



June 30, 2025

Company name: Suruga Bank, Ltd.  
 Representative: Kosuke Kato, President  
 (Code: 8358, Prime Market of the Tokyo Stock Exchange)  
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## Matters Related to Controlling Shareholder (Other Affiliated Company)

Suruga Bank, Ltd. hereby announces that with regard to the other affiliated company, Credit Saison Co., Ltd. (hereinafter referred to as “Credit Saison”), matters concerning the controlling shareholder are as follows.

### 1. Trading name of other affiliated company

(as of March 31, 2025)

| Name                    | Category                 | Voting Rights Held (%) |       |       | Listed Exchange                   |
|-------------------------|--------------------------|------------------------|-------|-------|-----------------------------------|
|                         |                          | Direct Ownership       | Added | Total |                                   |
| Credit Saison Co., Ltd. | Other Affiliated Company | 19.10                  | 0.00  | 19.10 | Tokyo Stock Exchange Prime Market |

\* At the Board of Directors meeting held on May 12, 2025, we resolved to acquire treasury shares based on the provisions of our Articles of Incorporation pursuant to Article 459, Paragraph 1 of the Companies Act (Act No. 86 of 2005, including subsequent amendments), and as a specific method for acquiring part of these shares, to conduct a tender offer for own shares (hereinafter referred to as “the Tender Offer”). We announced the results of the Tender Offer on June 10. The settlement commencement date for the Tender Offer is scheduled for July 1, and Credit Saison’s voting rights ownership ratio after the Tender Offer is expected to be approximately 16%.

For details, please refer to the “Announcement Regarding Repurchase of Treasury Stock, Tender Offer for Own Shares, and Market Purchase” dated May 12, 2025, and the “Announcement Regarding Results of Tender Offer for Own Shares” dated June 10, 2025.

### 2. Suruga Bank’s position in the corporate group and relationship with Other Affiliated Company and their group companies

#### (1) Trading and human/capital relationship with Credit Saison

Credit Saison holds 19.10% of Suruga Bank’s voting rights and falls under the category of Other Affiliated Company. Suruga Bank is also an equity-method affiliate of Credit Saison.

Credit Saison, a major credit card company, and Suruga Bank both have common strengths in the retail business. By making full use of the retail know-how of both companies, and by seamlessly collaborating with the banking structure of Suruga Bank and the non-bank structure of Credit Saison, it was decided that our strategic directions align in the goal to become a “Neo Finance Solution Company” that provides solutions to all sorts of problems and deficiencies (such as worries, inconveniences, dissatisfactions, etc.) in the financial field. Therefore, a capital and business alliance agreement was executed in May 2023. With regard to the purpose and necessity of transactions between both companies and the appropriateness of trading terms and conditions (arm’s length rule stipulated in the Banking Act), in addition to the

second-line checks made by the Compliance Department and the third-line checks made by the Internal Audit Department reporting directly to the President, the Audit and Supervisory Committee, which has a highly transparent composition with the majority of its members being independent outside directors, makes checks on any individual transactions with conflicts of interest to protect the interests of shareholders.

In terms of personnel, as of June 30, 2025, one of Suruga Bank's 12 directors, a non-executive director, concurrently serves as a representative director of Credit Saison. 17 employees (including non-executive) have also been seconded from Credit Saison to promote collaboration between the two companies.

(Concurrent officer positions)

(as of June 30, 2025)

| Position in Suruga Bank               | Name            | Position in Other Affiliated Company or Group Company                                    | Reason for Appointment to Board of Directors  |
|---------------------------------------|-----------------|--|---|
| Representative Director and President | Kosuke Kato     | Credit Saison Co., Ltd.<br>Director (non-executive)                                      | Since he has leveraged his experience as a corporate manager, deep financial sector knowledge, and extensive network in implementing the second phase of the Mid-term Business Plan and demonstrated leadership in addressing the Bank's key management issues, he will continue to be indispensable in enhancing the Bank's corporate value.   |
| Director (non-executive)              | Naoki Takahashi | Credit Saison Co., Ltd.<br>Representative Director (and)<br>Executive Vice President CHO | Since he has a wealth of experience and a high degree of insight as a Representative Director of Credit Saison, our capital and business alliance partner, and is well-versed in banking operations from his experience as an executive officer of a bank, his supervision and advice based on his experiences and knowledge will greatly contribute to enhancing the Bank's corporate value, including the creation of a unique retail financial solutions business through collaboration between banks and non-banks. |

\*Suruga Bank and Credit Saison both dispatch one director to each other's company.

(2) Business restrictions, risks and benefits, and impact on management and business activities from belonging to the Credit Saison corporate group

Credit Saison and Suruga Bank share common strengths in the retail business. As such, the capital and business alliance will be mutually beneficial. The two companies are working together appropriately to become a "Neo Finance Solution Company."

Suruga Bank has also made specific arrangements with Credit Saison for the purpose of ensuring seamless management and administration, on the premise that Suruga Bank's management independence is respected. On top of this, Suruga Bank has implemented appropriate risk and compliance controls and internal audits in accordance with the aims of the Companies Act, Banking Act, and other laws and regulations, reporting progress of such controls and audits to Credit Saison. However, Suruga Bank is responsible for its own decision-making and conducts management and business operations independently from Credit Saison.

(3) Approach to ensuring independence

Although Suruga Bank has one concurrently serving (non-executive) director dispatched from Credit Saison, as mentioned above, decisions regarding the Group's business operations are made within Suruga Bank, thus ensuring sufficient independence from Credit Saison.

#### (4) Transactions with Credit Saison

There are transactions between Suruga Bank and Credit Saison, such as deposit transactions, loans, assurance, and banking services. Significant transactions to be disclosed under “Related Party Transactions” in the consolidated financial statements are as follows.

Consolidated fiscal year (from April 1, 2024 to March 31, 2025)

| Type  | Company Name            | Location          | Capital (Million Yen) | Business Content       | Voting Rights Ownership (Owned) Ratio (%) | Relationship with Related Party | Transaction Content                 | Transaction Amount (Million Yen) | Account | Year-end Balance (Million Yen) |
|---|-------------------------|-------------------|-----------------------|------------------------|---|---------------------------------|-------------------------------------|----------------------------------|---------|--------------------------------|
| Other Affiliated Company, Major Shareholder | Credit Saison Co., Ltd. | Toshima-ku, Tokyo | 75,929                | Payment business, etc. | Ownership 5.4, Owned 19.0                 | Loan participation transactions | Loan participation, Commission paid | 45,307                           | —       | —                              |
|   |                         |                   |                       |                        |   |                                 |                                     | 136                              | —       | —                              |

- (Notes) 1. These are loan participation transactions in which the Company participates.  
2. Transaction conditions are determined by taking into account conditions for similar transactions.

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