

June 25, 2026
SBI Holdings, Inc.
(TOKYO: 8473)

Notice Regarding Conclusion of Basic Agreement and Share Transfer Agreement for Acquisition of Shares of Bitbank, Inc. (to Make it a Wholly Owned Subsidiary)

SBI Holdings, Inc. (hereinafter “the Company”) hereby announces that, at a meeting of its Board of Directors held today, it resolved to enter into a basic agreement (hereinafter “the Basic Agreement”) with Bitbank, Inc. (CEO: Noriyuki Hirosue; hereinafter “Bitbank”), Mr. Noriyuki Hirosue, MIXI, Inc. and CERES INC. in connection with making Bitbank a wholly owned subsidiary through SBICAH GK (hereinafter “SBICAH”), a wholly owned subsidiary of the Company, and a series of related transactions (hereinafter “the Transaction”).

The Company also resolved, as part of the Transaction, to enter into a share transfer agreement (hereinafter “the Share Transfer Agreement”) with Mr. Noriyuki Hirosue and other individual shareholders, etc. regarding the acquisition of shares of Bitbank, and concluded the Basic Agreement and the Share Transfer Agreement as of today, as described below.

The execution of the Transaction is subject to clearance under the review of business combination by the Japan Fair Trade Commission and the satisfaction of other conditions precedent relating to the Transaction.

1. Reason for the share acquisition

The Company Group, which engages in crypto asset-related businesses in Japan and overseas, has been working, primarily through SBI VC Trade Co., Ltd., to strengthen its business foundation, expand products and services, broaden its customer base, and create Group-wide synergies in the domestic crypto asset exchange business. In addition to crypto assets, the Company Group is also working to create new business opportunities in the digital asset field, including stablecoins, and in the field of on-chain finance.

Bitbank operates the crypto asset exchange “bitbank” under its vision of realizing an open and fair society. Since its founding, Bitbank has maintained zero hacking incidents and leverages its robust security capabilities to provide services that customers can use with confidence, contributing to the spread of crypto assets and the development of the market.

By welcoming Bitbank into the Company Group, the Company Group will seek to mutually utilize the customer bases, service development capabilities, security and compliance frameworks, and management resources of both companies, to further enhance crypto asset trading services and expand new financial services utilizing stablecoins and other. Upon completion of the Transaction, based on a simple aggregation of the figures of SBI VC Trade and Bitbank as of April 30, 2026, the Company Group is expected to have approximately JPY 1.1 trillion in assets under custody and approximately 2.92 million crypto asset accounts. Among domestic crypto asset exchange service providers, the Company Group is expected to rank first in terms of assets under custody and to be among the top class in terms of number of accounts. The Company has determined that the Transaction is expected to maximize benefits for customers, fully realize group synergies, enhance the Company Group’s presence in the crypto asset and digital asset fields, and further strengthen the competitiveness and profitability of its crypto asset business. Accordingly, the Company has decided to conclude the Basic Agreement in order to execute the Transaction.

(Note) Assets under custody and number of accounts are based on a simple aggregation of figures for SBI VC Trade and Bitbank as of April 30, 2026. Rankings are based on publicly available materials of domestic crypto asset exchange service providers and research by SBI VC Trade, and include estimates.

2. Method of the change

The Company has entered into the Share Transfer Agreement with Mr. Noriyuki Hirosue and other individual shareholders, etc., and plans to acquire, through SBICAH, common shares of Bitbank for cash (hereinafter “the Share Transfer”). Following the Share Transfer, SBICAH plans to subscribe for a third-party allotment of new shares to be conducted by Bitbank with SBICAH as the allottee (hereinafter “the Capital Increase”).

Thereafter, Bitbank plans to use the funds raised through the Capital Increase to acquire all shares of Bitbank held by MIXI, Inc. and CERES INC. as treasury shares, and MIXI, Inc. and CERES INC. plan to accept such acquisition.

Upon completion of this series of transactions, the Transaction will be completed, and Bitbank is expected to become a wholly owned subsidiary of the Company (indirect ratio of voting rights held: 100.0%).

3. Overview of the company to become a subsidiary (Bitbank)

(1) Name	Bitbank, Inc.		
(2) Location	10F, Yaesu Central Tower, Tokyo Midtown Yaesu, 2-2-1 Yaesu, Chuo-ku, Tokyo		
(3) Job title and name of representative	CEO, Noriyuki Hirosue		
(4) Description of business	Crypto asset-related business		
(5) Share capital	JPY 8,709.42 million (including capital reserve)		
(6) Date of establishment	May 7, 2014		
(7) Major shareholders and shareholding ratios	Noriyuki Hirosue 30.86% MIXI, Inc. 26.22% CERES INC. 22.39% Others 20.53%		
(8) Relationship between the Company and the subject company	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Business relationship	Not applicable	
(9) Operating results and financial position for the last three years (non-consolidated) * (Unit: JPY million)			
As of / Fiscal year ended	December 31, 2023	December 31, 2024	December 31, 2025
Net assets	11,295	13,427	12,775
Total assets	279,385	672,205	605,330
Net assets per share (JPY)	55,488.80	91,118.38	76,376.65
Net sales	3,862	7,947	5,815
Operating income	700	2,799	-970
Ordinary income	719	2,905	-880
Net income	542	2,102	-696
Net income per share (JPY)	9,905.63	37,601.49	-12,005.00
Dividend per share (JPY)	—	—	—

* Bitbank has subsidiaries, etc.; however, as it does not prepare consolidated financial statements, the table above presents Bitbank's non-consolidated figures. The simple aggregate figures for Bitbank and its subsidiaries, etc. are provided below.

As of / Fiscal year ended	December 31, 2023	December 31, 2024	December 31, 2025
Net assets	11,364	13,668	13,037
Total assets	279,455	672,458	605,602
Net assets per share (JPY)	207,567.03	240,853.30	220,298.79
Net Sales	3,862	7,947	5,815
Operating income	687	2,769	-975
Ordinary income	706	2,875	-883
Net income	528	2,074	-700
Net income per share (JPY)	9,658.94	37,095.50	-12,084.88

4. Overview of the counterparty to the share acquisition

(1) Mr. Noriyuki Hirosue

(1) Name	Noriyuki Hirose	
(2) Address	Meguro-ku, Tokyo	
(3) Relationship between the Company and the individual	Capital relationship	N/A
	Personnel relationship	N/A
	Business relationship	N/A
	Related party status	N/A

(2) Other individual shareholders, etc.

Because the other counterparties are multiple individual shareholders, etc., and due to their request, their names and addresses are not disclosed. There are no capital, personnel or business relationships to be disclosed, nor any applicability as related parties, between the Company, the Company's related parties and affiliates, and such individual shareholders, etc.

(Note) Other individual shareholders, etc. include those who are expected to acquire shares in Bitbank by exercising share acquisition rights by the time the Share Transfer is executed.

5. Number of shares to be acquired, acquisition costs and shareholding before and after the acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0) (Ratio of voting rights held: 0%)
(2) Number of shares to be acquired through the Share Transfer	53,704 shares
(3) Number of shares to be acquired through the Capital Increase	48,952 shares
(4) Total acquisition cost (Note 1)	JPY 46.7 billion
(5) Number of shares held after the Share Transfer and the Capital Increase	102,656 shares (Number of voting rights: 102,656) (Ratio of voting rights held: 68.76%)
(6) Number of shares held after completion of the Transaction (Note 2)	102,656 shares (Number of voting rights: 102,656) (Ratio of voting rights indirectly held, excluding treasury shares: 100.0%)

(Note 1) The total acquisition cost stated above includes the acquisition cost for the Share Transfer and the payment amount for the Capital Increase.

(Note 2) The number of shares held and the ratio of voting rights held after completion of the Transaction are expected figures after completion of all of the Share Transfer, the Capital Increase, the acquisition by Bitbank of treasury shares from MIXI, Inc. and CERES INC., and other related transactions.

6. Schedule

(1) Date of Board of Directors resolution	June 25, 2026
(2) Date of conclusion of the Basic Agreement and the Share Transfer Agreement	June 25, 2026
(3) Execution date of the Share Transfer	In or around August 2026 (planned)
(4) Execution date of the Capital Increase	In or around October 2026 (planned)
(5) Execution date of acquisition of treasury shares by Bitbank	In or around October 2026 (planned)
(6) Completion date of the Transaction	In or around October 2026 (planned)

7. Future outlook



The impact of the Transaction on the Company's consolidated financial results for the fiscal year ending March 31, 2027 is expected to be minor. Should any matters requiring disclosure arise in the future, the Company will promptly make an announcement.

For further information, please contact:

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