

SHINHAN FINANCIAL GROUP CO LTD  
Form 6-K  
February 21, 2013

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

## **FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the Month of February 2013**

# **SHINHAN FINANCIAL GROUP CO., LTD.**

**(Translation of registrant's name into English)**

**120, 2-Ga, Taepyung-Ro, Jung-Gu, Seoul 100-102, Korea**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

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Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .

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Shinhan Financial Group

120, 2-Ga, Taepyungro, Jung Gu,

Seoul 100-102, Korea

February 21, 2013

**Convocation Notice of the 12th Annual General Meeting of Shareholders**

To our Shareholders:

Notice is hereby given that the 12th Annual General Meeting of Shareholders of Shinhan Financial Group will be held as described hereunder and your attendance is cordially requested.

**Meeting Description**

1. Date and Time: March 28, 2013 10 A.M. in Seoul time.
2. Place: Auditorium, 20th floor, Shinhan Bank, 120, 2Ga, Taepyung-ro, Jung-gu, Seoul, Korea

**Agendas to be voted on:**

1) Approval of Financial Statements for fiscal year 2012  
(January 1, 2012~ December 31, 2012)

2) Appointment of Directors (9 Outside Directors)

2-1) Outside Director Candidate : Mr. Boo In Ko

2-2) Outside Director Candidate : Mr. Taeun Kwon

2-3) Outside Director Candidate : Mr. Kee Young Kim

2-4) Outside Director Candidate : Mr. Seok Won Kim

2-5) Outside Director Candidate : Mr. Hoon Namkoong

2-6) Outside Director Candidate : Mr. Ke Sop Yun

2-7) Outside Director Candidate : Mr. Jung Il Lee

2-8) Outside Director Candidate : Mr. Haruki Hirakawa

2-9) Outside Director Candidate : Mr. Philippe Aguinier

3) Appointment of Audit Committee Members (4 members)

3-1) Audit Committee Member Candidate: Mr. Taeun Kwon

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3-2) Audit Committee Member Candidate: Mr. Seok Won Kim

3-3) Audit Committee Member Candidate: Mr. Ke Sop Yun

3-4) Audit Committee Member Candidate: Mr. Sang Kyung Lee

4) Approval of Director Remuneration Limit

**Meeting Agendas**

**AGENDA ITEM No. 1** APPROVAL OF FINANCIAL STATEMENTS (Separate Financial Statements & Consolidated Financial Statements for fiscal year 2012 (January 1, 2012 ~ December 31, 2012))

*Pursuant to Article 449 of the Commercial Act, we seek shareholders' approval during the Annual General Meeting of Shareholders on the Company's separate financial statements and consolidated financial statements for fiscal year 2012.*

Business Results for FY 2012 (stand-alone or separate basis)

Shinhan Financial Group is a financial holding company established in accordance with the Financial Holding Company Acts and engages in the primary business of 1) controlling or managing companies that either provide financial services or are closely related to financial business through ownership of shares, 2) investing in or providing financial support to subsidiaries and to raise capital necessary for financial support, and 3) supporting the business of subsidiaries for joint development, marketing of new products and joint utilization of facilities and IT systems and etc.

As of December 31, 2012, Shinhan Financial Group consists of 13 direct subsidiaries that include Shinhan Bank, Shinhan Card, Shinhan Investment Corp., Shinhan Life Insurance and Shinhan BNP Paribas Asset Management, and 18 indirect subsidiaries.

During the fiscal year of 2012, Shinhan Financial Group received annual dividend for FY 2011 and interim dividend for FY 2012 from its subsidiaries that amounts KRW 800.2 billion in total. In addition, as the owner of Shinhan brand trademark, Shinhan Financial Group received brand fees from users of our brand and recognized brand fee income of total KRW 114.3 billion in 2012.

Business Results of FY 2012 (consolidated basis)

For the fiscal year 2012, Shinhan Financial Group recorded KRW 2,322.7 billion of consolidated net income attributable to equity shareholders.

Group net income decreased by 25.1% from 2011, mainly due to retreat in NIM driven by base rate cut coupled with increase in credit costs owing to continued reduction of bad loans from corporate restructuring.

However, Shinhan Financial Group posted the largest net income among its peers in Korea for 5 consecutive years, exceeding well over 2 trillion since 2007 except 2009 during times of global financial crisis.

Shinhan Bank reported net income of KRW 1,656.8 billion, down by 21.8% from the previous year while Jeju Bank achieved net income of KRW 18.8 billion, up by 21.7% from 2011.

Non-bank subsidiaries realized a combined net income of KRW 1,026.3 billion, down by 19.9% year-over-year from 2011. Shinhan Card, Shinhan Investment Corp., Shinhan Life Insurance net profits fell by 14.4%, 37.2% and 11.6% year-over-year respectively from 2011.

The net income contribution from non-bank subsidiaries in 2012 marked 1,026.3 billion, remaining flat at 38% from 2011, as non-banking subsidiaries continue to report stable earnings.

The dividend proposed by the Board of Directors for fiscal year 2012 is as follows;

1) Dividend for Common Stocks: KRW 331,940 million  
(KRW 700 per share, 14% of par value and 1.8% of market price of Common Stock)

2) Dividend for Preferred Stocks: KRW 61,938 million

3) Total Dividend Amount: KRW 393,878 million

*-Please refer to Appendix A for the separate financial statements and Consolidated financial statements of Shinhan Financial Group.*



**AGENDA ITEM NO. 2 APPOINTMENT OF DIRECTORS (9 OUTSIDE DIRECTORS)**

*Pursuant to Article 382 of the Commercial Act and Article 36 of the Company's Articles of Incorporation, we seek shareholders' approval during the Annual General Meeting of Shareholders on the appointment of directors.*

At the 12th Annual General Meeting of Shareholders 9 outside directors will seek the approval of appointment from shareholders.

The Board of Directors is currently composed of 12 directors, 1 executive director and 1 non-executive director and 10 outside directors. The terms of 9 outside directors (Messrs. Jaekun Yoo, Taeun Kwon, Kee Young Kim, Seok Won Kim, Hoon Namkoong, Ke Sop Yun, Jung Il Lee, Haruki Hirakawa, Philippe Aguinier) terms will be completed in March 2013 on the date of the Annual General Meeting of Shareholders.

The Outside Director Recommendation Committee under the Board of Directors recommended 9 outside directors, of which 8 directors, Messrs. Taeun Kwon, Kee Young Kim, Seok Won Kim, Hoon Namkoong, Ke Sop Yun, Jung Il Lee, Haruki Hirakawa, Philippe Aguinier, are to renew their terms. Mr. Boo In Ko has been newly nominated and recommended as an outside director.

The Outside Director Recommendation Committee is a committee under the Board of Directors and assesses the independence and ability of potential candidates for outside directors and recommends relevant candidates to the Board of Directors.

On February 15, 2013, the Board of Directors endorsed the nominees selected by the Outside Director Recommendation Committee.

The Board of Directors recommends a vote **FOR** the election of the following candidate;

*Please refer to the Additional information section provided at the end of this document for information on the a) Members of the Board of Directors after the 12th Annual General Meeting of Shareholders and b) Committees of Board of Directors.*

1. Date of Birth	December 25, 1941
2. Nominator	Outside Director Recommendation Committee
2-1 Rationale	Mr. Ko is a successful Korean-Japanese entrepreneur and expected to share his various experience and knowhow as a businessman with the Company. The committee newly nominated and recommended him as an outside director as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company.
3. Relation to the largest shareholder	None
4. Business transaction with SFG during the last 3 years	None
5. Term of Office	From Mar.28, 2013 until the 14 <sup>th</sup> AGM (2 year)
6. Current Position	CEO, Sansei Co., Ltd
7. New Appointment	Yes
7-1 If incumbent, prior year BoD meeting attendance rate	N.A.
8. Education	BA, Meiji University
9. Main Work Experience	
2005 - current	CEO, Sansei Co., Ltd
2009 - 2010	Outside Director, Shinhan Financial Group
2005 - 2009	Outside Director, Jeju Bank
2002	Director, JEJU International Convention Center
1998	Advisor, The National Unification Advisory Council
1998	Vice Chairman, Korea Chamber of Commerce and Industry in Tokyo

1. Date of Birth	January 29, 1941
2. Nominator	Outside Director Recommendation Committee
2-1 Rationale	Mr. Kwon is an expert in accounting and served as a Professor at Nagoya University of Foreign Studies. He has contributed to the development of the Company with the academic background coupled with hands-on experience through management of business administration. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company.
3. Relation to the largest shareholder	None
4. Business transaction with SFG during the last 3 years	None
5. Term of Office	From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)
6. Current Position	Former Professor, Nagoya University of Foreign Studies
7. New Appointment	No
7-1 If incumbent, prior year BoD meeting attendance rate	100%
8. Education	Ph.D. in Business Administration, Nanzan University
9. Main Work Experience	
2010 - 2012	Dean, Department of Global Business, School of Contemporary International Studies, Nagoya University of Foreign Studies
2004 - 2012	Professor, Department of Global Business, School of Contemporary International Studies, Nagoya University of Foreign Studies
1983 - 2010	Chief Executive Officer, Nam Bu Ham Co., Ltd
1997 - 2009	Committee member, Korean Residents Union HQ in Japan
1991 - 2008	Counsel and Director, Korea Education Foundation

1. Date of Birth	October 7, 1937
2. Nominator	Outside Director Recommendation Committee
2-1 Rationale	Mr. Kim is a current President at Kwangwoon University and formerly served as a Dean at Graduate School of Information, Yonsei University, and expected to share his various experiences based on his academic background. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company.
3. Relation to the largest shareholder	None
4. Business transaction with SFG during the last 3 years	None
5. Term of Office	From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)
6. Current Position	President, Kwangwoon University
7. New Appointment	No
7-1 If incumbent, prior year BoD meeting attendance rate	88%
8. Education	Ph.D in Business Administration, Washington University
9. Main Work Experience	
2009 - current	President, Kwangwoon University
2004 - 2009	Outside Director, GS Holdings Corp.
2003	Outside Director, KTB Networks, currently KTB Investment & Securities Co., Ltd.
2000	Dean, Graduate School of Information, Yonsei University
1979 - 2003	Professor, School of Business, Yonsei University

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| 1. Date of Birth   | April 29, 1947   |
| 2. Nominator   | Outside Director Recommendation Committee  |
| 2-1 Rationale  | Mr. Kim, with the experiences in government institutions such as ministry of finance and career as a Chairman of Korea Federation of Savings Banks as well as Chairman of Credit Information Companies Association, he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company. |
| 3. Relation to the largest shareholder                   | None   |
| 4. Business transaction with SFG during the last 3 years | None   |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)  |
| 6. Current Position                                      | Former Chairman, Credit Information Companies Association.   |
| 7. New Appointment                                       | No   |
| 7-1 If incumbent, prior year BoD meeting attendance rate | 100%   |
| 8. Education   | Ph.D. in Economics, Kyung Hee University   |
| 9. Main Work Experience                                  |  |
| 2009 - 2012  | Chairman, Credit Information Companies Association   |
| 2006 - 2009  | Chairman, Korea Federation of Savings Banks  |
| 2005 - 2006  | Outside Director, Woori Bank   |
| 2002 - 2005  | Vice President, Korea Deposit Insurance Corporation  |
| 1999 - 2001  | Head of the Korea-OECD Multilateral Tax Center   |

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| 1. Date of Birth   | June 26, 1947  |
| 2. Nominator   | Outside Director Recommendation Committee  |
| 2-1 Rationale  | Mr. Namkoong is an expert in finance with a career as a Member of Monetary Policy Committee at Bank of Korea and has made an effort for the stability of the board as a Chairman of Board of Directors during his tenure. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company. |
| 3. Relation to the largest shareholder                   | None   |
| 4. Business transaction with SFG during the last 3 years | None   |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)  |
| 6. Current Position                                      | Outside Director, Samsung Electro-Magnetics Co., Ltd.  |
| 7. New Appointment                                       | No   |
| 7-1 If incumbent, prior year BoD meeting attendance rate | 100%   |
| 8. Education   | M.A. in public administration from University of Wisconsin at Madison  |
| 9. Main Work Experience                                  |  |
| 2009 - 2011  | Outside Director, KORAMCO (Korea Real Asset Management Company)  |
| 2005 - Current   | Outside Director, Samsung Electro-Magnetics Co., Ltd   |
| 2005 - 2008  | Chairman, Korea Life Insurance Association   |
| 2000 - 2004  | Member, Monetary Policy Committee, Bank of Korea   |
| 1999 - 2000  | Chairman and President, Korea Deposit Insurance Corporation  |

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| 1. Date of Birth   | May 20, 1945   |
| 2. Nominator   | Outside Director Recommendation Committee  |
| 2-1 Rationale  | Mr. Yun is an expert in accounting, with a strong academic background as well as practical experience in various fields. He has been duly performing his role as an outside director during his tenure. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company. |
| 3. Relation to the largest shareholder                   | None   |
| 4. Business transaction with SFG during the last 3 years | None   |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)  |
| 6. Current Position                                      | Emeritus Professor, Seoul National University  |
| 7. New Appointment                                       | No   |
| 7-1 If incumbent, prior year BoD meeting attendance rate | 100%   |
| 8. Education   | Ph.D in Business Administration, Seoul National University   |
| 9. Main Work Experience                                  |  |
| 2001 - current   | Chairman, Seoul Economist Club   |
| 2010 - current   | Emeritus Professor, Seoul National University  |
| 1999 - 2001  | Dean, College of Business Administration, Seoul National University  |
| 1997 - 1998  | Member, Financial Renovation Committee   |

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| 1. Date of Birth   | August 28, 1952  |
| 2. Nominator   | Outside Director Recommendation Committee  |
| 2-1 Rationale  | Mr. Lee is a successful Korean-Japanese entrepreneur and has shared his various experience and knowhow as a businessman with the Company. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company. |
| 3. Relation to the largest shareholder                   | None   |
| 4. Business transaction with SFG during the last 3 years | None   |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)  |
| 6. Current Position                                      | CEO, Hirakawa Shoji Co., Ltd.  |
| 7. New Appointment                                       | No   |
| 7-1 If incumbent, prior year BoD meeting attendance rate | 100%   |
| 8. Education   | BA in Political Science & Economics, Meiji University  |
| 9. Main Work Experience                                  |  |
| 2006   | Board member, Korean Residents Union in Japan  |
| 1995   | Vice Chairman, Korea Chamber of Commerce and Industry in Japan   |
| 1985   | CEO, Hirakawa Shoji Co., Ltd   |



1. Date of Birth	November 7, 1964
2. Nominator	Outside Director Recommendation Committee
2-1 Rationale	Mr. Hirakawa is a successful Korean-Japanese entrepreneur and has been actively participating in the meetings of the Board of Directors and its committees. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company.
3. Relation to the largest shareholder	None
4. Business transaction with SFG during the last 3 years	None
5. Term of Office	From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)
6. Current Position	CEO, Hirakawa Shoji Co., Ltd
7. New Appointment	No
7-1 If incumbent, prior year BoD meeting attendance rate	75%.
8. Education	BA in Political Science & Economics, Kinki University
9. Main Work Experience	
2008	CEO, Kokusai Kaihatsu Co., Ltd
2006	CEO, Shinei Shoji Co., Ltd
1994	CEO, Hirakawa Shoji Co., Ltd

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|----|--|---|
| 1. | Date of Birth  | September 26, 1957  |
| 2. | Nominator  | Outside Director Recommendation Committee   |
|    | 2-1 Rationale  | Mr. Agugnier has been duly performing his role as an outside director during his tenure. The committee recommends to renew his term as he is expected to further contribute to the activities of the Board of Directors, and in turn, the development of the Company. |
| 3. | Relation to the largest shareholder                      | Employee  |
| 4. | Business transaction with SFG during the last 3 years    | None  |
| 5. | Term of Office   | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)   |
| 6. | Current Position   | Head of Retail Banking for Asia, BNP Paribas  |
| 7. | New Appointment  | No  |
|    | 7-1 If incumbent, prior year BoD meeting attendance rate | 75%   |
| 8. | Education  | Ph.D in Far Eastern Studies, Universite Paris III (Inalco)  |
| 9. | Main Work Experience                                     |   |
|    | 2010 - current   | Head of Retail Banking for Asia, BNP Paribas  |
|    | 2006 - 2009  | Vice-President, Bank of Nanjing Head of Retail Banking for China, BNP Paribas   |
|    | 2002 - 2006  | Head, BNP Paribas Group Investor Relations and Financial Information  |

**Agenda Item No. 3** Appointment of Audit Committee Members (4 members)

*Pursuant to Article 542.12 of the Commercial Act, Article 41 of the Financial Holding Companies Act and Article 39 of the Company's Articles of Incorporation, we seek shareholders' approval during the Annual General Meeting of Shareholders on the appointment of the Audit Committee Members.*

Among the existing outside director candidates, Messrs. Taeun Kwon, Seok Won Kim, Ke Sop Yun and Sang Kyung Lee were recommended as candidates of the Audit Committee Members for fiscal year 2013 through the resolution of the Audit Committee Member Recommendation Committee.

The Board of Directors recommends a vote FOR the election of each of the following nominee;

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|--|--|
| 1. Date of Birth   | January 29, 1941   |
| 2. Nominator   | Audit Committee Member Recommendation Committee  |
| 3. Relation to the largest shareholder                   | None   |
| 4. Business transaction with SFG during the last 3 years | None   |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)  |
| 6. Current Position                                      | Former Professor, Nagoya University of Foreign Studies   |
| 7. Education   | Ph.D. in Business Administration, Nanzan University  |
| 8. Main Work Experience                                  |  |
| 2010 - 2012  | Dean, Department of Global Business, School of Contemporary International Studies, Nagoya University of Foreign Studies      |
| 2004 - 2012  | Professor, Department of Global Business, School of Contemporary International Studies, Nagoya University of Foreign Studies |
| 1983 - 2010  | Chief Executive Officer, Nam Bu Ham Co., Ltd   |
| 1997 - 2009  | Committee member, Korean Residents Union HQ in Japan   |
| 1991 - 2008  | Counsel and Director, Korea Education Foundation   |

- |  |  |
|--|--|
| 1. Date of Birth   | April 29, 1947   |
| 2. Nominator   | Audit Committee Member Recommendation Committee            |
| 3. Relation to the largest shareholder                   | None   |
| 4. Business transaction with SFG during the last 3 years | None   |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)  |
| 6. Current Position                                      | Former Chairman, Credit Information Companies Association. |
| 7. Education   | Ph.D. in Economics, Kyung Hee University                   |
| 8. Main Work Experience                                  |  |
| 2009 - 2012  | Chairman, Credit Information Companies Association         |
| 2006 - 2009  | Chairman, Korea Federation of Savings Banks                |
| 2005 - 2006  | Outside Director, Woori Bank                               |
| 2002 - 2005  | Vice President, Korea Deposit Insurance Corporation        |
| 1999 - 2001  | Head of the Korea-OECD Multilateral Tax Center             |

- |  |   |
|--|---|
| 1. Date of Birth   | May 20, 1945  |
| 2. Nominator   | Audit Committee Member Recommendation Committee                     |
| 3. Relation to the largest shareholder                   | None  |
| 4. Business transaction with SFG during the last 3 years | None  |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year)           |
| 6. Current Position                                      | Emeritus Professor, Seoul National University                       |
| 7. Education   | Ph.D in Business Administration, Seoul National University          |
| 8. Main Work Experience                                  |   |
| 2001 - current   | Chairman, Seoul Economist Club                                      |
| 2010 - current   | Emeritus Professor, Seoul National University                       |
| 1999 - 2001  | Dean, College of Business Administration, Seoul National University |
| 1997 - 1998  | Member, Financial Renovation Committee                              |

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|--|---|
| 1. Date of Birth   | September 20, 1945  |
| 2. Nominator   | Audit Committee Member Recommendation Committee           |
| 3. Relation to the largest shareholder                   | None  |
| 4. Business transaction with SFG during the last 3 years | None  |
| 5. Term of Office  | From Mar.28, 2013 until the 13 <sup>th</sup> AGM (1 year) |
| 6. Current Position                                      | Representative Attorney, Law Firm WONJON                  |
| 7. Education   | B.A. in Law, Chung-Ang University                         |
| 8. Main Work Experience                                  |   |
| 2010 - current   | Representative Attorney, Law Firm WONJON                  |
| 2009 - 2010  | Lawyer, DW Partners Law Firm                              |
| 2005 - 2009  | Lawyer, Law Firm LEEWOO                                   |
| 2004 - 2005  | Chief Judge, Constitutional Court of Korea                |
| 2002 - 2004  | President, Busan High Court                               |
| 2000 - 2002  | President, Daegu District Court & Incheon District Court  |
| 2000 - 2000  | Senior Presiding Judge, Patent Court of Korea             |
| 1992 - 2000  | Senior Judge, Daegu High Court                            |
| 1981 - 1992  | Judge, Seoul High Court                                   |

**AGENDA ITEM NO.4** APPROVAL OF DIRECTOR REMUNERATION LIMIT

*Pursuant to Article 388 of the Commercial Act and Article 47 of the Company's Articles of Incorporation, we seek shareholders' approval during the Annual General Meeting of Shareholders on the aggregate remuneration levels for directors for fiscal year 2013.*

KRW 6.0 billion is proposed as the maximum amount of aggregate remuneration that may be disbursed to the 12 directors, including 10 outside directors, of the Company for fiscal year 2013. For your reference the limitation for fiscal year 2012 for 12 directors, including 10 outside directors, was KRW 6.0 billion.

Additionally, 59,000 performance shares are proposed to be granted as the maximum aggregate amount of shares that may be disbursed from April 1, 2010 to December 31, 2013 to the directors of Shinhan Financial Group as long-term incentives over the term of their office. The approval and ratification of awards, performance measure and allocation for these performance shares will be delegated to the Board of Directors.



**Additional Information****I. Number and Classification of Voting Shares**

The record date for exercising voting rights at the Annual General Meeting of Shareholders is December 31, 2012. As of the record date, there were 474,199,587 shares outstanding, all of which are valid shares for voting.

**II. Method of Resolutions**

Pursuant to the provisions of the Commercial Code, Agenda Item No. 1, 2, 3 and 4 shall be passed a majority of the votes cast by the shareholders present at the meeting and at least one-fourth of the total shares that are entitled to vote.

**III. Members of the Board of Directors after the 12<sup>th</sup> Annual General Meeting of Shareholders**

Before AGM		After AGM		
		Initially Appointed on	Reappointed on	End of Tenure
Executive Directors	Executive Directors			
Dong-Woo Han	Dong-Woo Han	March 23, 2011		FY 2013 AGM
Non-executive Directors	Non-executive Directors			
Jin-Won Suh	Jin-Won Suh	March 23, 2011	March 29, 2012	FY 2014 AGM
Outside Directors*	Outside Directors*			
	Boo In Ko	March 28, 2013		FY 2014 AGM
Taeun Kwon	Taeun Kwon	March 23, 2011	March 28, 2013	FY 2013 AGM
Kee Young Kim	Kee Young Kim	March 23, 2011	March 28, 2013	FY 2013 AGM
Seok Won Kim	Seok Won Kim	March 23, 2011	March 28, 2013	FY 2013 AGM
Hoon Namkoong**	Hoon Namkoong	March 23, 2011	March 28, 2013	FY 2013 AGM
Ke Sop Yun	Ke Sop Yun	March 17, 2009	March 28, 2013	FY 2013 AGM
Jung Il Lee	Jung Il Lee	March 23, 2011	March 28, 2013	FY 2013 AGM
Haruki Hirakawa	Haruki Hirakawa	March 23, 2011	March 28, 2013	FY 2013 AGM
Philippe Aguiñier	Philippe Aguiñier	March 24, 2010	March 28, 2013	FY 2013 AGM
Sang Kyung Lee	Sang Kyung Lee	March 29, 2012		FY 2013 AGM
Jaekun Yoo				

\* Outside Directors is defined by the Financial Holding Companies Act and the Securities and Exchange Act as a director who does not engage in the regular affairs of the financial holding company, and who is elected at a shareholders meeting, after having been nominated by the outside director nominating committee. None of the largest shareholder, those persons specially related to the largest shareholder of such company, persons who during the past two years have served as an officer or employee of such company, the spouses and immediate family members of an officer of such company, and certain other persons specified by law may qualify as an outside director of such company.

\*\* Mr.Hoon Namkoong was the Chairman of the Board of Directors for Shinhan Financial Group.

\*\*\* The new Chairman of the Board of Directors will be elected on the following meeting of Board of Directors after the AGM. indicates outside directors whose tenure expired and who seeks shareholders approval to renew their terms.

IV. Committees of the Board of Directors after the 12<sup>th</sup> Annual General Meeting of Shareholders  
 There are currently seven management committees that serve under the board:

the Governance and CEO Recommendation Committee;

the Board Steering Committee;

the Risk Management Committee;

the Audit Committee;

the Compensation Committee;

the Outside Director Recommendation Committee; and

the Audit Committee Member Recommendation Committee.

Each committee member is appointed by the Board of Directors, except for members of the Audit Committee, who are elected at the general meeting of shareholders.

The following table lists the members of each committee as of February 21, 2013. Each committee members for FY 2013, except for the members of the Audit Committee, will be appointed by the new Board of Directors after the 12<sup>th</sup> Annual General Meeting of Shareholders;

Committee	Members	Objective	Number of Meetings	
			Attendance Record*	Held*
Governance and CEO Recommendation Committee	Chair	The committee is responsible for overall corporate governance matters of the Company. It will deliberate on matters related to corporate governance of the Company, such as the code of conduct and code of ethics, size of the Board of Directors and matters necessary for improvements to the Company's corporate governance structure.		2
	Kee Young Kim (o)		100%	
	Members			
	Taeun Kwon (o)			
	Hoon Namkoong (o)			
	Jaekun Yoo (o)	The committee is also responsible to develop, operate and review the Company's management succession plan, including setting CEO qualification criteria, evaluating CEO candidate pool and recommending CEO candidates.	100%	100%
	Philippe Aguinier (o)		0%	
	Dong-Woo Han	The Chair of this committee will be elected among the outside director members.	100%	100%

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		The participation, and voting right, of the incumbent CEO will be limited if he or she is included in the CEO candidate pool.		
Board Steering Committee	Chair	The committee is responsible for ensuring the efficient operations of the board and the facilitation of the board's functions. The committee's responsibilities also include reviewing and assessing the board's structure and the effectiveness of that structure in fulfilling the board's fiduciary responsibilities.		
	Dong-Woo Han		100%	
	Members			
	Hoon Namkoong (o)		100%	6
	Jung Il Lee (o)		67%	
	Ke Sop Yun (o)	100%		
Risk Management Committee	Chair	The committee oversees and makes determinations on all issues relating to our comprehensive risk management function. In order to ensure our stable financial condition and to maximize our profits, the committee monitors our overall risk exposure and reviews our compliance with risk policies and risk limits. In addition, the committee reviews risk and control strategies and policies, evaluates whether each risk is at an adequate level, establishes or abolishes risk management divisions, reviews risk-based capital allocations, and reviews the plans and evaluation of internal control.	75%	
	Kee Young Kim (o)			
	Members		100%	4
	Hoon Namkoong (o)		100%	
	Philippe Aguihier (o)			

Compensation Committee	Chair	This committee is responsible for reviewing and approving the management's evaluation and compensation programs.	100%	4
	Members			
	Seok Won Kim (o)			
	Kee Young Kim (o)			
	Sang Kyung Lee (o)			
	Haruki Hirakawa (o)	75%	100%	75%
Audit Committee	Chair	The committee oversees our financial reporting and approves the appointment of and interaction with our independent auditors and our internal audit-related officers. The committee also reviews our financial information, audit examinations, key financial statement issues and the administration of our financial affairs by the Board of Directors. In connection with the general meetings of stockholders, the committee examines the agenda for, and financial statements and other reports to be submitted by, the Board of Directors for each general meeting of stockholders.	100%	7
	Members			
	Ke Sop Yun (o)			
	Taeun Kwon (o)			
	Seok Won Kim (o)			
	Sang Kyung Lee (o)	100%	100%	100%
Outside Director Recommendation Committee	Chair	Members of this committee will be appointed by our Board of Directors if and only to the extent necessary to recommend and nominate candidates for our outside director positions and related matters. The committee meetings are called by the chairman of this committee, who must be an outside director.	100%	3
	Members			
	Sang Kyung Lee (o)			
	Kee Young Kim (o)			
	Taeun Kwon (o)			
	Jung Il Lee (o)	100%	100%	100%
	Dong-Woo Han	100%		
Audit Committee Member Recommendation Committee	Chair	Members of this committee will be appointed by our Board of Directors if and only to the extent necessary to recommend and nominate candidates for our audit committee member positions and related matters. The committee should consist of all of the outside directors of the Group.	100%	1
	Member			
	Kee Young Kim (o)			
	Member	100% <sup>(1)</sup>		
	All outside Directors			

indicates committees with a majority of outside directors as committee members

\* The number of meetings held and the attendance record for the Board Steering Committee, Risk Management Committee, Compensation Committee and the Audit Committee have been counted for the period from the appointment of the members to the committee until the end of FY 2012, that is December 31, 2012, based on the Financial Supervisory Service disclosure guideline for proxy materials. However, for the outside director Recommendation Committee and the Audit Committee Member Recommendation Committee, those records were counted for the meetings held to recommend and nominate candidates that constitute the next Outside Directors among the Board of Directors and the Audit Committee Members for FY 2013, which both were held during February 2013.

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- (1) The Audit Committee Member Recommendation Committee is held once every year to nominate the members for the next fiscal year Audit Committee. Of the total 10 outside directors, 9 outside directors have participated the Audit Committee Member Recommendation Committee held on February 21, 2013. Mr. Jaekun Yoo was not able to participate.
- (o) indicates outside directors

For detailed information of notes to financial statements, please refer to audit report through 6-K disclosure scheduled on 20th of March, 2013.

Actual date of disclosure that is scheduled on 20th of March, 2013 may be subject to change.

**Appendix A. Financial Statements for FY 2012**

SHINHAN FINANCIAL GROUP CO., LTD.

**Separate Statements of Financial Position**

As of December 31, 2012 and 2011

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2011</b>
<b>Assets</b>		
Cash and due from banks	₩ 212,783	2,220,171
Trading assets	118,548	1,856,712
Loans	1,359,605	1,104,678
Property and equipment	1,264	1,363
Intangible assets	7,112	7,974
Investments in subsidiaries	25,216,096	25,050,002
Deferred tax assets	1,814	302
Other assets	295,702	603,048
<b>Total assets</b>	<b>₩ 27,212,924</b>	<b>30,844,250</b>
<b>Liabilities</b>		
Borrowings	10,000	5,000
Debt securities issued	7,196,951	7,034,393
Liability for defined benefit obligations	2,602	2,061
Other liabilities	336,450	4,371,989
<b>Total liabilities</b>	<b>7,546,003</b>	<b>11,413,443</b>
<b>Equity</b>		
Capital stock	2,645,053	2,645,053
Other equity instrument	537,443	238,582
Capital surplus	9,494,842	9,494,842
Retained earnings	6,989,583	7,052,330
<b>Total equity</b>	<b>19,666,921</b>	<b>19,430,807</b>
<b>Total liabilities and equity</b>	<b>₩ 27,212,924</b>	<b>30,844,250</b>

SHINHAN FINANCIAL GROUP CO., LTD.

**Separate Statements of Comprehensive Income**

For the years ended December 31, 2012 and 2011

<i>In millions of won, except earnings per share data</i>		<b>2012</b>	<b>2011</b>
Interest income	₩	67,797	110,656
Interest expense		(341,678)	(372,084)
<b>Net interest income</b>		<b>(273,881)</b>	<b>(261,428)</b>
Fees and commission income		114,287	121,213
Fees and commission expense		(231)	(329)
<b>Net fees and commission income</b>		<b>114,056</b>	<b>120,884</b>
Dividend income		800,223	1,837,479
Net trading income		10,071	54,764
Net foreign currency transaction loss			(21,594)
Provision for credit loss		342	(103)
General and administrative expense		(63,187)	(72,033)
Net other operating income			21,594
<b>Operating Income</b>		<b>587,624</b>	<b>1,679,563</b>
<b>Non-operating Income</b>		<b>1,313</b>	<b>423</b>
<b>Income before income taxes</b>		<b>588,937</b>	<b>1,679,986</b>
Income tax expense (benefit)		(1,512)	7,078
<b>Net income for the year</b>		<b>590,449</b>	<b>1,672,908</b>
<b>Other comprehensive income for the year</b>			
Cash flow hedges			2,246
Income tax effect			(544)
			1,702
<b>Total comprehensive income for the year</b>	₩	<b>590,449</b>	<b>1,674,610</b>
Basic earnings (loss) per share in won	₩	1,033	2,945
Diluted earnings (loss) per share in won	₩	1,033	2,913



SHINHAN FINANCIAL GROUP CO., LTD.

**Separate Statements of Appropriation of Retained Earnings**

Date of Appropriation for 2012 : March 28, 2013

Date of Appropriation for 2011 : March 29, 2012

<i>(In millions of won)</i>	2012	2011
<b>Unappropriated retained earnings:</b>		
Balance at beginning of year	₩ 4,846,219	7,744,070
Repayment of preferred stock		(3,752,679)
Interest on hybrid bond	(23,688)	(2,594)
Net income	590,449	1,672,908
	5,412,980	5,661,705
<b>Reversal of regulatory reserve for loan loss</b>	9,901	
	5,422,881	5,661,705
<b>Appropriation of retained earnings:</b>		
Legal reserve	59,045	167,291
Regulatory reserve for loan loss		18,687
Dividends	393,878	629,508
Dividends on common stocks paid	331,940	355,650
Dividends on preferred stocks paid	61,938	273,858
	452,923	815,486
<b>Unappropriated retained earnings to be carried over to subsequent year</b>	₩ 4,969,958	4,846,219

SHINHAN FINANCIAL GROUP CO., LTD.

## Separate Statements of Changes in Equity

For the years ended December 31, 2012 and 2011

<i>(In millions of won)</i>		Capital stock	Other equity instruments	Capital surplus	Accumulated other comprehensive income	Retained earnings	Total equity
<b>Balance at January 1, 2011</b>	₩	2,589,553		8,444,178	(1,702)	9,720,931	20,752,960
Net income for the year						1,672,908	1,672,908
<b>Other comprehensive income, net of income tax</b>							
Cash flow hedges					1,702		1,702
<b>Total comprehensive income for the year</b>					1,702	1,672,908	1,674,610
<b>Transactions with owners</b>							
Dividends						(586,236)	(586,236)
Dividend to hybrid bond						(2,594)	(2,594)
Issuance of preferred stock		55,500		1,050,664			1,106,164
Issuance of hybrid bond			238,582				238,582
Redemption of preferred stock						(3,752,679)	(3,752,679)
		55,500	238,582	1,050,664		(4,341,509)	(2,996,763)
<b>Balance at December 31, 2012</b>	₩	2,645,053	238,582	9,494,842		7,052,330	19,430,807

<i>(In millions of won)</i>		Capital stock	Other equity instruments	Capital surplus	Accumulated other comprehensive income	Retained earnings	Total equity
<b>Balance at January 1, 2012</b>	₩	2,645,053	238,582	9,494,842		7,052,330	19,430,807
Net income for the year						590,449	590,449
<b>Total comprehensive income for the year</b>						590,449	590,449
<b>Transactions with owners</b>							
Dividends						(629,508)	(629,508)
Dividend to hybrid bond						(23,688)	(23,688)
Issuance of hybrid bond			298,861				298,861
			298,861			(653,196)	(354,335)
<b>Balance at December 31, 2012</b>	₩	2,645,053	537,443	9,494,842		6,989,583	19,666,921

SHINHAN FINANCIAL GROUP CO., LTD.

**Separate Statements of Cash Flows**

For the years ended December 31, 2012 and 2011

<i>(In millions of won)</i>	2012	2011
<b>Cash flows from operating activities</b>		
Income before income taxes	₩ 588,937	1,679,986
Adjustments for:		
Interest income	(67,797)	(110,656)
Interest expense	341,678	372,084
Dividend income	(800,223)	(1,837,479)
Net trading income	(398)	(4,182)
Net foreign currency transaction loss		21,594
Provision for credit losses	(342)	103
Salaries expense (benefit)	2,953	(5,913)
Depreciation and amortization	1,327	1,251
Net other operating expenses (income)		(21,594)
Net other non-operating expenses (income)	263	391
	(522,539)	(1,584,401)
<b>Changes in assets and liabilities:</b>		
Due from banks	2	
Trading assets	1,738,562	(1,601,117)
Other assets	468	2,125
Liability for defined benefit obligations	(2,442)	(1,806)
Other liabilities	642	(6,030)
	1,737,232	(1,606,828)
Income taxes paid		(2,324)
Interest received	79,755	97,395
Interest paid	(326,135)	(359,679)
Dividend received	800,223	1,837,479
Net cash provided by operating activities	2,357,473	61,628
<b>Cash flows from investing activities</b>		
Issuance of loans	(460,000)	(655,000)
Collection of loans	205,000	1,005,000
Acquisition of property and equipment	(548)	(330)
Proceeds from dispositions of property and equipment		21
Acquisition of intangible assets	(79)	(1,380)
Acquisition of subsidiaries	(166,094)	(4,000)
Increase in other assets	11,954	(13,000)
Net cash provided by (used in) investing activities	(409,767)	331,311

SHINHAN FINANCIAL GROUP CO., LTD.

**Separate Statements of Cash Flows (continued)**

For the years ended December 31, 2012 and 2011

<i>(In millions of won)</i>	<b>2012</b>	<b>2011</b>
<b>Cash flow from financing activities</b>		
Issuance of preferred stock		1,110,000
Issuance of hybrid bond	298,861	238,582
Repayments of preferred stock	(3,765,124)	
Proceeds from borrowings	60,000	
Repayments of borrowings	(55,000)	
Issuance of debt securities issued	1,300,000	2,540,000
Repayments of debt securities issued	(1,140,000)	(2,105,126)
Stock issuance cost paid		(3,836)
Debentures issuance cost paid	(3,490)	(9,271)
Dividends paid	(650,697)	(585,557)
Cash inflows from cash flow hedge		32,966
<b>Net cash provided by (used in) financing activities</b>	<b>(3,955,450)</b>	<b>1,217,758</b>
<b>Increase(decrease) in cash and cash equivalents</b>	<b>(2,007,744)</b>	<b>1,610,697</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>2,220,562</b>	<b>609,865</b>
<b>Cash and cash equivalents at end of year</b>	<b>₩ 212,818</b>	<b>2,220,562</b>

SHINHAN FINANCIAL GROUP CO., LTD.

**Notes to the Separate Financial Statements**

For the years ended December 31, 2012 and 2011

**1. Reporting entity**

Shinhan Financial Group Co., Ltd. (the Company) was incorporated on September 1, 2001 through a business combination involving the exchange of the Company's common stock with the former shareholders of Shinhan Bank, Shinhan Investment Corp., Shinhan Capital Co., Ltd. and Shinhan BNP Paribas Investment Trust Management Co., Ltd. The Company's shares were listed on the Korea Exchange on September 10, 2001 and the Company's American depository shares were listed on the New York Stock Exchange on September 16, 2003.

**2. Basis of preparation**

**(a) Statement of compliance**

The accompanying separate financial statements have been prepared in accordance with Korean International Financial Reporting Standards (K-IFRS), as prescribed in the Act on External Audits of Corporations in the Republic of Korea.

These financial statements are separate financial statements prepared in accordance with K-IFRS No.1027 *Consolidated and Separate Financial Statements* presented by a parent, an investor in an associate or a venturer in a jointly controlled entity, in which the investments are accounted for on the basis of the direct equity interest rather than on the basis of the reported results and net assets of the investees.

**(b) Basis of measurement**

The separate financial statements have been prepared on the historical cost basis except for the following material items in the separate statement of financial position:

Derivative financial instruments are measured at fair value

Financial instruments at fair value through profit or loss are measured at fair value

Liabilities for cash-settled share-based payment arrangements are measured at fair value

Liabilities for defined benefit plans are recognized as the present value of the defined benefit obligation less the net total of the plan assets, plus unrecognized actuarial gains, less unrecognized past service cost and unrecognized actuarial losses

SHINHAN FINANCIAL GROUP CO., LTD.

**Notes to the Separate Financial Statements**

For the years ended December 31, 2012 and 2011

**2. Basis of preparation (continued)**

**(c) Functional and presentation currency**

These separate financial statements are presented in Korean won which is the Company's functional currency and the currency of the primary economic environment in which the Company operates.

**(d) Use of estimates and judgments**

The preparation of the separate financial statements in conformity with K-IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Financial position**

As of December 31, 2012 and 2011

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2011</b>
<b>Assets</b>		
Cash and due from banks	₩ 13,394,331	14,730,932
Trading assets	14,018,894	11,954,266
Financial assets designated at fair value through profit or loss	2,585,111	1,800,846
Derivative assets	2,164,852	2,319,585
Loans	199,655,732	192,572,571
Available-for-sale financial assets	36,328,429	34,105,747
Held-to-maturity financial assets	11,659,215	11,894,664
Property and equipment	3,046,686	2,993,860
Intangible assets	4,190,776	4,203,460
Investments in associates	298,518	248,848
Current tax assets	14,128	9,022
Deferred tax assets	95,970	29,202
Investment properties	246,970	275,123
Other assets	13,094,465	10,887,878
Assets held for sale	54,412	15,792
<b>Total assets</b>	<b>₩ 300,848,489</b>	<b>288,041,796</b>
<b>Liabilities</b>		
Deposits	₩ 170,096,454	163,015,732
Trading liabilities	1,370,723	704,418
Financial liabilities designated at fair value through profit or loss	4,822,197	3,298,409
Derivative liabilities	1,904,044	1,972,197
Borrowings	18,891,378	20,033,246
Debt securities issued	38,840,175	39,736,958
Liability for defined benefit obligations	214,068	274,661
Provisions	746,846	869,592
Current tax liabilities	252,283	568,074
Deferred tax liabilities	19,890	282
Liabilities under insurance contracts	13,418,559	10,867,254
Other liabilities	21,492,049	19,842,168
<b>Total liabilities</b>	<b>272,068,666</b>	<b>261,182,991</b>
<b>Equity</b>		
Capital stock	2,645,053	2,645,053
Other equity instrument	537,443	238,582
Capital surplus	9,887,199	9,886,849
Capital adjustments	(393,097)	(392,654)
Accumulated other comprehensive income	1,134,820	1,188,948
Retained earnings	12,499,259	10,829,723
Total equity attributable to equity holders of Shinhan Financial Group Co., Ltd.	26,310,677	24,396,501
Non-controlling interests	2,469,146	2,462,304
<b>Total equity</b>	<b>28,779,823</b>	<b>26,858,805</b>

**Total liabilities and equity**

₩ 300,848,489 288,041,796



## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Comprehensive Income**

For the years ended December 31, 2012 and 2011

<i>(In millions of won)</i>		<b>2012</b>	<b>2011</b>
Interest income	₩	13,857,112	13,780,714
Interest expense		(6,882,901)	(6,700,743)
<b>Net interest income</b>		<b>6,974,211</b>	<b>7,079,971</b>
Fees and commission income		3,513,839	3,557,132
Fees and commission expense		(1,941,748)	(1,797,961)
<b>Net fees and commission income</b>		<b>1,572,091</b>	<b>1,759,171</b>
Net insurance loss		(209,303)	(119,201)
Dividend income		175,783	208,860
Net trading income (loss)		595,866	(131,848)
Net foreign currency transaction gain		280,028	13,874
Net gain (loss) on financial instruments designated at fair value through profit or loss		(532,070)	171,911
Net gain on sale of available-for-sale financial assets		536,581	846,345
Impairment loss on financial assets		(1,415,794)	(982,958)
General and administrative expenses		(4,059,560)	(4,135,357)
Net other operating expenses		(723,881)	(538,382)
<b>Operating income</b>		<b>3,193,952</b>	<b>4,172,386</b>
Equity in income of associates		27,538	57,790
Other non-operating income		11,522	(37,614)
<b>Income before income taxes</b>		<b>3,233,012</b>	<b>4,192,562</b>
Income tax expense		(738,944)	(919,929)
<b>Net income for the year</b>		<b>2,494,068</b>	<b>3,272,633</b>
<b>Other comprehensive income (loss) for the year, net of income tax</b>			
Foreign currency translation adjustments for foreign operations		(85,343)	16,120
Valuation gain (loss) on available-for-sale financial assets		11,260	(460,437)
Equity in other comprehensive income of associates		4,097	2,717
Net gain on cash flow hedges		15,655	1,429
Other comprehensive income (loss) of separate account		570	(579)
		(53,761)	(440,750)
<b>Total comprehensive income for the year</b>	₩	<b>2,440,307</b>	<b>2,831,883</b>

## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Comprehensive Income (continued)**

For the years ended December 31, 2012 and 2011

*(In millions of won, except earning per share)*

	<b>2012</b>	<b>2011</b>
<b>Net income attributable to:</b>		
Equity holders of Shinhan Financial Group Co., Ltd.	₩ 2,322,732	3,100,011
Non-controlling interest	171,336	172,622
	₩ 2,494,068	3,272,633
<b>Total comprehensive income attributable to:</b>		
Equity holders of Shinhan Financial Group Co., Ltd.	₩ 2,268,604	2,659,464
Non-controlling interest	171,703	172,419
	₩ 2,440,307	2,831,883
<b>Earnings per share:</b>		
Basic earnings per share in won	₩ 5,047	5,954
Diluted earnings per share in won	₩ 5,047	5,832

## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

## Consolidated Statements of Changes in Equity

For the year ended December 31, 2011

<i>(In millions of won)</i>	Capital stock	Other equity instruments	Capital surplus	Capital adjustments	Accumulated other comprehensive income	Retained earnings	Non- controlling interest	Total
<b>Balance at January 1, 2011</b>	₩ 2,589,553		8,834,971	(390,853)	1,629,495	12,071,221	2,460,838	27,195,225
Net income for the year						3,100,011	172,622	3,272,633
<b>Other comprehensive income, net of income tax</b>								
Foreign currency translation adjustments					16,086		34	16,120
Valuation gain on available-for-sale financial assets					(460,200)		(237)	(460,437)
Equity in other comprehensive income of associates					2,717			2,717
Net gain on cash flow hedges					1,429			1,429
Other comprehensive income of separate account					(579)			(579)
					(440,547)		(203)	(440,750)
<b>Total comprehensive income for the year</b>					(440,547)	3,100,011	172,419	2,831,883
<b>Transactions with owners, etc</b>								
Dividends						(586,236)		(586,236)
Dividend to hybrid bond						(2,594)		(2,594)
Issuance of preferred stock	55,500		1,050,664					1,106,164
Issuance of hybrid bond		238,582						238,582
Redemption of preferred stock						(3,752,679)		(3,752,679)
Change in other capital surplus			1,214					1,214
Change in other capital adjustments				(1,801)				(1,801)
Change in other non-controlling interests							(170,953)	(170,953)
	55,500	238,582	1,051,878	(1,801)		(4,341,509)	(170,953)	(3,168,303)

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<b>Balance at December 31, 2011</b>	<b>₩</b>	2,645,053	238,582	9,886,849	(392,654)	1,188,948	10,829,723	2,462,304	26,858,805
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## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Changes in Equity (continued)**

For the year ended December 31, 2012

<i>(In millions of won)</i>		Capital stock	Other equity instruments	Capital surplus	Capital adjustments	Accumulated other comprehensive income	Retained earnings	Non- controlling interest	Total
<b>Balance at January 1, 2012</b>	₩	2,645,053	238,582	9,886,849	(392,654)	1,188,948	10,829,723	2,462,304	26,858,805
Net income for the year							2,322,732	171,336	2,494,068
<b>Other comprehensive loss, net of income tax</b>									
Foreign currency translation adjustment						(85,121)		(222)	(85,343)
Valuation loss on available-for-sale financial assets						10,671		589	11,260
Equity in other comprehensive income of associates						4,097			4,097
Net gain on cash flow hedges						15,655			15,655
Other comprehensive loss of separate account						570			570
						(54,128)		367	(53,761)
<b>Total comprehensive income for the year</b>						(54,128)	2,322,732	171,703	2,440,307
<b>Transactions with owners, etc.</b>									
Dividends							(629,508)		(629,508)
Dividend to hybrid bond							(23,688)		(23,688)
Issuance of hybrid bond			298,861						298,861
Change in other capital surplus				350					350
Change in other capital adjustments					(443)				(443)
Change in other non-controlling interests								(164,861)	(164,861)
			298,861	350	(443)		(653,196)	(164,861)	(519,289)
<b>Balance at December 31, 2012</b>	₩	2,645,053	537,443	9,887,199	(393,097)	1,134,820	12,499,259	2,469,146	28,779,823

## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Cash Flows**

For the years ended December 31, 2012 and 2011

	2012	2011
<b>Cash flows from operating activities</b>		
Income before income taxes	₩ 3,233,012	4,192,562
Adjustments for:		
Net interest income	(6,974,211)	(7,079,971)
Dividend income	(175,783)	(208,860)
Net fees and commission expense	39,142	182,169
Insurance expense	3,043,780	2,297,723
Net trading loss (income)	(401,260)	17,876
Net foreign currency transaction loss (gain)	(86,820)	11,293
Net loss (gain) on financial assets designated at fair value through profit or loss	353,830	(167,961)
Gain on disposal of available-for-sale financial assets	(536,581)	(846,345)
Provision for allowance	1,315,159	896,006
Impairment loss on other financial assets	100,635	91,303
Salaries expense	146,266	217,739
Depreciation and amortization	298,836	287,734
Other operating income	(519,617)	(586,604)
Equity in income of associates	(25,635)	(57,790)
	(3,422,259)	(4,945,688)
<b>Changes in assets and liabilities:</b>		
Due from banks	1,848,425	(3,540,709)
Trading assets	(1,358,678)	(2,723,770)
Financial instruments designated at fair value through profit or loss	467,291	1,821,807
Derivative assets	303,947	195,134
Loans	(8,963,549)	(11,397,231)
Other assets	(3,253,358)	(1,036,742)
Deposits	8,473,410	12,941,911
Liability for defined benefit obligations	(210,389)	(115,687)
Provision	153,118	(19,564)
Liabilities under insurance contracts		
Other liabilities	6,140,593	(298,829)
	3,600,810	(4,173,680)
Income taxes paid	(1,075,460)	(651,914)
Interest received	13,428,249	13,273,499
Interest paid	(6,855,041)	(6,492,566)
Dividends received	176,128	208,860
<b>Net cash provided by operating activities</b>	₩ 9,085,439	1,411,073

## SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Cash Flows (continued)**

For the years ended December 31, 2012 and 2011

<i>(In millions of won)</i>	<b>2012</b>	<b>2011</b>
<b>Cash flows from investing activities</b>		
Proceeds from disposition of financial assets designated at fair value through profit or loss	₩ 52,909	98,472
Acquisition of disposition of financial assets designated at fair value through profit or loss	(134,507)	
Proceeds from disposition of available-for-sale financial assets	40,687,182	43,335,156
Acquisition of available-for-sale financial assets	(42,526,208)	(47,704,240)
Proceeds from disposition of held-to-maturity financial assets	2,684,122	4,499,462
Acquisition of held-to-maturity financial assets	(2,489,373)	(3,828,684)
Proceeds from disposition of property and equipment	21,668	69,347
Acquisition of property and equipment	(296,282)	(302,111)
Proceeds from disposition of intangible assets	7,296	12,676
Acquisition of intangible assets	(123,736)	(168,132)
Proceeds from disposition of investments in associates	15,543	71,827
Acquisition of investments in associates	(43,353)	(27,661)
Proceeds from disposition of investment property	2,880	23,037
Acquisition of investment property	(38)	(17)
Proceeds from disposition of assets held for sale	6,489	2,047
Decrease in other assets	1,145,505	7,122,334
Increase in other assets	(1,312,098)	(7,213,256)
Acquisition of subsidiaries	90,010	(103,859)
<b>Net cash used in investing activities</b>	<b>(2,211,991)</b>	<b>(4,113,602)</b>
<b>Cash flows from financing activities</b>		
Issuance of preferred stock	(4,409)	1,107,278
Issuance of hybrid bond	298,861	238,682
Proceeds from borrowings	573,185,672	21,300,793
Repayments of borrowings	(574,028,621)	(19,397,747)
Proceeds from debt securities issued	11,696,281	13,056,571
Repayments of debt securities issued	(12,506,217)	(13,760,022)
Increase in other liabilities	187,534	47,483
Decrease in other liabilities	(166,538)	(69,995)
Repayments of preferred stock	(3,765,124)	
Dividends paid	(650,697)	(585,557)
Cash inflows from cash flow hedges	36,752	75,887
Decrease in non-controlling interest	(164,874)	(173,559)
<b>Net cash provided by (used in) financing activities</b>	<b>(5,881,380)</b>	<b>1,839,814</b>
<b>Effect of exchange rate fluctuations on cash and cash equivalents held</b>	<b>4,316</b>	<b>(1,088)</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>996,384</b>	<b>(863,803)</b>
<b>Cash and cash equivalent at beginning of year</b>	<b>3,969,342</b>	<b>4,833,145</b>
<b>Cash and cash equivalent at end of year</b>	<b>₩ 4,965,726</b>	<b>3,969,342</b>

SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

For the years ended December 31, 2012 and 2011

(In millions of won)

1. Reporting entity

Shinhan Financial Group Co., Ltd., the controlling company, and its subsidiaries included in consolidation (collectively the Group) are summarized as follows:

(a) Controlling company

Shinhan Financial Group Co., Ltd. (the Shinhan Financial Group) was incorporated on September 1, 2001 through a business combination involving the exchange of Shinhan Financial Group's common stock with the former stockholders of Shinhan Bank, Shinhan Investment Corp., Shinhan Capital Co., Ltd. and Shinhan BNP Paribas AMC. Shinhan Financial Group's shares were listed on the Korea Exchange on September 10, 2001 and Shinhan Financial Group's American Depository Shares were listed on the New York Stock Exchange on September 16, 2003.

(b) Ownership of Shinhan Financial Group and its major consolidated subsidiaries as of December 31, 2012, 2011 and January 1, 2011 are as follows:

Investor	Investee (*)	Location	Reporting date	Ownership (%)		
				2012	2011	2010
Shinhan Financial Group	Shinhan Bank	Korea	December 31	100.0	100.0	100.0
	Shinhan Card Co., Ltd.			100.0	100.0	100.0
	Shinhan Investment Corp.		March 31	100.0	100.0	100.0
	Shinhan Life Insurance Co., Ltd			100.0	100.0	100.0
	Shinhan Capital Co., Ltd.		December 31	100.0	100.0	100.0
	Jeju Bank			68.9	68.9	68.9
	Shinhan Credit Information Co., Ltd.			100.0	100.0	100.0
	Shinhan Private Equity Investment management		March 31	100.0	100.0	100.0
	Shinhan BNP Paribas AMC			65.0	65.0	65.0
	SHC Management Co., Ltd.		December 31	100.0	100.0	100.0
	Shinhan Data system			100.0	100.0	100.0
	Shinhan Savings Bank		June 30	100.0	100.0	
	Shinhan Aitas Co., Ltd.(*2)		December 31	99.8		
	Shinhan Bank	Shinhan Asia Limited	Hong Kong	December 31	99.9	99.9
Shinhan Bank America		USA		100.0	100.0	100.0
Shinhan Europe GmbH		Germany		100.0	100.0	100.0
Shinhan Khmer Bank		Cambodia		90.0	90.0	80.1
Shinhan Kazakhstan Bank		Kazakhstan		100.0	100.0	100.0
Shinhan Canada Bank		Canada		100.0	100.0	100.0
Shinhan China Limited		China		100.0	100.0	100.0
Shinhan Aitas Co., Ltd.(*2)		Korea			99.8	99.8
SBJ Bank		Japan	March 31	100.0	100.0	100.0
Shinhan Bank Vietnam		Vietnam	December 31	100.0	100.0	100.0





SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

For the years ended December 31, 2012 and 2011

(In millions of won)

1. Reporting entity (continued)

Investor	Investee	Location	Reporting date	Ownership (%)		
				2012	2011	2010
Shinhan Investment Corp.	Shinhan Investment Corp. Europe Ltd.	UK	March 31		100.0	100.0
	Shinhan Investment Corp. America Inc.	USA	December 31	100.0	100.0	100.0
	Shinhan Investment Corp. Asia Ltd.	Hong Kong		100.0	100.0	100.0
Shinhan Private Equity Investment management	Symphony Energy Co., Ltd.	Korea		77.6	77.6	77.6
	HKC&T Co., Ltd.			100.0	100.0	100.0
Shinhan BNP Paribas AMC	Shinhan BNP Asset Mgt HK Ltd.	Hong Kong		100.0	100.0	

(\*1) Subsidiaries such as trust, beneficiary certificates, corporate restructuring fund and private equity fund are excluded.

(\*2) The Group was paid ₩ 50,014 million, in order to acquire the shares that was issued Shihan Aitas s 469,358(99.79%) from The Shinhan bank.

SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES

**Notes to the Consolidated Financial Statements**

For the years ended December 31, 2012 and 2011

(In millions of won)

2. Basis of preparation

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with Korean International Financial Reporting Standards ( K-IFRS ), as prescribed in *the Act on External Audits of Corporations in the Republic of Korea*.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following material items in the statement of financial position:

derivative financial instruments are measured at fair value

financial instruments at fair value through profit or loss are measured at fair value

available-for-sale financial assets are measured at fair value

liabilities for cash-settled share-based payment arrangements are measured at fair value

liabilities for defined benefit plans are recognized as net of the total present value of defined benefit obligations less the fair value of plan assets and unrecognized past service costs

(c) Functional and presentation currency

These consolidated financial statements are presented in Korean won, which are the controlling company's functional currency and the currency of the primary economic environment in which the Group operates.

(d) Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with K-IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are evaluated on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SHINHAN FINANCIAL GROUP CO., LTD.

By /s/ Jung Kee Min  
Name: Jung Kee Min  
Title: Chief Financial Officer

Date: February 21, 2013