

Notice Regarding Policy for Holding a Meeting Adjourning the 24th Ordinary General Meeting of Shareholders

SBI Holdings, Inc. (hereinafter the “Company”) hereby announces that a meeting of its Board of Directors held on May 27, 2022 resolved to determine a policy for holding a meeting adjourning the 24th Ordinary General Meeting of Shareholders.

1. Reasons for determining a policy for holding a meeting adjourning the ordinary general meeting of shareholders

The Company planned to report to shareholders at the 24th Ordinary General Meeting of Shareholders scheduled to be held on June 29, 2022 (hereinafter the “General Meeting of Shareholders”) “matters regarding the business report, consolidated financial statements, and reports on the results of audits of consolidated financial statements conducted by the accounting auditor and the Board of Statutory Auditors for the 24th fiscal year (from April 1, 2021 until March 31, 2022)” and “matters regarding financial statements for the 24th fiscal year” (collectively referred to as the “matters to be reported for the 24th fiscal year”), aforementioned matters that are the purpose of the General Meeting of Shareholders.

However, account closing procedures have not been completed as of the date of this announcement because it is taking time to prepare the Company’s financial statements that incorporate the consolidation of Shinsei Bank, Limited as of December 17, 2021. For this reason, the Company is unable to provide documents to be attached to the convocation notice for the General Meeting of Shareholders, which include the business report, consolidated financial statements, financial documents, and audit reports from the accounting auditor and the Board of Statutory Auditors for the 24th fiscal year (“hereinafter Documents”).

Accordingly, upon the completion of necessary procedures including receiving an audit report from the accounting auditor, the Company plans to promptly hold a meeting adjourning to the General Meeting of Shareholders (hereinafter the “Adjourned Meeting”) to report matters to be reported for the 24th fiscal year at the Adjourned Meeting and will seek the shareholders’ judgment at this General Meeting of Shareholders on determining the date, time and venue of the Adjourned Meeting (hereinafter the “Proposal”). Upon approval of the Proposal at this General Meeting of Shareholders, the Company intends to hold the Adjourned Meeting after sending a convocation notice thereof to shareholders separately.

In addition, the Documents for the 24th fiscal year will be attached to the convocation notice of the Adjourned Meeting and provided to shareholders. Please note that shareholders eligible to attend the

Adjourned Meeting will be those who are entitled to exercise voting rights at this General Meeting of Shareholders because the Adjourned Meeting comprises part of this General Meeting of Shareholders.

2. The Ordinary General Meeting of Shareholders' outline and other information

(1) Outline of the Ordinary General Meeting of Shareholders

(i) Date: June 29 (Wednesday), 2022, 10 am

(ii) Venue: 2-10-4, Toranomon, Minato-ku, Tokyo, Japan

The Heian Room, 1st Fl. Okura Prestige Tower, The Okura Tokyo

(iii) Matters that are the purpose of the General Meeting of Shareholders

Matters to be reported

1. The business report, consolidated financial statements, and reports on results of audits of consolidated financial statements from the accounting auditor and the Board of Statutory Auditors for the 24th fiscal year (from April 1, 2021 until March 31, 2022)

2. Matters regarding reporting of financial statements for the 24th fiscal year

*The above matters to be reported will be submitted to the Adjourned Meeting, not to this General Meeting of Shareholders.

Matters to be resolved

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Fifteen Directors

Proposal 3: Election of Four Statutory Auditors

Proposal 4: Election of One Substitute Statutory Auditor

Proposal 5: Presentation of Retirement Benefits to Retiring Directors

*The above matters to be resolved will be submitted for approval and resolution at this General Meeting of Shareholders

(2) Outline of the Adjourned Meeting

The Company has a policy to seek a resolution for the continuation of the general meeting of shareholders in accordance with Article 317 of the Companies Act.

An outline of the Adjourned Meeting based on the aforementioned resolution is as described below.

(i) Date and Venue: The Company will promptly notify shareholders of the date and venue of the Adjourned Meeting as soon as they are determined based on approval of the proposal at this General Meeting of Shareholders.

(ii) Matters constituting the purpose of the meeting:

Matters to be reported

1. The business report, consolidated financial statements, and reports on results of audits of consolidated financial statements from the accounting auditor and the Board of Statutory Auditors for the 24th fiscal year (from April 1, 2021 until March 31, 2022)

2. Matters regarding reporting of financial statements for the 24th fiscal year



For further information, please contact:

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