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September 14, 2022

SBI Holdings, Inc.

(TOKYO: 8473)

**Notice Regarding Commencement of a Tender Offer for  
the Shares of ARUHI Corporation (Securities Code: 7198)**

SBI Non-Bank Holdings Co., Ltd. (head office address: Minato-ku, Tokyo; representative director: Motoaki Shiino; hereinafter "Tender Offeror" and collectively referred to with SBIHD as "SBIHD et. al."), a wholly-owned subsidiary of SBI Holdings, Inc. (hereinafter "SBIHD") , hereby announces that it has resolved at the Board of Directors held today to acquire the common stocks (hereinafter "Target Company Shares") of ARUHI Corporation (listed on the Prime Market of Tokyo Stock Exchange, Inc. (hereinafter "Tokyo Stock Exchange"); securities code: 7198; hereinafter "Target Company") by means of tender offer (hereinafter "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter the "Act").

This document constitutes disclosure by SBIHD pursuant to the Securities Listing Regulations, and also constitutes public announcement pursuant to the Article 30.1.4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Ordinance No. 321 of 1965; as amended; hereinafter the "Ordinance") based on a request by Tender Offeror to SBIHD (wholly-owning parent of the Tender Offeror).

**1. Outline of SBI Non-Bank Holdings Co., Ltd.**

(1) Company name	SBI Non-Bank Holdings Co., Ltd.
(2) Address	1-6-1 Roppongi, Minato-ku, Tokyo
(3) Name and position of representative	Motoaki Shiino, Representative Director
(4) Description of business	<ol style="list-style-type: none"> <li>1. Investment businesses, including the holding, management, investment and acquisition, etc. of securities, etc.</li> <li>2. Handling of public and private placements of securities and other services as a financial instruments business and financial instrument intermediary under the Financial Instruments and Exchange Act</li> <li>3. Bank agency service</li> <li>4. Study, planning, arrangement and intermediation of corporate business transfers, asset sales, capital participations, business alliances, and mergers</li> <li>5. General management and stock listing consulting</li> </ol>

	6. Arrangement and intermediation of credit, including monetary loans, credit guarantees, and acquisition of claims 7. Purchase and sale of monetary credits, and associated intermediation, broking and agency services 8. Corporate and owner-operator bookkeeping services, accounts settlement services, and management and accounting diagnoses and guidance 9. Real estate purchase, sale, exchange, and leasing, associated intermediation, real-estate ownership, management and use 10. Securities trading, market derivatives trading, and foreign market derivatives trading 11. Investment appraisal services and commissioned credit investigations 12. Information services 13. Systems development, sale and rental 14. Nonlife insurance agency services, life insurance sales and policy execution intermediation services 15. All services ancillary or related to the above
(5) Paid-in capital	100 million yen (as of September 14, 2022)

## 2. Purpose of the Purchase

### (1) Outline of the Tender Offer

The Tender Offeror is a joint-stock company (*kabushiki kaisha*) established on October 5, 2018, for the purpose of investment services, etc., including the ownership, management, investment and acquisition, etc. of securities, etc. As of this writing, SBIHD directly owns all issued and outstanding shares of the Tender Offeror. As of this writing, the Tender Offeror did not own any of the common stock in the Target Company (hereinafter "Target Company Shares") listed on the Tokyo Stock Exchange Prime Market, however, the Tender Offeror's parent company SBIHD owned 940,300 Target Company Shares (ownership ratio [Note 1]: 2.66%).

(Note 1) Here and elsewhere in this document, the "ownership ratio" refers to the ratio (rounded up to the third decimal place; all ratios in this document are calculated in the same manner unless stipulated to the contrary) calculated as: the aggregate of (i) the Target Company's total issued and outstanding shares as of June 30, 2022 as noted in "Consolidated Financial Results for the First Three-Month Period of the Fiscal Year Ending March 31, 2023 (under IFRS)" (hereinafter the "Target Company's Financial Results") published by Target Company on August 9, 2022 (36,080,600 shares) plus (ii) the number of shares underlying all subscription warrants as of May 31, 2022 as noted in the Target Company's 8th Term Securities Report submitted on June 23, 2022 (361 No. 2 subscription warrants (underlying shares: 36,100), 394 No. 3 subscription warrants (underlying shares: 39,400), 725 No. 4 subscription warrants (underlying shares: 72,500), 1,336 No. 5 subscription warrants (underlying shares: 133,600), 1,430 No. 6 subscription warrants (underlying shares: 143,000), 2,155 No. 8 subscription warrants (underlying shares: 215,500), 740 No. 9 subscription warrants (underlying shares: 74,000), 720 No. 10 subscription warrants (underlying shares: 72,000), 795 No. 11 subscription warrants (underlying shares: 79,500) (865,600 shares total) which is a total of 36,946,200 shares; minus (iii) the number of treasury shares owned by the Target Company as of June 30, 2022 as noted in the Target Company's Financial Results (728,860 shares), an

equal of 36,217,340 shares ( hereinafter "Total Target Company Shares Adjusted for Potential Shares").

The Tender Offeror has resolved to execute a Tender Offer for the Target Company Shares for the ultimate purpose of converting the Target Company to a consolidated subsidiary of SBIHD and the Tender Offeror.

To consolidate and strengthen the non-bank businesses of the company group (hereinafter the "SBI Group") consisting of SBIHD and its subsidiaries (493 companies as of March 31, 2022) and equity method affiliates (62 companies) under the Tender Offeror as an intermediate holding company in a format in which Tender Offeror owns all of the Target Company Shares held by the SBI Group, the Tender Offeror and SBIHD have agreed (the "Share Transfer, etc. Agreement") to transfer the 940,300 Target Company Shares owned by SBIHD (ownership ratio: 2.60%) to the Tender Offeror or to make an investment in kind from SBIHD to the Tender Offeror during the period from the successful execution and full settlement of the Tender Offer to December 31, 2022, but the specific methods and terms are undecided. Tender Offeror and SBIHD intend to consult and finalize methods and terms after the successful completion of the Tender Offer (for a summary of the Share Transfer, etc. Agreement, see "(2) Share Transfer, etc. Agreement" under "(6) Material agreements related to the Tender Offer" below).

The Tender Offeror's ultimate purpose for the Tender Offer is to convert the Target Company to a consolidated subsidiary of SBIHD and the Tender Offeror, but if, as a result of the Tender Offer, the Target Company fails to become a consolidated subsidiary of SBIHD and the Tender Offeror, it is anticipated that as a result of the Target Company becoming a member of the SBI Group, it will nonetheless be possible for the SBI Group and the Target Company as well as the corporate group consisting of its consolidated subsidiaries, ARUHI RPA Solutions Corporation, ARUHI Real Estate Technologies Corporation, and ARUHI Homebuying Concierge Corporation (hereinafter the "Target Company Group") to strengthen their business partnership as the same company group, and for this reason, in addition to welcoming Target Company into the SBI Group as a related company of SBIHD, after the Target Company joins the SBI Group, the Tender Offeror will be involved in the management of the Target Company by exercising influence on major resolutions at the Target Company's shareholder meetings as the largest shareholder and a major shareholder of Target Company. Inasmuch as the requirements for resolution on matters set forth in Article 309.2 of the Companies Act stipulate two thirds (2/3) of the voting rights of shareholders in attendance, the minimum number of shares to be purchased has been set at 11,156,300 shares (Note 2), which combined with the 940,300 Target Company Shares owned by SBIHD constitutes an ownership ratio of greater than one third (1/3) Target Company Shares. In the event that the total share certificates, etc. for which applications for sale, etc. are received in response to the Tender Offer ("Tendered Share Certificates, etc.") are less than the minimum number of shares to be purchased, no purchase, etc. will be made for any of the Tendered Share Certificates, etc. Correspondingly, the maximum number of shares to be purchased has been set at 17,530,600 shares (Note 3) because the purpose of the Tender Offer is to convert the Target Company to a consolidated subsidiary and the Tender Offeror intends to maintain the listing of the Target Company Shares after the Tender Offer. If the Tender Offeror acquires 17,530,600 Target Company Shares as a result of the Tender Offer, the Tender Offeror's ownership ratio will be 51.00% of the Target Company Shares when combined with the Target Company Shares held by SBIHD. In the event that the total number of Tendered Share Certificates, etc. exceeds the maximum number of shares to be purchased (17,530,600 shares), purchase, etc. will not be made for all or a part of the shares in excess, and receipt and other settlement procedures for the purchase, etc. of share certificates, etc. will be made by the proportional approach set forth in Article 27-13.5 of the Act and Article 32 of the Ordinance. Moreover, if the maximum number of shares to be purchased through the Tender Offer is not reached and, as a result, the Tender Offeror does not own 51.00% of the shares of the Target Company together with the shares of the Target Company held by SBIHD, the Tender Offeror plans to acquire additional shares of the Target Company by means of intra-market transactions, etc. to the extent that the maximum number of shares to be purchased is not reached. However, the method, conditions, timing, and appropriateness of such acquisition will be determined based on the market share price trend after the completion of the Tender Offer.

(Note 2) The minimum number of shares to be purchased (11,156,300 shares) was calculated as the number of voting rights found by subtracting (1) the number of voting rights pertaining to the number of Target Company Shares (940,300 shares, (shares less than one unit rounded up; the same below) owned by SBIHD (9,403 units) as of this writing from (2) the number

of voting rights pertaining to the number of shares (12,096,600 shares) corresponding to 33.40% of Total Target Company Shares Adjusted for Potential Shares (120,966 units) with 100 shares as the number of shares per unit.

- (Note 3) The maximum number of shares to be purchased (17,530,600 shares) was calculated as the number of shares found by subtracting (1) the number of voting rights pertaining to the number of Target Company Shares (940,300 shares, (shares less than one unit rounded up; the same below) owned by SBIHD (9,403 units) as of this writing from (2) the number of shares (18,470,900 shares) corresponding to 51.00% of Total Target Company Shares Adjusted for Potential Shares (184,709 units) with 100 shares as the number of shares per unit.

In the event that the Tender Offer is successful, the Tender Offeror intends to borrow from SBIHD funds up to a maximum of 26.7 billion yen by the business day immediately preceding the commencement date of settlement for the Tender Offer and to allocate these funds to the settlement funds and incidental expenses of the Tender Offer.

According to "Expression of Opinion regarding the Tender Offer for the Company's Shares by SBI Nonbank Holdings Co., Ltd., a Wholly-Owned Subsidiary of SBI Holdings, Inc., and Notice of Execution of Business Alliance Agreement with SBI Holdings, Inc." published today by the Target Company (hereinafter the "Target Company's Press Release"), a meeting of the Board of Directors of the Target Company convened today expressed an opinion in support of the Tender Offer and resolved to defer the decision of whether to tender shares in response to the Tender Offer to the judgment of Target Company's shareholders.

For details on the course of events leading to the decision by the Target Company's Board of Directors referenced above, please see the Target Company's Press Release, and the following sections of this document: "1) Background to, purposes of, and course of decision-making regarding the execution of the Tender Offer" under "(2) Background to, purposes of, and course of decision-making regarding the execution of the Tender Offer, and management policies after the Tender Offer," and "3) Approval of all directors not having interests in Target Company, and unanimous opinion of auditors not having interests in Target Company" under "(4) Measures to ensure the fairness of the Tender Offer price, measures to avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer."

- (2) Background to, purposes of, and course of decision-making regarding execution of the Tender Offer, and management policies after the Tender Offer

- 1) Background to, purposes of, and course of decision-making regarding execution of the Tender Offer

The Tender Offeror's parent company SBIHD was established in July 1999 as Softbank Investment Corporation, a subsidiary of SOFTBANK FINANCE CORPORATION (now SoftBank Corp.) to engage in the venture capital business. It was listed on the Osaka Exchange NASDAQ Japan Market in December 2000 and subsequently on the First Section of the Tokyo Stock Exchange in February 2002 (transferred to the Prime Market in April 2022), and a merger with E\*TRADE Japan K.K. in June 2003 converted E\*TRADE Securities Co., LTD. (now SBI SECURITIES Co., Ltd.) to a subsidiary. In July 2005, it changed its trade name to SBI Holdings, Inc., split off the funds management business, etc. into SBI Ventures, Inc., and changed that company's trade name to Softbank Investment Corporation (now SBI Investment Co., Ltd.). In August 2006, the capital relationship with SoftBank Corp. was terminated.

The SBI Group has five primary business focuses. The "financial services business" is primarily engaged in securities, banking, and insurance services; the "asset management business" in the establishment, marketing, and management of investment trusts and other investment management and investment advice services; the "investment business" in the private equity business, primarily the management of venture capital funds, etc.; the "crypto-asset business" operating exchange businesses of crypto-assets; and the "non-financial business" in the biotechnology, healthcare and medical

informatics business, provision of trading platforms for NFTs (Non-Fungible Tokens), businesses related to WEB 3.0 that utilize blockchain to provide traceability services, export of used cars to African countries, and other ancillary services.

SBIHD is pursuing alliances with the SMBC Group and many other companies, and as part of this, it is strengthening its relationships with local financial institutions so as to improve the profitability of local financial institutions and contribute to the reinvigoration of local economies by providing the products and services of SBI Group companies and SBI Group investee companies to local financial institutions and their customers. In doing so, it seeks to play a part in realizing the regional development challenges that confront Japan.

SBIHD expects that the shift away from zero-interest policies in future will lead to a rise in market interest rates, and it will therefore maintain for the foreseeable future an unbalanced allocation of its business resources toward the banking field and non-banking field, and has articulated a policy of expanding the relative weight of corporate and personal financial and related services (hereinafter "Debt Business"). As a part of this, it is strengthening the retail businesses of Shinsei Bank, Ltd. (hereinafter "Shinsei Bank"), which is a member of the SBIHD Group, and the companies under the umbrella of the Shinsei Bank ("Shinsei Bank Group"). One of the measures it has taken in this regard is to strengthen and expand its housing loan-related businesses with the start of a "refinancing-only interest rates, and preferential administrative fees campaign" for housing loans in June 2022, but the company believes it necessary to further diversify its products, expand its customer base, and expand its sales channels.

The Tender Offeror's former trade name was ER16 Kabushiki Kaisha, and it was established in October 2018 as a wholly-owned subsidiary of SBI Financial Support, Inc. ("SBI Financial Support"), a wholly-owned subsidiary of SBI Hong Kong Holdings Co., Limited, which is a wholly-owned subsidiary of SBIHD established for the purpose of engaging in investment businesses. After its establishment, the Tender Offeror has not executed any investments due to a lack of concrete investment deals. To quickly prepare an intermediate holding company for the consolidation and strengthening of the non-bank businesses of the SBI Group, SBIHD acquired all issued and outstanding shares of the Tender Offeror from SBI Financial Support on August 22, 2022, and on August 23, 2022 changed its trade name to SBI Non-Bank Holdings Co., Ltd., amended the purposes listed in its Articles of Incorporation, converted it to a company with a board of directors, and caused it to execute a third-party allotment capital increase in which SBIHD was the underwriter. As described above, the Tender Offeror serves as an intermediate holding company to strengthen the non-bank businesses of the SBI Group and intends to pursue collaborations with SBI Group companies in the non-bank businesses, as well as SBI Group financial institutions, financial instrument intermediaries, and bank agency services.

The Target Company's predecessor, CJP CSM Holdings, LP ("CJP CSM Holdings") was established in May 2014 for the purpose of acquiring SBI Mortgage, Inc. ("SBI Mortgage"), a company in the housing loan business. SBI Mortgage's predecessor entity was Good Loan KK, which entered the housing loan business as Japan's first mortgage bank in May 2001. SBI Mortgage operated in the housing loan business as a consolidated subsidiary of SBIHD, but on July 1, 2014, CJP CSM Holdings, a member of The Carlyle Group, initiated a tender offer for SBI Mortgage (hereinafter the "CJP CSM Holdings Tender Offer"), and as a result, the number of SBI Mortgage shares owned by CJP CSM Holdings became 23,258,184 in August 2014 (CJP CSM Holdings Ownership Ratio (Note 1): 97.97%). In August 2014, SBIHD participated in the CJP CSM Holdings Tender Offer and converted 12,170,612 Korean depositary receipt it owned to common shares (CJP CSM Holdings Ownership Ratio: 51.26), sold the entirety, and then made a 10.53% investment in CJP CSM Holdings in August 2014. In February 2015, SBI Mortgage subsequently became a wholly-owned subsidiary of CJP CSM Holdings, and in May 2015, CJP CSM Holdings changed its trade name to ARUHI Group, Corp. (hereinafter the "ARUHI Group"), with SBI Mortgage changing its trade name to ARUHI Corp. (hereinafter "Former ARUHI"). In addition, an absorption-type merger was conducted with July 1, 2017 as the effective date, with ARUHI Group as the surviving company and the Former ARUHI as the dissolving company, and on the same day, the



ARUHI Group changed its trade name to the Target's current trade name of ARUHI Corporation, at which time the housing loan business was completely taken over from SBI Mortgage. SBIHD owned shares of CJP CSM Holdings, but CJP CSM Holdings changed its trade name to "ARUHI Group" and conducted an absorption-type merger with ARUHI Group as the surviving company and the Former ARUHI as the absorbed company, and further changed its trade name to the current trade name of the Target Company. As a result, the shares of CJP CSM Holdings held by SBIHD are now shares of the Target Company. The Target Company was then listed on the First Section of the Tokyo Stock Exchange in December 2017 (and moved to the Prime Market in April 2022). The number of shares of the Target Company held by SBIHD at the time was 3,621,200 shares (ownership ratio at the time of listing: 10.04% (Note 2)). Subsequently, in August and September 2018, SBIHD sold a total of 1,150,000 shares, a part of the shares it owned, through off-floor trading in order to recover the investment funds, and upon the share repurchase and secondary offering conducted by the Target in February 2019, sold 563,300 shares in response to the share repurchase, as well as sold all the remaining 1,907,900 shares it owned in the secondary offering. SBIHD then began to purchase the Target Company's shares in the market for the purpose of pure investment in late February 2022, based on the Target Company's stock price trend, as the Target Company has a high market share in the top 10 mortgage loan market, but prior to that, there was no capital relationship between SBIHD and the Target Company. (Note 1): "CJP CSM Holdings Ownership Ratio" means the percentage (rounded to three decimal places) of the issued shares as of September 30, 2014 (23,741,000 shares) stated in the "Semiannual Report" SBI Mortgage submitted on November 28, 2014.

(Note 2): The "ownership ratio at the time of listing" means the percentage (rounded to two decimal places) of the total number of issued shares of the Target Company (36,080,600 shares) as of December 14, 2017.

The Target Company Group provides a one-stop source of services and products for homebuying, including the referral of customers to truly livable neighborhoods and homes that match their lifestyles, assistance in the purchase and sale of real estate, and housing loans that come with a variety of home-related services.

Under its "Medium-Term Business Plan 2021" that extends from FYE March 2022 to FYE March 2026, the Target Group seeks to evolve from a "Housing Loan Company" to a general "Homebuying Company" that provides full, one-stop support to customers. In addition to the "housing loan business," it positions two other businesses at the core of the Target Group, the "real estate business (residential)," and "consumer services business," and seeks to realize the synergies among these three core businesses. Its goal is to become a customer-focused consumer brand by providing seamless, one-stop services that extend from identifying locations and properties, to home purchases, housing loans and insurance support, and ordinary life after relocation.

The housing loan business of the Target Group is performed primarily as a moneylender under the Money Lending Business Act and consists of housing loan origination (loan) and servicing (collection) using securitization as the means of fundraising. It thus constitutes a "mortgage bank" (Note 3). Additionally, as a bank agency service provider under the Banking Act, the company acts as an intermediary for the execution of contracts related to housing loan products from affiliated financial institutions such as a bank agency service provider. The claims for the housing loans executed by the Target Group are, as a rule, transferred, and the housing loan products it brokers execution of contracts for are not posted to Target Group's balance sheet. As such, Target Group's housing loan business is distinguished by being a fee-based business that minimizes credit risks and interest fluctuation risks. This enables it to do everything from recommending housing loan products suited to the customer's desires and environmental needs to proposing refinancing at appropriate timings.

These features have enabled the Target Group to capture and maintain the No. 1 share (Note 5) in the full-term fixed-rate housing loan segment "Flat 35" for 12 consecutive years. Full-term fixed-rate housing loans are just one of the many products in the enormous housing loan market that is worth approximately 21.7 trillion yen per year (Note 4). In addition to this, the Group has built a nationwide network of 152 locations, branch offices and non-face-to-face channels to provide fine-tuned solutions

for a wide range of customer needs, with a broad product lineup that includes bank agency products, Target Company's original floating-interest housing loan products, "ARUHI Flat Tsunagi" and other supplementary housing loan products, and services for a variety of insurance products.

- (Note 3) As a rule, the housing loan claims originated by Target Company are transferred to or put in trust with the Japan Housing Finance Agency ("Japan Housing Finance Agency"), trust banks, and other financial institutions. From there, receivables for transfer of these housing loan claims form the underlying assets for the issuance of Residential Mortgage-Backed Securities and trust beneficial interests securities that are sold to investors. Through this mechanism, the Target Company attempts to minimize fund-raising risks, interest fluctuation risks, credit risks and other risks associated with the operation of this business. Target Company is also commissioned by the Japan Housing Finance Agency, trust banks and other financial institutions to manage and service housing loan claims after transfer.
- (Note 4) Source: Japan Housing Finance Agency, "Report by Sector on the Survey of New Housing loan Lending and Outstanding Loan Balances (Covering FY2021)" (August 2022)
- (Note 5) 2010-2021 statistics, number of "Flat 35" loans executed, including refinancing, by all handling financial institutions (as at the end of March 2022; source: "No. 1 Share of "Flat 35" Executions for the 12th Straight Year" published by Target Company on May 10, 2022)

The housing-related industry to which the Target Group belongs is experiencing sluggish growth in the number of contracts closed and new housing starts due to the Covid-19 pandemic and to rising prices for homes and materials as a result of events in Ukraine. While fixed-interest products have grown more popular in the housing loan market, floating-interest housing loan products continue to dominate the market due to expanding spreads between long and short-term interest rates, increasing deposits, and resulting declines in bank interest rates. With housing prices on the rise, younger people in particular are forgoing home purchases, and this has been a factor in recent sluggish growth in the number of loans executed in the "Flat 35" market, one of the primary fixed-interest housing loan products.

Within this context, Target Group intends to establish a Japan-wide network during the first half of FY2022 to implement community-oriented business activities in the housing loan business. It is also working to strengthen its product appeal and sales capacity in the current market environment by releasing "ARUHI Super 40," a floating-interest housing loan with a maximum 40-year repayment term, and "ARUHI Flat 50," a fully fixed-interest housing loan with a maximum 50-year repayment term, and by expanding and enhancing its directly managed offices handling bank agency products.

As part of Target Group's evolution into a "Homebuying Company," it is strengthening its base of operations throughout the process from identifying neighborhoods and properties for customers desiring to relocate, purchasing housing, and executing housing loans. More specifically, it has launched "TownU," a Web service that uses AI technology to propose "places you really want to live" that match the individual's lifestyle and values, and it continues to enhance the content most desired by users. ARUHI Homebuying Concierge Corp., which provides consulting services on housing loans, property purchasing and sale, and other aspects of homebuying, coordinates with "TownU" to strengthen touch points with prospective customers who have the potential to purchase housing in the future and leverages IT to increase efficiency. ARUHI Real Estate Technologies Corporation purchases real estate for resale and is expanding its operations from central Tokyo, which is highly impacted by rising property prices, to suburban areas, building an original renovation system focused on reducing costs.

As mentioned above, the Target Company has been promoting initiatives to strengthen its product and sales capabilities in the "housing loan business" in response to the current market environment, as well as strengthening its "real estate business (residential)" and "consumer service business" related to resettlement with the goal of evolving into a resettlement company. However, the Target Company believed that further expansion of its customer base, sales channels, and product lineup was necessary to further expand one of its core businesses, the housing loan business.

As described above, SBIHD is preparing for a shift away from zero-interest policies in Japan by expanding the relative weight of Debt Business, and for the foreseeable future will maintain an unbalanced allocation of its business resources toward the banking field and non-banking field as part of a policy to rigorously strengthen profitability. For example, it is studying improvements to profitability through the reinforcement of the housing loan business within retail services as one of its programs to expand the operations of Shinsei Bank.

Since the Target Company has a share in the Top 10 of the housing loan market, and based on the Target's stock price trend, SBIHD initiated a purchase on the market for shares in Target Company for pure investment purposes in late February 2022. Subsequent detailed studies of Target Company's business found that the partnering of the two companies had the potential from SBIHD's perspective of expanding sales channels and increasing the executed balance of housing loans by Target Company functioning as an intermediary for execution of agreements for Shinsei Bank housing loan products, serving as a bank agency service provider for banks belonging to Shinsei Bank (Shinsei Bank is a member of the SBIHD Group). From Target Company's perspective, the provision of "Flat 35" to the customers of Shinsei Bank and local financial institutions with which it has capital and operational ties was found to have the potential to enable Target Company to offer its customers proper loans (primarily floating-interest) from Shinsei Bank, and to expand sales channels for provision of "Flat 35" to the customers of Shinsei Bank and local financial institutions with which it has capital and operational ties. Note that the operational partnership with the Shinsei Bank Group will only be implemented if it is determined by Shinsei Bank to be in the interests of its minority shareholders under measures to prevent conflicts of interest taken by Shinsei Bank.

In mid-May 2022, Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the Target Company, entered into preliminary consultations concerning a business alliance. As the consultations progressed, SBIHD became increasingly confident that the combination of the two companies' products, customer bases, sales channels, other business resources and the organic integration of their expertise in product generation and sales would make it possible to offer a wider range of products meeting the individual needs and attributes of a wider range of customers. As SBIHD came to perceive the potential for strengthening the profitability of both companies and improving enterprise value by converting Target Company to a consolidated subsidiary and building a strong relationship with it as companies within the same group, the two companies began to study the potential for converting the Target Company to a consolidated subsidiary in early June. Thereafter, from early June to mid-July 2022, SBIHD met numerous times with the Target Company's management team to investigate the potential for a business alliance, including the acquisition of Target Company Shares. As a result of these investigations, SBIHD reached the decision that effective, close, mutual utilization of the two companies' business resources would indeed strengthen the profitability of both companies and improve their enterprise values. For this reason, to further explore potential for converting the Target Company to a consolidated subsidiary through a tender offer, on July 15, 2022, SBIHD submitted to the Target Company a written statement of its intent to execute a tender offer at 1,500 yen per share for the purpose of converting Target Company to a consolidated subsidiary ("Statement of Intent"). When preparing and submitting the Statement of Intent, SBIHD selected SBI SECURITIES Co., Ltd. as its financial advisor.

In late July 2022, SBIHD selected financial advisor KPMG FAS Co., Ltd. ("KPMG FAS") as a third-party appraiser independent from the Tender Offeror, SBIHD and the Target Company, and Mori Hamada & Matsumoto as the legal advisor, and from early August to early September of the same year, SBIHD performed due diligence on the Target Company (due diligence concluded in early September 2022) and, in late August 2022, consulted with Target Company on the details of a business alliance that would produce synergy effects between the two companies. As a result, in mid-September, SBIHD arrived at the view that the conversion of the Target Company to a consolidated subsidiary would enable the implementation of partnership initiatives within the SBI Group, and that mutual provisions of housing loan products and referrals of customers would further strengthen the growth potential and profitability of both companies, resulting in medium and long-term improvements of enterprise value for both companies.

SBIHD believes that the conversion of the Target Company, which has a high share of the housing loan market, to a consolidated subsidiary so that Target Group and SBI Group become the same



corporate group will enable swifter and more flexible management decisions, strengthen the partnerships in the businesses of the Target Group and SBI Group, and produce the following expected synergy effects. If the Tender Offer is successfully completed but it is not possible to obtain the necessary shareholding ratio for the Target Company to become a consolidated subsidiary of SBIHD and the Tender Offeror, the Target Company will become an affiliated company of SBIHD and the Tender Offeror. Even in this case, it will be possible to strengthen the partnerships in the businesses of SBI Group and the Target Group as a single company group, so it is believed that synergetic effects close to those in the case where the Target Company becomes a wholly-owned subsidiary can be expected, but since it would be possible to further increase the level of management involvement and influence and build a stronger partnership in the case where the Target Company is converted to a wholly-owned subsidiary, it is believed that even greater synergy effects could be expected. Through these synergy effects, it believes that Target Company and SBIHD will achieve sustainable growth, and that improvements of enterprise value can be pursued for both Target Company and SBIHD.

Note that, as described above, the Tender Offeror, as an intermediate holding company, has the role of strengthening non-bank businesses in the SBI Group, and the Tender Offeror is the tender actor in the Tender Offer for the purpose of pursuing further coordination and tie-ups among the SBI Group companies engaged in non-bank businesses and SBI Group financial institutions, financial instrument intermediaries, and bank agency services.

- i) Enhancement of lineup through joint development and provision of housing loan products and mutual handling of products

It is anticipated that the companies will engage in the joint development and provision of housing loan products suited to customer attributes, targeting the customer bases of the SBI Group, local financial institutions with which SBI Group has capital and operational ties, and Shinsei Bank. This will expand the lineup of products that can be offered not only by Target Company but by the SBI Group, and is therefore expected to expand the businesses, strengthen the customer bases and profitability, and improve the enterprise values of both parties. Specifically, under consideration within the SBI Group are the provision of “Flat 35” by the Shinsei Bank Group and SBI MONEYPLAZA Co., Ltd., and the provision of housing loan products jointly developed with the Target Company. Under consideration at the Target Company is the potential to provide customers with products that meet needs for floating interest by acting as a bank agency for the floating-interest housing loans handled by Shinsei Bank and housing loan products of outside guarantee companies. It is also expected that the close partnership between Target Company and SBI Group will enable joint development and provision of housing loan products.

- ii) Expansion of sales opportunities to the customer base where the Target Company has strengths in

The Target Company is strong among customers that have been unreachable for local financial institutions with which SBI Group has capital and operational ties and Shinsei Bank Group, and it is expected that the provision of the product lineups of local financial institutions with which SBI Group has capital and operational ties and Shinsei Bank will increase earnings opportunities. For example, if a customer is considering a housing loan contract, it is possible to provide an integrated package of the funding and insurance truly required by the customer by offering lending if funds are required for housing purchase funds on hand and housing loan expenses together with the fire insurance and earthquake insurance attached to the housing loan. This improves added value in the form of customer convenience, and can also be expected to strengthen competitiveness by differentiating from the competition.

As a result of consultations with the Target Company and investigations, due diligence, and stock value appraisal by KPMG FAS based thereupon, on September 9, 2022, SBIHD communicated to the Target Company its intention to execute the Tender Offer at a price of 1,500 yen per share. Then, SBIHD communicated the details of the consultations, investigations, and due diligence to date and the results of the stock valuation by KPMG FAS to Tender Offeror. In response, since the since the Tender Offer Price of 1,500 yen per share communicated by SBIHD to the Target Company is within the range of the per share value calculated by KPMG FAS using the discounted cash flow method (the "DCF method") and based on the status of the investigation at SBIHD mentioned above, the Board of Directors of Tender Offeror resolved today to execute the Tender Offer at a price of 1.500 yen per share. SBIHD expects to have Tender Offeror fill the role of strengthening the non-bank business of SBI Group implementing coordination and tie-ups among the companies engaged in non-bank businesses within the SBI Group, and financial institutions, financial instrument intermediaries, and bank agency services in the SBI Group. On the assumption of the success of the Tender Offer, the Board of Directors of SBIHD resolved this day to execute a loan from SBIHD to Tender Offeror to be allocated to the acquisition funding and incidental expenses. Consultations concerning the details of the business partnership that had been under discussion since late August were successfully concluded on September 13, 2022, and as a result, an agreement was reached on the business alliance with Target Company (the "Business Partnership Agreement"). For the details of the Business Alliance Agreement, please refer to "1) Business Alliance Agreement" in "(6) Matters Concerning Material Agreements Relating to the Tender Offer" below.

2) Course of decision-making and reasons for decision by Target Company to support the Tender Offer

According to Target Company's Press Release, the course of decision-making and reason for the decision to support the Tender Offer is as follows.

As noted above in "1) Background to, purposes of, and course of decision-making regarding the execution of the Tender Offer," a meeting between Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the Target Company in mid-May 2022 led to preliminary consultations on a business alliance in which it was envisioned that a stronger relationship between the Target Company and SBIHD would be built by a Tender Offer in which the Target Company became a consolidated subsidiary of the Tender Offeror and a member of the SBI Group. In early June, SBIHD made a preliminary proposal of a business alliance, leading to the commencement of full-fledged consultations. Thereafter, from early June to mid-July 2022, the Target Company met numerous times with the SBIHD management team to investigate the potential for a business alliance, including acquisition of Target Company Shares. As a result of these investigations, the Target Company received a formal Statement of Intent to execute a Tender Offer from SBIHD in mid-July 2022. The Target Company therefore investigated the Statement of Intent from mid-July to early August, focusing on the improvement of Target Company's enterprise value. In early August, the Target Company determined that building a capital relationship between SBIHD and the Target Company would contribute to the further growth and improvement of enterprise value of both the SBI Group and Target Group, and it therefore decided to pursue concrete investigations and consultations of the Tender Offer with SBIHD and selected Nishimura & Asahi as a legal advisor and Nomura Securities Co., Ltd. as a financial advisor. As a result, SBIHD commenced due diligence on the Target Company from early August 2022 to early September of the same year (due diligence concluded in early September 2022) and, in parallel to this, the two companies began consultation on the details of a business alliance that would produce synergy effects and verification of their impacts in late August. SBIHD and the Target Company reached an agreement on the contents of the Business Partnership Agreement in September 14, 2022 and confirmed that there was a match between Target Group's management policy of strengthening the housing loan business and SBI Group's management policy of maintaining unbalanced allocation of business resources toward the banking field and non-banking field and expanding the relative weight of the Debt Business, and also confirmed that the following synergies could be expected by a partnership between the two companies.

- a) Handling of floating-interest products and housing loan-related financial instruments from Shinsei Bank and local financial institutions with which SBI Group has capital and operational ties on Target Company's wide range of sales channels
- b) Further expansion of the "Flat 35" business through partnering with local financial institutions with which SBI Group has capital and operational ties
- c) Potential for housing loan administration commissions from local financial institutions affiliated with companies having capital and operational ties with the SBI Group through Target Company's subsidiary ARUHI RPA Solutions Corp.
- d) Expanded sales of housing loans through collaboration with the SBI Group, primarily the Shinsei Bank Group, and further partnering and coordination at housing loan offices

Anticipating a shift away from zero-interest policies, SBIHD has articulated a policy of maintaining an unbalanced allocation of business resources toward the banking field and non-banking field and increasing the relative weight of the Debt Business. As part of this, it is pursuing synergies not only within the SBI Group (which includes the Shinsei Bank Group), but also in capital and business ties with local financial institutions. Through these measures, SBIHD endeavors to expand and strengthen its housing loan business by offering lower fees and more attractive interest rates to a wider range of customers. The Target Company believes that building a strong partnership, including capital relationships, with SBIHD and the Tender Offeror will produce numerous synergies by expanding the customer base, jointly developing products, expanding the financial and real estate business network, reducing costs, and improving efficiency.

As a result of these investigations, the Target Company has concluded that becoming a consolidated subsidiary or affiliate of SBIHD and the Tender Offeror and further strengthening the partnership between the two groups will, not just in the case where Target Company becomes a consolidated subsidiary, but also in the case where it does not become a consolidated subsidiary but becomes an affiliate, not only strengthen Target Company's core housing loan business, but enable an organic combination of the business resources of the two companies that will improve convenience for customers and allow it to offer support to customers desiring to relocate, and that this is the optimal method by which to evolve into a general "Homebuying Company."

As a result of the consultations and investigations described above, the Target Company determined that executing the Tender Offer by the Tender Offeror and becoming a consolidated subsidiary or affiliate of SBIHD and Tender Offeror would build a strong, stable relationship between SBI Group and Target Company that would enable it to expand its business by offering "Flat 35" to the customer bases of the SBI Group and local financial institutions with which there are capital and operational ties, jointly develop and provide housing loan products suited to customer attributes and coordinate among locations to expand the financial services businesses and real estate agency networks of both companies, reduce costs, improve efficiency and realize numerous other synergies. Target Company determined that this would contribute to the strengthening of Target Company's base of operations and the medium and long-term improvement of its enterprise value and shareholders' value. Target Company has determined that regardless of whether it becomes a consolidated subsidiary or an affiliate of SBIHD and Tender Offeror as a result of the Tender Offer by the Tender Offeror, this would contribute to the strengthening of the Target Company's base of operations and the medium and long-term improvement of its enterprise value and shareholders' value, but since it would be possible to further increase the level of management involvement and influence and build a stronger partnership in the case where the Target Company is converted to a wholly-owned subsidiary, it is believed that even greater synergetic effects could be expected.

Having determined this, the Target Company's Board of Directors resolved today to express an opinion in support of the Tender Offer and, in recognition of the Tender Offeror's intent to maintain the listing of the Target Company Shares after the Tender Offer, recognized that retaining ownership of the Target Company Shares after the Tender Offer was a fully reasonable option for the Target Company's shareholders, and therefore resolved to reserve judgment on the rationality of the Tender

Offer price and instead leave the decision of whether or not to tender shares to the Tender Offer to the judgment of its shareholders. In light of the circumstances described above, the Target Company has not obtained an independent Stock Valuation Report from a third-party appraiser for the Tender Offer.

For further information on the course of decision-making in the Target Company's Board of Directors, see section "3) Approval of all directors not having interests in Target Company, and unanimous opinion of auditors not having interests in Target Company" under "(4) Measures to ensure the fairness of the Tender Offer price, measures, etc. to avoid conflicts of interest, and measures to ensure the fairness of the Tender Offer" below.

### 3) Management policies after the Tender Offer

SBIHD and the Tender Offeror understand the creation of synergy between SBI Group and the Target Group after the Tender Offer to be a matter of the utmost importance and will determine the optimal system to realize synergy quickly through discussion with Target Company after the successful completion of the Tender Offer. With regard to dispatching officers, etc. from SBI Group to the Target Company, as of today, an oral agreement has been made between Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the Target Company to take appropriate measures so that two director candidates recommended by SBI Group are elected as directors of Target Company at the extraordinary shareholder meeting planned to be held by the Target Company by the end of January 2023.

SBIHD and the Tender Offeror will cooperate to build a management system that fully utilizes the characteristics and strengths of the Target Company's business and maximize the synergy produced between the SBI Group and the Target Group, thereby further improving the corporate value of both companies.

### (3) Intent to acquire additional share certificates, etc. after successful Tender Offer

As stated in "(1) Outline of the Tender Offer," as of this writing, Tender Offeror's policy is to maintain the listing of Target Company Shares after the Tender Offer while converting Target Company to a consolidated subsidiary. Its goal is therefore an ownership ratio of no more than 51.00% of Target Company Shares when combined with the Target Company Shares owned by SBIHD. Therefore, if tenders in the Tender Offer reach the maximum number of shares to be purchased and Tender Offeror's ownership ratio reaches 51.00% of Target Company Shares when combined with the Target Company Shares owned by SBIHD, Tender Offeror has no intention as of this writing to acquire additional share certificates, etc. in Target Company after the Tender Offer.

Conversely, if the tenders in the Tender Offer do not reach the maximum number of shares to be purchased and the Tender Offeror's ownership ratio does not reach 51.00% of the Target Company Shares when combined with the Target Company Shares owned by SBIHD, the Tender Offeror intends as of this writing to acquire additional Target Company Shares through intra-market trading, etc. within the scope required to reach the maximum number of shares to be purchased and in light of market trends, etc., however, the method, conditions, timing and suitability of the Tender Offer will be determined based on the trend of the market share price after the Tender Offer is completed.

Additionally, as set forth in Section "(2) Share Transfer, etc. Agreement" under "(6) Material agreements related to the Tender Offer," after the successful completion and settlement of the Tender Offer, Tender Offeror and SBIHD intend to transfer the 940,300 Target Company Shares owned by SBIHD (ownership ratio: 2.60%) to Tender Offeror by December 31, 2022 either by means of transfer or by means of investment in kind by SBIHD in Tender Offeror. The specific method and terms of this transfer have yet to be determined, and it is intended to consult on them after the successful completion of the Tender Offer.

### (4) Measures to ensure the fairness of the Tender Offer price, measures, etc. to avoid conflicts of interest, and measures to ensure the fairness of the Tender Offer

1) Acquisition by Tender Offeror of a Stock Valuation Report from an independent third-party appraiser

In determining the Tender Offer price, the Tender Offeror commissioned KPMG FAS to serve as a third-party appraiser independent from Tender Offeror, SBIHD and Target Company and calculate Target Company's stock value. Note that KPMG FAS does not constitute a related party of Tender Offeror, SBIHD or Target Company and has no material interests in the Tender Offer.

For details on the Stock Valuation Report concerning Target Company's stock value obtained by Tender Offeror from KPMG FAS ("Stock Valuation Report"), see Section "1. Basis of calculation" under Part "(4) Basis, etc. for appraisal of purchase, etc. price" of "3. Outline of purchase, etc." below.

2) Advice to Target Company from independent law firm

To ensure fairness and appropriateness in the course of decision-making by Target Company's Board of Directors in the Tender Offer, Target Company selected Nishimura & Asahi as independent legal advisor and received from Nishimura & Asahi legal advice regarding the method, course and other points of concern in decision-making by Target Company's Board of Directors concerning the Tender Offer, including procedural matters.

3) Approval of all directors not having interests in Target Company, and unanimous opinion of all auditors not having interests in Target Company

Based on the legal advice noted in "2) Advice to Target Company from independent law firm" above, Target Company carefully consulted on and investigated the Tender Offer.

As a result, all six directors in attendance at a meeting of Target Company's Board of Directors this day resolved, based on the rationale and reasons noted in Section "2) Course of decision-making leading to and reasons for Target Company's support of the Tender Offer" under "(2) Background to, purposes of, and course of decision-making regarding the execution of the Tender Offer, and management policies after the Tender Offer," to express an opinion in support of the Tender Offer and to defer the decision of whether to tender shares in the Tender Offer to its shareholders.

The meeting of the Board of Directors noted above was also attended by four auditors who expressed the opinion that there were no objections to the resolution of Target Company's Board of Directors described above.]

None of the directors or auditors of the Target Company has any interest in the Tender Offer.

4) Maintenance of objective circumstances that ensure the fairness of the Tender Offer

The Tender Offeror has set the tender, etc. period in the Tender Offer ("Tender Offer Period") at 30 business days rather than the 20 business days minimum period stipulated in laws and regulations. This relatively long Tender Offer Period was established to ensure that Target Company's shareholders had the opportunity to appropriately determine whether to tender shares in the Tender Offer, to ensure that parties other than Tender Offeror had the opportunity for competitive purchase, etc. of Target Company Shares, and to thereby ensure the fairness of the Tender Offer.

(5) Expectation of delisting and delisting events

Target Company Shares are currently listed on the Tokyo Stock Exchange Prime Market. There is no intention to delist Target Company Shares as a result of the Tender Offer, and Tender Offeror has established a maximum number of shares to be purchased (17,530,600 shares) for the execution of the Tender Offer so that the number of Target Company Shares owned by Tender Offeror after the Tender Offer will be no more than 18,470,900 shares (ownership ratio: 51.00%) when combined with the



Target Company Shares owned by SBIHD. Therefore, Target Company Shares are expected to maintain their listing on the Tokyo Stock Exchange Prime Market after the successful conclusion of the Tender Offer.

(6) Matters concerning material agreements related to the Tender Offer

1) Business Partnership Agreement

As set forth in “(2) Background to, purposes of, and course of decision-making regarding execution of the Tender Offer, and management policies after the Tender Offer, and its (1) Background to, purposes of, and course of decision-making regarding execution of the Tender Offer,” SBIHD and the Target Company executed the Business Partnership Agreement on September 14, 2022. Below is an outline of the Business Partnership Agreement.

(i) Objectives

The objectives are to realize operational synergies between the SBI Group and Target Group, expand residential mortgage products and other financial instruments in Target Company’s initiative to evolve into a “Homebuying Company,” and through collaboration in individual businesses improve the enterprise values of the SBI Group and Target Group.

(ii) Details of Business Partnership

Conditional upon the settlement of the Tender Offer, SBIHD and Target Company have consulted on and finalized the specific content of a business alliance (hereinafter “Business Alliance”) as described below. SBIHD and parties will provide maximum cooperation for the establishment of a project team to prepare for swift implementation of the Business Alliance.

- Joint development and joint provision of residential mortgage products, related financial instruments, and services
- Promotion of collaboration to expand sales opportunities to the customers of both the SBI Group and Target Group
- Collaboration on implementation of Target Company’s initiative to evolve into a “Homebuying Company”
- Other matters agreed separately by SBIHD and Target Company

SBIHD and the Target Company shall set up a forum to discuss the details of the Business Partnership, including establishing a project team for the prompt and concrete implementation of the business alliance. (hereinafter referred to as “the date of conclusion of Business Partnership Agreement”). After that, we will cooperate as much as possible so that all or part of this business alliance can be started as soon as practically possible.

(iii) Endorsement to the Tender Offer

On the date of execution of the Agreement, the Target Company shall pass a resolution of the Board of Directors (the “Resolution of Endorsement”) to endorse (However, the attitude to the target's shareholders tendering their shares in the offer is neutral.) the Tender Offer with the approval of all the Directors who do not have any interest in the Tender Offer. And the Target Company shall also make these facts and their contents (including the fact that resolution have been approved by all disinterested directors) public under the law and regulations.

The Target Company agrees that the Tender Offeror will submit an opinion report to the same effect as the Approval Resolution in accordance with laws and regulations on the commencement date of the Tender Offer (hereinafter referred to as the “Tender Offer Commencement Date”) if the Tender Offer is commenced on the same date.

After the conclusion of the Agreement, the Target Company will make the final purchase period of the Tender Offer on October 31, 2022 (provided, however, that if the purchase period is extended in accordance with laws and regulations, the until the last day of the period), unless the conditions of the Tender Offer have changed from those on the Tender Offer Commencement Date, the Resolution for Approval will not be changed or withdrawn. In addition, the Target Company will make the settlement from the execution date of the Agreement to November 8, 2022, which is the commencement date of settlement for the Tender Offer (however, if the purchase period is extended in accordance with laws and regulations, etc., the settlement will be made as necessary and be postponed.) Until that period, directly or indirectly, with any third party: (a) propose, solicit, or agree to any materially competitive, inconsistent, or inconsistent action with the Tender Offer is not implemented at all.(b) In the event that it receives a specific written proposal, solicitation, or consultation regarding such actions from a third party, it is required to promptly notify SBIHD of the fact and details thereof to the extent practically reasonable; Discuss in good faith with SBIHD how to deal with it. As a side note, if it is reasonably recognized that the Target Company's performance of the obligations described in this paragraph may constitute a breach of the Target Company's directors' duty of loyalty or violation of their duty of care, this paragraph is not required to perform the obligations set forth in.

(iv) Effective Period of the Business Partnership Agreement

The validity period of this Business Partnership Agreement shall be one year from the date of execution of this agreement. However, if neither SBIHD nor the Target Company receives a notice of refusal to renew by 30 days prior to the expiration date, this Business Partnership Agreement shall continue to be extended for another year under the same conditions.

(v) Termination and Cancellation of the Business Partnership Agreement

If the Tender Offer is withdrawn, or if the Tender Offer is unsuccessful, the Business Partnership Agreement will be terminated. SBIHD or the Target Company can immediately terminate this Business Partnership Agreement by giving written notice to the other party. In the case of (a) the other party's obligations to be performed or complied with under the Business Partnership Agreement have not been performed or complied with in material respects; or (b) the voting rights of the SBI Group after the completion and settlement of the Tender Offer. If the ratio is less than one-third. (However, if it is due to a reason attributable to one of the parties, one side cannot claim the cancellation of this Business Partnership Agreement.)

2) Share Transfer, etc. Agreement

The Tender Offeror and SBIHD have agreed that, during the period between successful completion and settlement of the Tender Offer and December 31, 2022, SBIHD will transfer 940,300 Target Company Shares that it owns (ownership ratio: 2.60%) to Tender Offeror either by means of transfer or by means of investment in kind in Tender Offeror by SBIHD. The specific methods and terms of this transfer have not been decided, and it is intended to consult and finalize methods and terms after the successful completion of the Tender Offer.

3) Agreement on dispatch of officers

SBIHD and the Target Company have, as of today, made an oral agreement between Masato Takamura in the position of vice president and representative director at SBIHD and Toshihiko Katsuya in the position of president, CEO, and COO at Target Company to take appropriate measures so that two director candidates recommended by SBI Group are elected as directors of Target Company at the extraordinary shareholder meeting planned to be held by Target Company by the last day of January 2023.

### 3. Outline of the Purchase, etc.

#### (1) Outline of the Target Company

(i) Name:	ARUHI Corporation																					
(ii) Address:	1-6-1 Roppongi, Minato-ku, Tokyo																					
(iii) Name and position of representative:	Representative Director, President, CEO and COO, Toshihiko Katsuya																					
(iv) Description of business:	Mortgage lending and brokering, insurance agency services, bank agency services																					
(v) Stated capital:	6,000 million yen (as of June 30, 2022)																					
(vi) Date of establishment:	May 20, 2014																					
(vii) Major shareholders and shareholding ratio*:	<table border="0"> <tr> <td>The Master Trust Bank of Japan, Ltd. (trust account)</td> <td style="text-align: right;">10.41%</td> </tr> <tr> <td>NORTHERN TRUST CO.(AVFC) RE UKUC UCITS CLIENTS NON LENDING 10PCT TREATY ACCOUNT</td> <td style="text-align: right;">6.04%</td> </tr> <tr> <td>JP MORGAN CHASE BANK 385174</td> <td style="text-align: right;">5.96%</td> </tr> <tr> <td>Custody Bank of Japan, Ltd. (trust account)</td> <td style="text-align: right;">4.73%</td> </tr> <tr> <td>MISAKI ENGAGEMENT MASTER FUND</td> <td style="text-align: right;">3.88%</td> </tr> <tr> <td>Hiroshi Hamada</td> <td style="text-align: right;">2.69%</td> </tr> <tr> <td>JP MORGAN CHASE BANK 385632</td> <td style="text-align: right;">2.38%</td> </tr> <tr> <td>MSCO CUSTOMER SECURITIES</td> <td style="text-align: right;">2.09%</td> </tr> <tr> <td>SBI Holdings, Inc.</td> <td style="text-align: right;">2.07%</td> </tr> <tr> <td>Katsunori Sago</td> <td style="text-align: right;">1.76%</td> </tr> </table>		The Master Trust Bank of Japan, Ltd. (trust account)	10.41%	NORTHERN TRUST CO.(AVFC) RE UKUC UCITS CLIENTS NON LENDING 10PCT TREATY ACCOUNT	6.04%	JP MORGAN CHASE BANK 385174	5.96%	Custody Bank of Japan, Ltd. (trust account)	4.73%	MISAKI ENGAGEMENT MASTER FUND	3.88%	Hiroshi Hamada	2.69%	JP MORGAN CHASE BANK 385632	2.38%	MSCO CUSTOMER SECURITIES	2.09%	SBI Holdings, Inc.	2.07%	Katsunori Sago	1.76%
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(viii) Relationship between the Tender Offeror and the Target Company:	<table border="1"> <tr> <td>Capital relationship</td> <td>The Tender Offeror does not own Target Company Shares as of this writing, but Tender Offeror's wholly-owning parent SBIHD owns 940,300 Target Company Shares (ownership ratio: 2.60%) as of this writing.</td> </tr> <tr> <td>Personnel relationship</td> <td>Not applicable  However, Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the Company, have verbally agreed that appropriate measures to be taken so that the two director candidates will be elected by the Board of Directors of the SBI Group, at the end of January 2023 after the completion of the Tender Offer.</td> </tr> <tr> <td>Transactional relationship</td> <td>Not applicable</td> </tr> <tr> <td>Status as a related party</td> <td>Not applicable</td> </tr> </table>		Capital relationship	The Tender Offeror does not own Target Company Shares as of this writing, but Tender Offeror's wholly-owning parent SBIHD owns 940,300 Target Company Shares (ownership ratio: 2.60%) as of this writing.	Personnel relationship	Not applicable  However, Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the Company, have verbally agreed that appropriate measures to be taken so that the two director candidates will be elected by the Board of Directors of the SBI Group, at the end of January 2023 after the completion of the Tender Offer.	Transactional relationship	Not applicable	Status as a related party	Not applicable												
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\* The shareholding ratio is the ratio of the number of shares owned to the total number of issued shares (excluding treasury stock (769,460 shares) as of March 31, 2022.

(2) Schedule, etc.

(i) Schedule

Date of resolution by the board of directors	September 14, 2022
Date of public notice of commencement of the Tender Offer	September 15, 2022 (Plan) An electronic public notice will be issued, and a notice to that effect will be published in the <i>Nihon Keizai Shimbun</i> . (URL for electronic public notice: <a href="http://disclosure.edinet-fsa.go.jp/">http://disclosure.edinet-fsa.go.jp/</a> )
commencement of the Tender Offer	September 15, 2022 (Plan)

(ii) Initial Tender Offer Period at the Time of Filing

From September 15, 2022 (Thursday) to October 31, 2022 (Monday) (30 business days). Note that Tender Offeror has established a purchase, etc. period for the Tender Offer (“Tender Offer Period”) of 30 business days even though the minimum period set forth in laws and regulations is 20 business days. The intention in establishing this relatively long Tender Offer Period is to ensure the opportunity for appropriate decision-making on whether to tender shares in the Tender Offer by the Target Company’s shareholders, ensure opportunities for competitive purchase, etc. of Target Company Shares by parties other than the Tender Offeror, and in doing so ensure the fairness of the Tender Offer.

(iii) Possibility of Extension upon a Request by the Target Company

Not applicable.

(3) Price for Purchase, etc.

1500 yen per share of common shares

(4) Basis of Calculation, etc. of the Price for Purchase, etc.

(i) Basis for Calculation

In determining the Tender Offer price, SBIHD commissioned KPMG FAS to appraise Target Company’s stock value as a third-party appraiser independent from Tender Offeror, SBIHD and Target Company. Note that KPMG FAS does not constitute a related party of Tender Offeror, SBIHD or Target Company and has no material interests in the Tender Offer.

KPMG FAS studied the appraisal approach to be used in the appraisal of Target Company’s stock value from among the many stocks value appraisal approaches available and decided to use the market price method because Target Company is listed on the Tokyo Stock Exchange Prime Market and has a market share price, and the DCF Method to reflect the value of future business

activities. It used these approaches to appraise the value of the Target Company Shares, and through SBIHD, Tender Offeror obtained a Share Valuation Report concerning the stock value of Target Company Shares from KPMG FAS on September 13, 2022. Tender Offeror has not obtained an opinion from KPMG FAS on the rationality of the Tender Offer price (fairness opinion).

Below are the results and calculation method of the per-share stock value of Target Company Shares found by KPMG FAS.

Market price method: 1,015 yen to 1,052 yen

DCF Method: 1,353 yen to 1,643 yen

The market price method appraised a per-share stock value for Target Company Shares in the range of 1,015 yen to 1,052 yen. This appraisal uses September 13, 2022 as the record date for appraisal and is based on the arithmetic average of the closing price of 1,015 yen for the most recent one month (from June 14, 2022 to September 13, 2022), the arithmetic average of the closing price of 1,033 yen for the most recent three months (from June 14, 2022 to September 13, 2022), and the arithmetic average of the closing price of 1,015 yen for the most recent six months (from March 14, 2022 to September 13, 2022) to the appraisal record date for Target Company Shares on the Prime Market of the Tokyo Stock Exchange.

Under the DCF Method, the per-share stock value of Target Company Shares was appraised in the range of 1,353 yen to 1,643 yen. This was found by calculating the free cash flow expected to be generated by the Target Company beginning the first half of FY 2022 based on the Target Company's future profit forecast as adjusted by Tender Offeror in light of the business plan formulated by Target Company for the period from FY 2021 to FY 2025, recent business results trends, due diligence on Tender Offeror performed by Target Company during the period from early August to early September 2022, and publicly available information, etc. As a side note, the financial projections used by KPMG FAS for the DCF analysis do not include fiscal years in which a significant increase or decrease in profit is expected.

In addition to the findings in the Stock Valuation Report obtained from KPMG FAS, Tender Offeror also referred to the due diligence communicated to it by SBIHD that SBIHD performed on Target Company during the period from early August to early September 2022, the potential for the Target Company's Board of Directors to agree or decline to support the Tender Offer, trends in the market share price of Target Company Shares, and anticipated tenders in response to the Tender Offer, and other factors. Taking all of this information into account, it ultimately resolved to adopt a Tender Offer price of 1,500 yen per share in a meeting of the Target Company held today.

The Tender Offer price of 1,500 yen has a premium of 46.20% (Rounded to two decimal places. The same applies hereafter to the value (%) of the premium to the share price.) against the closing price for Target Company Shares of 1,026 yen on the Tokyo Stock Exchange Prime Market on September 13, 2022, the business day immediately preceding the date on which execution of the Tender Offer was publicly announced, a premium of 45.21% against the arithmetic average of the closing price for the period of one month to that date of 1,052 yen, a premium of 47.78% against the arithmetic average of the closing price for a period of three months to that date of 1,033 yen, and a premium of 47.78% against the arithmetic average of the closing price for a period of six months to that date of 1,015 yen.

(ii) Background of the Calculation

(Course of events leading to the decision on the Tender Offer price)

Upon submission of the Statement of Intent by SBIHD to the Target Company on July 15, 2022, SBIHD selected KPMG FAS as financial advisor and third-party appraiser independent from the Tender Offeror, SBIHD and the Target Company, and Mori Hamada & Matsumoto as



legal advisor in late July 2022, and the Target Company selected Nomura Securities Co., Ltd. as financial advisor independent of SBIHD, Tender Offeror and the Target Company and Nishimura & Asahi as legal advisor in early August 2022, and built a framework for consultation on the Tender Offer.

Thereafter, SBIHD performed due diligence on the Target Company from early August to early September 2022 and, from late August 2022, held consultations with the Target Company on the details of a business alliance that would produce synergetic effects between both companies. As a result, in mid-September, SBIHD, the Tender Offeror and Target Company reached a shared awareness that the conversion of the Target Company to a consolidated subsidiary of SBIHD would further strengthen the growth potential and profitability of the Target Company, enabling medium and long-term improvements of enterprise value for the Target Company, and improvement of enterprise value for SBIHD.

On September 9, 2022, SBIHD proposed an outline of the terms and conditions for the Tender Offer to Target Company, including the Tender Offer price of 1,500 yen per share. After that, SBIHD communicated the details of the consultations, investigations, and due diligence to date and the results of the stock valuation by KPMG FAS to the Tender Offeror on September 13. In response, since the Tender Offer Price of 1,500 yen per share communicated by SBIHD to the Target Company is within the range of the per share value calculated by KPMG FAS using the DCF method and based on the status of investigation at SBIHD, effective this day, the Board of Directors of the Tender Offeror resolved to execute the Tender Offer for the purpose of converting the Target Company to a consolidated subsidiary and, as a result of the following course of deliberations, resolved to execute the Tender Offer at a price of 1,500 yen per share.

i) Names of third parties from whom opinions were sought in appraisal

In determining the Tender Offer price, SBIHD and the Tender Offeror referred to the Stock Valuation Report submitted by KPMG FAS and third-party appraiser independent from Tender Offeror, SBIHD and Target Company. Note that KPMG FAS does not constitute a related party of Tender Offeror, SBIHD or Target Company, nor does it have any material interests in the Tender Offer. SBIHD and the Tender Offeror has not obtained an opinion from KPMG FAS on the fairness of the Tender Offer price (fairness opinion).

ii) Outline of opinion

KPMG FAS used the market price method and DCF Method to appraise the stock value of Target Company Shares, calculating under those methods the following ranges of stock value per Target Company Share.

Market price method: From 1,015 yen to 1,052 yen

DCF Method: From 1,353 yen to 1,643 yen

iii) Course of events leading to the finalization of the Tender Offer price based on this opinion

In addition to the Stock Valuation Report obtained from KPMG FAS, Tender Offeror referred to the due diligence communicated to it by SBIHD performed by SBIHD on Target Company from early August to early September 2022, the potential for the Target Company's Board of Directors to agree or decline to support the Tender Offer, trends in the market share price of Target Company Shares, and the outlook, etc. for tenders in the Tender Offer. Taking these factors comprehensively into account, in Board of Directors ultimately resolved as of today, on a Tender Offer price of 1,500 yen per share.

(5) Number of Share Certificates, etc. to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
17,530,600 (Shares)	11,156,300 (Shares)	17,530,600 (Shares)

(Note 1) No Tendered Share Certificates, etc. will be purchased, etc. if the total number of Tendered Share Certificates, etc. does not meet the minimum number of shares to be purchased (11,156,300 shares).

(Note 2) If the total number Tendered Share Certificates, etc. exceeds the maximum number of shares to be purchased (17,530,60 shares), all or a part of the portion in excess will not be purchased, etc., and deliveries related to the purchase of share certificates, etc. and other matters will be determined using the proportional approach set forth in Article 27-13.5 of the Act and Article 32 of the Ordinance.

(Note 3) Treasury shares held by the Target Company will not be purchased through the Tender Offer.

(Note 4) Shares of less than one unit are also subject to the Tender Offer. If the Target Company shareholders exercise their right to request that the Target Company repurchase their shares of less than one unit in accordance with the Companies Act, the Target Company may purchase such shares during the period of purchases for the Tender Offer (the "Tender Offer Period") pursuant to the procedures under laws and regulations.

(Note 5) The Target's stock acquisition rights may be exercised by the last day of the Tender Offer Period, and the Target's Shares to be issued upon such exercise will also be subject to this Tender Offer.

(6) Change in Ownership Ratio of Share Certificates, etc. through the Tender Offer

Number of voting rights pertaining to share certificates, etc. held by the Tender Offeror before the Tender Offer	-	(Ownership ratio of share certificates, etc. before the Tender Offer: - %)
Number of voting rights pertaining to share certificates, etc. held by specially related parties before the Tender Offer	9,403	(Ownership ratio of share certificates, etc. before the Tender Offer: 2.60%)
Number of voting rights pertaining to share certificates, etc. held by the Tender Offeror after the Tender Offer	175,306	(Ownership ratio of share certificates, etc. after the Tender Offer: 48.40%)
Number of voting rights pertaining to share certificates, etc. held by specially related parties after the Tender Offer	9,403	(Ownership ratio of share certificates, etc. after the Tender Offer: 2.60%)
Number of voting rights of all shareholders of the Target Company	352,798	

(Note 1) The "Number of voting rights represented by share certificates held by the Tender Offeror after the Tender Offer" is the number of voting rights represented by the number of shares to be purchased in the Tender Offer (17,530,600 shares).

(Note 2) The "Number of voting rights before the purchase represented by share certificates held by Persons in Special Relationship" is the total number of voting rights represented by share certificates held by each Persons in Special Relationship.

(Note 3) The "Total number of voting rights of all shareholders of the Subject Company" is the number of voting rights of all shareholders of the Subject Company on 30 June 2022, as stated in the Subject Company's first quarterly report for its ninth fiscal year filed by the Subject Company on 12 August 2022. However, as shares less than one unit (excluding treasury shares less than one unit held by the Subject Company) and shares of the Subject Company which may be issued upon exercise of the Subject Company's share options are also subject to the Tender Offer, the number of voting rights in relation to the total number of shares after taking into account the latent shares of the Subject Company (362.173 voting rights) is used as the denominator in the calculation of the "Shareholding ratio before the Tender Offer" and the "Shareholding ratio after the Tender Offer".

(Note 4) The "Shareholding ratio before the Tender Offer" and "Shareholding ratio after the Tender Offer" are rounded off to two decimal places.

(7) Purchase Price: 26,295 million yen

(8) Method of Settlement

- (i) Name and head office location of the securities firm, bank or other entity conducting settlement of the Tender Offer

SBI SECURITIES Co., Ltd. 1-6-1 Roppongi, Minato-ku, Tokyo

- (ii) Commencement Date of Settlement

November 8, 2022 (Tuesday)

- (iii) Method of Settlement

A notice of purchase, etc. under the Tender Offer will be sent to the address of tendering shareholders, etc. (standing agent for a foreign shareholder, etc.) without delay after the expiration of the Tender Offer Period.

Purchase, etc. will be made in cash. The sales price for purchased share certificates, etc. will be transferred without delay after the settlement commencement date from the tender offer agent to the place designated by the tendering shareholder, etc. (standing agent for a foreign shareholder, etc.) as instructed by the tendering shareholder, etc. (standing agent for a foreign shareholder, etc.).

- (iv) Method of Returning Shares

If it is decided that all or part of the Tendered Shares will not be purchased pursuant to the conditions stated in "(i) Conditions Set Forth in Each Item of Article 27-13, Paragraph 4 of the Act, and Details Thereof" or "(ii) Conditions of Withdrawal of the Tender Offer, Details Thereof, and Method of Disclosing Withdrawal" in "(9) Other Conditions and Methods for the Purchase" below, the Shares that must be returned will be returned promptly on or after the Business Day following the last day of the Tender Offer Period (where the Tender Offer has been withdrawn, the day on which the withdrawal was made). The shares that must be returned will be returned by restoring the record to the status immediately before the tender application on the Tendering Shareholder Accounts at the tender offer agent (if a Tendering Shareholder wishes to transfer the shares to an account of the Tendering Shareholder held at any other financial instruments business operator, etc., please so instruct).

(9) Other Conditions and Methods for the Purchase

(i) Conditions Set Forth in Each Item of Article 27-13, Paragraph 4 of the Act, and Details Thereof

No Tendered Share Certificates, etc. will be purchased, etc. if the total number of Tendered Share Certificates, etc. does not meet the minimum number of shares to be purchased (11,156,300 shares).

If the total number of Tendered Shares exceeds the maximum number of shares to be purchased (17,530,600 shares), all or part of that excess number of shares will not be purchased, and delivery and other settlement with respect to the purchase of Shares will be handled on a pro rata basis as provided in Article 27-13, Paragraph 5 of the Act and Article 32 of the Ordinance (if any Tendered Share contains fractional shares of less than one unit (100 shares), the number of shares to be purchased that is calculated on a pro rata basis will be limited to the number of shares contained in such Tendered Share).

If the total number of shares purchased from each of the Tendering Shareholders which is obtained by rounding off the number of shares less than one unit resulting from the calculation on a pro rata basis is less than the maximum number of shares to be purchased, one unit of the Tendered Shares (or up to the number of the Tendered Shares in the case where additionally purchasing one unit causes an excess of the number of the Tendered Shares) will be purchased from each of the Tendering Shareholders in descending order beginning with the one who owns the largest number of rounded-down shares until the total number of shares purchased is equal to or greater than the maximum number of shares to be purchased. However, if purchasing from all the Tendering Shareholders who own an equal number of rounded-down shares by this method causes an excess of the maximum number of shares to be purchased, a lottery system will be used to decide from which shareholder the shares will be purchased among the relevant Tendering Shareholders to the extent where the resultant total number of shares purchased is equal to or greater than the maximum number of shares to be purchased.

If the total number of shares purchased from each of the Tendering Shareholders which is obtained by rounding off the number of shares less than one unit resulting from the calculation on a pro rata basis exceeds the maximum number of shares to be purchased, one unit of shares (or a portion of shares less than one unit if the number of shares purchased that was calculated on a pro rata basis has such a portion) will be decreased from the number of shares purchased from each of the Tendering Shareholders in descending order beginning with the one who owns the largest number of rounded-up shares until the total number of shares purchased is equal to or greater than the maximum number of shares to be purchased. However, if decreasing the number of shares purchased from all the Tendering Shareholders who own an equal number of rounded-up shares by this method causes the number to fall below the maximum number of shares to be purchased, a lottery system will be used to decide from which shareholder the number of shares purchased will be decreased among the relevant Tendering Shareholders to the extent where the resultant total number of shares purchased is equal to or greater than the maximum number of shares to be purchased.

If deciding from which shareholder the shares will be purchased among the relevant Tendering Shareholders by a lottery system or deciding from which shareholders the number of shares purchased will be decreased among the relevant Tendering Shareholders by a lottery system, SBI Securities Co., Ltd will conduct the lottery.

(ii) Conditions of Withdrawal of the Tender Offer, Details Thereof, and Method of Disclosing Withdrawal

The Tender Offer may be withdrawn, etc. in any of the events set forth in Article 14.1.1 a-j and m-s, Subparagraph 3 a-h and j, [Subparagraph 4], or Paragraph 2.3-6. In the context of the Tender Offer, "facts similar to the facts set forth in a-i" as set forth in Article 14.1.3.j of the Ordinance refer to the finding of falsification of material matters or omission of material matters in statutory disclosure documents previously submitted by Target Company.

The Tender Offer will be withdrawn, etc. if, by the day prior to expiration date of the Tender Offer Period (including extensions) Tender Offeror's prior notifications to the Japan Fair Trade Commission as set forth in Article 10.2 of the Anti-Monopoly Act: (i) are subject to prior notification of an Exclusion Order in which the Japan Fair Trade Commission orders Tender Offeror to dispose of all or any part of Target Company's shares, transfer a part of its business, or take other similar measures; (ii) the term does not expire for measures subject to prior notification of an Exclusion Order under the Act, or (iii) a court receives a petition for emergency injunction alleging that Tender Offeror has acted in violation of Article 10.1 of the Act and a "permit, etc." as set forth in Article 14.1.4 of the Ordinance is not obtained.

In the event of withdrawal, etc., public notice will be made by electronic disclosure and by announcement in the Nihon Keizai Shimbun; provided, however, that if it is difficult to give public notice by the last day of the Tender Offer Period, announcement will be made pursuant to Article 20 of the Ordinance, and public notice given immediately thereafter.

(iii) Conditions of Reduction in Purchase Price, Details Thereof, and Method of Disclosing Reduction

Pursuant to Article 27-6.1.1 of the Act, actions set forth in Article 13.1 of the Ordinance taken by Target Company during the Tender Offer Period may result in a reduction of the purchase, etc. price in accordance with the standards set forth in Article 19.1 of the Ordinance. In the event of reduction of the purchase, etc. price, public notice will be given by electronic disclosure and announcement will be made in the Nihon Keizai Shimbun; provided, however, that if it is difficult to give public notice by the last day of the Tender Offer Period, announcement will be made pursuant to Article 20 of the Ordinance, and public notice given immediately thereafter. In the event of reduction of the purchase, etc. price, the purchase, etc. of shares, etc. tendered prior to the date of public notice will be made at the reduced purchase, etc. price.

(iv) Matters Relating to Agreement Cancellation Rights of Tendering Shareholders

The Tendering Shareholders may cancel an agreement related to the Tender Offer at any time during the Tender Offer Period. In order to cancel an agreement, please complete the cancellation procedures by (i) inputting necessary information on the tender offer agent's webpage (<https://www.sbisecc.co.jp>) or by (ii) contacting the tender offer agent's customer service center (telephone number: 0120-104-214; for mobile phones or PHS: 03-5562-7530) by 9:00 AM on the last day of the Tender Offer Period.

When canceling an agreement for tender via an over-the-counter tender liaison (face-to-face transaction account), deliver or send documents indicating cancellation of the agreement for the Tender Offer ("Cancellation Document") together with a tender application receipt (if provided) to the head office or sales offices indicated below, or any branch office of SBI Money Plaza Co., Ltd. where the officers indicated below are stationed no later than 9:00 am on the last day of the Tender Offer Period. However, if sent, this is conditional upon arrival of the Cancellation Document at the over-the-counter tender liaison no later than 9:00 am on the last day of the Tender Offer Period.

Party authorized to receive the Cancellation Document

SBI SECURITIES Co., Ltd. 1-6-1 Roppongi, Minato-ku, Tokyo

(other business offices of SBI SECURITIES Co., Ltd. or branches of SBI MONEYPLAZA Co., Ltd. where SBI SECURITIES Co., Ltd.'s personnel are stationed)



The Tender Offeror will not make any claim for damages or a penalty payment against the Tendering Shareholders due to the cancellation of their agreements. In addition, the Tender Offeror will bear the cost of returning the Tendered Shares to the Tendering Shareholders. If a Tendering Shareholder applies for cancellation, his/her Tendered Shares will be returned by the method stated in “(iv) Method of Returning Shares” of “(8) Method of Settlement” above promptly after completion of the procedures related to cancellation.

(v) Method of Disclosing Changes Made to Terms and Conditions of the Purchase

The Tender Offeror may change the purchase terms during the Tender Offer Period, excluding cases where it is prohibited by Article 27-6, Paragraph 1 of the Act and Article 13, Paragraph 2 of the Order. If the Tender Offeror intends to change the purchase terms, it will give public notice thereof through electronic disclosure and make an announcement with respect thereof in the Nihon Keizai Shimbun; provided, however, if it is difficult to give such public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement pursuant to Article 20 of the Ordinance and give public notice immediately thereafter. If the purchase terms are changed, the Tendered Shares that were tendered on or before the date of the public notice are also purchased based on the changed purchase terms.

(vi) Method of Disclosure in Case of Filing of Amendment Statement

If the Tender Offeror files an amendment statement with the Director-General of the Kanto Local Finance Bureau, excluding the cases set forth in the proviso to Article 27-8, Paragraph 11 of the Act, the Tender Offeror will immediately make a public announcement on the details relating to those described in the public notice of tender offer commencement among other things in the amendment statement, pursuant to Article 20 of the Ordinance. The Tender Offeror will also immediately amend the tender offer explanatory statement and deliver the amended tender offer explanatory statement to the Tendering Shareholders to whom the tender offer explanatory statement has already been delivered. However, if the scope of the amendment is limited, the amendment may be made by preparing a document stating the reason for the amendment and the subject matters before and after the amendment and delivering the document to the Tendering Shareholders.

(vii) Method of Disclosing the Results of the Tender Offer

The results of the Tender Offer will be publicly announced on the day following the last day of the Tender Offer Period by the method set forth in Article 9-4 of the Order and Article 30-2 of the Ordinance.

(viii) Other

The Tender Offer is not being made, either directly or indirectly, in or to the United States. Nor are the U.S. postal service, or other methods or means of interstate or international commerce (including but not limited to facsimile transmissions, e-mails, internet communications, telexes, and telephones) being utilized in making the Tender Offer. The Tender Offer is also not being made through securities exchange facilities in the United States. It is not permissible to tender shares in the Tender Offer by the methods or means stated above, through the facilities stated above, or from the United States.

This Statement or related purchase documents will not be sent or delivered by the postal service or any other means in, to, or from the United States. Such sending or delivering is not allowed. No tender of shares in the Tender Offer that is directly or indirectly in violation of the restrictions stated above can be accepted.

When tendering shares in the Tender Offer, the Tendering Shareholders (in the case of Foreign Shareholders, their standing proxies) may be requested to make representations and warranties to the tender offer agent concerning the following:

- The Tendering Shareholder is not resident in the United States at either the time of tendering or when sending a tender offer application form.
- The Tendering Shareholder has not, directly or indirectly, received or sent any information (including copies) regarding the Tender Offer in, to, or from the United States.
- The Tendering Shareholder has not, directly or indirectly, used the U.S. postal service, or any other methods or means of interstate or international commerce (including but not limited to facsimile transmissions, e-mails, internet communications, telexes, and telephones), and has not used securities exchange facilities in the United States when conducting a purchase or signing and delivering a tender offer application form.
- The Tendering Shareholder is not acting as an agent without discretionary power or as a trustee or mandatary for any other person (excluding cases where the other person provides all instructions regarding the purchase from outside the United States).

(10) Date of public notice of commencement of the tender offer

September 15, 2022

(11) Tender offer agent

SBI SECURITIES Co., Ltd. 1-6-1 Roppongi Minato-ku, Tokyo

#### **4. Policy after the tender offer and future prospects**

(1) Policy after completion of the tender offer

After the Tender Offer, SBIHD and the Tender Offeror regard the creation of synergies between the SBI Group and the Target Company Group as one of the most important matters. The optimal system for the early realization of synergies will be determined through discussions with the Target Company after the completion of the Tender Offer. In addition, the dispatch of executives from the SBI Group to the Target Company, Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the target Company, have verbally agreed to take appropriate measures; as of September 14, 2022, SBIHD and the Target Company will announce that two director candidates recommended by the SBI Group at the Extraordinary General Meeting of Shareholders scheduled to be held by the end of January 2023. SBIHD and the Tender Offeror will cooperate in building a management structure that fully utilizes the characteristics and strengths of the Target Company's business, and by maximizing the synergistic effect between the SBI Group and the Target Company Group., both companies will work to further improve the corporate value of both companies.

(2) Future Prospects

The impact on SBIHD's consolidated results is expected to be negligible if, as a result of the Tender Offer, Target Company becomes a consolidated subsidiary of SBIHD. Public announcement will be made in a timely manner of any facts subject to public announcement impacting the consolidated results of SBIHD.

## 5. Other

### (1) Existence and content of an agreement between the Tender Offeror and the Target Company or its officers

#### 1) Support of the Tender Offer

According to Target Company's Press Release, a meeting of the Board of Directors of Target Company convened today expressed an opinion in support of the Tender Offer and resolved to defer the decision of whether to tender shares in response to the Tender Offer to the judgment of Target Company's shareholders.

For details on the course of events leading to the decision by Target Company's Board of Directors, see Target Company's Press Release and "1) Background to, purposes of, and course of decision-making regarding the execution of the Tender Offer" under "(2) Background to, purposes of, and course of decision-making regarding the execution of the Tender Offer, and management policies after the Tender Offer" and "3) Approval of all directors not having interests in Target Company, and unanimous opinion of auditors not having interests in Target Company" under "(4) Measures to ensure the fairness of the Tender Offer price, measures to avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer" in "2. Purpose of the Purchase" above.

#### 2) Agreement between Tender Offeror and Target Company

SBIHD and Target Company executed the Business Partnership Agreement. For details on the Business Partnership Agreement, please check the "1) Business Partnership Agreement" of "(6) Matters concerning material agreements related to the Tender Officer" of "2. Purpose of the Purchase".

In addition, Masato Takamura, vice president and representative director at SBIHD, and Mr. Toshihiko Katsuya, President, CEO, and COO of the Target Company, have verbally agreed to take appropriate measures, as of September 14, 2022, SBIHD and the Target Company will announce that two director candidates recommended by the SBI Group will be appointed as Directors of the Target Company at the Extraordinary General Meeting of Shareholders scheduled to be held by the end of January 2023.

### (2) Other information necessary for investors to judge the merits of tendering shares in the purchase, etc.

Not applicable.

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For further information, please contact:

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