



November 25, 2022

To all whom it may concern

Company name: Credit Saison Co., Ltd.

Representative: Katsumi Mizuno, Executive President and COO

(Code: 8253 TSE Prime)

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Credit Saison Announces Absorption-type Merger (Simplified Short Form Merger) with Wholly-Owned Subsidiary

At the meeting of the Board of Directors held today, Credit Saison Co., Ltd. (“Credit Saison”) resolved to implement an absorption-type merger with its wholly-owned subsidiary CS Loan & Guarantee Co.,Ltd. (hereinafter referred to as “the absorption-type merger”), effective April 1, 2023. The details are as outlined below. Since the absorption-type merger is a simplified, short form merger involving a wholly-owned subsidiary, some disclosure items and details are omitted.

1. Purpose of the Absorption-type Merger

Since its establishment by taking over the business of Tokyu Land Loan Guarantee Co., Ltd. from TOKYU LAND CORPORATION in February 2017, CS Loan & Guarantee Co.,Ltd. has operated the housing loan guarantee business as a subsidiary of Credit Saison. However, from the perspective of improving the Group’s business efficiency, Credit Saison has decided that the best course of action is to implement an absorption-type merger with CS Loan & Guarantee Co.,Ltd. and operate the business under a single organization.

2. Summary of the Absorption-type Merger

(1) Merger Schedule

Date of resolution by the Credit Saison Board of Directors	November 25, 2022
Date of decision by the directors of CS Loan & Guarantee Co.,Ltd.	November 25, 2022
Date of conclusion of merger agreement	November 25, 2022
Expected merger date (effective date)	April 1, 2023

Note: Since the merger is a simplified merger as stipulated in Article 796, paragraph 2 of the Companies Act in the case of Credit Saison and a short form merger as stipulated in Article 784, paragraph 1 of the Companies Act in the case of CS Loan & Guarantee Co.,Ltd., Credit Saison will conduct the merger without obtaining the approval of the General Meeting of Shareholders for the merger agreement.

(2) Merger Method

CS Loan & Guarantee Co.,Ltd. will be dissolved in an absorption-type merger with Credit Saison as the surviving company.

(3) Details of Allotment in relation to Merger

Since Credit Saison owns all the shares of CS Loan & Guarantee Corporation, there will be no issuance of new shares, increase in share capital, money delivered due to merger, or any other consideration as a result of the absorption-type merger.

(4) Handling of Share Acquisition Rights and Bonds with Share Acquisition Rights of the Disappearing Company

Not applicable.

3. Overview of the Companies involved in the Absorption-type Merger (As of March 31, 2022)

	Surviving company	Disappearing company
Name	Credit Saison Co., Ltd.	CS Loan & Guarantee Co.,Ltd.
Address	3-1-1 Higashiikebukuro, Toshima-ku, Tokyo	3-1-1 Higashiikebukuro, Toshima-ku, Tokyo
Title and name of representative	Executive President and COO Katsumi Mizuno	Kazuhiko Kurashina, Representative Director
Business description	Payments, lease, finance, real estate-related, etc.	Housing loan guarantees and procedures
Share capital	¥75.9 billion	¥0.1 billion
Date of establishment	May 1, 1951	March 14, 1984
Number of shares outstanding	185,444,772 shares	2,000 shares
Fiscal year end	March 31	March 31
Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (Trust account) (24.99%) Custody Bank of Japan, Ltd. (Trust account) (8.74%) CITY INDEX ELEVENTH Co., Ltd. (5.65%) Daiwa Securities Group Inc. (5.15%) HSBC BANK PLC A/C MAND G (ACS) (4.17%) *Shareholding ratios are calculated excluding treasury shares.	Credit Saison Co.,Ltd. 100.00%

Financial Position and Operating Results for the Previous Fiscal Year		
	Surviving company	Disappearing company
Name	Credit Saison Co., Ltd.	CS Loan & Guarantee Co.,Ltd.
Fiscal year end	Fiscal 2022 (Consolidated)	Fiscal 2022 (Non-consolidated)
Total equity (net assets)	¥563,738 million	¥400 million
Total assets (Total assets)	¥3,610,778 million	¥404 million
Equity attributable to owners of the parent per share (Net assets per share)	¥3,598.22	¥200,105.00
Net revenue (Net sales)	¥299,017 million	¥3 million
(Operating profit)	—	(¥34 million)
Business profit (Ordinary profit)	¥52,336 million	(¥33 million)
Profit attributable to owners of parent (Profit)	¥35,375 million	(¥33 million)
Basic earnings per share (Net income per share)	¥226.35	(¥16,885.26)

* The accounting standards used are International Financial Reporting Standards (IFRS) for consolidated accounts and Japanese GAAP for non-consolidated accounts, and the items presented for non-consolidated accounts are shown in parentheses.

4. Status after the Absorption-type Merger

There will be no change in the name, address, representative, business description, share capital and fiscal year end of Credit Saison as a result of the absorption-type merger.

5. Future Outlook

The impact of the absorption-type merger on Credit Saison's consolidated financial results is immaterial.