



January 24, 2025

To Whom It May Concern:

Company Name: WealthNavi Inc.
Representative: Kazuhisa Shibayama
Representative Director and CEO
(Code Number: 7342 Tokyo Stock
Exchange Growth)
Inquiries: Gaku Hirose, Director and CFO
(TEL: 03-6632-4911)

(Update on Disclosed Matter)
Notice Regarding Non-holding of
Extraordinary Shareholders' Meeting and Cancellation of Record Date

WealthNavi Inc. (the “Company”) hereby announces the following with respect to the matters disclosed in the “Notice Regarding Setting of Record Date for Convocation of Extraordinary Shareholders' Meeting” dated January 10, 2025.

As stated in the “Notice Regarding Setting of Record Date for Convocation of Extraordinary Shareholders' Meeting” released on January 10, 2025, in the event that the tender offer for the common shares of the Company (the “Shares”) and Stock Acquisition Rights (Note) commenced by MUFG Bank, Ltd. (the “Offeror”) (the “Tender Offer”) is successfully completed but the total number of voting rights in the Company held by the Offeror is less than 90% of the number of the voting rights of all shareholders of the Company, the Offeror would request the Company to hold an Extraordinary Shareholders' Meeting that would include proposals for a consolidation of the Shares pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended) (the “Share Consolidation”) and an amendment to the Company's Articles of Incorporation to abolish the provisions regarding the share unit number, subject to the Share Consolidation becoming effective (the “Extraordinary Shareholders' Meeting”). Accordingly, the Company had set in advance a record date required for the convocation of the Extraordinary Shareholders' Meeting.

However, as stated in the “Announcement of the Results of the Tender Offer by MUFG Bank, Ltd. for the Company's Securities and Change of the Parent Company, the Largest Shareholder among the Major Shareholders and Other Affiliates” released on January 21, 2025, as a result of the Tender Offer, the total number of voting rights in the Company held by the Offeror exceeded 90% of the number of the voting rights of all shareholders of the Company. Therefore, the Share Consolidation is no longer required, and the Company has decided not to hold the Extraordinary Shareholders' Meeting and to cancel the abovementioned record date.

(Note) “Stock Acquisition Rights” collectively refer to the following stock acquisition rights.

As of today, all Stock Acquisition Rights have been exercised or acquired by the Offeror through the Tender Offer.

- (i) The Third Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on August 15, 2018 (exercise period: from August 16, 2020 to August 16, 2028)
- (ii) The Fourth Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on March 26, 2019 (exercise period: from March 27, 2021 to March 27, 2029)
- (iii) The Fifth Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on March 26, 2019 (exercise period: from March 27, 2019 onwards (indefinite from the allotment date))
- (iv) The Sixth Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on August 23, 2019 (exercise period: from August 26, 2021 to August 26, 2029)
- (v) The Seventh Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on June 29, 2020 (exercise period: from June 30, 2022 to June 30, 2030)
- (vi) The Eighth Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on June 29, 2020 (exercise period: from June 30, 2020 onwards (indefinite from the allotment date))
- (vii) The Ninth Stock Acquisition Rights issued pursuant to the resolution of the Company’s board of directors meeting held on June 29, 2020 (exercise period: from June 30, 2020 onwards (indefinite from the allotment date))