



(For the Six Months Ended September 30, 2013)

November 15, 2013

Registered Company Name: AEON Financial Service Co., Ltd.

Stock Listing: Tokyo Stock Exchange, First Section

Code No: 8570 URL: http://www.aeonfinancial.co.jp/

President and CEO: Kazuhide Kamitani Contact: Hideki Wakabayashi, Director, CFO

1.Business performance (For the Six Months ended September 30, 2013 and For the Six Months ended August 20, 2012)

(1) Consolidated Operating Results

(Millions of yen truncated to the nearest million, %, yen)

	Ordinary income	Percentage Change	Ordinary profit	Percentage Change	Net Income	Percentage Change
	meome	Change	prom	Change		Change
Six Months ended						
September 30, 2013	¥130,562	_	¥12,352	_	¥2,537	_
Six Months ended						
August 20, 2012		_		_	_	_

**Comprehensive income; The 2nd Quarter of Fiscal 2013; 8,627 million(-%), The 2nd Quarter of Fiscal 2012; - million(-%)

	Net Income per Share (Yen)	Fully Diluted Net Income per Share (Yen)
Six Months ended September 30, 2013	¥13.24	¥12.17
Six Months ended August 20, 2012	_	_

(Remarks) 1. With the transform of bank holding company, the notation method for the consolidated financial result has been changed.

2. Since the Company has changed the closing period of the whole consolidated financial year, the comparison of increase/decrease ratio of the current consolidated financial year (1st April 2013 - 30th September 2013) and the previous consolidated financial year (21st February 2012 - 20th August 2012) has not been stated.

(2) Financial Position

(Millions of yen truncated to the nearest million, %, yen)

	Total Assets	Net Assets	Capital Ratio	Net Assets per Share (Yen)
Six Months ended				
September 30, 2013	¥2,970,571	¥285,804	8.6%	¥1,248.73
Fiscal year ended				
March 31, 2013	2,534,208	258,872	9.1%	1,235.28

(Reference)1. Shareholder's equity; The 2nd Quarter of Fiscal 2013; 255,330 million, Fiscal 2012; 231,300 million

2.Capital ratio = {(Net assets – stock acquisition right – minority interests) / total assets} X 100

2. Cash Dividends

	Dividend per share						
(Base date)	First quarter period	Interim period	Third quarter period	Term end	Annual		
March 2013 term	_	¥20.00	_	¥25.00	¥50.00		
March 2014 term	_	¥25.00	_	_	_		
March 2014term (Estimated)	_			(35.00)	(60.00)		

Note: Revision on dividend projection in the 2nd Quarter; No

(Remarks) In commemoration of management integration with the Company and AEON Bank Co., Ltd., a special dividend of 5 Japanese Yen per share has been issued as of the record date 1st April 2013. Together with the annual dividend, the total dividend per share for the year is 50 Japanese Yen.

3.Projections (For the fiscal year ending March 31, 2014)

(Millions of yen truncated to the nearest million, %, yen)

	Ordinary income	YOY (%)	Ordinary profit	YOY (%)	Net income	YOY (%)	Net income per share
Full term	265,000	_	44,000		23,800	_	116.39

Note: Revision on the projection of consolidated results in the 2nd Quarter; Yes

4.Others

- (1) Change in significant subsidiary during the term (Change in specified subsidiary that caused a change in the scope of consolidation); Yes Added (AEON Product Finance Co., Ltd.)
- (2) Change in accounting principle, procedure, disclosure, etc., concerning preparation of consolidated financial statements (matters to be mentioned concerning the change of important items to be the bases for preparation of consolidated financial statements)
 - ① Change by a newly issued accounting pronouncement; No

② Change other than ①; No

3 Change accounting quotation; No

4 Restatement; No

- (3) Number of issued stocks and outstandings (Common stock)
 - ① Number of issued stocks and outstandings at term end (including treasury stock)
 The 2nd quarter of fiscal 2013; 204,583,554 shares, Fiscal 2012; 187,357,208 shares
 - ② Number of shares of treasury stock at end of term

The 2nd quarter of fiscal 2013; 112,034 shares, Fiscal 2012; 111,422 shares,

③ Average of the number of shares during the quarter(For the Six Months ended September 30, 2013)

The 2nd quarter of fiscal 2013; 191,611,093 shares, The 2nd quarter of fiscal 2012; 145,599,511 shares

5. Report of Non-Consolidated Financial Results

Business performance (For the Six Months ended September 30, 2103 and For the Six Months ended August 20, 2012)

(1) Non-consolidated Operating Results

(Millions of yen truncated to the nearest million, %, yen)

	Operating revenues	YOY (%)	Operating income	YOY (%)	Ordinary income	YOY (%)	Net income	YOY (%)
Six Months ended September 30, 2013 Six Months ended	4,214	_	431	-	156	_	Δ 415	
August 20, 2012	—	_	_	_	_	_	_	_

	Net income per share
Six Months ended	
September 30, 2013	△2.17
Six Months ended	
August 20, 2012	

(Reference) Since the Company has changed the closing period of the whole consolidated financial year, the comparison of increase/decrease ratio of the current consolidated financial year (1st April 2013 - 30th September 2013) and the previous consolidated financial year (21st February 2012 - 20th August 2012) has not been stated.

(2) Financial position

(Millions of yen truncated to the nearest million, %, yen)

	Total assets	Net assets	Shareholders' equity ratio	Net assets per share
Six Months ended September 30, 2013	320,589	221,938	69.2%	1,085.16
Fiscal year ended March 31, 2013	961,269	202,268	21.0%	886.07

(Reference) Shareholder's equity; The 2nd Quarter of Fiscal 2013; 221,883 million, Fiscal 2012; 202,245 million

Remarks on the projections, other issues

Projections above are based on management's assumptions using information available at the time of publication. Owing to various factors, actual results may differ from these projections.

6.Interim Consolidated Financial Statements

(1) Consolidated Quarterly Balance Sheets

(IVIIIIONS OF YOU trained	As of
	September 30, 2013
Assets	September 30, 2013
Cash and deposits	356,596
Monetary claims bought	14,591
Securities	173,235
Loans and bills discounted	1,244,368
Accounts receivable-installment	876,336
Other assets	58,084
Property, plant and equipment	25,279
Intangible assets	63,419
Goodwill	29,799
Other intangible assets	33,620
Deferred tax assets	19,073
Customer's liabilities for acceptances and guarantees	186,325
Allowance for doubtful accounts	·
Total assets	Δ 46,741 2,970,571
Liabilities	2,970,371
	1 679 244
Deposits	1,678,344
Accounts payable-trade	131,340
Borrowed money	514,933
Bonds payable	62,236
Convertible bond-type bonds with subscription rights to shares	5,580
Other liabilities	84,911
Provision for bonuses	2,027
Provision for retirement benefits	2,249
Provision for point card certificates	11,030
Provision for loss on interest repayment	3,044
Other provision	149
Deferred tax liabilities	2,595
Acceptances and guarantees	186,325
Total liabilities	2,684,767
Net assets	
Capital stock	27,676
Capital surplus	103,485
Retained earnings	123,176
Treasury stock	Δ 144
Total shareholders' equity	254,194
Valuation difference on available-for-sale securities	3,390
Deferred gains or losses on hedges	Δ 1,332
Foreign currency translation adjustment	Δ 921
Total other comprehensive income	1,136
Subscription rights to shares	55
Minority interests	30,418
Total net assets	285,804
Total liabilities and net assets	2,970,571

(2)Consolidated Statements of Income
(Millions of yen truncated the nearest million yen)

	For the Six months ended
	September 30, 2013
Ordinary income	130,562
Interest income	51,092
Interest on loans and discounts	49,661
Interest and dividends on securities	1,084
Fees and commissions	67,431
Other operating income	4,665
Other ordinary income	7,371
Ordinary expenses	118,209
Interest expenses	10,106
Interest on deposits	3,005
Fees and commissions payments	9,000
Other operating expenses	523
General and administrative expenses	83,199
Other ordinary expenses	15,380
Ordinary profit	12,352
Extraordinary loss	1,358
Cost on the management integration	1,194
Loss on disposal of noncurrent assets	145
Other extraordinary loss	18
Income before income taxes	10,993
Income taxes-current	5,964
Income taxes-deferred	Δ 1,218
Total income taxes	4,745
Income before minority interests	6,247
Minority interests in income	3,709
Net income	2,537

(Consolidated statement of comprehensive income) (Millions of yen truncated the nearest million yen)

(Williams of year traine	ated the nearest minion yen,
	For the Six months ended
	September 30, 2013
Income before minority interests	6,247
Other comprehensive income	2,379
Valuation difference on available-for-sale securities	615
Deferred gains or losses on hedges	719
Foreign currency translation adjustment	1,045
comprehensive income	8,627
(attributable to)	
Comprehensive income attributable to owners of the Company	4,293
Comprehensive income attributable to minority interests	4,334

(3) (Summary) Consolidated Statements of Changes in net assets

(Millions of yen truncated the nearest million yen)

For the Six months ended

	For the Six months ended
	September 30, 2013
Shareholders' equity	
Capital stock	
Beginning balance	15,466
Changes of items during the period	
Convert of Convertible bond-type bonds	12,210
with subscription rights to shares Total changes of items during the period	12,210
Ending balance	
-	27,676
Capital surplus	01 275
Beginning balance	91,275
Changes of items during the period Convert of Convertible bond-type bonds	
with subscription rights to shares	12,210
Disposal of treasury stock	0
Total changes of items during the period	12,210
Ending balance	103,485
Retained earnings	
Beginning balance	125,320
Changes of items during the period	
Dividends from surplus	Δ 4,681
Net income	2,537
Total changes of items during the period	Δ 2,143
Ending balance	123,176
Treasury stock	
Beginning balance	Δ 142
Changes of items during the period	
Purchase of treasury stock	Δ1
Disposal of treasury stock	0
Total changes of items during the period	Δ1
Ending balance	Δ 144
Total shareholders' equity	
Beginning balance	231,919
Changes of items during the period	
Convert of Convertible bond-type bonds	24,420
with subscription rights to shares	
Dividends from surplus Net income	Δ 4,681
Purchase of treasury stock	2,537
•	Δ1
Disposal of treasury stock Total changes of items during the period	22 274
0 0 1	22,274
Ending balance	254,194

For the Six months ended September 30, 2013

	September 30, 2013
Other comprehensive income	
Valuation difference on available-for-sale	
securities Beginning balance	2,717
Changes of items during the period	2,717
Net changes of items other than shareholders' equity	673
Total Changes of items during the period	673
Ending balance	3,390
Deferred gains or losses on hedges	3,390
	A 1 704
Beginning balance Changes of items during the period	Δ 1,704
	272
Net changes of items other than shareholders' equity	372
Total Changes of items during the period	372
Ending balance	Δ 1,332
Foreign currency translation adjustment	. 1 (21
Beginning balance	Δ 1,631
Changes of items during the period	510
Net changes of items other than shareholders' equity	710
Total Changes of items during the period	710
Ending balance	Δ 921
Total other comprehensive income	
Beginning balance	Δ 618
Changes of items during the period	
Net changes of items other than shareholders' equity	1,755
Total Changes of items during the period	1,755
Ending balance	1,136
Subscription rights to shares	
Beginning balance	22
Changes of items during the period	
Net changes of items other than shareholders' equity	32
Total Changes of items during the period	32
Ending balance	55
Minority interests	
Beginning balance	27,549
Changes of items during the period	
Net changes of items other than shareholders' equity	2,868
Total Changes of items during the period	2,868
Ending balance	30,418
Total Net assets	
Beginning balance	258,872
Changes of items during the period	
Dividends from surplus	24,420
Net income	Δ 4,681
Purchase of treasury stock	2,537
Disposal of treasury stock	Δ1
Convert of Convertible bond-type bonds	0
with subscription rights to shares	
Net changes of items other than shareholders' equity	4,656
Total changes of items during the period	26,931
Ending balance	285,804

7. Segment Information

(Millions of yen)

	For the six month ended August 20, 2012					
	Credit	Fee	Overseas	Total	Adjustments	Consolidated financial statements appropriation
Operating revenue						
Operating revenue from external customer	48,156	11,250	28,837	88,243	-	88,243
The internal operating income between segments	0	560	13	574	Δ 574	_
Total	48,156	11,810	28,850	88,817	△ 574	88,243
Segment Profit	7,169	1,112	5,880	14,162	Δ 1,231	12,930

(Remarks) Content of each Segment

(1) Credit ···Domestic credit businesses such as Credit Card, Loan, etc.
 (2) Fee Business ···Various domestic businesses such as e-money business, etc.

(3) Overseas ···Financial Service business in overseas

(Millions of yen)

	For the six month ended September 30, 2013						
	Credit	Fee	Bank	Overseas	Total	Adjustments	Consolidated financial statements appropriation
Operating revenue							
Operating revenue from external customer	57, 088	11, 136	19, 037	43, 300	130, 562	_	130, 562
The internal operating income between segments	412	6, 009	1,075	2	7, 499	△ 7,499	_
Total	57, 500	17, 145	20, 112	43, 303	138, 061	△ 7,499	130, 562
Segment Profit/ Loss	7, 939	634	706	7, 178	16, 458	△ 4,106	12, 352
Segment assets	1, 211, 307	68, 511	1, 384, 873	381, 767	3, 046, 461	△ 75,889	2, 970, 571
Other							
Depreciation	1,652	1, 737	618	1,970	5, 979	69	6, 049
Amortization of goodwill	44	356	451	14	867	-	867
Interest income	17, 552	841	8,868	24, 823	52, 086	△ 993	51, 092
Interest expenses	2, 135	122	2, 215	5, 218	9, 691	414	10, 106
Provision of allowance for loan losses	4, 275	170	21	7, 690	12, 158	_	12, 158
Provision for point card certificates	6, 768	32	199	_	7, 001	_	7, 001
Increase in property, plant and equipment and intangible assets	4, 223	4, 984	837	3, 557	13, 602	52	13, 655

(Remarks) Content of each Segment

(1) Credit ··· Domestic credit businesses such as Credit Card, Installment Loan, etc.

(2) Fee Business ··· Various domestic businesses such as e-money business, etc.

(3) Bank ...Business regarding to lending and investment, etc.

(4) Overseas ···Financial Service business in overseas

8. (Summary) Non-consolidated financial statements

(1) (Summary) Non-consolidated Balance Sheets

(Millions of yen truncated the nearest million yen) As of As of March 31, 2013 September 30, 2013 ASSETS Current assets 952 Cash and deposits 137,347 400,773 Accounts receivable-installment Operating loans 235,910 5 19,812 Advances paid 46 Prepaid expenses 700 Deferred tax assets 11,648 162 Accounts receivable-other 33,700 3,067 Account income 4,609 2 Corporate tax receivable 61 150 1,016 Other Allowance for doubtful accounts Δ 27,668 Total current assets 817,912 4,388 Noncurrent assets Property, plant and equipment Buildings 3,036 Accumulated depreciation Δ 1.410 1,626 Buildings, net 17,539 Tools, furniture and fixtures Accumulated depreciation Δ 9,209 8,329 Tools, furniture and fixtures, net Total property, plant and equipment 9,955 Intangible assets 15,414 25 Software Telephone subscription right 38 15,452 25 Total Intangible assets Investments and other assetsI 6,067 6,505 Investment securities 296,096 Stocks of subsidiaries and affiliates 102,464 Long-term prepaid expenses 4,437 13,350 Guarantee money deposit 1,035 Deferred tax assets 1,163 28 2,656 Other 315,984 Total Investments and other assets 117,825 143,234 316,009 Total noncurrent assets Deferred assets Bond issuance cost 122 93 98 Stock issuance cost 191 122 Total deferred assets 961,269 320,589 Total assets

	(Millions of yen truncat	ed the nearest million yen)
	As of	As of
	March 31, 2013	September 30, 2013
Liabilities		
Current liabilities		
Accounts payable-trade	185,684	_
Short-term loans payable	264,500	14,500
Current portion of long-term loans payable	57,700	_
Current portion of bonds	20,000	20,000
Lease obligations	1,516	_
Accounts payable-other	8,473	36,278
Accrued expenses	1,386	145
Income taxes payable	337	1,354
Unearned revenue	210	7
Deposits received	1,033	729
Provision for bonuses	472	_
Reserve for executive performance bonuses	46	8
Provision for point card certificates	8,077	_
Reserve for possible loss from credit guarantee business	758	_
Other	526	14
Total current liabilities	550,725	73,037
Noncurrent liabilities		
Bonds payable	20,000	20,000
Convertible bond-type bonds with subscription rights to shares	30,000	5,580
Long-term loans payable	149,400	_
Lease obligations	4,219	_
Provision for retirement benefits	13	_
Provision for loss on interest repayment	3,721	_
Asset retirement obligations	794	_
Other	126	32
Total noncurrent liabilities	208,275	25,612
Total long-term liabilities	759,001	98,650

	(Millions of yell truncated the hearest million yell)		
	As of As of		
	March 31, 2013	September 30, 2013	
Net assets			
Shareholder's equity			
Capital stock	15,466	27,676	
Capital surplus			
Legal capital surplus	91,275	103,485	
Other capital surplus	_	0	
Total capital surplus	91,275	103,485	
Retained earnings			
Legal retained earnings	3,687	3,687	
Other retained earnings			
General reserve	75,995	75,995	
Retained earnings brought forward	14,223	9,126	
Total retained earnings	93,905	88,809	
Treasury stock	Δ 142	Δ 144	
Total shareholders' equity	200,504	219,826	
Valuation and translation adjustments			
Valuation difference on available-for-sale securities	1,741	2,057	
Total valuation and translation adjustments	1,741	2,057	
Subscription rights to shares	22	55	
Total net assets	202,268	221,938	
Total Liabilities and net assets	961,269	320,589	

(2) (Summary) Non-consolidated Statements of Income (Millions of yen truncated the nearest million yen)

For the Six months ended
September 30, 2013
4,214
, i
3,782
3,782
431
91
366
156
48
108
1,478
Δ 954
523
Δ 415

(3) (Summary) Consolidated Statements of Change in Equity Total

	For the Six months ended
	September 30, 2013
Shareholders' equity	,
Capital stock	
Beginning balance	15,466
Changes of items during the period	,
Convert of Convertible bond-type bonds with	12,210
subscription rights to shares	
Total changes of items during the period	12,210
Ending balance	27,676
Capital surplus	
Legal capital surplus	01 275
Beginning balance	91,275
Changes of items during the period Convert of Convertible bond-type bonds with	
subscription rights to shares	12,210
Total changes of items during the period	12,210
Ending balance	103,485
Other legal capital surplus	
Beginning balance	_
Changes of items during the period	
Disposal of treasury stock	0
Total changes of items during the period	0
Ending balance	0
Total capital surplus	
Beginning balance	91,275
Changes of items during the period	· ·
Convert of Convertible bond-type bonds with	12,210
subscription rights to shares	12,210
Disposal of treasury stock	0
Total changes of items during the period	12,210
Ending balance	103,485
Retained earnings	
Legal retained earnings	
Beginning balance	3,687
Ending balance	3,687
Other retained earnings	
General reserve	
Beginning balance	75,995
Ending balance	75,995
Retained earnings brought forward	
Beginning balance	14,223
Changes of items during the period	
Dividends from surplus	Δ 4,681
Net loss	Δ 415
Total changes of items during the period	Δ 5,096
Ending balance	9,126
Total retained earnings	
Beginning balance	93,905
changes of items during the period	
Dividends from surplus	Δ 4,681
Net loss	Δ 415
Total changes of items during the period	Δ 5,096
Ending balance	88,809

(Millions of yen trur	For the Six months ended
	September 30, 2013
Treasury stock	September 30, 2013
Beginning balance	Δ 142
Changes of items during the period	2112
Purchase of treasury stock	۸ 1
Disposal of treasury stock	0
Total changes of items during the period	Δ1
Ending balance	Δ 144
Total shareholders' equity	Δ 144
Beginning balance	200,504
Changes of items during the period	200,304
Convert of Convertible bond-type bonds with subscription rights to shares	24,420
Dividends from surplus	Δ 4,681
Net loss	△ 415
Purchase of treasury stock	Δ1
Disposal of treasury stock	0
Total changes of items during the period	19,321
Ending balance	219,826
Valuation and translation adjustments	
Valuation difference on available-for-sale securities	
Beginning balance	1,741
Changes of items during the period	
Net changes of items other than shareholders' equity	316
Total Changes of items during the period	316
Ending balance	2,057
Total valuation and translation adjustments	
Beginning balance	1,741
Ending balance	2,057
Subscription rights to shares	-
Beginning balance	22
Changes of items during the period	
Net changes of items other than	32
shareholders' equity	
Total Changes of items during the period	32
Ending balance	55
Total net assets	
Beginning balance	202,268
Changes of items during the period	24.422
Dividends from surplus	24,420
Net income	Δ 4,681
Purchase of treasury stock	Δ 415
Disposal of treasury stock	Δ1
Increase by share exchanges	0
Net changes of items other than shareholders' equity	348
Total changes of items during the period	19,670
Ending balance	221,938

[Reference data]

*Figure regarding to previous term is a rough rearranged estimate for the purpose of comparison with the current term.

(Millions of yen truncated the nearest million yen) (1) Consolidated Quarterly Balance Sheets As of As of March 31, 2013 September 30, 2013 Assets 356,596 Cash and deposits 517,456 Call loans 10,000 14,591 Monetary claims bought 18,676 202,269 173,235 Securities Loans and bills discounted 1,244,368 1,128,041 Accounts receivable-installment 507,315 876,336 Other assets 94,979 58,084 25,279 Property, plant and equipment 20,061 Intangible assets 63,419 59,603 Goodwill 28,884 29,799 Other intangible assets 30,718 33,620 Deferred tax assets 16,722 19,073 Customer's liabilities for acceptances and guarantees 186,325 548 Allowance for doubtful accounts Δ 46,741 Δ 40,916 Total assets 2,534,757 2,970,571 Liabilities 1,212,051 1,678,344 Deposits Accounts payable-trade 190,433 131,340 695,385 514,933 Borrowed money Commercial papers 5,442 62,236 62,414 Bonds payable Convertible bond-type bonds with subscription rights to shares 30,000 5,580 Other liabilities 62,375 84,911 Provision for bonuses 1,503 2,027 Provision for retirement benefits 419 2,249 Provision for point card certificates 8,696 11,030 3,044 Provision for loss on interest repayment 3,721 196 149 Other provision 2,595 Deferred tax liabilities 2,696 Acceptances and guarantees 548 186,325 2,684,767 Total liabilities 2,275,884 Net assets Capital stock 15,466 27,676 Capital surplus 91,275 103,485 Retained earnings 125,320 123,176 Treasury stock Δ 142 Δ 144 254,149 Total shareholders' equity 231,919 Valuation difference on available-for-sale securities 3,390 2,717 Deferred gains or losses on hedges Δ 1,704 Δ 1,332 Foreign currency translation adjustment Δ 1,631 Δ 921 Total other comprehensive income Δ 618 1,136 22 55 Subscription rights to shares 27,549 30,418 Minority interests Total net assets 258,872 285,804 Total liabilities and net assets 2,534,757 2,970,571

(2)Consolidated Quarterly Statements of Income

(Millions of yen truncated the nearest million yen)

(Minions of you transacted the nearest minion year)			
	For the Six months ended	For the Six months ended	
	August 20, 2012	September 30, 2013	
Ordinary income	88,409	130,562	
Interest income	33,193	51,092	
Interest on loans and discounts	33,066	49,661	
Interest and dividends on securities	75	1,084	
Fees and commisions	45,935	67,431	
Other operating income	0	4,665	
Other ordinary income	9,280	7,371	
Ordinary expenses	75,369	118,209	
Interest expenses	5,919	10,106	
Interest on deposits		3,005	
Fees and commissions payments	6,899	9,000	
Other operating expenses	40	523	
General and administrative expenses	51,324	83,199	
Other ordinary expenses	11,185	15,380	
Ordinary profit	13,039	12,352	
Extraordinary loss		1,358	
Cost on the management integration	_	1,194	
Loss on disposal of noncurrent assets		145	
Other extraordinary loss	_	18	
Income before income taxes	13,039	10,993	
Income taxes-current	2,156	5,964	
Income taxes-deferred	2,316	Δ 1,218	
Total income taxes	4,473	4,745	
Income before minority interests	8,566	6,247	
Minority interests in income	2,446	3,709	
Net income	6,120	2,537	
		· · · · · · · · · · · · · · · · · · ·	

(3)Capital Ratio

AEON Financial Servise(Consolidated): Based on domesticstandard

	As of	As of
	March 31, 2013	September 30, 2013
Consolidated capital ratio	_	9.8%
Consolidated Tier1 ratio	_	10.2%