

October 13, 2022
SBI Holdings, Inc.
(Tokyo: 8473)

Notice Regarding Change of the Largest Shareholder as a Major Shareholder

SBI Holdings, Inc. (hereinafter “the Company”) hereby announces that there has been a change of the major shareholder of the Company on September 30, 2022, as described below.

1. Background for the change

The Company confirmed from the shareholder list, which was sent from Mizuho Trust & Banking Co., Ltd., the Company’s administrator of the shareholder registry, that the number of voting rights of all shareholders, as of September 30, 2022, was reduced due to an increase in the number of shares constituting less than one unit, causing the change of the largest shareholder as a major shareholder.

2. Overview of the shareholder subject to the change

| | |
|--|--|
| (1) Name | Sumitomo Mitsui Financial Group, Inc. |
| (2) Location | 1-2, Marunouchi 1-chome, Chiyoda-Ku, Tokyo, Japan |
| (3) Job title and name of representative | President, Jun Ohta |
| (4) Description of business | Management of subsidiaries as well as the performance of ancillary functions |
| (5) Paid in capital | 2,341,878 million yen (as of March 31, 2022) |

3. Number of voting rights (number of shares) held by said shareholder and its ratio to the voting rights held by all shareholders before and after the change

| | Number of voting rights (Number of shares held) | Ratio of voting rights held | Ranking among major shareholders |
|--|--|--------------------------------|-------------------------------------|
| Before the change (As of July 11, 2022) | 270,000 units (27,000,000 shares) | 9.99% | 2nd |
| After the change (As of September 30, 2022) | 270,000 units (27,000,000 shares) | 10.00% | 2nd |

* 1. The ratio to the total number of voting rights of all shareholders before the change is calculated based on 2,430,075 units of voting rights of all shareholders as of March 31, 2022, plus 270,000 voting rights of the common stock increased by the issuance of new shares through third-party allotment announced in the “Notice Regarding Capital and Business Alliance with Sumitomo Mitsui Financial Group, Inc. and Issuance of New Shares by Third-Party Allotment to That Company as the Planned Allottee” dated June 23, 2022; a total of 2,700,075 units of voting rights and then rounded down to two decimal places.

2. The ratio to the total number of voting rights of all shareholders after the change is calculated based

on 2,699,105 units of voting rights of all shareholders as of September 30, 2022, and then rounded down to two decimal places.

3. Although the 1st ranking majority shareholder before and after the change is both The Master Trust Bank of Japan, Ltd. (Trust account), it does not fall under the category of major shareholder or the largest shareholder as a major shareholder under the proviso of Article 163, Paragraph 1 of the Financial Instruments and Exchange Act.

4. Future outlook

There is nothing significant to be noted with regards to the future outlook.

For further information, please contact:

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