

(Translation)

The Bank assumes no responsibility for this translation or for direct, indirect or any other forms or damages arising from this translation.

[TRANSLATION]

## **Shinsei Bank, Limited**

TSE Stock code: 8303

### **Notice of the Extraordinary General Meeting of Shareholders**

**Date and Time:**

Tuesday, February 8, 2022 at 10:00 a.m.  
(Doors Open at 9:00 a.m.)

**Place:**

Grand Hall  
Nomura Conference Plaza Nihonbashi  
6th floor, Nihonbashi Nomura Building  
4-3 Nihonbashi-muromachi 2-chome  
Chuo-ku, Tokyo

**Agenda Item:**

Election of Seven (7) Directors

**Index:**

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*Please exercise your voting right by mail or via internet by the deadline in case you do not attend the meeting in person: Monday, February 7, 2022 by 5:00 p.m.*

[No gifts to shareholders will be given on the meeting day.](#)

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[TRANSLATION]

TSE Stock code: 8303  
January 19, 2022  
4-3 Nihonbashi-muromachi 2-chome, Chuo-ku, Tokyo  
Shinsei Bank, Limited

### **Notice of the Extraordinary General Meeting of Shareholders**

Dear Shareholders,

We are pleased to invite you to the Extraordinary General Meeting of Shareholders of Shinsei Bank, Limited ("the Bank"), which will be held as shown below.

We kindly ask you to exercise your voting right in advance, by returning the Voting Right Exercise Form to the Bank or by an electromagnetic method using the Internet, etc., and refrain from attending the meeting in person, from the viewpoint of preventing the spread of the Novel Coronavirus.

We encourage you to examine the accompanying reference materials below and exercise your voting right by using a method that is convenient to you. Please refer the "Instructions on Exercising Voting Rights, etc." carefully and exercise your voting right, using either method, so that your vote is received by 5:00 p.m. on Monday, February 7, 2022.

Yours faithfully,

Hideyuki Kudo  
Representative Director and President

#### Exercise of voting rights in writing via Voting Right Exercise Form



Please indicate your approval or disapproval for the agenda on the Voting Right Exercise Form enclosed herewith and send the Voting Right Exercise back to us (no postage is needed.)

Deadline: Monday, February 7, 2022 by 5:00 p.m.

#### Exercise of voting rights by Internet



Please refer page 3 and vote by: Monday, February 7, 2022 by 5:00 p.m.

#### If you attend the Meeting in person



Please submit to the receptionist the enclosed Voting Right Exercise Form while indicating your approval or disapproval for the agenda.

If you are not able to attend the meeting, you can designate another shareholder who is also eligible to vote at the meeting to vote on your behalf at the meeting. Please note, however, that a document must be submitted that provides evidence of this power of representation.

(Translation)

### **Description of the Meeting**

1. Date and Time: Tuesday, February 8, 2022 at 10:00 a.m.  
Doors Open at 9:00 a.m.
2. Place: Grand Hall, Nomura Conference Plaza Nihonbashi,  
6<sup>th</sup> floor, Nihonbashi Nomura Building  
4-3 Nihonbashi-muromachi 2-chome, Chuo-ku, Tokyo

No gifts to shareholders will be given on the meeting day.

3. Purposes:  
Matters to be voted on:  
Item : Election of Seven ( 7 ) Directors

END

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- If it becomes necessary for the Bank to make corrections to the Reference Materials for the General Meeting of Shareholders, the Bank will post these corrections on its website.
  - The information regarding the Extraordinary General Meeting of shareholders will be posted on;  
<https://www.shinseibank.com/corporate/en/stock/shareholdersmtg/>
  - We are planning to disclose the Extraordinary General Meeting of Shareholders by posting media file(s) on the Bank's website in order to enable shareholders who are unable to attend the meeting to view the images of the meeting (Japanese Only.) Images of individual shareholders who attend the meeting will not be shown.

The Bank's Website - <https://www.shinseibank.com>

To Institutional Investors;  
If you have applied in advance to use the electronic voting platform for institutional investors operated by ICJ Inc., you can exercise your voting rights from that platform.

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Please note that this is a translation of the original document and is provided for your reference only. Although this translation is intended to be complete and accurate, the original document in Japanese shall take precedence over this translation in case of any discrepancies between this translation and the original.

## Instructions on Exercising Voting Rights

### Exercise of voting rights by Internet

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Please access the website to exercise voting rights. (<https://www.web54.net>)  
Log on with your "Voting Rights Exercise Code" and password written on the Voting Right Exercise Form enclosed herewith to follow the instruction on the site for approval or disapproval.

**Deadline: Monday, February 7, 2022 by 5:00 p.m.**



※You may access the website via this bar-code if your cell phone is able to scan it. (Japanese Only)

### Procedures for Exercising Voting Rights via Internet

Please take note of the following instructions before exercising voting rights via Internet.

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1. Voting rights can be exercised via Internet only by accessing the following website for exercising voting rights from a personal computer or cell phone.

**Website for exercising voting rights: <https://www.web54.net>**

2. When exercising voting rights via the Internet, you must enter the "Voting Rights Exercise Code" and "Password", both of which are contained in the enclosed Form for Exercising Voting Rights. Please follow the instructions on the screen to vote in favor of or against the proposed items.

3. Shareholders may exercise their voting rights via the Internet **until 5:00 p.m. on Monday, February 7, 2022**. However, we urge shareholders to exercise their voting rights at their earliest convenience for the purpose of tallying all voting rights.

4. If you have cast your votes twice by using the Form for Exercising Voting Rights and via the Internet, the Bank will consider the vote cast via the Internet to be the valid vote.

5. If you have cast your votes more than once via Internet, the Bank will consider the vote last cast via the Internet to be the valid vote.

6. Any costs incurred to access the website for exercising voting rights, such as Internet connection costs payable to a provider or telecommunication fees (telephone charges, etc.) shall be borne by the shareholder exercising the voting rights.

### Inquiries concerning Exercising Voting Rights via the Internet

Please contact the following.

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Shareholder List Administrator:

Web Support, Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited.

**Hotline** 0120-652-031 (available from 9 a.m. to 9 p.m.)

**Other** 0120-782-031 (available from 9 a.m. to 5 p.m., except Saturdays, Sundays, and Holidays)

**inquires**

- In case that you have an account at a securities company, please consult with them directly.

- Any shareholder who had originally agreed to receive the notice of convocation by electromagnetic means, however, now wishes to request that the Form for Exercising Voting Rights, etc., including other written forms and documents, be delivered to him or her. In that case, please contact the Hotline above.

Material for Extraordinary General Meeting of Shareholders Agenda

**Agenda Item :**

**Election of Seven (7) Directors**

All seven (7) directors have offered to reign as Director at the termination of the Extraordinary General Meeting of Shareholders. We would like to seek an approval to elect seven (7) persons as Directors.

Career summary of the candidates is as follows.

The term of office of the Directors to be appointed will expire at the termination of the Bank's Annual General Meeting of Shareholders scheduled for June 2022.

	Name			Attendance rate of the Board of Directors
1	Katsuya Kawashima	Newly Appointed		-
2	Hirofumi Gomi	Newly Appointed		-
3	Katsumi Hatao	Newly Appointed		-
4	Yasuhiro Hayasaki	Newly Appointed	Outside Independent	-
5	Ayumi Michi	Newly Appointed	Outside Independent	-
6	Hiroko Sasaki	Reappointed	Outside Independent	5/5 (100%)
7	Masahiro Terada	Newly Appointed	Outside Independent	-

Reappointed Candidate for reappointed director  
 Newly appointed Candidate for newly appointed director  
 Outside Candidate for outside director  
 Independent Candidate for independent director

1

Name (Date of Birth)

Katsuya Kawashima (March 30, 1963)  
58 years old

Ownership ..... nil

Newly  
Appointed

[Personal History/Positions and Responsibilities in the Bank]

1985 Y 4 M Joined Nomura Securities Co., Ltd.  
 1995 Y 8 M Joined SOFTBANK CORP. (Predecessor of SoftBank Group Corp.)  
 1999 Y 7 M Director, SOFTBANK INVESTMENT CORPORATION (Predecessor of SBI Holdings, Inc.)  
 1999 Y 10M Representative Director and President, SOFTBANK FRONTIER SECURITIES CO., LTD. (Predecessor of SBI SECURITIES Co., Ltd.)  
 2000 Y 11M Representative Director and President, Softbank Finance Corp. (Predecessor of SoftBank Corp.)  
 2001 Y 3 M Representative Director and President, Morningstar Japan K.K.  
 2005 Y 12M Director, Senior Executive Vice President & COO, E\*TRADE SECURITIES Co., Ltd. (Predecessor of SBI SECURITIES Co., Ltd.)  
 2006 Y 4 M Deputy President, Sumishin SBI Net Bank Research Co., Ltd. (Predecessor of SBI Sumishin Net Bank, Ltd.)  
 2007 Y 9 M Deputy President and COO, SBI Sumishin Net Bank, Ltd.  
 2011 Y 8 M President, SBI Sumishin Net Bank, Ltd.  
 2014 Y 4 M Director, SBI Sumishin Net Bank, Ltd.  
 2014 Y 4 M Representative Director and President, SBI MONEY PLAZA Co., Ltd.  
 2014 Y 6 M Director, SBI SECURITIES Co., Ltd. (Current)  
 2014 Y 6 M Representative Director, Senior Executive Vice President & Co-COO, SBI Holdings, Inc.  
 2015 Y 4 M Director, SBI FINANCIAL SERVICES Co., Ltd. (Current)  
 2015 Y 4 M Representative Director and President, SBI Capital Management Co., Ltd. (Current)  
 2015 Y 4 M Representative Director and President of SBI Investment Co., Ltd. (Current)  
 2015 Y 9 M Director, SBI SAVINGS BANK (Current)  
 2017 Y 5 M Director, SBI Sumishin Net Bank, Ltd.  
 2018 Y 6 M Representative Director, Senior Executive Vice President & COO, SBI Holdings, Inc. (Current)  
 2018 Y 7 M Director, SBI NEO FINANCIAL SERVICES Co., Ltd. (Current)  
 2019 Y 2 M Representative Director and President, SBI Regional Business Investment Co., Ltd. (Current)  
 2019 Y 3 M Representative Director and President, Money Tap Co., Ltd. (Current)  
 2020 Y 7 M Director, SBI Regional Bank Holdings Co., Ltd. (Current)  
 2022 Y 1 M Advisor, Shinsei Bank, Limited (Current)

**Important status in other companies**

Representative Director, Senior Executive Vice President & COO, SBI Holdings, Inc.  
 Director, SBI SECURITIES Co., Ltd.  
 Director, SBI FINANCIAL SERVICES Co., Ltd.  
 Representative Director and President, SBI Capital Management Co., Ltd.  
 Representative Director and President, SBI Investment Co., Ltd.  
 Director, SBI SAVINGS BANK  
 Director, SBI NEO FINANCIAL SERVICES Co., Ltd.  
 Representative Director and President, SBI Regional Business Investment Co., Ltd.  
 Representative Director and President, Money Tap Co., Ltd.  
 Director, SBI Regional Bank Holdings Co., Ltd.

**Reasons for nominating each of the candidates for Director**

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. Therefore, the Bank has determined that he is suitable for the position of Director of the Bank, and hereby proposes his election.

2

Name (Date of Birth)

Hirofumi Gomi

(May 13, 1949)  
72 years old

Ownership ..... nil

Newly  
Appointed

[Personal History/Positions and Responsibilities in the Bank]

1972 Y 4 M Joined the Ministry of Finance (Okura-sho)  
(Predecessor of the Ministry of Finance (Zaimu-sho))

1996 Y 7 M Director, Research Division, Bank Bureau of the Ministry of Finance  
(Predecessor of the Ministry of Finance)

1998 Y 6 M Director-General of the Inspection Department, Financial Supervisory Agency  
(Predecessor of Financial Services Agency)

2000 Y 7 M Secretary-General of the Executive Bureau, Securities and Exchange Surveillance  
Commission, Financial Supervisory Agency

2001 Y 7 M Director-General of the Inspection Bureau, Financial Services Agency

2002 Y 7 M Director-General of the Supervisory Bureau, Financial Services Agency

2004 Y 7 M Commissioner, Financial Services Agency

2007 Y 10M Counselor, Nishimura & Asahi

2009 Y 10M CEO, PricewaterhouseCoopers Research Institute (Japan) Co., Ltd.  
(Predecessor of PwC Research Institute (Japan) LLC)

2009 Y 11M Special Guest Professor at Aoyama Gakuin University (Current)

2015 Y 2 M Senior Adviser, The Boston Consulting Group (Current)

2015 Y 6 M External Director, Aida Engineering, Ltd. (Current)

2016 Y 6 M Outside Director, Infoteria Corporation (Predecessor of Asteria Corporation) (Current)

2016 Y 6 M Outside Director, Miroku Jyoho Service Co., Ltd. (Current)

2017 Y 6 M Outside Director, SBI Holdings, Inc.

2019 Y 6 M Outside Director, ZUU Co., Ltd. (Current)

2020 Y 6 M Outside Director, THE FUKUSHIMA BANK, LTD.

**Important status in other companies**

Special Guest Professor at Aoyama Gakuin University  
Senior Adviser, The Boston Consulting Group  
External Director, Aida Engineering, Ltd.  
Outside Director, Asteria Corporation  
Outside Director, Miroku Jyoho Service Co., Ltd.  
Outside Director, ZUU Co., Ltd.

**Reasons for nominating each of the candidates for Director**

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. Therefore, the Bank has determined that he is suitable for the position of Director of the Bank, and hereby proposes his election.

3

Name (Date of Birth)

Katsumi Hatao

(September 12, 1957)  
64 years old

Ownership ..... nil

Newly  
Appointed

[Personal History/Positions and Responsibilities in the Bank]

1981 Y 4 M Joined The Bank of Tokyo (Predecessor of MUFG Bank, Ltd.)  
 1985 Y 4 M The Bank of Tokyo (Canada) Ltd., Toronto Main Office  
 1995 Y 4 M BOT International (Hong Kong) Ltd.  
 2004 Y 7 M Deputy General Manager, Corporate Planning Division, The Bank of Tokyo-Mitsubishi Ltd.  
 (Predecessor of MUFG Bank, Ltd.)  
 2006 Y 1 M Deputy General Manager, Personnel Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
 (Predecessor of MUFG Bank, Ltd.)  
 2007 Y 5 M Executive Officer and General Manager, Corporate Risk Management Division,  
 The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Predecessor of MUFG Bank, Ltd.)  
 2008 Y 4 M Executive Officer and General Manager, Global Planning Division, The Bank of  
 Tokyo-Mitsubishi UFJ, Ltd. (Predecessor of MUFG Bank, Ltd.)  
 2011 Y 5 M Managing Executive Officer, Deputy Chief Executive, Global Business Unit,  
 The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Predecessor of MUFG Bank, Ltd.)  
 2012 Y 5 M Managing Executive Officer, Chief Executive Officer for the United States,  
 The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Predecessor of MUFG Bank, Ltd.)  
 2013 Y 2 M Outside Director, CIMB Group Holdings Berhad  
 2014 Y 7 M Managing Executive Officer, Chief Executive Officer for the United States, MUFG Bank, Ltd.  
 President for the MUFG Union Bank, N.A  
 2015 Y 8 M Advisor, SOTSU CORPORATION  
 2017 Y 6 M Executive Officer, SBI Holdings, Inc. (Current)  
 2017 Y 10M Chairman of the Board of Directors, SBI Bank LLC (Russian Commercial Bank)  
 2022 Y 1 M Advisor, Shinsei Bank, Limited (Current)

**Important status in other companies**

Executive Officer, SBI Holdings, Inc.

**Reasons for nominating each of the candidates for Director and summary of his/her expected roles**

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. Therefore, the Bank has determined that he is suitable for the position of Director of the Bank, and hereby proposes his election.



4

Name (Date of Birth)

Yasuhiro  
Hayasaki

(January 14, 1961)  
61 years old

Ownership ..... nil

Newly  
Appointed

[Personal History/Positions and Responsibilities in the Bank]

Outside

Independent

1983 Y 4 M Joined the Bank of Japan  
2009 Y 5 M Deputy Director-General of Financial System and Bank Examination Department,  
the Bank of Japan  
2010 Y 8 M Deputy Commissioner for International Affairs, Financial Services Agency  
2010 Y 10M Vice-chair of the Executive Committee, International Association of Insurance Supervisors  
2012 Y 7 M Director General of Payment and Settlement Systems Department, the Bank of Japan  
2013 Y 5 M Director General of Internal Auditors' Office, the Bank of Japan  
2014 Y 6 M Director General of Personnel and Corporate Affairs Department, the Bank of Japan  
2015 Y 9 M Counsellor to the Board (global strategy), The Norinchukin Bank  
2021 Y 5 M Joined Ricoh Company, Ltd.  
2021 Y 6 M President, Ricoh Institute of Sustainability and Business (Current)

**Important status in other companies**

President, Ricoh Institute of Sustainability and Business

**Reasons for nominating each of the candidates for Director and summary of his/her expected roles**

Mr. Yasuhiro Hayasaki is asked to stand as a candidate for 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. In addition, after being elected, Mr. Hayasaki is expected to provide appropriate supervision and advice on the execution of business based on his experience and knowledge, especially from his expert perspective on financial administration and regulation, risk management, and economic analysis.

5

Name (Date of Birth)

Ayumi Michi

(January 16, 1966)  
56 years old

Ownership ..... nil

Newly Appointed
Outside
Independent

[Personal History/Positions and Responsibilities in the Bank]

1988 Y 4 M	Joined Nippon Telegraph and Telephone Corporation
1995 Y 4 M	Registered Tokyo Bar Association
1995 Y 4 M	Attorney at Law, Matsuo & Kosugi
2002 Y 2 M	Registered New York State Attorney
2008 Y 9 M	Visiting Professor, Waseda University Graduate School of Law
2009 Y 4 M	Professor, Waseda University Graduate School of Law (fixed term)
2009 Y 4 M	Attorney at Law, Waseda University Legal Clinic Corporation (Current)
2015 Y 10M	Deputy Secretary-General, Japan Federation of Bar Associations
2018 Y 4 M	Vice President, Tokyo Bar Association
2019 Y 4 M	Director General of the Headquarters, Japan Legal Support Center (Houterasu) (Current)

**Important status in other company**

Attorney at Law (Attorney at Law, Waseda University Legal Clinic Corporation)

Director General of the Headquarters, Japan Legal Support Center (scheduled end of term in March 2022)

**Reasons for nominating each of the candidates for Director and summary of his/her expected roles**

Ms. Ayumi Michi is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management her expertise and experience as a lawyer as well as her broad knowledge of diversity, including gender. After being elected, Ms. Michi is expected to contribute to the Bank's sustainability management by providing appropriate supervision and advice, etc. to the executive team from a viewpoint of diversity and general legal affairs, including civil and commercial matters, which are her areas of expertise.

Although Ms. Michi has not been involved in the management of a company in the past, we believe that she will be able to appropriately perform her duties as an outside director for the reasons stated above, as well as because of her extensive experience and knowledge as a lawyer, including her positions at a bar association and as the secretary-general of a nationwide organization.

6

Name (Date of Birth)

**Hiroko Sasaki** (October 29, 1973)  
48 years old

Ownership ..... Common Shares 1,960  
Tenure ..... 7 months  
Attendance rate of BoD ..... 5/5 (100%)

Reappointed

Outside

Independent

[Personal History/Positions and Responsibilities in the Bank]

1996 Y 4 M Joined the Bank of Japan  
2001 Y 4 M Joined McKinsey & Company, Inc.  
2006 Y 7 M Associate Principal, McKinsey & Company, Inc., tokyo office  
2009 Y 10 M Transformation Designer, Sony Corporation (Predecessor of Sony Group Corporation)  
2010 Y 10 M President & CEO, ChangeWAVE Inc. (Current)  
2016 Y 9 M President and CEO, Lyxis Co., Ltd. (Current)  
2021 Y 6 M Outside Director, Shinsei Bank, Limited (Current)  
2021 Y 6 M Outside Director, UT Group Co., Ltd. (Current)

**Important status in other companies**

President and CEO, Lyxis Co., Ltd.  
President & CEO, ChangeWAVE Inc.  
Outside Director, UT Group Co., Ltd.

**Reasons for nominating each of the candidates for Director and summary of his/her expected roles**

Ms. Hiroko Sasaki is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management her knowledge and experience at a financial institution, consulting firm and in the elderly business, as well as her expertise as a venture company manager, and to add gender and generation diversity to the Board of Directors. After being elected, Ms. Sasaki is expected to contribute to the Bank's sustainability management by providing appropriate supervision and advice, etc. to the executive team from a viewpoint of a venture company manager and from the perspectives of solving social issues and gender and generation diversity.

7

Name (Date of Birth)

Masahiro Terada (May 7, 1968)  
53 years old

Ownership .....nil

Newly Appointed
Outside
Independent

[Personal History/Positions and Responsibilities in the Bank]

1996 Y 4 M	Registered Tokyo Daini Bar Association
1998 Y 5 M	In-house Attorney, Daiwa Securities Co., Ltd. (Predecessor of Daiwa Securities Group Inc.)
2000 Y 5 M	In-house Attorney, Morgan Stanley Japan Limited (Predecessor of Morgan Stanley MUFG Securities Co., Ltd.)
2005 Y 1 M	Partner, City-Yuwa Partners (Current)
2012 Y 10M	Supervisory Director, Ichigo Real Estate Investment Corporation (Predecessor of Ichigo Office REIT Investment Corporation) (Current)
2016 Y 8 M	Outside Audit & Supervisory Board Member, Nissen Holdings Co., Ltd.

**Important status in other companies**

Attorney at Law ( Partner, City-Yuwa Partners)

Supervisory Director, Ichigo Office REIT Investment Corporation

**Reasons for nominating each of the candidates for Director and summary of his/her expected roles**

Mr. Masahiro Terada is asked to stand as a candidate for Outside Director in order to reflect in the Bank's management his expertise and experience as a lawyer, as well as his experience as an in-house attorney at a financial institution and as an outside audit & supervisory board member etc. at other companies. After being elected, Mr. Terada is expected to provide appropriate supervision and advice, etc. to the executive team based on his extensive knowledge in his areas of expertise, such as structured finance, corporate governance, and compliance.

Although he has not been involved in the management of a company in the past other than as an outside director or outside audit & supervisory board member, the Bank believes that he will be able to appropriately perform his duties as an outside director due to his extensive experience and knowledge as a lawyer, in addition to the reasons stated above.

## Notes.

- The attendance rate to Board of Directors Meetings indicates the attendance rate to Meetings held during the period from the end of the Annual Meeting of Shareholders held in June 2021 to December 31, 2021.
- Those positions or posts of candidates for Directors without "Current" in their "Personal History/Positions and Responsibilities in the Bank" section are positions or posts from which the candidate has already retired.
- Among the candidates for Directors, Mr. Katsuya Kawashima, Mr. Hirofumi Gomi and Mr. Katsumi Hatao will be elected as Executive Directors at the Board of Directors meeting to be held after this General Meeting of Shareholders. They have the knowledge and experience to be able to carry out business management of a bank appropriately, fairly and efficiently.
- Mr. Katsuya Kawashima, a candidate for Director, is concurrently serving as Executive Officer of SBI Holdings, Inc., the parent company of the Bank, and its subsidiaries; SBI SECURITIES Co., Ltd., SBI FINANCIAL SERVICES Co., Ltd., SBI Capital Management Co., Ltd., SBI Investment Co., Ltd., SBI SAVINGS BANK, SBI NEO FINANCIAL SERVICES Co., Ltd., SBI Regional Business Investment Co., Ltd., Money Tap Co., Ltd., and SBI Regional Bank Holdings, Co., Ltd., and his positions and responsibilities at these companies are described in "Personal History/Positions and Responsibilities in the Bank."  
In addition, he concurrently serves as an executive officer of the following subsidiaries of the parent company of the Bank other than those listed in "Personal History/Positions and Responsibilities in the Bank."  
SBI-HIKARI P.E. Co., Ltd. (Director),  
SBI Regional Revitalization Advisory Co., Ltd. (Representative Director)  
Strategic Business Innovator Berlin GmbH (Managing Director),  
SBI JI Innovation Partners Ltd. (Director),  
SBI JI Innovation Partners II, Ltd. (Director),  
SBI Leasing Services Co., Ltd. (Director),

SBI regional activation support Co., Ltd. (Representative Director),  
SBI Regional Revitalization Investment And Lending Co., Ltd. (Representative Director),  
SBI Crypto Investment Co., Ltd. (Director),  
SBI RI Partners, Ltd. (Director),  
SBI University Startup Incubator Co., Ltd. (Representative Director) and  
SBI Capital Co., Ltd. (Director).

Although his positions and responsibilities at these companies for the past 10 years are described in “Personal History/Positions and Responsibilities in the Bank”, he also served as an executive officer of the following subsidiaries of the Bank’s parent company, other than those listed in the “Personal History/Positions and Responsibilities in the Bank.”

SBI Incubation Co., Ltd. (Director) and  
SBI CAPITAL Co., Ltd. (Director)

Mr. Kawashima is scheduled to retire from all of his current positions by the date of this Extraordinary General Meeting of Shareholders.

Mr. Katsumi Hatao, a candidate for Director, is concurrently serving as Executive Officer of SBI Holdings, Inc., the parent company of the Bank. His positions and responsibilities are described in “Personal History/Positions and Responsibilities in the Bank.” His status for the past 10 years is also described in the same section.

Mr. Hatao is scheduled to retire from his current positions by the date of this Extraordinary General Meeting of Shareholders.

5. Special interests between Shinsei Bank, Limited (hereinafter, “the Bank”) and a candidate:

- ① Mr. Katsuya Kawashima is a representative director or a director of SBI SECURITIES Co., Ltd., SBI Investment Co., Ltd., SBI-HIKARI P.E. Co., Ltd., SBI Regional Revitalization Advisory Co., Ltd., SBI Regional Business Investment Co., Ltd., SBI regional activation support Co., Ltd., SBI Regional Revitalization Investment And Lending Co., Ltd. and SBI University Startup Incubator Co., Ltd. which have engaged in businesses that compete with the Bank. In addition, SBI Holdings, Inc., which he represents, has loan and deposit transactions with the Bank, and the Bank has invested in FinTech Business Innovation Investment Limited Partnership, SBI AI & Blockchain Investment Limited Partnership and SBI 4&5 Investment Limited Partnership established by SBI Investment, Inc. and holds shares of Money Tap Co., Ltd. As he is scheduled to retire from all of his positions at these companies by the date of this Extraordinary General Meeting of Shareholders, we believe that no special interest relationship will arise between him and the Bank.
- ② Ms. Hiroko Sasaki assumed the office of Senior Advisor of the Bank as of April 15, 2021, but the Bank judges that she is not an “employee” stipulated in the Article 2, Item 15-A of the Corporation Act because she provided advice for the Bank’s management under an advisory agreement. Moreover, the agreement does not have any impact on her independence since it was terminated at the end of our Annual General Meeting of Shareholders for the 21<sup>st</sup> term held on June 23, 2021 and annualized total compensation during the agreement period is less than 10 million yen.

No special interests exist between any of the other candidates for Directors and the Bank.

6. Overview of the contents of the Agreement for Limitations on Liability concluded with Directors:

Ms. Hiroko Sasaki among candidates for Directors has concluded an Agreement for Limitations on Liability with the Bank under Article 427, Paragraph 1 of the Corporation Act. Under this agreement, liability of each of the Directors for any damage caused through neglect of their duties and responsibilities shall be limited. If the Bank suffers damage as a result of such neglect, the Outside Directors shall be liable up to the lowest maximum liability provided for in Article 425, Paragraph 1 of the Corporation Act, provided that there should be no willful misconduct or gross negligence involved in their duties and responsibilities. If the above-mentioned candidate is re-elected as Director, the Bank will continue the said Agreement for Limitations on Liability with her.

The candidates for new Outside Directors, Mr. Yasuhiro Hayasaki, Ms. Ayumi Michi and Mr. Masahiro Terada, once elected as Director, will conclude with the Bank an Agreement for Limitations on Liability with the same conditions as mentioned above.

7. The Bank has concluded with an insurance company a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Corporation Act, with all Directors and Audit & Supervisory Board Members of the Bank and all of its subsidiaries as insureds. If the election of the candidates is approved, all elected Directors will be the insureds of the insurance contract.

According to the summary of the insurance contract, the insureds will be compensated for damages and litigation costs that may be incurred by the insureds when they are held liable for the performance of their duties or are

charged about such liability. The insurance premium is not paid by the insureds but is fully paid by the Bank. The insurance contract has certain exemptions, including that no compensation will be paid for damage caused by an illegal action taken with the knowledge that it violates laws and regulations, so that the appropriateness of the execution of duties will not be impaired. In addition, an appropriate limit is set on the amount of insurance payment.

8. The following persons are candidates for Outside Directors:  
Mr. Yasuhiro Hayasaki, Ms. Ayumi Michi, Ms. Hiroko Sasaki and Mr. Masahiro Terada.
9. The registered name of Ms. Ayumi Michi is “Ayumi Kodama”.
10. Matters concerning candidates for Outside Directors:
  - (1) ***Violation of laws or articles of incorporation or other unjust business execution by the relevant joint stock company (kabushiki-kaisha) during the most recent term of office of the Outside Director candidate in the joint stock company, as well as actions actually taken by the Outside Director candidate to prevent recurrence of such violation and subsequent countermeasures taken by him/her.***  
Not applicable.
  - (2) ***If a candidate for Outside Director had been a Statutory Executive Officer, a Director, or an Auditor in other joint stock companies (kabushiki-kaisha) in the last five years, the fact (if any) of violation of laws or articles of incorporation or other unjust business execution by the relevant joint stock company during his/her term of office in the company, as well as actions actually taken by the relevant candidate to prevent a recurrence of this violation and subsequent countermeasures taken by him/her.***  
Not applicable.
  - (3) ***The number of years since candidates for Outside Directors who are currently Outside Directors became Outside Directors and Audit Supervisory Board Members:***  
As of the end of this Extraordinary General Meeting of Shareholders, Ms. Hiroko Sasaki will have been an Outside Director for seven months.
11. The Bank has submitted to the Tokyo Stock Exchange, Inc. an “independent director statement” (*dokuritsu-yakuin todokede-sho*) that Ms. Hiroko Sasaki is an independent director (*dokuritsu-yakuin*). In addition, the Bank will submit to the Tokyo Stock Exchange, Inc. of Mr. Yasuhiro Hayasaki, Ms. Ayumi Michi and Mr. Masahiro Terada as “independent directors” (*dokuritsu-yakuin*) once they are elected as Director. The Bank judges the independence of the Outside Directors considering the independence standards presented by the Tokyo Stock Exchange, Inc.

**END**