



January 28, 2010

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(Code No. 8258, TSE & NSE 1st Section)  
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## Notification of amendments to Articles of Incorporation

At the meeting of the Board of Directors held on January 28, 2010, it was resolved to seek approval concerning amendments to parts of the Articles of Incorporation (hereafter, “the Amendments to the Articles of Incorporation”, “the Amendments”) at the Extraordinary Stockholders’ Meeting scheduled for March 12, 2010 (“the Extraordinary Stockholders’ Meeting”). Details of the Amendments are below.

### Details

#### 1. Reasons for the Amendments

(1) If, at the Extraordinary Stockholders’ Meeting, the proposal to issue new shares by way of a third-party allotment to SMFG Card & Credit, Inc. (“the Third-Party Allotment”) is ratified as per its draft and the Third-Party Allotment is executed, then Cedyne is anticipated to become a consolidated subsidiary of bank-holding company Sumitomo Mitsui Financial Group Inc. Further to this, the business purposes in the Articles of Incorporation will be amended in such ways as the deletion of those business activities that, under the Banking Act, cannot be carried out by a subsidiary of a bank-holding company.

(2) In order to make clearer the business purposes of Cedyne and its subsidiaries as they currently operate, the business purposes in the Articles of Incorporation will also be amended in such ways as the deletion of business activities that are currently not being undertaken.

The Amendments to the Articles of Incorporation will be effective from May 31, 2010, on the conditions that the Third-Party Allotment is ratified as per its draft at the Extraordinary Stockholders’ Meeting, and that the Third-Party Allotment is executed.

#### 2. Details of amendments

Please see the attached appendix.

#### 3. Timescales

The Extraordinary Stockholders’ Meeting for the purpose of the Amendments to the Articles of Incorporation is scheduled for March 12, 2010.

The Amendments to the Articles of Incorporation are scheduled to come into effect from May 31, 2010.

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## Appendix

The details of the Amendments are as follows.

(underlined sections are amendments)

Current Articles of Incorporation	Proposed amendments
<p>Article 1: (omitted) (Purpose)</p> <p>Article 2: The Company's purpose is to engage in the following businesses.</p> <p>(New paragraph)</p> <p><u>1. Installment purchases services, prepaid special transactions.</u></p> <p><u>2. Loan purchasing, money collection agency, credit checking, computing agency, credit transfer application agency.</u></p> <p><u>3. Money lending, money lending by proxy, money lending and borrowing intermediary and related loan guarantees, and other financial services and related agency business.</u></p> <p><u>4. Trading in, and acting as broker for the trade of, mortgage certificates; related management services.</u></p> <p><u>5. Brokerage services for financial products.</u></p> <p><u>6. Acting as agent in fiduciary contracts, and trust beneficiary rights sales business.</u></p> <p><u>7. Nonlife insurance agency and life insurance agency.</u></p> <p><u>8. Bank agency business.</u></p> <p><u>9. Investment advisory services for financial assets in Japan and overseas.</u></p> <p><u>10. General consulting services relating to asset maintenance and management.</u></p> <p><u>11. Management and administration of business activities of companies participating in the claims servicing business, through holding their stock.</u></p>	<p>Article 1: (unchanged) (Purpose)</p> <p>Article 2: The Company's purpose is to engage in the following businesses.</p> <p><u>1. Credit card services.</u></p> <p><u>2. Credit purchasing services.</u></p> <p><u>3. Loan purchasing.</u></p> <p><u>4. Money collection agency.</u></p> <p><u>5. Computing agency and similar activities.</u></p> <p><u>6. Money lending services.</u></p> <p><u>7. Credit guarantee services.</u></p> <p>(deleted)</p> <p><u>8. (as current Paragraph 5)</u></p> <p>(deleted)</p> <p><u>9. (as current Paragraph 7)</u></p> <p>(deleted)</p> <p>(deleted)</p> <p>(deleted)</p> <p>(deleted)</p>

Current Articles of Incorporation	Proposed amendments
<p><u>12. General leasing and acting as agent.</u></p> <p><u>13. The buying and selling of household electrical appliances; audio equipment; communications devices; office equipment; cars; two-wheeled motor vehicles; motorbikes; sports equipment; entertainment devices; art objects; precious stones; and metals; menswear, ladieswear and childrenswear; gold bullion; also, acting as agent for the above.</u></p> <p><u>14. Issue of prepaid vouchers such as prepaid cards, merchandise coupons and gift vouchers; issue, sale and brokerage of entry tickets, discount coupons to game halls, etc., and similar products.</u></p> <p><u>15. Management and advertising of pharmacies, eating and drinking establishments, amusement facilities, hotels, sports facilities, culture centers, theater ticket agencies, gas stations and car parks; introduction services for the advertising agency, building cleaning, security, photographic, barbers' and beauty, cleaning, printing, publishing and referring prospect students to driving schools, etc.</u></p> <p><u>16. Trading, renting, mediating, appraising and managing real estate.</u></p> <p><u>17. Internet connection services, planning, development, layout, management and operation of online information systems, information services; consulting services relating to the same.</u></p> <p><u>18. Mediation services for company mergers and for business alliances relating to technology, sales, manufacturing, planning, etc.; consulting services relating to the same.</u></p>	<p><u>10. General leasing.</u></p> <p>(deleted)</p> <p><u>11. Prepaid vouchers business.</u></p> <p>(deleted)</p> <p>(deleted)</p> <p>(deleted)</p> <p>(deleted)</p>

Current Articles of Incorporation	Proposed amendments
<u>19. Workforce outsourcing services.</u>	(deleted)
<u>20. Travel business.</u>	(deleted)
<u>21. Antiques dealing.</u>	(deleted)
<u>22. Land, sea and air transportation of cargo, and acting as agent.</u>	(deleted)
<u>23. Selling of postage stamps and revenue stamps.</u>	(deleted)
<u>24. Any activities that are ancillary to those outlined in the previous paragraphs.</u>	<u>12. Any services that are ancillary to those outlined in the previous paragraphs, and services that are permitted by the Banking Act and other laws.</u>
Articles 3 to 38: (omitted)	Articles 3 to 38: (unchanged)

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