

For Immediate Release

Company Name: Shinsei Bank, Limited
Name of Representative: Hideyuki Kudo
President and CEO
(Code: 8303, TSE First Section)

Notice of the Establishment of the Record Date Pertaining to the Convocation of the Extraordinary General Meeting of Shareholders and the Allotment of Share Subscription Rights Without Contribution

Tokyo (September 17, 2021) --- Shinsei Bank, Limited announced that at the meeting of the Board of Directors held today, it has resolved that the establishment of the record date for the convocation of the Extraordinary General Meeting of Shareholders for the allotment of Class A Share Subscription Rights without contribution.

Descriptions

1. Regarding the Record Date, Etc. Pertaining to the Extraordinary General Meeting of Shareholders

As described in the “Notice of the Introduction of Takeover Defense Measures subject to Confirmation of Shareholders' Support after the commencement of TOB for Shinsei Bank's shares by SBI Regional Bank Holdings Co., Ltd.” (the “Press Release”) announced today, the Bank has resolved at the meeting of the Board of Directors of the Bank held today, to determine the “Basic Policies Regarding Those Who Control the Determination of the Bank's Financial and Operational Policies” (as stipulated in Article 118, Item (iii) of the Ordinance for Enforcement of the Companies Act; the “Basic Policies”) with the aim of securing and enhancing the corporate value of the Bank and, in turn, the common interests of the shareholders, and to introduce the Plan (For details of the Plan, please see the Press Release.) as initiatives for preventing parties who are inappropriate from controlling the determination of the financial and operational policies of the Bank in light of the Basic Policies (as stipulated in Article 118, Item (iii)-(b)-(2) of the Ordinance for Enforcement of the Companies Act) in response to the announcement of the take-over bid for the Bank's shares (the “Shares”) (the “TOB”) by SBI Regional Bank Holdings Co., Ltd., a wholly-owned subsidiary of SBI Holdings, Inc..

While the Board of Directors of the Bank made the decision to introduce the Plan, based on the judgment that there is a need to establish a certain procedure to deal with the TOB and other Large-Scale Purchases that may occur after the TOB, from the viewpoint of maximization of the corporate value of the Bank and the common interests of the shareholders, the Bank will make the final decision on whether it should implement the prescribed countermeasures or not subject to the confirmation of shareholders' intention made through the General Meeting to Confirm Shareholders' Intention (the “Extraordinary General Meeting of Shareholders”), in case that a Large-Scale Purchase actually occurs.

In addition, the purpose of the Plan is to confirm the shareholders' intentions on whether a Large-Scale Purchase should be accepted or not through the Extraordinary General Meeting of Shareholders, after requesting a Large-Scale Purchaser to provide required information and giving the shareholders sufficient time to consider whether such Large-Scale Purchase should be accepted based on such information. Therefore, if such purpose is not achieved, in other words, if a Large-Scale Purchaser does not comply with the procedures described in 2(3) of the Press Release and intends to conduct the Large-Scale Purchase before the Extraordinary General Meeting of Shareholders is held, the Board of Directors of the Bank shall confirm the shareholders' intentions through the Extraordinary General Meeting of Shareholders after implementing a part of the prescribed countermeasures (One Class A Share Subscription Right per Share allotted without contribution; the "Provisional Measure") in advance. Please see Appendix of the Press Release for the outline of the procedures for the Plan.

In preparation of cases where the Extraordinary General Meeting of Shareholders is to be held and the Provisional Measure is to be implemented, the Bank has set, in order to determine the shareholders who are entitled to exercise their voting rights at the Extraordinary General Meeting of Shareholders and the shareholders who receive the allotment of the Class A Share Subscription Rights without contribution under the Provisional Measure, October 13, 2021 (Wed) as the record date, and the shareholders who are listed or recorded on the final shareholder register of the same date shall be the shareholders who are entitled to exercise their voting rights at the Extraordinary General Meeting of Shareholders and the shareholders who receive the allotment of the Class A Share Subscription Rights without contribution under the Provisional Measure. The details of the date and time when and the place where the Extraordinary General Meeting of Shareholders will be held, and its proposals will be announced as soon as they are decided at the meeting of the Board of Directors to be held in the future.

- (1) Record date: October 13, 2021 (Wed)
- (2) Date of public notice: September 28, 2021 (Tue)
- (3) Method of public notice: Electronic public notice (A public notice will be posted on the Company's website.)

<https://www.shinseibank.com/corporate/ir/announcement/index.html>)

2. Regarding the scheduled date and proposals of the Extraordinary General Meeting of Shareholders

The details of the date and time when and the place where the Extraordinary General Meeting of Shareholders will be held, and its proposals will be announced as soon as they are decided at the meeting of the Board of Directors to be held in the future.

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