing Regulations and the OSE Listing Regulations require listed companies to disclose certain matters regarding Controlling Shareholders, including the policy towards them and details of transactions with them, in the corporate governance report (“**Corporate Governance Report**”) and other disclosure documents. The TSE and the OSE also requires a listed company to submit a report without delay where there has occurred any change in the information in a Corporate Governance Report. Furthermore, the TSE and the OSE requires a listed company which has Controlling Shareholders to disclose matters including the following within three months from the last day of the fiscal year:

- (a) The trade name or corporate name of the parent company, the holding ratio of the parent company with respect to the voting rights of the listed company, and the trade name or corporate name of the stock exchange in Japan on which the stocks issued by the parent company or the foreign stock exchange on which the stocks issued by the parent company are listed or continuously traded;
- (b) In cases where the TSE or the OSE approves exemption from disclosure of certain matters regarding Controlling Shareholders to the parent company, the reason for which the TSE or the OSE approved such exemption;
- (c) The position of the parent company within the corporate group and relationship with the other parent companies;
- (d) Matters related to transactions with the Controlling Shareholder (including its close relatives and its subsidiaries); and
- (e) The implementation status of the Policy for Protection of Minority Shareholders.

His conventional to disclose the following in respect of transactions with Controlling Shareholders: (i) name or trade name, (ii) location of head office, (iii) capital stock, (iv) description of business, (v) ratio of holding of voting rights, (vi) relationship with the reporting company, (vii) details of transaction, (viii) the amount of transaction, and (ix) others such as balance at end of year.

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Furthermore, where a listed company has Controlling Shareholders and makes a decision to conduct certain material transactions between certain related persons including the Controlling Shareholders, the TSE Listing Regulations and the OSE Listing Regulations require the listed company to obtain an opinion from a person who has no interest in such Controlling Shareholder that any decision on the matters will not be detrimental to the interests of minority shareholders of the listed company.

In addition, under the TSE Listing Regulations and the OSE Listing Regulations, if a third-party allotment that causes a dilution ratio of voting rights in excess of 300% is determined by the board of directors of a listed company, the company will be delisted, provided that the TSE or the OSE deem that the risk of the third-party allotment has little likelihood of harming the interests of investors. Under the TSE Listing Regulations and the OSE Listing Regulations, the dilution ratio is, as a general rule, calculated by the following formula:

$$\text{Dilution ratio} = \frac{\text{the number of votes concerning shares to be issued by the third party allotment in question (including the number of potential voting rights)}}{\text{the number of votes concerning issued and outstanding shares before third party allotment}} \times 100.$$

In addition to the above, the TSE Listing Regulations and the OSE Listing Regulations require a listed company to (i) obtain an opinion regarding the necessity and appropriateness of the third-party allotment by a person who is independent from the management of the company, or (ii) confirm the intention of the shareholders by any means such as a shareholders’ meeting in the case of a third-party allotment (1) that causes a dilution ratio of voting rights of 25% or more, or (2) when there is an expectation of a change of a Controlling Shareholder due to such allotment, unless the TSE or the OSE deems that it is difficult for the listed company to conduct any of the procedures under (1) or (2) above due to reasons such as rapidly deteriorating financial situations.

### **Corporate Structure Requirements**

Under the TSE Listing Regulations and the OSE Listing Regulations, a domestic company listed on the TSE or the OSE must establish and appoint (i) a board of directors; (ii) a board of auditors or an audit committee (meaning a committee specified in the Companies Act, including a nomination committee, an audit committee and a compensation committee); and (iii) accounting auditors. For the protection of general investors, the TSE Listing Regulations and the OSE Listing Regulations also require a domestic listed company on the TSE or the OSE to secure at least one independent director/auditor (meaning an outside director (subject to certain requirements under the Companies Act) or outside auditor (subject to certain requirements under the Companies Act) who is unlikely to have conflicts of interest with general investors).

### **3. JAPANESE CORPORATIONS LAW**

Our Company is principally governed by the Companies Act. The Companies Act sets out the legal basis of a company and provides for substantive laws and procedural matters with which a company must comply including matters relating to its establishment, conduct of business, powers of the management and supervisory boards, share capital, the rights and obligations of shareholders and the dissolution of a company. Our Company is also subject to the FIEA, which regulates securities law in Japan and provides rules for the regulation of, amongst other things,

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stock exchanges, public tender offers, public disclosure, internal control and financial services. Set out below is a brief summary of the Companies Act and the FIEA, as is applicable, and certain related laws and legislation, each as currently in effect.

### (a) Types of companies

#### (1) *Types of companies under the Companies Act*

Under the Companies Act, companies are categorized into stock companies (*kabushiki kaisha*) and partnership-type companies (*mochibun kaisha*). A partnership-type company (Part 3 of the Companies Act) is a generic concept that embraces so-called personal companies (*jinteki kaisha*) (that is, companies where there are strong personal connections between its members and where a high degree of flexibility in structuring corporate governance within the organization is recognized), such as a partnership company (*gomei kaisha*), a limited partnership company (*goshi kaisha*) and a limited liability company (*godo kaisha*). Our Company was formed as a stock company (*kabushiki kaisha*) and descriptions in this section are principally regarding a stock company.

#### (2) *Categories of companies*

Under the Companies Act, companies are categorized into public or non-public companies, and large or other companies.

A public company (*kokai kaisha*) is defined as a company whose articles of incorporation do not require the approval of the company for the transfer of any share of one or more classes of the company’s stock. On the other hand, a non-public company (*kabushiki joto seigen kaisha*) is a company where regarding each class of stock issued by it, transfer of any share is restricted under the articles of incorporation. Under the Companies Act, there are certain differences in governance between public companies and non-public companies. Our Company is categorized as a public company.

Companies whose balance sheet for the most recent fiscal year shows a capital of ¥500 million or more, or total liabilities of ¥20 billion or more are defined under the Companies Act as large companies (*daigaisha*). There are certain differences in governance between large companies and other companies. Our Company is categorized as a large company.

Under the Companies Act, a company may select several types of corporate governance structures. However, under the listing rules of the Japanese stock exchange, a listed company is required to be either (i) a company with a board of statutory auditors or (ii) a company with three committees. Our Company is a company with a Board of Statutory Auditors.

### (b) Share capital

#### (1) *Share capital*

The share capital of a company is divided into shares. The amount of share capital is the amount paid in by those who are to become shareholders at the time of the establishment of the company, or the issuance of shares. Up to half of this amount is not required to be capitalized, but this amount has to be kept as a capital reserve. The amount of the share capital is subject to registration.

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### *(2) Share certificates*

The Companies Act defines a “Company Issuing Share Certificates” as a company the articles of incorporation of which have provisions to the effect that a share certificate representing its shares (or, in the case of a company with class shares, shares of all classes) shall be issued. A company which does not have provisions in its articles of incorporation to the effect that a share certificate represents its shares will be hereinafter referred to as a “Company Not Issuing Share Certificates”. Our Company is categorized as a Company Not Issuing Share Certificates.

In addition, under the Book-Entry Act and the listing rules of stock exchanges, a company listed on the Japanese stock exchange may not issue share certificates. The Shares of the Company are listed on the TSE and the OSE, and the Company does not issue any share certificates.

### *(3) Unit Share System*

Shareholders have, in principle, one vote per share. However, if a company adopts a unit share system, a vote is given not to each share, but to a unit of shares set by its articles of incorporation. One unit of shares cannot exceed 1,000 shares. Shareholders who hold shares below a unit are entitled to require the company to purchase these shares.

Our Company has not adopted a unit share system. In order to adopt a unit share system, amendment of its articles of incorporation by a special resolution of a shareholders’ meeting is required. However, such special resolution of a shareholders’ meeting is not required to amend the articles of incorporation in the case where (i) such adoption is made at the same time as a stock split and (ii) the voting rights of each shareholder are not reduced as a result of such stock split and adoption unit share system.

### *(4) Voting rights*

Shareholders (excluding (i) a shareholder who is prescribed as an entity in a relationship that may allow the company to have substantial control of such entity through the holding of one quarter or more of the votes of all shareholders of such entity or other reasons, (ii) the company itself in respect of the treasury stock, (iii) a shareholder who has less than one share unit, (iv) a class shareholder whose class shares do not carry voting rights and (v) a shareholder whose shares are to be repurchased pursuant to Paragraph 3 of Article 140, Paragraph 4 of Article 160 and Paragraph 2 of Article 175 of the Companies Act) have one vote per share.

Exercise of voting rights by a proxy is permitted under the Companies Act.

### *(5) Variation of rights of existing shares*

In order to change the rights of existing shares, a company is required to amend the articles of incorporation, which requires a special resolution of a shareholders’ meeting, as a rule.

### *(6) Classes of shares*

The Companies Act permits a company to issue shares with specified rights that are not held by all shares. Classes of shares permitted under the Companies Act include shares with rights in respect of the following matters:

- (a) Payment of dividends;
- (b) Distribution on liquidation;

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- (c) Restriction on voting rights;
- (d) Restriction on share transfer;
- (e) Appointment of officers at a meeting of shareholders of a certain class; and
- (f) Matters to be approved at a meeting of shareholders of a certain class as well as a general meeting of shareholders.

In addition to the above, the following types of shares are recognized as permissible classes of shares:

- (a) Shares with the right to claim for repurchase (*shutoku seikyuken-tsuki kabushiki*);
- (b) Shares with repurchase clauses (*shutoku joko-tsuki kabushiki*); and
- (c) Shares with clauses to repurchase all shares of a certain class (*zenbu shutoku joko-tsuki kabushiki*).

Shares with the right to claim for repurchase (*shutoku seikyuken-tsuki kabushiki*) are shares with respect to which the shareholders have put options exercisable against the company. In the event such options are exercised, the company may deliver bonds, share acquisition rights, bonds with share acquisition rights, shares or other assets as consideration, as specified in the articles of incorporation. Shares with repurchase clauses (*shutoku joko-tsuki kabushiki*) are shares with respect to which a company has call options exercisable against the shareholders when a certain trigger event occurs. Similarly, in the event such options are exercised, the company may deliver bonds, share acquisition rights, bonds with share acquisition rights, shares or other assets as consideration, as specified in its articles of incorporation. Shares with clauses to repurchase all shares of a certain kind are shares with respect to which a company has options to purchase all the shares of a certain class (*zenbu shutoku joko-tsuki kabushiki*) by a special resolution of a shareholders’ meeting.

In order to issue the above classes of shares, the details and the number of such shares as can be issued need to be specified in the articles of incorporation.

(7) *Stock split, gratuitous allocation and reverse stock split*

Stock Split

A company may at any time split shares on issue into a greater number by a resolution of the board of directors. Under the Book-Entry Act, on the effective date of the stock split, the numbers of shares recorded in all accounts held by the company’s shareholders at Account Managing Institutions will be increased in accordance with the applicable ratio.

Gratuitous Allocation

Under the Companies Act, a company may allot any class of shares to the company’s existing shareholders without any additional contribution by resolution of the board of directors, or gratuitous allocation; provided that, although treasury stock may be allotted to shareholders, any such gratuitous allocation will not accrue to any shares held as treasury stock. On the effective date of the gratuitous allocation, the number of shares registered in accounts held by the company’s shareholders at Account Managing Institutions will be increased in accordance with a notice from the company to JASDEC according to the Book-Entry Act.



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Reverse Stock Split

A company may at any time consolidate its shares into a smaller number of shares by a special resolution of the general meeting of shareholders. Under the Book-Entry Act, on the effective date of the reverse stock split, the numbers of shares recorded in all accounts held by the Company’s shareholders at Account Managing Institutions will be decreased in accordance with the applicable ratio

*(8) Transfer of shares*

In principle, shares are freely transferable, but companies may place a restriction on the transfer of shares, for example, by making such transfer it subject to the approval of the company. Transfer can be restricted to all the shares, or to a specific class of shares. In addition, shares listed on a Japanese stock exchange are required to be freely transferable according to their relevant listing rules and our Company has not placed any transfer restriction on our shares.

Transfer of shares in a Company Issuing Share Certificates shall not become effective unless the share certificates representing the shares are delivered; however, this shall not apply to the transfer of shares arising out of the disposition of Treasury Shares (meaning shares in a company owned by that company itself). The subscriber for Treasury Shares in a Company Issuing Share Certificates shall become the shareholder of the shares on the day when the subscriber has paid contribution for the shares. The transfer of shares in a Company Issuing Share Certificates shall not be perfected against the company unless the name and address of the person who acquires those shares is stated or recorded in the shareholder registry.

Transfer of shares in a Company Not Issuing Share Certificates will become effective by the parties manifesting their intention to do so, and the transfer of shares shall not be perfected against the company and other third parties unless the name and address of the person who acquires those shares is stated or recorded in the shareholder registry. Where Treasury Shares are disposed of, the subscriber for Treasury Shares in a Company Not Issuing Share Certificates shall become the shareholder of the shares on the day when the subscriber has paid contribution for the shares.

If the Book-Entry Act applies to the company (it applies to listed shares of companies listed on a Japanese stock exchange), any transfer of shares becomes effective only through book-entry, and the title to the shares passes to the transferee at the time when the transferred number of shares is recorded in the transferee’s account opened at an Account Managing Institution, which is a financial instrument trader (i.e. a securities firm), bank, trust company or other financial institution that meets the requirements prescribed by the Book-Entry Act.

*(9) Share Acquisition Rights (Shinkabu yoyakuken)*

The Companies Act defines a SAR as a right by the exercise of which the holder is entitled to receive shares of the issuing company.

SARs do not need to be combined with bonds. It is possible to grant SARs on their own as well as in combination with other financial products.

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In order to offer a SAR, certain details need to be approved by a special resolution of the shareholders’ meeting, including their details and number; whether it is issued in a gratuitous manner or not; and, if not, the amount of payment or the method of its calculation, etc. However, in public companies, the board of directors may make this decision with certain exceptions described below.

If SARs are issued in a gratuitous manner and they comprise an especially favourable term to the subscriber, or if the issue price is especially favourable to the subscriber, the board of directors must explain why the SARs need to be issued in such a manner at the shareholders’ meeting. Even in public companies, the terms must be approved at the general shareholders’ meeting by a special resolution in such cases. According to a case from the Tokyo District Court on June 30 of 2006, whether or not the issuance of SARs is made at an “especially favourable price/especially favourable conditions” is determined based on the price of the SARs at the time of issuance, calculated pursuant to the option pricing theory, considering factors such as the market price of the shares, exercise price of the SARs, exercise period of the SARs, interest rate, and volatility of the price of the shares (“**Fair Option Price**”). When the amount to be paid in upon issuance (or substantive consideration for SARs when they are issued without consideration) is significantly below the Fair Option Price, then in principle, the price or condition of the SARs is interpreted to be “especially favourable.”

SARs may be issued to the existing shareholders with or without consideration. In such cases, shareholders are entitled to subscribe to the share acquisition rights in proportion to their shareholding.

### *(10) Reduction of share capital*

A special resolution of a shareholders’ meeting is, as a rule, required to reduce share capital. However, where the share capital is reduced in order to cover the deficit, an ordinary resolution at the annual shareholders’ meeting will suffice.

When reducing the share capital (and the reserves), a procedure to protect the interests of creditors needs to be followed. The company must publicize the proposed reduction and inform creditors of their entitlement to an objection within a fixed period of no less than one month in the official gazette. The company also must individually notify known creditors, but this can be exempted under certain circumstances.

### *(11) Shares owned by subsidiaries*

Subsidiaries may not acquire shares of a parent company, with certain exceptions such as acquisition through certain mergers and acquisitions transactions, acquisition without consideration, and acquisition as distribution of surplus from a company other than the parent company. When they acquire shares of the parent company through such exception, they are not entitled to vote at any meeting of shareholders and are required to dispose of them at an appropriate time.

### *(12) Untraceable shareholders*

The Companies Act provides that in cases where notices have not reached a shareholder for five consecutive years and the shareholders of such shares have not received dividends of surplus for five consecutive years, the company shall be entitled to sell or auction the shares of such a shareholder. In exercising this right, a company is required to make a public notice and make a demand to a shareholder or a registered pledgee of shares seeking no objection to such action at least 3 months before such sale or auction.



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**(c) Financial assistance to purchase shares of a company or its holding company**

There is no specific restriction under the Companies Act on the provision of financial assistance by the company to another person for the purchase of, or subscription for, its own or its holding company’s shares. However, if a company’s act of financial assistance to another person is deemed to equate to an acquisition of Treasury Shares by the company for the accounts of the company, the regulations concerning the repurchase of its shares as stated in “(d) Repurchase of shares by a company” below apply to that act.

Although there are no established rules as to the “acquisition for the accounts of the company,” in general, this should be determined from a comprehensive standpoint as follows:

- (i) Terms of the financial assistance by the company to another person such as the creditworthiness of the person and collectability of the receivables including the collateral and interest;
- (ii) Whether or not the terms of the purchase of, or subscription for, a company’s shares (including the selection of the person from whom the shares are purchased, the price of the shares, and the timing of the purchase) are determined by that company’s decision; and
- (iii) Whether or not the control over the acquired shares in the company (including the authority to dispose of the shares and the right to receive dividends of surplus) belongs to that company.

**(d) Repurchase of shares by a company**

Shares can be purchased from shareholders with their consent (i) from the market, (ii) via the tender offer procedure as provided by the FIEA, (iii) from all shareholders, or (iv) from a specific shareholder.

With respect to cases (i) and (ii) above, companies with a board of directors may, by the decision of the board of directors if the articles of incorporation provide so, repurchase shares from the market or via the takeover bid procedure as provided by the FIEA. If the shares are repurchased from all shareholders (case (iii) above), an ordinary resolution of a shareholders’ meeting is sufficient (listed companies may not use this repurchase according to the FIEA and are required to conduct the takeover bid procedures.); however, if the purchase is from a specific shareholder (case (iv) above), a special resolution of a shareholders’ meeting is required. In case (iv), the name of this shareholder needs to be disclosed and approved at a general shareholders’ meeting. Other shareholders are entitled to ask the company to include them as a seller, with certain exceptions. The source of share repurchase is restricted within the Distributable Amount as defined below.

**(e) Dividends and distributions**

Under the Companies Act, the distribution of dividends takes the form of the distribution of surplus and the distribution of surplus may be made in cash and/or in kind, with no restrictions on the timing and frequency of such distributions.

In order to pay out dividends, an ordinary resolution of a shareholders’ meeting is required. In companies which (i) have an accounting auditor, where (ii) the term of directors terminates on or prior to the close of the general meeting of shareholders relating to the last fiscal year ending

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within one year from the election of the director, and which (iii) have a board of statutory auditors or three committees (being a remuneration committee, nomination committee and audit committee), matters regarding the payout of cash dividends can be delegated to the board of directors by the articles of incorporation.

Dividends can be paid out from the distributable amount which is determined in accordance with the Companies Act (“**Distributable Amount**”). Distributable Amount is the aggregate amount of other capital surplus and other retained earnings surplus at the end of the last fiscal year with a certain adjustment deducted by a certain amount such as the book value of the treasury stock. When paying dividends, the smaller amount of (i) 10% of the surplus so distributed, or (ii) an amount equal to one quarter of its share capital less the aggregate amount of capital reserve and profit reserve as at the date of such distribution needs to be set aside either as capital reserve or profit reserve until the aggregate amount of its capital reserve or profit reserve reaches one quarter of its share capital.

If the net assets are less than ¥3 million, the company cannot pay dividends.

If the company paid dividends while the company did not have a Distributable Amount, directors and others responsible for the payment are under an obligation to pay back the company the amount paid out, unless that person proves that he was not negligent in carrying out his duties.

### (f) Rights of minority shareholders

#### (1) *Rights to demand that directors call a shareholders’ meeting*

Shareholders holding consecutively for the preceding six months or more (or, where a shorter period is prescribed in the articles of incorporation, that period or more) not less than three hundredths (3/100) (or, where a lesser proportion is prescribed in the articles of incorporation, that proportion) of the votes of all shareholders may demand that the directors, by illustrating the matters which shall be the purpose of the shareholders’ meeting (limited to matters on which the shareholders may exercise their votes) and providing the reason for the calling, call a shareholders’ meeting.

In cases where (i) the calling procedure is not effected without delay after the demand stated above or where (ii) a notice is not dispatched for the calling of the shareholders’ meeting which designates, as the day of the shareholders’ meeting, a day falling within the period of eight weeks (or, where any period less than that is provided for in the articles of incorporation, that period) from the day of the demand, the shareholders who made the demand may call the shareholders’ meeting with the court’s permission.

#### (2) *Rights to demand that directors add certain matters to the agenda of a shareholders’ meeting*

At a company with board of directors, only shareholders holding consecutively for the preceding six months or more (or, where a shorter period is prescribed in the articles of incorporation, that period or more) not less than one hundredth (1/100) (or, where a lesser proportion is prescribed in the articles of incorporation, that proportion) of the votes of all shareholders or not less than three hundred (or, where a lesser number is prescribed in the articles of incorporation, that number) votes of all shareholders may demand that the directors include certain matters in the purpose of the shareholders’ meeting. In those cases, that demand shall be submitted no later than eight weeks (or, where a shorter period is prescribed in the articles of incorporation, that period or more) prior to the day of the shareholders’ meeting.

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### *(3) Rights to demand that directors include a proposal in a convocation notice*

Shareholders may demand that the directors, no later than eight weeks (or, where any period less than that is provided for in the articles of incorporation, that period) prior to the day of the shareholders' meeting, notify shareholders of the summary of the proposals which the demanding shareholders intend to submit with respect to the matters that are the purpose of the shareholders' meeting; however, for a company with board of directors, only shareholders holding consecutively for the preceding six months or more (or, where a shorter period is prescribed in the articles of incorporation, that period or more) not less than one hundredth (1/100) (or, where a lesser proportion is prescribed in the articles of incorporation, that proportion) of the votes of all shareholders or not less than three hundred (or, where a lesser number is prescribed in the articles of incorporation, that number) votes of all shareholders may make the demand.

### *(4) Derivative action*

In a derivative action, shareholders are allowed to pursue the liability of directors *vis-à-vis* the company on its behalf. In addition to the recovery of the loss to the company, this system also functions as a deterrent against neglect of duties and wrongdoing by directors and other officers of the company. Shareholders who have held a share for six months or more (or, where a shorter period is prescribed in the articles of incorporation, that period or more) before taking action are entitled to require the company, in writing, to initiate an action to pursue the liability of directors, accounting adviser, statutory auditors, senior executive officers, accounting auditors, incorporators, directors and statutory auditors in the establishment procedure, and liquidators. However, if the action is intended for the unjust benefit of the plaintiff shareholder, or a third party, or to cause damage to the company, this does not apply. If the company does not take any action within sixty days of the request, the shareholder who made the request is entitled to initiate an action in pursuit of liability of the above people. If, by waiting sixty days, there is a likelihood of irrecoverable loss caused to the company, the shareholder may initiate an action straight away. Liability of directors can be capped (i) by a resolution of the general shareholders' meeting after the incident, or (ii) by the articles of incorporation in advance. However, if shareholders holding not less than three hundredths (3/100) (or, where a lesser proportion is prescribed in the articles of incorporation, that proportion) of the votes of all shareholders (excluding officers subject to the liability) state objections during a specified period of time, the company shall not affect the exemption pursuant to those provisions of the articles of incorporation.

## **(g) Management/Corporate governance**

### *(1) The shareholders' meeting*

#### General

The shareholders' meeting is empowered to decide upon matters provided for in the Companies Act as well as all matters concerning the organization, management, administration, etc. of the company. In companies with a board of directors, the general shareholders' meeting is empowered to decide only upon matters provided for in the Companies Act and in the articles of incorporation.

#### Annual shareholders' meeting

A company is required to convene an annual shareholders' meeting within a defined period of time after the end of each business year.

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### Convocation of a shareholders’ meeting

Notice of convocation of a shareholders’ meeting setting forth the time, place, purpose thereof and certain other matters set forth in the Companies Act and relevant ordinances and business report and financial results must be mailed to each shareholder having voting rights at least two weeks prior to the date set for such meeting. Such notice may be given to shareholders by electronic means, subject to the consent of the relevant shareholders. Further, certain items to be included in the business report and notes to financial results may be provided on the company’s website, rather than circulated directly to individual shareholders pursuant to the provisions of its articles of incorporation.

### Types of resolutions

There are the following types of resolution: an ordinary resolution (*futsu ketsugi*), a special resolution (*tokubetsu ketsugi*), and a qualified special resolution (*tokushu ketsugi*).

In an ordinary resolution (*futsu ketsugi*), the resolution shall be made by a majority of the voting rights of the shareholders present who are entitled to exercise their voting rights. Shareholders representing more than half of the votes need to be present. Quorum can be set by the articles of incorporation. In the resolution to appoint or dismiss directors, statutory auditors, etc., even by the articles of incorporation, the quorum cannot be set below one third.

In a special resolution (*tokubetsu ketsugi*), the resolution shall be made by a majority of two thirds (where a higher proportion is provided for in the articles of incorporation, that proportion) or more of the votes of the shareholders present at the meeting where the shareholders holding a majority (where a proportion of one third or more is provided for in the articles of incorporation, that proportion or more) of the votes of the shareholders entitled to exercise their votes at the shareholders’ meeting are present. A special resolution is required in certain matters, including:

- Reverse stock split;
- Issuance of new shares at a particularly favourable subscription price;
- Issuance of share acquisition rights at a particularly favourable subscription price or particularly favourable conditions;
- Distribution of dividend in kind without giving shareholders the rights to demand distribution in cash;
- Acquisition at any time within two years after the incorporation of the company of assets that existed prior to such incorporation and which continue to be used for its business (*Jigo-Seturitu*);
- Merger;
- Corporate split;
- Share exchange and share transfer;
- Assignment of the entire business or a significant part of the business; and
- Dissolution of the company.

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**TRANSACTIONS REQUIRING SHAREHOLDER APPROVAL UNDER THE COMPANIES ACT**

	<b>Type of Transaction</b>	<b>Required Resolution</b>	<b>Quorum Requirement</b>
<b>Shareholders Approval Transaction</b>	Certain corporate acts such including: (i) Distribution of surplus (Article 454 of the Companies Act); (ii) repurchase of shares (Article 156(1) of the Companies Act); (iii) reduction of the amount of stated capital (Article 447(1) of the Companies Act); (iv) Reduction of the amount of reserves (Article 448(1) of the Companies Act); (v) Increase of the amount of stated capital by way of reduction of the amount of surplus (Article 450 of the Companies Act); (vi) Increase of the amount of reserves by way of reduction of the amount of surplus (Article 451); and (vii) Appropriation of its surplus, including disposition of loss and funding of voluntary reserves (Article 356(1) of the Companies Act).	An ordinary resolution, to be passed by a majority vote of shareholders entitled to exercise votes at a general meeting.	Shareholders holding a majority of the votes (of those entitled to vote) at a general meeting.
<b>Special Shareholders Approval Transaction</b>	The following transactions constitute special shareholders approval transactions: <ul style="list-style-type: none"> <li>(i) Acquisition at any time within two years after the incorporation of the company of assets that existed prior to such incorporation and continues to be used for its business (<i>Jigo-Seturitu</i>) (Article 467(1)(v) of the Companies Act);</li> <li>(ii) Merger (absorption by another company) (Article 783(1), 795(1), 804(1) of the Companies Act);</li> <li>(iii) Corporate split (separation of an existing company into two constituent parts) (Article 783(1), 795(1), 804(1) of the Companies Act);</li> <li>(iv) Share exchange and share transfer (acquisition of the entire issued share capital of a target company in exchange for shares in a target company) (Article 783(1), 795(1), 804(1) of the Companies Act); and</li> <li>(v) Assignment of entire business or significant part of business (Article 467(1), (2) of the Companies Act)<sup>1</sup>.</li> </ul>	A special resolution, to be passed by no less than a two-thirds majority vote of shareholders entitled to exercise votes at a general meeting.	Shareholders holding a majority of the votes (of those entitled to vote) at a general meeting.

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	<b>Type of Transaction</b>	<b>Required Resolution</b>	<b>Quorum Requirement</b>
	<p>In addition, certain corporate acts including the following constitute special shareholders approval transactions: (i) Reverse stock split (Article 180(2) of the Companies Act); (ii) Issuance of new shares at unfair subscription price (Article 199(2), (3) of the Companies Act); (iii) Issuance of share acquisition rights at unfair subscription price or unfair conditions (Article 238(2), (3) of the Companies Act); (iv) Distribution of dividend in kind without giving shareholders the rights to demand distribution in cash (Article 454(4) of the Companies Act); (v) Dissolution of the company (Article 471(iii) of the Companies Act).</p>		
<p><b>Special Particular Shareholders Approval Transaction</b></p>	<p>Mergers or share transfers involving the restructuring of the shares of a company such that they contain transfer restrictions, and amendments to a company’s articles of incorporation to install pre-emption rights or other transfer restrictions constitute special shareholders approval transactions.</p>	<p>A special particular resolution passed by no less than a two thirds majority vote of shareholders entitled to exercise votes at a general meeting.</p>	<p>At least half or more of the shareholders who are entitled to exercise their votes at a general meeting.</p>
<p><b>Unanimous Shareholders Approval Transaction</b></p>	<p>The following corporate acts constitute unanimous shareholders approval transactions: (i) Amendments to the articles of incorporation reclassifying all of the shares of the Company into shares subject to a statutory call option of the company (similar to redeemable shares) (Article 110 of the Companies Act); (ii) Amendments to the Articles restricting certain shareholders from being entitled to require the company to purchase their shares on a share repurchase (Article 164(2) of the Companies Act); (iii) Conversion to unlimited commercial partnership, limited commercial partnership company or limited liability partnership company (Article 776(1) of the Companies Act); and (iv) Merger or share transfers in which all or part of consideration to the shareholders of a company to be absorbed or wholly acquired is the equity of an unlimited commercial partnership, limited commercial partnership company or limited liability partnership company (Article 783(2) of the Companies Act); and (v) Incorporation type merger in which each of unlimited commercial partnership, limited commercial partnership company or limited liability partnership company will be established.</p>	<p>A special particular resolution passed unanimously by the shareholders of the Company.</p>	<p>None.</p>



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1     In addition, with respect to assignments of business, if a business assignee, together with its wholly-owned entity(ies), if any, holds 90% or more of the aggregate number of voting rights of a business assignor, approval at a shareholders’ meeting of business assignor is not required.

In a qualified special resolution (*tokushu ketsugi*), the resolution shall be made by (i) a majority (where a higher proportion is provided for in the articles of incorporation, that proportion or more) of the shareholders entitled to exercise their votes at the shareholders’ meeting, being a majority of two thirds (where a higher proportion is provided for in the articles of incorporation, that proportion) or more of the votes of the shareholders, or (ii) half or more (where a higher proportion is provided for in the articles of incorporation, that proportion or more) of all shareholders, being a majority equating to three quarters (where a higher proportion is provided for in the articles of incorporation, that proportion) or more of the votes of all shareholders. Resolutions which require a type (i) qualified special resolution include the resolution to introduce restraints on transfer of shares. A type (ii) qualified special resolution is for the resolution to introduce or change differential treatment of shareholders with respect to distribution of surplus or residual assets, or voting rights, of a company whose articles of incorporation provides a transfer restriction on all of its shares. There are also cases where all shareholders’ consent is required, for example, where the liability of directors, statutory auditors, etc. *vis-à-vis* the company is discharged.

### (2) *Directors and the board of directors*

#### General

It is mandatory for companies to have a director. Public companies, companies with three committees, and companies with a board of statutory auditors must have a board of directors. In these companies, there must be at least three directors.

#### Appointment

Directors are appointed at the general shareholders’ meeting. Shareholders representing over one-third of the votes need to be present, and an ordinary resolution of shareholders’ meeting is required. The same applies to dismissals. When the appointment of two or more directors is on the agenda, shareholders may propose resorting to the cumulative voting system, but this can be excluded by the articles of incorporation. In almost all listed companies, it is excluded.

#### Term of office

The term of office of a director terminates at the close of the general meeting of shareholders relating to the last fiscal year ending within two years from the election of the director. However, such term may be shortened by the articles of incorporation or a resolution of a general meeting of shareholders.

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### Qualifications of directors

Certain persons such as a juridical person, may not become a director of a company. However, a public company may not limit the qualifications of directors to its shareholders.

### Dismissal

Directors can be dismissed any time at the general shareholders’ meeting by an ordinary resolution. In companies that issued shares with a veto right regarding the dismissal of directors, in order to dismiss directors, in addition to the approval of the general shareholders’ meeting, approval at the meeting of shareholders of this class of shares is required. In companies with shares to appoint a certain number of directors, dismissal of directors thus appointed requires the approval of this class of shareholders.

### Remuneration

Financial benefits received from a company as consideration for the execution of duties, such as compensation and bonuses of directors shall be determined by a resolution of the shareholders’ meeting. The total amount of the directors’ compensation may be determined by the resolution of a shareholders’ meeting and each director’s compensation may be determined by the board of directors or a director who has been authorised to determine it.

### Relationship with the company

The relationship between the company and the officers (the directors, the accounting adviser, and statutory auditors) is that of mandate. As such, directors and others have a duty to act as good managers. Directors owe a fiduciary duty *vis-à-vis* the company: i.e., the duty to comply with the law, articles of incorporation, and the resolutions of the general shareholders’ meeting, and loyally carry out their duties.

### Exemption of liability

If a director shall be liable to a company for damages arising as a result of neglect of his/her duties, there are some measures of indemnity for directors in the following under the Companies Act:

- an exemption from liability may be given with the consent of all shareholders; or
- a partial exemption from liability may be given by a resolution of the board of directors if the relevant director is without knowledge and is not grossly negligent in performing his/her duties by a provision of the articles of incorporation.

In addition, a company may enter into an agreement with an external director to the effect that liability for damages shall be limited to a certain amount within the amount prescribed by the Companies Act.



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### Conflict of interest

In the following cases, directors must disclose all the material facts regarding the transactions to the board of directors and seek its approval:

- effecting a transaction within the area of business of the company for himself or for the benefit of a third party.
- effecting a transaction with the company for himself or for the benefit of a third party.
- effecting a transaction on behalf of the company with a third party in cases where there is a conflict of interests between the company and the director, such as in cases where the company guarantees the debt of the director to a lender.

Upon execution of the transaction, the director executing the transaction shall also report promptly the material information regarding such transaction to the board of directors.

### Corporate Representative

The board of directors must appoint representative directors from among the directors. Representative directors are empowered to carry out all judicial and extra-judicial acts involving the business of the company.

In companies with three committees within the board of directors, instead of representative directors, there are executive officers (*shikkō-yaku*) who are appointed by the board of directors, but not necessarily from among the directors and representative executive officers who are appointed by the board of directors from among executive officers to represent a company. Executive officers make decisions on the matters delegated to them by the decision of the board of directors, and execute the business of the company.

### Role of directors

The role of directors differs in companies with a board of directors and without a board of directors. In companies with a board of directors, only the representative director and other directors selected by the board of directors execute the business of the company, while in companies without a board of directors, directors execute the business of the company. In companies with three committees within the board of directors, directors, as a rule, do not execute the business of the company. The board of directors in those companies is intended to perform a supervisory role.

### Powers of the board of directors

The board of directors (except in companies with three committees within the board of directors) has the power to:

- determine the execution of the business of the company;
- supervise the carrying out of duties by directors;
- appoint and dismiss representative directors.

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Matters which fall within exclusive jurisdiction of the board of directors (decision-making in significant matters involving the execution of business) include the following:

- disposal or acquisition of significant assets;
- borrowing of a large amount;
- appointment and dismissal of important employees;
- establishment, change, and abolition of branches and other organizational units;
- significant matters involving the issuing of bonds;
- introduction of a system to ensure compliance of directors carrying out duties with the law and the articles of incorporation.

*(3) Statutory auditors and board of statutory auditors*

General

Companies with a board of directors (except for companies with three committees) must have a statutory auditor. In addition, large companies must have a board of statutory auditors comprised of three or more statutory auditors.

Statutory auditors

Statutory auditors are appointed and dismissed by the general shareholders' meeting. However, in order to dismiss a statutory auditor, a special resolution of the shareholders' meeting is required.

The term of office of a statutory auditor terminates at the close of the general meeting of shareholders relating to the last fiscal year ending within four years from the election of the director. However, such term may not be shortened even by the articles of incorporation.

Statutory auditors are responsible for auditing the executive actions of the directors, including ensuring the continuance of a sound corporate governance system, and additionally have broad authority to oversee the company's audit functions; including independently reviewing corporate documentation and financial statements and sharing information with, co-ordinating with and interviewing the accounting auditors; and dealing with any issues arising from the company's audit. In order to fulfill such responsibilities, the statutory auditors are given various authorities, such as the right to request that directors report to them regarding the company's business, the right to investigate the company's business and assets, and the right to demand that directors cease certain acts which are outside the scope or the purpose of the company, or in violation of laws and regulations or the articles of incorporation, if such acts are likely to cause substantial detriment to the company.

The Companies Act provides exemptions from liability for statutory auditors similar to those for the liability of directors.

The compensation and other benefits for statutory auditors are determined by a resolution of a shareholders' meeting.

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### Board of statutory auditors

The board of statutory auditors functions to facilitate the conduct by the statutory auditors of their duties and enables them to share information, allocate responsibilities among themselves and to determine auditing policy and their methods of investigation. In addition the board of statutory auditors is given the authority to consent to the appointment of statutory auditors and accounting auditors, and is required to prepare audit reports which are subject to inspection by shareholders and creditors. More specifically, the board of statutory auditors receives explanations from the company’s accounting auditors on the company’s annual auditing plan and other matters based on the annual audit report, when financial statements for the second quarter and full fiscal year are prepared.

The board of statutory auditors elects full-time statutory auditors from among the statutory auditors.

### **(h) Accounting and auditing requirements**

Regulation of accounting in the Companies Act is intended to (i) set the limit for paying out surplus; and (ii) provide information on the financial state of the company to creditors and shareholders.

Companies must prepare accurate accounting documents in a timely manner and keep them for ten years. Accounting must comply with the “practice of corporate accounting which is generally accepted as fair and appropriate.”

Companies are mandated to prepare financial statements and other documents for each financial year. These are:

- a balance sheet;
- a profit and loss report;
- a report on the changes of the amount of share capital during the financial year; and
- a business report.

Financial statements are subject to the audit of statutory auditors and accounting auditors when it has accounting auditors, and approval of the board of directors. They are then submitted to the general shareholders’ meeting for the approval of shareholders (in the case where the company has an accounting auditor and fulfills certain requirements, the financial statement is not required to be approved by a shareholders’ meeting and is required to be reported only.).

The Companies Act mandates large companies which are subject to the obligation to submit annual securities reports according to the FIEA to prepare consolidated financial statements.

### **(i) M&A (Mergers, corporate split, share exchange, share transfer, business transfers and business assumption)**

#### *(1) Mergers (gappei)*

Absorption type mergers (*kyushu gappei*) and new incorporation type mergers (*shinsetsu gappei*) are the two types of mergers available under the Companies Act. An absorption type merger is a merger whereby an existing company absorbs one or more other existing companies, while a new incorporation-type merger is a merger whereby a new company is incorporated to absorb one or more existing companies.

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The company must seek a special resolution (which will pass if (1) shareholders having 1/3 or more of outstanding shares of the Company vote at the shareholders meeting, and (2) 2/3 or more voting shareholders approve the transaction under the Companies Act and the Articles of the Company at the general shareholders meeting if it conducts a merger, unless:

- (i) the company is the surviving entity in relation to the merger and the consideration to be paid to the shareholders of the counterparty (disappearing entity) is 20% or less of the net asset of the company,
- (ii) the company has 90% or more of the outstanding shares of the counterparty, or
- (iii) the counterparty has 90% or more of the outstanding shares of the company.

Shareholders who are opposed to the planned merger are entitled to require the respective company to purchase their shares at a fair price. Shareholders who have voting rights and have informed the company of their objection before the general shareholders' meeting and have voted against the merger, or shareholders who do not have voting rights, may exercise these rights. The appraisal right must be exercised within twenty days before the date the merger takes effect and the day before this date.

Since creditors may be affected by the merger, there is a procedure for the protection of creditors. The merging companies are under an obligation to publicly announce the merger in the official gazette and also to invite known creditors to come forward, if they object to the merger. By the articles of incorporation, companies may decide not to notify known creditors individually, but to make an announcement in the daily papers, or by electronic means, in addition to the announcement in the official gazette.

If a creditor objects to the merger, the company needs to either (i) repay the debt even if it is not due, (ii) instead, provide collateral, or (iii) deposit an appropriate amount with a trust company or banks involved in trust business. However, the novelty since the 1997 amendments is that if there is no likelihood of the merger harming the creditors, these measures are not required.

Under the Companies Act, it has become permissible to use the stock of the parent of the surviving company as consideration in an acquisition or disposal, thereby enabling triangular mergers.

In mergers by setting up a new company, the merger takes effect by registration. In mergers by absorption, the rights and obligations of the extinguishing company are transferred to the surviving company in a comprehensive manner on the agreed date on which the merger takes effect.

Japanese law requires that certain general information is included in a convocation notice for an extraordinary shareholders' meeting ("**EGM**"), as well as certain other information, the content of which depends on the transaction(s) that is (or are) being contemplated. Regardless of the nature of the transaction any convocation notice must include (i) the date of the EGM; (ii) the place of the EGM and (iii) a list of matters to be resolved at the EGM.

In addition to the general content requirements for convocation notices noted above, for convocation notices which relate to gaining consent for merger contracts, the convocation notice must include the following key content requirements: (i) the reason for the proposed merger; (ii)

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the terms and conditions of the merger contract, (iii) the appropriateness of the consideration to be paid or received; (iv) the counterparty’s financial documents (balance sheet / profit and loss statement / business report / auditor’s report) of the latest financial year and (v) the counterparty’s material subsequent events after the end of the latest financial year.

### (2) Corporate split (*kaisha bunkatsu*)

A corporate split is a process whereby a stock company or a limited liability company (*godo kaisha*) transfers all or part of the rights and obligations pertaining to a certain division of the company to another existing company or a newly established company. The separation of rights and obligations pertaining to a division of such a company to an existing company is called *kyushu bunkatsu* (absorption type corporate split), while the separation of rights and obligations pertaining to a division of such a company to a newly established company is called *shinsetsu bunkatsu* (new incorporation type corporate split). In each type of corporate split, as consideration for the separation of rights and obligations, the separating company will issue or pay shares, bonds, share acquisition rights, cash or other assets to the other company.

In a new incorporation type corporate split or an absorption type corporate split, the procedure is (i) the preparation of a plan for the split, or a contract of split; (ii) the making available of relevant documents for inspection; (iii) the approval by a general shareholders’ meeting; (iv) the procedure for the protection of creditors; and (v) registration.

The plan or the contract of a split must be made available for inspection by shareholders and creditors in the same manner as mergers. The plan or the contract is subject to approval at the general shareholders’ meeting of the splitting company and, in cases of spin-off to another existing company, also by shareholders of that company by a special resolution of a shareholders’ meeting. Shareholders who are opposed to the split are granted an appraisal right as with a merger. procedure for the protection of creditors of those companies is also available.

The company must seek a special resolution at the general shareholders’ meeting if it conducts a corporate split unless:

- (i) the “corporate split” results in an establishment of a new company, and the company is the splitting entity in relation to the corporate split, and the net assets to be transferred are 20% or less of the total assets of the company,
- (ii) the “corporate split” results in a consolidation with an existing company, and the company is the splitting entity in relation to the corporate split, and the net assets to be transferred is 20% or less of the total asset of the company,
- (iii) the “corporate split” results in a consolidation with an existing company (“Merging Entity”), and the company is the Merging Entity, and the consideration to be paid to the counterparty (splitting entity) in relation to the corporate split is 20 or less of the net asset of the company,
- (iv) the “corporate split” results in a consolidation with an existing company, and the company has 90% or more of the outstanding shares of the counterparty, or
- (v) the “corporate split” results in a consolidation with an existing company, and the counterparty has 90% or more of the outstanding shares of the company.

As a rule, rights and obligations of the splitting company are transferred either to the newly established company or to the absorbing company. This also applies to employment contracts.

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Japanese law requires that certain general information is included in a convocation notice for an EGM, as well as certain other information, the content of which depends on the transaction(s) that is (or are) being contemplated. Regardless of the nature of the transaction any convocation notice must include (i) the date of the EGM; (ii) the place of the EGM and (iii) a list of matters to be resolved at the EGM.

In addition to the general content requirements for convocation notices noted above, for convocation notices which relate to gaining consent for corporate splits, the convocation notice must include the following key content requirements: (i) the reason for the proposed corporate split; (ii) the terms and conditions of the corporate split contract or plan; (iii) the appropriateness of the consideration to be paid or received, (iv) the counterparty’s financial documents (balance sheet / profit and loss statement / business report / auditor’s report) of the latest financial year; (v) the counterparty’s material subsequent events after the end of the latest financial year and (vi) the articles of incorporation, directors, statutory auditors and accounting auditor of the newly-established corporation.

### (3) *Share exchange (kabushiki kokan) and share transfer (kabushiki iten)*

A share transfer (*kabushiki iten*) is a transaction whereby one or more companies create a new company and transfer all of their outstanding shares to that new company (i.e., creation of a newly incorporated company as their 100% parent) in return for shares, bonds, share acquisition rights, bonds with share acquisition rights or other assets of the new company.

A share exchange (*kabushiki kokan*) is a transaction whereby a stock company transfers all of its outstanding shares to an existing stock company or a limited liability company (*godo kaisha*) (i.e., conversion of an existing stock company to a wholly-owned subsidiary of another existing stock company or limited liability company (*godo kaisha*)) in return for shares, bonds, share acquisition rights, bonds with share acquisition rights or other assets of the company that will become a new parent of such stock company.

The company must seek a special resolution at the general shareholders’ meeting if it conducts a share exchange unless:

- (i) the company is the squeezing entity in relation to the share exchange and the consideration to be paid to the shareholder of the counterparty (target entity) is 20% or less of the net assets of the company,
- (ii) the company has 90% or more of the outstanding shares of the counterparty, or
- (iii) the counterparty has 90% or more of the outstanding shares of the company.

The company must seek a special resolution at the general shareholders’ meeting if it conducts a share transfer.

Japanese law requires that certain general information is included in a convocation notice for an EGM, as well as certain other information, the content of which depends on the transaction(s) that is (or are) being contemplated. Regardless of the nature of the transaction any convocation notice must include (i) the date of the EGM; (ii) the place of the EGM and (iii) a list of matters to be resolved at the EGM.

In addition to the general content requirements for convocation notices noted above, for convocation notices which relate to gaining consent for share exchange contracts, the convocation notice must include the following key content requirements: (i) the reason for the proposed share



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exchange; (ii) the terms and conditions of the share exchange contract; (iii) the appropriateness of the consideration to be paid or received, (iv) the counterparty’s financial documents (balance sheet / profit and loss statement / business report / auditor’s report) of the latest financial year and (v) the counterparty’s material subsequent events after the end of the latest financial year.

Further, in addition to the general content requirements for convocation notices noted above, for convocation notices which relate to gaining consent for share transfer plans, the convocation notice must also include the following key content requirements: (i) the reason for the proposed share transfer plan; (ii) the terms and conditions of the share transfer; (iii) the company’s financial documents (balance sheet / profit and loss statement / business report / auditor’s report) of the latest financial year; (iv) the company’s material subsequent events after the end of the latest financial year and (v) the articles of incorporation, directors, statutory auditors and accounting auditor of the newly-established corporation.

### (4) *Business transfer (jigyo joto)*

A business transfer (*jigyo joto*) is a transaction whereby a stock company transfers all or a portion of its “business” (*jigyo*) to another entity. According to the judicial precedents, the term “business” (*jigyo*) is regarded to mean “a combination of assets and liabilities organized for a certain commercial purpose including a contractual relationship with its customers.” Based on this standard, bare assets which do not by themselves constitute business operations are not regarded as “business” (*jigyo*).

The contract by a stock company to transfer all of or a significant portion of its “business” (*jigyo*) to another entity is subject to the special resolution of a shareholders’ meeting unless;

- (i) the consideration to be paid by the transferee to the stock company is 20 % or less of the total assets of the stock company, or
- (ii) the transferee has 90% or more of the outstanding shares of the stock company.

Shareholders who opposed to the business transfer (*jigyo joto*) are given appraisal rights.

Japanese law requires that certain general information is included in a convocation notice for an EGM, as well as certain other information, the content of which depends on the transaction(s) that is (or are) being contemplated. Regardless of the nature of the transaction any convocation notice must include (i) the date of the EGM; (ii) the place of the EGM and (iii) a list of matters to be resolved at the EGM.

In addition to the general content requirements for convocation notices noted above, for convocation notices which relate to gaining consent for business transfers, the convocation notice must include the following key content requirements: (i) the reason for the proposed business transfer; (ii) the terms and conditions of the business transfer contract and (iii) the appropriateness of the consideration to be received.

### (5) *Business assumption (jigyo yuzuriuke)*

A business assumption (*jigyo yuzuriuke*) is a transaction whereby a stock company assumes all or a portion of its “business” (*jigyo*) from another entity. According to the judicial precedents, the term “business” (*jigyo*) is regarded to mean “a combination of assets and liabilities organized for a certain commercial purpose including a contractual relationship with its customers.” Based on this standard, bare assets which do not by themselves constitute business operations are not regarded as “business” (*jigyo*).

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The contract by a stock company to assume all of the “business” (*jigyo*) from another entity is subject to the special resolution of a shareholders’ meeting unless;

- (i) the consideration to be paid by the stock company to the transferor is 20 % or less of the net assets of the stock company, or
- (ii) the transferor has 90% or more of the outstanding shares of the stock company.

Shareholders who opposed to the business assumption (*jigyo yuzuriuke*) are given appraisal rights.

Japanese law requires that certain general information is included in a convocation notice for an EGM, as well as certain other information, the content of which depends on the transaction(s) that is (or are) being contemplated. Regardless of the nature of the transaction any convocation notice must include (i) the date of the EGM; (ii) the place of the EGM and (iii) a list of matters to be resolved at the EGM.

In addition to the general content requirements for convocation notices noted above, for convocation notices which relate to gaining consent for business assumptions, the convocation notice must include the following key content requirements: (i) the reason for the proposed business assumption; (ii) the terms and conditions of the business assumption contract and (iii) the appropriateness of the consideration to be paid.

### **(j) Financing of companies**

Other than borrowing, companies may take measures to finance themselves as follows.

#### *(1) Issuance of new shares*

The issuance of shares and the disposal of treasury shares are covered in the same section of the Companies Act as the offering of shares. When offering newly-issued shares or treasury shares that are being disposed of, either to the public or a third party, a company is required to determine the following:

- the number of offered shares;
- the price to be paid or the method of calculating it;
- if there is an in-kind contribution, the content of the contribution and its value;
- the date or period of payment; and
- matters related to the increase of the capital and capital reserve when issuing shares.

These matters need to be decided at the general shareholders’ meeting, but this can be delegated to the board of directors by a special resolution of a shareholders’ meeting. In such cases, the maximum number of shares to be issued or disposed and the minimum amount of payment need to be determined. In public companies, the above matters can be determined by the board of directors. However, this does not apply when the shares are issued or disposed of at an especially favourable price to the subscribers (whether or not a price is “especially favourable to the subscribers” is determined based on a reasonable balance between the interests of the company’s existing shareholders and its own interest in achieving effective capital financing, considering various factors including: the company’s share price prior to the date when the issue price is set; volatility of that share price; past trading volumes in the company’s shares; the company’s financial condition, profitability and level of dividends; the number of the company’s



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issued shares and the number of new shares to be issued; trends in stock market conditions; and the estimated potential of the market to absorb these new shares, according to precedent court case (Supreme Court, 8 April 1975)). In such case, a special resolution of the shareholders' meeting is required.

If the issuance of shares or the disposal of treasury shares is against the law or the articles of incorporation or was substantially unfair, shareholders are entitled to seek an injunction. Shareholders are also entitled to contest the validity of the issuance. In order to ensure the above rights of shareholders, where a public company offers shares to the public or a third party, the offer has to be publicized, or notified to shareholders at least two weeks prior to the date of paying in.

There are three types of issuances of new shares, depending on the allocation of newly-issued shares: (i) an allotment to shareholders, (ii) an allotment to a specified third party, and (iii) a public offer.

In the case of an allotment to shareholders, newly-issued shares are offered to the existing shareholders, i.e., existing shareholders are given pre-emptive rights to newly-issued shares. It is primarily used by non-public companies. In the case of an allotment to a specified third party, shares may be offered to a specific third party. The party to whom the shares are to be allocated can be determined by the board of directors. In a public offer, newly-issued shares are offered to many unspecified people. The shares are underwritten by securities firms.

### *(2) Issuance of bonds*

The Companies Act defines a bond as any monetary claim owed by a company by allotment under the provisions of the Companies Act and which will be redeemed in accordance with the provisions on the matters listed in the items of the Companies Act.

There are straight bonds and bonds with share acquisition rights. The latter are bonds with share acquisition rights which are inseparable from the bond itself.

In cases where a company will issue bonds, the company must specify a bond manager and entrust the receipt of payments, the preservation of rights of a claim on behalf of the bondholders, and other administration of the bonds to that manager, unless the value of each bond is ¥100 million or more, or the total amount of the bonds divided by the minimum price of the bond is less than 50.

## **(k) Amendment of Articles of Incorporation**

A company may amend its articles of incorporation by a special resolution of a shareholders' meeting, as a rule.

## **(l) Inspection of corporate records**

### *(1) Shareholder registry*

A company shall keep the shareholder registry at its head office (or, in cases where there is a shareholder registry administrator, at its business office). Shareholders and creditors may make a request to inspect or copy the shareholder registry at any time during the company's business hours by giving reasons. The company is not entitled to refuse the request unless (i) the shareholder or creditor makes this request to pursue goals other than the investigation for the protection or exercise of his or her rights, (ii) the shareholder or creditor makes this request to obstruct the company's execution of business and to harm the joint interests of shareholders, (iii) the shareholder or creditor is in a business substantially in concurrence with the company, or is

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involved in the business, (iv) the shareholder or creditor makes the request in order to report facts to third parties for profit, knowledge of which is acquired by inspecting or copying the shareholder registry, or (v) the shareholder or creditor is a person who has reported facts, knowledge of which was acquired by inspecting or copying the shareholder registry, to third parties for profit during the last two years.

If it is necessary in order to exercise the rights of a member of the parent company of a company, he or she may, with the court's permission, make the request stated above with respect to the shareholder registry. In such cases, the reasons for the request shall be disclosed.

*(2) Accounting documents*

Shareholders who have 3% (or, where a lesser proportion is prescribed in the articles of incorporation, that proportion) or more of the entire votes, or of the issued shares are entitled to inspect and make a copy of the accounting documents by giving reasons. The company is not entitled to refuse the request unless (i) the shareholder makes this request to pursue goals other than the investigation for the protection or exercise of his or her rights, (ii) the shareholder makes this request to obstruct the company's execution of business and to harm the joint interests of shareholders, (iii) the shareholder is in a business substantially in concurrence with the company, or is involved in the business, (iv) the shareholder makes the request in order to report facts which he/she learns by inspecting or copying the account books or materials relating thereto to third parties for profit, or (v) the shareholder is a person who has reported facts which he/she has come to learn by inspecting or copying the account books or materials relating thereto to third parties for profit during the last two years.

If it is necessary in order to exercise the rights of a member of the parent company of a company, he or she may, with the court's permission, make the request stated above with respect to the account books or materials relating thereto. In those cases, the reasons for the request shall be disclosed.

*(3) Commercial register*

A stock company is required to register certain matters such as (i) the purpose of the company, (ii) its trade name, (iii) location of the company, (iv) its share capital, (v) the total number of authorised shares, (vi) the details of shares, (vii) the number of share unit (if any), (viii) total number of issued shares, (ix) the name, address and business office of the administrator of the shareholder registry (if any), (x) the matters regarding share acquisition rights, (xi) the names of directors, (xii) the names and addresses of representative directors, (xiii) if the company is a company with a board of directors, a company with accounting auditors, a company with statutory auditors, and/or a company with a board of statutory auditors, a statement to that effect, (xiv) if there are provisions in the articles of incorporation with regard to exemptions from liability of directors, accounting advisers, statutory auditors, executive officers or accounting auditors, such provisions of the articles of incorporation, (xv) if there are provisions in the articles of incorporation with regard to the agreements for the limitation of liabilities assumed by outside directors, accounting advisers, outside statutory auditors or accounting auditors, such provisions of the articles of incorporation, (xvi) the URL for disclosure of certain information to be included in financial statements, and (xvii) the matters regarding public notice. In addition to the above, certain corporate actions such as acquisitions and disposals are, also, registered.

Anyone may inspect the commercial register at the legal affairs bureau having jurisdiction over the company.

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### (m) Dissolution and liquidation

#### (1) *Dissolving*

Under the Companies Act, a company may adopt to dissolve itself by a special resolution at a shareholders’ meeting. Upon dissolution of the company, its director(s) will cease to serve in such directorial capacity and the former director(s) will become the liquidator(s) of the stock company by default, unless otherwise provided for in its articles of incorporation or determined by a resolution at the shareholders’ meeting.

After the company is dissolved, it will continue to exist as a corporate entity. However, its sole purpose will be to liquidate itself. In other words, the dissolved company is not able to operate its business in the same manner as it did prior to the dissolution.

#### (2) *Liquidation*

Once the company is dissolved, it will then proceed to liquidate itself. Liquidation is a procedure for the company to wind-up its affairs and eventually cease to be a corporate entity. During this process, liquidators will act as representatives of the company, replacing such representatives who were the company’s representative directors before the dissolution.

## 4. EXCHANGE CONTROL

The Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended) and the cabinet orders and ministerial ordinances thereunder (collectively, the “**Foreign Exchange Act**”), govern certain matters relating to the issuance of equity-related securities by us and the acquisition and holding of shares of common stock by “exchange non-residents” and by “foreign investors” as hereinafter defined.

“Exchange non-residents” are defined under the Foreign Exchange Act as individuals who are not resident in Japan and corporations whose principal offices are located outside Japan. Generally branches and other offices of Japanese corporations located outside Japan are regarded as exchange non-residents, but branches and other offices located within Japan of non-resident corporations are regarded as residents of Japan. “Foreign investors” are defined to be (i) individuals not resident in Japan, (ii) corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan and (iii) corporations of which (a) 50% or more of the shares are held by (i) and/or (ii) above, (b) a majority of officers consists of non-resident individuals or (c) a majority of the officers having the power of representation consists of non-resident individuals. Under the Foreign Exchange Act, dividends paid on, and the proceeds of sales in Japan of, shares of common stock held by exchange non-residents in general may be converted into any foreign currency and repatriated abroad.

Under the Foreign Exchange Act, an acquisition of shares of a Japanese company listed on any Japanese stock exchange or traded on the over-the-counter market (“**OTC**”) in Japan, or the listed shares, by an exchange non-resident from a resident of Japan is generally not subject to a prior filing requirement.

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In the case of a foreign investor acquiring listed shares (whether from a resident of Japan or an exchange non-resident, from another foreign investor or from or through a designated securities company) and as a result of such acquisition the number of shares held directly or indirectly by such foreign investor (including shares held by persons who agree to act in concert with such foreign investor in connection with the exercise of shareholders’ rights) would become 10% or more of our total issued shares, such acquisition constitutes a direct inward investment and the foreign investor is required to make a subsequent report on such acquisition to the Minister of Finance and other Ministers having jurisdiction over the business of the subject company, or to the competent ministers by the 15th day of the month following the month containing the date of acquisition. If a foreign investor has failed to make a subsequent report or makes a false subsequent report, the foreign investor shall be punished by imprisonment with work for not more than 6 months or a fine of not more than ¥500 thousand. Also, in the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company has failed to make a subsequent report or makes a false subsequent report with regard to the business or property of the company, the offender shall be punished by imprisonment with work for not more than 6 months or by a fine of not more than ¥500 thousand, and the company is liable to be punished by a fine of not more than ¥500 thousand. In certain exceptional cases, a prior filing is required and the competent ministers may recommend the modification or abandonment of the proposed acquisition and, if the foreign investor does not accept the recommendation, order its modification or prohibition. If a foreign investor, without the prior filing, has made a share acquisition or prior filing containing a misstatement, the foreign investor shall be punished by imprisonment with work for not more than 3 years or by a fine of not more than ¥1 million, or both. Also, in the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company, without the prior filing, has made a share acquisition or prior filing containing a misstatement with regard to the business or property of the company, the offender shall be punished by imprisonment with work for not more than 3 years or by a fine of not more than ¥1 million, or both, and the company is liable to be punished by a fine of not more than ¥1 million.

### 5. TAXATION

The discussion of Japanese taxation set forth below is intended only as a summary and does not purport to be a complete analysis or discussion of all the potential Japanese tax consequences. As tax laws are frequently revised, the tax treatments described in this summary are subject to any future changes in applicable Japanese laws and/or double taxation conventions. This summary is not an exhaustive treatment of all possible tax considerations which may apply to specific investors under particular circumstances.

The 2011 tax reform outline (“**2011 Tax Reform Proposals**”) which were approved by the Cabinet of the Japanese Government on December 16, 2010 has been discussed at the National Diet (as defined below) of Japan. Based on the 2011 Tax Reform Proposals, (a) the period when the reduced withholding tax rate of 7% applies is proposed to be extended from December 31, 2011 to December 31, 2013 and (b) the threshold of shareholding for the individual shareholders is proposed to be changed from 5% to 3%. However, whether or not the 2011 Tax Reform Proposals will be enacted by the National Diet is not predictable as of the date of this document.

Japan has income tax treaties, conventions or agreements whereby the above-mentioned withholding tax rate is reduced. For Japanese tax purposes, a treaty rate generally supersedes the tax rate under domestic tax law. However, due to the so-called “preservation doctrine” under the respective tax treaties, and/or due to the Act on Special Measurement for the Income Tax Act, Corporation Tax Act and Local Taxes Act with respect to the Implementation of Tax Treaties (Act No. 46 of 1969, as amended), if the tax rate under domestic tax law is lower than the treaty rate

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(which is currently the case with respect to the respective tax treaties), the domestic tax rate applies. The Treaty was signed on November 9, 2010, however, the Treaty has not yet become effective as of the date of this document. The Treaty will enter into force 30 days after both Japan and Hong Kong have ratified it (in Japan this will occur when the Treaty is approved by the legislature of Japan (the “**National Diet**”)), and notified the other party of the completion of domestic ratification procedures. The Treaty will be applicable, with respect to taxes withheld at source in Japan, for amounts taxable on or after January 1 in the calendar year following the year in which the Treaty enters into force.

If the Treaty becomes effective, the Japanese withholding tax rate that applies to a beneficial owner of dividends, who is a resident of Hong Kong, will be reduced to 10%. Provided that, if the beneficial owner is a company that has directly or indirectly owned, for the six-month period ending on the date on which entitlement to the dividend is determined, at least 10% of the outstanding voting shares of the Japanese company that is paying the dividends, the tax rate will be reduced to 5%. As a general rule, a beneficial owner who is entitled to a reduced rate of Japanese withholding tax on payments of dividends is required to submit an Application Form for Income Tax Convention Regarding Relief from Japanese Income Tax on Dividends (together with other required forms and documents), in advance, through the withholding agent to the relevant tax authority before the payment of dividends. A beneficial owner who does not submit an application in advance will be entitled to claim a refund of withholding taxes withheld in excess of the rate under an applicable tax treaty, from the relevant Japanese tax authority by complying with certain subsequent filing procedures. A standing proxy for the beneficial owner may provide the application.

### 6. TAKEOVER REGULATION IN JAPAN

#### Compulsory Takeover Bid

A takeover bid (*koukai kaitsuke*) is regulated by the FIEA. If a party intends to purchase shares of companies that are required to submit annual security reports (including listed companies and OTC companies) or that issue specified listed securities, this must be done by public offering (as described below) in the following cases (with several exceptions):

- (i) If the purchase is made outside the stock exchange market (including the OTC security market) and, after the purchase, the aggregate voting rights held by a purchaser making a takeover bid (the “**takeover bidder**”) and the certain related persons of the takeover bidder divided by the total voting rights of the target company (“**Total Voting Ratio**”) exceeds 5%. An exception applies if the aggregate number of sellers in the contemplated share purchase and the sellers of shares to the takeover bidder outside the stock exchange market (“**Total Sellers**”) equals ten or less in the 60 days before the day the purchase is made.
- (ii) If the purchase is made outside the stock exchange market (including the OTC security market), the number of Total Sellers is ten or less and the Total Voting Ratio exceeds one-third after the purchase.
- (iii) If the Total Voting Ratio exceeds one-third after the purchase, and the purchase is made by the methods of purchase prescribed by the Prime Minister (including purchasing through Tokyo Stock Exchange Trading Network System (ToSTNeT) of the TSE and certain off-floor trading methods).



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- (iv) If, within three months:
- over 5% of the voting shares are purchased outside the stock exchange market (including the OTC security market) or by the methods of purchase prescribed by the Prime Minister mentioned above;
  - a total of over 10% of the voting shares are obtained through the purchase (including purchases described in the preceding bullet point) or the issuance of new shares; and
  - the Total Voting Ratio exceeds one-third after the purchase or the issuance.
- (v) If, during the period in which another party’s public offering is made, a party, whose Total Voting Ratio before the purchase exceeds one-third, purchases over 5% of the voting shares.
- (vi) In other specified cases set out in the relevant cabinet order.

### **Procedures for Takeover Bid - Public Offering**

The takeover bidder commences the takeover bid procedures by first providing public notice of the commencement of the takeover bid (*koukai kaitsuke kaishi koukoku*) and then filing the takeover bid registration statement (*koukai kaitsuke todokedesho*). The takeover bid registration statement sets forth each of the following: (i) the purpose of the acquisition, (ii) a description of negotiations related to the takeover bid, (iii) the floor offer price, (iv) an agreement with the target company and its directors, (v) information about the takeover bidder and the target company and (vi) any other information which would have a material effect on a shareholder’s decision.

The takeover bidder solicits tenders from shareholders by delivering the takeover bid explanation statement (*koukai kaitsuke setsumeisho*) to them. On the other hand, the target company publicly announces its position for the takeover bid by filing the position statement report (*iken hyoumei houkokusho*) within ten (10) business days from the public notice for commencement of the takeover bid. When the target company puts questions to the takeover bidder in such position statement, the takeover bidder must file the report for responding to the questions (*tai shitsumon kaitou houkokusho*). The takeover bidder makes a public announcement of the results of the takeover bid on the day following the end of the offering period, files the takeover bid report (*koukai kaitsuke houkokusho*) and notifies the shareholders who tendered their shares for the takeover bid of such results. Finally the takeover bid is completed by exchanging the shares and the consideration on the settlement date.

### **Regulations of Terms of Takeover Bid**

(i) Offer Price

As a general rule, the terms and conditions of a takeover bid (including the offer price) must be uniform for all shareholders of the target company. Other than this general rule, no price restrictions are imposed under the FIEA. In particular, there is no requirement to offer a premium over the market price (a discounted takeover bid is possible).

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(ii) Offering Period

An offering period must not be less than 20 business days or more than 60 business days. Within this range, the takeover bidder may extend the initial offering period. The target company may request to extend the offering period if the initial period is less than 30 business days, and if it does so, the offering period will automatically become 30 business days.

(iii) Cap and Floor on the Number of Shares

The takeover bidder may put a cap and/or a floor on the number of shares to be purchased in a takeover bid. If the number of shares tendered exceeds the cap, a pro-rata purchase from the tendered shareholders is required. However, if the Total Voting Ratio is two-thirds or more, the takeover bidder may not set a cap and must purchase all the shares tendered.

(iv) Withdrawal of Takeover Bid

The takeover bidder is generally prohibited from withdrawing a takeover bid. However, if the takeover bidder stipulates in the public notice for commencement of the takeover bid and the takeover bid registration statement that it may withdraw the takeover bid if any important changes occur to the business or property of the target company or its subsidiary, or any other circumstances occur that would significantly impede the achievement of the purpose of the takeover bid, it may withdraw the takeover bid when such matters actually occur.

(v) Change in Terms of a Takeover Bid

Generally, the takeover bidder may only change the terms and conditions of a takeover bid when such changes are not unfavourable to shareholders of the target company. Decreasing an offer price, increasing a floor on the number of shares, decreasing a cap on the number of shares and shortening an offer period are all deemed to be changes that are unfavourable to shareholders and are therefore generally prohibited. However, for example, if the takeover bidder stipulates in the public notice for commencement of the takeover bid and the takeover bid registration statement that it may reduce the offer price when the target company conducts a share split or issues shares or stock acquisition rights to the existing shareholders for no value, it may reduce the offer price when such matters actually occur. The offering period should have at least 10 business days remaining after any change to the terms and conditions of a takeover bid, otherwise the offering period must be extended.

(vi) Prohibition of Purchase Outside a Takeover Bid

Generally, certain parties, including the takeover bidder, the certain related persons of the takeover bidder and the securities company handling procedural matters for the takeover bid, may not purchase shares of the target company outside the takeover bid during the offering period. However, for example, they may purchase the shares if the agreement for such purchase has already been disclosed in the public notice for commencement of the takeover bid and the takeover bid registration statement or if such purchase is made by the exercise of stock acquisition rights.

If a person has failed to submit a takeover bid registration statement, the person shall be punished by imprisonment with work for not more than 5 years or by a fine of not more than ¥5 million, or both, and in the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company has failed to submit a

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takeover bid registration statement with regard to the business or property of the company, the offender shall be punished by imprisonment with work for not more than 5 years or by a fine of not more than ¥5 million, or both, and the company is liable to be punished by a fine of not more than ¥500 million. Also, if a person submits a takeover bid registration statement containing a misstatement, the person shall be punished by imprisonment with work for not more than 10 years or by a fine of not more than ¥10 million, or both, and in the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company submits a takeover bid registration statement containing a misstatement with regard to the business or property of the company, the offender shall be punished by imprisonment with work for not more than 10 years or by a fine of not more than ¥10 million, or both, and the company is liable to be punished by a fine of not more than ¥700 million.

### 7. LARGE SHAREHOLDING REPORT

#### Disclosure Obligations

Persons who acquire title, or a call option, to equity securities including shares, SARs, bonds with SARs and similar securities issued or to be issued by a listed company (**equity securities**) representing more than 5% of the outstanding voting rights (**Large Volume Holder**), are required to submit a large shareholding report (**Large Shareholding Report**) in the form provided by the Cabinet Office Ordinance concerning Disclosure of Status of Large Volume Holding of Share Certificates (Ordinance of the Ministry of Finance No. 36 of 1990, as amended), to the director-general of the local finance bureau, and a copy thereof to the issuer of such equity securities and stock exchanges on which such shares are listed, within five (5) business days from the date on which such person has come to be a Large Volume Holder, pursuant to Article 27-23 of the FIEA. The Large Shareholding Report submitted by such Large Volume Holder must include (a) the identity of the Large Volume Holder and its joint holders (together, **Disclosing Parties**); (b) the purpose for acquiring such equity securities; (c) the number and ratio of equity securities held by the Disclosing Parties; (d) details of the transaction regarding equity securities within a 60 day period; (e) material contracts regarding equity securities; and (f) details of the funds used by the Disclosing Parties to acquire such equity securities.

If a material change in any of the matters disclosed in a Large Shareholding Report occurs or holdings of equity securities increase or decrease by 1% or more, the Large Volume Holder must submit an amendment to the Large Shareholding Report within five (5) business days of such change.

If a person has failed to submit a Large Shareholding Report or amendment thereto or submits such report or amendment containing a misstatement of material matters, that person is liable to be punished by imprisonment with work for not more than five (5) years or issued a fine of not more than five million Yen, or both, and they will be liable to pay to the national treasury a surcharge equivalent to 1/100,000 of the total market value of the shares.

#### Timing and Method of Disclosure

As mentioned above, Large Shareholding Reports and amendments thereto must be submitted within five (5) business days of the relevant person or entity becoming a Large Volume Holder, or on the occurrence of a material change or a change in their holding ratio of 1% or more, respectively. All Large Shareholding Reports and amendments thereto are required to be



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submitted through the EDINET (it is deemed by operation of law that a copy thereof is submitted to the stock exchange when such report is submitted through EDINET) and must be made available for public inspection for five (5) years by the stock exchanges upon which the company’s securities are listed and by the FSA.

Further, with respect to institutional investors such as banks, trust companies and insurance companies, there are exceptional reporting rules under the FIEA. Institutional investors may elect to submit a Large Shareholding Report and amendment thereto in the simplified special form within five (5) business days after the record date (either the 2nd and 4th Monday (and 5th Monday, if any) of each month or the 15th day and the last day of each month) elected by such institutional investors. Such institutional investors must satisfy certain requirements such that the purpose of the institutional investors in obtaining the shareholding must not be to control the business of the company and the aggregate shareholding of the institutional investors and its joint holder must not exceed 10%, to use this exceptional reporting rule.

### 8. SALE-PURCHASE REPORT AND SHORT-SWING REGULATION

Under the FIEA each shareholder of a company having 10 % or more of outstanding voting rights (“**Major Shareholders**”) is subject to the following requirements and obligations:

#### (a) Sale-purchase Report (Article 163)

If a Major Shareholder sells or purchases (including derivative transactions with physical settlement or cash settlement) shares of a company, he/she is obliged to file a Sale-purchase Report setting forth details of such sale or purchase with the FSA by the 15th day of the month immediately following such sale or purchase. If a Major Shareholder has failed to submit a report or submits a report containing a misstatement, the Major Shareholder shall be punished by imprisonment with work for not more than 6 months or by a fine of not more than ¥500 thousands, or both. Also, in the case of a company, if the representative person of the company such as a director, or an agent, employee, or other worker of the company has failed to submit a report or submits a report containing a misstatement with regard to the business or property of the company, the offender shall be punished by imprisonment with work for not more than 6 months or by a fine of not more than ¥500 thousands, or both, and the company is liable to be punished by a fine of not more than ¥500 thousands.

#### (b) Short-swing Regulation (Article 164)

If a Major Shareholders earns profits from either (i) purchase of the shares and sale of the shares conducted within a 6 month period, or (ii) sale of the shares and purchase of the shares conducted within a 6 month period, the company is entitled to make a claim for the profits from such purchase and sale or sale and purchase, as the case may be, (“**Profits**”) against the Officer or Major Shareholder. (Note: **purchase** and **sale** to include derivative transactions with physical settlements or cash settlements.)

Moreover, if the company does not make a claim for the Profits within 60 days after receipt of demand by a shareholder of the company, the shareholder may make a claim for the Profits against the Officer or Major Shareholder, as the case may be, on behalf of the company.

If the FSA considers that an Officer or Major Shareholder earned the Profits based on the Sale-purchase Report, the FSA will deliver the portion of the Sale-purchase Report, relevant to the

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Profits (“**Profit-related Document**”), to the Major Shareholder, and if he/she does not raise any objections on the basis of lack of sale or purchase as described in the Profit-related Document within 20 days, it will deliver the Profit-related Document to the company. The FSA will publicize the Profit-related Document 20 days after the delivery to the company.

### **(c) Short-selling Regulation (Article 165)**

A Major Shareholder is prohibited from short-selling of the shares beyond the amount of the shares owned by such Major Shareholder.

## **9. NOTIFICATION REQUIREMENT UNDER THE ANTI-MONOPOLY ACT**

When a corporate investor that fulfils the certain criteria, such as domestic turnover prescribed by the Anti-Monopoly Act, acquires shares exceeding 20% or 50% of voting rights, the corporate investor is required to file a report to the JFTC prior to such acquisition. For more information, see “Supervision and Regulation — Anti-Monopoly Act.”

## **10. DISCLOSURE OF MATERIAL TRANSACTION WITH RELATED PARTIES IN THE FINANCIAL STATEMENTS**

Under the FIEA and the Regulation for Terminology, Forms and Preparation of Consolidated Financial Statements (the Ordinance of the Ministry of Finance No.28 of 1976), the notes to financial statements which are disclosed pursuant to the FIEA, must include the details of “material” transactions with related parties (“**Related Party Transactions**”), including any controlling shareholders.

The Related Parties of a Japanese company include:

- (a) the parent companies of the company;
- (b) the unconsolidated subsidiaries of the company;
- (c) corporations, etc. that have the same parent company as the company;
- (d) other related companies (meaning a corporation, etc. which, or the subsidiaries of which, are able to effect material influence on the company’s financial and operating or business decision, through its relationship on capital contribution, personnel affairs, finance, technology or transactions);
- (e) affiliated companies of the company (meaning a corporation, etc. whose financial and operating or business decisions could be materially influenced by the company or a subsidiary of the company through its relationship on capital contribution, personnel affairs, finance, technology or transactions);
- (f) major shareholders of the company (meaning a shareholder who holds voting rights exceeding 10 per cent. of the voting rights held by all the shareholders in the name of him/herself or another person) and their close relatives (meaning relatives within the second degree of kinship);
- (g) officers of the company and their close relatives;
- (h) officers of the parent companies of the company and their close relatives;

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- (i) officers of the material subsidiaries of the company and their close relatives;
- (j) a corporation in which the majority of voting rights are held by any one of the persons prescribed in (f) through (i) for his/her own account, and the subsidiaries of such corporation; and
- (k) the corporate pension provider for the employees of the company.

The items to be disclosed include:

- (a) in cases where the related parties are corporations, etc., the name, address, amount of capital stocks or contributions, content of business and the holding ratio of the voting rights that the company holds in the corporation, etc., or the holding ratio of the voting rights that the corporation, etc. holds in the company;
- (b) in cases where the related parties are individuals, the name, the occupation and the holding ratio of the voting rights that the related party holds in the company;
- (c) the relationship between the company and the related party;
- (d) the details of the transactions;
- (e) transaction amounts for each category of the transactions;
- (f) conditions of the transactions or policy of the determination thereof;
- (g) the balance, as of the end of a fiscal year, of the debts and credits generated by the relevant transactions for each account classification;
- (h) in cases where there has been an amendment to the conditions of the transactions, a note to that effect, details of the amendment and details of the influences on the consolidated financial statements caused by the amendment;
- (i) in cases where receivables owed by the related parties are classified as (i) receivables owed by a company that is not yet failed but has a substantial problem with payment or has high possibility thereof (kashidaore kenen saiken) or (ii) receivables that are a claim in bankruptcy or receivables owed by a company under rehabilitation, etc. (kousei saiken tou), the balance of the provision for possible loan loss as of the end of the relevant fiscal year, provision for doubtful accounts, etc. realised during the relevant fiscal year and bad-debt loss, etc. realised during the relevant fiscal year; and
- (j) in case where certain reserves are set relating the transaction between the company and the related party, and it is considered appropriate to be included in the notes to financial statements, items equivalent to the items prescribed in (i) above.

## **11. INSIDER TRADING REGULATIONS**

Under the FIEA, any person (i) who is a company-related person, etc. of a company listed on the Japanese stock exchange, etc., (the “Listed Company, etc.”), (ii) who has become aware of any material facts concerning business operations, etc., in connection with such Listed Company, etc. and (iii) who, prior to the time when the material facts concerning business operations, etc. have been publicly disclosed, trades, etc. in the specified securities, etc. of such Listed Company, etc. is subject to criminal penalty for insider trading.

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The terms “company-related person”, “material facts concerning business operations, etc.”, “publicly disclosure”, “trades, etc.” and “specified securities, etc.” above are defined under the FIEA, and the brief summary of them is as follows:

(a) Company-related Person, etc. (Persons Subject to the Insider Trading Regulations)

The term “company-related person” includes (i) the officer, agent, employee, part-time worker, temporary worker, etc. of the of the Listed Company, etc. (including its parent company or subsidiary; hereinafter the same in this paragraph (a)), (ii) any shareholder of the Listed Company, etc. who has the right to request inspection of account books or a member of the Listed Company, etc.’s parent company who has the right, by obtaining permission from the court, to request inspection of account books under the Companies Act, (iii) any person having authority pursuant to any applicable law or regulation (such as public officers, etc., having authority pursuant to any applicable law or regulation, the right of permission, approval, etc. and the right of entry and inspection); (iv) any person who has concluded a contract or is involved in contractual negotiations with the Listed Companies, etc. and (v) officer, etc., of a corporation who has the right to request inspection of account books (as mentioned in item (ii) above), or a corporation of who has concluded a contract or is involved in contractual negotiations (as mentioned in item (iv) above).

In addition to the “company-related person”, any person for whom one year has not lapsed since the day on which he/she ceased to be a “company-related person” (“former company-related person”) is subject to the insider trading regulations. Moreover, (i) any person who has been informed of any material facts concerning business operations, etc. by the “company-related person” or “former company-related person” (“recipient”) and (ii) an officer, etc. of a juridical person to which a recipient of information in the course of business belongs, who obtained knowledge of material facts concerning business operations, etc. during the performance of duties regarding such recipient are also subject to the insider trading regulations.

(b) Material Facts concerning Business Operations, etc.

“Material facts concerning business operations, etc.” can be classified as follows:

(i) A fact that has been determined by a company (“fact decided”)

A “fact decided” includes the decision regarding an issuance of shares, subscription warrants, stock split, dividend from surplus, etc. and all of “facts decided” are similar to and, as a general rule, covered by the matters to be disclosed as “Decisions taken by a listed company (including where decisions is taken for not carrying out the matters relating to such decision)” and “Decisions taken by subsidiaries, etc. of a listed company (including where decisions is taken for not carrying out the matters relating to such decision)” under the TSE and OSE Listing Regulations.

(ii) A fact that has occurred, irrespective of the intention of the company (“fact occurrence”)

A “fact occurrence” includes a change in major shareholders, dishonor of a bill or a check or suspension of trade with a main business partner, etc., and all “facts occurrences” are similar to and, as a general rule, covered by the matters to be disclosed as “Facts arising relative to a listed company” and “Facts arising relative to subsidiaries, etc. of a listed company” under the TSE and OSE Listing Regulations.

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- (iii) A fact in connection with information regarding account settlement of a company (“Information regarding account settlement”)

“Information regarding account settlement” is regarding sales, ordinary income, net income or dividend, etc., and , as a general rule, all of “Information regarding account settlement” is covered by the matters to be disclosed as “Information concerning the settlement of accounts of a listed company” under the TSE and OSE Listing Regulations.

- (iv) Other material fact (“comprehensive provision”)

Other material fact is a comprehensive provision that includes any material fact pertaining to the operations, business or assets of the company, which would have a significant effect on the investment decisions of investors.

Please see “Summary of the Constitution of our Company, certain TSE and OSE Listing Regulations and Japanese Corporations Law — The TSE and OSE Listing Regulations” for a summary of matters to be disclosed by a listed company under the TSE and OSE Listing Regulations.

- (c) Public Disclosure

If a director who represents a Listed Company, etc. or a person who is authorised by that director publicly discloses a material fact concerning business operations, etc. to two or more news media, and if 12 hours have elapsed since such public disclosure, this conduct is considered “public disclosure.”

In addition, (i) if a securities report, etc. containing a statement regarding a material fact concerning business operations, etc. is made available for public inspection, or (ii) if a Listed Company, etc. reports a material fact concerning business operations, etc. in accordance with the regulations of the relevant stock exchange and such material fact is made available for public inspection on the homepage operated by such exchange, this conduct is also considered “public disclosure.”

- (d) Trades, etc.

“Trades, etc.” include (i) the purchase, sale or other transfer or acquisition for value and (ii) securities index futures, security option trading, securities futures on a foreign financial instruments market or over-the-counter securities derivatives transactions.

- (e) Specified Securities, etc.

Specified securities, etc. consist of “specified securities” and “related securities.” “Specified securities” include (i) shares, corporate bonds, preferred securities, share warrants and share subscription rights, etc., and (ii) certificates, instruments or depositary receipts issued by a foreign juridical person, which have the nature of the above category (i), and which are listed on a Japanese stock exchange, etc. “Related securities” include certificates or instruments representing an option with respect to specified securities and the following securities: (i) investment trust beneficiary securities or investment securities, of which the trust assets are limited to specified securities of the relevant Listed Company, etc.; and (ii) other bonds redeemable with another company’s shares (including those issued by a foreign juridical person), etc.

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In addition to the above, any person who is a person related to takeover bidders, etc. of the Listed Company, etc., prior to the disclosure concerning the performance of a takeover bids, etc., purchases (or, in the situation where a publicly disclosed takeover bid is to be discontinued and the discontinuation is yet to be publicly disclosed, sells) the shares, etc. of such Listed Company shall be punished by imprisonment with work for not more than 5 years or by a fine of not more than ¥5 million, or both. Also, if a representative person of a company such as a director, or an agent, employee, or other worker of a company violated the insider trading regulations with regard to the business or property of the company, the company is liable to be punished by a fine of not more than ¥500 million.



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## **APPENDIX VI**

## **SHAREHOLDER PROTECTION MATTERS**

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Our Company is incorporated in Japan as a company with limited liability.

### **SHAREHOLDER PROTECTIONS IN JAPAN**

There are a number of protections available to Shareholders of the Company and the key protections are outlined below.

#### **Supervision and Regulation in Japan**

The Company is a financial conglomerate that provides a wide range of financial services and is subject to a number of laws and regulations in Japan. In particular, the Company is subject to the prudent supervision of the FSA in respect of banking and insurance matters, as well as a number of other fields such as money-lending and the sale of financial products. Further, as a listed company in Japan, the Company has adopted a stringent internal control system pursuant to the requirements of J-SOX, a legal framework for internal control provided in the FIEA for listed companies in Japan. J-SOX specifies additional requirements for financial reporting for listed companies in Japan. It also requires the Company to disclose in its annual securities report to the Shareholders an annual internal control audit report issued by the independent auditors of the Company, including any material weaknesses identified through the evaluation process by the independent auditors. Directors, Statutory Auditors and external auditors of the Company may be subject to criminal charges on non-compliance with J-SOX and may be held liable to compensate Shareholders for damages caused by false statements. For more information, see the “Supervisory and Regulatory” section of this document.

#### **Company’s Corporate Governance and Shareholder Protection Policies**

The Company has established its corporate governance structure in accordance with Japanese law requirements. The Company has five independent Directors and its Board of Statutory Auditors have the functions and responsibilities equivalent to those of the Audit Committee under certain applicable rules and regulations. In addition to their audit function, the Board of Statutory Auditors, each of whom is independent from the Company, have a wide ranging supervisory role to ensure that the Directors comply with applicable law and take prudent business decisions. They are entitled to conduct investigations into the business of the Company and demand the cessation of certain actions by Directors that are ultra vires to their powers, or in violation of the law. The Statutory Auditors also have a responsibility for overseeing the risk management, internal control and compliance committees of the Company. Thus, they provide a useful check and balance to the powers of the Directors and provide certain protections to the Company’s Shareholders. Please see “Directors and Senior Management” for more information.

#### **Regulations of the TSE and OSE and the Financial Instrument and Exchange Act**

The Company is subject to the TSE and OSE disclosure requirements which are very similar in form to the requirements under certain applicable rules and regulations. The Company is required to report financial results quarterly and annually, disclose price sensitive information on a timely basis within the next business hour of the occurrence of the relevant event or where the event occurs outside business hours, on the first business hour of the next business day, and disclose detailed extraordinary reports in respect of material transactions, such as Statutory Transactions, and acquisitions or disposals valued at greater than certain applicable thresholds. The TSE and OSE Listing Regulations provide a detailed and exhaustive list of announceable events, which include those that are price sensitive as well as a “sweep-up” provision that requires the disclosure of material events affecting the Company, which is similar in principle to the general duty of disclosure contained in certain applicable rules and regulations.

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## **APPENDIX VI**

## **SHAREHOLDER PROTECTION MATTERS**

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### **Protections under the Companies Act and the FIEA**

Japanese law provides certain additional rights to shareholders. Under the Companies Act there are a number of retrospective claims actions that a Japanese company’s shareholders are entitled to bring against the company, in the event that their rights have been marginalised or an abuse has been committed against the company. When a grossly improper resolution is made, including where such resolution is made as a result of a person having a special interest in the resolution, that resolution may be revoked by a court of justice of Japan within three months from the date of the relevant resolution by the petition of any shareholder in accordance with the Companies Act. Further, in the event that a Director or a Statutory Auditor were to breach any of their duties to the Company, he/she would face civil liability to for any penalties, loss or damages incurred by the Company as a result of such breach. In accordance with the Companies Act, Directors are required to perform their duties to the Company in a loyal manner in compliance with applicable laws and regulations, the Articles of Incorporation of the Company, and all resolutions of shareholders’ meetings. Any breach of such duties can create circumstances in which a derivative action could be brought by Shareholders as noted above. Further, Directors are re-elected on an annual basis by the Shareholders of the Company, at which point their remuneration is also determined. As such, Shareholders have a frequent opportunity to seek to challenge the tenure of the pay of any Director who has been acting in a way that is detrimental to minority shareholders, which is an incentive to the Directors to act fairly and responsibly towards minority shareholders.



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## APPENDIX VIII

## STATUTORY AND GENERAL INFORMATION

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### FURTHER INFORMATION ABOUT OUR COMPANY

#### 1. Incorporation of our Company

Our Company was incorporated on 8 July 1999 as SOFTBANK INVESTMENT CORPORATION under the Companies Act. The Company was listed on the JASDAQ market of the Osaka Stock Exchange (formerly NASDAQ Japan) on 15 December 2000 and began trading on the Osaka Stock Exchange under the ticker number 8473. On 15 February 2002 the Company listed on the First Section of the TSE (stock code: 8473) and on 27 November 2002 the Company listed on the First Section of the OSE and (stock code: 8473). The Company changed its name to SBI Holdings, Inc. on 1 July 2005.

We have registered a place of business in Hong Kong at Suite 806, 8/F, Tower 2, Lippo Centre, 89 Queensway, Hong Kong. We applied to be registered in Hong Kong under Part XI of the Companies Ordinance on 1 March 2011. Mr. Hideo Nakamura has been appointed as our agent for the acceptance of service of process in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our registered place of business in Hong Kong, as set out above. Our Company is incorporated in Japan, with registered company number 0104-01-045208, and accordingly its corporate structure and Articles of Incorporation are subject to the relevant laws of Japan. A summary of the relevant provisions of our Articles of Incorporation and certain relevant aspects of Japanese laws and regulations are set out in Appendix V to this document. The Company's EDINET code is E05159.

Our Company's head office and registered office in Japan are located at Izumi Garden Tower, 19th Floor, 1-6-1, Roppongi, Minato-ku, Tokyo, Japan. The telephone number of the head office is +81(3) 6229 0100.

#### 2. Changes in share capital of our Group

##### (a) *The Company*

As at the date of incorporation, the total issued and paid-up share capital of the Company was ¥50,000,000, which represented 1000 Shares with a par value of ¥50,000 each.

Under the Companies Act, the concept of share with par value was abolished at the time of amendments to the Commercial Code made in 2001. Following this, the shares previously issued were changed to nil par value.

Under the Companies Act, a company is allowed to carry cash paid by shareholders for new shares either as part of its capital reserve account or as part of the paid-in capital account, on the condition that at least one half of such amount must be accounted for as paid-in capital. As at 28 February 2009, the issued share capital of the Company was ¥55,207,395,227. Since 1 March 2009, the following changes have been made to the Company's issued share capital:

- (i) On 24 March 2009, the issued share capital of the Company was increased to ¥55,210,975,355 divided into 16,767,045 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥7,160,256.
- (ii) On 25 March 2009, the issued share capital of the Company was increased to ¥55,214,742,971 divided into 16,768,733 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥7,535,232.

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- (iii) On 9 June 2009, the issued share capital of the Company was increased to ¥55,216,112,843 divided into 16,768,959 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥2,729,854.
- (vi) On 18 June 2009, the issued share capital of the Company was increased to ¥55,216,455,311 divided into 16,769,015 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥676,424.
- (v) On 7 July 2009, the issued share capital of the Company was increased to ¥55,217,619,702 divided into 16,769,207 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥2,319,168.
- (vi) On 9 July 2009, the issued share capital of the Company was increased to ¥55,219,812,228 divided into 16,769,558 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥4,385,051.
- (vii) On 15 July 2009, the issued share capital of the Company was increased to ¥55,220,839,632 divided into 16,769,728 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥2,053,430.
- (viii) On 4 August 2009, the issued share capital of the Company was increased to ¥55,229,401,332 divided into 16,771,144 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥17,103,864.
- (ix) On 7 August 2009, the issued share capital of the Company was increased to ¥55,230,771,204 divided into 16,771,370 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥2,729,854.
- (x) On 10 August 2009, the issued share capital of the Company was increased to ¥55,231,169,845 divided into 16,771,433 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥797,282.
- (xi) On 14 August 2009, the issued share capital of the Company was increased to ¥55,237,123,885 divided into 16,772,099 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,907,414.
- (xii) On 27 August 2009, the issued share capital of the Company was increased to ¥55,237,329,365 divided into 16,772,133 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥410,686.
- (xiii) On 2 October 2009, the issued share capital of the Company was increased to ¥55,239,322,570 divided into 16,772,452 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥3,986,410.

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- (xiv) On 22 October 2009, the issued share capital of the Company was increased to ¥55,243,569,173 divided into 16,773,155 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥8,492,450.
- (xv) On 24 November 2009, the issued share capital of the Company was increased to ¥55,244,565,776 divided into 16,773,314 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥1,993,205.
- (xvi) On 8 December 2009, the issued share capital of the Company was increased to ¥55,247,168,532 divided into 16,773,744 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥5,193,970.
- (xvii) On 18 December 2009, the issued share capital of the Company was increased to ¥55,253,152,972 divided into 16,776,424 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,966,200.
- (xviii) On 24 December 2009, the issued share capital of the Company was increased to ¥55,255,892,716 divided into 16,776,877 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥5,471,787.
- (xix) On 28 December 2009, the issued share capital of the Company was increased to ¥55,261,851,659 divided into 16,777,863 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,909,894.
- (xx) On 4 January 2010, the issued share capital of the Company was increased to ¥55,266,590,988 divided into 16,779,447 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥9,478,656.
- (xxi) On 18 January 2010, the issued share capital of the Company was increased to ¥55,267,275,924 divided into 16,779,560 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥1,369,750.
- (xxii) On 2 February 2010, the issued share capital of the Company was increased to ¥55,267,823,872 divided into 16,779,650 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥1,087,110.
- (xxiii) On 8 February 2010, the issued share capital of the Company was increased to ¥55,268,166,340 divided into 16,779,706 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥676,424.
- (xxiv) On 17 February 2010, the issued share capital of the Company was increased to ¥55,271,156,148 divided into 16,780,184 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥5,964,006.

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- (xxv) On 19 February 2010, the issued share capital of the Company was increased to ¥55,275,142,558 divided into 16,780,823 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥7,972,803.
- (xxvi) On 26 February 2010, the issued share capital of the Company was increased to ¥55,281,122,173 divided into 16,781,781 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,952,906.
- (xxvii) On 8 March 2010, the issued share capital of the Company was increased to ¥55,284,204,385 divided into 16,782,291 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥6,163,875.
- (xxviii) On 20 April 2010, the issued share capital of the Company was increased to ¥55,286,601,661 divided into 16,782,687 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥4,783,284.
- (xxix) On 22 April 2010, the issued share capital of the Company was increased to ¥55,287,971,533 divided into 16,782,913 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥2,729,854.
- (xxx) On 7 May 2010, the issued share capital of the Company was increased to ¥55,289,341,405 divided into 16,783,139 Shares/Warrants of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥2,729,854.
- (xxxi) On 12 May 2010, the issued share capital of the Company was increased to ¥55,297,314,225 divided into 16,784,417 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥15,945,606.
- (xxxii) On 13 May 2010, the issued share capital of the Company was increased to ¥55,300,334,834 divided into 16,784,906 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥6,033,593.
- (xxxiii) On 14 May 2010, the issued share capital of the Company was increased to ¥55,302,726,680 divided into 16,785,288 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥4,766,214.
- (xxxiv) On 20 May 2010, the issued share capital of the Company was increased to ¥55,308,706,295 divided into 16,786,246 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,952,966.
- (xxxv) On 24 May 2010, the issued share capital of the Company was increased to ¥55,314,685,910 divided into 16,787,204 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,952,966.

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- (xxxvi) On 1 June 2010, the issued share capital of the Company was increased to ¥55,315,682,513 divided into 16,787,363 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥1,983,843.
- (xxxvii) On 2 June 2010, the issued share capital of the Company was increased to ¥55,321,162,001 divided into 16,788,270 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥10,958,000.
- (xxxviii) On 4 June 2010, the issued share capital of the Company was increased to ¥55,323,753,168 divided into 16,788,685 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥5,177,955.
- (xxxix) On 10 June 2010, the issued share capital of the Company was increased to ¥55,324,749,771 divided into 16,788,844 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥1,983,843.
- (xxxx) On 14 June 2010, the issued share capital of the Company was increased to ¥55,326,742,976 divided into 16,789,163 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥3,980,163.
- (xxxxi) On 17 June 2010, the issued share capital of the Company was increased to ¥55,376,573,101 divided into 16,797,150 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥99,660,250.
- (xxxvii) On 18 June 2010, the issued share capital of the Company was increased to ¥55,448,727,122 divided into 16,808,715 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥144,296,505.
- (xxxviii) On 21 June 2010, the issued share capital of the Company was increased to ¥55,572,106,512 divided into 16,828,492 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥246,757,629.
- (xxxiv) On 23 June 2010, the issued share capital of the Company was increased to ¥73,226,482,510 divided into 19,940,492 Shares of nil par value each pursuant to a public share offering at ¥11,346 per Share.
- (xxxv) On 22 December 2010, the issued share capital of the Company was increased to ¥73,232,466,950 divided into 19,943,172 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥11,966,200.
- (xxxvi) On 21 February 2011, the issued share capital of the Company was increased to ¥73,233,416,061 divided into 19,943,508 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥1,897,885.



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(xxxvii) On 15 March 2011, the issued share capital of the Company was increased to ¥73,236,330,895 divided into 19,944,018 Shares of nil par value each pursuant to the exercise of SARs/Warrants under the SAR Resolutions for a consideration of ¥ 5,829,157.

(xxxix) There will be no changes in share capital of the Company as a result of the Share Exchange. The amount of the Company's capital reserve will increase upon the Share Exchange and such amount will be determined by the Company in accordance with the Companies Act and other relevant rules.

Save as disclosed above or elsewhere in this document, there has been no alteration in the Company's share capital within the two years preceding the date of this document.

**(b) Our subsidiaries**

The following sets out the changes in share capital of the principal subsidiaries of the Group which have taken place since 1 March 2009:

**(a) SBI Investment Co., Ltd.**

(i) There has been no change in the share capital of the company since 1 March 2009.

**(b) SBI Incubation Co., Ltd.**

(i) On 28 April 2010, the issued share capital of the company increased to ¥5,555,750,000 divided into 3,320 shares of nil par value each for a consideration of ¥1,097,500,000.

**(c) SBI CAPITAL Co., Ltd.**

(i) There has been no change in the share capital of the company since 1 March 2009.

**(d) SBI Capital Solutions Co., Ltd.**

(i) There has been no change in the share capital of the company since 1 March 2009.

**(e) SBI Asset Management Co., Ltd.**

(i) There has been no change in the share capital of the company since 1 March 2009.

**(f) SBI VEN HOLDINGS PTE. LTD.**

(i) On 1 July 2009, the issued share capital of the company increased to US\$21,073,644 divided into 21,073,644 shares of nil par value each.

(ii) On 10 July 2009, the issued share capital of the company increased to US\$24,073,644 divided into 24,073,644 shares of nil par value each.

(iii) On 25 September 2009, the issued share capital of the company increased to US\$29,873,644 divided into 29,873,644 shares of nil par value each.

(iv) On 20 January 2010, the issued share capital of the company increased to US\$30,939,334 divided into 30,939,334 shares of nil par value each.

(v) On 2 March 2010, the issued share capital of the company increased to US\$32,939,334 divided into 32,939,334 shares of nil par value each.

(vi) On 1 June 2010, the issued share capital of the company increased to US\$85,789,334 divided into 85,789,334 shares of nil par value each.

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**APPENDIX VIII****STATUTORY AND GENERAL INFORMATION**

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(vii) On 15 February 2011, the issued share capital of the company increased to US\$102,035,815 divided into 102,035,815 shares of nil par value .

(viii) On 3 March 2011, the issued share capital of the company increased to US\$162,705,972 divided into 162,705,972 shares of nil par value.

**(g) SBI SECURITIES Co., Ltd.**

(i) There has been no change in the share capital of the company since 1 March 2009.

**(h) SBI Japannext Co., Ltd.**

(i) On 24 December 2010, the issued share capital of the company increased to ¥3,050,150,000 divided into 83,337 shares of nil par value each.

**(i) SBI Liquidity Market Co., Ltd.**

(i) On 15 May 2010, the issued share capital of the company increased to ¥1,000,000,000 divided into 6,000 shares of nil par value each.

**(j) SBI VeriTrans Co., Ltd.**

(i) On 2 March 2009, the issued share capital of the company increased to ¥1,059,151,670 divided into 178,673 shares of nil par value each for a consideration of ¥1,860,084.

(ii) On 9 March 2009, the issued share capital of the company increased to ¥1,059,496,190 divided into 178,793 shares of nil par value each for a consideration of ¥688,920.

(iii) On 12 March 2009, the issued share capital of the company increased to ¥1,062,080,090 divided into 179,693 shares of nil par value each for a consideration of ¥5,166,900.

(iv) On 18 March 2009, the issued share capital of the company increased to ¥1,062,631,322 divided into 179,885 shares of nil par value each for a consideration of ¥1,102,272.

(v) On 24 March 2009, the issued share capital of the company increased to ¥1,063,768,238 divided into 180,281 shares of nil par value each for a consideration of ¥2,273,436.

(vi) On 13 April 2009, the issued share capital of the company increased to ¥1,064,905,154 divided into 180,677 shares of nil par value each for a consideration of ¥2,273,436.

(vii) On 21 April 2009, the issued share capital of the company increased to ¥1,065,284,126 divided into 180,809 shares of nil par value each for a consideration of ¥757,812.

(viii) On 25 May 2009, the issued share capital of the company increased to ¥1,065,559,742 divided into 170,298 shares of nil par value each for a consideration of ¥551,136.

(ix) On 18 September 2009, the issued share capital of the company increased to ¥1,065,800,906 divided into 170,382 shares of nil par value each for a consideration of ¥482,244.

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- (x) On 16 December 2009, the issued share capital of the company increased to ¥1,066,076,522 divided into 170,478 shares of nil par value each for a consideration of ¥551,136.
- (xi) On 25 February 2010, the issued share capital of the company increased to ¥1,066,386,590 divided into 170,586 shares of nil par value each for a consideration of ¥620,028.
- (xii) On 31 March 2010, the issued share capital of the company increased to ¥1,066,972,274 divided into 170,790 shares of nil par value each for a consideration of ¥1,171,164.
- (xiii) There will be no changes in share capital of SBI VeriTrans as a result of the Share Exchange.

**(k) Morningstar Japan K.K.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(l) Gomez Consulting Co., Ltd.**

- (i) On 30 April 2010, the issued share capital of the company increased to ¥614,331,250 divided into 14,697 shares of nil par value each for a consideration of ¥1,327,500.

**(m) SBI Lease Co., Ltd.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(n) SBI Servicer Co., Ltd.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(o) SBI Marketing Co., Ltd.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(p) SBI Business Support Corp.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(q) Autoc one K.K.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(r) SBI Credit Co., Ltd.**

- (i) On 20 August 2010, the issued share capital of the company increased to ¥1,250,000,000 divided into 121,600 shares of nil par value each.

**(s) SBI Sumishin Net Bank, Ltd.**

- (i) On 7 August 2009, the issued share capital of the company increased to ¥25,000,002,934 divided into 1,003,292 shares of nil par value each.
- (ii) On 30 April 2010, the issued share capital of the company increased to ¥31,000,243,874 divided into 1,507,938 shares of nil par value each.



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**(t) SBI Insurance Co., Ltd.**

- (i) On 17 September 2009, the issued share capital of the company increased to ¥3,050,002,840 divided into 139,160 shares of nil par value each.
- (ii) On 26 May 2010, the issued share capital of the company increased to ¥5,550,009,558 divided into 281,643 shares of nil par value each.

**(u) SBI Card Co., Ltd.**

- (i) On 31 March 2009, the issued share capital of the company decreased to ¥80,000,000 divided into 6,000 shares of nil par value each.
- (ii) On 29 June 2009, the issued share capital of the company increased to ¥480,000,000 divided into 8,000 shares of nil par value each.
- (iii) On 30 November 2010, the issued share capital of the company increased to ¥2,467,500,000 divided into 114,000 shares of nil par value each for a consideration ¥3,975,000,000.
- (iv) On 16 March 2011, the issued share capital of the company increased to ¥4,967,475,000 divided into 180,666 shares of nil par value.

**(v) SBI Mortgage Co., Ltd.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(w) SBI Life Living, Co., Ltd.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(x) CEM Corporation**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(y) SBI Net Systems Co., Ltd.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

**(z) HOMEOSTYLE Inc.**

- (i) There has been no change in the share capital of the company since 1 March 2009.

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### FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

#### 4. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this document and are or may be material:

- (a) the dealer agreement dated 19 March 2009 (as amended on 12 March 2010, 16 April 2010 and 11 March 2011), entered into between the Company (as issuer), Mizuho International plc (as arranger and dealer) and other dealers with respect to the Euro Medium Term notes of up to ¥110 billion to be issued by the Company;
- (b) the revolving loan agreement dated 30 March 2010, entered into between SBI SECURITIES Co., Ltd. (as lender) and the Company (as borrower) with respect to the borrowing by the Company of up to ¥83.9 billion from SBI SECURITIES Co., Ltd.;
- (c) the underwriting agreement dated 16 June 2010, entered into between Daiwa Securities Capital Markets Co. Ltd., JPMorgan Securities Japan Co., Ltd., Nomura Securities Co., Ltd., Goldman Sachs Japan Co., Ltd., Mizuho Securities Co., Ltd. (the “**Underwriters**”) and the Company, with respect to: (i) the issuance of 2,957,000 Shares in the Company for public offering in June 2010; and (ii) the issuance of 155,000 Shares in the Company in June 2010 to the Underwriters. The Underwriters obtained the difference between the offering price (i.e., ¥11,834 per Share) and the underwriting price (i.e., ¥11,346 per Share) as commission in connection with the issuance of Shares mentioned in (i) and (ii) above;
- (d) the share exchange agreement dated 24 February 2011, entered into between the Company and SBI VeriTrans pursuant to which SBI VeriTrans will become a wholly-owned subsidiary of the Company on 1 August 2011 through the Share Exchange;

#### 5. Our Intellectual property rights

As of the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights which are material in relation to our Group’s business.

##### (a) Trademarks

As at the Latest Practicable Date, our Group has registered the following trademarks which are material in relation to our Group’s business:

Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	International Registration	36	931361 <sup>1</sup>	17/05/2017
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Australia	36	1196166	17/05/2017

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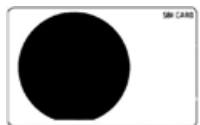
Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Benelux	36	931361 <sup>1</sup>	17/05/2017
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Turkey	36	931361 <sup>1</sup>	17/05/2017
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Vietnam	36	931361 <sup>1</sup>	17/05/2017
SBI	SBI HOLDINGS, Inc.	Indonesia	36	IDM000189875	20/07/2017
SBI	SBI HOLDINGS, Inc.	Malaysia	36	07011962	21/06/2017
	SBI HOLDINGS, Inc.	Cambodia	36	KH/30199/09	31/07/2018
	SBI HOLDINGS, Inc.	Brunei	36	39719	10/07/2018
	SBI HOLDINGS, Inc.	Philippines	36	42008008193	16/03/2019
	SBI HOLDINGS, Inc.	Thailand	36	Bor38458	05/07/2017
	SBI HOLDINGS, Inc.	China	36 <sup>2</sup>	5819896	13/04/2020
	SBI HOLDINGS, Inc.	China	37	5819897	06/02/2020
	SBI HOLDINGS, Inc.	China	38	5819898	27/01/2020
	SBI HOLDINGS, Inc.	China	39 <sup>3</sup>	5819899	13/06/2020
	SBI HOLDINGS, Inc.	China	40	5819900	27/01/2020
	SBI HOLDINGS, Inc.	China	41	5819901	20/01/2021

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<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
	SBI HOLDINGS, Inc.	China	42 <sup>4</sup>	5819902	06/09/2020
	SBI HOLDINGS, Inc.	China	43	5819903	06/02/2020
	SBI HOLDINGS, Inc.	China	44	5819904	06/02/2020
	SBI HOLDINGS, Inc.	China	45	5819905	20/01/2020
	SBI HOLDINGS, Inc.	China	35 <sup>5</sup>	5819943	13/06/2020
	SBI HOLDINGS, Inc.	China	9	5819944	13/10/2019
	SBI HOLDINGS, Inc.	China	16 <sup>6</sup>	5819945	27/09/2020
士本	SBI HOLDINGS, Inc.	Hong Kong	3,5,9,16, 35,36,38, 39,41,42, 43,44,45	301399050	03/08/2019
士本	SBI HOLDINGS, Inc.	Singapore	3,5,9,16, 35,36,38, 39,41,42, 43,44,45	T0909073B	13/08/2019
	SBI HOLDINGS, Inc.	Japan	9,16,35, 36,37,38, 39,40,42, 43,44,45	4921087	13/01/2016
	SBI HOLDINGS, Inc.	Japan	41	5027683	23/02/2017
<b>SBI</b>	SBI HOLDINGS, Inc.	Japan	35	5093549	22/11/2017
S B I	SBI HOLDINGS, Inc.	Japan	1,3	5208751	27/02/2019

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Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
S B I	SBI HOLDINGS, Inc.	Japan	36	4616054	25/10/2012
S B I	SBI HOLDINGS, Inc.	Japan	9,16,35,37,38,39,40,42,43,44,45	4919232	06/01/2016
S B I	SBI HOLDINGS, Inc.	Japan	41	5027678	23/02/2017
S B I F	SBI HOLDINGS, Inc.	Japan	35,36,42	5395556	04/03/2021
ソフトトレンドキャピタル	SBI HOLDINGS, Inc.	Japan	35,36, 41,42	4621812	15/11/2012
sbicapital	SBI HOLDINGS, Inc.	Japan	35,36, 41,42	4621814	15/11/2012
インターネットテクノロジーファンド	SBI HOLDINGS, Inc.	Japan	35,36, 41,42	4623831	22/11/2012
S B I ブロードバンドキャピタル	SBI HOLDINGS, Inc.	Japan	35,36	4845299	11/03/2015
S B I サービサー	SBI HOLDINGS, Inc.	Japan	36	4921008	13/01/2016
m u s b i	SBI Life Living Co., Ltd.	Japan	35	5027815	23/02/2017
	SBI HOLDINGS, Inc.	Japan	35,42	5029654	02/03/2017
	SBI Life Living Co., Ltd.	Japan	35,42,45	5033272	16/03/2017
	SBI HOLDINGS, Inc.	Japan	36	5051425	01/06/2017

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Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
S B I マネープラザ	SBI HOLDINGS, Inc.	Japan	41	5065966	27/07/2017
S B I ジャパンネクスト	SBI HOLDINGS, Inc.	Japan	16,35,36 38,42	5069605	10/08/2017
D H P	SBI Life Living Co., Ltd.	Japan	35,42	5072685	24/08/2017
S B I インベストメント	SBI HOLDINGS, Inc.	Japan	35,36, 41,42	5093556	22/11/2017
S B I マネープラザ	SBI HOLDINGS, Inc.	Japan	16,35, 36,42	5098451	14/12/2017
ファンドバンク F u n d B a n k	SBI HOLDINGS, Inc.	Japan	16,36	5136974	06/06/2018
マネーの守護神	SBI HOLDINGS, Inc.	Japan	35	5146130	27/06/2018
S B I 金融道場	SBI HOLDINGS, Inc.	Japan	35	5177253	31/10/2018
S B I M o n e y W o r l d	SBI HOLDINGS, Inc.	Japan	35	5177254	31/10/2018
保険の賢者	SBI HOLDINGS, Inc.	Japan	35	5177255	31/10/2018
株の長者村	SBI HOLDINGS, Inc.	Japan	35	5180338	14/11/2018
S B I オートサーバー	SBI HOLDINGS, Inc.	Japan	35,36,39	5197174	16/01/2019
調べるトラベル	SBI Life Living Co., Ltd.	Japan	39	5216866	27/03/2014
<i>Japannext</i>	SBI HOLDINGS, Inc.	Japan	36	5232893	22/05/2019

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Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
S B I ネットシステムズ	SBI HOLDINGS, Inc.	Japan	9,16,35, 36,40, 41,42,44	5245585	10/07/2019
S B I レセプト	SBI HOLDINGS, Inc.	Japan	35,36	5246627	10/07/2019
マイスコア my score	SBI HOLDINGS, Inc.	Japan	35,36	5262029	04/09/2019
アトリビュートマッチ	SBI HOLDINGS, Inc.	Japan	35,36	5262036	04/09/2019
A L L 外為比較	SBI HOLDINGS, Inc.	Japan	35,36	5262044	04/09/2019
S B I リクイデイティマ ーケット	SBI HOLDINGS, Inc.	Japan	36	5263797	11/09/2019
D I S / M A S	SBI HOLDINGS, Inc.	Japan	35,42	5274539	23/10/2019
 Fiizo	SBI HOLDINGS, Inc.	Japan	35,42	5298532	05/02/2020
S B I R E M I T S B I レミット	SBI HOLDINGS, Inc.	Japan	36	5335026	02/07/2020
S B I R E M I T S B I レミット	SBI HOLDINGS, Inc.	Japan	16,35	5371547	26/11/2020
 SBI.net	SBI HOLDINGS, Inc.	Japan	35,42	5356145	24/09/2020
SBI NATURAL RESOURCES	SBI HOLDINGS, Inc.	Japan	36	5381085	07/01/2021
MoneyLook マネールック	Techtank Corporation	Japan	9,35, 36,42	4642054	31/01/2013

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<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
	Techtank Corporation	Japan	9,35, 36,42	4653895	14/03/2013
SecureLook セキュアルック	Techtank Corporation	Japan	42	4688663	04/07/2013
コンテンツルック ContentsLook	Techtank Corporation	Japan	36,38, 41,42	4713062	26/09/2013
CashingJapan キャッシングジャパン	Finance All Corporation	Japan	35,36,42	4824597	10/12/2014
A L Lカード比較	Finance All Corporation	Japan	35,36,42	4848215	18/03/2015
ALLカードNAVI	Finance All Corporation	Japan	35,36	4878390	08/07/2015
	Finance All Corporation	Japan	35,36	4885563	05/08/2015
比較オール 比較ALL	SBI Life Living Co., Ltd.	Japan	16,35	4942989	07/04/2016
チケエク	SBI Life Living Co., Ltd.	Japan	16,35,41	4973802	28/07/2016
ベスト@リフォーム BEST@REFORM	SBI Life Living Co., Ltd.	Japan	16,35,37	5101819	28/12/2012
チケ流	SBI Life Living Co., Ltd.	Japan	16,35,41	4845419	11/03/2015
引越達人	SBI Life Living Co., Ltd.	Japan	39	4517156	26/10/2011
	Trans Science Corporation <sup>7</sup>	Japan	35,36	4861533	28/04/2015




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Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
TRANS-SCIENCE トラン スサイエンス	Trans Science Corporation <sup>7</sup>	Japan	35,36	4861534	28/04/2015
S W A N スワン	SBI Asset Management K.K.	Japan	36	4628635	13/12/2012
ネクストジャパン	SBI Asset Management K.K.	Japan	36	4949017	28/04/2016
ジェイクール j c o o l	SBI Asset Management K.K.	Japan	36	4953852	19/05/2016
ジェイリバイブ j r e v i v e	SBI Asset Management K.K.	Japan	36	5000853	02/11/2016
ジェロニモ	SBI Asset Management K.K.	Japan	36	5021461	26/01/2017
K—w i n g ケイウイング	SBI Asset Management K.K.	Japan	36	5217844	27/03/2019
グローバル●ダイナミック ストラテジー●ファン ド 世界選抜	SBI Asset Management K.K.	Japan	36	5304518	26/02/2020
ノースcott	SBI Biotech Co., Ltd.	Japan	29	5234133	29/05/ 2019
億万長者物語	E*TRADE SECURITIES Co., Ltd. <sup>8</sup>	Japan	36	4855176	08/04/2015
HYPER MOBILE ハイパーモバイル	E*TRADE SECURITIES Co., Ltd. <sup>8</sup>	Japan	36	4969994	28/07/2016

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Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
ベネフィット401k	Benefit Systems Co., Ltd. (Currently called “SBI Benefit Systems Co., Ltd.”)	Japan	35,42	4648302	28/02/2013
リクイディティ・マーケット	SBI Liquidity Market Co., Ltd.	Japan	42	5263764	11/09/2019
かりよつCAR	SBI Lease Co., Ltd.	Japan	35,39	4891822	02/09/2015
	SBI Lease Co., Ltd.	Japan	35,36,39	5045739	11/05/2017
杰街同步	SBI VeriTrans	China	35	7134943	27/08/2020
Buy-J	SBI VeriTrans	China	35	7134944	13/09/2020
佰宜杰	SBI VeriTrans	China	35	7134945	27/08/2020
佰宜杰	SBI VeriTrans	China	18	7182558	20/09/2020
佰宜杰	SBI VeriTrans	China	16	7182559	20/07/2020
佰宜杰	SBI VeriTrans	China	15	7182560	13/07/2020
佰宜杰	SBI VeriTrans	China	14	7182561	13/07/2020
佰宜杰	SBI VeriTrans	China	11	7182562	20/10/2020
佰宜杰	SBI VeriTrans	China	10	7182563	20/07/2020
佰宜杰	SBI VeriTrans	China	9	7182564	20/10/2020

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**APPENDIX VIII** **STATUTORY AND GENERAL INFORMATION**

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<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
佰宜杰	SBI VeriTrans	China	8	7182565	20/10/2020
佰宜杰	SBI VeriTrans	China	5	7182566	13/08/2020
佰宜杰	SBI VeriTrans	China	3	7182567	20/07/2020
佰宜杰	SBI VeriTrans	China	33	7182568	13/07/2020
佰宜杰	SBI VeriTrans	China	32	7182569	20/07/2020
佰宜杰	SBI VeriTrans	China	31	7182570	27/09/2020
佰宜杰	SBI VeriTrans	China	30	7182571	20/07/2020
佰宜杰	SBI VeriTrans	China	29	7182572	20/09/2020
佰宜杰	SBI VeriTrans	China	28	7182573	20/09/2020
佰宜杰	SBI VeriTrans	China	25	7182574	06/09/2020
佰宜杰	SBI VeriTrans	China	24	7182575	20/09/2020
佰宜杰	SBI VeriTrans	China	21	7182576	20/07/2020
佰宜杰	SBI VeriTrans	China	20	7182577	13/07/2020
佰宜杰	SBI VeriTrans	China	38	7182621	20/09/2020
佰宜杰	SBI VeriTrans	China	36	7182622	20/09/2020

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**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
佰宜杰	SBI VeriTrans	China	41	7182620	20/11/2020
JJ-STREET	SBI VeriTrans	China	35 <sup>9</sup>	7134942	06/11/2020
新古品	SBI VeriTrans	China	35	7452451	13/01/2021
ベリトランス Veritrans	SBI VeriTrans	Japan	9,35,36, 38,39,41, 42	4652771	14/03/2013
	SBI VeriTrans	Japan	36	5334938	02/07/2020
カード・ウエーブ Card Wave	eCure Co., Ltd.	Japan	16	2010-030307	15/10/2020
	MORNINGSTAR JAPAN Inc.	Japan	36	4888995	19/08/2015
	MORNINGSTAR JAPAN Inc.	Japan	35,36,38	5301162	12/02/2020
GOMEZ	Gomez Consulting Co., Ltd.	Japan	35,42	4532504	28/12/2011
GOMEZ	Gomez Consulting Co., Ltd.	Japan	42	5317000	16/04/2020
	SBI Insurance Co., Ltd.	Japan	36,37	5179859	14/11/2018
オートックワン Autoc one	Autoc one K.K.	Japan	12,35	5235092	29/05/2019
	SBI Life Living Co., Ltd.	Japan	35,41	5284342	04/12/2019

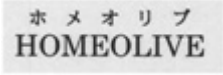

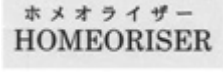
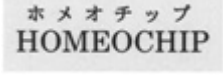

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## STATUTORY AND GENERAL INFORMATION

Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
チケット流通センター	SBI Life Living Co., Ltd.	Japan	35,41	5284343	04/12/2019
	SBI Life Living Co., Ltd.	Japan	35,36,37,41,42	5292275	08/01/2020
10-4 Cube	SBI Life Living Co., Ltd.	Japan	37,41,42	5296200	22/01/2020
10-4 Cube	SBI Life Living Co., Ltd.	Japan	35,36	5318793	23/04/2020
Life Living ライフリビング	SBI Life Living Co., Ltd.	Japan	35,36,37,39,41,42,43	5320381	30/04/2020
Prograto プログラート	SBI Planners Co., Ltd.	Japan	36	5186364	05/12/2018
CUBRIA キューブリア	SBI Planners Co., Ltd.	Japan	36	5186365	05/12/2018
Prograto プログラート	SBI Planners Co., Ltd.	Japan	37	5186366	05/12/2018
CUBRIA キューブリア	SBI Planners Co., Ltd.	Japan	37	5186367	05/12/2018
<b>Jazz SELECTED</b>	HOMEOSTYLE Inc.	Japan	5,9,10,16,17,20,21,22,24,25	1339569	17/08/2018
PRESIDENTCLUB	HOMEOSTYLE Inc.	Japan	5,9,10,16,17,20,21,22,24,25	1691552	21/07/2014
<b>DANA ROSA</b>	HOMEOSTYLE Inc.	Japan	5,9,10,16,17,20,21,22,24,25	1851843	23/04/2016
RUZZO ルッツォ	HOMEOSTYLE Inc.	Japan	25	4380334	28/04/2020

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**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
HOMEOLIVE HOMEOLIVE	HOMEOSTYLE Inc.	Japan	18,25	4461386	23/03/2011
	HOMEOSTYLE Inc.	Japan	3,16,29	4532419	28/12/2011
	HOMEOSTYLE Inc.	Japan	29,32	4532420	28/12/2011
	HOMEOSTYLE Inc.	Japan	11	4554724	22/03/2012
	HOMEOSTYLE Inc.	Japan	10	4563497	26/04/2012
HOMEOLIVE	HOMEOSTYLE Inc.	Japan	3	4584249	05/07/2012
HOMEOSTYLE HOMEOSTYLE HOMEOSTYLE	HOMEOSTYLE Inc.	Japan	3,11,18,25 29,32,44	4656448	20/03/2013
<b>by HOMEOSTYLE</b>	HOMEOSTYLE Inc.	Japan	3,11,18,25 29,32,44	4698458	08/08/2013
FINEMIST FINEMIST	HOMEOSTYLE Inc.	Japan	1,3	4740656	16/01/2014
<b>by HOMEOSTYLE</b>	HOMEOSTYLE Inc.	Japan	3,11,14,18 25,29,30 32,44	4790729	30/07/2014
	HOMEOSTYLE Inc.	Japan	25	4797886	27/08/2014
TDL GEL by HOMEOSTYLE	HOMEOSTYLE Inc.	Japan	3	4807707	01/10/2014
V.I.E.byHOMEOSTYLE	HOMEOSTYLE Inc.	Japan	29,30,32	4824770	10/12/2014





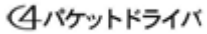
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## STATUTORY AND GENERAL INFORMATION

Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
フェクサ FEXA'	HOMEOSTYLE Inc.	Japan	3,11,29, 30,32,44	4863375	13/05/2015
顔トレ	HOMEOSTYLE Inc.	Japan	44	4886085	05/08/2015
エッセンスアライブ バイ ホームオスタイル ESSENCEALIVE by HOMEOSTYLE	HOMEOSTYLE Inc.	Japan	3	4890442	26/08/2015
Oeuf	HOMEOSTYLE Inc.	Japan	44	5090728	09/11/2017
EveryEvery	HOMEOSTYLE Inc.	Japan	32	5110571	08/02/2018
	HOMEOSTYLE Inc.	Japan	25	5115075	28/02/2018
ORSOLINO オルソリーノ	HOMEOSTYLE Inc.	Japan	25	5117369	07/03/2018
HappyFiber ハッピーファイバー	HOMEOSTYLE Inc.	Japan	29,30,32	5185452	05/12/2018
HappyBody ハッピーボディー	HOMEOSTYLE Inc.	Japan	29,30,32	5216496	19/03/2019
pururu	HOMEOSTYLE Inc.	Japan	29	5338931	16/07/2020
Beauty Spirit	HOMEOSTYLE Inc.	Japan	3	5349395	27/08/2020
ビューティースピリット	HOMEOSTYLE Inc.	Japan	3	5349396	27/08/2020
ホームオシナジー	HOMEOSTYLE Inc.	Japan	3	5349425	27/08/2020

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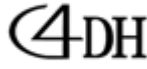


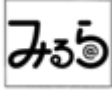
**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
HOMEOSTYLE PURURU	HOMEOSTYLE Inc.	Japan	3	5362398	22/10/2020
C4S シーヨンエス	SBI Net Systems Co., Ltd.	Japan	9,38,42	4601928	06/09/2012
C4K シーヨンケイ	SBI Net Systems Co., Ltd.	Japan	9,38,42	4605262	20/09/2012
	SBI Net Systems Co., Ltd.	Japan	16,41,42	4617465	01/11/2012
C4i シーフォーアイ	SBI Net Systems Co., Ltd.	Japan	9,38,42	4639432	24/01/2013
	SBI Net Systems Co., Ltd.	Japan	38	4690149	11/07/2013
	SBI Net Systems Co., Ltd.	Japan	9	4718899	17/10/2013
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4718931	17/10/2013
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4740674	16/01/2014
C4 Cipher Scan シーフォーサイファース キャン	SBI Net Systems Co., Ltd.	Japan	9,16,38, 41,42	4753130	05/03/2014
C4 Cipher Key シーフォーサイファーク ー	SBI Net Systems Co., Ltd.	Japan	9,16,38, 41,42	4753131	05/03/2014



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**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Proprietor</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Registration number</b>	<b>Expiry date (day/month/year)</b>
C4 Back up/400	SBI Net Systems Co., Ltd.	Japan	9,38,42	4758966	26/03/2014
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4758967	26/03/2014
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4768983	30/04/2014
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4805210	24/09/2014
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4824188	10/12/2014
クリプティ CRYPTY	SBI Net Systems Co., Ltd.	Japan	9,38,42	4844581	11/03/2015
MiLuLa みるら	SBI Net Systems Co., Ltd.	Japan	9,38,42	4899231	07/10/2015
	SBI Net Systems Co., Ltd.	Japan	9,38,42	4899232	07/10/2015
シーフォーテクノロジー	SBI Net Systems Co., Ltd.	Japan	9,16,35, 38,41,42	5009487	08/12/2016
シーフォー	SBI Net Systems Co., Ltd.	Japan	9,16,35, 38,41,42	5009488	08/12/2016
アクアグラフィー ACUAGRAPHY	SBI Net Systems Co., Ltd.	Japan	9,38,42	5070316	10/08/2017
ACUAPRINT アクアプリント	SBI Net Systems Co., Ltd.	Japan	9,42	5071051	17/08/2017

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it is incomplete and is subject to change. This Web Proof Information Pack must be read in conjunction with the section headed “Warning” on the cover of this Web Proof Information Pack.

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Trademark	Proprietor	Territory of registration	Class	Registration number	Expiry date (day/month/year)
MonoCrypt	SBI Net Systems Co., Ltd.	Japan	9	5165577	12/09/2018
FLARE	Trade Win Tech Co., Ltd. (Currently called “SBI Win Tech Co., Ltd.”)	Japan	42	4552873	22/03/2012
<b>tradeWin</b>	Trade Win Tech Co., Ltd. (Currently called “SBI Win Tech Co., Ltd.”)	Japan	36,42	4552874	22/03/2012
モバイルキー	SBI Sumishin Net Bank, Ltd.	Japan	9,36,38,42	5155715	01/08/2018
モバキー	SBI Sumishin Net Bank, Ltd.	Japan	9,36,38,42	5155716	01/08/2018
コイントス	SBI Sumishin Net Bank, Ltd.	Japan	36	5262042	04/09/2019
プレーオフ	SBI Sumishin Net Bank, Ltd.	Japan	36	5262043	04/09/2019
Oh!FX	SBI Sumishin Net Bank, Ltd.	Japan	36	5295398	22/01/2020
NET CHECK	SBI Sumishin Net Bank, Ltd.	Japan	36	5295398	22/01/2020
	SBI Sumishin Net Bank, Ltd.	Japan	16,35,36	5335850	09/07/2020



As at the Latest Practicable Date, we had applied for registration of the following trademarks, the registration of each of which has not yet been granted:

## APPENDIX VIII STATUTORY AND GENERAL INFORMATION

Trademark	Applicant	Territory of registration	Class	Application number	Application date for registration (day/month/year)
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	France	36	931361 <sup>1</sup>	17/05/2007
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Germany	36	931361 <sup>1</sup>	17/05/2007
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Iran	36	931361 <sup>1</sup>	17/05/2007
SBI ジャパンネクスト	SBI HOLDINGS, Inc.	Switzerland	36	931361 <sup>1</sup>	17/05/2007
思佰益	SBI HOLDINGS, Inc.	China	3,5,9,16, 35,36,38, 39, 41,42, 43,44,45	2011-30069 <sup>1</sup>	10/03/2011
思佰益	SBI HOLDINGS, Inc.	Singapore	3,5,9,16, 35,36,38, 39,41,42, 43,44,45	2011-30069 <sup>1</sup>	10/03/2011
思佰益	SBI HOLDINGS, Inc.	Hong Kong	3,5,9,16, 35,36,38, 39,41,42, 43,44,45	100005489	31/01/2011
思佰益	SBI HOLDINGS, Inc.	Taiwan	3,5,9,16, 35,36,38, 39,41,42, 43,44,45	301821681	26/01/2011
士本	SBI HOLDINGS, Inc.	China	45	7602660	07/08/2009
士本	SBI HOLDINGS, Inc.	China	44	7602661	07/08/2009
士本	SBI HOLDINGS, Inc.	China	43	7602662	07/08/2009
士本	SBI HOLDINGS, Inc.	China	42	7602664	07/08/2009
士本	SBI HOLDINGS, Inc.	China	41	7602665	07/08/2009
士本	SBI HOLDINGS, Inc.	China	39	7602666	07/08/2009

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**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Applicant</b>	<b>Territory of registration</b>	<b>Class</b>	<b>Application number</b>	<b>Application date for registration (day/month/year)</b>
士本	SBI HOLDINGS, Inc.	China	38	7602667	07/08/2009
士本	SBI HOLDINGS, Inc.	China	36	7602668	07/08/2009
士本	SBI HOLDINGS, Inc.	China	35	7602669	07/08/2009
士本	SBI HOLDINGS, Inc.	China	16	7602670	07/08/2009
士本	SBI HOLDINGS, Inc.	China	9	7602671	07/08/2009
士本	SBI HOLDINGS, Inc.	China	5	7602672	07/08/2009
士本	SBI HOLDINGS, Inc.	China	3	7602673	07/08/2009
S B I	SBI HOLDINGS, Inc.	Japan	5	2009-795	07/05/2008
S B I ソーシャルレ ンディング SBI SOCIAL LENDING	SBI HOLDINGS, Inc.	Japan	36,42	2010-74405 <sup>10</sup>	22/09/2010
I N S W E B インズウェブ	SBI HOLDINGS, Inc.	Japan	16	2010-041720	27/05/2010
I N S W E B インズウェブ	SBI HOLDINGS, Inc.	Japan	35,42	2010-101165	28/12/2010
思佰益	SBI HOLDINGS, Inc.	Japan	3, 5, 9, 16, 35, 36, 38, 39, 41, 42, 43, 44, 45	2010-97027	14/12/2010
	SBI HOLDINGS, Inc.	Hong Kong	36	301840077	22/02/2011
	SBI HOLDINGS, Inc.	Korea	9,42	45-2011-0000202	14/01/2011
新古品	SBI VeriTrans	China	25	7452453	08/06/2009

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## STATUTORY AND GENERAL INFORMATION

Trademark	Applicant	Territory of registration	Class	Application number	Application date for registration (day/month/year)
新古品	SBI VeriTrans	China	14	7452455	08/06/2009
レギュラーバンク	SBI Sumishin Net Bank, Ltd.	Japan	16,36	2010-70795 <sup>10</sup>	08/09/2010

*Note:*

- 1 This is the International Registration Number.
- 2 While the class of this trademark is 36, the scope of protection for this trademark is limited to the evaluation of antiques, art products and jewels, and collection of contributions for charity.
- 3 While the class of this trademark is 39, the scope of protection for this trademark is limited to the lease of mechanical parking, the lease, keeping and transportation of domestic refrigerators, the provision of parking, the agency of transportations, the rail transportations, the provision of heat, the lease of bicycles, the lease of freezers, the storage service, the management of parking, the provision of gas and electricity, the lease of cashboxes, the provision of information on traffic, the agency of transportation of cargos, the air transport, the provision of storehouses, the lease of airplanes, the replacement driver service, the lease of automobiles, the transportation, the vehicle transport, the ship transport, the packaging of cargos, the loading of cargos, the provision of water, the lease of wheel chairs, the lease of domestic freezers and the packaging of goods.
- 4 While the class of this trademark is 42, the scope of protection for this trademark is limited to the examination of materials, the engineering of non-steel plants, the research on the biology, the surveying, the research on cosmetics, the chemical analysis, the provision of meteorological information, the research on geology, the engineering of electric plans, the lease of measurement equipments and the chemical research.
- 5 While the class of this trademark is 35, the scope of protection for this trademark is limited to the lease of vending machines.
- 6 While the class of this trademark is 16, the scope of protection for this trademark is limited to the interlines, the printed words, the typewriters, the food packaging films for domestic use, the address printers, the web press, the sanitary towels, the automatic stamping machines for letters, the publications, the paper table napkins, the blocks of printing, the indoor aquarium, the convexed printers, the diapers made of paper and cellulose, the trash bags made of paper and plastics, the postmark machines, the blueprint copy machines, the ink ribbons for printing, the paper packaging trays, the paper towels, the paper handkerchiefs, the photo frames, the paper table cloths, the check writers, the mimeographed editions, the paper trash bags, the photos and the papers.
- 7 While Trans Science Corporation has demerged into SBI Trans Science K.K. in November 2009 and this trademark has been transferred to SBI Trans Science K.K., the name of proprietor has not been updated.
- 8 While E\*TRADE Securities has changed its corporate name into SBI Securities Co., Ltd., the name of proprietor has not been updated.
- 9 While the class of this trademark is 35, the scope of protection for this trademark is limited to the representation of planning and the implementation for marketing, the consultation in relation to the human resources and the representative service of office transfers, information collection to computer data bases and accounting.
- 10 The assessment procedure for this trademark has been completed, however, the registration number has not been granted yet.

## APPENDIX VIII

## STATUTORY AND GENERAL INFORMATION

### (b) Patents

As at the Latest Practicable Date, our Group was the registered owner of the following patents which are material in relation to our Group's business:

<u>Title of patent</u>	<u>Place of registration</u>	<u>Patent number</u>	<u>Application date (day/month/year)</u>	<u>Registered owner</u>
Commerce information processor, commerce terminal, commerce information processing method, and recorded medium (取引情報処理装置、取引端末装置、取引情報処理方法、および、記録媒体)	PCT application	PCT/JP00/07071	27/01/2000*	SBI SECURITIES Co., Ltd.
Electronic watermark information detection device, its detecting method and recording medium incorporating electronic water mark information detecting method (電子透かし情報検出装置及びその検出方法並びに電子透かし情報検出方法を内蔵した記録媒体)	Japan	JP3558120	28/01/2000	SBI Net Systems Co., Ltd.
Electronic watermark information detection device, its detecting method and recording medium incorporating electronic water mark information detecting method	Europe	EP1156660	28/01/2000**	SBI Net Systems Co., Ltd.
Method for embedding watermark information in sound information and method for detecting the watermark information from the sound information having the watermark information embedded (音声情報に透かし情報を埋め込む方法及び透かし情報を埋め込んだ音声情報から透かし情報を検出する方法)	Japan	JP3623936	28/11/2001	SBI Net Systems Co., Ltd.
Network settlement processing system, network settlement processor, network settlement processing method and network settlement processing program (ネットワーク決済処理システム、ネットワーク決済処理装置、ネットワーク決済処理方法、および、ネットワーク決済処理プログラム)	Japan	JP3632051	20/06/2001	SBI VERITRANS, Co., Ltd.
Method for embedding watermark information in moving image and method for reading watermark information from moving image(透かし情報の検出方法)	Japan	JP3831204	09/04/2001	SBI Net Systems Co., Ltd.

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<b>Title of patent</b>	<b>Place of registration</b>	<b>Patent number</b>	<b>Application date (day/month/year)</b>	<b>Registered owner</b>
Building provided for use in multiple dwelling house (集合住宅の用途に供する建築物)	Japan	JP3890075	19/11/2004	LIVING Corporation, Inc.
Scoring model evaluation method using credit authorization, scoring model evaluation apparatus, authorization system, and scoring model evaluation program (与信審査を利用したスコアリングモデル評価方法およびスコアリングモデル評価プログラム)	Japan	JP3896377	15/11/2004	SBI Holdings, Inc.
Copy-inhibiting pattern producing method and device, image processing method and device, program, and computer-readable recording medium(画像処理方法、画像処理装置、プログラムおよびコンピューター読み取り可能な記録媒体)	Japan	JP4245488	19/01/2004	SBI Net Systems Co.,Ltd.
Cdc7-ASK kinase complex, substrate of the kinase complex, antibody specific to the substrate, and method of screening compound capable of inhibiting cdc7-ASK kinase using the same(C d c 7—A S K キナーゼ複合体、該キナーゼ複合体の基質、及び該基質に特異的な抗体、並びにこれらを用いた C d c 7—A S K キナーゼ阻害能を有する化合物のスクリーニング方法)	PCT application	PCT/JP2003/002918	12/03/2002*	Japan Science And Technology Corporation and SBI Biotech, Co., Ltd
Building method of multistory building(多層建築物の建築方法)	Japan	JP4302616	19/11/2004	LIVING Corporation, Inc.
Human H37 Protein, and ccDNA coding for the same (ヒト H 3 7 タンパク質と、このタンパク質をコードする c D N A)	PCT application	PCT/JP99/06076	30/10/1998*	Japan Science And Technology Corporation and SBI Biotech, Co., Ltd
System and method for dealing in security (有價証券取引システム及び取引方法)	Japan	JP4414572	17/08/2000	SBI SECURITIES Co., Ltd.
Method of detecting mouse interferon-producing cells (マウスインターフェロン産生細胞の検出方法)	PCT application	PCT/JP2003/009809	01/08/2002*	SBI Biotech, Co., Ltd

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## STATUTORY AND GENERAL INFORMATION

Title of patent	Place of registration	Patent number	Application date (day/month/year)	Registered owner
Information providing system, mobile terminal, and apparatus, method and program for providing information (情報提供システム、携帯端末、情報提供装置、情報提供方法および情報提供プログラム)	Japan	JP2007172335*** (publication Number)	22/12/2005	SBI SECURITIES Co., Ltd.

*Note:*

- \* This is the priority date of the PCT application.
- \*\* This is the priority date based on the Paris Convention.
- \*\*\* The decision to grant a patent has been made by the Japan Patent Office and the registration fee has been already paid.
- \*\*\*\* All the patents listed in this table are valid for a period of 20 years from the date of application.

### (c) Domain names

As at the Latest Practicable Date, we had registered the following domain names:

Domain Name	Registrant	Expiry Date (day/month/year)
SBIGROUP.CO.JP	SBI Holdings, Inc.	30/09/2010
CASHINGJAPAN.JP		30/04/2011
SBIGROUP.JP		31/10/2010
SEIKATSU-GUIDE.JP		31/07/2011
SBI-COM.JP		31/03/2011
SBIHOLDINGS.JP		31/03/2011
CA-INSWEB.JP		31/10/2010
KABUKEITAI.JP		31/12/2010
MYSCORE.JP		30/06/2011
CHINTAI-GUIDE.JP		30/06/2011
CASHING-RAINBOW.JP		31/03/2011
MICRO-FINANCE.JP		30/06/2011
MICRO-CREDIT.JP		30/06/2011
COMPANY-RESEARCH.JP		31/05/2011
SBIF.JP		31/07/2011
GINKOULOAN.JP		31/07/2011
GINKOLOAN.JP		31/07/2011
sbinvestment.co.jp	SBI Investment Co., Ltd.	31/08/2011
sbics.co.jp	SBI Capital Solutions Co., Ltd.	31/08/2011
sbiam.co.jp	SBI Asset Management Co., Ltd.	31/03/2011
sbibiotech.jp	SBI Biotech Co., Ltd.	31/03/2011
sbi-alapromo.co.jp	SBI ALApromo Co., Ltd.	30/11/2010
sbivencapital.com.sg	SBI VEN CAPITAL PTE. LTD.	27/04/2011
sbisec.co.jp	SBI SECURITIES Co., Ltd.	31/03/2011
sbi-fs.co.jp	SBI Financialshop Co., Ltd.	31/10/2011
benefit401k.com	SBI Benefit Systems Co., Ltd.	01/06/2011



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Domain Name	Registrant	Expiry Date (day/month/year)
sbilm.co.jp	SBI Liquidity Market Co., Ltd.	31/10/2010
japannext.co.jp	SBI Japannext Co., Ltd.	31/12/2010
scg.co.jp	Strategic Consulting Group, Inc.	31/01/2011
fundbank.jp	SBI Fund Bank Co., Ltd.	30/09/2010
morningstar.co.jp	Morningstar Japan K.K.	30/11/2010
gomez.co.jp ゴメス.JP	Gomez Consulting Co., Ltd.	31/05/2011 30/11/2010
morningstarasset.jp	Morningstar Asset Management Co., Ltd.	31/08/2011
veritrans.co.jp e-cure.co.jp	SBI VeriTrans	30/06/2011
weblease.co.jp o-kuruma.jp	SBI Lease Co., Ltd.	30/11/2010 30/04/2011
sbicard.co.jp	SBI Card Co., Ltd.	30/06/2011
sbimarketing.co.jp SBIMARKETING.CO.JP AIMHOUSE.JP FXGAITAME.JP	SBI Marketing Co., Ltd.	30/09/2010 30/09/2010 30/11/2010 30/06/2011
sbisonpo.co.jp sbisonpo.jp	SBI Insurance Co., Ltd.	30/11/2010 31/03/2011
netbk.co.jp NETBK.JP	SBI Sumishin Net Bank, Ltd.	30/04/2011 31/03/2011
autoc-one.jp AUTOC-ONE.CO.JP AUTOC-ONE.JP ECOBIKE.JP オートックワン.JP	Autoc one K.K.	31/12/2010 31/07/2011 31/12/2010 28/02/2011 31/12/2010
autosupport.jp	SBI AutoSupport Co., Ltd.	31/08/2011
sbiservicer.co.jp	SBI Servicer Co., Ltd.	31/05/2011
solxyz.co.jp	SOLXYZ Co., Ltd.	28/02/2011
egsatellite.jp SBIPU.CO.JP EGS-M.JP POCA.JP SMILEBALOON.JP UOMA.JP UOOMA.JP UOOOMA.JP UOOOOMA.JP SMILEBALLOON.JP SBICHILDREN-SNS.JP	SBI Point Union Co., Ltd.	31/07/2011 31/03/2011 31/12/2010 30/09/2010 28/02/2011 28/02/2011 28/02/2011 28/02/2011 28/02/2011 28/02/2011 30/10/2011
sbi-bs.co.jp bc-seminar.jp	SBI Business Solutions Co., Ltd.	28/02/2011 30/09/2010
sbibs.co.jp	SBI Business Support Corp.	30/09/2010
artfolio.co.jp	SBI artfolio Co., Ltd.	31/01/2011

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Domain Name	Registrant	Expiry Date (day/month/year)
sbi-mortgage.co.jp	SBI Mortgage Co., Ltd.	30/09/2010
sbi-moneyplaza.co.jp		30/06/2011
cem-corp.co.jp	CEM Corporation	31/10/2010
sbi-lifeliving.co.jp	SBI Life Living, Co., Ltd.	30/06/2011
sbi-planners.co.jp	SBI Planners Co., Ltd.	31/05/2011
sbiaq.co.jp	SBI ArchiQuality Co., Ltd.	31/08/2011
sbigt.co.jp	SBI Guarantee Co., Ltd.	31/03/2011
sbi-moneyplaza.co.jp	SBI Moneyplaza Co., Ltd.	30/06/2011
homeostyle.com	HOMEOSTYLE Inc.	31/01/2011
tilamarch.co.jp		
E-GOLF.CO.JP	E*GOLF Corporation	30/11/2010
E-GOLF.JP		31/03/2011
MEGOLF.JP		30/09/2010
GFREE.JP		31/03/2011
sbi-wellnessbank.co.jp	SBI Wellness Bank Co., Ltd.	31/05/2011
sbins.co.jp	SBI Net Systems Co., Ltd.	31/07/2011
0821.JP		30/11/2010
C4BI.JP		30/06/2011
tradewintech.co.jp	SBI Trade Win Tech Co., Ltd.	31/03/2011
sbi-technology.co.jp	SBI Technology Co., Ltd.	30/09/2010
sbifagency.jp	SBI Financial Agency Co.,Ltd.	30/06/2011
insweb.co.jp		31/07/2011
eloan.co.jp	Eloan Co., Ltd	30/06/2011
HIKAKUALL.JP	SBI Life Living Co., Ltd.	30/04/2011
PIANOCENTER.JP		31/07/2011
RE-GUIDE.JP		31/05/2011
CASHINGHIKAKUALL.JP		30/09/2010
ALLKEKKONJOUHOUHIKAKU.JP		30/09/2010
TICKET.CO.JP	有限会社チケット流通センター	28/02/2011
チケット流通センター.JP	(Ticket Exchange Co.,Ltd)	31/07/2011
チケ流.JP		31/07/2011
ムスビー.JP		31/07/2011
bestreform.jp		31/05/2011
airticket.ne.jp		31/03/2011
SEARCHINA.NE.JP	Searchina Net	31/05/2011

### 6. Related party transactions

Save as disclosed in this document in the section entitled “Connected Transactions” and in note XVIII to the Accountants’ Report, the text of which is set out in Appendix I to this document, during the two years immediately preceding the date of this document, our Company has not engaged in any other material Related Party Transactions.

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### FURTHER INFORMATION ABOUT DIRECTORS

#### 7. Directors

##### *(a) Particulars of Directors' service contracts*

None of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

##### *(b) Directors' remuneration*

The aggregate remuneration our Directors have received (including fees, salaries, stock-based benefits, discretionary bonus, contributions to pension schemes, housing and other allowances, and other benefits in kind) for each of the fiscal years ended 31 March 2008, 2009 and 2010 and the six months ended 30 September 2010 were approximately ¥533 million (equivalent to approximately HK\$50.9 million) for the fiscal year ended 31 March 2008, ¥708 million (equivalent to approximately HK\$67.5 million) for the fiscal year ended 31 March 2009, ¥402 million (equivalent to approximately HK\$38.3 million) for the fiscal year ended 31 March 2010 and ¥216 million (equivalent to approximately HK\$20.6 million) respectively for the six months ended 30 September 2010.

Under our arrangements currently in force, the aggregate remuneration of our Directors, including benefits and contributions but excluding any discretionary bonuses, for the financial year ended 31 March 2011 is estimated to be no more than approximately ¥438million (equivalent to approximately HK\$41.8 million).

### OTHER INFORMATION

#### 8. Share Acquisition Rights

##### *(a) Legal framework for issuance of Share Acquisition Rights in Japan*

Unlike in other jurisdictions, Japanese companies conventionally do not have an underlying share option plan established for the purposes of setting out the basic terms of share options (such as the maximum number of the SARs that the directors or the administrators of the scheme are authorised to issue and the scope of the persons to whom the SARs may be issued) that will apply to all issues made under that plan. Instead, the company issuing SARs resolves the exact terms of SARs by a resolution of the board of directors or a shareholders' meeting each time it intends to issue SARs in accordance with the Companies Act.

The terms of SARs to be determined by a shareholder resolution or a board resolution (the "Terms of SARs") include the matters such as: (i) the number of the SARs to be issued and the contents of the SARs (e.g., the number of shares to be granted upon the exercise of the SARs or the method for calculating such number, the exercise price of the SARs or the method for calculating such price, the exercise period and any restriction on the transfer of the SARs); (ii) the amount to be paid for subscribing for the SARs or the method for calculating such amount; (iii) the date on which the SARs are to be allotted; and (iv) the date of payment for the subscription (if any). Depending on the situation of the issuance of SARs, the Companies Act determines whether such resolution is to be made at a board meeting or at a shareholders' meeting. For example, in a company that does not place a restriction on transfer of all classes of its shares (such as the Company), in principle the resolution of the Terms of SARs is made by the board.

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However, under the Companies Act, the remuneration of directors and statutory auditors must be resolved at a shareholders' meeting unless otherwise provided for in the articles of incorporation. Therefore, if SARs are being issued to Directors or Statutory Auditors of the Company as part of their remuneration, a Shareholders' resolution is required in addition to the Board or Shareholders' resolution that determines the Terms of SARs unless the Articles of Incorporation provide otherwise.

The concept of SARs, which entitle the holders to acquire shares in a company by exercising such rights against the company, was introduced to the Companies Act (at that time, its name was the Commercial Code) in 2001. Prior to the introduction of share acquisition rights, a company granted Warrants, which entitle the holders to require the company to issue new shares to them, to directors and/or employees of the company as a form of remuneration. The concept of Warrants was abolished in 2006 and therefore, a company is no longer able to issue Warrants under Japanese law.

***(b) Disclosure of issuance of Share Acquisition Rights by the Company to its directors and employees as remuneration (stock option)***

When a company listed on the TSE and the OSE determines the issuance of SARs to its directors and employees as remuneration (stock option), it is required to make an announcement which includes, among others, the following items in accordance with the TSE Rules and the OSE Rules: (i) the reason for issuance of SARs; (ii) category of grantees (e.g. employees); (iii) the number of grantees and SARs to be allotted; (iv) the class of shares to be issued upon exercise of the SARs; (v) the number of shares to be issued upon exercise of the SARs; (vi) total number of SARs; (vii) exercise price or the method used to calculate it; (viii) exercise period; (ix) conditions of exercise; (x) the amount of increase of stated capital and reserves upon the exercise of the SARs; (xi) treatment of SARs in connection with reorganisation such as merger; (xii) the date of allotment of SARs; and (xiii) treatment of SARs in the case of issuance of certificates.

In addition, when a listed company determines the issuance of SARs to its directors and employees as remuneration (stock option), it is required to file an extraordinary report which includes, among others, the following items to DGLFB without delay in accordance with the FIEA: (i) name of SARs; (ii) the number of SARs; (iii) issue price; (iv) total issue price; (v) the class and the number of shares to be issued upon exercise of the SARs; (vi) exercise price; (vii) exercise period; (viii) conditions of exercise; (ix) the amount of increase of stated capital and reserves upon the exercise of the SARs; (x) matters regarding transfer restriction; (xi) the number of grantees and breakdown; (xii) the relationship between the company and its wholly owned company when the SARs are granted to officers or employees of such a wholly owned company; and (xiii) any arrangement between the company and the grantees.

Under the Companies Act, companies are required to prepare and disclose a business report annually and the following matters with respect to SARs which are issued to its director and employees as remuneration (stock option) are required to be disclosed in the business report: (i) the date of the resolution of the meeting of board of directors; (ii) category of grantees (such as directors, outside directors, statutory auditors and employees) and the number of grantees in each category; (iii) issue price; (iv) exercise price; (v) exercise period; (vi) conditions of exercise; (vii) the number of outstanding SARs; and (viii) the class and the number of shares subject to the outstanding SARs.

Further, a listed company is required to prepare and disclose an SRS annually and a quarterly report in accordance with the FIEA, and the following matters with respect to SARs which are issued to its director and employees as remuneration (stock option) are required to be disclosed in such report: (i) the date of the resolution of the meeting of board of directors; (ii) category of grantees and the number of the grantees in each category; (iii) the class of shares to

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be issued upon exercise of the SARs; (iv) the number of shares to be issued upon exercise of the SARs; (v) exercise price; (vi) exercise period; (vii) conditions of exercise; (viii) matters regarding transfer of the SARs; matters regarding payment in kind of exercise price; and (ix) matters regarding delivery of SARs in connection with reorganisation such as a merger.

### ***(c) Issuance of the Outstanding SARs by the Company and its subsidiaries***

Set out below is a summary of the terms of the Outstanding SARs which have been issued pursuant to resolutions of the board of directors or a shareholders' meeting of the Company or its subsidiaries pursuant to the Companies Act. For more details, please see the table below.

#### *(i) Purpose*

Under the Companies Act, there is no requirement for a company to resolve the purpose for issuing SARs. The TSE and OSE require, however, a listed company to publish the purpose of issuing SARs (including issuance of SARs as stock options to its or its subsidiaries' officers and/or employees) immediately after a resolution for the issuance of SARs to its or its subsidiaries' officers and/or employees has been passed. As the Company is listed at the TSE and OSE, the Company has published the purpose for issuing SARs each time it has issued SARs.

The Outstanding SARs have mainly been issued for the purpose of providing an incentive to our Group's officers, such as directors, employees and other related persons, by permitting them to participate in the equity ownership of our Group through the issuance of the Outstanding SARs.

#### *(ii) Eligibility*

Under the Companies Act, there are no restrictions on the eligibility of grantees of SARs. However, under the Japanese tax regulations, grantees must be directors or employees (including their inheritors) of the issuing company or its subsidiaries in order for SARs to qualify as "tax qualified stock options" under which the grantees may pay taxes, not at the time of the exercise of the options, but the time of the sale of shares acquired upon exercise of the options.

The eligibility of the grantees of the Outstanding SARs has been determined each time the Company or the subsidiaries has issued Outstanding SARs. The Outstanding SARs have been generally issued to officers and employees of the Company, subsidiaries and affiliated companies.

#### *(iii) Number of shares authorised to be issued upon exercise of the Outstanding SARs*

Under the Companies Act, the number of shares issued upon exercise of the SARs is to be determined by a resolution of the board of directors or a shareholders' meeting each time when a company issues SARs. However, the number of shares that the holders of SARs acquire upon the exercise of their SARs (except for those with respect to which the exercise period has not yet begun) may not exceed the total number of authorised shares subtracted by the total number of shares outstanding (excluding Treasury Shares).

The aggregate number of the shares to be granted upon the exercise of the Outstanding SARs of the Company is 259,844.86 shares (as of 31 October 2010).

#### *(iv) Maximum entitlement of each participant*

Under the Companies Act, a company decides, by a resolution of the board of directors or shareholders' meeting, how many and to whom it issues SARs each time it issues them. In principle, possible grantees do not have any entitlement to subscribe for them.

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The numbers of the Outstanding SARs were determined by a board meeting or a shareholders’ meeting each time the Company or its subsidiaries issued the Outstanding SARs, and all of the Outstanding SARs have already been allotted.

*(v) Exercise period*

Under the Companies Act, there are no restrictions on the exercise period of SARs. The exercise period is to be determined by a resolution of the board of directors or a shareholders’ meeting each time the issuing company issues SARs. However, under the Japanese tax regulations, the exercise period must be between two and ten years after the resolution for the grant of SARs so that SARs qualify as “tax qualified stock options”.

The exercise periods of the Outstanding SARs are generally within ten years after the date of the resolution for the grant of the Outstanding SARs.

*(vi) Minimum period prior to vesting of the Outstanding SARs*

Under the Companies Act, the date for vesting SARs is to be determined by a board resolution or shareholders’ resolution, each time a company issues SARs. The Outstanding SARs, except for the Warrants issued as a part of bonds with Warrants, were all vested on the respective vesting dates. The Warrants issued as a part of bonds with Warrants vested on the day that each grantee and the issuing company agreed.

*(vii) Performance targets for exercise of the Outstanding SARs*

Under the Companies Act, there are no restrictions relating to performance targets for the exercise of SARs. Under the SAR Resolutions, there is generally no performance target for exercise of the options.

*(viii) Amount payable on subscription for the Outstanding SARs*

Under the Companies Act, the amount payable on subscription for SARs is to be determined by a resolution of the board of directors or a shareholders’ meeting each time a company issues SARs. However, a resolution by a two-thirds majority of a shareholders’ meeting is required if: (i) SARs are to be issued without monetary consideration and such issuance is “especially favourable” to the grantees of the SARs; or (ii) the amount payable for the SARs is “especially favourable” to the grantees (either (i) or (ii) being a **Favourable Issuance**). The directors of the issuing company must explain the reasons for the Favourable Issuance at the shareholders meeting. Under Japanese tax regulations, SARs must be issued without consideration so that the options can qualify as “tax qualified stock options”.

Under the SAR Resolutions, except for the Warrants as a part of bonds with Warrants, there is no requirement for a subscriber to pay consideration for subscription. As to the Warrant issued as a part of bonds with Warrants, one percent. of the total exercise price for each grantee’s Warrant have been paid for each subscription.

*(ix) Basis of determination of exercise price*

Under the Companies Act, there are no restrictions on the exercise price. Under the Japanese tax regulations, however, the exercise price must be the market value or more of the underlying share at the time of the individual agreement for granting SARs with each grantee, and the total amount of the exercise prices of the SARs exercised by a grantee within one year must not exceed ¥12 million so that the grantee may benefit from “tax qualified stock options”.



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The exercise prices of the Outstanding SARs or the methods for calculating such prices were determined by a resolution of the board of directors or a shareholders' meeting each time the Outstanding SARs were issued.

*(x) Votes, dividends, transfer and other rights attaching to the underlying shares*

Under the Companies Act, there are no restrictions on the rights attaching to the underlying shares. The shares to be granted to the holders of the Outstanding SARs upon exercise are ordinary shares of the issuing company and, therefore, the rights granted to the ordinary shares, such as voting rights, are attached to such shares.

*(xi) Circumstances under which the Outstanding SARs will automatically lapse*

Under the Companies Act, SARs will automatically lapse if: (i) the grantees have not paid the amount owed for the subscription by the due date; (ii) the grantee becomes unable to exercise their SARs; (iii) a company that issued SARs ceases to exist due to a merger; (iv) a company that issued SARs is absorbed into another company due to a corporate split and such absorbing company grants SARs to the grantee in exchange for the SARs of the company that issued the SARs prior to the corporate split, or (v) a company that issued SARs becomes a wholly-owned subsidiary of another company due to share exchange or share transfer and such other company grants SARs to the grantee in exchange for the SARs of the company.

Under the SAR Resolutions, the conditions under which the grantees become unable to exercise the Outstanding SARs (and therefore the Outstanding SARs automatically lapse), if any, have been determined by a board resolution or a shareholders' resolution, or by an individual agreement between each grantee and the issuing company when the Outstanding SARs were issued. Such conditions may include where: (a) the grantee is sentenced to imprisonment; (b) the grantee waives the Outstanding SARs in writing; (c) the Outstanding SARs were granted to officers or employees of the Company or its subsidiaries and the grantee loses his/her title as an officer or employee without justifiable reason such as expiry of the term or mandatory retirement; (d) the grantee carries out fraudulent acts or breaches vocational obligations; and (e) the grantee files for bankruptcy, civil rehabilitation, special conciliation procedures or such procedures are filed against the grantee, or seizure, provisional seizure, provisional disposition or coercive collection is ordered against the grantee.

*(xii) Adjustment of exercise price or number of shares subject to the Outstanding SARs*

Under the Companies Act, there are no restrictions on how to adjust the exercise price or number of shares subject to SARs. Under the Outstanding SARs, the adjustment of the exercise price and the number of shares subject to SARs have been determined by a board resolution or a shareholders' resolution and they are generally to be conducted using certain formulae.

*(xiii) Cancellation of unexercised Outstanding SARs*

Under the Companies Act, if a company that has issued SARs intends to cancel SARs, such company has to acquire the SARs from the holders of SARs before cancelling the SARs. In such case, the issuing company may not issue new SARs to the holders of SARs to be cancelled unless a new board resolution or shareholders' resolution for issuance of new SARs is made.

*(xiv) Transferability of the Outstanding SARs*

Under the Companies Act, there are no restrictions on the transferability of SARs. However, under Japanese tax regulations, SARs have to be non-transferable so that SARs qualify as "tax qualified stock options".

The transferability of SARs is to be decided by a resolution of the Board of Directors or a shareholders' meeting each time the Company or its subsidiaries issues SARs. Under the Outstanding SARs, transfer is prohibited or requires a Board resolution.

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Further information regarding the Outstanding SARs is set out below (as of 30 September 2010 unless otherwise stated).

	Aggregate number of grantees	Aggregate number of shares to be subscribed upon exercise	Percentage of issued share capital represented by aggregate number of shares to be subscribed upon exercise	Dilution effect		Impact on earning per share upon full exercise		Exercise period (As of 9 November 2010) (See note (1) below)	Exercise price per share (JPY)	Consideration paid for subscribing SARs/Warrants
				Number of voting rights before full exercise	Number of voting rights after full exercise	Number of the shares entitled to receive dividends before full exercise	Number of the shares entitled to receive dividends after full exercise			
SARs/Warrants issued by the Company	591	259,487.74	1.30%	19,925,871	20,185,358	19,925,871	20,185,358.74	From 20 December 2003 to 29 June 2015	From 4,465 to 53,447	None
SARs/Warrants issued by Autoc one K.K.	43	8,760	9.02%	97,171	105,931	97,171	105,931	From 1 November 2004 to 28 June 2017	From 10,000 to 60,000	None
SARs/Warrants issued by HOMEOSTYLE, Inc.	202	18,257	10.18%	179,422	197,679	179,422	197,679	From 1 June 2002 to 25 March 2016	From 9,636 to 19,000	None (except for the Warrants issued as a part of bonds with Warrants) (see note (5) below).
SARs/Warrants issued by Gomez Consulting Co., Ltd. (see note (2) below)	10	674	4.59%	14,697	15,371	14,697	15,371	From 15 March 2005 to 2 June 2015	From 44,250 to 100,000	None
SARs/Warrants issued by Morningstar Japan K.K.	20	2,826	1.04%	267,882	270,708	267,882	270,708	From 16 March 2003 to 23 March 2016	From 57,500 to 320,375	None
SARs/Warrants issued by SBI VeriTrans (see note (3) below)	3	516	0.30%	163,290	163,806	163,290	163,806	From 13 February 2006 to 12 February 2014	5,741	None
SARs/Warrants issued by SBI Biotech Co., Ltd.	13	1,246	3.72%	32,452	33,698	32,452	33,698	See note (4) below	From 5,000 to 175,000	None
SARs/Warrants issued by SBI Mortgage Co., Ltd.	15	4,700	0.24%	19,942	19,989	1,994,200	1,998,900	From 26 May 2007 to 25 May 2015	7,500	None
SARs/Warrants issued by SBI Life Living Co., Ltd.	93	979	3.92%	24,962	25,941	24,962	25,941	From 30 August 2007 to 29 August 2015	From 100,000 to 270,834	None
SARs/Warrants issued by SBI Trade Win Tech Co., Ltd	9	1,320	29.00%	4,552	5,872	4,552	5,872	From 1 January 2001 to 16 April 2012	From 50,000 to 460,000	None (except for the Warrants issued as a part of bonds with Warrants) (see note (5) below).



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*Note:*

- (1) Depending on the SAR Resolutions and any individual agreement between each grantee and the Company or its subsidiaries, there is a minimum period for which SARs/Warrants must be held before they can be exercised.
- (2) Gomez Consulting Co., Ltd. will become a 100 per cent. subsidiary of Morningstar Japan K.K. as of 22 April 2011 by way of a share exchange, subject to approval at an extraordinary general meeting on 25 March 2011. In the process of the share exchange, Gomez will acquire without compensation and cancel all of the Outstanding SARs issued by Gomez by 21 April 2011 pursuant to Companies Act.
- (3) SBI VeriTrans will become a 100 per cent. subsidiary of the Company as of 1 August 2011 through the Share Exchange. In the process of the Share Exchange, SBI VeriTrans will, by 31 July 2011, extinguish all of the Outstanding SARs issued by SBI VeriTrans (the **SBI VeriTrans SARs**) without compensation by: (i) cancelling them by board resolution after SBI VeriTrans has acquired the SBI VeriTrans SARs by exercising its call option; (ii) causing the grantees to waive the SBI VeriTrans SARs; or (iii) any other necessary method.
- (4) There are three types of Outstanding SARs issued by SBI Biotech Co., Ltd. The terms of the exercise period for each type of SAR are as follows:
  - the 30 month period beginning 6 months following the "public offering". "Public offering" is either: (i) the day the share certificates with regard to the ordinary shares of SBI Biotech Co., Ltd. are registered at the JSDA as OTC securities; or (ii) the day the share certificates for the ordinary shares of SBI Biotech Co., Ltd. are listed on any domestic/foreign securities exchanges;
  - the period from and including 15 October 2004 to and including 31 August 2012. However, the relevant SARs can only be exercised from 6 months following "public offering" as described above; and
  - the period from and including 29 September 2005 to and including 30 August 2015. However, the period during which SAR can be exercised can be amended by agreement between SBI Biotech Co., Ltd. and the holder(s) of the relevant SAR.
- (5) As to the Warrants issued as a part of bonds with Warrants, i.e., HOMEOSTYLE, Inc. Warrant (1), HOMEOSTYLE, Inc. Warrant (2), SBI Trade WinTech Co., Ltd. Warrant (2) and SBI Trade WinTech Co., Ltd. Warrant (3), one percent. of the total exercise price for each grantee's Warrant have been paid for each subscription.

**(d) Outstanding SBIH SARs granted**

As of 30 September 2010, the SBIH SARs to subscribe for an aggregate of 259,487.74 Shares. All the SBIH SARs were granted during the period from 1 February 2002 to 1 August 2008 and no further SARs will be granted by our Company prior to the date of possible working capital generating activities.

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Outstanding SARs and Warrants issued or assumed due to mergers and acquisitions by the Company  
(as of 30 September 2010)

Name of grantee	Residential address	Position	Grant Date	Number of Outstanding SARs/Warrants	Exercise Price (¥)	No. of Shares subject to the outstanding SARs/Warrants	Weighted average exercise price (¥)	Current shareholding [NOTE 1]	Exercise Period	Number of outstanding SARs/Warrants that become exercisable in year 2003	Number of outstanding SARs/Warrants that become exercisable in year 2004	Number of outstanding SARs/Warrants that become exercisable in year 2005	Number of outstanding SARs/Warrants that become exercisable in year 2006	Number of outstanding SARs/Warrants that become exercisable in year 2007	Number of outstanding SARs/Warrants that become exercisable in year 2008
<b>Directors of the Company</b>															
Yoshihiko Kitao	38-1-502, Wakamiya-cho, Shinjuku-ku, Tokyo, Japan	Representative Director and Chief Executive Officer	August 2, 2003	55	4465	2200	18170.71734	323626	from August 2, 2005 to August 1, 2013	55					
Yasutaro Sawada	2-6-50, Azamino, Aoba-ku, Yokohama, Kanagawa, Japan	Director and Chief Financial Officer	August 2, 2003	67	4465	2680	11725.60662	13642	from August 2, 2005 to August 1, 2013	67					
			September 25, 2002	50	4465	2000			from September 25, 2004 to September 24, 2012		50				
			July 28, 2005	1500	33172	1500			from July 28, 2005 to June 29, 2013			1500			
			September 25, 2003	1500	16808	14265			from December 20, 2004 to December 19, 2012		1500				
			December 20, 2002	1250	5659	11887.5			from December 20, 2004 to December 19, 2012		1250				
Kenji Hirai	1677-12, Isshiki, Hayama-machi, Miura-gun, Kanagawa, Japan	Director and Executive Officer	July 28, 2005	620	33172	620	19441.07122	1712	from July 28, 2005 to June 29, 2013	620					
			September 25, 2003	359	16808	3414.09			from June 24, 2005 to June 23, 2013			359			
			February 1, 2002	600	19666	600			from December 20, 2003 to December 19, 2011		600				

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STATUTORY AND GENERAL INFORMATION

Name of grantee	Residential address	Position	Grant Date	Number of Outstanding SARs/Warrants	Exercise Price (¥)	No. of Shares subject to the outstanding SARs/Warrants	Weighted average exercise price (¥)	Current shareholding [NOTE 1]	Exercise Period	Number of outstanding SARs/Warrants that become exercisable in year 2003	Number of outstanding SARs/Warrants that become exercisable in year 2004	Number of outstanding SARs/Warrants that become exercisable in year 2005	Number of outstanding SARs/Warrants that become exercisable in year 2006	Number of outstanding SARs/Warrants that become exercisable in year 2007	Number of outstanding SARs/Warrants that become exercisable in year 2008
Takashi Nakagawa	1-22-12-204, Oshima, Koto-ku, Tokyo, Japan	Director and Executive Officer	July 28, 2005	1000	33172	1000	19724.75505	4200	from July 28, 2005 to June 29, 2013			1000			
Shumpei Morita	3-4-3-2108, Shirakawa, Koto-ku, Tokyo, Japan	Director and Executive Officer	September 25, 2003	502	16908	4774.02		0	from June 24, 2005 to June 23, 2013			502			
			July 28, 2005	220	33172	220	27058.57212	0	from July 28, 2005 to June 29, 2013			220			
Taro Izuchi	53-12-502, Honmura-cho, Asahi-ku, Yokohama, Kanagawa, Japan	Director and Executive Officer	July 1, 2005	400	33172	400	3116.986749	32017	from July 28, 2005 to June 29, 2013			400			
Hiroyoshi Kido	1-28-6, Igusa, Suginami-ku, Tokyo, Japan	Director	September 25, 2003	165	16908	1569.15		11853	from June 24, 2005 to June 23, 2013		165				
Noriyoshi Kimura	1150-1-206, Isshiki, Hayama-machi, Miura-gun, Kanagawa, Japan	Director	July 1, 2002	135	11423	1530.9	14963.05104	203	from June 21, 2004 to June 20, 2012			135			
Hiroshi Tasaka	3-9-10-905, Takaido-Higashi, Suginami-ku, Tokyo, Japan	Director	July 28, 2005	400	33172	400	33172	8022	from July 28, 2005 to June 29, 2013			400			
<b>Statutory auditor of the Company</b>															
Atsushi Fujii	5-17-13, Todoroki, Setagaya-ku, Tokyo, Japan	Statutory auditor	October 23, 2003	367	26152	3490.17	26152	4898	from June 24, 2005 to June 23, 2013			367			
<b>Senior management of the Company</b>															
Shiho Aihara	3-8-85, Ichigaya Sadohara-cho, Shinjuku-ku, Tokyo, Japan	Executive Officer	July 28, 2005	136	33172	136	19427.86425	5652	from July 28, 2005 to June 29, 2013			136			

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Name of grantee	Residential address	Position	Grant Date	Number of Outstanding SARs/Warrants	Exercise Price (¥)	No. of Shares subject to the outstanding SARs/Warrants	Weighted average exercise price (¥)	Current shareholding [NOTE 1]	Exercise Period	Number of outstanding SARs/Warrants that become exercisable in year 2003	Number of outstanding SARs/Warrants that become exercisable in year 2004	Number of outstanding SARs/Warrants that become exercisable in year 2005	Number of outstanding SARs/Warrants that become exercisable in year 2006	Number of outstanding SARs/Warrants that become exercisable in year 2007	Number of outstanding SARs/Warrants that become exercisable in year 2008
			September 25, 2003	78	16808	741.78			from June 24, 2005 to June 23, 2013			78			
Toshiharu Fujita	2-16-1-1408, Yamakubo, Sakura-ku, Saitama, Japan	Executive Officer	July 28, 2005	370	33172	370	20386.5685	3393	from July 28, 2005 to June 29, 2013			370			
			September 25, 2003	143	16808	1359.93			from June 24, 2005 to June 23, 2013			143			
Masayuki Yamada	4-23-59-401, Nishi-Tsutsujigaoka, Chofu, Tokyo, Japan	Executive Officer	July 28, 2005	260	33172	260	26839.06428	803	from July 28, 2005 to June 29, 2013			260			
			October 23, 2003	252	26152	2396.52			from June 24, 2005 to June 23, 2013			252			
Hideo Nakamura	1-1-407, Tsutsujigaoka, Aoba-ku, Yokohama, Kanagawa, Japan	Executive Officer	July 28, 2005	320	33172	320	22399.92748	1276	from July 28, 2005 to June 29, 2013			320			
			September 25, 2003	66	16808	627.66			from June 24, 2005 to June 23, 2013			66			
Makoto Miyazaki	E2-35B Gemdale International Garden, No.91 Jiangguo Road, Chaoyang District, Beijing, P.R.C	Executive Officer	July 28, 2005	260	33172	260	33172	0	from July 28, 2005 to June 29, 2013			260			
			July 28, 2005	300	33172	300	27021.9855	300	from July 28, 2005 to June 29, 2013			300			
Yoshimi Takahashi	LG XI 107-1501, Ichon-Dong, Yongsan-Gu, Seoul, Korea	Executive Officer	October 23, 2003	223	26152	2120.73			from June 24, 2005 to June 23, 2013			223			
			July 1, 2002	87	11423	986.58	16228.68732	785	from June 21, 2004 to June 20, 2012	87					
Kazuhiro Uchio	1-4-4-603, Shimomeguro, Meguro-ku, Tokyo, Japan	Executive Officer	July 28, 2005	260	33172	260			from July 28, 2005 to June 29, 2013			260			

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Name of grantee	Residential address	Position	Grant Date	Number of Outstanding SARs/ Warrants	Exercise Price (¥)	No. of Shares subject to the outstanding SARs/ Warrants	Weighted average exercise price (¥)	Current shareholding [NOTE 1]	Exercise Period	Number of outstanding SARs/ Warrants that become exercisable in year 2003	Number of outstanding SARs/ Warrants that become exercisable in year 2004	Number of outstanding SARs/ Warrants that become exercisable in year 2005	Number of outstanding SARs/ Warrants that become exercisable in year 2006	Number of outstanding SARs/ Warrants that become exercisable in year 2007	Number of outstanding SARs/ Warrants that become exercisable in year 2008
			September 25, 2003	52	16808	494,52			from June 24, 2005 to June 23, 2013			52			
Shinji Yamauchi	2-17-50-3810, Akasaka, Minato-ku, Tokyo, Japan	Executive Officer	July 28, 2005	370	33172	370	33172	2320	from July 28, 2005 to June 29, 2013	815	633	7435	1911	2315	337
<b>Other grantees</b>															
<b>Directors, statutory auditors and senior management of the Company's consolidated subsidiaries</b>															
52 [NOTE 2]	N/A	N/A	February 1, 2002 to August 1, 2008	13446	4465 to 53447	45055,08	24418.34	23835	from December 20, 2003 to June 29, 2015	815	633	7435	1911	2315	337
<b>Other employees</b>															
520 [NOTE 3]	N/A	N/A	February 1, 2002 to August 1, 2008	58091	4465 to 53447	142931.14	26001.04	60391	from December 20, 2003 to June 29, 2015	9879	4044	13655	15062	14296	1055
<b>Total number of Shares</b>															
259487.74															

Note:

- [1] Based on the Shareholder registry as of 30 September 2010. However, except: (i) Directors, statutory auditors and senior management of the Company's consolidated subsidiaries; and (ii) other employees, Shareholdings are included where: (i) a Shareholder enjoys the economic benefits of Shares, but such Shares are registered under another person's name; or (ii) a Shareholder possesses Shares, but he failed to complete necessary procedures required to allow his Shareholding to be reflected on the Shareholder registry.
- [2] 29 Directors of the Company's consolidated subsidiaries, 14 senior managers of the Company's consolidated subsidiaries and 11 statutory auditors of the Company's consolidated subsidiaries.
- [3] Including employees who left the Company after SARs or Warrants were granted.
- [4] There is no concept of a "number of outstanding Warrants". The number indicated is equivalent to the number of Shares to be granted by the exercise of Warrants.

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## STATUTORY AND GENERAL INFORMATION

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### 9. Estate duty

The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries in Hong Kong or any other relevant jurisdiction in which one or more of the companies comprising the Group are incorporated.

### 10. Litigation

Save as disclosed in the section headed “Business — Legal Proceedings and Compliance”, neither our Company nor any of our subsidiaries is engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened against our Company or any of our subsidiaries.

### 14. Qualifications of experts

The qualifications of the experts who have given their opinion and/or advice in this document are as follows:

Name	Qualifications
Deloitte Touche Tohmatsu	Hong Kong certified public accountants
Nishimura & Asahi	Japanese legal advisers
Jones Lang LaSalle Sallmanns Limited	Professional property surveyors and valuers

### 15. Consents

Each of Deloitte Touche Tohmatsu, Nishimura & Asahi and Jones Lang LaSalle Sallmanns Limited has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters and/or valuation certificates and/or the references to their names included herein in the form and context in which they are respectively included.

### 18. Miscellaneous

(a) Save as otherwise disclosed in this document:

- (i) within the two years preceding the date of this document, no share or loan capital of our Company or of any of our subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (ii) within the two years preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of the principal subsidiaries;
- (iii) within the two years preceding the date of this document, no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any shares in our Company;

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**APPENDIX VIII****STATUTORY AND GENERAL INFORMATION**

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- (iv) neither our Company nor any of our subsidiaries have issued or agreed to issue any founder shares, management shares or deferred shares;
  - (v) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
  - (viii) none of our Directors nor any of the parties listed in the sub-paragraph headed “Consents” under the paragraph headed “Other Information” in Appendix VIII to this document above has been interested in the promotion of, or has any direct or indirect interest in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
  - (ix) none of our Directors nor any of the parties listed in the sub-paragraph headed “Consents” under the paragraph headed “Other Information” in Appendix VIII to this document is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group; and
  - (x) none of the parties listed in the sub-paragraph headed “Consents” under the paragraph headed “Other Information” in Appendix VIII to this document:
    - (aa) is interested legally or beneficially in any securities of any member of our Group;  
or
    - (bb) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.
- (b) Our Directors confirm that there has been no material adverse change in our financial or trading position or prospects since 30 September 2010 (being the date to which our latest audited consolidated financial statements were made up).

**19. Bilingual document**

The English language and Chinese language versions of this document are being published separately.