

**SCHEDULE 1**

**Conversion Notice**

**50,000 Units of  
AB INTERNATIONAL CAYMAN TRUST  
each Unit representing an interest in  
1,000 Noncumulative Mandatorily Convertible Preference Shares of,  
and convertible into Shares of,  
THE ASAHI BANK, LTD.**

(Please read the notes overleaf before completing this Notice.)

Name: ..... Date: .....

Address: .....

Signature: .....

To: AB INTERNATIONAL CAYMAN TRUST  
cc: CLEARING SYSTEM OPERATOR  
cc: TRUSTEE'S STANDING AGENT IN JAPAN

I/We being the holder of the Units of AB International Cayman Trust (the "Trust") specified below hereby

<sup>1</sup>*Optional Conversion:* irrevocably elect to instruct Queensgate Bank & Trust Company Ltd. (the "Trustee") to convert the Preference Shares represented by such Units into Shares of The Asahi Bank, Ltd. (the "Bank") in accordance with the Trust Deed executed by the Trustee and the Articles of Incorporation and the Share Handling Regulations of the Bank. I/We also hereby authorise and instruct The Asahi Bank, Ltd. (the "Trustee's Standing Agent in Japan") as my/our agent (i) to request the Bank to purchase all relevant Non-deliverable Shares (as defined in the Paying and Conversion Agency Agreement dated 7 August 1997 between the Trustee, the Bank, Morgan Guaranty Trust Company of New York, London office and the other parties named therein) issued upon conversion in accordance with the Bank's Share Handling Regulations and (ii) to take such other action as may be necessary to give effect to the conversion of my/our Units. The Trustee or any of its agents may notify on my/our behalf, by telex, facsimile or otherwise as it may deem appropriate, that the authorities, powers and instructions as set out in the preceding sentence have been given to [ ].

<sup>1</sup>*Mandatory Conversion or Equity Call:* request in respect of such Units, delivery of certificates for the related Shares issued following Mandatory Conversion or Equity Call.

- 1 Number of Units in respect of which this Conversion Notice is deposited for conversion:.....
- 2 Clearing System Operator: I/We hereby instruct Euroclear/Cedel Bank/Alternative Clearing System to debit the following account with the Units to be converted:-

Account Number: .....

1. Delete whichever is inapplicable

- 3 I/We hereby request that the certificates for the Shares (together with any other securities, property or cash and such assignments and other documents, if any, other than any cash amount in respect of Non-deliverable Shares, as may be required by law to effect the transfer thereof) required to be delivered in accordance with the Articles of Incorporation of the Bank and the Share Handling Regulations of the Bank be despatched by registered mail to the person whose name and address in Japan is given below:

Name: .....

Address in Japan: .....

- 4 My/our account details in Japan for the payment of cash amount payable in yen in lieu of Shares not comprising units of 1,000 Ordinary Shares, if any, are as follows:

Bank: .....

Address: .....

For account of: .....

Account no: .....

- (1)** This Conversion Notice will be void unless if applicable, any taxes and duties referred to in paragraph (3) below shall have been paid by the converting Unitholder.
- (2)** Certificates for Shares will be issued in the name of the Trustee's nominee as nominee for the converting Unitholder but will be transferable by delivery to or to the order of such converting Unitholder.
- (3)** The converting Unitholder must pay to the Conversion Agent all transfer, stamp, issue, registration or other similar taxes and duties, if any, (a) arising on conversion in the country in which this Conversion Notice is deposited or (b) payable in any jurisdiction consequent upon the issue or delivery of the Shares to or to the order of a person other than the converting Unitholder.
- (4)** If Section 3 above is completed, despatch will be made at the risk of the converting Unitholder but at the expense of the Bank, and the converting Unitholder will be required to submit any necessary documents required in order to effect despatch and payment in the manner specified.
- (5)** For so long as pursuant to the provisions of the Commercial Code of Japan, as amended, delivery of a certificate or certificates for any number of Shares other than a "unit" of 1,000 Shares or an integral multiple thereof is prohibited, a converting Unitholder who would receive upon conversion a number of Shares representing a fraction of a unit of Shares will only receive a cash amount from the Bank. For a more detailed description of the cash amount see Clause 7.4.5 of the Paying and Conversion Agency Agreement dated 7 August 1997 between, inter alios, the Trustee, the Bank and the Trustee's Standing Agent in Japan. A certificate or certificates for only such number of Shares as comprise a "unit", or an integral multiple thereof, will be issued.
- (6)** If the converting Unitholder wishes the certificate or certificates for the Shares registered in the name of the Trustee's nominee to be delivered, together with any other securities, or other property and such assignments and other documents, if any, as may be required by law to effect the transfer thereof, to his standing proxy or some other person at the specified office in Tokyo of the Trustee's Standing Agent in Japan, he should complete Sections 1 and 2 (and in relation to all cash payments, 4) only. Delivery to the standing proxy at such place is the most appropriate procedure when the converting Unitholder intends to issue instructions for the Shares to be sold.
- (7)** If the converting Unitholder wishes the certificate or certificates for the Shares to be despatched together with any other securities or other property elsewhere in Tokyo than the specified office of the Trust's Standing Agent in Japan, he should complete Sections 1, 2 and 3 (and in relation to all cash payments, 4) only. Such despatch will only be made at the expense and risk of the converting Unitholder. Such expenses must be prepaid.
- (8)** A converting Unitholder who is not resident in Japan may appoint a standing proxy in Japan by means of a comprehensive power of attorney. A standard form of such power of attorney is available at the specified office of the Conversion Agent. The standing proxy acts on behalf of the registered shareholder in the exercise of shareholders' rights and duties.  
  
If a converting Unitholder does not appoint a standing proxy in Japan, it must arrange in some other way to have its name registered in the Bank's register of shareholders in order to assert rights as shareholder against the Bank and file a mailing address in Japan with the Bank's transfer agent.
- (9)** Neither the Trustee nor any nominee of the Trust has any responsibility in respect of voting rights, dividends or any other distributions or subscription rights in respect of Shares issued

to a converting Unitholder who takes no steps to have such Shares registered in the name of a person other than the Trustee's nominee. Accordingly, any converting Unitholder entitled to Shares should request the Bank's transfer agent pursuant to the Bank's Share Handling Regulations (through his standing proxy if such proxy has been appointed or as stated in the last Clause of the preceding paragraph (8) if such proxy has not been appointed) in due course to transfer his Shares into his own name in the register of shareholders of the Bank in order to become entitled to his rights as a shareholder.

For use of Conversion Agent only:

1

(A) Unit conversion identification reference:

...../Asahi Bank Convertible/.....  
.....

(B) Conversion Date: .....

2

(A) Number of Units a Conversion Notice in respect of which has been deposited for conversion: .....

(B) Current Conversion Price or the Final Conversion Price: .....

(C) Number of Shares to be delivered: (A) x (B) = (excluding fractions)

3 Number of Shares not comprising whole units (a unit being 1,000 Shares) in respect of which the cash amount in respect of any Non-deliverable Shares is to be paid: .....