

September 10, 2025

SBI Holdings, Inc.

(TOKYO: 8473)

Notice Regarding the Conclusion of a Capital and Business Alliance Agreement with Brangista Inc.

SBI Holdings, Inc. (head office: Minato-ku, Tokyo; Representative Director President and CEO: Yoshitaka Kitao; hereinafter “SBIHD”) hereby announces that SBIHD and its subsidiary SBINM LLC (head office: Minato-ku, Tokyo; Representative Partner: SBIER, Inc.; hereinafter “SBINM”) have entered into a capital and business alliance agreement (hereinafter the “Capital and Business Alliance Agreement,” and the capital and business alliance contemplated under the Capital and Business Alliance Agreement, the “Capital and Business Alliance”) with Brangista Inc. (head office: Shibuya-ku, Tokyo; Representative Director CEO: Keiryu Iwamoto; hereinafter “Brangista”).

1. Purpose and Reasons for the Capital and Business Alliance

SBIHD, together with its 696 subsidiaries and 64 equity-method affiliates (as of March 31, 2025; hereinafter collectively the “SBI Group”), is primarily engaged in (i) Financial Services Business, (ii) Asset Management Business, (iii) PE Investment Business and (iv) Crypto-asset Business which are sectors expected to experience continuous growth as well as (v) Next Gen Business, including biotechnology, healthcare & medical informatics businesses and those in advanced Web3-related businesses.

Brangista and its 5 consolidated subsidiaries (hereinafter collectively the “Brangista Group”) operate under the corporate philosophy “CONNECT with COMMUNITY.” The Brangista Group aims to contribute to the development of vibrant local communities by connecting people, products and information and diverse communities, including corporations, organizations, and regions, through services that only the Brangista Group can provide. The Brangista Group conducts businesses in areas such as “Promotion Support Services,” “Media Services,” “Solution Services,” and others.

SBI Group, in addition to building on its established customer base, business assets, and capital-raising capabilities developed to date, has adopted a policy of fully utilizing its evolving ecosystem. It also endeavors to further expand its operating base by entering the media sector, with the objective of establishing a neo-media ecosystem that integrates finance, media, and IT. In recent years, the proliferation of internet media, such as social networking services, has significantly transformed the media environment, with the convergence of finance, media, and IT advancing particularly rapidly in the United States. Amid such global trends, the SBI Group holds the highest quality and volume of financial data in Japan across a wide range of sectors, including banking, securities, insurance, and asset management. By leveraging its digital space ecosystem, the SBI Group is able to disseminate information not only through

traditional analog channels but also through digital channels. Building on this strength, the SBI Group believes it can establish a strong presence in the media sector as well. Accordingly, it has decided to enter the media business.

Under these circumstances, the SBI Group has been exploring potential collaborations with various media-related companies, including Brangista. This initiative is part of its efforts to establish a neo-media ecosystem, with the aim of becoming a unique integrated financial and media distributor by integrating content with financial data.

Against this backdrop, the SBI Group and the Brangista Group (hereinafter “Both Groups”) engaged in preliminary discussions regarding future business development, in light of their respective business environments. Through these discussions, Both Groups concluded that a collaboration would allow them to leverage their respective strengths, including customer networks, human resources, expertise in the media industry, and human resource development, thereby creating synergies.

2. Details of the Capital and Business Alliance

SBIHD and SBINM entered into the Capital and Business Alliance Agreement with Brangista on September 10, 2025. The details of the Capital and Business Alliance Agreement are as follows:

(1) Details of the Capital Alliance

SBINM will acquire 1,150,000 shares of common stock of Brangista (representing 11,500 voting rights; Ownership Ratio (Note 1): 8.23%) through the disposal of treasury shares by Brangista through a third-party allotment (hereinafter the “Third-Party Allotment”).

(Note 1) “Ownership Ratio” means the percentage (rounded to the nearest second decimal place; the same shall apply in the calculation of Ownership Ratio hereinafter) in relation to the number of 13,970,312 shares, which number is derived by subtracting the number of treasury shares held by Brangista as of June 30, 2025 (1,550,588 shares) and the number of additional treasury shares acquired by Brangista from such date through the date of this Notice (204,400 shares) from the total number of outstanding shares of Brangista as of the same date (14,575,300 shares) as stated in the Brangista’s “Consolidated Financial Results for the Nine Months Ended June 30, 2025 [Japanese GAAP]” announced on August 14, 2025, and by adding the number of shares to be disposed of by Brangista through the Third-Party Allotment (1,150,000 shares). The same shall apply hereinafter.

(2) Details of the Business Alliance

(i) Revitalizing regional economies by leveraging the SBI Group’s regional financial institution network

Both Groups believe that, through “Accel Japan,” a Promotion Support Service provided by Brangista Group, they can facilitate business-matching, etc. with regional financial institutions partnered with the SBI Group, thereby enabling an expansion of participating companies and creating

growth opportunities for small and medium-sized enterprises.

Furthermore, through “Tabiirro,” a Media Service provided by Brangista Group, Both Groups believe they can, likewise via regional financial institutions, etc., collaborate with local governments on initiatives such as promoting tourism, marketing regional specialty products, developing new local products, and attracting customers to businesses in the tourism, food service, and leisure industries, thereby contributing to regional revitalization.

- (ii) Joint investment by the SBI Group and the Brangista Group, and growth support by Brangista Group for SBI Group’s portfolio companies

Both Groups plan to make a joint investment and to provide Brangista Group’s services to SBI Group’s portfolio companies and other entities.

Both Groups believe that by providing SBI Group’s portfolio companies and other entities with Brangista Group’s PR and marketing support, Brangista Group can enhance their brand power and recognition. Furthermore, it is expected to create new revenue opportunities and enhance the corporate value of Both Groups by offering the content and services of these companies to Brangista Group’s client companies.

- (iii) Utilization of the SBI Group’s overseas network for overseas expansion of Brangista Group’s business

Both Groups are considering accelerating the overseas expansion, particularly in Asia, of “Accel Japan,” Brangista Group’s Promotion Support Services in Japan, by leveraging the SBI Group’s international network.

In addition, through “Tabiirro,” Brangista Group’s Media Services, they aim to capture inbound demand by establishing a reliable platform for direct bookings with accommodation providers, thereby establishing a unique position in the existing global OTA market.

- (iv) Effective utilization of valuable IP by Brangista Group

Both Groups believe that, by utilizing within Brangista Group’s business the strong intellectual property of SBI Group’s portfolio companies and other entities, Brangista Group will be able to deliver unique promotional support to a broader range of companies.

- (v) Acceleration and expansion of user services of “Tabiirro,” established by Brangista Group, in Japan

By leveraging the SBI Group’s network services, Both Groups aim to accelerate the introduction, expand, and enhance the convenience of new user services of “Tabiirro” in Japan on Brangista Group, thereby generating new commission revenue.

3. Overview of SBIHD's Subsidiary Entering into the Capital and Business Alliance Agreement

(1) Name	SBINM LLC
(2) Title and name of representative	Representative Partner: SBIER, Inc. Authorized Officer: Yasuo Nishikawa
(3) Location	1-6-1 Roppongi, Minato-ku, Tokyo
(4) Capital stock	JPY 1 million (as of September 10, 2025)
(5) Business Description	<p>(1) Investment activities including the holding, management, operation, and acquisition of securities and other assets</p> <p>(2) Management and administration of investment partnership assets</p> <p>(3) Solicitation, sale, and private placement of investment trust property interests; solicitation and private placement of securities; and other financial instrument transactions under the Financial Instruments and Exchange Act</p> <p>(4) Research, planning, and arrangement and brokerage regarding business transfers, asset sales, capital participation, business alliances, and mergers of companies</p> <p>(5) Management consulting and initial public offering advisory services</p> <p>(6) Lending of funds, credit guarantees, provision of credit including receivables purchasing, and the arrangement and brokerage thereof</p> <p>(7) Business related to the trading of receivables, and the intermediary, brokerage, and agency thereof</p> <p>(8) Accounting and financial closing services for corporate and sole proprietorships, as management and accounting diagnostics and guidance</p> <p>(9) Investment Advisory and Agency Business under the Financial Instruments and Exchange Act</p> <p>(10) Trading, exchanging, and leasing of real estate, and brokerage thereof; ownership, management, and operation thereof</p> <p>(11) Investment advisory services</p> <p>(12) Non-life insurance agency services and life insurance solicitation services</p> <p>(13) Trading of securities, market derivative transactions, and foreign market derivative transactions</p> <p>(14) Outsourced valuation calculations and credit assessment services for investment and financing transactions</p> <p>(15) Brokerage, agency, or intermediary services for trading of securities, market derivative transactions, and foreign market</p>

	<p>derivative transactions</p> <p>(16) Management advisory services for various affiliated companies</p> <p>(17) Fee-based employment placement services</p> <p>(18) Worker dispatch services</p> <p>(19) Advertising services</p> <p>(20) Information processing services and information provision services</p> <p>(21) Biotechnology research and development, its outsourcing, and all related consulting services</p> <p>(22) Acquisition, administration, and exploitation of copyrights, neighboring rights, design rights, trademark rights, and industrial property rights</p> <p>(23) Controlling and managing the business activities of companies through the ownership of shares in companies engaged in:</p> <ul style="list-style-type: none"> (i) Biotechnology research and development, and contract research and development (ii) Research and development, manufacturing, sales, export, and import of pharmaceuticals, quasi-drugs, medical equipment, and health appliances (iii) Manufacturing, sale, export, and import of medical and non-medical reagents, and food additives (iv) Manufacturing, sale, export, and import of medical and medical/biological research equipment (v) Genome information processing services using computers (vi) Contracted clinical testing services (vii) Translation and publishing of medical and biological documents (viii) Livestock farming (ix) Consulting services related to the above items (x) Holding and trading of securities issued by companies engaged in the foregoing businesses <p>(24) Financial instruments intermediary business under the Financial Instruments and Exchange Act</p> <p>(25) Any and all business ancillary or related to the foregoing items</p>
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4. Overview of the Counterparty to the Capital and Business Alliance Agreement

(1)	Name	Brangista Inc.
(2)	Title and name of representative	Representative Director CEO: Keiryō Iwamoto
(3)	Location	20-4 Sakuragaoka-cho, Shibuya-ku, Tokyo
(4)	Date of establishment	November 30, 2000

(5)	Capital stock	JPY 1,964 million (including capital surplus; as of March 31, 2025)		
(6)	Business	Promotion Support Services, Media Services, Solution Services, others		
(7)	Major shareholders and shareholding ratios (as of March 31, 2025) (Note 1)	NEXYZ. Group Corporation		51.36%
		SBI SECURITIES Co., Ltd.		2.23%
		Takami Kondo		2.04%
		Tomohiro Yoshida		1.45%
		Yoshiyuki Aikawa		1.19%
		GOLDMAN SACHS INTERNATIONAL (standing proxy: Goldman Sachs Japan Co., Ltd.)		1.14%
		CACEIS BANK/QUINTET LUXEMBOURG SUB AC/UCITS CUSTOMERS ACCOUNT (standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo branch, Custody Services Department)		1.13%
		BNYM SA/NV FOR BNYM FOR BNYM GCM CLIENT ACCTS M ILM FE (standing proxy: MUFG Bank, Ltd.)		0.93%
		MSIP CLIENT SECURITIES (standing proxy: Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)		0.78%
		Nomura Securities Co., Ltd.		0.77%
(8)	Relationship with the listed company	Capital relationship	Not applicable	
		Personal relationship	As of today, Mr. Kondo, a director of Brangista, concurrently serves as the Representative Director of SBI NEO MEDIA HOLDINGS Co., Ltd., a subsidiary of SBIHD	
		Business relationship	SBI SECURITIES Co.,Ltd., a subsidiary of SBIHD, has been engaged to perform consulting services	
		Status as a related party	Does not qualify as a related party	
(9) Consolidated Operating Results and Financial Position for the last three years of Brangista				
Fiscal Year Ended		September 2022	September 2023	September 2024
Consolidated Net Assets (JPY thousands)		1,616,202	2,249,999	3,637,102
Consolidated Total Assets (JPY thousands)		2,571,974	3,884,896	4,959,840
Consolidated Net Assets per Share (JPY)		116.10	157.74	263.55
Consolidated Net Sales (JPY thousands)		3,360,436	4,558,874	4,822,452
Consolidated Operating Income (JPY thousands)		255,925	604,054	951,385
Consolidated Ordinary Income (JPY thousands)		258,253	601,953	944,641
Net Income Attributable to Parent Company Shareholders (JPY		178,578	579,549	606,804

thousands)			
Consolidated Net Income per Share (JPY)	12.83	41.63	44.39
Dividend per Share (JPY)	-	-	-

(Note 1) The shareholding ratios listed under “Major Shareholders and Shareholding Ratios” are stated in the “Status of Major Shareholders” section of the 25th Semiannual Securities Report submitted by Brangista on May 15, 2025.

5. Number of Shares to be Acquired, Acquisition Price, and Status of Shareholdings Before and After Acquisition in Connection with the Subscription of the Third-Party Allotment

(1)	Number of shares held before acquisition	0 shares
(2)	Number of shares to be acquired	1,150,000 shares
(3)	Acquisition price	JPY 856,750,000 (JPY 745 per share)
(4)	Number of shares to be held after acquisition	1,150,000 shares (Ownership Ratio: 8.23%)

6. Schedule

(1)	Execution Date of Agreement for the Capital and Business Alliance and Third-Party Allotment	September 10, 2025
(2)	Payment Date for the Third-Party Allotment and Commencement Date of the Capital and Business Alliance	October 1, 2025

7. Future Outlook

SBIHD believes the impact of the Capital and Business Alliance on SBIHD’s consolidated financial results will be minimal. However, should any matters requiring disclosure arise in the future, SBIHD will promptly disclose them.

For further information, please contact:

SBI Holdings, Inc. Corporate Communications Dept., Tel: +81 3 6229-0126