

For Immediate Release

Company Name : SBI Shinsei Bank, Limited
Name of Representative : Katsuya Kawashima
President and CEO
(Code: 8303, TSE Prime Market)

Notice Concerning Change in the Largest Shareholder, Parent Company and Major Shareholder

Tokyo (March 19, 2026) --- SBI Shinsei Bank, Ltd. (Head Office: Tokyo; President and CEO: Katsuya Kawashima; hereinafter “SBI Shinsei Bank”) hereby announce a change in the largest shareholder, parent company and major shareholder, as follows.

1. Background of the Anticipated Change

SBI Shinsei Bank received a notification from its parent company, SBI Holdings, Inc. (hereinafter, “SBIHD”), that SBI Regional Bank Holdings Co., Ltd. (hereinafter, “SBI Regional Bank HD”), a wholly owned subsidiary of SBIHD, will pay a dividend-in-kind of all shares of SBI Shinsei Bank (490,000,000 shares) to SBIHD (hereinafter, the “payment”)¹.

As a result of the payment, SBI Regional Bank HD will no longer be the Bank’s parent company or major shareholder, and SBIHD is expected to change its status from “a parent company and major shareholder” to “the largest shareholder who is a parent company and major shareholder” of the Bank.

¹For details, please refer to the press release titled “Notice Concerning Change of Second-Tier Subsidiary (Conversion of Second-Tier Subsidiary, etc. into a Subsidiary)” announced by SBIHD on March 19, 2026.

2. Overview of Shareholders Subject to the Change (As of December 31, 2025)

(1) Shareholder that will no longer be the largest shareholder, parent company and major shareholder

(1) Name	SBI Regional Bank Holdings Co., Ltd.
(2) Location	1-6-1 Roppongi, Minato-ku, Tokyo, Japan
(3) Job title and name of representative	Representative Director and President: Yasushi Hasegawa
(4) Description of business	Management of companies that may be made subsidiaries under the Banking Act, other operations incidental thereto, and operations that a bank holding company may engage in under the Banking Act
(5) Share Capital	JPY 69,600 million

(2) Shareholder that will become the largest shareholder and major shareholder

(1) Name	SBI Holdings, Inc.
(2) Location	1-6-1 Roppongi, Minato-ku, Tokyo, Japan
(3) Job title and name of representative	Representative Director, Chairman, President & CEO: Yoshitaka Kitao
(4) Description of business	Control and management of SBI Group through share ownership
(5) Share Capital	JPY 237,789 million
(6) Date of establishment	July 8, 1999
(7) Consolidated net assets	JPY 2,304,929 million

(8)	Consolidated total assets	JPY 37,239,702 million	
(9)	Major Shareholders and Shareholding Ratios (As of March 31, 2025)	The Master Trust Bank of Japan, Ltd. 14.72%	
		(Trust Account)	
		Sumitomo Mitsui Financial Group, Inc. 8.91%	
		Custody Bank of Japan, Ltd. (Trust Account) 6.88%	
		State Street Bank and Trust Company 505001 2.50%	
		The Bank of New York Mellon 140042 2.28%	
		State Street Bank West Client Treaty 505234 1.79%	
		Yoshitaka Kitao 1.43%	
		State Street Bank and Trust Company 505223 1.32%	
JPMorgan Chase Bank 385781 1.28%			
The Bank of New York Mellon 140051 1.26%			
(10)	Relationship between the Listed Company and the Shareholder	Capital relationship	SBIHD currently owns 141,700,000 shares of the Bank; however, upon completion of the payment, SBIHD is expected to own 631,700,000 shares of the Bank.
		Personnel relationship	Considering operational efficiency, business necessity, human resource development and career path formation based on each staff's future prospects, active personnel exchanges are conducted within the SBI Group. The Bank Group accepts secondees from SBI Group, including SBIHD, accordingly. Secondments from the Bank to SBI Group, including SBIHD, are implemented only when deemed necessary based on the above considerations, and the Bank intends to continue such practices within that scope.
		Business relationship	The Bank Group and the SBI Group, including SBIHD, conduct business transactions on terms equivalent to those applied to third parties. The Bank has established internal regulations regarding conflict-of-interest transactions with directors, related parties, and parent entities, and maintains an appropriate management framework. When transactions with SBI Group companies are anticipated, the necessity of the transactions and the appropriateness of their terms are thoroughly examined in advance by the Board of Directors or other relevant bodies to ensure that such terms do not materially differ from ordinary arm's-length transactions.

3. Number of Shares Before and After the Change

(1) SBI Regional Bank Holdings Co., Ltd.

	Position	Number of Shares (Ratio of voting rights held)		
		Direct Ownership	Portion to Be Added to the Calculation	Total
Before	The largest shareholder, parent company and major shareholder	490,000,000 (55.24%)	—	490,000,000 (55.24%)
After	—	—	—	—

(2) SBI Holdings, Inc.

	Position	Number of Shares (Ratio of voting rights held)		
		Direct Ownership	Portion to Be Added to the Calculation	Total
Before	Parent company and major shareholder	141,700,000 (15.98%)	490,000,000 (55.24%)	631,700,000 (71.22%)
After	The largest shareholder, parent company and major shareholder	631,700,000 (71.22%)	—	631,700,000 (71.22%)

4. Scheduled Date of the Change

March 26, 2026

5. Future Outlook

The above change is expected to have no impact on the Bank's financial results.

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

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