

June 24, 2025
SBI Holdings, Inc.
(TOKYO: 8473)

**Notice Regarding Results of Tender Offer by SBI Shinsei Bank, Limited
for Shares of NEC Capital Solutions Limited (Securities Code: 8793)**

SBI Shinsei Bank, Limited (Representative Director, President and CEO: Katsuya Kawashima; "Tender Offeror"), a wholly owned subsidiary of SBI Holdings, Inc. (Representative Director, Chairman, President & CEO: Yoshitaka Kitao), hereby announces that the Tender Offer (as defined below) was concluded on June 23, 2025, as described in the attachment. Previously, on May 26, 2025, Tender Offeror decided to acquire shares of NEC Capital Solutions Limited (Representative Director and President: Masaaki Suganuma; Securities Code: 8793, Listed on the Prime Market, Tokyo Stock Exchange, Inc.) through a tender offer ("Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) and implemented the Tender Offer from May 27, 2025.

For details, please refer to the attached "Notice Regarding Results of Tender Offer by SBI Shinsei Bank, Limited for Shares of NEC Capital Solutions Limited (Securities Code: 8793)" announced by the Tender Offeror today.

End

<p>This material is disclosed by SBI Holdings, Inc. (the parent company of the Tender Offeror) in accordance with the Securities Listing Regulations and is also disclosed by SBI Holdings, Inc. at the request of the Tender Offeror pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act.</p>

(Attachment)

"Notice Regarding Results of Tender Offer by SBI Shinsei Bank, Limited for Shares of NEC Capital Solutions Limited (Securities Code: 8793)" dated June 24, 2025

June 24, 2025

For Immediate Release

SBI Shinsei Bank, Limited
Katsuya Kawashima
President and CEO

Notice Regarding Results of Tender Offer by SBI Shinsei Bank, Limited for Shares of NEC Capital Solutions Limited (Securities Code: 8793)

Tokyo (Tuesday, June 24, 2025) --- SBI Shinsei Bank, Limited ("Tender Offeror") hereby announces that the Tender Offer (as defined below) was concluded on June 23, 2025, as described below. Previously, on May 26, 2025, the Tender Offeror decided to acquire common shares ("Target Company Shares") of NEC Capital Solutions Limited (President and Representative Director: Masaaki Suganuma; Securities Code: 8793, Listed on the Prime Market, Tokyo Stock Exchange, Inc. ("TSE"); "Target Company") through a tender offer ("Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; "Act") and implemented the Tender Offer from May 27, 2025.

1. Outline of the Purchase, etc.

(1) Name and Location of the Tender Offeror

Name: SBI Shinsei Bank, Limited

Location: 4-3, Nihonbashi Muromachi 2-chome, Chuo-ku, Tokyo

(2) Name of the Target Company

NEC Capital Solutions Limited

(3) Type of Shares, etc. to be Purchased

Common shares

(4) Number of Shares, etc. to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
2,195,275 (shares)	- (shares)	2,195,275 (shares)

(Note 1) If the total number of the Target Company Shares tendered in the Tender Offer ("Tendered Shares") exceeds the maximum number of shares to be purchased (2,195,275 shares), the Tender Offeror will not purchase any or portion of the shares in excess of the maximum number of shares to be purchased. The Tender Offeror will conduct transfer and other settlement procedures for the purchase of the shares, etc. using the pro rata method as prescribed in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; "Cabinet Office Order").

(Note 2) Shares less than one unit are also subject to the Tender Offer. If a shareholder exercises his/her right to request purchase of shares less than one unit in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company may purchase the Target Company Shares during the Tender Offer Period in accordance with the procedures required by laws and regulations.

(Note 3) There is no plan to acquire treasury shares owned by the Target Company through the Tender Offer.

(5) Period of Tender Offer

- ① Period of Tender Offer at the Time of Submission of the Registration Statement
From Tuesday, May 27, 2025 to Monday, June 23, 2025 (20 business days)

② Possibility of Extension at the Request of the Target Company

If the Target Company submits a Target Company's Position Statement stating that it requests an extension of the Tender Offer Period pursuant to Article 27-10, Paragraph 3 of the Act, the Tender Offer Period was scheduled to be 30 business days and end on Monday, July 7, 2025. However, the Target Company did not submit such a statement.

- (6) Tender Offer Price
3,750 yen per common share

2. Results of Tender Offer

(1) Success or Failure of the Tender Offer

In the Tender Offer, the total number of Tendered Shares (6,656,948 shares) exceeded the maximum number of shares to be purchased (2,195,275 shares). Accordingly, as stated in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement, all or part of the exceeding portion will not be purchased, and transfer and other settlement procedures for purchase will be conducted according to the pro rata method prescribed in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Order.

(2) Date of Public Notice of the Results of the Tender Offer and Name of the Newspaper in which Public Notice is Published

Pursuant to Article 27-13, Paragraph 1 of the Act, on June 24, 2025, the results of the Tender Offer were announced to news organizations at TSE by the method prescribed in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order.

(3) Number of Shares, etc. Purchased

Type of shares, etc.	Number of tenders converted into shares	Number of purchases converted into shares
Shares	6,656,948 shares	2,195,300 shares
Share option certificates	- shares	- shares
Corporate bond certificates with share options	- shares	- shares
Beneficiary certificates of share certificates, etc. in trust	- shares	- shares
Depository receipt for share certificates, etc.	- shares	- shares
Total	6,656,948 shares	2,195,300 shares
(Total number of dilutive shares, etc.)	- shares	- shares

(4) Ownership Ratio of Shares after the Tender Offer

Number of voting rights represented by shares held by the Tender Offeror prior to the Tender Offer	71,722 units	(Ownership Ratio prior to the Tender Offer: 33.29%)
Number of voting rights represented by shares held by the specially related parties prior to the Tender Offer	0 units	(Ownership Ratio prior to the Tender Offer: 0%)

Number of voting rights represented by shares held by the Tender Offeror after the Tender Offer	93,675 units	(Ownership Ratio after the Tender Offer: 43.48%)
Number of voting rights represented by shares held by the specially related parties after the Tender Offer	0 units	(Ownership Ratio after the Tender Offer: 0%)
Number of voting rights held by all the shareholders of the Target Company	215,436 units	

(Note 1) "Number of voting rights represented by shares held by the specially related parties" indicates the total number of voting rights represented by shares held by each specially related party; provided, however, that those who will be excluded from the specially related parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Order for the purpose of the calculation of the Ownership Ratio of shares under each Item of Article 27-2, Paragraph 1 of the Act, are excluded.

(Note 2) "Number of voting rights held by all the shareholders of the Target Company" is the number of voting rights held by all the shareholders as of September 30, 2024 as stated in the Target Company's Semi-Annual Report announced on November 7, 2024 ("Target Company Semiannual Report"); provided, however, in calculating the "Ownership Ratio after the Tender Offer", the number of voting rights (215,436 units) represented by the number of shares (21,543,699 shares) which is derived from the total number of issued and existing shares (21,544,538 shares) as of March 31, 2025 as stated in the Consolidated Financial Results for the Year Ended March 31, 2025 [Japanese GAAP] announced by the Target Company on April 25, 2025 less the sum of the treasury shares owned by the Target Company as of September 30, 2024 (793 shares) as stated in the Target Company Semiannual Report and the number of the Target Company Shares acquired by the Target Company upon request of holders of less than one unit shares during the period from October 2024 to March 31, 2025 (46 shares) as reported by the Target Company, is used as the "Number of voting rights held by all the shareholders of the Target Company".

(Note 3) "Ownership Ratio prior to the Tender Offer" and "Ownership Ratio after the Tender Offer" are rounded to the second decimal place.

(5) Calculation in the Case of Purchase by the Pro Rata Method

As the total number of Tendered Shares (6,656,948 shares) exceeded the maximum number of shares to be purchased (2,195,275 shares), as stated in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement, all or part of the exceeding portion will not be purchased, and transfer and other settlement procedures for the purchase of shares shall be conducted according to the pro rata method prescribed in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Order (If shares less than one unit (i.e., 100 shares) exist in the number of Tendered Shares, the number of shares to be purchased as calculated using the pro rata method shall not exceed the number of Tendered Shares).

As the total number of shares to be purchased from each tendering shareholder (meaning a person that accepts an offer to purchase the shares subject to the Tender Offer or that offers to sell them; The same shall apply hereinafter.) calculated by rounding up/down the number of shares less than one unit resulting from the pro rata method was less than the maximum number of shares to be purchased, the Tender Offeror will purchase additional one unit (up to the number of Tendered Shares, if the purchase of such additional one unit would result in exceeding the number of Tendered Shares) of Tendered Shares from each tendering shareholder in the order starting with the tendering shareholder with the largest number of shares rounded down as a result of rounding up/down to the nearest one unit, up to the maximum number of shares to be purchased. However, since the number of shares to be purchased would exceed the maximum number of shares to be purchased if the purchase is made by this method from all of the multiple tendering shareholders with the same number of shares rounded down, the shareholders who will sell such additional shares have been determined by a lottery among the relevant tendering shareholders within a range not lower than the maximum number of shares to be purchased.

(6) Settlement Method

① Name and Location of Head Office of Securities Company, Bank, etc. which Settles Purchase, etc.
SBI SECURITIES Co., Ltd. 6-1 Roppongi 1-chome, Minato-ku, Tokyo

② Commencement Date of Settlement
Monday, June 30, 2025

③ Settlement Method

A notice of purchase, etc. through the Tender Offer will be mailed to the addresses or locations of tendering shareholders (in the case of a shareholder who is a resident of a foreign state (including corporate shareholders; "foreign shareholders"), the address of the standing proxy) without delay after the end of the Tender Offer Period.

Purchases will be made in cash. The proceeds from the purchase of shares will be remitted by the Tender Offer Agent to the place designated by the tendering shareholders (or their standing proxies in the case of foreign shareholders) without delay after the commencement date of settlement in accordance with the instructions of the tendering shareholders (or their standing proxies in the case of foreign shareholders).

④ Method of Returning Shares

The shares that need to be returned will be returned without delay on or after the second business day following the last day of the Tender Offer Period by returning them to the status of the account of the tendering shareholder opened with the Tender Offer Agent at the time when the tender was made.

3. Policy after the Tender Offer and Future Outlook

For the policy after the Tender Offer, there have been no changes to the statements in the Notice Regarding Commencement of Tender Offer by SBI Shinsei Bank, Limited for Shares of NEC Capital Solutions Limited (Securities Code: 8793) announced by the Tender Offeror on May 26, 2025.

4. Place Where a Copy of the Tender Offer Report will be Made Available for Public Inspection

SBI Shinsei Bank, Limited
4-3, Nihonbashi Muromachi 2-chome, Chuo-ku, Tokyo

Tokyo Stock Exchange, Inc.
2-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo

End

SBI Shinsei Bank is a leading diversified Japanese financial institution providing a wide range of financial products and services to both institutional and individual customers. The Bank has a network of outlets throughout Japan and is committed in its pursuit of uncompromising levels of integrity and transparency in all of its activities in order to earn the trust of its stakeholders, including customers, employees and shareholders. The Bank is committed to delivering long-term profit growth and sustainably increasing its corporate value for all its stakeholders. News and other information about SBI Shinsei Bank are available at <https://corp.sbishinseibank.co.jp/en/>.

For further information, please contact:

Sustainability and Communications Division

SBI Shinsei Bank, Limited (www.sbishinseibank.co.jp/english/)

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