

November 18, 2021

Company Name: WealthNavi Inc.
Representative: Kazuhisa Shibayama, Representative
Director and CEO
(Code Number: 7342 Tokyo Stock Exchange Mothers)
Inquiries: Gaku Hirose, Director, CFO
(TEL. 03-6632-4911)

**Notice Regarding Issuance of New Shares and Secondary Offering of Shares
by way of International Offering**

WealthNavi Inc. (“the Company”) hereby announces that on November 18, 2021, its board of directors has resolved matters relating to the issuance of new shares by way of an international offering (the “International Primary Offering”) and the secondary offering of shares by way of an international offering (the “International Secondary Offering”) and together with the International Primary Offering, the “International Offering”) as set forth in 1. and 2. below.

1. Issuance of new shares by way of an international offering

(1) Class and Number of Shares to be Offered	940,000 new shares of common stock of the Company
(2) Method of Pricing	The amount to be paid in will be determined on November 18, 2021 or November 19, 2021 (the “Pricing Date”) by a process equivalent to the book building process set out under Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by the Japan Securities Dealers Association (“JSDA”).
(3) Method of Offering	The offering will be made in the international market (excluding the United States and Canada) mainly in Europe and Asia, and all of the shares described in (1) above shall be severally and not jointly purchased by several underwriters (the “Underwriters”). The issue price (offer price) with regard to the International Primary Offering will be determined based on the provisional range calculated by multiplying the closing price of regular trading of the common stock of the Company on the Tokyo Stock Exchange on the Pricing Date (or, if no closing price is quoted on that date, the closing price of the immediately preceding date) by 0.90 ~ 1.00 (with any fraction less than one yen being rounded down), by a process equivalent to the book building process set out under Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by JSDA, taking into account market demand and other conditions.

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of making a public announcement regarding the International Offering, and not for the purpose of soliciting investment, etc. within or outside Japan. This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements under the Securities Act. No public offering of the securities will take place in the United States.

(4) Payment Date	December 3, 2021
(5) Subscription Unit	100 shares
(6) Delivery Date	December 6, 2021
(7) The amount to be paid in, the amount of increase in capital stock and capital reserve, the issue price (offer price), and any other matters necessary for the International Primary Offering will be delegated to Kazuhisa Shibayama, Representative Director and CEO or the person delegated thereby.	

2. Secondary offering of shares by way of an international offering

(1) Class and Number of Shares to be Sold	2,000,000 shares of common stock of the Company.
(2) Selling Shareholder	SBI Holdings, Inc.
(3) Selling Price	Undetermined (The selling price shall be determined on the Pricing Date; provided, however, that such selling price shall be the same as the issue price (offer price) for the new shares as set out in 1. above.)
(4) Method of Offering	The offering will be made in the international market (excluding the United States and Canada) mainly in Europe and Asia, and all of the shares described in (1) above shall be severally and not jointly purchased by the Underwriters.
(5) Subscription Unit	The subscription unit shall be the same as the subscription unit set out in 1. above.
(6) Delivery Date	The delivery date shall be the same as the delivery date set out in 1. above.
(7) The approval of the selling price and any other matters necessary for the International Secondary Offering will be delegated to Kazuhisa Shibayama, Representative Director and CEO or the person delegated thereby.	
(8) If the International Primary Offering is cancelled, the International Secondary Offering shall also be cancelled.	

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of making a public announcement regarding the International Offering, and not for the purpose of soliciting investment, etc. within or outside Japan. This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements under the Securities Act. No public offering of the securities will take place in the United States.

Use of Proceeds raised this time

With respect to the net proceeds from the International Primary Offering, which we estimate to be, in total, approximately 2,872 million yen, the Company intends to use as investment funds for future growth as follows, and until the specific timing of use, the Company intends to invest the proceeds in financial instruments, etc. with a high degree of safety.

(1) Advertising expenses to acquire new customers

2,441 million yen for advertising expenses to improve recognition and promote understanding of the Company's services, including the robo-advisor "WealthNavi" as the Company's wealth management service and "Robo-NISA" as the Company's new service that enables automated wealth management through the NISA account.

(2) Recruitment and personnel expenses for business expansion

431 million yen for recruitment and personnel expenses for engineers necessary for developing new services with a view to becoming a "personal finance platform" and additional functions for the robo-advisor "WealthNavi", and sales and marketing personnel necessary for acquiring new customers and expanding alliance partners, in order to expand our business.

The estimated net proceeds amount above was calculated based on the closing price of the Company's shares on November 17, 2021 as reported by the Tokyo Stock Exchange, Inc.

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of making a public announcement regarding the International Offering, and not for the purpose of soliciting investment, etc. within or outside Japan. This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements under the Securities Act. No public offering of the securities will take place in the United States.