

November 13, 2025

SBI Holdings, Inc.

(TOKYO: 8473)

(Summary) Notice Regarding Approval for Listing of a Consolidated Subsidiary of the Company (SBI Shinsei Bank, Limited)

SBI Holdings, Inc. (hereinafter “the Company”) hereby announces that SBI Shinsei Bank, Limited (Head Office: Chuo-ku, Tokyo; Representative Director, President: Katsuya Kawashima; hereinafter “SBI Shinsei Bank”), a consolidated subsidiary of the Company, has received approval today to newly list its shares on the Prime Market of the Tokyo Stock Exchange as follows.

1. Positioning of SBI Shinsei Bank within the Company Group

The principal businesses of the Company Group are the “Financial Services Business,” centered on securities, banking, and insurance businesses; the “Asset Management Business,” conducting investment management such as creation, offering and management of investment trusts, as well as investment advisory; “PE Investment Business,” centered on the private equity business which operates venture capital funds, etc.; “Crypto-asset Business,” operating crypto asset exchange businesses; and “Next Gen Business” which operates businesses such as development and marketing of pharmaceuticals, health foods, and cosmetics, and Web3-related businesses based on blockchain technology. SBI Shinsei Bank, as the core bank of the Company Group, contribute to the expansion of the Company’s business foundation and the enhancement of profitability. This is achieved through seamless collaborations with the Group companies, such as account linkage services with SBI SECURITIES Co., Ltd., and the joint operation of branch stores with SBI MONEYPLAZA Co., Ltd. Furthermore, as a core of the Group’s “Fourth Megabank Initiative,” SBI Shinsei Bank is working to expand and deepen partnerships with regional financial institutions, contributing to the realization of regional revitalization.

2. Purpose of SBI Shinsei Bank's Listing

Since joining the Company Group in December 2021, SBI Shinsei Bank has worked to expand its business foundation and strengthen its profitability. This has been achieved by thoroughly implementing “Customer-centric Principle,” one of the Company Group’s fundamental business building concepts and leveraging the synergies and mutual evolution generated by the Company Group’s expanding “Business Ecosystem.” In September 2023, SBI Shinsei Bank was delisted from the Standard Market of the Tokyo Stock Exchange with the goal of further pursuing synergies between other Company Group entities, to enhance its corporate value towards further growth,

and to establish a clear path for the repayment of public funds, a long-standing management challenge for the bank. Subsequently, in July 2025, SBI Shinsei Bank achieved full repayment of public funds through the Company acquiring all preferred shares held by the Deposit Insurance Corporation of Japan and the Resolution and Collection Corporation.

The Company believes that the diversification of SBI Shinsei Bank's capital raising methods through a stock listing, following its repayment of public funds and increased operational flexibility, is crucial for achieving further growth as the core bank of the Company Group. This, in turn, will lead to a further enhancement of the Company Group's corporate value.

3. Future policy on holding shares of SBI Shinsei Bank

After the listing, the Company and SBIRBH will hold 71.2% of the shares of SBI Shinsei Bank (assuming that the maximum amount of shares are sold in the over-allotment), and SBI Shinsei Bank will continue to be an consolidated subsidiary of the Company. However, SBI Shinsei Bank, which conducts its business in accordance with the Banking Act as a licensed entity supervised by the Financial Services Agency, is recognized as maintaining a requisite degree of independence from the Company Group in its management and operations. SBI Shinsei Bank is also considered to be capable of making its own management decisions, as Independent Outside Directors constitute a majority of its Board of Directors. Furthermore, SBI Shinsei Bank has implemented a system to verify and monitor transactions with the Company Group. Under this system, decisions regarding such transactions are finalized following an advance assessment of any conflict of interest, a review of the nature and terms of such transactions, and sufficient deliberation as to its reasonableness, ensuring that the transaction is fair and not detrimental to the interests of minority shareholders.

4. Policy on the listing of group companies

The Company Group will continue to assess the merits of publicly listing the stock of its subsidiaries in cases where doing so would allow the Company's corporate value to be evaluated more accurately and where a subsidiary operates in a business sector that requires neutrality, has a need for a more agile business structure to maintain managerial independence or where additional capital is needed to aid business expansion.

5. Future outlook

The Company plans to conduct a partial sale of SBI Shinsei Bank shares held by the Company. However, as SBI Shinsei Bank will remain a consolidated subsidiary of the Company even after the sale, the impact on the Company's consolidated business performance for the fiscal year ending March 2026 is expected to be minor. On the other hand, the Company expects to record an extraordinary income in its non-consolidated business results for the fiscal year ending March 2026, but the amount is yet to be determined, and will be announced in a timely manner.

For further information, please contact:

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To ensure compliance with applicable securities laws, certain adjustments have been made from the original Japanese-language version.

This is a general press release for the purpose of publicly announcing the approval of the new listing of SBI Shinsei Bank's shares on the Tokyo Stock Exchange Prime Market, and is not prepared for the purpose of solicitation of investment or any other similar activities in Japan or elsewhere. When making investment decisions regarding the public offering and secondary offering of common shares of SBI Shinsei Bank, which was resolved at the Board of Directors meeting on November 13, 2025, investors are requested to review the "Prospectus for the Issuance of New Shares, Disposal of Treasury Shares, and Secondary Offering" (and any amendments thereto) prepared by SBI Shinsei Bank, and to make such decisions based on their own judgment. The "Prospectus for the Issuance of New Shares, Disposal of Treasury Shares, and Secondary Offering" (and any amendments thereto) may be obtained from the underwriting securities companies.

This document does not constitute an offer or sale of securities in the United States. Securities may not be offered or sold in the United States otherwise registered under the U.S. Securities Act of 1933, or an exemption from registration. Any public offering of securities in the United States will be made by means of a prospectus that may be obtained from SBI Shinsei Bank or the selling shareholder, and that would contain detailed information about SBI Shinsei Bank and its management, as well as its financial statements. However, no registration of securities in the United States is planned in connection with this matter.