

## 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 improvement of corporate value.

### Results of Main Efforts for FY2024

Number of Ordinary Board of Directors' meetings held per year	13
Average attendance rate at Board of Directors' meetings for Independent Outside Directors	100%
Average attendance rate at Board of Directors' meetings for Outside Statutory Auditors	100%
Number of Board of Statutory Auditors' meetings held per year	16
Average attendance rate at Board of Statutory Auditors' meetings for Outside Statutory Auditors	100%

### Major Issues Discussed at the Board of Directors

- Issuance of domestic straight bonds
- Concluding the "Agreement on Definitive Repayment Scheme" for repayment of public funds
- Updating the "Basic Policy on the Corporate Governance"
- Revisions to certain "Rules for Information System Administration" and "Group Information Security Policy"
- 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, 2025), 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, 18 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' performance 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. [➤ P.42](#)

### Improving the Effectiveness of the Board of Directors

#### 1. Method of Analysis and Evaluation

Between February and March 2025, 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 and the discussions held at the Board of Directors meeting in March 2025.

#### Items Included in Evaluation of Effectiveness

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

### Overview of Organization (As of June 27, 2025)

Configuration	Company with Board of Statutory Auditors
Number of Directors (Independent Outside Directors)	15 (7)
Term of Directors	1 year
Average age of Directors	59.5
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)	9 (7)
Involvement of Independent Outside Directors in remuneration decisions (Yes/No)	Yes

#### 2. Overview of Results of the Analysis/Evaluation

The Board of Directors was evaluated on whether they function effectively with an appropriate balance between execution of work and their supervisory functions. It was judged that they ensure such effectiveness.

On the other hand, amid progress on strategy discussions concerning the incorporation of ESG and SDGs, there has

In addition, we received feedback that the increased risk resulting from greater diversification and internationalization of the SBI Group businesses highlights the importance of increasing risk management across the Group and making it more comprehensive, particularly risk management in the form of information security measures that respond to the evolution of AI and other technologies, as well as risk management related to post-merger integration (PMI). Additionally, the evaluators also mentioned the need to pay attention to human capital management.

## Director Training

ducted training on the theme of corporate governance as expected by institutional investors, with Mr. Takeshi Fujita, Senior Consultant of Japan Investor Relations and Investor Support, Inc., as our invited speaker on this topic in January, 2025.

- Examples of corporate governance deficiencies at other companies
- Guidelines and outlook for exercise of voting rights by major institutional investors
- Points to keep aware of at the General Meeting of Shareholders from 2025 and beyond



Attendees of Director training

The diagram illustrates the internal control system of the General Meeting of Shareholders, showing the hierarchy and relationships between various departments and committees.

**General Meeting of Shareholders** (Top Level)

- Board of Directors** (Election/Dismissal)
- Representative Directors** (Appointment/Dismissal)
- Sustainability Committee** (Report)

**Internal Control-related Division** (Internal Control-related Division)

- Accounting Auditors** (Report, Cooperation)
- Board of Statutory Auditors** (Report, Cooperation)
- Management Advisory Committee** (Audit, Consult/Recommendation)
- Internal Auditing Department** (Report, Internal audit, Information sharing)

**Executive Department** (Report)

- Compliance/Risk Officer** (Report)
- Information Security Officer** (Report)
- Group Risk Management Department** (Report)
- Group Governance & Compliance Department** (Report)
- Group CSIRT** (Report)
- Administrative Department, etc.** (Report)
- Finance Department** (Report)
- Overseas Business Administration Department** (Report)
- General Affairs Department** (Report)
- Human Resources Department** (Report)
- Legal Department** (Report)
- Corporate Communications Department** (Report)
- Business Administration Office** (Report)
- IT Strategy Headquarters** (Report)

**Subsidiaries** (Bottom Level)

- Statutory Auditors** (Cooperation/Audit)
- Internal Auditing Officer** (Cooperation/Audit)
- Compliance Officer** (Report)
- Risk Management Officer** (Report)
- Information Security Officer** (Report)

## Non-financial Activities

### Board of Directors and Statutory Auditors (As of June 27, 2025)

#### 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
<b>Yoshitaka Kitao</b> Representative Director, Chairman, President & CEO 	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. 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. Representative Director & Chairman of SBI NEO MEDIA HOLDINGS Co., Ltd.	① 13/13 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.
<b>Masato Takamura</b> Representative Director, Senior Executive Vice President & COO 	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. Director of The Global Ltd. Director of SBI Regional Revitalization Services Co., Ltd. Representative Director of SBI PTS Holdings Co., Ltd.	① 13/13 ② 600,000 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.
<b>Tomoya Asakura</b> Representative Director, Senior Executive Vice President 	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 RHEOS HIFUMI Inc. Director of SBI-Man Asset Management Co., Ltd. Chairman of SBI Digital Asset Holdings Co., Ltd.	① 13/13 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.
<b>Satoe Kusakabe</b> Managing Director 	Managing Director and in charge of Risk Management Department of SBI SECURITIES Co., Ltd. Director of SBI VC Trade Co., Ltd. Director of Japannext Co., Ltd. Director of SBI Remit Co., Ltd.	① 13/13 ② 2,000 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.
<b>Shinji Matsui</b> Director 	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.	① 13/13 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.
<b>Motoaki Shiino</b> Director 	Director & 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.	① 13/13 ② 10,000 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.
<b>Masashi Okuyama</b> Director 	Director, Legal and Intellectual Property Administration, General Manager of Digital Space Officer, SBI Holdings, Inc. Representative Director & CEO of SBI Ripple Asia Co., Ltd. Member, Board of Directors of Ripple Labs Inc. Member, Board of Directors of Zodia Custody Limited Member, Supervisory Board of Solaris SE Representative Director and President of SBI Digital Asset Holdings Co., Ltd. Representative Director of SBI Security Solutions Co., Ltd. Director of SBI Crypto Co., Ltd. Director of SBI Digital Investment Inc.	① — ② 2,000 ③ Legal affairs and compliance ④ Mr. Masashi Okuyama has served as officer in charge of legal and compliance as an attorney at law admitted to the Ohio Bar (U.S.), and has a wealth of practical experience and highly ethical outlook.
<b>Yasuo Nishikawa</b> Director 	Director & Group CFO of SBI Holdings, Inc. Corporate Auditor of SBI Liquidity Market Co., Ltd. Representative Director of SBI Incubation Co., Ltd. Statutory Auditor of SBI Pharmaceuticals Co., Ltd. Director of SBI Capital Management Co., Ltd. Director of SBI FINANCIAL SERVICES Co., Ltd. Director of SBI Asset Management Group Co., Ltd. Director of SBI Digital Asset Holdings Co., Ltd. Director of SBI Security Solutions Co., Ltd.	① — ② — ③ Finance and accounting ④ Mr. Yasuo Nishikawa has provided support in relation to the accounting and financial aspects of the SBI Group's management strategy. In addition to his high ethics, he possesses considerable professional knowledge regarding finance and accounting.

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\\_policy250114.pdf](https://www.sbigroup.co.jp/english/sustainability/governance/pdf/governance_policy250114.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
<b>Heizo Takenaka</b> Independent Outside Director 	Emeritus Professor at Keio University Director of XICA CO., LTD. Non Executive Chairman of Investcorp Japan, LLC Outside Director of Forum Engineering Inc.	①13/13 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.
<b>Yasuhiro Suzuki</b> Independent Outside Director 	Representative Director & President of digitalshiftwave Co., Ltd. President of Japan Omni Channel Association Outside Director of Vertex Co., Ltd Professor at Tokyo City University, Gotoh Educational Corporation	①13/13 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.
<b>Hiroshi Ito</b> Independent Outside Director 	Advisor of SBI Insurance Group Co., Ltd. Member of the Finance Committee of Tokyo American Club	①13/13 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.
<b>Kanae Takeuchi</b> Independent Outside Director 	Freelance Announcer Outside Director of dip Corporation	①13/13 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.
<b>Junichi Fukuda</b> Independent Outside Director 	Commissioned Lecturer at SBI Graduate School Attorney-At-Law and Of Counsel at URYU & ITOGA	①13/13 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.
<b>Hiroyuki Suematsu</b> Independent Outside Director 	Project Professor at Research Institute of Tokyo University of Agriculture Outside Director (Audit & Supervisory Committee Member) of TRE HOLDINGS CORPORATION	①13/13 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.
<b>Takao Ochi</b> Independent Outside Director 	Chairman of the Institute for International Strategy, The Japan Research Institute, Limited Senior Fellow of Japan Productivity Center	①— ②— ③Financial sector in general ④After having work experience at a bank, Mr. Takao Ochi was active as an elected member of the House of Representatives for many years and has a wealth of experience as well as insight in politics and economics. In addition, he has served as Parliamentary Secretary to the Minister of the Cabinet Office, Senior Vice-Minister of the Cabinet Office, Chairperson of the Committee on Finance of the House of Representatives, and a Director of the Budget Committee of the House of Representatives. He has a wealth of experience and broad insight in policy making and deliberation on legislation.

## 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
<b>Toru Ichikawa</b> Outside Standing Statutory Auditor 	Outside Statutory Auditor of The Shimane Bank, Ltd.	①13/13・16/16 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.
<b>Masayuki Yamada</b> Standing Statutory Auditor 	Corporate Auditor, SBI SECURITIES Co., Ltd. Corporate Auditor, SBI NEO MEDIA HOLDINGS Co., Ltd.	①—/— ②39,030 ③Internal control, legal affairs and compliance ④Mr. 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.
<b>Akemi Mochizuki</b> Statutory Auditor 	Outside Director & Audit & Supervisory Committee member of TSUMURA & CO. Outside Statutory Auditor of Asahi Kasei Corporation	①13/13・16/16 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.
<b>Tetsutaro Wakatsuki</b> Outside Statutory Auditor 	Representative Partner of Murata & Wakatsuki Law Offices Supervisory Officer of Dream Hospitality REIT Inc.	①—/— ②— ③Legal affairs and compliance ④Mr. Tetsutaro Wakatsuki has a wealth of experience as an attorney and expert knowledge of legal affairs in general.

Note: The number of shares owned is as of March 31, 2025.



## Non-financial Activities

### Skills Matrix for Directors

Position	Name	Management/ Business Strategy	Financial Industry	Experience in Other Industries	Global Experience	Technology	Finance/ Accounting	Legal affairs/ Compliance/ Risk Management	Sustainability
Representative Director, Chairman, President & CEO	Yoshitaka Kitao	●	●	●	●	●	●		
Representative Director, Senior Executive Vice President & COO	Masato Takamura	●	●						
Representative Director, Senior Executive Vice President	Tomoya Asakura	●	●	●	●		●		
Managing Director	Satoe Kusakabe		●	●			●	●	
Director	Shinji Matsui	●	●	●	●	●			
Director	Motoaki Shiino		●	●			●		●
Director	Masashi Okuyama	●	●	●	●			●	
Director	Yasuo Nishikawa	●	●	●		●	●	●	
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			●		●		●	●
Independent Outside Director	Takao Ochi		●	●	●			●	●

### Messages from Independent Outside Directors

#### Improving Corporate Value in the Medium- to Long-Term by Strengthening the Functions of the Board of Directors

Heizo Takenaka

Under the skillful operation of its chairperson, the current Board of Directors is one where energetic and effective discussions are taking place, yet I believe the Board must show greater awareness of the need to raise corporate value from a medium- to long-term point of view. One example would be to augment the composition of the Board of Directors with more women and foreign nationals as an effective way to deepen the discussion of strategy from diverse perspectives. The Board also recognizes that succession planning will also be an important challenge over the medium- to long-term. In addition, I am looking forward to the increasing opportunities for discussion at the Management Advisory Committee, which will effectively complement the discussions of the Board of Directors.



#### The Need for Measures Addressing Security Risk in Light of Current Trends

Yasuhiro Suzuki

As the digital era has advanced in recent years, the security risks related to information systems have taken on mounting importance. The SBI Group operates an online financial business and is also undertaking business expansion in the digital field making it essential that we engage in more in-depth discussions on future measures and that we ensure that the Board of Directors includes members who are well versed in technology sector. In my case, I would like to put my experience to date in IT to good use and offer proactive advice from the two aspects of management and technology.



## A Transformation in Risk and Compliance Awareness

**Hiroshi Ito**

On top of its organic growth, the SBI Group has employed M&A and other methods to further its discontinuous growth. Given the expansion of its businesses, it is essential that the Group be fully prepared in terms of internal controls and compliance, while also fostering a shift in awareness among its officers and employees. Those of us who serve as Outside Directors also feel the need to constantly update our awareness. I feel that we are disclosing risks surrounding our Group, after sufficient discussion, to internal and external stakeholders in a timely manner. However, if we can enhance the quality of disclosure even more in the future, it would lead, in my view, to building greater trust with stakeholders.



## The Need to Secure Suitable, Talented Employees and Strengthen Employee Development

**Kanae Takeuchi**

I believe that the SBI Group has built a pleasant working environment that responds to changes in society and lifestyles, and that it is actively developing its human resources through the SBI Graduate School and other various types of training, study groups, etc. Through discussions at the Board of Directors, we have come to recognize the necessity of securing talented employees and strengthening employee development in Group companies, especially small ones, right after they join the Group. But looking ahead, it will also be beneficial, in my view, to increase opportunities for exchanging views on human capital after working to understand the actual situation of the Group by using human resources data.



## To Capture Stakeholders' Expectations for Sustainable Growth

**Junichi Fukuda**

Today's society is in a state of rapid transition, and more than ever before, companies are being asked to proactively communicate to the world their initiatives, current status, and future vision. For the SBI Group to be recognized as a transparent and financially sound company with well-functioning governance and one that earns the trust of stakeholders, it is vital that the twin roles of business execution and supervision function in a balanced manner and increase their effectiveness. I also believe that enhancing information disclosure to stakeholders to the next level is linked to capturing their expectations for growth.



## Striving for Highly Effective Governance as Outside Directors

**Hiroyuki Suematsu**

The Company recognizes that the role of an Outside Director at the Board of Directors is to discover issues lurking below the surface as topics for discussion and to urge the Board to discuss them proactively. The Board currently includes Outside Directors who bring a variety of skills to the table, with the CEO Mr. Kitao, who serves as chairperson, considering and reacting to individual opinions with skillful precision, leading to energetic debates. To raise the effectiveness of the Board of Directors, it would be beneficial for the Management Advisory Committee, which is composed mainly of Independent Outside Directors and serves as an advisory body to the Board, to fulfill its role fully and to provide future opportunities for communicating with the outside world.



## Envisioning a Corporate Group that Dramatically Expands the Possibilities of Finance

**Takao Ochi**

The SBI Group is a corporate group that pursues business development based on innovative ideas, guided by a long-term, global perspective on the ideal state of society centered on finance from a high-level point. By continuing to be ahead of the times in providing services attuned to customers' latent needs, I believe the Group can dramatically expand the possibilities of finance in society. I would like to contribute to the growth of the Group by joining the discussion about the ideal future state of finance, drawing on my practical experience in banking and securities as well as my involvement in creating government policies related to financial services.



### 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. This facilitates sharing information and opinions from an objective perspective for this committee, 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.

The Management Advisory Committee met four times in FY2024. At its third meeting, held in December 2024, the committee discussed the Group's stance on cybersecurity management. The meeting featured a wide-ranging exchange of views on the Group's cybersecurity measures in the Crypto-asset Business as well as on securing of human resources in the cybersecurity field.

#### Members of the Management Advisory Committee (As of June 27, 2025)

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*
Member of the Management Advisory Committee	Takao Ochi*

\* 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 receiv-

ing 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 FY2024 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 Com-

**Total Compensation for Directors and Statutory Auditors, Total Compensation by Type, and Number of Corresponding Executives (FY2024)**

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)	741	231	510	—	8
Statutory Auditors (Excluding Outside Statutory Auditors)	18	18	—	—	2
Outside Directors and Outside Statutory Auditors	129	112	17	—	9

pany. 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.

**Our Approach to Protection of Minority Shareholders and Group Management**

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.

The Group also invests in several listed companies, which it treats as affiliated companies accounted for using the equity method ("equity method affiliates"). However, these companies have become equity method affiliates primarily due to the scale of the Group's capital contribution, while functioning as partners in a capital and business alliance. Our opinions about the management of each listed affiliate in this context are generally expressed through the exercise of voting rights at the

General Meeting of Shareholders while respecting the autonomy and independence of each company's management.

**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 order to make it possible to report violations of laws, regulations, the Articles of Incorporation, or other important compliance-related matters, the Company maintains a (contact-based) whistle-blowing system, shared Group-wide, for direct reporting to Internal Auditing Department and Statutory Auditors, who are by resolution of Board of Directors, independent of both executive and management departments. This (contact-based) system can be used 24 hours, 365 days by Group workers (including those less than one year from retirement) such as dispatched workers, company officers and outside contractors as well as by relevant parties engaged in Group business. While thoroughly protecting whistle-blowers against retribution for having reported a complaint, we strive to raise awareness across the Group by such means as postings on the Company Intranet (in Japanese and English).

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, to enhance knowledge and awareness regarding compliance issues, the "SBI Group Compliance Code of Conduct" has been established as a code of conduct, and both company officers and employees conduct annual compliance training, using e-learning and other means.

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. A compliance



self-assessment is conducted twice a year, which not only covers business operations at the individual company, but also functions as a periodic assessment of outside contractors.

### Our Approach to Corporate Ethics

Because those engaged in finance are continually asked to uphold high ethical values, the SBI Group positions having Sound Ethical Values as the first principle of its corporate missions. Accordingly, in order to cultivate such an outlook of high ethical values among all company officers and employees, we are enlightening the entire Group on this matter through development within the Company and periodic training sessions. For example, employees who aspire to become part of senior management positions must take classes (about one year) or complete a course of study centered on the humanities (fields of study that refine people skills) at the SBI Graduate School, which has been set as a requirement for promotion to senior management positions.

### Initiatives to Combat Corruption

SBI Group is engaged in fighting corruption in the Group through such measures as SBI Group Compliance Code of Conduct, "Prohibition against Insider Trading," "Building Fair and Transparent Relationships with Governments and Public Administrations," "Elimination of Anti-social Forces," "Prevention of Money-laundering," and "SBI Group Anti-Bribery and Anti-Corruption Policy."

To address the twin issues of entertainment with customers and business partners by company officers and employees as well as the exchange and receipt of financial products as gifts, we plan to set business ethics regulations and guidelines for entertainment and gift exchanges together with regulations on interactions with business partners and public employees. Also, through training and other means, we strive to ensure awareness around preventing bribery and corruption.

### 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 aforemen-

tioned 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 2025, the Company has not been engaged in any strategic shareholding of listed companies. 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.

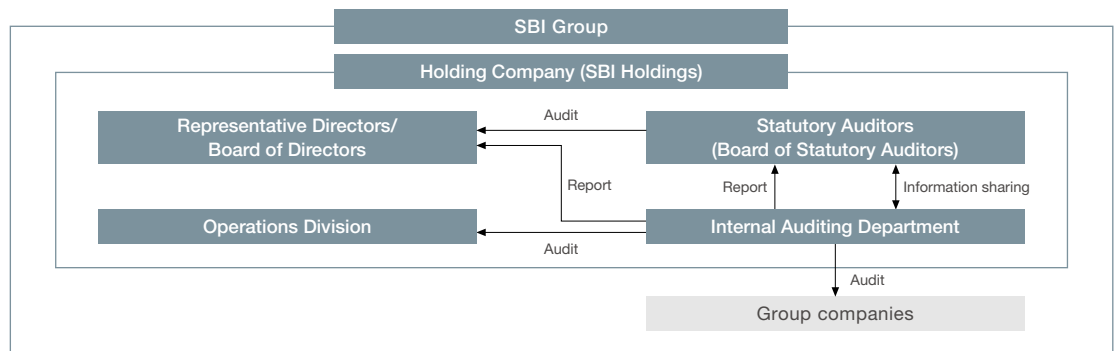
### Internal Auditing

The Company has an internal audit division that operates as an organization independent from both business operation management and administration divisions by resolution of the Board of Directors. The department provides independent, fair and objective, internal audit (assurance and advisory services) with the goal of adding value to the company and improving the company's operations. It uses a systematic, professionally disciplined methodology to assess and improve the effectiveness of governance, risk management and control processes on a risk-based basis, helping the company achieve its goals and making recommendations for improvement and follow-up on issues identified as a result of the audit. The audit is conducted in a professional and disciplined manner to help the company achieve its goals. Audit results are reported without delay to the Board of Directors—attended by the representative director and outside directors—as well as to the corporate auditors, after the completion of each audit.

The internal audit division is composed of a general manager and members with expertise in auditing. The division conducts internal audits, evaluates internal control reporting systems, and receives and investigates internal reports. Neither the general manager nor any member of the Internal Audit Department has concurrent duties or roles other than internal audit, thereby maintaining organizational independence and professional objectivity (in the event that the Director of Internal Audit has roles or responsibilities other than internal audit, the audit of such duties is conducted under the supervision of an independent person).

Audits are conducted in accordance with or by reference to the International Framework for Professional Practice (IPPF) of the Institute of Internal Auditors (IIA) and other general internal audit standards, and are performed with the assistance of officers and employees, and outside experts as necessary.

Outline of  
Internal Control  
System



Auditor Viewpoints



**Toru Ichikawa**  
Outside Standing  
Statutory Auditor

### Risk Management Throughout the Group with an Eye on the Future—An Upcoming Challenge

The global situation has become incredibly tense since the Russian invasion of Ukraine, including the conflict in the Middle East and the downfall of the Assad regime in Syria, while tensions from economic friction between traditional allies have risen since U.S. President Trump returned to office. This difficult situation threatens to persist. The Company considers its current governance structure to be functioning effectively, however, to ensure further growth of the SBI Group, it acknowledges the need to address emerging issues in light of recent changes in the external environment. Specifically, I would like to raise three issues: (1) potential for future risk of conflicts involving Japan and responses prepared for them, (2) ESG and SDGs measures in light of increasing likelihood of large-scale natural disasters driven by climate change, and (3) envisioned risks posed to humanity by the adoption of generative AI.

Furthermore, as the Group expands both in scale and in its lines of business, we must strengthen the risk management system across the Group. Analysis and verification are essential to avoid the concentration of risk in specific businesses or corporate groups. At the same time, I believe that it is necessary to further deepen discussions at the Board of Directors regarding Business Continuity Plans (BCPs) as a relevant matter that concerns all financial institutions in the SBI Group—banking, insurance, and securities companies.

Given that I am an Outside Statutory Auditor, I am looking to contribute to the financial health and sustainable growth of the SBI Group and the enhancement of its corporate value. I shall do this while making efforts to collect information that I am in a unique position to gather from outside the Company and urging when necessary that business execution be corrected from the perspective of its legality and propriety.



**Akemi Mochizuki**  
Statutory Auditor

### Enhancing Information Disclosure to Continuously Meet Stakeholders' Expectations

SBI Group has achieved its growth by executing on a management strategy that takes into account the trends of the times. Given the broad scope of businesses currently operating within the Group, it may be difficult for stakeholders to grasp a clear picture of the Group as a whole. In light of this, I believe that how we communicate externally going forward is an important issue and it warrants further consideration. For example, when evaluating investment opportunities, the SBI Group takes a comprehensive view of both the Japanese and global economies, quickly identifying emerging societal needs and directing investment toward those areas. By highlighting this forward-looking aspects at the SBI Group, I believe that it is extremely important to communicate our identity as a group that is consistently anticipating current trends so that stakeholders can have a sense of expectation and confidence in our future direction. Additionally, under our Fundamental Business Building Concept of Public Benefit Leads to Private Benefit, all group companies are engaged in business operation with a strong awareness of contributing to the resolution of social issues. I think that this aspect of our Group should also be clearly conveyed to all stakeholders.

Given my background, I think that a person like myself is generally expected to contribute in areas such as accounting and auditing. However, in addition to these areas, I would like to contribute to the growth of our group by offering advice on the ideal way of management of the SBI Group and Board of Directors should be, based on my knowledge of various corporate management styles acquired through my experience as an external auditor at other companies.



## 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.

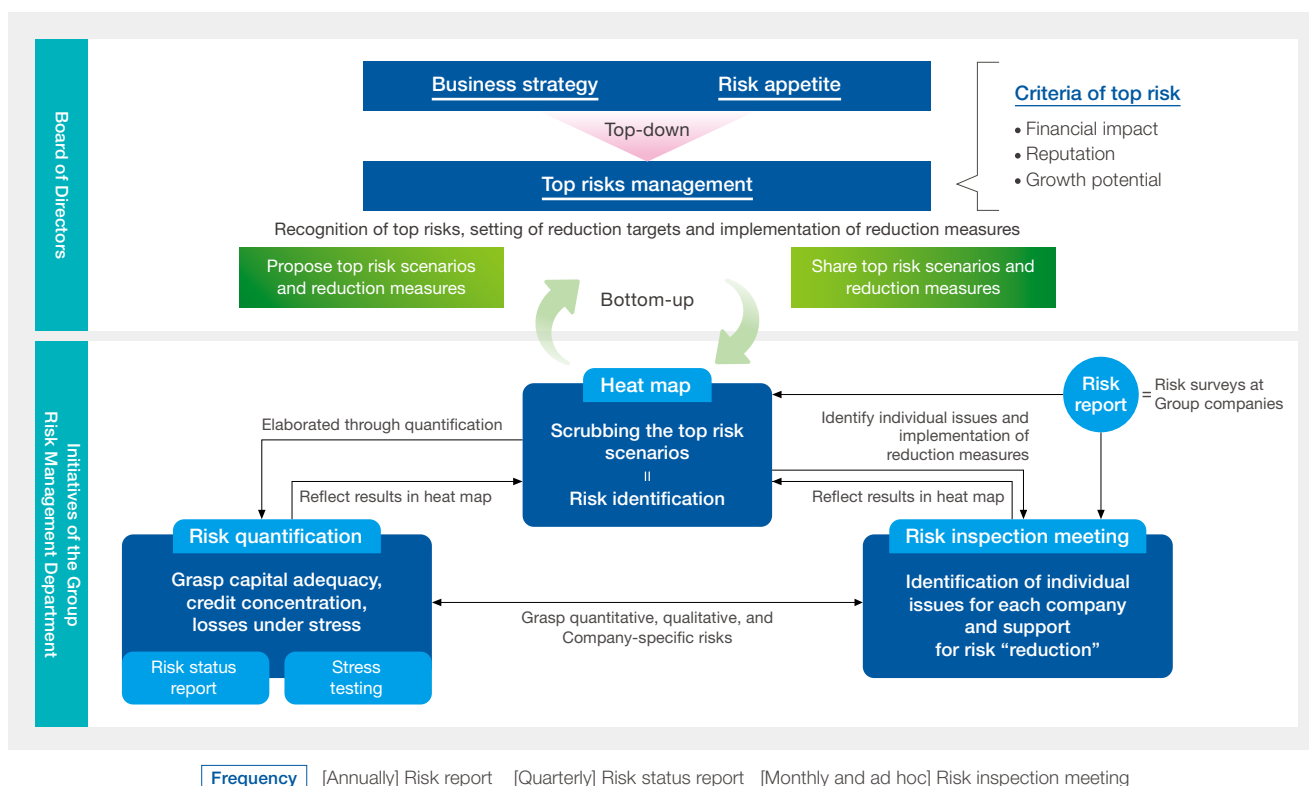
The Risk Management Department also promotes close collaboration with other departments to improve effectiveness of risk management. It consults with the Accounting Department, Financial Department and Sustainability Promotion Office, the Legal Department, the Group Governance & Compliance Department 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.

### Risk Identification Process

In managing risks of the SBI Group which encompasses a diverse range of businesses, we make regular updates on our group-wide “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 adopt a bottom-up approach for each business field 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, losses due to uncertain market conditions, capital management, system failure due to tight capacity, 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 SBI Group recognizes cybersecurity as one of its highest management priorities and has established the "SBI Group Security Guidelines" and the "SBI Group Cybersecurity Standard." In 2023, we also established the "SBI Group Guidelines for the Use of Generative AI" to ensure security and to protect confidential information in the use of generative AI. These guidelines are reviewed regularly.

The SBI Group's cybersecurity system is overseen by the Information Security Officer at SBI Holdings, who serves as the Group Information Security Manager. The IT Management Department plays a central role in implementing information security measures across the Group. Furthermore, the SBI Group Computer Security Incident Response Team (CSIRT) is also set up, with the IT Management Department serving as its secretariat. 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. Also, in order to raise the overall level of cybersecurity across the Group, we hold four cybersecurity liaison meetings per year where information is shared among information security managers at Group companies.

In the event of an incident, a joint response is coordinated by the IT Management Department, which specializes in IT-related matters including responses to cyberattacks, and the Group Risk Management Department, which oversees overall risk management. The two departments maintain close, ongoing collaboration, including biweekly information-sharing, to strengthen multilayered and comprehensive security management. Regular reports are also made to the Board of Directors.

#### **Developing Human Resources for Enhanced Cybersecurity**

The SBI Group provides training programs on cybersecurity countermeasures for all company 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 each year to participate in e-learnings to build a sense of ethics and share knowledge.

#### **Maintenance of Cybersecurity**

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. In recent years, state-sponsored threat actors have become an increasingly visible force in cyberattacks around the world, with the financial sector being a particularly frequent target. In response, we have built a Group-wide common security platform that incorporates threat intelligence and the zero-trust security model, enabling a rapid and flexible response to signs of incidents and related risks at each Group company. 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 our quest for developing Company initiatives that can be horizontally applied as Group-wide countermeasures, we are strengthening our detection and monitoring while carrying out constant surveillance to spot signs of an incident (including DDoS attacks, ransomware attacks, data breaches, and malware infections) so that we can take a rapid response against such threats.

In recognition of these initiatives, SBI Holdings was certified as a company with an excellent, proactive attitude and cybersecurity information disclosure in the Cyber Index Company Survey 2024, published by the Information Technology Federation of Japan on January 9, 2025.