

Non-financial Activities

Sustainability Indicator Highlights

Environment

Number and amount of green bonds issuance supported by SBI SECURITIES

45 issuances / ¥17.3 billion

(As of June 30, 2024)

SBI SECURITIES has supported a total of 45 issuances of SDG bonds, such as green bonds, in both yen and foreign currencies, with total issuance amount of ¥17.3 billion.

GHG emissions

11,573 t-CO₂

(FY2023)

The total GHG emissions of Scope 1 and Scope 2 in the SBI Group* was 11,573 t-CO₂.

Conservation of water resources

Approx. 11 t

(FY2023)

The SBI Group uses LIMEX, which is made mainly from limestone and does not use water or wood pulp, as the material for the business cards used by its company officers and employees and therefore contributes to the conservation of approximately 11 tons of water resources annually.

* Mainly covers domestic facilities of SBI Holdings and the Group companies (including SBI Shinsei Bank Group.)

Social

Ratio of female managers

26.1 %

(As of March 31, 2024)

The percentage of female managers at SBI Holdings is 26.1%. We will continue our efforts to maintain and improve the target figures of maintaining 20% or more through to 2025.

Ratio of employees with foreign nationality at the SBI Group

35.5 %

(As of March 31, 2024)

The percentage of employees with foreign nationality at the SBI Group* is 35.5%. We will continue our efforts to achieve the target figure of 40% or more through to 2025.

Cumulative grants made by SBI Children's Hope Foundation

Approx. ¥1.21 billion

(As of March 31, 2024)

Through the SBI Children's Hope Foundation, the SBI Group actively pursues solutions to child welfare problems for the sake of children. The Foundation has made cumulative donations of approximately ¥1.21 billion, up to FY2023.

* Excluding SBI Shinsei Bank Group.

Governance

Number and percentage of Independent Outside Directors

7 persons / 46.7 %

(As of June 30, 2024)

SBI Holdings appointed seven Independent Outside Directors, accounting for 46.7% of the total 15 Directors.

Number and percentage of female Directors

2 persons / 13.3 %

(As of June 30, 2024)

SBI Holdings appointed two female Directors, accounting for 13.3% of the total 15 Directors.

Attendance rate at Board of Directors' meetings

97.3 %

(FY2023)

The attendance rate at Board of Directors' meetings for Directors and Statutory Auditors of SBI Holdings was 97.3%.

Addressing Climate Change (Initiatives Based on TCFD Recommendations)

The SBI Group considers climate change as a critical issue confronting the society and is identifying climate-related risks and opportunities related to climate change using the two scenarios of the global mean temperature rising 4°C and 1.5°C compared to before the Industrial Revolution to consider the conditions in 2030. We have estimated the financial impact in FY2030 for the securities business and the investment (private equity) business, which are major businesses of the SBI Group. For the banking business, SBI Shinsei Bank has estimated its cumulative financial impact of up to FY2050.

Governance

SBI Holdings has established a Sustainability Committee under the Board of Directors, composed of Senior Managing Directors and chaired by the Representative Director, President & CEO. [P.36](#)

Risk Management

The SBI Group identifies risks and opportunities related to climate change, recognizing inadequate response to issues of climate change, among others, as a key strategic business risk that could significantly impact its operations. As a regular framework for risk management, in order to understand and to properly assess and manage risks including climate change, which has the possibility of obstructing business activities, the Company has designated an officer in charge of risk management at the Group level and has established a Group Risk Management Department, so that it can carry out integrated risk management. [P.54](#)

Strategy

In the scenario analysis, the SBI Group analyzed and examined the risks and opportunities and financial impacts under two scenarios, assuming global mean temperature increases of 4°C and 1.5°C respectively by 2100 compared to before the Industrial Revolution.

Financial Impact Forecast for FY2030 (Compared to FY2020/Securities Business and Investment Business)

4°C scenario: ¥66 million

1.5°C scenario: ¥169 million

(For reference) SBI Holdings' profit before income tax expense was ¥141,569 million in FY2023.

Note: The total amount of predicted financial impact includes additional costs from the introduction of decarbonization and emissions trading; cost increases due to electric power rates and zero energy buildings (ZEBs); air conditioning costs due to rising temperatures; annual loss from floods and high tides; and annual loss of interrupted operations through the securities business and investment (private equity) business.

Financial Impact Forecast for FY2050 (Cumulative up to FY2050/Banking Business)

SBI Shinsei Bank estimates the financial impact as follows.

Physical risk: Cumulative credit costs impact of around ¥5.5 billion to ¥9 billion

Transition risk: Cumulative credit costs impact of around ¥6.5 billion to ¥28 billion

Note 1: Target business for the physical risk is domestic real estate non-recourse loans, domestic project finance, housing loans, and personal unsecured loans from Shinsei Financial.

Note 2: Target business for the transition risk is electric power utilities, oil and gas, and shipping.

Examples of SBI Group Initiatives to Resolve Environmental and Social Issues

- Support for the issuance of social impact bonds, including green bonds (SBI SECURITIES and SBI Shinsei Bank)
- Sustainable finance and impact finance (SBI Shinsei Bank)
- Sustainability deposits (SBI Shinsei Bank)
- Selecting investee companies in consideration of SDGs (SBI Investment)
- Agricultural solar power generation development business (SBI Smart Energy)

Metrics and Targets

Towards realizing the national target of carbon neutrality by 2050, the SBI Group targets net zero GHG emissions (Scope 1 and Scope 2) by FY2050. Its interim target is a 33% reduction by FY2030 (compared to its FY2018 levels). In addition, we have begun calculating Scope 3 emissions for each category in order to understand the scale of the Group's Scope 3 emissions.

Change in GHG Emissions

(Units: t-CO₂)

	FY2021	FY2022	FY2023
Scope 1	1,299	1,482	1,206
Scope 2	18,191	12,030	10,367
Total	19,490	13,512	11,573
Scope 3	—	1,286	5,496

Note 1: Scope of collected data: Disclosed are emissions at SBI Holdings' and its main Group companies' domestic facilities. Disclosures respectively cover Scope 1 (direct emissions from use of fossil fuels, etc.), Scope 2 (indirect emissions from use of purchased power and heat), and Scope 3 (emissions of others related to the operator's activities) as defined by the GHG Protocol. Scope 1 and Scope 2 of SBI Shinsei Bank Group has been included since FY2021.

Note 2: Scope 3 covers business travel (Category 6) and employees' commutation (Category 7). SBI Shinsei Bank Group has been included from FY2023.


For full disclosure in accordance with the TCFD, please refer to the following website:

<https://www.sbigroup.co.jp/english/sustainability/environment/tcf.html>

Achieving Sustainable Growth Through Stakeholder Engagement

Amid increasing uncertainties in the external environment, the SBI Group recognizes the importance of accurately grasping the needs and expectations from various stakeholders by engaging with them through dialogue and other methods, and then reflecting them in the management for increasing the medium- to long-term corporate value of the Group.


Customers



SBI Group has set forth the thorough pursuit of the “Customer-centric Principle” as its Fundamental Business Building Concepts and has put customer benefits first in its business activities. In addition, the Group has established a “business ecosystem” in the Internet financial services field that is unprecedented in the world. The characteristic of the Internet is that transactions between the service providers and consumers can be completed without meeting face-to-face. It is precisely for this reason that the Group has made various considerations to allow customers to complete transactions with peace of mind and a sense of trust, including thorough protection of personal information.

- Examples of Engagement**
- SBI SECURITIES launched “ZERO Revolution” which pertains to the elimination of brokerage commissions for online trading of domestic stocks from orders placed on September 30, 2023
 - Awarded No.1 in the “2024 ORICON Customer Satisfaction® Survey” for “Online Securities,” “Internet Banking,” “Bank Card Loans,” and “Term Cancer Insurance, Comprehensive” (SBI SECURITIES, SBI Shinsei Bank, SBI Sumishin Net Bank and SBI Insurance)


Employees



At the SBI Group, we believe it is our people who are the main source of creativity and differentiation, which give us a competitive edge. Accordingly, we have implemented various measures such as the provision of open employment opportunities and the establishment of a robust educational system that includes a program for dispatching employees to the SBI Graduate School. In addition, through the realization of a fair evaluation and compensation system that rewards ambition and performance, we train employees to develop and pass down a unique corporate culture, and promote fostering a healthy work ethic.

- Examples of Engagement**
- Conducting surveys on health and productivity management, employee engagement, and employee satisfaction
 - Raising incentive grant percentages for employee stockholder associations and expansion of stock option systems
 - Development of human resources at the SBI Graduate School

Local Communities



SBI Group believes that a company is a part of society and that corporate activities basically have various impacts on it. In order to fulfill the role of the Company as a social entity, we will work to resolve social issues through our core business activities in a variety of ways, thereby contributing to the maintenance and development of society.

- Examples of Engagement**
- Formulation of the SBI Group’s Basic Sustainability Principles and Materiality Measures
 - Further strengthening of ties with regional financial institutions with the vision of establishing a wide-area regional platform centered on SBI Shinsei Bank

Shareholders and Investors



We are engaged in sound, highly transparent management by actively disclosing information to shareholders and investors, communicating through the General Meeting of Shareholders and financial results briefings, etc., and striving to build better relationships. In addition to the self-growth and propagation of corporate value of listed companies and manifestation of Group corporate value through the IPOs of subsidiaries, we will increase shareholder value through M&As, establishing joint ventures, strategic alliances, and other such efforts.

- Examples of Engagement**
- Financial results briefings for institutional investors and analysts and individual meetings for institutional investors and analysts
 - Briefings for individual investors (Information Meeting and Current Management Information Briefing)
 - Enhanced disclosure of information related to sustainability

Partners (Service Providers)



SBI Group is promoting open alliances in which win-win relationships are formed through partnerships with many non-Group companies across a variety of industries. Through these open alliances, we are collaborating with diverse partners to create a system that can provide comprehensive services that cannot be achieved by a single company alone, in order to meet the diverse demands of various customers.

- Examples of Engagement**
- Linkage by SBI SECURITIES to various points systems and credit card-related incentives by our non-Group companies
 - Operating joint branches with regional financial institutions in conjunction with SBI MONEYPLAZA
 - Neo-bank initiatives promoted by SBI Sumishin Net Bank

Global Environment



SBI Group recognizes the importance of long-term coexistence between society and the natural environment, and that environmental issues have an impact on, and present both risks and opportunities to organizations and society, and has accordingly established the SBI Group Environmental Policy. Based on this policy, we will continue to contribute to the maintenance and development of a sustainable society through our business activities.

- Examples of Engagement**
- Addressing climate change (initiatives based on TCFD Recommendations)
 - Promoting initiatives in which officers and employees contribute to the preservation of biodiversity



SBI Group's Human Resources Strategy

Katsumi Shiragami

Executive Officer in Charge of Human Resources and General Affairs at SBI Holdings

Ideal Human Resources and Our Portfolio

Since the SBI Group has expanded its business fields based on its management strategy, it has secured human resources with the necessary knowledge and ability to create new business opportunities, mainly through mid-career recruitment. As a result, the SBI Group is unique where more than 90% of its human resources are mid-career hires and that 86.4% of mid-career hires at the SBI Holdings serve in management roles and represent as its core human resources talent pool. These mid-career hires are able to work successfully alongside new graduates thanks to continuous training activities that help disseminate the SBI Group's management philosophy and corporate culture while allowing employees to acquire a broad overview of the Group as a whole. Furthermore, active communication by the CEO via books and other publications on management and business, is helping the Group to raise employees' knowledge in fields such as humanities and business administration. We believe that these efforts are also contributing to a sense of unity within the Group.

We recognize that securing talented, global human resources is even more important in executing our management strategies. In addition to actively recruiting employees from overseas universities, we have reconsidered evaluation, training, and compensation systems and are promoting Group-wide efforts to secure talented employees. In 2018, we established the Highly Specialized Professionals System, which enables us to respond differently from the existing framework in terms of salary treatment and working style, and we are focusing on securing human resources who can play strategically important roles. In April 2022, we implemented a significant increase in starting salary for new graduates as well as an increase in the salary table up to the third year of employment. Moreover, in April 2024, we increased the salary table focusing on junior to mid-level employees in order to secure talented employees. The SBI Group will form an appropriate human resources talent pool in light of its management strategy, including the use of M&A and other methods to recruit talented and ready-to-work people.

Progress on the Human Resources Strategy

The Group has achieved rapid growth by pursuing its constantly evolving stance of "self-denial," "self-transformation," and "self-evolution." Human resources give rise to creativity, and we thus position them as a major factor behind the differentiation that underlies our competitive strengths. Our human resources strategy seeks to get an accurate grasp of what those within the Company are saying as well as changes in the external environment, in addition to staying attune to the trend of the times. We also plan to build out the structures and initiatives in which employees exercise their talents to their fullest.

- 2005** Started new college graduate hiring program
- Oct. 2009** Corporate dispatch system started for the MBA course at SBI Graduate School
- Mar. 2015** Upper-age limit removed on post-retirement re-employment
- Oct. 2016** Certification-acquisition support system introduced
- Aug. 2018** Health Management Declaration instituted
- Oct. 2018** Highly Specialized Professionals System established (A system that certifies personnel who are responsible for work requiring specialized expertise or who have certain qualifications, and to allow flexible working styles and evaluation methods)
- Apr. 2022** Major increase in salary table for new graduate employees up to their third year
- June 2022** Compensation system introduced in which Group consolidated earnings are reflected in all officers' and employees' compensation
- Oct. 2022** Fully embedded shorter hours regular employee system introduced and staggered working hours formalized
- Mar. 2023** Applicable certificates expanded for certification support system (Nineteen new certifications were added to the 33 certifications that were covered by the previous system, and the number of certifications eligible for an examination fee subsidy was expanded to 52)
- Apr. 2023** Employment referrals started
- Apr. 2023** Engagement survey conducted at SBI Holdings
- Jan. 2024** Decided on policy to expand incentive programs for officers and employees
- Apr. 2024** Raised the salary table focusing on junior to mid-level employees

Please visit our website for more information on "Enhancing Human Capital Value"

 <https://www.sbigroup.co.jp/english/sustainability/social/employee.html>

Diversity and Inclusion Towards Sustainable Value Creation

The SBI Group recognizes that human rights are the fundamental rights that all human beings equally and universally have, and that respecting these rights is a matter of course in corporate operations. In 2021, we clearly stated this belief in our "Human Rights Policy." We also believe that to remain as a company that innovates without getting caught up in preconceived notions requires an environment in which diverse people can fully demonstrate their potential and stimulate each other to grow, regardless of age, race, nationality, gender, sexual orientation, presence/absence of a disability, or other attributes. The SBI Group operates in 26 countries and regions, and overseas offices account for 20.3% of the total number of employees. Starting from March 2015, the upper-age limit on post-retirement re-employment was removed, as we are committed to actively

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promoting talented employees regardless of their attributes.

Recognizing that increasing diversity is important in the future, we have set goals of increasing the ratios of female managers and employees with foreign nationality to at least 20% and 40%, respectively, by 2025 and will work to maintain and improve the current ratios (26.1% and 35.5%*, respectively, as of March 31, 2024). In addition, the Company and its Group companies are making efforts to comply with the Act on Promotion of Women's Participation and Advancement in the Workplace and the Act on Advancement of Measures to Support Raising Next-Generation Children. We are also formulating target figures and action plans based on these acts.

* Excluding SBI Shinsei Bank Group

Please visit our website for more information on "SBI Group Human Rights Policy"



https://www.sbigroup.co.jp/english/sustainability/social/human_rights.html

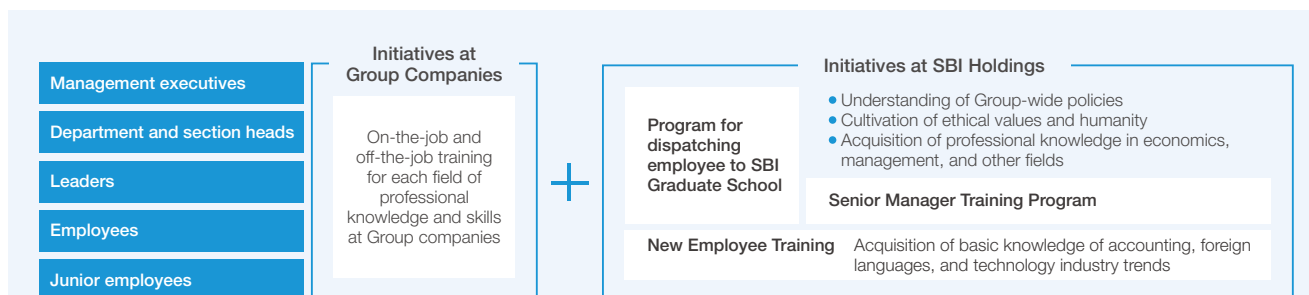
Developing Human Resources for the Next Generation of Management

The SBI Group is training future generations of skilled workers

through a combination of on-the-job-training and courses at the SBI Graduate School, which opened in 2008 with the full support of the SBI Group. Employees who aspire to become senior managers must complete the SBI Group Senior manager training program as a requirement for promotion. We have also established a program for employees wanting to study a wider range of management subjects to study at the SBI Graduate School. As of March 31, 2024, 171 individuals have obtained MBA degrees through this program. In addition to the SBI Graduate School, new graduate employees are trained by submission of assignments, which is unique to the Company, to help them acquire knowledge and management perspectives as executives of the SBI Group from their early careers. New graduate employees are required to submit a report every two weeks which is then evaluated by management executives, including the CEO. In this way, the Group focuses its efforts on human resources development with training time per employee standing at 13 hours 45 minutes per year* as well as training expenses (non-consolidated) at ¥109 million resulting in average training expenses per employee of ¥330,000.

* Employees of domestic consolidated subsidiaries (excluding SBI Shinsei Bank Group) are covered.

The SBI Group's Human Resource Development Process



New Employee Training Program

Our new graduate employees spend the first year in the Company participating in an e-learning program from the SBI Graduate School with the goal of enabling them to understand basic theories and to acquire practical skills that will be used in their daily work. For new graduate employees, we provide training to help them acquire knowledge and management perspectives as executives of the SBI Group from early on in their careers, by setting a report that is to be submitted every two weeks which is then evaluated by management executives, including the CEO.

Senior Manager Training Program

This program is designed for employees who aspire to be promoted to senior management positions. Our employees are required to take courses centered on moral philosophy for approximately a year at the SBI Graduate School and to complete it before being promoted to senior management positions.

Employee Dispatch Program (SBI Graduate School MBA Program)

With the main goal of developing human resources that will lead the SBI Group in the future, we have a program that enrolls employees in the SBI Graduate School. Through this program, we expect our human resources to grow to be able to see and think about things from a

broader perspective through improved management and business abilities, as well as logical thinking.

SBI Group's Single-subject and Diploma Program

These programs are a part of our personnel measures with the goal of fostering employee self-development. Employees are permitted to learn at the SBI Graduate School while balancing work and their personal lives with a view towards a transition to the employee dispatch program (MBA program).

Program Supporting the Acquisition of Qualifications

The Company may cover the expenses necessary for an employee to acquire a qualification, thereby supporting employees in improving their skills.

Career Open Program

The program enables SBI Group employees to choose their career path which is divided into three categories: in-house recruitment, self-reporting, and business plan proposal.

Procedures for Employment Transfer

To enable employees' medium- and long-term career advancement, we have introduced an employment transfer program where temporary employees can become regular or direct employees.

Improving Work Environments to Enhance Productivity

We believe that good physical and mental health is important for employees to always perform at their maximum potential. The SBI Group has instituted the Health Management Declaration stating the need to actively promote the creation of an environment that encourages employees to maintain and promote their health. In addition, we are devoting attention to the health of our employees by offering monthly individual health consultations with occupational health professionals. In accordance with the preference of each officer and employee, these are conducted in person, by phone, or in writing. Standing in 2024, we began offering a program to prevent severe lifestyle disease to employees who wish to participate. Furthermore, SBI Wellness Bank, established in 2007 to actively contribute directly to society through the medical field, strives to maintain the health of SBI Group's officers and employees through Tokyo International Clinic, a medical corporation that we partner with and support. Because long working hours can lead to poor mental health of employees, we have been actively implementing Company-wide measures to reduce them since 2015. For example, we regularly notify employees and their supervisors of overtime working hours and the status of paid leave, among others. Since 2016, we have been conducting legally mandated stress checks for our employees and plan to consider more effective measures to maintain the health of our employees by utilizing obtained quantitative data.

In addition to providing opportunities for self-actualization, we are striving to make effective use of employees and to put the right people in the right jobs through our career open program. Many employees have utilized this program to make career changes by requesting transfers to their desired operat-

ing companies within the SBI Group, and in FY2023, 140 employees took advantage of this program.

We are also working towards creating a comfortable working environment and expanding our systems, including a parental and childcare leave system, a shortened-hours regular employee system, and a staggered working hours system. The Company on its own has a 100% rate for mothers and a 50% rate for fathers taking childcare leave. Furthermore, to improve work efficiency and productivity, the entire Group is promoting the introduction of robotic process automation (RPA) and artificial intelligence (AI) to automate various routine tasks.

We conducted an engagement survey from 2023 in order to strengthen the corporate ties with employees even more than before. The survey results were used to improve employees' engagement with the goal of putting in place an even more comfortable working environment.

Recognition of Employees and Rewards Towards Performance

Since our founding, we have maintained a policy of "giving a stipend to those with merit and a position to those with good judgement and insights," emphasizing not only results but also the process that leads to those results. In addition, in order to ensure fair and impartial evaluations, we conduct 360-degree evaluations, in which employees are evaluated not only by their superiors, but also by their subordinates and colleagues. In addition, in order to further enhance the cohesiveness of the Group and to additionally increase motivation and morale towards delivering consolidated performance, the Company issues paid stock options to Directors of the Company and its subsidiaries and tax-qualified stock options to employees without cost.

Employee Data*1

Employee Status (Consolidated)*3	FY2021	FY2022	FY2023
Number of employees	17,496	18,756	19,097
Percentage of employees at overseas business locations (%)	22.9	21.7	20.3
Ratio of employees with foreign nationality*2(%)	42.3	37.7	35.5

Status of Employment of Women*3	FY2021	FY2022	FY2023	
Consolidated	Number of female employees	7,630	8,133	8,287
	Ratio of female employees (%)	43.6	43.4	43.4
	Ratio of women among regular employees hired (%)	36.8	37.5	34.2
	Number of female managers	768	920	1,050
	Ratio of female managers (%)	18.4	19.9	20.1
	Number of female executive officers	20	22	19
	Ratio of female executive officers (%)	9.4	8.7	6.5
Domestic consolidated	Number of women hired	933	1,327	1,101
	Ratio of women among regular employees hired (%)	39.1	38.1	36.2
	Number of female managers	688	727	834
Ratio of female managers (%)	18.3	18.4	18.5	

*1 Figures of each fiscal year may not be continuous due to changes in calculation methods, M&A, etc.
 *2 Excluding SBI Shinsei Bank Group.
 *3 As of end of each fiscal year

Domestic Consolidated	FY2021	FY2022	FY2023
Average years of service (men)	10.1	10.2	10.3
Average years of service (women)	8.4	8.7	9.0
Average annual salary (men)	¥7,564,601	¥7,854,752	¥7,856,678
Average annual salary (women)	¥4,515,359	¥4,820,899	¥5,011,492
Turnover rate (%)	14.9	15.4	13.6
Annual amount of training time per employee*2	15hr 38min	13hr 23min	13hr 45min

Non-consolidated	FY2021	FY2022	FY2023
Average monthly overtime working hours	17hr 41min	17hr 1min	14hr 8min
Ratio of annual paid leave taken (%)	65.4	75.6	75.6
Ratio of childcare leave taken by female employees (%)	100	100	100
Ratio of mid-career hires among management (%)*3	81.1	83.1	86.4
Education and training expenses (yen)	¥56,410,000	¥60,781,642	¥108,738,000
Ratio of female managers (%)*3	26.5	24.7	26.1

Target Figures for Human Resources (Through to 2025)

Ratio of female managers (Non-consolidated) 20% or higher	Ratio of employees with foreign nationality (Consolidated) 40% or higher
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Strengthening and Enhancing the Management Base to Support Sustainable Growth

SBI Group is actively engaged in constructing an organizational framework that can swiftly adapt to changes in the business environment, while ensuring the transparency and fairness of decision-making. Our focus lies in enhancing appropriate corporate governance practices to drive the enhancement of corporate value.

Results of Main Efforts for FY2023

Number of Ordinary Board of Directors' meetings held per year	12
Average attendance rate at Board of Directors' meetings for Independent Outside Directors	96.4%
Average attendance rate at Board of Directors' meetings for Outside Statutory Auditors	93.3%
Number of Board of Statutory Auditors' meetings held per year	14
Average attendance rate at Board of Statutory Auditors' meetings for Outside Statutory Auditors	100%

Major Issues Discussed at the Board of Directors

- Issuance of ordinary corporate bonds
- Incentive program expansion
- Report on capital and business alliance with Mynavi Corporation
- Report on results of initiatives by the Group Risk Management Department
- Status reports on investor communications
- Status reports on initiatives related to sustainability

Corporate Governance System

SBI Holdings adopted an organizational structure incorporating the establishment of a Board of Statutory Auditors, which led to the formation of both a Board of Directors and a Board of Statutory Auditors. The Company's Board of Directors, consisting of 15 Directors, with 7 Independent Outside Directors (as of June 27, 2024), is strengthening its oversight of the appropriateness of the Company's management. The Board of Directors meets monthly, in principle, to decide important matters and to oversee the status of business execution. Notably, in addition to Executive Directors, including the President, Senior Executive Vice Presidents, and the Senior Managing Director, 19 Executive Officers with expertise and insights aligned with the Directors are in charge of business execution. The Company clearly defines the functions and responsibilities of the Executive Directors, Executive Officers, and the Board of Directors, and has put in place an organizational structure capable of promptly and flexibly responding to sudden changes in the business environment.

At the same time, Statutory Auditors are responsible for establishing a solid corporate governance system worthy of public trust, by means including auditing the Directors' per-

formance of duties. Statutory Auditors ensure collaboration with Independent Outside Directors and Accounting Auditors and endeavor to realize a more effective corporate governance system.

The Board of Directors and the Board of Statutory Auditors are to be composed of diverse individuals, irrespective of race, nationality, gender, etc., who possess a high level of expertise and will contribute to the strengthening of the Company's corporate governance system. [▶ P48](#)

Overview of Organization (As of June 27, 2024)

Configuration	Company with Board of Statutory Auditors
Number of Directors (Independent Outside Directors)	15 (7)
Term of Directors	1 year
Average age of Directors	59.2
Number of Statutory Auditors (Outside Statutory Auditors)	4 (2)
Number of Directors registered as Independent Executives	9
Number of Management Advisory Committee members (Independent Outside Directors)	8 (7)
Involvement of Independent Outside Directors in remuneration decisions (Yes/No)	Yes

Improving the Effectiveness of the Board of Directors

1. Method of Analysis and Evaluation

Between February and March 2024, SBI Holdings conducted a self-assessment for all Directors and Statutory Auditors regarding the effectiveness of the Board of Directors. The Company analyzed and evaluated the effectiveness of the Board of Directors, based on the results of the self-assessment, as well as the discussions at the Board of Directors meeting held in March 2024.

Items Included in Evaluation of Effectiveness

- Structure and composition of organizations such as the Board of Directors
- Operation of the Board of Directors
- Agenda, deliberation, and decision-making of the Board of Directors
- Supervisory system of the Board of Directors
- Relationships with shareholders and other stakeholders
- All others
- Self-evaluation

2. Overview of Results of the Analysis/Evaluation

The evaluation found the Board of Directors to be sufficiently effective and functioning properly as a business execution and monitoring organization.

On the other hand, to further improve the effectiveness of

the Board of Directors, considering the rapid advancement of technology, including AI, the evaluation noted the need to secure talents specialized in such technologies as well as to build a system that allows for more prompt and detailed discussions on cybersecurity.

Moreover, it has been pointed out that there is a need for more comprehensive action in compliance risk management and continuous monitoring of post-merger integration (PMI) process in response to the increased risks due to diversification of businesses and the expansion of Group's scale.

The Board of Directors is continuing to strengthen its effectiveness based on the outcome of this analysis and evaluation and will ensure that it contributes to the enhancement of sustainable corporate value.

Director Training

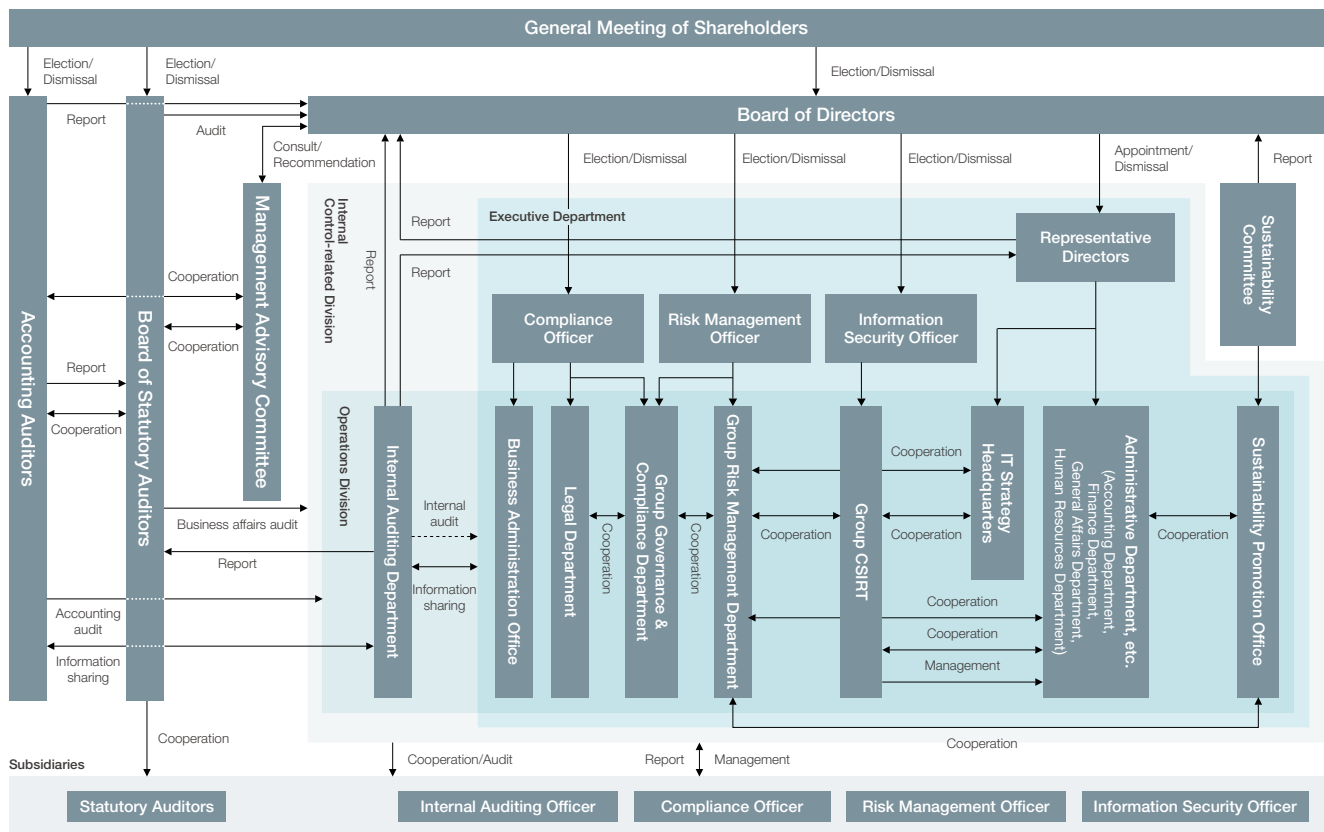
SBI Holdings maintains a training environment in which each Director and Statutory Auditor can acquire and update the knowledge required for effective management. During FY2023, we invited Keisuke Hanyuda, Managing Director/CEO of Owls Consulting Group, Inc., who conducted training in January 2024 on the semiconductor-related business, a new field of entry for the Company.

- Key Themes Discussed During the Director Training**
- Financial assistance policies towards the semiconductor industry in Japan
 - Semiconductor industrial policies in various countries around the world
 - Business strategy in the semiconductor market worldwide



Attendees of Director training

Outline of Corporate Governance Structure



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Board of Directors and Statutory Auditors (As of June 27, 2024)

Directors

① Attendance at Board Meetings ② Number of Company's shares owned ③ Main fields of expertise ④ Reasons for selection

Name/Position	Principal responsibilities and concurrent offices held	Other information
 <p>Yoshitaka Kitao Representative Director, Chairman, President & CEO</p>	<p>Representative Director, Chairman & President of SBI Investment Co., Ltd. Representative Director & Chairman of SBI SECURITIES Co., Ltd. Representative Director & President of SBI Pharmaceuticals Co., Ltd. Director of SBI VC Trade Co., Ltd. Representative Director & Chairman of SBI Digital Asset Holdings Co., Ltd. Director & Chairman of SBI FINANCIAL SERVICES Co., Ltd. Representative Director & President of SBI Capital Management Co., Ltd. Director & Chairman of SBI Asset Management Group Co., Ltd. Representative Director & President of Regional Revitalization Partners Co., Ltd.</p>	<p>① 12/12 ② 4,327,960 ③ General management (financial assets and biotechnology) ④ Mr. Yoshitaka Kitao has demonstrated excellent management capabilities as Representative Director, President & CEO since the Company's establishment, building a financial conglomerate focused on Internet-based financial services for the Financial Services Business, which covers a broad range of business activities including securities brokerage business, banking services business, insurance business, and a wide range of financial services businesses. He has also helped establish a strong business foundation for the SBI Group by leading business expansion in Japan and abroad.</p>
 <p>Masato Takamura Representative Director, Senior Executive Vice President & COO</p>	<p>Representative Director & President of SBI SECURITIES Co., Ltd. Representative Director & President of SBI FINANCIAL SERVICES Co., Ltd. Director of SBI NEO FINANCIAL SERVICES Co., Ltd. Outside Director of ASCOT Corp. Director of The Global Ltd. Director of SBI Regional Revitalization Services Co., Ltd.</p>	<p>① 12/12 ② 450,000 ③ General management (financial assets) ④ Mr. Masato Takamura has served as Representative Director and President of SBI SECURITIES Co., Ltd., and has greatly contributed to the growth of the securities businesses and has a wealth of experience and broad knowledge as a manager. In addition, he has been responsible for the Financial Services Business as Representative Director and President of SBI FINANCIAL SERVICES Co., Ltd. since June 2018.</p>
 <p>Tomoya Asakura Director, Senior Executive Vice President</p>	<p>Representative Director & President of SBI Asset Management Group Co., Ltd. Representative Director & President of SBI Global Asset Management Co., Ltd. Representative Director, Chairman, & CEO of SBI Asset Management Co., Ltd. Representative Director & President of Wealth Advisor Co., Ltd. Director of SBI Insurance Group Co., Ltd. Director of SBI Okasan Asset Management Co., Ltd. Director of SBI Alternative Asset Management Co., Ltd. Director of SBI RHEOS HIFUMI Inc. Director of SBI Crypto Asset Holdings, Co., Ltd.</p>	<p>① 12/12 ② 355,000 ③ General management (financial assets) ④ Mr. Tomoya Asakura, who has served as Representative Director & President of SBI Global Asset Management Co., Ltd., has greatly contributed in growing the overall asset management business, including the information service business and the investment management business, and has a wealth of experience and broad knowledge as a manager.</p>
 <p>Shumpei Morita Senior Managing Director</p>	<p>Representative Director of SBI Regional Bank Holdings Co., Ltd. Representative Director of SBI Regional Revitalization Banking System Co., Ltd. Outside Director of The Shimane Bank, Ltd. Director of SBI SAVINGS BANK Director of SBI NEO FINANCIAL SERVICES Co., Ltd. Director of SBI Business Solutions Co., Ltd. Director of SBI Security Solutions Co., Ltd. Director of SBI Art Auction Co., Ltd. Director of SBINFT Co., Ltd.</p>	<p>① 12/12 ② 150,000 ③ Finance and accounting ④ After his appointment as a Director of the Company, Mr. Shumpei Morita provided support in relation to the accounting and financial aspects of the SBI Group's management strategy as CFO from October 2011. In addition to his high ethics, he possesses considerable professional knowledge regarding finance and accounting. Furthermore, as Representative Director of SBI Regional Bank Holdings Co., Ltd., he works on regional revitalization and value enhancement of regional financial institutions, in which SBI Regional Bank Holdings Co., Ltd. has invested.</p>
 <p>Satoe Kusakabe Managing Director</p>	<p>Managing Director and in charge of Risk Management Department of SBI SECURITIES Co., Ltd. Director of SBI VC Trade Co., Ltd. Director of Japanext Co., Ltd. Director of SBI Remit Co., Ltd.</p>	<p>① 12/12 ② 9,600 ③ Risk management ④ Ms. Satoe Kusakabe has been engaged in corporate internal control and audit-related tasks as a certified public accountant and has a wealth of experience in that field. In addition, she has conducted duties mainly in the audit and risk management departments at the Company, as well as at SBI SECURITIES, Co., Ltd. With the importance of Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT) on the rise, it can be expected that she will utilize her wealth of experience in the field to further strengthen and enhance the SBI Group's risk management function.</p>
 <p>Masayuki Yamada Director</p>	<p>General Counsel, Legal Department of SBI Holdings, Inc. Statutory Auditor of SBI Asset Management Group Co., Ltd. Director of SBI Capital Management Co., Ltd. Director of SBI Ventures Two Co., Ltd. Director of SBI Incubation Co., Ltd. Director of SBI Capital Co., Ltd.</p>	<p>① 12/12 ② 39,030 ③ Internal control, legal affairs and compliance ④ Mr. Masayuki Yamada has served as an officer in charge of legal affairs and compliance in the SBI Group as an attorney at law admitted to the New York Bar (U.S.), and has a wealth of practical experience and a highly ethical outlook.</p>
 <p>Shinji Matsui Director</p>	<p>Representative Director of SBI AutoSupport Co., Ltd. Representative Director & President of SBI Benefit Systems Co., Ltd. Representative Director of SBI Africa Co., Ltd. Director of SS Trading Co., Ltd. Director of Benefit Solutions Co. Ltd.</p>	<p>① 10/10 ② 115,050 ③ General management (financial assets), overseas experience ④ Mr. Shinji Matsui has a wealth of experience and broad insight as a manager in the Financial Services Business, including serving as Representative Director & President of SBI Benefit Systems and Representative Director of SBI AutoSupport for several years. He is also driving new business development in new overseas markets as Representative Director of SBI Africa.</p>
 <p>Motoaki Shiino Director</p>	<p>Head of Corporate Communications Dept. of SBI Holdings, Inc. Representative Director of SBI Non-Bank Holdings Co., Ltd. Director of SBI Digital Community Co., Ltd.</p>	<p>① 10/10 ② 5,000 ③ Finance and accounting, public relations ④ As General Manager of Corporate Communications at SBI Holdings, Mr. Motoaki Shiino has deep familiarity with Group strategy from being in charge of public relations and investor relations at the SBI Group. Also, as a result of these efforts, he has gained a wealth of practical experience and a high level of expertise.</p>

Policy and Procedures Concerning the Nomination of Director Candidates and Statutory Auditors

Please refer to the "Basic Policy on the Governance System" III-1-(3) and III-2-(3) on our Company website.

https://www.sbigroup.co.jp/english/sustainability/governance/pdf/governance_policy240314.pdf





Independent Outside Directors

① Attendance at Board Meetings ② Number of Company's shares owned ③ Main fields of expertise ④ Reasons for selection

Name/Position	Principal responsibilities and concurrent offices held	Other information
Teruhide Sato Independent Outside Director 	Director of BEENEXT PTE. LTD. Director of BEENEXT CAPITAL MANAGEMENT PTE. LTD.	①11/12 ②2,820 ③General management (advanced technology), overseas experience ④Mr. Teruhide Sato participated in launching CyberCash K.K. (currently, DG Financial Technology, Inc.) in Japan and has served as Representative Director, President and CEO of netprice, Ltd. (currently, BEENOS Inc.), and has a wealth of experience and extensive knowledge, particularly in relation to Internet businesses in Asia.
Heizo Takenaka Independent Outside Director 	Emeritus Professor at Keio University Director of XICA CO., LTD. Non-executive chairman of Investcorp Japan, LLC	①10/12 ②— ③General management (financial assets), finance and accounting ④Mr. Heizo Takenaka has served successively as the Minister of State for Economic and Fiscal Policy, the Minister of State for Financial Services, the Minister of State for Internal Affairs and Communications, and in other posts and teaching at Keio University, while also serving as an outside director in private companies.
Yasuhiro Suzuki Independent Outside Director 	Representative Director & President of digitalshiftwave Co., Ltd. President of Japan Omni Channel Association Visiting Professor at Joho Keiei Innovation Senmonshoku Daigaku Outside Director of Vertex Co., Ltd Professor at Tokyo City University, Gotoh Educational Corporation	①12/12 ②— ③General management (advanced technology) ④Mr. Yasuhiro Suzuki has served successively as Representative Director and President of Seven & i Netmedia Co., Ltd., Director & Executive Officer, CIO of Seven & i Holdings Co., Ltd., and in other posts, and has a wealth of experience in a wide range of fields, including Internet businesses.
Hiroshi Ito Independent Outside Director 	Advisor of SBI Insurance Group Co., Ltd. Member of the Finance Committee of Tokyo American Club	①12/12 ②— ③General management (financial assets), risk management ④Mr. Hiroshi Ito has served successively in important positions such as Representative Director of Marsh Japan, Inc., which is a global-leading company that provides services related to insurance and risk management, and has expert knowledge in insurance fields that the SBI Group focuses on.
Kanae Takeuchi Independent Outside Director 	Freelance Announcer Outside Director of dip Corporation	①12/12 ②— ③Public relations ④One of the Company's most important challenges is to ensure that the Board of Directors heeds women's perspectives and strengthens its approach in this regard. Moreover, Ms. Kanae Takeuchi has played active roles, both in the past and presently, particularly in the media, and is well-suited to reflect the opinions of the stakeholders of the Company, including many individual shareholders, at Board meetings.
Junichi Fukuda Independent Outside Director 	Commissioned Lecturer at SBI Graduate School Lawyer at Uryu & Itoga LPC Special advisor	①12/12 ②— ③Financial sector in general ④Mr. Junichi Fukuda has served successively as Vice-Minister of Finance and has extensive experience in the field of finance. He can be expected to bring constructive opinions to the SBI Group's financial business in general, especially in the fields of regional revitalization and expanding cooperation with regional financial institutions.
Hiroyuki Suematsu Independent Outside Director 	Specially Appointed Professor at the Tokyo NODAI Research Institute of Tokyo University of Agriculture Outside Director (Audit & Supervisory Committee member) of TRE HOLDINGS CORPORATION	①12/12 ②— ③Agriculture, forestry and fisheries, and the food industry ④Mr. Hiroyuki Suematsu has successively served as Vice-Minister of Agriculture, Forestry and Fisheries and has extensive experience in agriculture, forestry and fisheries industry, and the food industries. He can be expected to bring constructive opinions to the SBI Group in many fields including the use of supply chain management with blockchains and operating the Osaka Dojima Exchange, Inc., which handles commodities futures.

Statutory Auditors

① Attendance at Board Meetings/Attendance at Statutory Auditor Meetings ② Number of Company's shares owned ③ Main fields of expertise ④ Reasons for selection

Name/Position	Principal responsibilities and concurrent offices held	Other information
Toru Ichikawa Outside Standing Statutory Auditor 	Outside Statutory Auditor of The Shimane Bank, Ltd.	①12/12-14/14 ②1,000 ③Finance, accounting, internal control, legal affairs, compliance, and risk management ④Mr. Toru Ichikawa has served successively as chief inspector of the Financial Services Agency and has extensive experience in the financial field.
Takahiro Yoshida Standing Statutory Auditor 	Statutory Auditor of SBI SECURITIES Co., Ltd. Statutory Auditor of SBI FINANCIAL SERVICES Co., Ltd.	①9/10-10/10 ②— ③Finance and accounting, financial sector in general ④Mr. Takahiro Yoshida has many years of experience at financial institutions, and he served as Executive Officer of the Group Treasury Department at SBI Shinsei Bank. He has a wealth of practical experience and a high moral perspective.
Yasuo Sekiguchi Outside Statutory Auditor 	Managing Director of Global Partners Consulting, Inc.	①12/12-14/14 ②— ③Finance and accounting, overseas experience ④Mr. Yasuo Sekiguchi is qualified as a Certified Public Accountant and Certified Tax Accountant and has a considerable degree of knowledge regarding finance and accounting.
Akemi Mochizuki Statutory Auditor 	Member of AKAHOSHI AUDIT CORPORATION Outside Director & Audit & Supervisory Committee member of TSUMURA & CO. Outside Statutory Auditor of Asahi Kasei Corporation	①10/12-14/14 ②— ③Finance and accounting ④Ms. Akemi Mochizuki has a wealth of experience and a high level of knowledge as a certified public accountant over many years, as well as a high degree of professional knowledge and a wealth of experience regarding finance and accounting, in addition to auditing of companies.

Note: The number of shares owned is as of March 31, 2024.

Non-financial Activities

Skills Matrix for Directors

Position	Name	Management/ Business Strategy	Industry Experience in Key Businesses	Global Experience	Technology	Academic Background	Finance/ Accounting	Legal affairs/ Compliance	Sustainability (ESG/Risk Management)
Representative Director, Chairman, President & CEO	Yoshitaka Kitao	●	●	●		●	●		
Representative Director, Senior Executive Vice President & COO	Masato Takamura	●	●						
Director, Senior Executive Vice President	Tomoya Asakura	●	●	●					
Senior Managing Director	Shumpei Morita	●	●				●		
Managing Director	Satoe Kusakabe		●				●		●
Director	Masayuki Yamada			●				●	
Director	Shinji Matsui	●	●	●	●				
Director	Motoaki Shiino		●				●		●
Independent Outside Director	Teruhide Sato	●	●	●	●				
Independent Outside Director	Heizo Takenaka	●	●	●		●			●
Independent Outside Director	Yasuhiro Suzuki	●			●				
Independent Outside Director	Hiroshi Ito	●	●	●					●
Independent Outside Director	Kanae Takeuchi			●					●
Independent Outside Director	Junichi Fukuda		●	●		●	●	●	
Independent Outside Director	Hiroyuki Suematsu		●			●			●

Management Advisory Committee

SBI Holdings is strengthening the supervisory function of the Board of Directors by increasing the transparency of the Company's management from outside perspectives by utilizing the efforts of several Independent Outside Directors. From June 27, 2019, it was decided to appoint at least one-third of the Board of Directors as the Independent Outside Directors in accordance with the Company's independence standards and to establish the "Management Advisory Committee" as the voluntary advisory body to the Board of Directors in which majority of the Directors are Independent Outside Directors to further strengthen the Company's supervisory function, and to ensure an appropriateness of management through increased management transparency.

Similar to the former "Outside Director Liaison Committee," this committee shares information and opinions from an objective perspective, while maintaining an environment in which Independent Outside Directors may engage appropriately and actively discuss matters pertaining to the Board of Directors.

The committee places greater focus on enhancing the Company's corporate governance framework, by increasing the objectivity and transparency of the Board of Directors decisions through appropriate involvement in the Board's functions and deliberation processes, which include the selection of potential candidates for Directorship and Statutory Auditors positions, appointment and dismissal of management executives (President, Senior Executive Vice Presidents, Senior Managing Directors, Managing Directors) and the determination of compensation for Directors, as well as the development of the next generation of management executives.

At the second meeting of the Management Advisory Committee for FY2023 held in September 2023, the Company gave a briefing and discussions were held on information

security risk management systems, including a broad exchange of views on measures to strengthen security measures in newly established and acquired companies under the SBI Group, as well as in client companies.

Members of the Management Advisory Committee (As of June 27, 2024)

Chairman of the Management Advisory Committee	Heizo Takenaka*
Member of the Management Advisory Committee	Teruhide Sato*
Member of the Management Advisory Committee	Yoshitaka Asaeda
Member of the Management Advisory Committee	Yasuhiro Suzuki*
Member of the Management Advisory Committee	Hiroshi Ito*
Member of the Management Advisory Committee	Kanae Takeuchi*
Member of the Management Advisory Committee	Junichi Fukuda*
Member of the Management Advisory Committee	Hiroyuki Suematsu*

* Independent Outside Directors of the Company

Compensation for Directors

In principle, the compensation for Directors is decided by the Board of Directors within the total compensation amount approved at the General Meeting of Shareholders after receiving feedback from the Management Advisory Committee, in order to secure fairness and clarity.

A compensation system that includes restricted stock units was introduced from June 2019 for Directors (excluding Outside Directors), as an incentive to continue to grow corporate value and to further share value with all Group shareholders. The recipient Directors under this system exchange their monetary compensation received as property in kind to receive a specified number of common shares or treasury shares.

Policy on Determining the Amount of Ways to Calculate the Compensation for Directors

- 1) SBI Holdings established the Management Advisory Committee, the majority of which is composed of Independent Outside Directors, in order to secure fairness and clarity in the processes for determining executive remuneration, etc. The policy for determining the amount and calculation method of executive remuneration, etc., is decided by the Board of Directors after receiving feedback from the Management Advisory Committee. The policy for determining the amount and calculation method of remuneration for Directors for FY2023 was decided by the Board of Directors after receiving a report and feedback from the Management Advisory Committee.
- 2) The amount of remuneration, which consists of fixed basic remuneration as well as bonuses based on the Company's performance and restricted stock units for each Director (excluding Outside Directors), is decided by the Board of Directors after receiving feedback from the Management Advisory Committee, and is to be within the total remuneration limits approved at the General Meeting of Shareholders. Similarly, the amount of remuneration for each Outside Director, which is composed of fixed basic remuneration and bonuses, is decided by the Board of Directors, and is to be within the total remuneration limit approved at the General Meeting of Shareholders. However, when these decisions have been entrusted to the Representative Directors by the Board of Directors, the Representative Directors determines the above remuneration matters.

The basic remuneration is paid as monthly monetary

remuneration and the amount of basic remuneration for each Director is decided based on the following:

- The maximum amount of employee salary
- Remuneration paid to executives of the same rank in the past
- The Company's business performance outlook
- The prevailing level of compensation for Directors
- The degree of contribution to the Company's business performance
- The conditions of appointment
- Any other factors

In principle, bonuses are paid annually; restricted stock units are paid in a timely manner during the term of office of each Director; and the amounts paid to each Director as bonuses and restricted stock units are decided based on an overall assessment of basic factors, such as their work duties and how they are conducting their work, as well as the business environment, and their overall contribution to the Company. Accordingly, no specific quantitative targets are set.

The ratio of the basic remuneration, bonuses, and restricted stock units are decided appropriately based on the business environment, level of remuneration in other companies, and other factors so that such remuneration acts as an incentive to enhance corporate value.

- 3) Remuneration of Statutory Auditors consists only of fixed basic remuneration, and the amount of remuneration for each Statutory Auditor is decided by consultation with the Statutory Auditors and is to be within the total remuneration limit approved at the General Meeting of Shareholders.

Total Compensation for Directors and Statutory Auditors, Total Compensation by Type, and Number of Corresponding Executives (FY2023)

Executive Classification	Total Compensation (Millions of Yen)	Total Compensation by Type (Millions of Yen)			Number of Corresponding Executives
		Basic Compensation	Bonuses	Retirement Benefits	
Directors (Excluding Outside Directors)	775	214	461	100	9
Statutory Auditors (Excluding Outside Statutory Auditors)	13	13	—	—	2
Outside Directors and Outside Statutory Auditors	123	109	14	—	9

Basic Policy on Parent and Subsidiary Listings, and Protection of Minority Shareholders

Since the SBI Group has a wide range of business fields, some investors have expressed difficulty in understanding the full picture. In response, we are working to make the corporate value of the whole Group more visible by promoting IPOs for our subsidiaries to clarify the business value of each operational unit. While increasing the capital procurement capability of each Group company, these IPOs enable strengthening of their financials and afford them the opportunity to be self-reliant.

Meanwhile, to protect minority shareholders, we adhere to the arm's length principle to ensure the fairness and rationality of transactions with each Group company and respect the

independence of their management.

For example, the Group has entered into management agreements with each listed subsidiary and is limited to receiving reports on timely disclosure matters, including mainly consolidated performance management, business alliances with other companies and matters relating to the acquisition and disposal of investment securities (related to policy holdings). In addition, SBI Holdings has stipulated to its subsidiaries that it has the right to investigate cases that could damage the reputation of the Group, but the Company respects the independence of each subsidiary and leaves management control to them.

Non-financial Activities

Enhancing the Internal Control System

SBI Holdings believes that it is important to have an internal control system in place and to conduct business through a sound internal control system in order to enhance its corporate governance. With the goal of enhancing the internal control system, the Representative Director (Chief Ethics Officer) works to ensure that all employees understand that compliance with laws and ethical behavior are essential in realizing the corporate mission.

To identify compliance issues and problems, the Board of Directors has appointed an Officer in charge of compliance, and the Group Governance & Compliance Department is under the direct control of that Officer.

In addition, in case of finding violations of laws, regulations, the Articles of Incorporation, or other important compliance-related matters, the Company maintains a whistle-blowing system for direct reporting to Internal Auditing Department and Statutory Auditors, who are independent of both executive and management departments.

The Company has established a stringent compliance system of checks and balances across multiple departments to ensure that all processes under business activities comply fully with not only laws and regulations, but also with contracts, agreements, etc. Moreover, the Company conducts regular compliance training, using e-learning and other means, to enhance knowledge and awareness of the employees regarding compliance issues.

Furthermore, the officer in charge of compliance and the Compliance Department, in cooperation with those in charge of compliance at each Group company, hold regular meetings to exchange information throughout the Group.

Our Approach to Corporate Ethics

The SBI Group points to having “sound ethical values” as the first principle of its corporate missions to conduct its businesses by undertaking judgments on actions based not only on whether they conform to the law or profit the Company, but also whether they are socially equitable. The Company’s Representative Director, Yoshitaka Kitao, serves as the Chief Ethics Officer and works to ensure that all employees understand that compliance with laws and ethical behavior are a prerequisite for realizing the corporate missions. The Code of Conduct is designated as the highest ethical and normative rule regarding the Group compliance, and the Compliance Standards are designated as expressing the basic parameters of actual compliance under the Code. We have also put in place an ordered structure of related rules.

Policy and Status of Strategic Shareholding

The Company acquires and holds the shares of other companies with taking into consideration that profits can be gained in the future by selling those shares when entering into business alliances or collaborations that are likely to contribute to the SBI Group’s business development and to increase the Company’s corporate value, and when it can be rationally expected that such collaborations will increase the corporate value of the other company as well. The Board of Directors annually examines the rationality and purpose of holding listed

shares for strategic reasons. Specifically, this involves examining qualitatively whether the strategic shareholding contributes to strengthening or maintaining the relationship with the relevant parties, and quantitatively whether the dividend or profit from the business that the relevant parties are involved in is appropriate considering the cost of capital to the Company. The Company in principle, sells shares if the rationality of the shareholding cannot be confirmed according to the aforementioned evaluation.

In a certain case where the Company’s shares are held by a strategic shareholder, it does not engage in economically unreasonable transactions that are detrimental to the joint corporate and shareholder interests with the relevant company. Moreover, if the owner of strategic shareholdings in the Company indicates the intention to sell the shares, it is the basic policy of the Company to respond appropriately and not to take any action that would obstruct the sale, such as by indicating that business transactions with the holder will be reduced in future.

As of the end of March, 2024, the Company has not been engaged in any strategic shareholding. Moreover, in one of the Group’s main businesses, the venture capital business, all of the Group-owned shares of startup companies, such as those invested in via venture capital funds, are in principle included as operational investment securities in the Company’s Consolidated Financial Statements.

Internal Auditing

The Company has an internal audit division that operates as an organization independent from both business operation management and administration divisions. The internal audit division comprehensively and objectively evaluates the appropriateness of internal control systems which includes legal compliance, the appropriateness of business operations and the appropriate operation of internal controls, and proposes improvements for and follows up with any issues identified as a result of the audit. The internal audit division obtains assistance from Executive Officers and outside experts if necessary, when conducting audits. Audit results are reported to the Representative Directors and the Board of Directors without delay after completion of individual audits or at least once every six months, including reporting regularly to the Statutory Auditors.

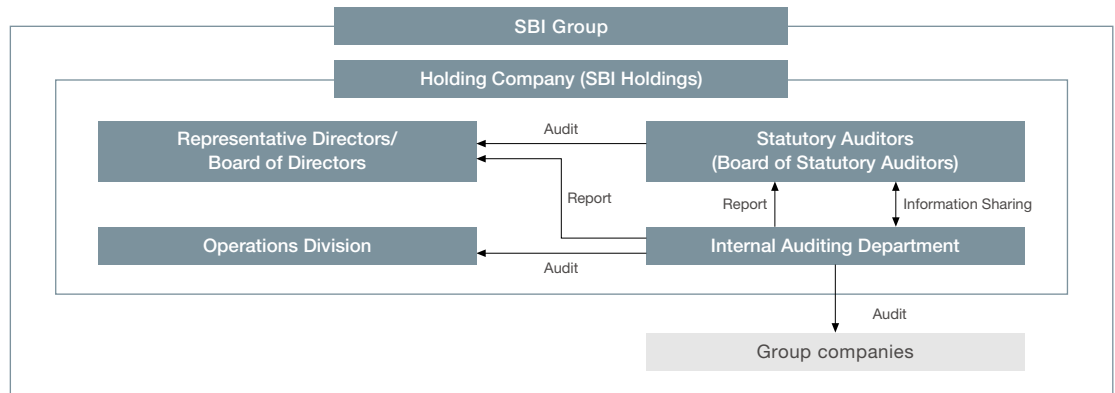
The internal audit division is composed of a general manager and members who have specialist knowledge of audits (internal audits, accounting audits, internal control, etc.), and it conducts audit procedures with reference to general internal audit standards, etc. Audit targets are scored based on credit risk, market risk, liquidity risk, operational risk, and other risks. Based on the results, the audit frequency is determined. Internal audits are conducted by combining document audits, interviews, on-site inspections, etc., and audits are conducted on equity method associates as necessary, in addition to subsidiaries.

Internal Control and Internal Audit



<https://www.sbigroup.co.jp/english/sustainability/governance/internalcontrol.html>

Outline of Internal Control System



Auditor Viewpoints



Takahiro Yoshida
Standing Statutory Auditor

Enhancing Group Governance to Ensure Sustainable Growth

Amid the continuing intensification of geopolitical risks, verification of the business activities of the SBI Group from an economic security perspective has become essential. The business environment has also entered into an extremely difficult phase to forecast, as the Bank of Japan recently changed its monetary policy by eliminating negative interest rates, while Europe and the U.S. are both expected to lower their interest rates sometime this year. Under such a business environment, my goal is to contribute to the stable and sustainable growth of the SBI Group by consistently applying a fair and impartial stance as a Statutory Auditor, so that the Group can continue to pursue its business activities sustainably.

In addition, I see the further enhancement of the SBI Group's governance systems as a vital priority at a time when the Group is working to expand its business activities briskly. In FY2023, we held individual meetings with auditors of major Group subsidiaries on a regular basis as well as examined their explanations pertaining to actions addressing various risks and about anticipating future risks. We also held the Group Statutory Auditors Liaison Committee twice, at which Statutory Auditors from SBI Group companies were briefed by each officer in charge about current efforts related to cybersecurity as well as addressed issues pertaining to human resources and related countermeasures. At the meeting, information was also gathered and opinions were exchanged among Group auditors.

We will continue our efforts to coordinate audit functions throughout the Group, while also holding regular meetings with Directors, Executive Officers, and other key individuals in order to monitor business execution, obtain information about the status of actions taken to address various risks, and make recommendations based on our audit activities.



Yasuo Sekiguchi
Outside Statutory Auditor

Expecting to Roll Out the Businesses Demanded by Society

In FY2023, in order to monitor whether SBI Holdings, as a parent company, exercises its guidance and supervisory functions, the Board of Statutory Auditors conducted investigations on five key auditing fields. Specifically, the Board investigated (1) the cybersecurity risk management system, (2) systems for AML/CFT, (3) the status of actions addressing human resources risks, (4) the status of actions addressing risks at overseas offices, and (5) the SBI Group's risk management system. We judged that the Group's risk-related management systems have generally been working well up to now.

As a non-standing statutory auditor, I have attended discussions with the representative director and auditing firm. For discussions with other Executive Officers, I have read all records of meetings prepared by the Standing Statutory Auditors and raised questions when necessary. In this way, I have made a concerted effort to understand current conditions. From my perspective, I believe the SBI Group has established its present governance system at a satisfactory level.

In recent years, the SBI Group has been championing the idea of "going beyond finance with finance at its core," and it is expected to develop the kinds of businesses demanded by society while continuing to regard the financial business as its core. As these new businesses develop, it is expected that a variety of unprecedented risks arising and the role of Statutory Auditors will become even more important as a result. In response, I am deepening my understanding of the new businesses, and based on my experience as a certified public accountant, I would like to add my own contribution to the Group from the perspective of governance.

Risk Management at the SBI Group

Risk Management in Support of Enhanced Corporate Value

The SBI Group has based its approach to business management and risk management on the concept of “risk appetite,” which can be defined as the types and levels of risk that can be accepted in order to realize strategies. Therefore, the Group sees its risk management role as identifying measures to avoid business disincentives and negative impacts on society while maintaining the Group’s growth potential and providing these measures as a source of management decisions for the Board of Directors. One of the features of our approach to risk management is that the level of contribution to the pursuit of its business strategy is recognized as an important aspect of the role of risk management and is therefore reflected in our risk management KPIs.

The Group manages risk factors according to its business fields and regions, given the diversity of its businesses, and implements measures tailored to the nature of each Group company. In addition, the importance of geopolitical risk has grown significantly in recent years, and the perspective of how geopolitical risk affects various risks that are linked to specific financial affairs, growth potential, and reputation is also an important theme of risk management.

A Risk Management System that is Instrumental to Timely Business Decisions

The Group Risk Management Department forms the core of

the Group’s risk management system. It comprises, in addition to employees of SBI Holdings, employees of the Group companies such as those seconded from the SBI Shinsei Bank Group and SBI SECURITIES. A special feature is that the department incorporates a wide variety of viewpoints based on the Group’s strategy and culture as well as the business characteristics of the banking and securities businesses.

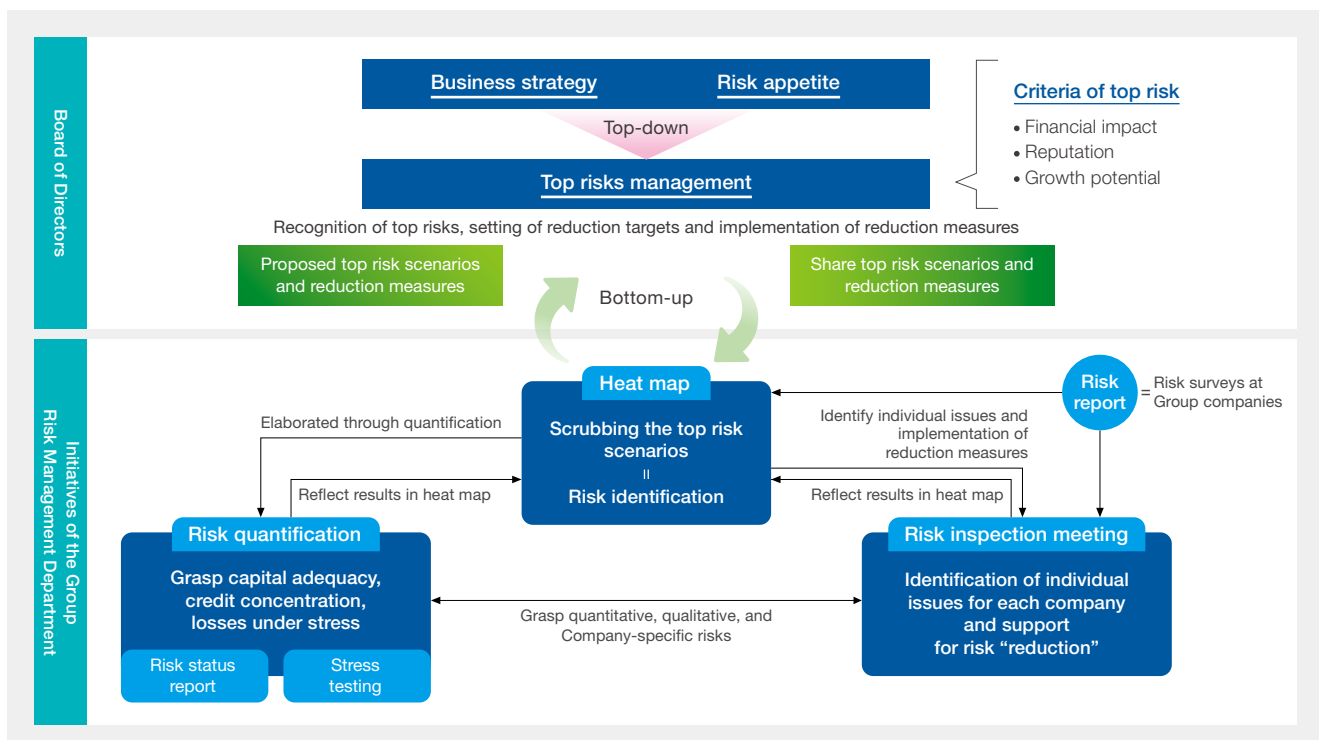
The Risk Management Department also promotes close collaboration with other departments to improve effectiveness of risk management. It consults with the Accounting Department, Financial Department and Sustainability Promotion Office, the Legal Department, the Group Governance & Compliance Department and the IT Management Department on matters relating to information security risks and system risks. Detailed information is shared on a weekly basis, focusing on changes that could affect Group risk, and a system has been established to timely reflect this information in business strategy. Risk management plans are reported to the Board of Directors each period and progress reports are reported twice a year. Additionally, quantitative reports on risk information are presented separately each quarter. [▶ P.47](#)

Risk Identification Process

Because the Group encompasses a diverse range of businesses, we can only manage risks within the Group by making regular updates on our “top risks.”

We identify the top risks by using a top-down approach

Big Picture View of the Group Risk Management Department



based on a broad risk scenario that is assumed from the business strategy for each period. We also employ a bottom-up approach involving various indicators for each risk category, such as market, credit and operational risk, in order to identify items that are assumed to be high risk. As a result, these two approaches allow us to identify various top risks, such as information security, rising interest rates, capital management and systems, and country risks, etc., and report on them for effective mitigation and management decision-making on the scope of risk appetite.

The Three Pillars of Risk Management

The three pillars of our broad-sweeping, comprehensive risk management are methods of heat maps, stress tests, and risk assessment meetings.

The heat map is a graphical representation of the results of quantitative risk indicators and qualitative risk information collected from Group companies. It is prepared on a regular basis in accordance with risk assessment meetings and various risk status reports from subsidiaries.

Stress tests are mainly conducted in fields that lend themselves to quantitative risk management and are designed to calculate what type of financial losses may be incurred under stress scenarios.

A risk assessment meeting is an initiative that lessens risks carried by the Group while also supporting Group companies by providing advice and guidance on their internal control systems. This method starts by selecting Group companies for priority monitoring and holding separate dialogues with individual companies to get a concrete grasp of risks. Unlike the other two methods which involve broadly scoped management targets considered from a holistic view, the risk assessment meeting uses individualized micro points of view.

A multidisciplinary combination of these methods enables risk management that is both big-picture and dynamic, while not leaving out any individual issues.

Cybersecurity at the SBI Group

SBI Group's Cybersecurity System

The enhancement of cybersecurity is one of the Group's most important management issues. We are working to strengthen our comprehensive cybersecurity preparedness under the SBI Group Cybersecurity Standard, which we formulated to apply to the entire Group. In 2023, we also began to apply the "SBI Group Guidelines for the Use of Generative AI" as a framework for ensuring security and protecting confidential information whenever generative AI is used.

The SBI Group's cybersecurity system is overseen by the Executive Officer of SBI Holdings, who is the Group Information Security Manager with the IT Management Department as the core of its operation. Furthermore, the SBI Group Computer Security Incident Response Team (CSIRT) is also set up under the IT Management Department. The CSIRT holds monthly liaison meetings with Group Information Security Managers and experts in the Group to prevent security incidents by analyzing latest threat trends and to enhance SBI Group's resilience such as minimizing damage through rapid incident response.

SBI Group companies vary significantly in terms of their

business fields and the scale of their activities. We therefore hold four cybersecurity liaison meetings per year to raise the overall level of cybersecurity across the entire Group. These meetings, which are attended by information security managers and employees from each SBI Group company, are an opportunity to share information on cybersecurity measures, trends, and other relevant topics across the Group.

The IT Management Department and the Group Risk Management Department work closely together on a regular basis. For example, they share information every other week, and in the event of an incident, they work together to implement a joint response plan. The IT Management Department, which specializes in IT security including counter cyberattacks, and the Group Risk Management Department, which manages general risks, collaborate to bolster security comprehensively and on multiple levels.

Developing Human Resources for Enhanced Cybersecurity

The SBI Group provides training programs on cybersecurity countermeasures for all officers and employees, and invites external experts to provide training for management. In addition, the Board of Directors holds regular discussions on cybersecurity education. For those engaged in systems operation and management at Group subsidiaries, seminars are regularly held inviting outside lecturers. In addition, an information-sharing portal dedicated to cybersecurity is used, which helps leveling out biases in knowledge regardless of a company's size or field of business. All SBI Group employees are required to participate in e-learning on cybersecurity to build a sense of ethics and share knowledge.

Putting in Place Cybersecurity That Encompasses the Whole Group

The SBI Group comprises companies of diverse sizes and maturity levels, resulting in potential disparities in cybersecurity frameworks, human resources, and accumulated knowledge. We recognize the need to address these imbalances and strive for a more standardized approach to cybersecurity across the group. As digitalization progresses, cyberattacks are becoming more ingenious and sophisticated, making it difficult to provide complete protection against cyber-incidents just using the existing arsenal of measures. We have therefore established a Group-wide common security platform that adopts the zero-trust security concept, constructing an environment in which individual Group companies can respond dynamically against indications of an incident and their risks. We believe that the establishment of a management framework like this is an effective method for putting in place a cybersecurity system at a Group characterized by the persistence of discontinuous growth.

In recognition of these initiatives, SBI Holdings was certified as one of 44 companies with an excellent attitude and cybersecurity information disclosure in the Cyber Index Company Survey 2023, published by the Information Technology Federation of Japan on December 8, 2023.