

### **INTEGRATED REPORT 2022**

For the fiscal year ended March 31, 2022

**Digest Version** 

# **CEO Message**



We would like to express our sincere gratitude for your continued patronage.

The Shinsei Bank Group ("the Group") became a member of the SBI Group in December 2021 and launched a new management structure in February 2022. The Shinsei Bank Group formulated its new medium-term management plan, namely the "Medium-Term Vision of the Shinsei Bank Group" (the "Medium-Term Vision") regarding the future direction and growth strategy of the Group, which has entered into a new stage.

The Medium-Term Vision covers the three-year period from fiscal 2022 to fiscal 2024.

### Targets to be achieved in 3 years' time

# **1.** Achieve 70 billion yen of consolidated net income and establish a foundation for further growth

The new quantitative consolidated net income target of 70 billion yen for fiscal 2024 is a highly ambitious target, approximately 3.5 times compared with the result of 20.3 billion yen for fiscal 2021. As one of the new strategies, our financial targets under the Medium-Term Vision are to expand the number of customers, increase the balance of deposits to support growth and grow the operating assets balance, which are the foundation for sustainable revenue growth.

# 2. Evolve into a leading banking group providing pioneering and advanced finance

We aim to become a banking group that provides pioneering and advanced finance through providing our products and services with a sense of speed and entrepreneurial spirit ahead of others, and by aggressively using advanced technologies to achieve this target.

### 3. Show the path toward repayment of public funds

Regarding the repayment of public funds, which is one of the most important management issues for the Shinsei Bank Group, we will work together with the SBI Group to gain the understanding of the government and other stakeholders, premised on protecting minority shareholders, so that we can show the path and direction for the repayment of public funds over the next three years.

### Three core strategies

### Core Strategy 1: Pursue value co-creation inside and outside the Group

We have traditionally promoted collaboration with external partner companies. Going forward, we will expand the definition of "value co-creation" and promote it as an "open alliance," including "value co-creation with the SBI Group companies," "value co-creation within the Shinsei Bank Group," "value cocreation with companies outside the Group" and broadly defined nonorganic value co-creation via investments and M&As.



# **CEO Message**

# Core Strategy 2: Enhance the Group's strengths and realize a full range of service offerings

To deepen our strengths, we have been focusing on small-scale financing and business with institutional investors. In the future, we will add overseas business customers to this mix and enhance our expertise and deepen our experience as one of domains in which the Shinsei Bank Group possesses strengths.

Full range of service offerings will become a new concept in the Medium-Term Vision. By adding the products and services of the SBI Group and external partners to the offerings of products and services that the Shinsei Bank Group has long possessed, we will realize a full product offerings and maximize our ability to make proposals to customers and the added value that we provide to customers.

### Core Strategy 3: Achieve sustainability through business activities

What is most expected of the Group and requested by society is to repay public funds, and in order to realize the repayment, we are required to strengthen the earnings base and increase corporate value. For this reason, we have set the goal of achieving sustainability through our businesses. Within this context, we will put particular emphasis on our efforts to revitalize local communities.

# Management of conflict of interest and protecting the interests of minority shareholders

In March 2022, Shinsei Bank established the Parent Company Transaction Screening Committee to establish a management system to protect the interests of minority shareholders for transactions involving conflicts of interest or potential conflicts of interest between the parent company SBI Holdings and its group companies. The Committee is composed of all independent outside directors, and Audit & Supervisory Board members can attend and express their opinions. The Committee has established a system to verify and monitor the conflicts of interest and fairness of transactions with the SBI Group and whether these transactions

harm the interests of the Bank's minority shareholders.

### SBI Shinsei Bank Group

We plan to change our corporate name to SBI Shinsei Bank, Limited effective from January 2023. The new corporate name includes the advanced, innovative image of the SBI Group and the value as well as the existing culture and vision of the Shinsei Bank Group. It clearly demonstrates the true unity of the Shinsei Bank Group, and the SBI Group's strong commitment to the Bank both internally and externally. By thoroughly implementing the "Customer-centric Principle," we endeavor to achieve our Medium-Term Vision and sustainable growth.





# **Aiming to Strengthen Profitability**



### Maximize the synergistic effects

- The most important initiative is to leverage synergies by actively incorporating the financial ecosystems and functions based on the advanced technologies of the SBI Group and thoroughly utilizing them in the Shinsei Bank Group's businesses
- Joint projects are underway through 40 sub-committees to discuss and promote initiatives to generate synergies
- Established the Group Strategy Planning Division to promote initiatives to deepen cooperation within the SBI Group and the Bank Group, and the Business Co-Creation Division to handle collaboration functions with the SBI Group in the corporate business



# The Shinsei Bank Group, Now a Part of the SBI Group

## Initiatives for Regional Revitalization by the SBI Group and the Shinsei Bank Group

"The SBI Group and the Shinsei Bank Group" are aiming to provide financial products and services, as well as investment and financing opportunities to regional financial institutions that do not have sufficient management resources, mainly in the non-bank field. On the other hand, by earning fee and investment income from regional financial institutions, we aim to bring new profit opportunities to both organizations. At the same time, we aim to be directly involved in revitalizing regional economies.



### Unique products and services

The Shinsei Bank Group is a hybrid comprehensive financial group that is engaged in both bank and nonbank functions.

We became a part of the SBI Group in December 2021, and are now in the midst of actively incorporating the financial ecosystems and financial functions of the SBI Group and seeking to provide the products, services, and functions that customers truly want.



The Shinsei Bank Group has developed the Medium-Term Vision of the Shinsei Bank Group (the "Medium-Term Vision"), a medium-term business plan covering from fiscal 2022 to 2024 that is to be followed for the coming three years.

Based on the SBI Group's universally fundamental management viewpoint relating to business development, the Medium-Term Vision consists of three targets to be achieved in three years' time and three core strategies that enable the achievement of those goals of the Shinsei Bank Group, which joined the SBI Group in December 2021.

### **Medium-Term Vision**

(Targets to be achieved in three years' time)

- 1. Realize JPY 70 billion of consolidated net income and establish a foundation for further growth
- 2. Evolve into a leading banking group providing pioneering and advanced finance
- 3. Show the path toward repayment of public funds

### Strategies for achieving the Medium-Term Vision

# The SBI Group's universally fundamental management viewpoint relating to business construction

- 1. Adherence to the "Customer-centric Principle" Public benefits lead to private benefits -
- 2. Forming a "corporate ecosystem" and comprehensively pursuing Group synergies
- 3. Thorough devotion to innovative technology
- 4. Formulate and execute strategies encompassing anticipated challenges in the near future







Shinsei Bank

### Synergy effect with the SBI Group





### Governance

### Management of conflict of interest and protection of minority shareholders' rights

# Necessity and backdrop for strengthening corporate governance

- While business collaborations in various areas are progressing to deliver synergy effects with the SBI Group, in line with the response made toward DIC in November 2021, we are strongly required to give full consideration to benefits of minority shareholders, as a listed company
- Especially for important transactions, since complying with the arms' length principle\* is not sufficient in these cases, involvement of outside directors and verification of the transaction to be under reasonable terms are expected
- Under such circumstances, organize effective management structure centered on establishing the Parent Company Transaction Screening Committee to ensure management of conflict of interest and protection of Shinsei Bank's minority shareholders

### Establishment of the Parent Company Transaction Screening Committee

- Members
  - All outside directors as committee members and all Audit & Supervisory Board members as observers
- Transactions to be subjected

Transactions with the SBI Group, of which conflict of interest arises or potentially would arise

Roles of the committee

Examine the existence of conflict of interest in and fairness of the transaction, while validating and monitoring the transaction to ensure that it does not damage the interest of Shinsei Bank's minority shareholders

### Method of final approval

Conclusively resolve by the Board with the Parent Company Transaction Screening Committee's opinion, following the Committee's resolution The said Board resolutions will not involve Directors having close relationships with the SBI Group

\*Arms' length principle: Maintaining a certain and appropriate distance between the concerned parties who may have conflict of interest and taking an independent position.



# What the Shinsei Bank Group Wishes to Be [Individual Strategies]



### Hiroyuki Kagita Managing Executive Officer Head of Individual Business Shinsei Bank, Limited

Regarding the Individual Business carried out by the bank, we are focusing on increasing the number of customers, the scale of assets and transaction volume. as outlined in our Medium-Term Vision.

In the retail banking business, we began collaborating with SBI SECURITIES and commenced operating a joint outlet with SBI MONEY PLAZA from August 2022, to provide a full range of product and service offering. In addition to leveraging synergies with the SBI Group, Shinsei Bank will increase the number of customers and the assets under management by offering attractive transaction terms as well as highly convenient channels for customers, thoroughly implementing the "Customer-centric Principle."

Furthermore, in the housing loan business, we endeavor to significantly increase loan disbursements by developing competitive products and improving operational efficiency through cooperation with the SBI Group.

By increasing the volume of transactions, and improving the quality of our business operations, the individual business intends to contribute significantly in building a foundation for sustainable revenue growth of the Group.



Takayuki Shimada Representative Director, President and Chief Executive Officer (CEO) APLUS Co., Ltd.

APLUS offers shopping credit, credit cards and payment services, and has been building a stable business foundation through value co-creation with our business partners including merchants. In order to further grow, as a member of the SBI Group, we will thoroughly implement the "Customer-centric Principle" and expand the scale of our business by acquiring new credit card members and expanding transactions at merchants for shopping credits through synergies effectively utilizing the Group's functions.

APLUS' NEOBANK platform "BANKIT<sup>®</sup>," which can be implemented in two ways, namely, the white label offering launched using the partner's brand as well as the embedded type that provides features in existing customers' apps, which allows us to offer a diverse financial services to partner companies and regional financial institutions.



Junichi Kobayashi President and CEO Shinsei Financial Co., Ltd.

The unsecured personal loan business, mainly under the Lake ALSA brand, we aim to improve communication with customers using smartphone apps as the main customer touch point by enhancing UI/UX from the customers' viewpoint and thoroughly implementing the "Customer-centric Principle". At the same time, we are striving to strengthen cyber security and AML/CFT measures to provide more convenient, secure and safe loan products. In addition, we are targeting to increase the loan balance by enhancing our brand recognition using synergies with the SBI Group and accelerating the acquisition of new customers.

For the card-loan credit guarantee business offered to regional financial institutions and business corporations, we plan to expand the number of new alliance partners by utilizing the SBI Group's network and assist partner's businesses by providing our management support and business know-how, in order to accumulate credit guarantees loan balance. Furthermore, we will broaden the card-loan usage by our partners' customers by utilizing platforms provided by the Shinsei Bank Group, such as BANKIT<sup>®</sup>.

### **Individual Strategies: Individual Business**

### Summary

- Provide services that incorporate the customers' perspective by thoroughly implementing "Customer-centric Principle"
- Provision of full-range service offerings through cooperation with the SBI Group
- Offer services with high customer convenience by leveraging technologies

### Key individual strategies

### Small-scale finance

- Utilization of the SBI Group's customer base; improving the UI/UX; increasing the number of unsecured loan customers by enhancing brand recognition
- Expansion of credit guarantees business for regional financial institutions; strengthen cooperation in the retail unsecured loan business with business corporations
- Acquire new credit card members and expand the shopping credit customer base by utilizing functions and partners of the Group

### Retail banking

- Expansion of the customer base (number of accounts and deposits balance) through reciprocal customer transfer within the SBI Group and the Shinsei Bank Group
- Enhancement of service offerings liasing with the SBI Group
- Optimizing face-to-face channels (co-branches with the SBI Group) and sophistication of the online channel (apps)

### Housing-related loans

 Expansion of the customer base through provision of competitive products; streamlining the operations through cooperating with the SBI Group

# What the Shinsei Bank Group Wishes to Be [Individual Strategies]



Takahisa Komoda Managing Executive Officer Head of Institutional Business Shinsei Bank, Limited

In the Institutional Business, we are expanding our customer base by thoroughly implementing the "Customer-centric Principle," offering a full range of products through collaboration with the SBI Group. We are also focusing on further enhancing our strengths in businesses for institutional investors, and contributing to the revitalization of local economies and companies as a platformer for regional financial institutions.

Specifically, in addition to significantly increasing the deposits balance that underlies our transactions with customers, we endeavor to steadily make investments and provide loans to a wide range of customers, including venture companies, business corporations and owners, through mutual customer referrals with the SBI Group. Moreover, we aim to soundly expand the origination and distribution of structured finance as well as sustainable finance, in which we have strengths. Through these business activities, we aspire to become a leading banking group that provides pioneering and advanced finance as outlined in our Medium-Term Vision.



Shoichi Hirano President & CEO Showa Leasing Co., Ltd.

Based on our basic policy of "Be a Partner," by thoroughly implementing the "Customercentric Principle," we strive to be a "good partner" that co-creates a better society through close dialogues with our customers, especially small- and medium-sized enterprises. We support customers' capital investments by utilizing our leasing and installment sales capabilities and provide various financial solutions to resolve customers' management issues. While we position these businesses as our core domains that form the company's foundation, we also promote the specialty finance business, partnership business and asset business as our "three strategic business areas."

In addition to the knowledge we have cultivated related to "goods," we will leverage the advanced expertise of the Shinsei Bank Group in finance, the SBI Group's networks, services and cutting-edge technologies, as well as promote value co-creation with various alliance partners, including regional financial institutions, in order to realize customers' sustainability management and the promotion of DX.

### **Individual Strategies: Institutional Business**

### Summary

- Thorough pursuit of "Customer-centric Principle" and expansion of customer base
- Provision of full-range service offerings through cooperation with the SBI Group
- Further reinforce its strength in the institutional investors business
- Contribute to the revitalization of regional economies and enterprises as a platformer for regional financial institutions

### Key individual strategies

### Institutional investors

- Further strengthen the commitment to renewable energy sector; provide sustainable finance including those related to regional revitalization
- Increase in investment and loan opportunities through the SBI Group; strengthen the efforts of hybrid transactions
- Reform the framework of institutional investors business structures by utilizing the SBI Group's functions

### **Financial institutions**

- Enhance cooperation with regional financial institutions by leveraging networks and solutions of the SBI Group
- Meticulously respond to various needs of regional financial institutions (e.g., asset management, enhancement of their main businesses, reduction of risk assets and non-performing assets disposal) with sophisticated finance functions

### Business corporations

- By utilizing the SBI Group's customer base, broaden the network of startups and business owner customers along with the provision of venture debts
- Resolve the finance-related challenges faced by business corporations by leveraging Group companies' functions

# What the Shinsei Bank Group Wishes to Be [Individual Strategies]

In addition to expanding volume through mutual customer referrals within the SBI Group and within the Shinsei Bank Group, Further Accelerate Expansion of Product Lineup through Collaboration with the SBI Group Full business alliance with SBI Securities through financial product intermediation and banking agency **SHINSEI BANK** SBI証券 Commenced operations on August 9, 2022 Services to be provided Simultaneous account opening
 Sweep account linkage Credit card cumulative investment trusts Small trust beneficiary rights Fully automated AI investment "SBI Wrap" ...etc. Aiming to expand the customer base by building a highly convenient and seamless system for customers

The first joint store with SBI Money Plaza opened in the Ikebukuro Branch in August 18, 2022 to expand product lineup, including asset management products



# What the Shinsei Bank Group Wishes to Be [Individual Strategies]



In order to dramatically develop the initiatives for regional revitalization promoted by the SBI Group, the Shinsei Bank Group collaborates with the SBI Group to thoroughly promote the Triangle Strategy

- Utilize the network of regional financial institutions to collaborate to expand underwriting of new structured finance projects in the renewable energy, real estate, and healthcare areas
- APLUS to provide financial platform "BANKIT<sup>®</sup>" in order to upgrade the marketability of regional financial institutions, and Shinsei Financial to offer guarantees for pre-credit assessment



# What the Shinsei Bank Group Wishes to Be [Individual Strategies]

### Individual Strategies: Overseas Business

### Summary

- In the APAC region, creating the presence as a banking group with strengths in non-banking business via the provision of financial services leveraging FinTech
- Through cooperation with the SBI Group, cultivate the overseas business into one of the Shinsei Bank Group's primal businesses by expanding inorganic growth opportunities

### Key individual strategies

- APAC region as its main target market, conduct M&As centered on small-scale finance business in the non-bank sector; making inorganic investments by collaborating with the SBI Group
- Expand overseas businesses through investments and acquisitions by utilizing existing investee companies' platforms (includes raising the value of investee companies by leveraging SBI's overseas investees' organizational capabilities)
- By utilizing the expertise and investment base of the SBI Group, enhance our organizational capability through partnering with and investing in companies and financial institutions that will serve as a platform for digitalized businesses, as well as companies having excellent technologies and infrastructure (bring skills and business models back to Japan)
- In addition to cooperation and human resources exchange with the SBI Group's overseas bases, strengthen hiring and development of human resources that have sophisticated skills and experience

### Individual Strategies: Management Base

### Summary

- Reinforce organizational capabilities and strategically inject management resources through cooperation with the SBI Group
- Advance and diversify the management of marketable securities, as well as enhance risk management structures
- Examination of the International Financial Reporting Standards (IFRSs)
- Strengthen the compliance structure and cybersecurity measures

### Key individual strategies

### Management of marketable securities

- Advance and diversify the management of marketable securities by leveraging the SBI Group's know-how in order to gain stable revenue
- Build and operate risk management structures responding to the sophisticated and diversified management of marketable securities

### Human resources and general affairs

- Establish and operate new companies to improve operational efficiency by consolidating resources of the Shinsei Bank Group and the SBI Group (Place the right person in the right position; jointly conduct hiring and training activities; integrate general affairs; reduce system costs)
- Secure diverse resources through Diversity & Inclusion and work style reforms, human resources exchange with the SBI Group

### **Finance control**

Examine the IFRSs via coordination with the SBI Group

### Compliance

• Enhance cyber security measures, responses to money laundering regulations and monitoring structures through alignment with the SBI Group

# **Corporate Value Creation Mechanism**

Realize JPY 70 billion of consolidated<br/>net income and establish a foundation<br/>for further growthEvolve into a leading banking<br/>group providing pioneering and<br/>advanced financeShow the path toward repayment of<br/>public funds

### **Achieving the Medium-Term Vision**



### Universal Fundamentals of the SBI Group's Business Structure

- 1. Adherence to the "Customer-centric Principle"
  - Public benefits lead to private benefits -
- 2. Forming a "corporate ecosystem" and comprehensively pursuing Group synergies

- 3. Thorough devotion to innovative technology
- 4. Formulate and execute strategies encompassing anticipated challenges in the near future



# **Current Status of the Shinsei Bank Group** [Financial and Nonfinancial Highlights]

### **Financial Highlights**



The balance of operating assets increased, mainly in core business areas such as institutional investors business and small-scale finance

#### Common Equity Tier 1 Ratio (International Standard)



Despite an increase in risk assets due to an increase in the balance of operating assets in the focus areas, the capital ratio remains at a sufficient level due to the steady accumulation of profits.

#### Expenses / Expenses-to-Revenue Ratio (Management Accounting Basis)



While systems costs increased due to the new core banking system, the Shinsei Bank Group is working to reduce the expenses-torevenue ratio through the unified promotion of productivity reforms.

# ¥6.4 trillion

Stable deposits are mainly from individual customers, and the Bank maintains adequate deposit balances in both yen and foreign currencies

21

22

#### Total Revenue



We are committed to increasing stable revenue based on actual customer demand and improving the quality of revenue under the continuous monetary easing by BOJ's negative interest rate policy and an uncertain economic environment.

### Profit Attributable to Owners of the Parent

(Billions of yen) 75 -



Profit attributable to owners of parent was 20.3 billion yen, a decrease of 24.7 billion yen from the previous fiscal year due to a loss to prepare for the future growth and a large-scale credit provision

### **Nonfinancial Highlights**



Outside directors with diverse skills and expertise comprise the majority of the directors. The Bank has maintained this structure since it commenced operations.

#### Arrangement of Renewable Energy Project Finance



Since 2012, we have been expanding the base of domestic project finance investors and promoting syndication with regional financial institutions through project finance for renewable energy.

# 33.3%

Ratio of Female Executives

Four out of 12 executives are female



**Ratio of Female Managers** 



Recognizing that promoting the active participation of women is one of the most important issues in promoting diversity, we are developing an environment and implementing initiatives such as increasing the number of flexible workstyles and options for diverse careers so that women can continue to play an active role by leveraging the strengths and characteristics of each and every woman in every level and job category.

#### Number of Registered Side Work / Concurrent Work



To ensure more diversity in careers, we started allowing

employees to concurrently engage in personal business

(outsourcing, business start-up, company executive, etc.) or

work concurrently for another company in advance of other

domestic financial institutions

"MonevConnection®" Financial Literacy Program



Cumulative Number of Schools Where the Program Was Held (Left) Cumulative number of Student Participants (Right)

The Shinsei Bank Group considers the unemployment risk of younger people as a social issue and needs to be solved. We actively work on promoting and expanding MoneyConnection® a financial literacy program mainly targeted at high school students, aiming to help them gain accurate knowledge and an understanding of the concept of money.



# **Current Status of the Shinsei Bank Group** [Financial and Nonfinancial Highlights]



Note: The percentage figures do not add up to 100% due to the contribution of Corporate / Other.

# Major Businesses • Retail Banking Yen / foreign currency deposits, structured deposits, investment trusts, securities brokerage services (through a partner institution), life and nonlife insurance (through partner institutions),housing loans, provision of financial transactions and services for individuals • Shinsei Financial Unsecured loans and credit guarantees (Shinsei Financial, Shinsei Bank Card Loan L (former Shinsei Bank Lake), NOLOAN, Lake ALSA) • APLUS Shopping credit, credit cards, loans and payment services • Other Individual Business Other subsidiaries



Corporate Business	for corporations, public-sector entities and financial institutions, healthcare finance, trust banking				
<ul> <li>Structured Finance</li> </ul>	Real estate-related nonrecourse finance and corporate finance, project finance, specialty finance including M&A-related finance				
Principal     Transactions	Private equity, credit trading, business succession finance and asset- backed investment, etc.				
Showa Leasing	Financial products and services focused around lease finance				
<ul> <li>Markets Business</li> </ul>	Foreign exchange, derivatives, equity-related and other capital markets business				
<ul> <li>Other Global Markets Businesses</li> </ul>	Securities, asset management, wealth management				



# **Current Status of the Shinsei Bank Group** [Financial and Nonfinancial Highlights]

### **Individual Business**





### **Institutional Business**





Shopping Credit: A service that allows customers to pay for goods or services in installments without using a credit card. Unsecured Loan: A type of loan / product offered by financial institutions such as banks and consumer finance companies that enables a consumer to borrow without any collaterals. Structured Finance: Finance requiring special structures.

Private Equity: Privately placed shares and shares that are not traded in stock exchanges or over-the-counter markets. Derivative: A collective term referring to transactions that are derived from or linked to other underlying transactions such as interest rate, bond, foreign exchange and equity transactions.



# Pave the Way to Achieve What the Shinsei Bank Group Wishes to Be [Board of Directors, Audit & Supervisory Board Members]

### Board of Directors, Audit & Supervisory Board Members with a Full Diversity of Knowledge and Experience

The Board of Directors of Shinsei Bank is composed of five outside directors and four executive directors with extensive experience and highly specialized knowledge and is well balanced. In addition, it is composed with diversity including gender and generation.

### Diversified Experiences and Skills Required for Outside Directors

		HirofumiGomi	Katsuya Kawashima	Katsumi Hatao	Eisuke Terasawa	Yasuhiro Hayasaki	Ayumi Michi	Masahiro Terada	Kei Fujisaki	Yurina Takiguchi
Management Experience	Corporate/Association Management		0	0	0	0	0		0	
	Venture Management		0							
Financial Experience	Investment and Loans	0	0	0	0	0		0	0	
	Securities/Financial Market Business		0	0	0			0	0	
	Overseas Finance			0		0		0		
	Finance/Risk Management	0	0	0	0	0		0	0	
Other Necessary Experience	Consumer Business		0							
	Real Estate Business							0		
	Mass media									0
Comprehensive Knowledge on Management and Finance	Legal/Governance	0		0		0	0	0	0	
	IR/Public Relations									0
	Personnel Labor/Human Rights Protection			0			0	0		0
	Diversity						0			0
	Administration Bureau Experience	0				0				

### Audit & Supervisory Board Members' Skill Matrix

	Shinya Nagata		Miyuki Nakagawa	
Finance	0			
Financial Accounting	0	0		
Legal Affairs			0	

Ratio of Outside Directors on the Board of Directors

**55.6**%

HINSEI BANK

### Ratio of Female Board Members

**33.3%** 

# Pave the Way to Achieve What the Shinsei Bank Group Wishes to Be [Board of Directors, Audit & Supervisory Board Members]

### Directors



Hirofumi Gomi Chairman of the Board

### [Reasons for Nomination]

Mr. Hirofumi Gomi has served as Commissioner of the Financial Services Agency and held various other positions and has a broad experience in the financial sector in general.

In addition, he is familiar with management strategy, business revitalization, governance, and the like and is expected to contribute to the enhancement of the corporate value of the Bank.

February 2022 Chairman of the Board (Current)

[Status of Concurrent Position]

- · Outside Director, Aida Engineering, Ltd.
- Outside Director, Asteria Corporation
- Outside Director, Miroku Jyoho Service Co., Ltd.
- Outside Director, ZUU Co., Ltd.
- Special Guest Professor at Aoyama Gakuin University

Ownership: Common shares 0 Attendance rate: 100%



Katsuya Kawashima President and

Reappointed

Chief Executive Officer

### [Reasons for Nomination]

Mr. Katsuya Kawashima has many years of experience in the securities and banking industries and has held important positions in these industries. In addition to being familiar with the financial services business, he has extensive knowledge and broad experience in overall management and is expected to contribute to the enhancement of the corporate value of the Bank.

February 2022 Representative Director, President and CEO (Current) January 2022 Advisor

Ownership: Common shares 0

Attendance rate: 100%



Katsumi Hatao

Reappointed

### [Reasons for Nomination]

Mr. Katsumi Hatao has many years of business experience at banks in Japan and overseas and has held various important positions.

He has extensive knowledge and broad experience in financial services business and corporate management in Japan and overseas and is expected to contribute to the enhancement of the corporate value of the Bank.

April 2022 Director, Senior Managing Executive Officer, Assistant to the President, In charge of Group Treasury and Group Overseas Business (Current) February 2022 Director, Senior Managing Executive Officer January 2022 Advisor



Eisuke Terasawa

Reappointed



### [Reasons for Nomination]

Mr. Eisuke Terasawa has extensive knowledge and experience in overall banking business and has expertise particularly in corporate planning, organizational strategy and financial planning. He is also familiar with the Bank Group's business operational status through these business experiences, which is expected to contribute to the enhancement of the corporate value of the Bank.

June 2022 Director, Managing Executive Officer, In charge of Group Corporate Planning and Financing Facilitation, General Manager of Group Corporate Planning Division, General Manager of Office of Financing Facilitation Management (Current)

Ownership: Common shares 0 Attendance rate: 100% Ownership: Common shares 776 Attendance rate: –



Directors and Executive Officers

https://shinseibank.com/corporate/about/officers/



# Pave the Way to Achieve What the Shinsei Bank Group Wishes to Be [Board of Directors, Audit & Supervisory Board Members]

### **Outside Directors**



Reappointed

### Yasuhiro Hayasaki

Outside Director Chairperson, Nomination and Compensation Committee Chairperson, Parent Company Transaction Screening Committee

[Reasons for Nomination] Mr. Yasuhiro Hayasaki is asked to stand as an outside director in order to reflect in the Bank's management his experience and a wide range of knowledge in the field of finance, including a career at the Bank of Japan.

February 2022 Director, Shinsei Bank, Limited (Current)

 [Status of Concurrent Position]
 President, Ricoh Institute of Sustainability and Business, Ricoh Company, Ltd.

Ownership: Common shares 0 Attendance rate: 100%



Ayumi Michi Outside Director Nomination and Compensation Committee Member Parent Company Transaction

Screening Committee Member [Reasons for Nomination] Ms. Ayumi Michi is asked to stand as an outside director in order to reflect in the Bank's management her expertise and

experience as a lawyer as well as her broad knowledge in diversity, including gender.

February 2022 Director, Shinsei Bank, Limited (Current)

 [Status of Concurrent Position]
 Attorney at Law, Waseda University Legal Clinic Corporation

Ownership: Common shares 0

Attendance rate: 100%

Reappointed

### Masahiro Terada

Reappointed

Independent

Outside Director Nomination and Compensation Committee Member Parent Company Transaction Screening Committee Member

[Reasons for Nomination] Mr. Masahiro Terada is asked to stand as an outside director in order to reflect in the Bank's management his expertise and experience as a lawyer, as well as his experience such as an in-house attorney at a financial institution, an outside audit and supervisory board member at other companies.

February 2022 Director, Shinsei Bank, Limited (Current)

[Status of Concurrent Position]

 Partner, City-Yuwa Partners
 Supervisory Director, Ichigo Office REIT Investment Corporation

Ownership: Common shares 0 Attendance rate: 100%



Kei Fujisaki Outside Director Nomination and Compensation Committee Member Parent Company Transaction Screening Committee Member

[Reasons for Nomination] Mr. Kei Fujisaki is asked to stand as an outside director in order to reflect in the Bank's management his knowledge and experience in finance obtained by assuming key positions at financial institutions.

June 2022 Director, Shinsei Bank, Limited

[Status of Concurrent Position]

Ownership: Common shares 0

Attendance rate: -

(Current)



Yurina Takiguchi Outside Director Nomination and Compensation Committee Member Parent Company Transaction Screening Committee Member

[Reasons for Nomination] Ms. Yurina Takiguchi is asked to stand as an outside director in order to reflect in the Bank's management her extensive experience in mass media including anchoring economic TV programs.

June 2022 Director, Shinsei Bank, Limited (Current)

[Status of Concurrent Position]

 Advisory Board Member, School of Engineering, University of Tokyo

Ownership: Common shares 0 Attendance rate: –

Glossary &

& Directors and Executive Officers URL https://shinseibank.com/corporate/about/officers/



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# Pave the Way to Achieve What the Shinsei Bank Group Wishes to Be [Board of Directors, Audit & Supervisory Board Members]

Audit & Supervisory Board Member Outside Audit & Supervisory Board Members



### Shinya Nagata Audit & Supervisory Board

Member [Reasons for Nomination]

Mr. Shinya Nagata was asked to stand as an Audit & Supervisory Board member as he is suitable as a corporate auditor who can play a central role in all areas of corporate audit.

Through his long work experience at Shinsei Bank, Shinya Nagata has gained a deep understanding of the Group's businesses, and with his extensive knowledge and experience in finance and accounting, he is able to make useful remarks and suggestions at the Board of Directors meetings and the Audit & Supervisory Board meetings.

June 2012 Audit & Supervisory Board Member (Current) September 2010 Executive Officer



### Ikuko Akamatsu

Outside Audit & Supervisory Board Member

[Reasons for Nomination]

Ms. Ikuko Akamatsu was asked to stand as an outside Audit & Supervisory Board member to reflect in the Bank's audit operations, her expertise in compliance and governance, etc. and to take on the promotion of diversity, as well as for her professional knowledge and experience as a certified public accountant, a certified fraud examiner as well as extensive experience as a consultant based on the aforementioned expertise.

June 2019 Audit & Supervisory Board Member, Shinsei Bank, Limited (Current)

- [Status of Concurrent Position]
- Outside Director, TOP'S Inc.Board of Directors, The Japanese Institute of
- Certified Public Accountants

  Outside Audit & Supervisory Board Member,
- Toyo Seikan Group Holdings, Ltd. • Outside Director, Mitsubishi UFJ Securities Holdings Co., Ltd.



Independe

### Miyuki Nakagawa

Outside Audit & Supervisory Board Member

[Reasons for Nomination] Ms. Miyuki Nakagawa is asked to stand as an

Not initial and the second and a state to state as an outside Audit & Supervisory Board member in order to reflect in the Bank's audit operations her expertise and experience as a public prosecutor and lawyer, in particular her expertise in law and corporate governance and her extensive experience as outside director and outside Audit & Supervisory Board member at listed companies.

June 2022 Audit & Supervisory Board Member, Shinsei Bank, Limited (Current)

#### [Status of Concurrent Position]

- Attorney at Law, Kousui Law Office
- Professor, Chuo Law School, Chuo University
- Outside Director, NITTO KOGYO CORPORATION
- Outside Director, Nissan Chemical Corporation
- Outside Audit & Supervisory Board Member, FANCL CORPORATION

FA

Independent

Ownership: Common shares 3,244 Attendance rate: 100% Ownership: Common shares 0 Attendance rate: 100% Ownership: Common shares 0 Attendance rate: –



Directors and Executive Officers

https://shinseibank.com/corporate/about/officers/



# Pave the Way to Achieve What the Shinsei Bank Group Wishes to Be [Executive Officers]

### **Executive Officers (38)**

Hirofumi Gomi

Chairman

### Katsuya Kawashima

Representative Director President and Chief Executive Officer

### (Senior Managing Executive Officer)

### Katsumi Hatao

Director, Senior Managing Executive Officer, Assistant to the President, In charge of Group Treasury and Group Overseas Business

### Akira Hirasawa

Senior Managing Executive Officer, Overseeing Corporate Planning, Group Human Resources, Group Legal and Compliance, Group General Services, Group Risk and Group IT, Head of Operations Management

### Tsukasa Makizumi

Senior Managing Executive Officer, Head of Credit Risk Management

### Michiyuki Okano

Senior Managing Executive Officer, In charge of Group IT

### **Toichiro Shiomi**

Senior Managing Executive Officer, In charge of Group Risk

### (Managing Executive Officer)

### Kunimitsu Hayashi

Managing Executive Officer, In charge of Financial Institutional Business and Institutional Business

### Hiroyuki Kagita

Managing Executive Officer, In charge of Group Strategy Planning, Head of Individual Business

### Takahisa Komoda

Managing Executive Officer, In charge of Group Strategy Planning, Head of Institutional Business

### Hirofumi Kusakabe

Managing Executive Officer, Head of Group Structured Solution

### Masanori Matsubara

Managing Executive Officer, Group IT, Head of IT System

### Hiroki Otake

Managing Executive Officer, In charge of Retail Banking Business

### Kouichi Sawaji Managing Executive Officer, Group General

Service

### Eisuke Terasawa

Managing Executive Officer, In charge of Group Corporate Planning and Financing Facilitation, General Manager of Group Corporate Planning Division, General Manager of Office of Financing Facilitation Management

### (Executive Officer)

Hiroko Adachi Executive Officer, In charge of Financial Institutional Business and Institutional Business

Tomohiro Arimatsu Executive Officer, General Manager of

Structured Risk Management Division

Yasuhiro Fujiki Executive Officer, General Manager of Group Overseas Business Division

Koichi Hazama Executive Officer, General Manager of Shinjuku Financial Center

### Nanshu Ido

Executive Officer, General Manager of Information System Operation Division

Michihide Ito Executive Officer, In charge of Institutional Business

### Yukiko lwasaki

Executive Officer, General Manager of Institutional Business Operation Division, In charge of Group Institutional Business Planning Division (Secondary)

### Shinobu Jitsukawa

Executive Officer, In charge of Institutional Business Planning (Business Strategy)

### Kiminori Kakuno

Executive Officer, General Manager of Group Institutional Business Planning Division

Yuichiro Kawabe Executive Officer, General Manager of Project Finance Division

**Taichi Kawai** Executive Officer, In charge of Financial Institutional Business and Institutional Business, General Manager of Osaka Branch

Shuichi Kubo

Head of Group Internal Audit, General Manager of Group Internal Audit Division

### Takahiro Kubo

Executive Officer, In charge of Group Structured Solution and Institutional Business, General Manager of Healthcare Finance Division, Chairman of Shinsei Investment & Finance Limited

### Yuko Nagasawa

Executive Officer, General Manager of Sustainable Impact Development Division

### Junya Nakamura

Executive Officer, General Manager of Group Individual Business Planning Division

### Tomoko Ogawara

Executive Officer, In charge of Individual Business

### Chikara Oguni

Executive Officer, In charge of Institutional Business, General Manager of Markets Division

### Arimitsu Osato

Executive Officer, General Manager of Group Strategy Planning Division

### Kojiro Taima

Executive Officer, Group Legal and Compliance

### **Mitsuhiro Tomita**

Executive Director, In charge of Group Overseas Business and Group Strategy Planning (Equivalent to Executive Officer)

### Kenji Uesaka

Executive Officer, In charge of Group Structured Solution, Financial Sponsors and Institutional Business

Usei Yano Executive Officer, Group Human Resources

### Takahiro Yoshida

Executive Officer, In charge of Group Treasury

Note: Executive Officers are listed in alphabetical order.



# Pave the Way to Achieve What the Shinsei Bank Group Wishes to Be [Initiatives for Sustainability]

# The Shinsei Bank Group's Approach to Sustainability

Shinsei Bank Group ("The Group") creates a virtuous cycle in which we engage in businesses that help resolve customers' and society's environmental and social issues, gain the support of customers, achieve sustainable growth for the Group, and further contribute to the sustainability of the environment and society.

### Framework for Promoting Sustainability

We have appointed a chief sustainability officer (CSO) and established the Group Sustainability Committee as a framework for supervising and promoting sustainability. We have positioned this committee as one of the Group's most important committees, and it was developed to promote sustainability under the strong commitment of management. In addition, important topics related to sustainability management are discussed and reported to the Group Executive Committee. The Group Sustainability Committee is



also responsible for periodic reporting to the Board of Directors. In order to promote initiatives for sustainability as a group under this committee, we have established the Sustainability Planning Department of the Group Corporate Planning Division, which plans and oversees group-wide initiatives, the Sustainable Impact Development Division in the Institutional Business, and the Sustainability Promotion Department in Individual Business.





# **Initiatives for Climate Change Issues**

Shinsei Bank has endorsed the recommendations of the TCFD (Task Force on Climate-related Financial Disclosures).

### Governance

The Shinsei Bank Group strives to fulfill social responsibilities by contributing to building a sustainable society through its business and to acquire sustainable growth opportunities.

In the Group Sustainability Management Policy, we determine our policy for the global environment, including responses to climate change issues.

At the Group Sustainability Committee meetings, we discuss important sustainability issues, including responses to climate change issues, and then report to the Group Executive Committee. The Board of Directors receives regular reports, oversees and supervises group-level initiatives for climate change.

### **Risk Management**

### **Responsible Investment and Lending Policy**

In July 2021, the Shinsei Bank Group established the Responsible Investment and Lending Policy with the aim of upgrading its system for promoting responsible investment and financing. We regard business transactions with companies that do not give appropriate consideration to environmental and social issues as a management risk, and we prohibit or restrict transactions based on the recognition that there are serious risks to the environment and society with respect to investments and loans for some specific businesses.

From the perspective of responding to climate change, based on a precautionary approach, we will not make new investments and loans for the construction of new coal-fired thermal power plants, and we will reduce the amount of investments and loans for coal-fired thermal power plants.

### Adoption of the Poseidon Principles

In March 2021, Shinsei Bank signed the Poseidon Principles, established as a financial institution's initiative to address climate change risks in the shipping industry, as the fourth financial institution in Asia.

As a financial institution that proactively engages in vessel financing, Shinsei Bank will provide financial support for the transition to sustainability in the entire shipping industry as well as our customers while also committing to the Poseidon Principles, and manage the climate change risks associated with our business.

### **Strategy : Opportunities**

The Shinsei Bank Group recognizes that addressing global environmental issues such as climate change is one of the most crucial global challenges for realizing a sustainable society. We understand that this not only creates a business risk in the Group's sustainability management, but also provides a major business opportunity. Until now, we have engaged in investment and financing for projects and businesses that contribute to the improvement and resolution of environmental and social issues through project financing for renewable energy businesses and investment and financing for reducing environmental impact in ship financing. In addition, through scenario analysis in line with TCFD recommendations, we understand that this is a business opportunity as there is a growing need to supply fund for transition support for decarbonization in the short and medium term in relation to climate change countermeasures.

The Sustainable Impact Development Division, established within the Corporate Business Unit in fiscal 2019, collaborates with business-related departments to plan and promote sustainable finance as well as develop and supply investment products for institutional investors.

### Fiscal 2021 Achievements

Since 2012, Shinsei Bank has been promoting the origination of syndicated loans for renewable energy businesses such as solar, wind, and biomass, and working together with regional financial institutions to expand the spread of renewable energy. In fiscal 2021, we continued to strive proactively to promote project financing for solar power generation, wind power generation businesses, and financing for infrastructure investment corporations. By the end of March 2022, a total of nine loan projects (totaling JPY59.4 billion) were originated and executed as "Shinsei Green Loan" that conform to this framework. Going forward, we aim to create a larger circulation of funds by diversifying our distribution methods through syndication of "Shinsei Green Loan" and utilization of project bonds.

Furthermore, to proactively support the transition, which is a gradual transition toward decarbonization, among companies with high GHG emissions, we have formed a cross-functional transition task force and have begun dialogues with corporate customers, and have been promoting transition finance by grasping new business opportunities.

In vessel financing, we have been focusing on financing the installation of scrubbers and the introduction of dual-fuel engines that can also use LNG fuels. We will proactively consider initiatives for next-generation environmentally friendly vessels in the future and will support the transitions toward decarbonization.

### **Risk Awareness**

We believe that climate change will affect the Group's portfolio mainly through the following two routes.

#### **Physical risks:**

Direct impact from property destruction, etc. caused by weather events such as floods and storms, indirect impact such as global supply chain interruption and resource depletion.

### **Transition risks:**

Risks arising from the revaluation of financial assets with large GHG emissions as a result of the transition to a decarbonized economy.

### Targets for Contributing to a Decarbonized Society

Reducing GHG emissions to virtually zero by 2050 is a common global target. The Shinsei Bank Group will strive to reduce greenhouse gas emissions by itself, and as a financial institution, we will also strive to reduce greenhouse gas emissions by investees and lenders.

### **Metrics and Targets**

•Net zero GHG emissions from the Shinsei Bank Group's energy use by the end of fiscal 2030 •Net zero GHG emissions in the Shinsei Bank

Group's investment and loan portfolio by the end of fiscal 2050

•Zero loan balance for project finance for coalfired thermal power generation by the end of fiscal 2040

### GHG Emissions

Emissions data (fiscal year)	2020	2021	
CO₂ emissions (t)	13,981	13,043	
Electricity consumption (1000kWh)	29,210	28,218	

SHINSEI BANK

# **Participation in Initiatives / Awards and Accreditation**

#### ESG Index **Participation in Initiatives** Women's Empowerment FTSE Blossom Japan United Nations Principles for Financial Bloomberg Gender-Equality MSCI **Global Compact** Action for the 21st Century Principles (WEPs) Index Sector Relative Index **WE SUPPORT** GLOBAL COL In support of WOMEN'S Bloomberg **EMPOWERMENT** PFA 2021 CONSTITUENT MSCI JAPAN Gender-Equality PRINCIPLES **EMPOWERING WOMEN INDEX (WIN)** Index **Principles for Financial FTSE Blossom** Established by UN Women and the Action for the 21st Century 2022 UN Global Compact Office Japan Sector **Relative Index** Task Force on Climate-related THE INCLUSION OF SHINSEI BANK, LIMITED IN ANY MSCI INDEX, AND THE USE OF MSCI 30% Club Japan Equator Principles Financial Disclosures (TCFD) LOGOS, TRADEMARKS, SERVICE MARKS OR INDEX NAMES HEREIN, DO NOT CONSTITUTE A SPONSORSHIP, ENDORSEMENT OR PROMOTION OF SHINSEI BANK, LIMITED BY MSCI OR ANY OF ITS AFFILIATES. THE MSCI INDEXES ARE THE EXCLUSIVE PROPERTY OF MSCI. MSCI AND THE MSCI INDEX NAMES AND LOGOS ARE TRADEMARKS OR SERVICE MARKS **EQUATOR** PRINCIPLES CLIMATE-RELATED OF MSCI OR ITS AFFILIATES. GROWTH THROUGH DIVERSITY Awards and Accreditation CDP Semi-Nadeshiko Kurumin Japan Impact-driven Principles for The Poseidon Principles Responsible Banking Financing Initiative 。019年認定 る UN @ NADE SHI∰ N KO≧ N TCDP environment programme finance initiative インパクト志向金融宣言 POSEIDON DISCLOSER Japan Impact-driven Financing Initiative PRINCIPLES 2021 Principles for Responsible Banking Eruboshi Gan (cancer) Ally Award



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# **Network of Shinsei Bank Group**

[Shinsei Bank, APLUS, Showa Leasing, Lake ALSA]





Shinsei Bank Integrated Report



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### Disclaimer

- The preceding description of the Shinsei Bank Group's Medium-Term Strategies contains forward-looking statements regarding the intent, belief
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  current views with respect to future events that are subject to risks, uncertainties and assumptions. Should one or more of these risks or
  uncertainties materialize, or should underlying assumptions prove incorrect, our actual results may vary materially from those we currently
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