

May 26, 2025
SBI Holdings, Inc.
(TOKYO: 8473)

**Notice Regarding Commencement of Tender Offer by SBI Shinsei Bank, Limited.
for Shares of NEC Capital Solutions Limited (Securities Code: 8793)**

SBI Shinsei Bank, Limited (Representative Director and President: Katsuya Kawashima; "Tender Offeror"), a wholly owned subsidiary of SBI Holdings, Inc. (Representative Director, Chairman, President & CEO: Yoshitaka Kitao), hereby announces that it has decided today to acquire shares of NEC Capital Solutions Limited (Representative Director and President: Masaaki Suganuma; Securities Code: 8793, Listed on the Prime Market, Tokyo Stock Exchange, Inc.) through a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

For details, please refer to the attached "Notice Regarding Commencement of Tender Offer by SBI Shinsei Bank, Limited for Shares of NEC Capital Solutions Limited (Securities Code: 8793)" announced by the Tender Offeror today.

Overview of the Tender Offeror

Name	SBI Shinsei Bank, Limited
Location	2-4-3 Nihonbashi-Muromachi, Chuo-ku, Tokyo
Name and title of representative	Katsuya Kawashima, Representative Director and President
Business Profile	Financial business and other incidental business
Amount of Capital	140,000 million yen (as of March 31, 2025)

End

This material is disclosed by SBI Holdings, Inc. (the parent company of the Tender Offeror) in accordance with the Securities Listing Regulations and is also disclosed by SBI Holdings, Inc. at the request of the Tender Offeror pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act.

(Attachment)

"Notice Regarding Commencement of Tender Offer by SBI Shinsei Bank, Limited for Shares of NEC Capital Solutions Limited (Securities Code: 8793)" dated May 26, 2025

For Immediate Release

SBI Shinsei Bank, Limited
Katsuya Kawashima
President and CEO

**Notice Regarding Commencement of Tender Offer by SBI Shinsei Bank, Ltd. for
Shares of NEC Capital Solutions Limited (Securities Code: 8793)**

Tokyo (Monday, May 26, 2025) --- SBI Shinsei Bank, Ltd. ("Tender Offeror") hereby announces that it decided today to acquire common shares ("Target Company Shares") of NEC Capital Solutions Limited ("Target Company") through a tender offer ("Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948. This Act, as amended; hereinafter the "Act").

1. Purpose of the Purchase, etc.

(1) Outline of the Tender Offer

The Tender Offeror is a stock company incorporated as "The Long-Term Credit Bank of Japan, Limited" under the Long-Term Credit Bank Act (Act No. 187 of 1952, as amended; "Long-Term Credit Bank Act") on December 1, 1952. The Tender Offeror is a subsidiary of SBI Holdings, Inc. ("SBIHD") and its wholly-owned subsidiary SBI Regional Bank Holdings Co., Ltd. ("SBIRBHD"), which together own all of the issued and outstanding common shares (excluding treasury shares). SBIRBHD was established on August 25, 2015, and all of its issued shares are held by SBIHD. The main purpose of the SBIRBHD is to enhance the profitability of regional financial institutions and thereby increase their corporate value by making direct investments in regional financial institutions, while making use of the products, services, and know-how held by companies belonging to SBI Group (defined below) as well as the companies invested by SBI Group.

The Tender Offeror became a consolidated subsidiary of SBIHD through a tender offer conducted by SBIRBHD for common shares issued by the Tender Offeror ("Tender Offeror's Shares") with a tender offer period from September 10, 2021 to December 10, 2021. Subsequently, following a tender offer conducted by SBIRBHD for the Tender Offeror's Shares with a tender offer period from May 15, 2023 to June 23, 2023 and the subsequent procedures for share consolidation, the shareholders of the Tender Offeror became SBIHD, SBIRBHD, Deposit Insurance Corporation of Japan ("DICJ"), Resolution and Collection Corporation ("RCC") and S-Grant Co., Ltd ("S-Grant"). After that, S-Grant transferred all of the Tender Offeror's Shares that it held to the Tender Offeror and SBIHD and ceased to be a shareholder of the Tender Offeror.

Furthermore, all of the Tender Offeror's Shares held by DICJ and RCC, which were major shareholders of the Tender Offeror, were changed to Class A preferred shares and Class B preferred shares with no voting rights as of March 21, 2025. As of today, SBIHD directly and indirectly holds all of the voting rights of the Tender Offeror.

As the core bank in SBI Group ("SBI Group") which is comprised of SBIHD and its subsidiaries (696 companies as of March 31, 2025) and equity method affiliates (64 companies as of March 31, 2025), the Tender Offeror provides a wide range of banking functions to its customers ranging from individuals to corporations, regional financial institutions and overseas businesses. As a hybrid comprehensive financial group that combines banking and non-banking functions together with APLUS Co., Ltd. and Showa Leasing Co., Ltd. ("Showa Leasing") which are subsidiaries of the Tender Offeror, the Tender Offeror's corporate philosophy is to provide products and services that customers truly desire. In addition, the Tender Offeror has stated in its management principles that it is "to become a banking group that is sought out by customers, and contributes to the development of both domestic and international industrial economies, while maintaining stable profitability", "to become a banking group that values diverse talents and cultures and is constantly taking on new challenges presented by change, based on its experiences and history" and "to become a banking group that strives for highly transparent management and values that is trusted by all stakeholders including customers, investors, and employees" and aims to achieve growth together with SBI Group and become a leading banking group that provides pioneering and

advanced finance.

As of today, neither SBIRBHD, the parent company of the Tender Offeror, nor SBIHD, the parent company of SBIRBHD, owns any Target Company Shares, etc. However, as of today, the Tender Offeror owns 7,172,278 Target Company Shares (Ownership Ratio (Note 1): 33.29%) and is the largest shareholder of the Target Company.

(Note 1) "Ownership Ratio" means the ratio (rounded to the second decimal place; except as otherwise stated below, the same calculation is made in the calculation of the ratio) of the relevant number of the Target Company Shares to the issued and outstanding Target Company Shares as of March 31, 2025 (21,543,699 shares) which is derived from the total number of issued shares of the Target Company as of March 31, 2025 (21,544,538 shares) stated in the "[Summary] Consolidated Financial Results for the Year Ended March 31, 2025 [Japanese GAAP]" ("Financial Results of the Target Company") announced by the Target Company on April 25, 2025 less the sum of the treasury shares owned by the Target Company as of September 30, 2024 (793 shares) stated in the "Semi-Annual Report" ("Target Company Semiannual Report") announced by the Target Company on November 7, 2024 and the number of the Target Company Shares acquired by the Target Company upon request of holders of less than one unit shares during the period from October 2024 to March 31, 2025 (46 shares) as reported by the Target Company. The same calculation method applies below.

The Tender Offeror today decided to implement the Tender Offer for the purpose of acquiring the Target Company Shares up to the shares planned to be purchased (2,195,275 shares in total (Ownership Ratio: 10.19%) ("Shares Planned to be Acquired")) from among all of the Target Company held by NEC Corporation ("NEC"), the second largest shareholder (3,795,888 shares (Ownership Ratio: 17.62%); "Shares Agreed to be Tendered (NEC)"), and all of the Target Company Shares held by Sumitomo Mitsui Finance and Leasing Company, Limited ("SMFL" and together with NEC, "Agreed Tendering Shareholders"), the third largest shareholder of the Target Company (2,514,834 shares (Ownership Ratio: 11.67%); "Shares Agreed to be Tendered (SMFL)"), and together with the Shares Agreed to be Tendered (NEC), "Shares Agreed to be Tendered"), in order to realize synergies by strengthening its relationship with the Target Company.

The Tender Offeror today entered into a tender agreement (Tender Agreement (NEC)) with NEC for NEC to tender into the Tender Offer the Shares Agreed to be Tendered (NEC), which represent all of the Target Company Shares owned by NEC. Furthermore, on the same date, the Tender Offeror entered into a tender agreement ("Tender Agreement (SMFL)" and together with the Tender Agreement (NEC), the "Tender Agreements") with SMFL for SMFL to tender into the Tender Offer the Shares Agreed to be Tendered (SMFL), which represent all of the Target Company Shares owned by SMFL. For an overview of the Tender Agreements, please see "(6) Material Agreements Concerning the Tender Offer" below.

The Tender Offer is for the purpose of acquiring the Shares Planned to be Acquired from among the Target Company Shares held by the Agreed Tendering Shareholders as described in "(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer" below. The Tender Offer is not for the purpose of delisting the Target Company Shares as described in "(4) Possibility and Reasons for Delisting" below. The number of Target Company Shares to be held by the Tender Offeror after the Tender Offer will be 9,367,553 shares (Ownership Ratio: 43.48%). The Tender Offeror intends to maintain the listing of the Target Company Shares after the consummation of the Tender Offer, accordingly, the listing of the Target Company Shares will be maintained after the consummation of the Tender Offer.

The Tender Offer will be conducted based on the assumption that the Target Company Shares will be tendered by the Agreed Tendering Shareholders pursuant to the Tender Agreements. Furthermore, as described in "② Background of Calculation" in "(4) Basis of Calculation of the Tender Offer Price" in "2. Outline of the Tender Offer" below, the purchase price ("Tender Offer Price") per Target Company Share in the Tender Offer, which is 3,750 yen, will be the price discounted by 0.92% from the closing price of the Target Company Shares on the Tokyo Stock Exchange, Inc. ("Tokyo Stock Exchange") Prime Market on May 23, 2025 (3,785 yen), which is the business day preceding the announcement date of the Tender Offer (business day means any day

excluding those set forth in each item of Article 1, Paragraph 1 of the Act on Holidays of Administrative Organs (Act No. 91 of 1988, as amended), as well as discounted by 3.59% from the average closing price over the one-month period ended on that day (3,889 yen), discounted by 2.14% from the average closing price over the three-month period ended on that day (3,832 yen), and discounted by 1.92% from the average closing price over the six-month period ended on that day (3,824 yen), and only the Shares Agreed to be Tendered will be tendered. As of today, the Tender Offeror owns 7,172,278 shares (Ownership Ratio: 33.29%) of the Target Company Shares and the Ownership Ratio after the consummation of the Tender Offer will exceed one-third. Therefore, in order for the Tender Offeror to acquire the Shares Agreed to be Tendered, it is required under laws and regulations to do so by the method of tender offer pursuant to Article 27-2, Paragraph 1, Item 2 of the Act. Therefore, the Tender Offer will be implemented and the equal tendering opportunity will be provided to the shareholders of the Target Company other than the Agreed Tendering Shareholders.

Since the Tender Offer is intended to acquire only the Shares Planned to be Acquired, the maximum number of shares to be purchased has been set at 2,195,275 shares (Ownership Ratio: 10.19%), which is the same number as the shares to be acquired.

Accordingly, if the total number of the Target Company Shares tendered in the Tender Offer ("Tendered Shares") exceeds the maximum number of shares to be purchased (2,195,275 shares (Ownership Ratio: 10.19%)), the Tender Offeror will not purchase any portion of the shares in excess of the maximum number of shares to be purchased. The Tender Offeror will conduct transfer and other settlement procedures for the purchase of the shares, etc. (rights pertaining to shares; the same applies below) using the pro rata method as prescribed in Article 27-13, paragraph 5 of the Act and Article 32 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, "Cabinet Ordinance").

If the total number of Tendered Shares exceeds the maximum number of shares to be purchased (2,195,275 shares), the Tender Offeror may not purchase all of the Tendered Shares as a result of the purchase on a pro rata basis. In such case, however, the Tender Offeror does not plan to acquire any additional Target Company Shares from the Shares Agreed to be Tendered not purchased through the Tender Offer.

According to the "Announcement of Expression of Our Opinion Concerning Support for the Tender Offer for Shares in Our Company by SBI Shinsei Bank, Limited and of Neutral Position for Recommending Tender by Shareholders" ("Target Company Press Release") released by the Target Company today, while the Target Company expressed its support for the Tender Offer, as (i) the Tender Offer will have a maximum number of shares to be purchased and the Target Company Shares will continue to be listed on the Prime Market of the Tokyo Stock Exchange after the Tender Offer; and (ii) the Tender Offer Price (3,750 yen) was determined based on the results of discussions and negotiations between the Tender Offeror and the Agreed Tendering Shareholders and is discounted by 0.92% from the closing price of the Target Company Shares on May 23, 2025 (3,785 yen), the business day immediately preceding the announcement date of the Tender Offer, the Target Company resolved that it reserved its judgment on the appropriateness of the Tender Offer Price and left the decision as to on whether or not to tender in the Tender Offer to the shareholders of the Target Company. For details of decision making process of the Target Company's board of directors, please refer to the Target Company Press Release and "② Approval of All of the Directors of the Target Company Who Have No Interest and an Opinion of All of the Company Auditors to the Effect That They Have No Objection" under "② Process and Reasons Why the Target Company Agreed to the Tender Offer in Decision Making " in "(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer" and "(5) Measures to Ensure the Fairness in the Tender Offer and to Avoid Conflicts of Interest" below.

(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer

① Background, Purpose and Decision Making Process of Implementing the Tender Offer

The background, purpose and decision making process that led the Tender Offeror to decide to implement the Tender Offer is as follows. The descriptions concerning the Target Company in the following descriptions are based on information published by the Target Company, the Target Company Press Release and explanations received from the Target Company.

The Tender Offeror was incorporated as "The Long-Term Credit Bank of Japan, Ltd." under the Long-Term Credit Bank Act on December 1, 1952.

Subsequently, along with the rapid growth of the Japanese economy, its business expanded and the Tender Offeror's Shares were successfully listed on the First Section of TSE and the First Section of the Osaka Exchange in April 1970. After that, the rapid increase in loans to specific industries such as real estate and non-banks in the bubble economy after 1985 resulted in a large amount of non-performing loans due to the subsequent collapse of the bubble economy. As a result, on October 23, 1998, the Tender Offeror became subject to a decision on the commencement of special public management under Article 36, Paragraph 1 of the Act on Emergency Measures for the Revitalization of the Financial Functions (Act No. 132 of 1998, as amended; the "Financial Revitalization Act") and a decision on the acquisition of shares under Article 38, Paragraph 1 of the Financial Revitalization Act. On October 28, 1998, all of the shares and the Second Preferred Shares (Note 1) of the Target Company issued and outstanding at that time were acquired by DICJ (Note 2) under Article 39, Paragraph 1 of the Financial Revitalization Act. Then, the Tender Offeror's Shares were delisted on October 24, 1998.

(Note 1) "Second Preferred Shares" refers to the preferred shares issued by the Tender Offeror to RCC for 130 billion yen in total (100 million shares in total) pursuant to the Act on Emergency Measures for Stabilization of Financial Functions (Act No. 5 of 1998, as amended) on March 31, 1998, before the issuance of the decision to commence special public management.

(Note 2) Under the Financial Revitalization Act, where it is found that a bank is unable to pay its debts in full with its property or a bank is likely to suspend refund of deposits, etc. in light of the status of its business affairs or property, the Financial Reconstruction Commission (currently, the Prime Minister) may give to such bank a decision on the commencement of special public management ("Decision on Commencement of Special Public Management") (Article 36, Paragraph 1 of the Financial Revitalization Act), and the Financial Reconstruction Commission (currently, the Prime Minister) shall decide the acquisition of shares issued by such bank as well as give the Decision on Commencement of Special Public Management (Article 38, Paragraph 1 of the Financial Revitalization Act).

Subsequently, on March 1, 2000, New LTCB Partners CV ("Partners")(Note 3) acquired the Tender Offeror's common shares from DICJ (Note 4), and the special public management ended on the same day. According to the share sale and purchase agreement dated February 9, 2000 among the Partners, DICJ and the Tender Offeror entered into at the time of acquisition of the Tender Offeror's Shares, DICJ agreed to acquire non-voting preferred shares to be newly issued by the Tender Offeror subject to the approval from the Financial Reconstruction Commission if the Tender Offeror applies for subscription for shares ("Application for Subscription") pursuant to Article 4, Paragraph 2 of the Act on Emergency Measures for Early Strengthening of Financial Functions (Act No. 143 of 1998, as amended) after the acquisition of the Tender Offeror's common shares by the Partners. Accordingly, the Tender Offeror filed the application for subscription on March 3, 2000, and on March 31, 2000, RCC, of which DICJ holds all of the issued shares, subscribed for 600 million shares of Class B Preferred Shares, Series III ("Third Preferred Shares") of the Tender Offeror for 240 billion yen in total (400 yen per share) (Note 5).

(Note 3) The Partners is a limited partnership established in the Kingdom of the Netherlands at the invitation of Ripplewood Holdings LLC, a U.S. private equity management company, for the purpose of acquiring the Tender Offeror's Shares with the investment of multiple groups of financial institutions and a number of investors.

(Note 4) Specifically, as of March 2000, the Tender Offeror had issued 2,417,075,212 shares of the Tender Offeror's common shares and 100 million shares of the Second Preferred Shares, all of which were held by DICJ, and DICJ sold 2,417,075,000 shares of the Tender Offeror's common shares to the Partners for 1 billion yen (the Tender Offeror acquired 212 common shares, which are shares less than one unit). Of the 100 million shares of the Second Preferred Shares, 25,472,000 shares were cancelled by the Tender Offeror due to capital reduction and DICJ continued to hold the remaining 74,528,000 shares. However, on March 31, 2008, the Tender Offeror acquired all of the Second Preferred Shares in exchange for delivering the Tender Offeror's common shares (269,128,888 shares in total) to DICJ upon the exercise of the put option by DICJ.

(Note 5) All of the Third Preferred Shares (600 million shares in total) subscribed for by RCC

was acquired by the Tender Offeror in accordance with the following.

- (a) On July 31, 2006, upon the exercise of put options by RCC, the Tender Offeror acquired 300 million shares of the Third Preferred Shares in exchange for delivering the Tender Offeror's common shares (200,033,338 shares in total) to RCC (of the Tender Offeror's common shares delivered, 200,033,000 shares were sold in the market by RCC on August 17, 2006); and
- (b) On August 1, 2007, the Tender Offeror acquired 300 million shares of the Third Preferred Shares by delivering to RCC the Tender Offeror's common shares (200,000,000 shares in total) as consideration in accordance with the provision on the details of call options of the Third Preferred Shares in the articles of incorporation.

Subsequently, in June 2000, the Tender Offeror changed its from "The Long-Term Credit Bank of Japan, Limited" to "Shinsei Bank, Limited" and in February 2004, the Tender Offeror was successfully re-listed on the First Section of the Tokyo Stock Exchange. In April 2004, the Tender Offeror converted from a long-term credit bank under the Long-Term Credit Bank Act to an ordinary bank under the Banking Act (Act No. 59 of 1981, as amended; the "Banking Act") in accordance with the Act on Financial Institutions' Merger and Conversion (Act No. 86 of 1968, as amended) (Note 6).

(Note 6) The long-term credit bank under the Long-Term Credit Bank Act is a bank whose principal business is to provide loans for equipment funds or long-term working capital by issuing long-term credit bank bonds rather than providing loans using deposits received, as ordinary banks do.

Subsequently, in December 2021, as a result of the tender offer for the Tender Offeror's Shares by SBIRBHD, SBIRBHD became an "other affiliated company" (major shareholder and largest shareholder) of the Tender Offeror, and SBIHD became the controlling shareholder (parent company) of the Tender Offeror. As the Tender Offeror's Shares owned by SBIHD were transferred to SBIRBHD on February 1, 2022, SBIRBHD became the controlling shareholder (parent company) of the Tender Offeror. Subsequently, on April 4, 2022, in the course of the market reclassified by the Tokyo Stock Exchange, the Tender Offeror's Shares were migrated from the First Section to the Standard Market of the Tokyo Stock Exchange. Furthermore, on January 4, 2023, due to the recent change in the parent company, the name of the Tender Offeror was changed from "Shinsei Bank, Limited" to "SBI Shinsei Bank, Limited".

Subsequently, in June 2023, SBIRBHD additionally acquired the Tender Offeror's Shares through the second tender offer for the Tender Offeror's Shares by SBIRBHD. As part of the squeeze-out procedure, which aims to make SBIRBHD, DICJ, and RCC the only remaining shareholders of the Tender Offeror, the resolution of the share consolidation was passed at the extraordinary general meeting of shareholders of the Tender Offeror held on September 1, 2023. As a result, the Tender Offeror's Shares were delisted on September 28, 2023 prior to the effective date of the share consolidation on October 2, 2023.

In February 2024, the Tender Offeror repaid 19,356,086,400 yen to DICJ by paying 2,800 yen per share for 6,912,888 shares (the number of shares before the share consolidation) that were fractional due to the share consolidation.

Furthermore, in March 2025, pursuant to the "Agreement on Definitive Repayment Scheme" entered into among DICJ, RCC, the Tender Offeror and SBIHD on March 7, 2025, the Tender Offeror changed the Tender Offeror's Shares held by DICJ and RCC to non-voting preferred shares and repaid part of the public funds by distributing 100,000,000,002 yen to RCC as a special preferential dividend.

(Note 7) On October 2, 2023, the Tender Offeror consolidated its shares at a ratio of 1 share for every 20 million shares, and the number of issued and existing shares decreased from 204,144,774 shares to 10 shares. Subsequently, on March 15, 2024, the Tender Offeror split its shares at a ratio of 6 shares per share, increasing the total number of issued and existing shares from 10 to 60.

According to the Target Company, it was established in 1978 as a financial services company of the company group ("NEC Group") consisting of consisting of NEC Corporation and its consolidated subsidiaries (249 companies as of March 31, 2025) as well as its equity method affiliates (52 companies as of March 31, 2025). Since then, in addition to leasing various

equipment and facilities including ICT (information and communications technology), the Target Company has expanded the range of solutions offered as a financial services company by enhancing its finance menu to contribute to solving various management issues of customers. Under the Target Company's Group Vision 2030, the Target Company has identified three solution areas, vendor finance, ICT specialized services, and financial products, and has strengthened and established each area to achieve growth. In the area of vendor finance, the Target Company has a solid business base with government and local governments and large companies as major customers, and provides financing programs to various manufacturers and sales companies to support them in strengthening their sales capabilities. In the area of specialized ICT services, the Target Company provides various services utilizing its extensive knowledge of ICT (information and communications technology), as well as specialized services in PFI and PPP businesses (Note 8). In the area of financial products, the Target Company is expanding its products such as real estate finance, project finance for renewable energy, and LBO finance (Note 9), in addition to utilizing the extensive relationships with regional financial institutions held by its subsidiary, Risa Partners, Inc. ("Risa Partners").

(Note 8) PFI and PPP are public-private partnerships for the development of public facilities, etc., in which the construction, maintenance, operation, and management of public facilities, etc. are conducted by utilizing private funds, management capabilities, and technical capabilities.

(Note 9) LBO finance is a method of raising funds by borrowing, using the future cash flows and assets of the target company as collateral.

The Target Company is enhancing the strengths of a manufacturer-affiliated leasing company centered on the commercial flow of the NEC Group, and realizing a transformation from a manufacturer-affiliated leasing company to a financial services company by utilizing the investment function and unique solution development function of Risa Partners, thereby enhancing its corporate value and establishing a unique position in the domestic leasing industry. The Target Company recognizes in around mid-July 2024, that, in addition to the commercial flow of the NEC Group, the commercial flow, knowledge and know-how of the comprehensive financial group are necessary for the Target Company to further expand its business domains and achieve sustainable growth as a financial services company, and therefore, the Target Company has determined that it is necessary to collaborate with a new third party. Based on such judgment, since April 2023 the Tender Offeror and the Target Company have been considering the possibility of a partnership to accelerate the growth strategy and realize further enhancement of corporate value by collaborating with a third party that has business affinity and complementarity while maintaining a partnership in the financial business with the NEC Group. As a result, the Tender Offeror and SBI Group, including Showa Leasing, a 100% subsidiary of the Tender Offeror, will join as partner with which the Tender Offeror has a mutually beneficial relationship, and the Tender Offeror and the Target Company have determined in July 2024 that it will be possible to promote changes to realize sustainable growth of the Target Company. Since the Tender Offeror and the Target Company differ in their main products and distribution, and in their strengths in knowledge and know-how, the Tender Offeror and the Target Company may become new growth drivers for each other, including introduction and sale of each other's main products to each other's customers. For the purpose of realizing sustainable growth of the Target Company, the Tender Offeror acquired a portion of the Target Company Shares owned by NEC and SMFL, the major shareholders of the Target Company (a total of 7,172,278 shares (Ownership Ratio: 33.29%)) on October 2, 2024 and the Target Company became an equity-method affiliate of the Tender Offeror and concluded a business alliance agreement ("Business Alliance Agreement") with the Tender Offeror and Showa Leasing, a wholly-owned subsidiary of the Tender Offeror, on the same date.

Since the Target Company became an equity-method affiliate of the Tender Offeror on October 2, 2024, the Tender Offeror and the Target Company have held regular consultation meetings and promoted cooperation by the members of both the Tender Offeror and the Target Company to seek synergies. As a result, investment and financing projects amounting to 90 billion yen have been mutually introduced over a period of 6 months, mainly in the areas of real estate finance and project finance for renewable energy. The Tender Offeror intends to further expand synergies in accumulating outstanding loans and acquiring revenue opportunities through these business collaborations.

The purpose of the Tender Offer is to realize further synergies by acquiring additional Target Company Shares and strengthening the relationship with the Target Company. In early April 2025, the Tender Offeror reached the conclusion that the Tender Offer will contribute to the enhancement of the corporate value of both the Tender Offeror and the Target Company by further expanding the medium to long term business opportunities of the Target Company and further strengthening the relationship with the Target Company and maximizing synergies.

In addition, as for the additional acquisition of the Target Company Shares, the Tender Offeror is in a position to obtain insider information (meaning material fact related to the operations, etc. of the Target Company set forth in Article 166, Paragraph 2 of the Act) of the Target Company via its outside directors, as the Tender Offeror has dispatched two outside directors to the Target Company. When such insider information is obtained, it is necessary to suspend the acquisition in the market until the content of the insider information is announced or terminated (Article 166, Paragraph 1 of the Act). The period during which the shares can be acquired and the market volume during the period are not predictable and there are many uncertainties in the number of shares that can be acquired in the market. Therefore, the Tender Offeror has considered the method of acquiring 2,195,275 shares at one time when it does not have insider information, and started concrete consideration on the acquisition of the Target Company Shares from NEC and SMFL, who are the major shareholders of the Target Company, from early April 2025.

As a result of the Tender Offer, the Tender Offeror's ownership of the Target Company Shares will be up to 43.48%. In this case, if the Tender Offeror has a certain degree of influence over the Target Company, the Target Company may fall under the category of a consolidated subsidiary of the Tender Offeror in accordance with accounting rules. However, the Tender Offeror that engages in the banking business believes that it can maximize the business synergies of both parties by fostering a sense of unity of the group through strengthening the capital and business alliance relationship with the Target Company and advancing mutual understanding through the activation of personnel exchanges, while taking into account the impact on the businesses conducted by the Target Company's subsidiaries that fall under the scope of business being subject to certain restrictions under the Banking Act (if they become consolidated subsidiaries of the Tender Offeror), such as the real estate business, the power generation and sales business, and the building lease with land. Therefore, in order to respect the Target Company's voluntary management, the Tender Offeror does not make the Target Company a consolidated subsidiary of the Tender Offeror. In the Tender Offer, the Tender Offeror will acquire the Target Company Shares to the extent that the Target Company does not become a consolidated subsidiary of the Tender Offeror.

The Target Company does not plan to change its position as an equity-method affiliate of the Tender Offeror with a certain degree of independence after the completion of the Tender Offer. The Target Company plans to maintain the current status of the management structure of the Target Company while continuing to ensure the independence of the Target Company as a listed company, and intends to maintain the listing of the Target Company Shares after the implementation of the Tender Offer.

Based on the above, the Tender Offeror believes that by increasing the ownership ratio of the Target Company Shares by the Tender Offeror through the Tender Offer, the Tender Offeror and the Target Company will be able to further enhance their corporate value as a mutually beneficial partner by strengthening the capital relationship by expanding business opportunities through close business cooperation, strengthening the risk management system, and promoting mutual exchange of human resources more than ever before.

In addition, the Tender Offeror believes that by combining the Tender Offeror's customer base, expertise in the area of structured finance, and strong network with regional financial institutions with the Target Company's diverse and flexible financial functions such as lease and rental, loan, leaseback, and securitization finance, the Tender Offeror will be able to establish a system that enables the provision of senior funds (Note 10), subordinated funds (Note 11), and equity funds (Note 12) in accordance with the degree of risk.

(Note 10) Senior funds refers to funding instruments that have higher repayment ranks than other claims and relatively lower risks.

(Note 11) Subordinated funds refers to funding instruments that have lower repayment ranks

than senior funds and relatively higher risks.
(Note 12) Equity funds refers to funding instruments with the lowest repayment ranking and the highest risk.

The synergies resulting from strengthening the relationship between the Tender Offeror and the Target Company that the Tender Offeror expects are as follows:

1. Creating new business opportunities in the leasing business

The Target Company has a strong business base consisting mainly of government agencies, local governments and large companies. The Target Company has strengths in providing various services utilizing its knowledge of ICT (information and communications technology). Showa Leasing, a subsidiary of the Tender Offeror and having small and medium enterprises as its main customers, made Shinko Lease Co., Ltd. (currently Shinsei Kobelco Leasing Co., Ltd.) a subsidiary of the same in 2019, and has been working to strengthen the business such as lease and rental of assets in the construction equipment and industrial machine tool fields, establish ZEH Housing Development Fund (Note 13) and Green Building Development Fund (Note 14), and expand real estate (building) leases. The Target Company and Showa Leasing have mutually complementary strengths, and through collaboration in the "3R" (reduce, reuse, recycle) of leased properties and in the environment-friendly real estate finance business, the Target Company and Showa Leasing will further improve profitability and accelerate the promotion of sustainability management and create new business opportunities by realizing a recycling-based society.

(Note 13) refers to a fund for the development of ZEH (Net Zero Energy House) rental condominiums, which is a part of initiatives to promote environmentally friendly housing and realize carbon neutrality.

(Note 14) refers to a fund that aims to improve the environmental performance of existing office buildings through energy-saving construction.

2. Creating new business opportunities in the structured finance business area

Through collaboration with the Tender Offeror's structured finance team, which the Tender Offeror believes is capable of winning both domestic and international deals, the Tender Offeror will create business opportunities by strengthening collaboration in investment and financing businesses for real estate, M&A, domestic and international infrastructure, healthcare and renewable energy. In particular, the Tender Offeror will strengthen its relationship with partner as a company that can design flexible financing structures tailored to each risk tolerance, with senior funds being used by the Tender Offeror, and subordinated funds and capital funds being used by the Target Company. The Tender Offeror and the Target Company will promote their sales activities through a wide range of financial support using risk money from both companies.

3. Strengthening the real estate investment and financing business and the eco-energy business of NCS RE Capital Limited ("NCS RE Capital"), which is a subsidiary of the Target Company

The Tender Offeror has strengthened sales for companies promoting projects related to real estate development and renewable energy business, and is considering measures to strengthen sales for companies promoting projects jointly by the Tender Offeror and NCS RE Capital, which is a subsidiary of the Target Company and is responsible for the real estate business and renewable energy business, with the aim of improving project acquisition capabilities by utilizing the client base of real estate companies and trading companies, etc. In addition, the Tender Offeror intends to utilize the knowledge and network of both parties for investment and financing of new projects, such as investment in data centers and investment and financing of power storage projects, and to connect them to new activities.

4. Contributing to regional revitalization by utilizing the networks of both parties with regional financial institutions

SBI Group is promoting cooperation to realize regional revitalization based on the "Triangle Strategy" (Note 15), which utilizes the functions of SBI Group, the Tender Offeror and regional financial institutions in a three-pronged manner. We will take full advantage of SBI Group's financial functions and network with regional financial institutions to promote regional economic recovery and regional revitalization, and consider playing a central role together with Showa Leasing in creating financial business opportunities in various regional industries and

establishing cooperative leasing arrangements. Through investment in funds organized by the Target Company and assignment of lease receivables, we will provide new investment and financing opportunities to regional bank-affiliated leasing subsidiaries, and consider transferring investment and financing know-how with the aim of revitalizing the regional economy.

(Note 15) refers to the strategy to solve regional issues and revitalize the economy by utilizing the management resources and technological capabilities of SBI Group, the financial function of the Tender Offeror, and the community-based capabilities of regional financial institutions as a three-pronged effort.

The Tender Offeror also considered the dis-synergies resulting from the increase in the ownership ratio of the Tender Offeror through the Tender Offer. However, the Tender Offeror has been a major shareholder of the Target Company and has had a business relationship with the Target Company since October 2024, and has built a friendly relationship with the Target Company. As such, the Tender Offeror did not expect any factor that would aggravate relationships with the Target Company or the Target Company's stakeholders (employees, business partners and existing shareholders of the Target Company) as a result of the increase in the ownership ratio of the Tender Offeror through the Tender Offer to result in dis-synergies. Also, the Target Company considered the impact on the business due to the decrease in the shareholding ratios of NEC and SMFL. However, the Alliance Agreement (NEC) between the Target Company and NEC (as defined in "② Process and Reasons Why the Target Company Agreed to the Tender Offer in Decision Making" below in "(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer") will continue to be maintained and business relationship will continue, and no management involvement or personnel exchange with SMFL has existed so far. Therefore, the Target Company concluded that there would be no impact on the business.

Based on these considerations, the Tender Offeror commenced specific consideration of an additional acquisition of a part of the Target Company Shares in early April 2025. In considering the Tender Offer, the Tender Offeror appointed Anderson Mōri & Tomotsune as its legal advisor in around mid-April 2025 and notified the Target Company on April 24, 2025 that it intends to commence consideration and discussion for an additional acquisition of a part of the Target Company Shares.

The Tender Offeror considered that the purpose of the Tender Offer is to acquire additional Target Company Shares held by the Agreed Tendering Shareholders at the price agreed on October 2, 2024 when the Tender Offeror acquired in a bilateral transaction the Target Company Shares from the Agreed Tendering Shareholders, and believed that (1) shareholders of the Target Company other than the Agreed Tendering Shareholders may tender into the Tender Offer and (2) in order to reduce the number of shares tendered by shareholders other than the Agreed Tendering Shareholders, it is desirable to proceed with the negotiations based on a price with a certain discount from the market share price during a specified period close to the announcement date of the Tender Offer ("Reference Period"). The Tender Offeror notified NEC on April 21, 2025 and SMFL on April 24, 2025 of its desire to commence discussion for the acquisition of Target Company Shares. At that time, the Tender Offeror informed the Agreed Tendering Shareholders that the business collaboration between the Tender Offeror and the Target Company is progressing and that it would like to consider additional acquisition of Target Company Shares to further accelerate the business collaboration, and that the Tender Offer Price is supposed to be set at the market share price or at a price with a certain discount from the market share price, as NEC and SMFL are expected to enter into tender agreements respectively to tender Target Company Shares. The Tender Offeror discussed the Tender Offer Price with NEC on April 21, 2025. The Tender Offeror believed that it would be desirable to discuss the Tender Offer Price based on the average market price of the Target Company Shares over a certain period. The Tender Offeror then discussed the Tender Offer Price by indicating the average closing price over the most recent one-month period, three-month period, and six-month period, as the Reference Periods based on the announcement date of the Tender Offer. In addition, the Tender Offeror informed NEC that it would like to agree on the Tender Offer Price and the maximum number of shares to be purchased by May 23, 2025 and commenced negotiations. In addition, the Tender Offeror held discussions with SMFL on April 24, 2025, and received a response from SMFL that it

would like to discuss the Tender Offer Price based on the market price of the Target Company Shares. The Tender Offeror believed that it would be desirable to discuss the Tender Offer Price based on the average market price of the Target Company Shares over a certain period of time because it would limit the effects of temporary stock price fluctuations. The Tender Offeror discussed the Tender Offer Price with SMFL by indicating the average closing price over the most recent one-month period, three-month period, and six-month period, as the Reference Periods based on the announce date of the Tender Offer. In addition, the Tender Offeror informed SMFL of its desire to agree on the Tender Offer Price and the maximum number of shares to be purchased by May 23, 2025 and commenced negotiations.

After that, in view of the fact that the Tender Offer is for the purpose of acquiring the Target Company Shares owned by the Agreed Tendering Shareholders, the Tender Offeror considered it desirable to proceed with negotiations on the Tender Offer Price with the assumption of a price at a certain discount from the market share price during the Reference Period, and informed SMFL during the discussion with SMFL on May 1, 2025 that the Tender Offeror would like to consider the Tender Offer Price in the range of 3,700 yen to 3,800 yen by reference to the closing price on the business day before the announcement date of the Tender Offer, the average closing price over the most recent one-month period, three-month period, and six-month period and as of April 30, 2025, the average closing price over the most recent one-month period was 3,677 yen, 3,816 yen for the three-month period and 3,807 yen for the six-month period. On the other hand, SMFL indicated that the Tender Offer Price could not be lower than 3,750 yen which was applied on the sale-purchase transaction on October 2, 2024. Subsequently, during the discussion with SMFL on May 7, 2025, while SMFL did not indicate any particular average price, SMFL indicated its intention to discuss the Tender Offer Price in the range of 3,750 yen to 3,850 yen, taking into consideration the latest market share price as well as the latest one-month average closing price, latest three-month average closing price, and latest six-month average closing price. Furthermore, during the discussion with NEC on May 8, 2025, the Tender Offeror indicated its intention to discuss the Tender Offer Price in the range of 3,700 yen to 3,800 yen for the Reference Period by reference to the closing price on the business day before the announcement date of the Tender Offer, the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. On the other hand, NEC indicated that the Tender Offer Price could not be lower than 3,750 yen which was applied on the sale-purchase transaction on October 2, 2024. Subsequently, on May 12, 2025, the Tender Offeror informed the Agreed Tendering Shareholders of its view that the discount rate would be approximately 4% as a guideline for the Tender Offeror, referring to the three tender offers conducted after 2019 by parties other than the issuer whose share ownership exceeds one-third. Subsequently, during the discussion with NEC on May 14, 2025, while NEC did not indicate any particular average price, NEC indicated its intention to discuss the Tender Offer Price based on a range of 3,750 yen to 3,850 yen and the subsequent market share price based on the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. Furthermore, during the discussion with SMFL on May 14, 2025, while SMFL did not indicate any particular average price, SMFL again indicated its intention to discuss the Tender Offer Price based on a range of 3,750 yen to 3,850 yen and the subsequent market share price based on the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. The range of 3,750 yen to 3,850 yen proposed by the Agreed Tendering Shareholders was below 3,870 yen, the average closing price over the one-month period up to May 14, 2025, 3,843 yen, the average closing price over the three-month period, and 3,821 yen, the average closing price over the six-month period. Therefore, the Tender Offeror decided to consider the Tender Offer Price in the range of 3,750 yen to 3,850 yen. Subsequently, on May 23, 2025, the business day prior to the announcement date of the Tender Offer, the closing price on that day was 3,875 yen, the average closing price over the one-month period ended on that day was 3,889 yen, the average closing price over the three-month period ended on that day was 3,832 yen, and the average closing price over the six-month period ended on that day was 3,824 yen. Therefore, the Tender Offeror agreed with the Agreed Tendering Shareholders to set the Tender Offer Price at 3,750 yen.

After the above process, the Tender Offeror today decided to implement the Tender Offer. For an overview of the Tender Agreement (NEC) and the Tender Agreement (SMFL), please see "(6) Material Agreements Concerning the Tender Offer" below.

- ② Process and Reasons Why the Target Company Agreed to the Tender Offer in Decision Making According to the Target Press Release, the process and reasons why the Target Company agreed to the Tender Offer are as follows.

The Target Company received an initial proposal from the Tender Offeror on April 24, 2025 to acquire the Shares Planned to be Acquired from the Agreed Tendering Shareholders by means of a tender offer in order to strengthen the capital relationship with the Target Company and realize the synergies described in "① Background, Purpose and Decision Making Process of Implementing the Tender Offer" above, and on the same day, the Target Company responded to the Tender Offeror that it would seriously consider the pros and cons of the Tender Offer.

Furthermore, on May 7, 2025, the Target Company appointed TMI Associates as its legal advisor independent from the Target Company, the Tender Offeror and the tendering shareholders with respect to the Tender Offer, and since then, the Target Company has continued to consult and consider whether to support the Tender Offer as the Target Company, receiving the advice of TMI Associates.

Since the Target Company executed the Business Alliance Agreement with the Tender Offeror and Showa Leasing on October 2, 2024, the Target Company and the Tender Offeror have held regular consultation meetings of their members and exchanged opinions in order to seek synergies. As a result, the Target Company has advanced various collaborations with the Tender Offeror and Showa Leasing. Specifically, the Target Company (i) created new business opportunities in the leasing business and structured finance business areas (such as LBO finances), and (ii) further strengthened the real estate investment and financing business of NCS RE Capital, a wholly-owned subsidiary of the Target Company, as well as the renewable energy business and promoted collaborations with regional financial institutions. As a result, during the period from the execution of the Business Alliance Agreement to March 2025, the Target Company was introduced projects totaling 90 billion yen by the Tender Offeror and Showa Leasing, leading to an increase in the balance of business asset. In addition, the Tender Offeror expects to further increase net sales by utilizing the ITAM (Note 2) and PC-LCM services (Note 3) of the Target Company's ICT equipment (Note 1) for customers of the Tender Offeror's group in the future.

(Note 1) ICT equipment refers to hardware, software, licenses, etc.

(Note 2) ITAM refers to IT Asset Management.

(Note 3) PC-LCM service refers to the one-stop provision of IT equipment from equipment procurement to operation and management.

As described above, according to the Target Company, since the execution of the Business Alliance Agreement, certain synergies have been created through collaboration with the Tender Offeror's group. However, upon receiving an initial proposal regarding the Tender Offer from the Tender Offeror, the Tender Offeror explained to the Target Company that further synergies will be realized through the additional acquisition of Target Company Shares by the Tender Offeror. The Target Company also discussed and considered the feasibility of improving its corporate value. The Target Company has come to believe that as the number of Target Company Shares owned by the Tender Offeror increases through the implementation of the Tender Offer, the collaboration between the Tender Offeror and the Target Company will be further strengthened and the Tender Offeror will be able to enjoy more synergies resulting from the Business Alliance Agreement, and that the Tender Offeror will make greater efforts to create synergies with the Target Company.

The Target Company also considered the appropriateness of the Tender Offeror's option to acquire all of the Target Company Shares and become a wholly-owned subsidiary of the Tender Offeror, as well as the possible disadvantages of selling a portion of the Target Company Shares held by the Agreed Tendering Shareholders. First, with respect to the appropriateness of the option to become a wholly-owned subsidiary of the Tender Offeror, the Target Company believes that if the Target Company becomes a wholly-owned subsidiary of the Tender Offeror, the Target Company will be subject to restriction on the scope of business applicable to bank subsidiaries under the Banking Act and will be unable to conduct the real estate-related business and power generation business, etc. which are expected to develop in the future.

Regarding the disadvantages of selling a part of the Target Company Shares held by the Agreed Tendering Shareholders, the Target Company was founded as a company conducting the leasing business of NEC, which is an Agreed Tendering Shareholder. NEC was the largest shareholder of the Target Company until October 2, 2024, when the Tender Offeror became the largest

shareholder by purchasing the Target Company Shares from NEC on that date. The Target Company's revenues were largely due to transactions with the NEC group consisting of NEC and its affiliates. Upon a shareholder change, on July 12, 2024, the Target Company and NEC entered into a business alliance agreement ("Alliance Agreement (NEC)"). The Target Company and NEC agreed to continue to conduct their business in a business alliance even after the largest shareholder became the Tender Offeror. The Target Company and NEC are currently positioned as important business partners.

In the course of discussions between the Target Company and NEC on May 14, 2025, after the Target Company's receiving a request from the Tender Offeror, the Target Company has confirmed that NEC intends to maintain the Alliance Agreement (NEC) even after the Tender Offer is implemented and NEC tenders in the Tender Offer. Accordingly, the Target Company believed that there are no disadvantages arising from the sale of a portion of the Target Company's shares by NEC.

As for SMFL, since SMFL has been having no involvement in management of, or personnel exchanges with, the Target Company, it believes that there are no disadvantages arising from the sale of a portion of the Target Company's shares by SMFL.

Based on the above considerations, the Target Company has determined that the implementation of the Tender Offer will contribute to improving the corporate value of the Target Company, and has resolved to support the Tender Offer at the meeting of the Target Company's board of directors held today.

In addition, (i) the Tender Offer will have a maximum number of shares to be purchased and the Target Company Shares will remain listed on the Prime Market of the Tokyo Stock Exchange after the Tender Offer; and (ii) the Tender Offer Price (3,750 yen) was determined based on the results of discussions and negotiations between the Tender Offeror and the Agreed Tendering Shareholders and is discounted by 0.92% from the closing price of the Target Company Shares of 3,785 yen on May 23, 2025, the business day immediately preceding the announcement date of the Tender Offer. Therefore, the shareholders of the Target Company are deemed to have sufficient reasonableness to choose to continue to own the Target Company Shares after the Tender Offer, and the Target Company resolved that it reserved its judgement on the appropriateness of the Tender Offer Price and left the decision as to whether or not to tender in the Tender Offer to the shareholders of the Target Company.

For details of the above resolution of the board of directors, please refer to "(5) Measures to Ensure the Fairness in the Tender Offer and to Avoid Conflicts of Interest" below.

③ Management Policy after the Completion of the Tender Offer

After the completion of the Tender Offer, the Tender Offeror intends to seek to strengthen the relationship with the Target Company to realize the synergies described in "① Background, Purpose and Decision Making Process of Implementing the Tender Offer" above and does not intend to change the existing business relationship between the Tender Offeror and the Target Company. As of today, the Tender Offeror has dispatched 2 directors to the Target Company (Messrs. Tsukasa Makizumi and Kojiro Taima), and as of today, the Tender Offeror has no plan to change the number of directors to be dispatched by the Tender Offeror after the Tender Offer is consummated.

According to NEC, an Agreed Tendering Shareholder, it has no plans to change the existing business relationship between NEC and the Target Company after the Tender Offer.

The Tender Offeror does not plan to dispatch a number of directors who will constitute a majority of the Target Company's board of directors after the Tender Offer and does not plan to change any directors of the Target Company other than those dispatched by the Tender Offeror and NEC.

(3) Plan to Acquire Additional Shares after the Completion of the Tender Offer

As of today, the Tender Offeror has no plans to acquire additional Target Company Shares after the Tender Offer.

(4) Possibility and Reasons for Delisting

The Target Company Shares are listed on the Prime Market of the Tokyo Stock Exchange as of today. The Tender Offer is not intended to delist the Target Company Shares. The Tender Offeror will set in the Tender Offer a maximum number of shares to be purchased, and the number of Target Company Shares to be held by the Tender Offeror after the Tender Offer will be limited to 9,367,553 shares (Ownership Ratio: 43.48%). Accordingly, the Target Company Shares will continue to be listed on the Tokyo Stock Exchange Prime Market after the consummation of the

Tender Offer.

For your information, (i) as of today, the Target Company Shares owned by the Agreed Tendering Shareholders are not considered to be floating shares on the basis that the Agreed Tendering Shareholders are a major shareholders, so even if the Tender Offeror acquires additional Target Company Shares from the Agreed Tendering Shareholders, the floating share ratio will not decrease, and (ii) as the Tender Offer Price (3,750 yen) represents a discount of 0.92% to the closing price of the Target Company Share on May 23, 2025 (3,785 yen), the business day prior to the announcement date of the Tender Offer, as well as discount of 3.59% from the average closing price over the one-month period ended on that day (3,889 yen), discount of 2.14% from the average closing price over the three-month period ended on that day (3,832 yen), and discount of 1.92% from the average closing price over the six-month period ended on that day (3,824 yen), it is highly unlikely that shareholders whose shares are deemed to be floating shares tender in the Tender Offer. Accordingly, the Tender Offer is highly unlikely to result in the Target Company's ratio of floating shares or the market capitalization of floating shares contravening the listing standards of the Tokyo Stock Exchange Prime Market.

According to the Target Company Press Release, the Target Company's floating share ratio (Note 1) as of the end of March 2025 was 35.8%. If the Target Company's floating shares (Note 2) are tendered into the Tender Offer, the number of the Target Company's floating shares may decrease and the Target Company may not meet the 35% or higher threshold for the floating share ratio, which is one of the criteria established by the Tokyo Stock Exchange in order to remain listed on the Tokyo Stock Exchange Prime Market. In the event that the Target Company's shares come to not meet the criterion as a result of the Tender Offer, the Target Company will consult with the Tender Offeror and take optimal measures to maintain the listing of the Target Company's shares, taking into account the specific shareholder composition and the number of floating shares after the Tender Offer.

(Note 1) "Floating share ratio" means the value obtained by dividing the number of floating shares by the number of listed shares including treasury shares.

(Note 2) "Floating shares" means listed shares as of the immediately preceding record date, excluding those that have poor negotiability as stipulated by the Tokyo Stock Exchange, i.e., those held by any person holding 10% or more of the number of listed shares, any partnerships, etc., listed companies, directors, etc., (such term "directors, etc." means director, company auditor and statutory executive officer of the listed company and their spouse and a relative within the second degree of kinship, and any company in which a majority of the voting rights of all shareholders are held by such persons, and an affiliated company of the listed company and its director, company auditor and statutory executive officer), domestic ordinary banks, insurance company, and business corporations, etc.

(5) Measures to Ensure the Fairness in the Tender Offer and to Avoid Conflicts of Interest

According to the Target Company Press Release, the Target Company's measures to ensure the fairness of the Tender Offer and to avoid conflicts of interest are as follows:

As of today, the Target Company is not a subsidiary of the Tender Offeror and the Tender Offer does not constitute a tender offer by the controlling shareholder. Furthermore, it is not planned that all or part of the management of the Target Company will directly or indirectly invest in the Tender Offeror and the Tender Offer does not constitute a so-called management buyout. However, taking into account that the Tender Offeror owns 7,172,278 shares (Ownership Ratio: 33.29%) of the Target Company Shares and falls under the category of the largest major shareholder of the Target Company and "other affiliated company", the Target Company has been taking the following measures to ensure the fairness of the Tender Offer and avoid any potential conflicts of interest with consideration and decision making concerning the Tender Offer.

Of the measures described below, those implemented by the Target Company are based on the explanations received from the Target Company.

① Advice to the Target Company from Independent Law Firm

According to the Target Company Press Release, the Target Company appointed TMI Associates as its legal advisor independent from the Tender Offeror, the Target Company and the Agreed Tendering Shareholders in order to ensure the fairness and appropriateness of decision making of the Target Company's board of directors regarding the Tender Offer, and received from TMI Associates legal advice concerning the method, process and other points to be noted by decision making of the Target Company's board of directors regarding the Tender Offer. TMI Associates

is not a related party of the Tender Offeror, the Target Company or the Agreed Tendering Shareholders and does not have any material interest in relation to the Tender Offer. TMI Associates' remuneration consists only of hourly charges and does not employ a contingency fee which is conditional upon the consummation of the Tender Offer.

② Approval of All of the Directors of the Target Company Who Have No Interest and an Opinion of All of the Company Auditors to the Effect That They Have No Objection

According to the Target Company Press Release, the Target Company carefully discussed and considered the terms and conditions of the Tender Offer, based on the legal advice received from TMI Associates, and unanimously resolved at a meeting of the Target Company's board of directors held today, with all 7 of the 10 directors of the Target Company who do not have interest participated in the deliberation and resolution, to express an opinion supporting the Tender Offer, and in view of the fact that the Tender Offer Price has been agreed and determined through negotiations between the Tender Offeror and the Agreed Tendering Shareholders, the Target Company has reserved its judgment on the appropriateness of the Tender Offer Price and left the decision as to whether to tender into the Tender Offer to the shareholders of the Target Company, as described in "② Process and Reasons Why the Target Company Agreed to the Tender Offer in Decision Making" in "(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer" above.

The Target Company's directors, Messrs. Tsukasa Makizumi and Kojiro Taima, concurrently hold positions as employees of the Tender Offeror, and Mr. Shoichi Hirano, a former employee of the Tender Offeror and resigned from the Tender Offeror within 6 months, did not participate in the deliberation or resolution on the proposals regarding the Tender Offer from the viewpoint of ensuring the fairness of the decision making process of the Target Company and avoiding any potential conflicts of interest.

The Target Company's directors, Messrs. Masaaki Suganuma and Masamitsu Kizaki, are from NEC, which is an Agreed Tendering Shareholder, but Mr. Masaaki Suganuma retired from NEC in March 2022 and Mr. Masamitsu Kizaki retirement from NEC in March 2022 and they have not been an officer or employee of NEC since their retirement or had a position or relationship with NEC such that they would receive instructions from NEC. Therefore, the Target Company has concluded that the fact that Messrs. Masaaki Suganuma and Masamitsu Kizaki are from NEC does not mean a situation that may give rise to a conflict of interest.

In addition, one corporate auditor (Mr. Yoshiyuki Koizumi), excluding Mr. Toshiyuki Ito and Mr. Masaru Akatsuka, both of whom concurrently serve as employees of the Tender Offeror, and Mr. Kiyohiro Kiyotani, a former employee of the Tender Offeror who retired from the Tender Offeror within 6 months, attended the above board meeting and expressed his opinion that he had no objection to the above resolution of the Target Company's board of directors.

(6) Material Agreements Concerning the Tender Offer

① Tender Agreement (NEC)

The Tender Offeror has agreed in writing with NEC (number of shares held: 3,795,888 shares; Ownership Ratio: 17.62%) that NEC will tender into the Tender Offer the Shares Agreed to be Tendered (NEC), which represents all of the Target Company Shares owned by NEC. The outline of the Tender Agreement (NEC) is as follows.

- a) For the purposes of the Tender Agreement (NEC), preconditions to the tender by NEC are set forth as follows: (i) the Tender Offer shall have been commenced in accordance with the terms and conditions of the Tender Agreement (NEC), and not subsequently withdrawn, (ii) the Target Company's board of directors shall not have passed a resolution expressing its opinion against the Tender Offer, (iii) no judicial, administrative or other body shall have issued a decision restricting or prohibiting the Tender Offer or the tender into the Tender Offer by NEC, and there is no specific risk thereof, (iv) all of the representations and warranties (Note 1) of the Tender Offeror are true and correct in all material respects as of the execution date of the Tender Agreement (NEC), as of the commencement date of the Tender Offer and as of the commencement date of settlement for the Tender Offer; (v) the Tender Offeror has performed and complied with all of its obligations to be performed or complied with by the commencement date of the Tender Offer pursuant to the Tender Agreement (NEC) in all material respects, and (vi) the Tender Offeror has notified to NEC that the Tender Offered has confirmed with the Target Company that there is no material facts (as set forth in Article 166, Paragraph 2 of the Act) related to the Target Company's

business, etc. that has not been publicly announced (shall have the meaning set forth in Article 166, Paragraph 4 of the Act) in the Target Company. Provided, however, that NEC may waive such preconditions at its own discretion.

(Note 1) In the Tender Agreement (NEC), the Tender Offeror makes representations and warranties regarding (a) corporate existence and authority, (b) execution and performance of the Tender Agreement (NEC), (c) authorization and enforceability, (d) obtainment of licenses and permits, (e) absence of conflict with laws and regulations, (f) funds, (g) absence of relationship with antisocial forces, and (h) absence of bankruptcy proceedings, etc.

- b) If a tender offer ("Counterparty Offer (NEC)") to acquire a number of Target Company Shares equal to or exceeding the maximum number of shares to be purchased (2,195,275 shares) at a purchase price ("Counterparty Offer Price (NEC)") exceeding the Tender Offer Price from a person other than the Tender Offeror (provided, however, any person who does not have the funds to provide the Target Company the funds necessary for the business operation of the Target Company or is not reasonably deemed to make a beneficial contribution to the Target Company's sustainable growth in the future, shall be excluded) during the period from the date of execution of the Tender Agreement (NEC) to the date 10 business days prior to the expiration date of the Tender Offer Period ("Expiration Date of the Tender Offer") is commenced, NEC may request the Tender Offeror to discuss changes to the Tender Offer Price provided that NEC has not breached its obligations under the Tender Agreement (NEC). In this case, if it is or is likely to be a violation of the duty of due care of a good manager of a director or statutory executive officer of NEC that the Tender Offeror does not change the Tender Offer Price to an amount exceeding the Counterparty Offer Price (NEC) by the date on which five business days have elapsed from the date of such request or the business day before the expiration date of the Tender Offer Period, whichever comes earlier, and NEC does not tender in the Counterparty Offer (NEC), and does not cancel the contract for the Shares Agreed to be Tendered (NEC) effected by NEC's tender in the Tender Offer, NEC may tender the Shares Agreed to be Tendered (NEC) in the Counterparty Offer (NEC).
- c) NEC shall not acquire, assign, transfer, succeed, provide as collateral or otherwise dispose of the Shares Agreed to be Tendered (NEC) from the execution date of the Tender Agreement (NEC) until the commencement date of settlement of the Tender Offer.
- d) From the date of execution of the Tender Agreement (NEC) until the expiration date of the Tender Offer Period, NEC shall not, except when tendering the Counterparty Offer (NEC) in accordance with the provisions of the Tender Agreement (NEC), (i) enter into any transaction that is materially inconsistent with, conflicts with or competes with the Tender Offer or has a specific risk of making it difficult to implement the Tender Offer (this includes the transfer, creation, provision or disposition (including tendering in a tender offer other than the Tender Offer) of all or part of the Shares Agreed to be Tendered (NEC) and the acquisition of the Target Company Shares; "Competing Transaction") or any agreement relating to a Competing Transaction, and shall not, directly or indirectly, (ii) provide to any person other than the Tender Offeror any information concerning the Target Company group or any other information in connection with a Competing Transaction, or (iii) offer or solicit offers for, or enter into any discussions or negotiations relating to, a Competing Transaction (provided, however, if NEC receives a proposal for a Competing Transaction from a third party other than the Tender Offeror without violating this provision, and NEC finds that such proposal is a serious proposal and is reasonably expected to be commenced by the deadline date for the commencement of the Counterparty Offer (NEC), this shall not apply. From the date of execution of the Tender Agreement (NEC) until the expiration date of the Tender Offer Period, if NEC receives a proposal for a Competing Transaction from a party other than the Tender Offeror or becomes aware of the existence of such proposal, NEC shall promptly notify the Tender Offeror to that effect and the content of such proposal, and consult with the Tender Offeror in good faith regarding the response to such proposal).
- e) From the date of execution of the Tender Agreement (NEC) until the expiration date of the Tender Offer Period, NEC may not, without the consent of the Tender Offeror, request the convening of a general meeting of shareholders of the Target Company or exercise its voting

rights on the matters to be resolved at the general meeting of shareholders (excluding the exercise of voting rights related to matters to be resolved at the annual general meeting of shareholders of the Target Company scheduled to be held in June 2025).

- f) NEC shall exercise the voting rights and other rights as shareholders relating to the Shares Agreed to be Tendered (NEC) in accordance with the instructions of the Tender Offeror if the general meeting of shareholders of the Target Company is to be held on a date after the commencement date of settlement of the Tender Offer, with respect to which the record date is set on a date prior to the commencement date of settlement of the Tender Offer.
- g) The Tender Agreement (NEC) provides that (I) termination events may occur when: (i) NEC and the Tender Offeror agree in writing to terminate the Tender Agreement (NEC); (ii) the Tender Offeror withdraws the Tender Offer in accordance with the Act and other applicable laws and regulations; and (iii) NEC notifies the Tender Offeror in writing that it will tender its Shares Agreed to be Tendered (NEC) into the Counterparty Offer (NEC); and (II) termination events prior to the commencement of the Tender Offer may occur if: (i) any of the representations and warranties (Note 2) of the other party pursuant to the Tender Agreement (NEC) are found to be breached in any material respect, or if any of the obligations to be performed or complied with by the other party pursuant to the Tender Agreement (NEC) prior to the commencement date of the Tender Offer are found to be breached in any material respect, or (ii) bankruptcy proceedings are commenced or a petition is filed against the other party, or (iii) the Tender Offer is not commenced by June 10, 2025 (provided, however, non-commencement due to a reason attributable to the terminating party shall be excluded).

(Note 2) In the Tender Agreement (NEC), NEC represents and warrants as follows: (a) corporate existence and authority, (b) execution and performance of the Tender Agreement (NEC), (c) authorization and enforceability, (d) obtainment of licenses and permits, (e) absence of conflict with laws and regulations, (f) shareholding, (g) absence of relationship with antisocial forces, and (h) absence of bankruptcy proceedings, etc.

② Tender Agreement (SMFL)

The Tender Offeror has agreed in writing with SMFL (number of shares held: 2,514,834 shares; Ownership Ratio: 11.67%) that SMFL will tender into the Tender Offer the Shares Agreed to be Tendered (SMFL), which represent all of the Target Company Shares owned by SMFL. The outline of the Tender Agreement (SMFL) is as follows.

- a) For the purposes of the Tender Agreement (SMFL), preconditions to the tender by SMFL are set forth as follows: (i) the Tender Offer shall have been commenced and in accordance with the terms and conditions of the Tender Agreement (SMFL) and not subsequently withdrawn, (ii) the Target Company's board of directors shall not have passed a resolution expressing its opinion against the Tender Offer, (iii) no judicial, administrative or other body shall have issued a decision restricting or prohibiting the Tender Offer or the tender into the Tender Offer by SMFL, and there is no specific risk thereof, (iv) all of the representations and warranties (Note 1) of the Tender Offeror are true and correct in all material respects as of the execution date of the Tender Agreement (SMFL), as of the commencement date of the Tender Offer and as of the commencement date of settlement for the Tender Offer, (v) the Tender Offeror has performed and complied with all of its obligations to be performed or complied with by the commencement date of the Tender Offer pursuant to the Tender Agreement (SMFL) in all material respects, and (vi) there is no fact known to SMFL relating to material fact of the business of the Target Company or the fact concerning suspension of the Tender Offer for the Target Company Shares (as set forth in Article 167, Paragraph 2 of the Act) which has not been disclosed (as defined in Article 166, Paragraph 4 or Article 167, Paragraph 4 of the Act) by the Target Company. Provided, however, that SMFL may waive such preconditions at its own discretion.

(Note 1) In the Tender Agreement (SMFL), the Tender Offeror makes representations and warranties regarding (a) corporate existence and authority, (b) execution and performance of the Tender Agreement (SMFL), (c) authorization and enforceability, (d) obtainment of licenses and permits, (e) absence of conflict with laws and regulations, (f) funds, (g) absence of relationship with antisocial forces, and (h) absence of bankruptcy proceedings, etc.

- b) If a tender offer ("Counterparty Offer (SMFL)") to acquire a number of the Target Company Shares equal to or exceeding the maximum number of shares to be purchased (2,195,275 shares) at a purchase price ("Counterparty Offer Price (SMFL)") exceeding the Tender Offer Price from a person other than the Tender Offeror is commenced during the period from the date of execution of the Tender Agreement (SMFL) to the expiration date of the Tender Offer Period, SMFL may request the Tender Offeror to discuss changes to the Tender Offer Price provided that SMFL has not breached any of its obligations under the Tender Agreement (SMFL). Notwithstanding any other provisions of the Tender Agreement (SMFL), if the Tender Offeror does not change the Tender Offer Price to an amount exceeding the Counterparty Offer Price (SMFL) by the earlier of 5 business days from the date of such request or the business day immediately preceding the expiry date of the Tender Offer Period, whichever comes earlier, and the Target Company's board of directors does not adopt a resolution expressing its dissent to the Counterparty Offer (SMFL), SMFL may determine not to tender in the Tender Offer, withdraw from the Tender Offer, cancel the contract for the Shares Agreed to be Tendered (SMFL) effected by SMFL's tender in the Tender Offer, and tender the Shares Agreed to be Tendered into the Counterparty Offer (SMFL), without paying any damages, penalties or any other amounts and without being subject to any other obligations, burdens or conditions.
- c) SMFL shall not acquire, assign, transfer, succeed, provide as collateral or otherwise dispose of the Shares Agreed to be Tendered (SMFL) from the execution date of the Tender Agreement (SMFL) until the commencement date of settlement of the Tender Offer.
- d) From the date of execution of the Tender Agreement (SMFL) until the expiration date of the Tender Offer Period, SMFL shall not (i) engage in a Competing Transaction or an agreement related to a Competing Transaction, or directly or indirectly (ii) provide to any person other than the Tender Offeror any information concerning the Target Company group or any other information in connection with a Competing Transaction, or (iii) offer or solicit offers for, or enter into any discussions or negotiations relating to, a Competing Transaction (provided, however, if SMFL receives a proposal for a Competing Transaction from a third party other than the Tender Offeror without violating this provision, and SMFL finds that such proposal is a serious proposal and is reasonably expected to be commenced. From the date of execution of the Tender Agreement (SMFL) until the expiration date of the Tender Offer Period, if SMFL receives a proposal for a Competitive Transaction from a party other than the Tender Offeror or becomes aware of the existence of such proposal, SMFL shall promptly notify the Tender Offeror to that effect and the content of such proposal, and shall consult with the Tender Offeror in good faith regarding the response to such proposal).
- e) From the date of execution of the Tender Agreement (SMFL) to the expiration date of the Tender Offer Period, SMFL shall not, without the consent of the Tender Offeror, discuss with respect to a request to call a shareholders meeting of the Target Company.
- f) SMFL shall exercise the voting rights and other rights as shareholders relating to the Shares Agreed to be Tendered (SMFL) in accordance with the instructions of the Tender Offeror if the general meeting of shareholders of the Target Company is to be held on a date after the commencement date of settlement of the Tender Offer, with respect to which the record date is set on a date prior to the commencement date of settlement of the Tender Offer.
- g) The Tender Agreement (SMFL) provides that (I) termination events may occur when: (i) SMFL and the Tender Offeror agree in writing to terminate the Tender Agreement (SMFL), (ii) the Tender Offeror withdraws the Tender Offer in accordance with the Act and other applicable laws and regulations, and (iii) SMFL notifies the Tender Offeror in writing that it will tender its Shares Agreed to be Tendered (SMFL) into the Counterparty Offer (SMFL), and (II) termination events prior to the commencement of the Tender Offer may occur if: (i) any of the representations and warranties (Note 2) of the other party pursuant to the Tender Agreement (SMFL) are found to be breached in any material respect, or if any of the obligations to be performed or complied with by the other party pursuant to the Tender Agreement (SMFL) prior to the commencement date of the Tender Offer are found to be breached in any material respect, (ii) bankruptcy proceedings, etc. are commenced or a

petition is filed against the other party, (iii) the Tender Offer is not commenced by June 10, 2025 (provided, however, non-commencement due to a reason attributable to the terminating party shall be excluded), or (iv) the other party is found to have engaged in, or caused any officer or third party to engage in, any of the following acts with respect to the other party: (1) acts of violent demand, (2) acts of unreasonable demand that go beyond the limits of legal liability, (3) acts of threatening behavior or violence in relation to transactions with the other party, (4) acts of impairing the creditworthiness or interfering with the business of the other party by spreading rumors or using fraudulent means or force, or (5) any other acts similar thereto.

(Note 2) In the Tender Agreement (SMFL), SMFL represents and warrants as follows: (a) corporate existence and authority, (b) execution and performance of the Tender Agreement (SMFL), (c) authorization and enforceability, (d) obtainment of licenses and permits, (e) absence of conflict with laws and regulations, (f) shareholding, (g) absence of relationship with antisocial forces, and (h) absence of bankruptcy proceedings, etc.

2. Outline of the Purchase, etc.

(1) Outline of the Target Company

(1) Name	NEC Capital Solutions Limited		
(2) Location	15 -3, Konan 2-chome, Minato-ku, Tokyo		
(3) Title and name of representative	Masaaki Suganuma, Representative Director and President		
(4) Business Profile	Leasing for Information and Communication Equipment, Office Equipment, and other equipment and facilities, various financial services including loans to companies, and others		
(5) Amount of Capital	3,794 million yen (as of March 31, 2025)		
(6) Date of Incorporation	November 30, 1978		
(7) Large Shareholders and Shareholding Ratios (as of March 31, 2025)	SBI Shinsei Bank, Limited	33.29%	
	NEC Corporation	17.62%	
	Sumitomo Mitsui Finance and Leasing Company, Limited	11.67%	
	The Master Trust Bank of Japan, Ltd. (trust account)	6.04%	
	Custody Bank of Japan, Ltd. (trust account)	1.52%	
	SUMITOMO LIFE INSURANCE COMPANY	0.92%	
	DFA INTL SMALL CAP VALUE PORTFOLIO	0.76%	

(8) Relationship between the Tender Offeror and the Target Company

Capital relationship	The Tender Offeror owns 7,172,278 shares of the Target Company (Ownership Ratio: 33.29%) as of today.		
Personal Relationship	As of today, 2 of the 10 directors of the Target Company (Mr. Tsukasa Makizumi and Mr. Kojiro Taima) concurrently serve as employees of the Tender Offeror. In addition, 1 of the 10 directors of the Target Company (Mr. Shoichi Hirano) previously served at the Tender Offeror. As of today, 2 of the 4 corporate auditors of the Target Company (Mr. Toshiyuki Ito and Mr. Masaru Akatsuka) concurrently serve as employees of the Tender Offeror. In addition, 1 of the 4 corporate auditors of the Target Company (Mr. Kiyohiro Kiyotani) previously served at the Tender Offeror.		
Business Relationship	The Tender Offeror has business relationships with the Target Company such as loan disbursements and loan syndication transactions for real estate non-recourse loans.		
Related Party Status	The Target Company entered into the Business Alliance Agreement with the Tender Offeror on October 2, 2024. The Tender Offeror is a major shareholder, which is the largest shareholder of the Target Company, and "other affiliated company", and falls under a related party of the Target Company.		

Note: "(7) Large Shareholders and Shareholding Ratios (as of March 31, 2025)" is taken from the

information posted on the website of the Target Company
(<https://www.necap.co.jp/ir/shareinfo/ratio.html>).

(2) Schedule, etc.

① Schedule

Resolution Date of Board of Directors	Monday, May 26, 2025
Public Notice of Commencement of Tender Offer	Tuesday, May 27, 2025 Electronic public notice will be made, and such fact will be published in the Nihon Keizai Shimbun newspaper. (Electronic Public Notice URL: https://disclosure2.edinet-fsa.go.jp/)
Tender Offer Statement Submission Date	Tuesday, May 27, 2025

③ Period of Tender Offer at the Time of Submission of the Registration Statement
From May 27, 2025 (Tuesday) to June 23, 2025 (Monday) (20 business days)

③ Possibility of Extension at the Request of the Target Company

If the Target Company submits a Target Company's Position Statement stating that it requests an extension of the Tender Offer Period pursuant to Article 27-10, Paragraph 3 of the Act, the Tender Offer Period will be 30 business days and end on Monday July 7, 2025.

(3) Tender Offer Price

3,750 yen per ordinary share

(4) Basis of Calculation of the Tender Offer Price

① Basis of Calculation

Since the purpose of the Tender Offer is to acquire the Shares Planned to be Acquired from the Agreed Tendering Shareholders, the Tender Offeror has adopted a policy to determine the Tender Offer Price at a price that can be agreed upon by the Tender Offeror and the Agreed Tendering Shareholders.

The Tender Offeror believed that it would be desirable to discuss the Tender Offer Price, starting from the price agreed in October 2024 when the Tender Offeror acquired in a bilateral transaction the Target Company Shares from the Agreed Tendering Shareholders, and based on the average market price of the Target Company Shares over a certain period of time because it would limit the effects of temporary stock price fluctuations.

The Tender Offeror informed SMFL during the discussion with SMFL on May 1, 2025 that the Tender Offeror would like to consider the Tender Offer Price in the range of 3,700 yen to 3,800 yen by reference to the closing price on the business day before the announcement date of the Tender Offer, the average closing price over the most recent one-month period, three-month period, and six-month period and as of April 30, 2025, the average closing price over the most recent one-month period was 3,677 yen, 3,816 yen for the three-month period and 3,807 yen for the six-month period. On the other hand, SMFL indicated that the Tender Offer Price could not be lower than 3,750 yen which was applied on the sale-purchase transaction on October 2, 2024. Subsequently, during the discussion with SMFL on May 7, 2025, while SMFL did not indicate any particular average price, SMFL indicated its intention to discuss the Tender Offer Price in the range of 3,750 yen to 3,850 yen, taking into consideration the latest market share price as well as the latest one-month average closing price, latest three-month average closing price, and latest six-month average closing price. Furthermore, during the discussion with NEC on May 8, 2025, the Tender Offeror indicated its intention to discuss the Tender Offer Price in the range of 3,700 yen to 3,800 yen for the Reference Period by reference to the closing price on the business day before the announcement date of the Tender Offer, the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price, and as of April 30, 2025, the average closing price over the most recent one-month period was 3,677 yen, 3,816 yen for the three-month period and 3,807 yen for the six-month period. On the other hand, NEC indicated that the Tender Offer Price could not be lower than 3,750 yen which was applied on the sale-purchase transaction on October 2, 2024. Subsequently, on May 12, 2025, the Tender Offeror informed the Agreed Tendering Shareholders of its view that the discount rate would be approximately 4% as a guideline for the Tender Offeror, referring to the three tender

offers conducted after 2019 by parties other than the issuer whose share ownership exceeds one-third. Subsequently, during the discussion with NEC on May 14, 2025, while NEC did not indicate any particular average price, NEC indicated its intention to discuss the Tender Offer Price based on a range of 3,750 yen to 3,850 yen and the subsequent market share price based on the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. Furthermore, during the discussion with SMFL on May 14, 2025, while SMFL did not indicate any particular average price, SMFL again indicated its intention to discuss the Tender Offer Price based on a range of 3,750 yen to 3,850 yen and the subsequent market share price based on the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. The range of 3,750 yen to 3,850 yen proposed by the Agreed Tendering Shareholders was below 3,870 yen, the average closing price over the one-month period up to May 14, 2025, 3,843 yen, the average closing price over the three-month period, and 3,821 yen, the average closing price over the six-month period. Therefore, the Tender Offeror decided to consider the Tender Offer Price in the range of 3,750 yen to 3,850 yen. Subsequently, on May 23, 2025, the business day prior to the announcement date of the Tender Offer, the closing price on that day was 3,785 yen, the average closing price over the one-month period ended on that day was 3,889 yen, the average closing price over the three-month period ended on that day was 3,832 yen, and the average closing price over the six-month period ended on that day was 3,824 yen. Therefore, the Tender Offeror agreed with the Agreed Tendering Shareholders to set the Tender Offer Price at 3,750 yen.

For your information, the Tender Offer Price (3,750 yen) is the price with 0.92% discount to the closing price of 3,785 yen on the business day prior to the announcement date of the Tender Offer, 3.59% discount to the average closing price of 3,889 yen over the most recent one-month period to that date, 2.14% discount to the average closing price of 3,832 yen over the most recent three-month period to that date, and 1.92% discount to the average closing price of 3,824 yen over the most recent six-month period to that date.

The Tender Offeror has not obtained a valuation report or a fairness opinion related to the Target Company Shares from a third party calculation agent as it has decided to set the Tender Offer Price at the price agreed between the Tender Offeror and the Agreed Tendering Shareholders.

② Background of Calculation

The Tender Offeror believed that it would be desirable to discuss the Tender Offer Price, starting from the price agreed in October 2024 when the Tender Offeror acquired in a bilateral transaction the Target Company Shares from the Agreed Tendering Shareholders, and based on the average market price of the Target Company Shares over a certain period of time because it would limit the effects of temporary stock price fluctuations.

The Tender Offeror informed SMFL during the discussion with SMFL on May 1, 2025 that the Tender Offeror would like to consider the Tender Offer Price in the range of 3,700 yen to 3,800 yen by reference to the closing price on the business day before the announcement date of the Tender Offer, the average closing price over the most recent one-month period, three-month period, and six-month period and as of April 30, 2025, the average closing price over the most recent one-month period was 3,677 yen, 3,816 yen for the three-month period and 3,807 yen for the six-month period. On the other hand, SMFL indicated that the Tender Offer Price could not be lower than 3,750 yen which was applied on the sale-purchase transaction on October 2, 2024. Subsequently, during the discussion with SMFL on May 7, 2025, while SMFL did not indicate any particular average price, SMFL indicated its intention to discuss the Tender Offer Price in the range of 3,750 yen to 3,850 yen, taking into consideration the latest market share price as well as the latest one-month average closing price, latest three-month average closing price, and latest six-month average closing price. Furthermore, during the discussion with NEC on May 8, 2025, the Tender Offeror indicated its intention to discuss the Tender Offer Price in the range of 3,700 yen to 3,800 yen for the Reference Period by reference to the closing price on the business day before the announcement date of the Tender Offer, the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price, and as of April 30, 2025, the average closing price over the most recent one-month period was 3,677 yen, 3,816 yen for the three-month period and 3,807 yen for the six-month period. On the other hand, NEC indicated that the Tender Offer Price could not be lower than 3,750 yen which was applied on the sale-purchase transaction on October 2, 2024. Subsequently, on May 12, 2025, the Tender Offeror informed the Agreed Tendering Shareholders of its view that the discount rate would be approximately 4% as a guideline for the Tender Offeror, referring to the three tender offers conducted after 2019 by parties other than the issuer whose share ownership exceeds one-

third. Subsequently, during the discussion with NEC on May 14, 2025, while NEC did not indicate any particular average price, NEC indicated its intention to discuss the Tender Offer Price based on a range of 3,750 yen to 3,850 yen and the subsequent market share price based on the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. Furthermore, during the discussion with SMFL on May 14, 2025, while SMFL did not indicate any particular average price, SMFL again indicated its intention to discuss the Tender Offer Price based on a range of 3,750 yen to 3,850 yen and the subsequent market share price based on the latest one-month average closing price, the latest three-month average closing price, and the latest six-month average closing price. The range of 3,750 yen to 3,850 yen proposed by the Agreed Tendering Shareholders was below 3,870 yen, the average closing price over the one-month period up to May 14, 2025, 3,843 yen, the average closing price over the three-month period, and 3,821 yen, the average closing price over the six-month period. Therefore, the Tender Offeror decided to consider the Tender Offer Price in the range of 3,750 yen to 3,850 yen. Subsequently, on May 23, 2025, the business day prior to the announcement date of the Tender Offer, the closing price on that day was 3,785 yen, the average closing price over the one-month period ended on that day was 3,889 yen, the average closing price over the three-month period ended on that day was 3,832 yen, and the average closing price over the six-month period ended on that day was 3,824 yen. Therefore, the Tender Offeror agreed with the Agreed Tendering Shareholders to set the Tender Offer Price at 3,750 yen.

On May 23, 2025, the Tender Offeror informed the Target Company of the Tender Offer Price, and the Target Company replied that the Tender Offer Price would be discussed at the Target Company's board of directors' meeting scheduled to be held on May 26, 2025.

Subsequently, today the Tender Offeror received a report from the Target Company to the effect that a discussion on the Tender Offer Price was held at the Target Company's board of directors' meeting held on the same day, and that as the Tender Offer Price was a matter decided upon discussion between the Tender Offeror and the Agreed Tendering Shareholders, the Tender Offer Price had no impact on the Target Company's expression of opinion, and therefore, the Tender Offeror had no specific request to the Target Company with respect to the Tender Offer Price.

The Tender Offer Price was determined by negotiation between the Tender Offeror and the Agreed Tendering s¥Shareholders, and since the Tender Offeror did not receive any request from the Target Company to negotiate the Tender Offer Price, the Tender Offeror has not discussed or negotiated the Tender Offer Price with the Target Company in implementing the Tender Offer.

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

Type of Shares, etc.	Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
Common Stock	2,195,275 shares	N/A	2,195,275 shares
Total	2,195,275 shares	N/A	2,195,275 shares

(Note 1) If the total number of tendered shares exceeds the maximum number of shares to be purchased (2,195,275 shares), all or part of the exceeding portion will not be purchased, and transfer and other settlement procedures for purchase will be conducted according to the pro rata method prescribed in Article 27-13, paragraph 5 of the Act and Article 32 of the Cabinet Office Order.

(Note 2) Shares less than one unit are also subject to the Tender Offer. If a shareholder exercises his/her right to request purchase of shares less than one unit in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company may purchase the Target Company Shares during the Tender Offer Period in accordance with the procedures required by laws and regulations.

(Note 3) There is no plan to acquire treasury shares owned by the Target Company through the Tender Offer.

(6) Changes in Ownership Ratio of Shares through the Tender Offer

Number of voting rights represented by shares held by the Tender Offeror prior to the Tender Offer	71,722 units	(Ownership Ratio prior to the Tender Offer: 33.29%)
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Number of voting rights represented by shares held by the specially related parties prior to the Tender Offer	0 units	(Ownership Ratio prior to the Tender Offer: 0%)
Number of voting rights represented by shares held by the Tender Offeror after the Tender Offer	93,675 units	(Ownership Ratio after the Tender Offer: 43.48%)
Number of voting rights represented by shares held by the specially related parties after the Tender Offer	0 units	(Ownership Ratio after the Tender Offer: 0%)
Number of voting rights held by all the shareholders of the Target Company	215,436 units	

(Note 1) "Number of voting rights represented by shares held by the special related parties" indicates the total number of voting rights represented by shares held by each special related party; provided, however, that those who will be excluded from the special related parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance for the purpose of the calculation of the Ownership Ratio of shares under each Item of Article 27-2, Paragraph 1 of the Act, are excluded.

(Note 2) The "Number of voting rights held by all the shareholders of the Target Company" is the number of voting rights held by all the shareholders as of September 30, 2024 as stipulated in the Target Company's Semi-Annual Report; provided, however, in calculating the "Ownership Ratio after the Tender Offer", the number of voting rights (215,436 units) represented by the number of shares (21,543,699 shares) which is derived from the number of issued and existing shares (21,543,699 shares) as of March 31, 2025 as stated in the Financial Results of the Target Company less the sum of the treasury shares owned by the Target Company as of September 30, 2024 (793 shares) as stated in the Semi-Annual Report and the number of the Target Company Shares acquired by the Target Company upon request of holders of less than one unit shares during the period from October 2024 to March 31, 2025 (46 shares) as reported by the Target Company, is used as the "Number of voting rights held by all the shareholders of the Target Company".

(Note 3) "Ownership Ratio prior to the Tender Offer" and "Ownership Ratio after the Tender Offer" are rounded to the second decimal place.

(7) Purchase Price (scheduled)
8,232,281,250 yen

(Note) "Purchase Price" indicates the amount calculated by multiplying the number of shares to be purchased in the Tender Offer (2,195,275 shares) by the Tender Offer Price (3,750 yen).

(8) Settlement Method

① Name and location of head office of securities company, bank, etc. which settles purchase, etc.
SBI SECURITIES Co., Ltd. 1-6-1 Roppongi, Minato-ku, Tokyo

② Commencement date of settlement
Monday, June 30, 2025

④ Settlement Method

A notice of purchase, etc. through the Tender Offer will be mailed to the addresses or locations of shareholders tendering into the Tender Offer (In the case of a shareholder who is a resident of a foreign state (Including corporate shareholders; "foreign shareholders"), the address of the standing proxy) without delay after the end of the Tender Offer Period.

Purchases will be made in cash. The proceeds from the purchase of shares will be remitted by the Tender Offer Agent to the place designated by the tendering shareholders (or their standing proxies in the case of foreign shareholders) without delay after the commencement date of settlement in accordance with the instructions of the tendering shareholders (bank transfer fees may apply) or will be paid to the securities trading account opened by the Tender Offer Agent to

which the tenders were accepted by the Tender Offer Agent (hereinafter referred to as the "Account of the Tendering Shareholder").

④ Method of Returning Shares

If the Tender Offeror decides not to purchase all of the shares based on the conditions set forth in "① Existence and Details of Conditions Listed in Each Item of Article 27-13, Paragraph 4 of the Act" or "② Existence of Conditions for Withdrawal, etc. of the Tender Offer, as well as Details thereof and Method of Disclosure of Withdrawal" of "(9) Other Conditions and Methods of Purchase, etc." below, the shares that need to be returned will be returned without delay on or after the second business day following the last day of the Tender Offer Period (if the Tender Offer is withdrawn, the date of withdrawal) by returning them to the status of the account of the tendering shareholder opened with the Tender Offer Agent at the time when the tender was made.

(9) Other Conditions and Methods of Purchase, etc.

① Existence and Details of Conditions Listed in Each Item of Article 27-13, Paragraph 4 of the Act
If the total number of tendered shares exceeds the maximum number of shares to be purchased (2,195,275 shares), all or part of the exceeding portion will not be purchased, and transfer and other settlement procedures for the purchase of shares shall be conducted according to the pro rata method prescribed in Article 27-13, paragraph 5 of the Act and Article 32 of the Cabinet Office Order (If there is a portion of the number of shares less than one unit in each tendered shares, the number of shares to be purchased calculated on a pro rata basis shall not exceed the number of each tendered shares).

If the total number of shares to be purchased from each tendering shareholder, calculated by rounding up/down the number of shares less than one unit resulting from the pro rata method is less than the maximum number of shares to be purchased, the Tender Offeror will purchase additional one unit (up to the number of tendered shares, if the purchase of such additional one unit would result in exceeding the number of tendered shares) of tendered shares from each tendering shareholder in the order starting with the tendering shareholder whose number of shares that are rounded down as a result of rounding up/down is larger, up to the maximum number of shares to be purchased. However, if the number to purchase would exceed the maximum number of shares to be purchased if the purchase is made by this method from two or more tendering shareholders with the same number of shares rounded down, the shareholders who will sell such additional shares will be determined by a lottery among the tendering shareholders within a range not lower than the maximum number of shares to be purchased.

If the total number of shares to be purchased from each tendering shareholder calculated by rounding up/down the number of shares less than one unit resulting from the pro rata method exceeds the maximum number of shares to be purchased, the number of shares to be purchased shall be reduced by one unit (if the number of shares to be purchased calculated on a pro rata basis includes a portion of a number of shares less than one unit, such number of shares less than one unit) for each tendering shareholder in the order starting from the tendering shareholder with the largest number of shares rounded up as a result of rounding up/down to the nearest one unit, down to the maximum number of shares to be purchased. However, if the number of shares to be purchased is reduced below the maximum number of shares to be purchased by this method from two or more tendering shareholders with the same number of shares rounded up, the shareholder who will reduce the number of shares to be purchased will be determined by a lottery among the tendering shareholders within a range not lower than the maximum number of shares to be purchased.

② Existence of Conditions for Withdrawal, etc. of the Tender Offer, as well as Details thereof and Method of Disclosure of Withdrawal

If any of the events set forth in Article 14, Paragraph 1, Item 1 (a) to (j) and (m) to (t), Item 3 (a) to (h) and (j) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended; the "Cabinet Order"), and Paragraph 2, Item 3 to Item 6 of the same article occurs, the Tender Offeror may withdraw the Tender Offer. For your information, the "matters equivalent to those set forth in sub-paragraphs (a) to (f) of Article 14, paragraph 1, item i of the Cabinet Order" means (1) if the institution which is responsible for making decisions on the execution of the operations of the Target Company decides to (a) pay a dividend of surplus as of the record date which is prior to the commencement date of the settlement of the Tender Offer (excluding those for which the amount of money and other assets to be delivered to shareholders is expected to be less than the amount equivalent to 10% of the book value of the

non-consolidated net assets stated in the balance sheet as of the last day of the most recent fiscal year of the Target Company), or (b) pay a dividend of surplus as of the record date which is prior to the commencement date of the settlement of the Tender Offer without indicating the specific amount of dividend of surplus, and such dividend exceeds the amount equivalent to 10% of the book value of the net assets stated in the balance sheet of the Target Company on a non-consolidated basis as of the last day of the most recent fiscal year of the Target Company, or (2) if the institution which is responsible for making decisions on the execution of the operations of the Target Company decides to (a) acquire its own shares (excluding those for which the amount of money or other assets to be delivered in exchange for the acquisition of shares is expected to be less than the amount equivalent to 10% of the book value of the non-consolidated net assets listed in the balance sheet as of the last day of the most recent fiscal year of the Target Company), or (b) a decision is made to submit a proposal for the acquisition of own shares to the Target Company's general meeting of shareholders. "Facts equivalent to the facts listed in (a) through (i)" referred to in Article 14, Paragraph 1, Item 3 (j) of the Cabinet Order means the cases where it is found that the Statutory Disclosure Documents filed by the Target Company in the past contain false statements with respect to important matters or lack a statement on important matters that should be stated therein.

If the withdrawal is to be made, an electronic public notice shall be made and a notice to that effect shall be published in the Nihon Keizai Shimbun newspaper. However, if it is difficult to make the public notice by the last day of the Tender Offer Period, the public notice shall be made by the method prescribed in Article 20 of the Cabinet Office Ordinance and the public notice shall be given immediately thereafter.

③ Whether There Are Conditions for Reduction of the Tender Offer Price, the Details Thereof, and the Method of Disclosure of the Price Reduction

Pursuant to the provisions of Article 27-6, Paragraph 1, Item 1 of the Act, if the Target Company conducts any act set forth in Article 13, Paragraph 1 of the Cabinet Order during the Tender Offer Period, the price of purchase may be reduced in accordance with the standards set forth in Article 19, Paragraph 1 of the Cabinet Office Ordinance.

If the Tender Offeror intends to reduce the price of purchase, an electronic public notice will be given and a notice to that effect will be published in the Nihon Keizai Shimbun newspaper. However, if it is difficult to make a public notice by the last day of the Tender Offer Period, the public notice will be made by the method prescribed in Article 20 of the Cabinet Office Ordinance and the public notice will be given immediately thereafter.

If the price for purchase is reduced, the purchase of tendered shares prior to the date of the public notice will also be made at the reduced price for purchase.

④ Matters Concerning the Right to Cancel the Contract with Tendering Shareholders

The tendering shareholders may cancel the contract of the Tender Offer at any time during the Tender Offer Period. To cancel the contract, please enter necessary information from the Tender Offer Agent's website screen (<https://www.sbisec.co.jp>) or contact the Tender Offer Agent's customer service center (Telephone: 0800-222-2999 (toll-free)) by 3:30 PM on the last day of the Tender Offer Period.

In addition, if you cancel a contract that has been tendered via the head office or business office of the Tender Offer Agent or the respective branches of SBI MoneyPlaza Co., Ltd. ("Application Counter"; please refer to the Tender Offer Agent's website (<https://www.sbisec.co.jp>) or contact the Tender Offer Agent for details. The same shall apply hereinafter.) where the person in charge of the Tender Offer Agent is stationed, please deliver or send a document to the effect that you will cancel the contract of the Tender Offer ("Written Termination") by attaching the Tender Offer Application Form (if it has been delivered) to the head office or business office of the person designated below or the respective branches of SBI MoneyPlaza Co., Ltd., where the person in charge of the person designated below is stationed, by 9:00 AM on the last day of the Tender Offer Period. However, in the case of delivery, the cancellation document must reach the Application Counter by 9:00 AM on the last day of the Tender Offer Period.

Persons Authorized to Receive Written Termination

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

(Other business offices of SBI SECURITIES Co., Ltd. or each branch of SBI MoneyPlaza Co., Ltd. where the person in charge of SBI SECURITIES Co., Ltd. is stationed)

The Tender Offeror will not claim damages or penalties from the tendering shareholders in connection with the cancellation of the contract. The Tender Offeror will also bear the cost of returning the tendered shares. If you request the cancellation of shares, the tendered shares will be returned promptly after the completion of the procedure by the method described in "④ Method of Returning Shares" in "(8) Settlement Method" above.

(Note 1) Application Counter is as follows:

Head Office of the Tender Offer Agent

Business offices of the Tender Offer Agent:

Osaka Business Office, Nagoya Business Office, and Fukuoka Business Office

The business office of the Tender Offer Agent is located at the branch of SBI MoneyPlaza Co., Ltd. (Osaka Branch, Nagoya Branch, Fukuoka Branch).

The branch offices of SBI MoneyPlaza Co., Ltd., where the person in charge of the Tender Offer Agent is stationed.

Shinjuku Chuo Branch, Matsumoto Branch, Ina Branch,

Nagoya Branch, Osaka Branch, Fukuoka Branch, and Kagoshima-Chuo Branch

⑤ Method of Disclosure if Terms of the Tender Offer Have Been Changed

The Tender Offeror may make changes to the terms of the Tender Offer during the Tender Offer Period except as prohibited by Article 27-6, Paragraph 1 of the Act and Article 13 of the Cabinet Order.

In the case where the terms of the Tender Offer are to be changed, an electronic public notice shall be made regarding the details of such change and a notice to that effect shall be published in the Nihon Keizai Shimbun newspaper. However, if it is difficult to make the public notice by the last day of the Tender Offer Period, the public notice shall be made by the method prescribed in Article 20 of the Cabinet Office Ordinance and the public notice shall be given immediately thereafter. If the terms of the Tender Offer are changed, the shares tendered prior to the day on which the public notice is made will also be purchased under the changed terms of the Tender Offer.

⑥ Method of Disclosure If an Amended Statement Has Been Submitted

If the Tender Offeror submits an amended tender offer registration statement to the Director-General of the Kanto Local Finance Bureau (except for the cases set forth in the proviso to paragraph 11 of Article 27-8 of the Act), the Tender Offeror will immediately publish the content stated in the amended statement that pertains to the content stated in the public notice for the commencement of the tender offer by the method prescribed in Article 20 of the Cabinet Office Order. In addition, the Tender Offeror will immediately amend the Tender Offer Explanation and deliver the amended Tender Offer Explanation to the tendering shareholders, etc. to whom the Tender Offer Explanation has already been delivered. However, if the amendment is limited to a small scope, the amendment will be made by preparing a document stating the reason for the amendment, the amended matter and the content after the amendment and delivering the document to the tendering shareholders, etc.

⑦ Method of Disclosure of Results of Tender Offer

The results of the Tender Offer will be disclosed on the day following the last day of the Tender Offer Period in accordance with Article 9-4 of the Cabinet Order and Article 30-2 of the Cabinet Office Order.

⑧ Miscellaneous

The Tender Offer will not be made, directly or indirectly, in or to the U.S., or through the use of U.S. mail or other means of interstate commerce or international commerce (including but not limited to facsimile, e-mail, internet communication, telex and telephone), or through any U.S. stock exchange facility. The Tender Offer will not be accepted by any of the above means or facilities, or from within the U.S.

In addition, this press release or the related purchase documents may not be mailed or otherwise distributed in or to, or from, the U.S. No tender offer may be accepted in violation of the above restrictions directly or indirectly.

In accepting the Tender Offer, tendering shareholders, etc. (standing proxies in the case of foreign

shareholders) may be required to make the following representations and warranties to the Tender Offer Agent. The tendering shareholders, etc. are not located in the U.S. at the time of their acceptance of the Tender Offer and at the time of sending the tender offer application. It has not received or sent any information relating to the Tender Offer (including a copy thereof), directly or indirectly, in or to, or from, the U.S. It has not directly or indirectly used the US mail or any other method or means of interstate commerce or international commerce (including but not limited to facsimile, e-mail, internet communication, telex and telephone) or any stock exchange facility in the U.S. in connection with the Purchase or the execution of the Tender Offer. It is not an agent or a fiduciary acting without the discretionary authority of any other person (Unless such other party has given all instructions regarding the purchase from outside the U.S.).

(10) Public Notice of Commencement of Tender Offer
Tuesday, May 27, 2025

(11) Tender Offer Agent
SBI SECURITIES Co., Ltd. 1-6-1 Roppongi, Minato-ku, Tokyo

3. Policy after the Tender Offer and Future Outlook

(1) Policy after the Tender Offer

For the policy after the Tender Offer, please refer to "(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer", "(3) Plan to Acquire Additional Shares after the Completion of the Tender Offer" and "(4) Possibility and Reasons for Delisting" in "1. Purpose of the Tender Offer" above.

(2) Future outlook

The impact of the Tender Offer on the performance of the Tender Offeror is currently being reviewed. If any fact should be announced in the future, the Tender Offeror will promptly announce it.

4. Miscellaneous

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

According to the Target Company Press Release, the Target Company, at its board of directors meeting held today, resolved to express an opinion supporting the Tender Offer, to reserve the judgment of the Target Company as to the appropriateness of the Tender Offer Price, and to leave to the judgment of the Target Company's shareholders whether to tender in the Tender Offer or not. For details concerning decision making process of the Target Company, please refer to the Target Press Release and "② Process and Reasons Why the Target Company Agreed to the Tender Offer in Decision Making" in "(2) Background, Purpose and Decision Making Process of Implementing the Tender Offer and Management Policy after the Tender Offer" and "② A Approval of All of the Directors of the Target Company Who Have No Interest and an Opinion of All of the Company Auditors to the Effect That They Have No Objection" in "(5) Measures to Ensure the Fairness in the Tender Offer and to Avoid Conflicts of Interest" in "1. Purpose of the Tender Offer" above. In connection with the Tender Offer, the Tender Offeror has not agreed with the officers of the Target Company to provide any benefits to the officers of the Target Company.

(2) Any other information deemed necessary by the Investor for deciding whether to accept the Tender Offer

① Announcement of "[Summary] Consolidated Financial Results for the Year Ended March 31, 2025 [Japanese GAAP]"

The Target Company released its Summary of Financial Results on April 25, 2025. The outline based on this announcement is as follows. The content of the announcement has not been reviewed by an audit corporation during the period in accordance with the provisions of Article 193-2, Paragraph 1 of the Act. In addition, the following summary of the announcement is a partial excerpt from the content announced by the Target Company. Please refer to the content of the announcement for details.

(i) Status of Profit and Loss

Accounting period	Ended in March 2025
Sales	254,879 million yen

Cost of sales	225,218 million yen
Selling, general and administrative expenses	21,878 million yen
Non-operating income	2,179 million yen
Non-operating expenses	524 million yen
Net profit attributable to owners of parent	6,611 million yen

(ii) Status per share

Accounting period	Ended in March 2025
Net profit per share	306.98 yen
Dividend per share	75.00 yen

End

[U.S. Regulations]

The Tender Offer is for the common shares of the Target Company, a company incorporated in Japan. The Tender Offer is conducted in compliance with the procedures and information disclosure standards prescribed by the laws of Japan, and these procedures and standards are not necessarily the same as the procedures and information disclosure standards in the United States. In particular, Section 13 (e) or Section 14 (d) of Securities Exchange Act of 1934, as amended, of the United States of America and the rules and regulations thereunder do not apply to the Tender Offer and the Tender Offer is not in accordance with these procedures and standards. The financial information included in this press release and the reference documents to this press release has been prepared in accordance with Japanese accounting standards, which may differ materially from generally accepted accounting principles in the United States and other countries. In addition, because the Tender Offeror is a corporation incorporated outside the United States and some or all of its officers are not residents of the United States, it may be difficult to exercise rights or claims that may be asserted under U.S. securities laws. In addition, the Tender Offeror may not be able to commence legal proceedings against non-U.S. corporations and their officers in courts outside the United States based on violations of U.S. securities laws. In addition, non-U.S. corporations and their subsidiaries and affiliates may not have jurisdiction over U.S. courts.

All procedures relating to the Tender Offer will be conducted in Japanese unless otherwise stated. All or part of the documents relating to the Tender Offer will be prepared in English. If there is any discrepancy between the English documents and the Japanese documents, the Japanese documents will prevail.

The Tender Offeror and the Tender Offer Agent (including related parties and representatives thereof) may purchase Target Company Shares for its own account or for the account of its customers prior to the commencement of the Tender Offer or during the period of the Tender Offer in accordance with the requirements of Rule 14e-5 (b) of Securities Exchange Act Rules 1934 to the extent permitted by laws and regulations relating to financial instruments transactions of Japan and other applicable laws and regulations in the ordinary course of business and not by the Tender Offer. In such cases, Target Company Shares may be purchased and sold at market prices through market transactions or at prices determined through negotiations outside the market. If information on such purchase, etc. is disclosed in Japan, such information will also be disclosed in English on the English website of the person who made the relevant purchase or its related parties.

[Forecast]

Certain statements in this press release or the referenced documents in this press release contain forward-looking statements within the meaning of Section 27 A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Known and unknown risks, uncertainties and other factors could cause actual results to differ materially from those expressed or implied by such forward-looking statements. The Tender Offeror, the Target Company and their affiliates make no guarantees that the results expressed or implied by such forward-looking statements will be achieved. Forward-looking statements contained in this press release or in the reference documents to this press release are based on information possessed by the Tender Offeror or the Target Company as of the date of publication of this press release, and the Tender Offeror, the Target Company and their affiliates undertake no obligation to alter or amend such statements to reflect future events or circumstances, except as required by law.

[Solicitation Regulations]

This press release has not been prepared for the purpose of soliciting sales. Shareholders should carefully read the Tender Offer Explanation of the Tender Offer before making an offer to sell at their own discretion. This press release does not constitute, or form part of, an offer to sell or the solicitation of an offer to buy any security, and neither this press release (or any part of it) nor the fact of its distribution shall form the basis of, or may be relied upon in entering into, any agreement relating to the Tender Offer.

[Other countries]

In some jurisdictions, there may be legal restrictions on the announcement, publication or distribution of this press release. In such cases, be aware of and comply with those restrictions. The announcement, issuance or distribution of this press release shall not constitute an offer to purchase or solicitation of an offer to sell shares in connection with the Tender Offer, but shall be deemed to be distribution of materials for information only.

SBI Shinsei Bank is a leading diversified Japanese financial institution providing a wide range of financial products and services to both institutional and individual customers. The Bank has a network of outlets throughout Japan and is committed in its pursuit of uncompromising levels of integrity and transparency in all of its activities in order to earn the trust of its stakeholders, including customers, employees and shareholders. The Bank is committed to delivering long-term profit growth and sustainably increasing its corporate value for all its stakeholders. News and other information about SBI Shinsei Bank are available at <https://corp.sbishinseibank.co.jp/en/>.

For further information, please contact:
Sustainability and Communications Division
SBI Shinsei Bank, Limited (www.sbishinseibank.co.jp/english/)
SBIShinsei_PR@sbishinseibank.co.jp (Inquiry form for the media)