Consolidated Financial Results for the Second Quarter (2Q) Ended September 30, 2011
(Based on Japanese Accounting Standards)

The summary of this document (unaudited) has been translated from the original Japanese document released on November 14, 2011, for reference only.
In the event of any discrepancy between this translated document and the original Japanese document, the original document shall prevail.

Company Name: Promise Co., Ltd.
Stock Listing: Tokyo Stock Exchange
Stock Code: 8574
URL: http://www.promise.co.jp/english/ir/
President and Representative Director: Ken Kubo
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Reporting Date of Quarterly Financial Statements (Planned): November 14, 2011
Date of Payment of Dividends (Planned): —
Preparation of Supplementary Materials for the Quarterly Financial Statements: Yes
Information Meeting for Announcement of Quarterly Earnings: Yes (for domestic institutional investors and securities analysts)

(In this report, amounts of less than one million yen are omitted.)

1. Consolidated Financial Results for the 2Q Ended September 30, 2011 (Apr. 1, 2011 – Sept. 30, 2011)
(1) Consolidated Operating Results (Accumulated total)

(Note: Percentages represent percentage changes from the previous period and the fiscal year.)

	Operating income		Operating profit (loss)		Recurring profit (loss)		Net loss	
	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%
2Q, 2011	100,358	(22.2)	(206,761)	—	(205,728)	—	(208,553)	—
2Q, 2010	129,026	(26.6)	5,815	(46.5)	7,087	(35.4)	(3,371)	—

(Note) Comprehensive loss: 2Q ended Sept. 30, 2011: (209,427) million yen [—%] 2Q ended Sept. 30, 2010: (4,722) million yen [—%]

	Net loss per share	Diluted net income per share
	Yen	Yen
2Q, 2011	(1,644.51)	—
2Q, 2010	(26.58)	—

(2) Consolidated Financial Condition

	Total assets	Net assets	Shareholders' equity ratio
	Millions of yen	Millions of yen	%
Sept. 30, 2011	861,067	(51,031)	(5.9)
Mar. 31, 2011	1,079,164	173,590	14.7

(Reference) Shareholders' equity: Sept. 30, 2011: (51,101) million yen Mar. 31, 2011: 158,410 million yen

2. Dividends

	Annual cash dividends per share				
	1Q	2Q	3Q	Year-end	Total
	Yen	Yen	Yen	Yen	Yen
Year ended Mar. 31, 2011	—	0.00	—	0.00	0.00
Year ending Mar. 31, 2012	—	0.00			
Year ending Mar. 31, 2012 (Planned)			—	0.00	0.00

(Note) Revisions to the dividend forecast announced in the year ended Mar. 31, 2011: No

3. Forecast for the Year Ending March 31, 2012 (Apr. 1, 2011 – Mar. 31, 2012)

(Note: Percentages are year-on-year changes for the six months period of the fiscal year and the fiscal year.)

	Operating income		Operating loss		Recurring loss		Net loss		Net loss per share
	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%	Yen
Year ending Mar. 31, 2012	193,000	(19.1)	(192,700)	—	(191,400)	—	(195,400)	—	(1,540.83)

(Note) Revisions to the forecast announced in the year ended Mar. 31, 2011: No

4. Others

(1) Changes in significant subsidiaries during the 2Q ended September 30, 2011

(Changes in subsidiaries affecting the scope of consolidation): Yes

Excluded: 1 (At-Loan Co., Ltd.)

(2) Use of special accounting methods: No

(3) Revisions in change to accounting standards, accounting estimates and restatement

1. Revisions involving a change to accounting standards: No
2. Other revisions: No
3. Change in accounting estimates: Yes
4. Restatement: No

(Note) See “Summaries of Other Information, (3) Summary of Revisions in Change to Accounting Standards, Accounting Estimates and Restatement” on page 5 for information about change in accounting estimates.

(4) Number of shares issued (Common shares)

1. Shares issued (including treasury stock)
   2Q ended Sept. 30, 2011: 134,866,665 Year ended Mar. 2011: 134,866,665
2. Treasury stock
   2Q ended Sept. 30, 2011: 8,048,987 Year ended Mar. 2011: 8,050,726
3. Average number of shares
   2Q ended Sept. 30, 2011: 126,817,617 2Q ended Sept. 30, 2010: 126,815,179

Information Concerning Quarterly Review Procedure

These consolidated financial results for the 2Q ended September 30, 2011 are exempt from the quarterly review procedures stipulated in the Financial Instruments and Exchange Act. Audit procedures for financial statements stipulated in the Financial Instruments and Exchange Act has been completed on the announcement date of this report.

Explanation Concerning Proper Use of Earnings Forecasts and Other Precautions

Earnings forecasts and other forward-looking statements in this document are based on reasonable judgments of management using information that is currently available and certain assumptions. Actual performance may differ significantly from these forecasts and other forward-looking statements for a number of reasons. See “Qualitative Information on Forecasts for the Year Ending March 31, 2012” on page 4 for information about the assumptions used for earnings forecasts and for precautions concerning the use of these forecasts.

Promise held the following information meeting for domestic investors. Promise also promptly posted materials distributed at this meeting on its website.

・ November 14, 2011 (Monday), conference call for domestic institutional investors

Contents of attached document

1. Qualitative Information on Financial Results for the 2Q

(1) Qualitative Information on Consolidated Financial Results

During the 2Q ended September 30, 2011, the Japanese economy was weak overall due to the effects of the Great East Japan Earthquake that occurred on March 11, 2011. However, the economy is currently starting to recover due to the restoration of supply chains, benefits of government programs, and other factors. Despite this upturn, there is still a risk of a dip in the Japanese economy due to restrictions on the supply of electricity and the effects of the damaged nuclear power plant. The change in foreign exchange rates and stock prices linked to declining overseas economies also presents a possible risk. In addition, there are concerns about the effects of deflation and an increase in unemployment in Japan. As a result, the outlook for the economy is very unclear.

In Japan's consumer finance industry, the operating environment is extremely challenging. The number of interest repayment claims is consistently high. Furthermore, consumer finance companies must cope with the maximum interest rate restriction and the contraction of the entire market, caused by the imposition of a restriction on total credit extensions to borrowers. The result is a decline in the balance of consumer loans at all consumer finance companies in Japan and a continuation in the extremely difficult business climate.

To respond to these challenges, The Promise Group built on the new base of operations established in the previous fiscal year by forcefully enacting cost structural reforms and improving efficiency by tightly focusing resources on key activities. The goal of these actions is to become Japan's leading consumer finance company in terms of quality and quantity. Initiatives have been focused on measures to strengthen business operations, primarily in the core consumer finance business. At the same time, the Group is taking aggressive actions in the Loan Guarantee Business and Overseas Business, two areas with excellent growth prospects, while using costs more efficiently.

The persistently high number of interest repayment claims is severely impacting the Promise Group's financial soundness. We are analyzing data concerning the June 2010 enactment of a restriction on total credit extensions to borrowers and the effects of the September 2010 start of civil rehabilitation proceedings by a large consumer finance company. This analysis is making it possible to calculate estimates of interest repayment allowances (allowance for losses on interest repayments and portion of allowance for credit losses for losses on principal associated with interest repayments). As a result, there was a large increase in these two allowances.

In the 2Q, consolidated operating income decreased 22.2% from one year earlier to 100,358 million yen. The main reason was a decrease of 27,963 million yen in consumer loans receivable. In addition, there was a 395,100 million yen addition to interest repayment allowances at the end of the 2Q. Compared with one year earlier, the Provision for uncollectible loans increased 31,144 million yen and the Provision for losses on interest repayments increased 167,716 million yen. The result was an increase of 183,909 million yen in operating expenses to 307,120 million yen, 149.3% higher than one year earlier. Due to the higher expenses, there was an operating loss of 206,761 million yen compared with an operating profit of 5,815 million yen and an ordinary loss of 205,728 million yen compared with ordinary income of 7,087 million yen one year earlier. Extraordinary losses were smaller than one year earlier when there were business restructuring expenses and other expenses. Net loss increased to 208,553 million yen from a 3,371 million yen loss one year earlier.

The substantial additions to interest repayment allowances in the 2Q have weakened the Promise Group's financial position. Promise reached the decision that additional equity of about 120 billion yen was needed in order to improve financial soundness quickly and establish a base capable of supporting aggressive measures to enact growth strategies in the future. To accomplish this, Promise decided to conduct a third-party allotment on September 30, 2011, with the stock sold to Sumitomo Mitsui Financial Group, Inc. (SMFG), or Sumitomo Mitsui Banking Corporation (SMBC). In addition, Promise, SMFG, and SMBC reached an agreement on September 30, 2011, to hold discussions with the aim of making Promise a wholly owned subsidiary of SMFG. Promise plans to further increase its collaboration with members of the SMFG Group and to make extensive use of resources such as the SMBC brand and marketing channels. Furthermore, Promise will utilize the stronger financial position resulting from the private placement to further expand its business operations. The objective is to work with other SMFG Group companies to establish an even more prominent position for the SMFG Group in the consumer finance business.

Results for the 2Q by business segment are as follows:

1) Financing Business

In the previous fiscal year, all staffed branches were closed and customer service and management functions were centralized at four Customer Service Centers that cover all areas of Japan. This allowed the Company to start using a framework that allows mostly non-face-to-face channels to contact with customers. In the 2Q, actions were taken to further upgrade Customer Service Center operations and improve efficiency. Customer Service Plazas were opened at 21 locations to create a new network of staffed branches for customers. The objective of these plazas is to create new types of services and value. They do so by improving face-to-face counseling capabilities and strengthening lines of communication with the communities they serve.

In addition, Promise improved products and services to meet a broad range of customer needs. One step was a reduction in the minimum interest rate on loans to 6.3%. In May 2011, Promise introduced advertisements that incorporate a new Company symbol character. In addition, Promise concentrated on improving the ability to attract new customers and retain current customers.

Operating income was down 27.2%, or 26,811 million yen, from one year earlier to 71,884 million yen because of a decline in consumer loans outstanding and the accompanying downturn in interest income due to the effect of a restriction on total credit extensions to borrowers. Operating expenses increased 192.2%, or 187,192 million yen, to 284,574 million yen. Cost structural reforms implemented in the previous fiscal year reduced personnel expenses and other operating expenses. However, an addition of 395,100 million yen to interest repayment allowances was required at the end of the 2Q. Consequently, there were large increases from one year earlier in the provisions for uncollectible loans and for losses on interest repayments. The result was an operating loss of 213,334 million yen compared to operating income of 1,381 million yen in the previous year.

2) Loan Guarantee Business

Guarantees of loans using a joint business structure, a consumer loan business, with SMBC continued to contribute to earnings in this business. A loan guarantee agreement was signed with Minami Nippon Bank, Ltd., in April 2011 as Promise conducted aggressive sales activities targeting regional financial institutions. The same month, Orix Credit Corporation, a member of the SMFG, started using Promise loan guarantees as the steady growth of the loan guarantee business continued.

Operating income increased 4.2%, or 693 million yen, to 17,245 million yen. In operating expenses, there was a decrease in the provision for accruals for debt guarantees, and selling and administrative costs benefited from higher efficiency resulting from the mergers of Promise with SANYO SHINPAN FINANCE CO., LTD., and At-Loan Co., Ltd. As a result, operating profit increased 31.8%, or 2,142 million yen, to 8,872 million yen.

3) Servicer Business

The Act on Facilitation of Succession of Management of Small and Medium Sized Enterprises continued to have a negative effect on the Servicer Business. The business climate remained challenging in Japan’s loan servicer market due to the small volume of non-performing loans that were sold by financial institutions. In this difficult environment, Abilio Servicer Co., Ltd., which conducts the Promise Group’s servicer business, strengthened loan purchasing activities by using pricing that reflects past collection performance in an appropriate and flexible manner. In addition, Abilio Servicer worked on making its collection activities more efficient. As a result, operating income decreased 5.3%, or 318 million yen, to 5,644 million yen, operating profit was down 21.4%, or 560 million yen, to 2,059 million yen, despite improvements in efficiency which lowered operating expenses.

4) Overseas Business

Promise continues to make steady progress in expanding business operations in China. Following the July 2010 start of operations by a consumer finance business in Shenzhen, Promise began operations at another consumer finance company in Shenyang in May 2011. Subsidiaries in Hong Kong and other locations are performing well as Promise takes steps aimed at increasing earnings at existing overseas subsidiaries.

Performance for the 2Q was strong in all areas on a local currency basis but was negatively affected by the yen’s strength. After conversion into yen, operating income decreased 4.3%, or 213 million yen, to 4,718 million yen, and operating profit was up 0.4%, or 8 million yen, to 2,143 million yen.

5) Other Businesses

The Promise Group uses resources and knowledge gained from its business activities to provide IT system development for financial service companies. In the previous fiscal year, the Group started centralizing and realigning businesses associated with finance-related and other businesses in order to channel management resources to the core consumer finance business. Due to these activities, operating income decreased 77.4%, or 2,192 million yen, to 639 million yen, and operating profit was down 47.4%, or 201 million yen, to 223 million yen.

Note: Segment operating income is after the elimination of inter-segment transactions.

(2) Qualitative Information on Consolidated Financial Condition

Compared with the end of March 2011, total assets decreased 218,096 million yen to 861,067 million yen. This was attributable to decreases of 78,807 million yen in cash and cash equivalents, 78,251 million yen in consumer loans receivable, and 27,987 million yen in short-term borrowings and increase of 16,472 million yen in allowance for credit losses.

Total liabilities increased 6,525 million yen to 912,099 million yen compared with the end of March 2011. Interest-bearing debt decreased 103,964 million yen along with the decline in consumer loans outstanding, and there were decreases of 1,350 million yen in the allowance for business restructuring expenses and 5,298 million yen in the allowance for losses on loan guarantees. However, the allowance for losses on interest repayments increased 126,396 million yen.

Net assets decreased 224,622 million yen from the end of March 2011 to 51,031 million yen. This decrease was the result of a decrease in retained earnings due to net loss of 208,553 million yen and a 15,137 million yen decrease in minority interests.

(3) Qualitative Information on Forecasts for the Year Ending March 31, 2012

For the fiscal year ending March 2012, Promise has made no revisions to the forecast that was announced on September 30, 2011: operating income of 193,000 million yen, operating loss of 192,700 million yen, recurring loss of 191,400 million yen, and net loss of 195,400 million yen.

2. Summaries of Other Information

(1) Summary of Changes in Significant Subsidiaries During the 2Q

Promise merged with its subsidiary At-Loan Co., Ltd., on April 1, 2011. As the Company became the surviving company, At-Loan was dissolved after the merger.

(2) Summary of Special Accounting Methods for the Preparation of Quarterly Consolidated Financial Statements

None

(3) Summary of Revisions in Change to Accounting Standards, Accounting Estimates, and Restatement

Change to Accounting Estimates

In previous fiscal years, Promise has accounted for determining the allowance for losses on interest repayments and for making a reasonable estimate for additions to the allowance for credit losses for the portion of interest repayments to be allocated to consumer loans (interest repayment allowances). These determinations were based on demands by customers and other parties for the repayment of the interest paid that exceeds the upper limit imposed by the Interest Rate Restriction Law but where settlements have not been reached and actual repayments and recent trends therein.

In the 2Q ended September 30, 2011, Promise analyzed data concerning the June 2010 enactment of a restriction on total credit extensions to borrowers as part of enforcement of the Money Lending Business Law, the effects of the September 2010 start of civil rehabilitation proceedings by a large consumer finance company, and other items. Due to this analysis, Promise is currently able to determine with even greater accuracy its estimates concerning interest repayment allowances. As a result, additional provisions were made for these allowances.

These additional provisions caused operating profit, recurring profit, and income before income taxes and minority interests to decrease by 201,400 million yen each.

3. Quarterly Consolidated Financial Statements

(1) Consolidated Balance Sheets

(Millions of yen)

	Fiscal Year Ended Mar. 2011 (Mar. 31, 2011)	2Q Ended Sept. 2011 (Sept. 30, 2011)
Assets		
Current assets:		
Cash and deposits	175,416	96,609
Notes and accounts receivable	24	30
Consumer loans receivable: Principal	879,597	801,345
Purchased receivables	24,743	25,039
Short-term loans receivable	32,987	4,999
Claim for indemnities	27,591	24,062
Other	57,904	53,679
Allowance for credit losses	(175,315)	(191,849)
Total current assets	1,022,947	813,915
Fixed assets:		
Property and equipment	18,436	11,773
Intangible fixed assets	5,403	3,990
Investments and other assets:		
Investments in securities	23,732	23,665
Other	8,774	7,789
Allowance for credit losses	(129)	(67)
Total investments and advances	32,376	31,388
Total fixed assets	56,216	47,152
Total assets	1,079,164	861,067

(Continued) (Millions of yen)

	Fiscal Year Ended Mar. 2011 (Mar. 31, 2011)	2Q Ended Sept. 2011 (Sept. 30, 2011)
Liabilities		
Current liabilities:		
Short-term borrowings	72,416	50,692
Bonds scheduled for redemption within one year	59,300	89,586
Current portion of long-term debt	150,952	143,690
Current portion of securitized loan liabilities due in one year	35,463	33,949
Accrued income taxes	1,678	1,689
Allowance for debt guarantees	12,680	11,330
Allowance for losses on interest repayments	49,901	101,500
Allowance for business restructuring expense	1,648	64
Other allowances	7,691	1,221
Other	32,248	25,519
Total current liabilities	423,980	459,242
Long-term liabilities:		
Corporate bonds	146,372	70,197
Convertible bonds	42,000	42,000
Long-term debt	144,321	131,422
Securitized loan liabilities	34,958	20,283
Allowance for losses on interest repayments	107,202	182,000
Other allowances	5,015	6,187
Other	1,722	767
Total long-term liabilities	481,593	452,856
Total liabilities	905,573	912,099
Net assets		
Shareholders’ equity:		
Common stock	80,737	80,737
Capital surplus	127,326	95,011
Retained earnings	15,670	(160,638)
Treasury stock	(57,419)	(57,406)
Total shareholders’ equity	166,316	(42,295)
Accumulated other comprehensive loss:		
Net unrealized gain (loss) on securities	47	(463)
Foreign currency translation adjustments	(7,953)	(8,342)
Total accumulated other comprehensive loss	(7,905)	(8,806)
Stock acquisition rights	42	69
Minority interests	15,137	—
Total net assets	173,590	(51,031)
Total liabilities and net assets	1,079,164	861,067

(2) Consolidated Statements of Income and Statements of Comprehensive Income

Consolidated Statements of Income (Loss)

(Millions of yen)

	2Q Ended Sept. 2010 (Apr. 1, 2010 – Sept. 30, 2010)	2Q Ended Sept. 2011 (Apr. 1, 2011 – Sept. 30, 2011)
Operating income:		
Interest on consumer loans	98,890	70,927
Other financial income	59	77
Sales	1,300	186
Other operating income	28,776	29,168
Total operating income	129,026	100,358
Operating expenses:		
Financial expenses	8,056	7,060
Cost of sales	214	152
Other operating expenses:		
Provision for uncollectible loans	41,255	72,400
Provision for losses on interest repayments	26,113	193,829
Other	47,570	33,676
Total other operating expenses	114,939	299,907
Total operating expenses	123,211	307,120
Operating profit (loss)	5,815	(206,761)
Non-operating income:		
Interest income	55	36
Dividends income	84	207
Equity in net gain of affiliated companies	1,188	1,101
Other	465	245
Total non-operating income	1,793	1,590
Non-operating expenses:		
Interest expense	396	458
Other	124	99
Total non-operating expenses	521	557
Recurring profit (loss)	7,087	(205,728)
Extraordinary income:		
Net gain on sales of property and equipment	10	1,849
Gain on negative goodwill	—	1,085
Other	975	270
Total extraordinary income	986	3,205
Extraordinary losses:		
Net loss on disposal of property and equipment	32	1,580
Loss on disaster	—	1,623
Other	9,191	868
Total extraordinary losses	9,223	4,072
Loss before income taxes and minority interests	(1,149)	(206,596)
Income taxes: Current	1,489	1,481
Income taxes: Deferred	(10)	475
Total income taxes	1,479	1,956
Net loss before minority interests	(2,628)	(208,553)
Minority interests	742	—
Net loss	(3,371)	(208,553)

Consolidated Statements of Comprehensive Income (Loss)

(Millions of yen)

	2Q Ended Sept. 2010 (Apr. 1, 2010 – Sept. 30, 2010)	2Q Ended Sept. 2011 (Apr. 1, 2011 – Sept. 30, 2011)
Loss before minority interest	(2,628)	(208,553)
Other comprehensive loss:		
Net unrealized loss on securities	(966)	(511)
Foreign currency translation adjustments	(1,126)	(366)
Share of other comprehensive income of associates accounted for using equity method	—	3
Total other comprehensive loss	(2,093)	(874)
Comprehensive loss	(4,722)	(209,427)
(Breakdown)		
Comprehensive loss attributable to owners of the parent	(5,464)	(209,427)
Comprehensive income attributable to minority interests	742	—

(3) Precaution about Going Concern Assumption

Not applicable

(4) Precaution in the Event of a Significant Change in Shareholders' Equity

In accordance with a resolution approved at the General Meeting of Shareholders held on June 24, 2011, Promise transferred 75,035 million yen of additional paid-in capital to other capital surplus to offset a retained loss.

After the resolution, 32,303 million yen of other capital surplus, 12,263 million yen of legal reserves, and 46,700 million yen of voluntary reserve was transferred to retained earnings to be carried forward. Due to these transfers, in the 1Q ended June 30, 2011, there were increases of 42,732 million yen in other capital surplus and 91,267 million yen in retained earnings brought forward. Also, there were decreases of 75,035 million yen in additional paid-in capital, 12,263 million yen in legal reserves, and 46,700 million yen in voluntary reserve. Although capital surplus decreased 32,303 million yen and retained earnings increased by the same amount in the 1Q, there was a 208,553 million yen decrease in retained earnings because of the net loss resulting from provisions of 395,100 million yen for interest repayment allowances in the 2Q.

(5) Subsequent Event

(Announcement of the Expression of Opinion in Favor of the Tender Offer by Sumitomo Mitsui Banking Corporation for Shares of the Company)

Promise Co, Ltd. resolved that with respect to a tender offer by Sumitomo Mitsui Banking Corporation (the "Tender Offeror"), a wholly-owned subsidiary of SMFG, targeting all of the issued shares of the Company (including common stock of the Company to be issued or transferred upon the exercise of share acquisition rights or share acquisition rights attached to bonds with share acquisition rights; the same shall apply hereinafter) (the "Shares"), the Share Acquisition Rights and the Bonds with Share Acquisition Rights. The Company resolved to express an opinion in favor of the TOB, to recommend that the shareholders of the Company tender their shares in the TOB, and as to whether or not the holders of the Share Acquisition Rights and Bonds with Share Acquisition Rights will tender their Share Acquisition Rights and Bonds with Share Acquisition Rights in the TOB, to leave the decision up to the holders. Furthermore, a Position Statement as stipulated in Article 27-10 of the Financial Instruments and Exchange Law was submitted on October 18, 2011.

1. Overview of the Tender Offeror

(1) Name		Sumitomo Mitsui Banking Corporation
(2) Location		1-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo
(3) Title and Name of Representative		Takeshi Kunibe, President and Chief Executive Officer
(4) Type of Business		Banking business, securities business, leasing business, and other businesses
(5) Stated Capital		1,770,996 million yen (as of March 31, 2011)
(6) Date of Incorporation		June 6, 1996
(7) Major Shareholder and Shareholding Ratio		Sumitomo Mitsui Financial Group, Inc. 100%
(8) Relationship between the Company and the Tender Offeror		
	Capital Relationship	As of September 30, 2011, the Tender Offeror is the largest shareholder, directly holding 27,926,750 common stock of the Company (20.71% of the total number of issued shares).
	Personnel Relationship	Of the directors of the Company, Messrs. Ken Kubo, Shozo Watanabe, and Masahiko Iwanami used to be officers and employees of the Tender Offeror. As of September 30, 2011, seventeen employees of the Tender Offeror are seconded to the Company.
	Business Relationship	The Company has received loans from the Tender Offeror and established a business alliance with the Tender Offeror and SMFG, the parent company of the Tender Offeror, in the consumer finance business.
	Status as a Related Parties	The Company falls under the category of a Tender Offeror's affiliate accounted for by the equity method.

2. Type of Share Certificates, etc., to be Purchased by Tender Offeror

(1) Common stock

(2) Share Acquisition Rights

a) Series 1 share acquisition rights, a stock-based compensation stock option of Promise Co, Ltd., which were issued based on a resolution at the Board of Directors' meeting of the Company held on July 30, 2009.

b) Series 2 share acquisition rights, a stock-based compensation stock option of Promise Co, Ltd., which were issued based on a resolution at the Board of Directors' meeting of the Company held on July 28, 2010.

c) Series 3 share acquisition rights, a stock-based compensation stock option of Promise Co, Ltd., which were issued based on a resolution at the Board of Directors' meeting of the Company held on July 15, 2011.

(3) Bonds with Share Acquisition Rights

Euro yen callable bonds with share acquisition rights (convertible bonds) due 2015 that were issued based on resolutions at the Board of Directors' meetings of the Company held on July 8 and 9, 2008

3. Details of the Opinion on the TOB

The Company resolved, at its Board of Directors' meeting held on September 30, 2011, to express an opinion in favor of the TOB and to recommend that the shareholders of the Company tender their shares in the TOB, with respect to the TOB. In addition, the Company resolved, at the same meeting, as to whether or not the holders of the Share Acquisition Rights and Bonds with Share Acquisition Rights will tender their Share Acquisition Rights and Bonds with Share Acquisition Rights in the TOB, to leave the decision up to the holders.

4. Outline of the TOB

The Tender Offeror holds 27,926,750 shares of common stock in the Company as of September 30, 2011 (ratio to the total number of issued shares of the Company as of June 30, 2011 [134,866,665 shares]: 20.71% [rounded off to two decimal places]), and the Company is Tender Offeror's affiliate accounted for by the equity method. The Company has been informed that, with the ultimate goal of making the Company a wholly-owned subsidiary of SMFG, which is the wholly-owning parent company of the Tender Offeror ("Making the Company a Wholly-Owned Subsidiary"), the Tender Offeror decided to implement TOB that aims to acquire all of the Shares (excluding treasury shares held by the Company), and all of the Share Acquisition Rights and the Bonds with Share Acquisition Rights. In the TOB, no maximum or minimum number of shares scheduled to be purchased has been provided. If Tender Offeror fails to acquire all the Shares (excluding treasury stock held by the Company) through the TOB, then in principle, the Company, the Tender Offeror, and SMFG plan to make the Company a wholly-owned subsidiary of SMFG through a series of procedures, including the Share Exchange.

5. Prospect of Delisting and Grounds Therefor

The Shares are currently listed on the First Section of the Tokyo Stock Exchange, Inc. (the "TSE"). However, because the Tender Offeror has not set any upper limit on the number of share certificates, etc., to be purchased in the TOB, the Shares may be delisted through the prescribed procedures in accordance with the criteria for delisting set by the TSE, depending on the result of the TOB. Even in the case where none of the criteria are met, if it is determined that the Share Exchange stated in "6. Policies on Organization Restructuring, etc., Following the TOB (Matters regarding So-Called Second-Step Takeover)" below is to be implemented after the successful completion of the TOB, the Shares will be delisted through the prescribed procedures in accordance with the criteria for delisting set by the TSE. After the delisting of the Shares, it will become impossible to trade the Shares on the TSE.

6. Policies on Organization Restructuring, etc., Following the TOB (Matters regarding So-Called Second-Step Takeover)

The Company, the Tender Offeror, and SMFG have a policy to make the Company a wholly-owned subsidiary of SMFG, and SMFG plans to acquire all of the issued common stock of the Company through the TOB and the Share Exchange.

In other words, if the Tender Offeror fails to acquire all of the issued common stock of the Company (excluding treasury stock held by the Company) through the TOB, then in principle, the Company, the Tender Offeror, and SMFG intend to cause SMFG to acquire all of the issued common stock of the Company (excluding treasury stock held by the Company) after the termination of the TOB by implementing the Share Exchange, subject to the necessary permissions, authorization, and so forth, of the relevant authorities.

In the case where the Share Exchange is implemented, it is planned that common stock of SMFG will be allotted and delivered as the consideration for the Shares owned by the shareholders of the Company, and shareholders of the Company to whom one or more common stock of SMFG have been allotted will become shareholders of SMFG. It is planned that the Share Exchange will be implemented with the effective date thereof set as sometime around April 2012. The Company has been informed that SMFG plans to acquire common stock of SMFG to be delivered as the consideration for the Share Exchange by way of purchases in the market or other methods prior to the Share Exchange and to deliver the common stock so acquired. It is planned that the Share Exchange will be implemented without obtaining the approval of a shareholders' meeting of SMFG through the simplified share exchange specified in the main clause of Article 796, paragraph 3 of the Companies Act. In addition, the Share Exchange might be implemented without obtaining the approval of a shareholders' meeting of the Company through the summary share exchange specified in Article 784, paragraph 1 of the Companies Act.

The share exchange rate in the case where the Share Exchange is implemented will be decided by the Company and SMFG upon mutual discussions with due consideration to the interest of shareholders of the Company and SMFG after the termination of the TOB. For the purpose of valuing the Shares in deciding the consideration to be received by the shareholders of the Company due to the Share Exchange (common stock of SMFG; however, if the number of shares allotted is a fraction less than one share, the sale price of such fraction will be delivered), it is planned that the same price as the purchase price of the Shares in the TOB (the "Offer Price") will be the standard. Upon the Share Exchange, the shareholders of the Company, which will be a wholly-owned subsidiary, may make a demand to the Company for the purchase of shares in accordance with procedures set forth in the Companies Act and other related laws and regulations, and the purchase price in such case will ultimately be determined by a court.

For the purpose of securing that the Share Exchange is implemented reflecting the intention of the shareholders of the Company properly and upon their approval, the Company, SMFG, and the Tender Offeror agreed (i) that if the proportion of (x) to (y) (the "Proportion of Minority Shareholders Tendering"), wherein (x) is the total number of the Shares tendered in the TOB, and (y) is the number (the "Number of Shares Held by Minority Shareholders") obtained by deducting the number of the Shares held by the Tender Offeror as of the day on which the Tender Offer Statement regarding the TOB is submitted from the total number of issued shares of the Company (excluding treasury stock and not including the number of shares to be issued in the Capital Increase by Third Party Allotment), exceeds 50% (in this case, the proportion of [x'] to [y'] exceeds 61.02% [rounded off to two decimal places) wherein [x'] is the number of voting rights held by the Tender Offeror after the TOB, and [y'] is 2,535,922, which is the number of voting rights of all shareholders as of March 31, 2011 stated in the Report for the 1st Quarter of the 51st Fiscal Year that the Company submitted on August 12, 2011), then the Company, SMFG, and the Tender Offeror will decide that enough understanding of the shareholders of the Company has been achieved with respect to Making the Company a Wholly-Owned Subsidiary and will implement the Share Exchange; however, (ii) that if the Proportion of Minority Shareholders Tendering is 50% or less, the Share Exchange will be implemented only when the Company, SMFG, and the Tender Offeror have confirmed that the proportion of (x'') to (y'') exceeds 50%, wherein (x'') is the number obtained by adding the total number of the Shares tendered in the TOB to the number of the Shares held by shareholders of the Company (excluding the Tender Offeror) who express, upon the solicitation of tendering in the TOB or after the TOB, their intention to approve the Share Exchange, and (y'') is the number obtained by deducting the number of shares held by shareholders with respect to whom direct solicitation of tendering is unable to be conducted in the TOB due to unknown whereabouts or other reasons from the Number of Shares Held by Minority Shareholders, and if the Company, SMFG, and the Tender Offeror cannot achieve such confirmation, they will be able to postpone the implementation of the Share Exchange or change the details of the Share Exchange. However, in any of the foregoing cases, the implementation of the Share Exchange will be conditioned upon the obtaining of an opinion to the effect that the implementation and details of the Share Exchange are not unfavorable to minority shareholders from a third-party committee of the Company.

It is planned that the implementation and details of the Share Exchange will be decided sometime around February, 2012, and specific procedures and the time of implementation will be decided upon mutual discussions between the Company, SMFG, and the Tender Offeror. The Company will announce them as soon as they are decided.

7. Overview of Tender Offer by the Tender Offeror
   (1) Tender Offer Period
   From Tuesday, October 18, 2011, to Wednesday, November 30, 2011 (30 business days)

(2) Tender Offer Price

Shares of Common Stock	780 yen per share
First Series of Stock Acquisition Rights	1 yen per stock acquisition right
Second Series of Stock Acquisition Rights	1 yen per stock acquisition right
Third Series of Stock Acquisition Rights	1 yen per stock acquisition right
Bonds with Stock Acquisition Rights	2,765,880 yen per bond with stock acquisition right (JPY 10 million par value)

(3) Measures to Ensure the Fairness of the Offer Price

In deciding the opinion on the TOB, the Company has requested that Ernst & Young Transaction Advisory Services Co., Ltd. (E&Y), a third-party appraiser independent from the Tender Offeror, SMFG, and the Company evaluate its share, and obtained a share valuation report therefrom on September 28, 2011. The Company has also obtained an opinion to the effect that the Offer Price is appropriate for its ordinary shareholders other than the Tender Offeror to a certain extent from a financial point of view.

The Company did not receive any financial analysis reports for the Stock Acquisition Rights and Bonds with Stock Acquisition Rights.

(4) Number of Share Certificates, etc., to be Purchased through the Tender Offer

Number of Shares Scheduled to be Purchased:	113,891,049 shares
Minimum Number of Shares Scheduled to be Purchased:	— shares
Maximum Number of Shares Scheduled to be Purchased:	— shares

(5) The Date of the Public Notice on the Commencement of the Tender Offer

Tuesday, October 18, 2011

4. Supplementary Information

(1) Operating Income

Classification	2Q Ended Sept. 30, 2010 (Apr. 1, 2010 – Sept. 30, 2010)		2Q Ended Sept. 30, 2011 (Apr. 1, 2011 – Sept. 30, 2011)		Fiscal year Ended Mar. 31, 2011 (Apr. 1, 2010 – Mar. 31, 2011)	
	Millions of yen	%	Millions of yen	%	Millions of yen	%
Interest on consumer loans	98,890	76.6	70,927	70.7	180,422	75.7
Other financial income	59	0.1	77	0.1	126	0.1
Sales	1,300	1.0	186	0.2	1,988	0.8
Other operating income	28,776	22.3	29,168	29.0	55,889	23.4
Collection of written-off loans	3,791	2.9	4,737	4.7	6,767	2.8
Collection of purchased receivables	6,619	5.1	6,381	6.4	13,111	5.5
Loan guarantee revenues	15,541	12.1	16,084	16.0	31,228	13.1
Other	2,822	2.2	1,964	1.9	4,781	2.0
Total operating income	129,026	100.0	100,358	100.0	238,427	100.0

Note: Other financial income includes interest on deposits and loans (excluding interest on consumer loans).

(2) Other Indicators

Classification	2Q Ended Sept. 30, 2010 (Sept. 30, 2010)	2Q Ended Sept. 30, 2011 (Sept. 30, 2011)	Fiscal year Ended Mar. 31, 2011 (Mar. 31, 2011)
Consumer loans outstanding (Millions of yen)	1,029,237	801,345	879,597
Unsecured loans	1,020,060	794,630	871,272
Secured loans	9,177	6,714	8,324
Number of customers	2,121,864	1,745,740	1,894,925
Unsecured loans	2,119,196	1,743,575	1,892,471
Secured loans	2,668	2,165	2,454
Number of branches	1,395	1,240	1,265
Staffed branches	76	49	49
Unstaffed branches	1,319	1,191	1,216
Number of automated contract machines	1,395	1,231	1,258
Number of ATMs	1,387	1,229	1,256
Number of employees	3,121	2,664	2,773

Notes:
1. Number of customers is the total number of customers of Promise and each of its consolidated subsidiaries and is derived from the number of debtors listed in the breakdown of customers compiled through computer-aided name identification.
2. Number of automated contract machines is the total number of automated contract machines installed.
3. Number of employees is the number of workers which does not include the PROMISE Group employees assigned to non-group companies but includes employees assigned by non-group companies to the PROMISE Group.