

May 12, 2025

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Announcement Regarding Repurchase of Treasury Stock, Tender Offer for Own Shares, and Market Purchase

Suruga Bank, Ltd. ("the Company") hereby announces that at the meeting of its Board of Directors held on May 12, 2025, the Company resolved to repurchase its own shares based on the provisions of its Articles of Incorporation pursuant to Article 459, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; "the Companies Act"), and, as the specific methods for such repurchase, to conduct a tender offer for its own shares ("the Tender Offer") and market purchases, as detailed below.

I. Repurchase of Treasury Stock

1. Reason for Repurchase

The Company positions the return of profits to shareholders as one of its key management priorities. The basic policy for shareholder returns is to strive for enhanced returns after considering the optimal balance between capital soundness and investment for growth. Regarding the repurchase of treasury stock, the Company's policy is to implement it flexibly as a shareholder return measure that contributes to improving capital efficiency, taking into account business performance, capital conditions, growth investment opportunities, and the market environment including the stock price.

In line with this policy, the Company has proceeded with considerations and decided to return profits to shareholders.

2. Details of Matters Concerning Repurchase

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|-----|---|---|
| (1) | Class of treasury stock to be repurchased | Common stock of the Company |
| (2) | Total number of shares to be repurchased | 12,500,000 shares (maximum)
(Percentage of total number of shares issued and outstanding (excluding treasury stock) as of March 31, 2025 : 6.80% (rounded to the third decimal place)) |
| (3) | Aggregate repurchase amount | 15,000,000,000 yen (maximum) |
| (4) | Planned period for repurchase | May 13, 2025 – January 31, 2026 |
| (5) | Method of repurchases | 6,212,910 shares of the total number of treasury stock that may be repurchased, representing the planned number of shares to be purchased in the Tender Offer described in "II. Tender Offer for Own Shares" below, are |

planned to be acquired through the Tender Offer. Shares not acquired through the Tender Offer out of the total number of treasury stock that may be repurchased are planned to be acquired through market purchases.

Furthermore, after the completion of the share repurchase of treasury stock in accordance with the above resolution, the Company plans, to cancel treasury stock exceeding the number of shares necessary to ensure flexibility and agility in its capital policy.

Additionally, as announced in the press release dated May 12, 2025, titled " Announcement Regarding the Switch from an Ex-Post Delivery type Share Remuneration Scheme (PSUs/RSUs) to a Trust-type Stock Compensation System," the Company has resolved to introduce a new trust-type stock compensation system (Board Benefit Trust (BBT)) for its Executive Directors and Officers not concurrently serving as Directors, subject to shareholder approval at the 214th Ordinary General Meeting of Shareholders scheduled for June 25, 2025. The Company will not conduct the above-mentioned repurchase of treasury stock during the period when the trust established under this trust-type stock compensation system acquires the Company's common stock to be delivered as stock compensation (August 7 - 31, 2025).

II. Tender Offer for Own Shares

1. Purpose of Tender Offer, etc.

As stated above, the Company's basic policy for shareholder returns is to strive for enhanced returns after considering the optimal balance between capital soundness and investment for growth. Specifically, the dividend policy is based on stable dividends with a target payout ratio of approximately 30%. Regarding the repurchase of treasury stock, the Company's policy is to implement it flexibly as a shareholder return measure that contributes to improving capital efficiency, taking into account business performance, capital conditions, growth investment opportunities, and the market environment including the stock price.

The Company stipulates in its Articles of Incorporation that it may pay dividends of surplus by resolution of the Board of Directors pursuant to the provisions of Article 459, Paragraph 1 of the Companies Act. Based on the above basic policy, the annual dividend for the fiscal year ended March 31, 2025, was set at 29.00 yen per share, comprising an interim dividend (14.50 yen per share) and a year-end dividend (14.50 yen per share). For the fiscal year ending March 31, 2026, as announced today in the "Consolidated Financial Results for the Fiscal Year Ended March 31, 2025 [Japanese GAAP]" ("the Financial Results"), the Company plans an annual dividend of 37.00 yen per share, comprising an interim dividend (18.50 yen per share) and a year-end dividend (18.50 yen per share).

Furthermore, to implement flexible capital policies considering the business environment, the Company stipulates in its Articles of Incorporation that it may repurchase its own shares by resolution of the Board of Directors without a resolution of the General Meeting of Shareholders, pursuant to Article 459, Paragraph 1 of the Companies Act. Indeed, the Company has previously repurchased its own shares through market purchases on the Tokyo Stock Exchange, Inc. ("the Tokyo Stock Exchange") (Note 1).

(Note 1) Results for the last two years are as shown in the table below.

Date Announced (Board Resolution Date)	Repurchase Period	Number of Shares Repurchased (Repurchase Ratio) (*)	Total Repurchase Amount
May 18, 2023	July 4, 2023 – Mar 1, 2024	30,666,600 (16.28%)	21,999,986,200 yen
April 4, 2024	May 13 – Sep 17, 2024	6,000,000 (3.11%)	6,505,308,900 yen
February 6, 2025	Feb 7 – Apr 7, 2025	4,500,000 (2.41%)	5,811,103,400 yen

(*) The "Repurchase Ratio" in the table represents the ratio to the Company's total number of issued shares (excluding treasury stock) immediately prior to the announcement date of each repurchase of treasury stock (rounded to the third decimal place). For details, please refer to the press releases concerning share repurchase of treasury stock.

As announced in the press release dated May 18, 2023, titled "Notice Concerning the Capital and Business Alliance Between Credit Saison Co., Ltd. and Suruga Bank, Ltd.," the Company has entered into a capital and business alliance ("the Capital and Business Alliance") with Credit Saison Co., Ltd. ("Credit Saison;" Number of Company common shares held: 35,089,000 shares, Ownership Ratio (Note 2): 19.08%). As of today, Credit Saison is the Company's largest and a major shareholder, and the Company is an equity-method affiliate of Credit Saison. Through the Capital and Business Alliance, the Company and Credit Saison aim to create a "Neo Finance Solution Company" (Note 4) originating from addressing various "troubles" and "dissatisfactions" by leveraging the expertise cultivated by both companies in providing financial services to individual customers and collaborating seamlessly (Note 3). The Company believes that collaboration in areas such as real estate finance, mortgage business, and credit card business has progressed smoothly. The Company intends to continue strengthening initiatives toward enhancing corporate value through collaboration with Credit Saison.

Since the commencement of the Capital and Business Alliance, as the Company's stock price has progressed favorably, the Company has proceeded with the repurchase of its own shares as part of shareholder returns. Consequently, Credit Saison's ownership ratio has increased from 15.70% (Ownership Ratio at the start of the Capital and Business Alliance (Note 5)) to 19.08% (Ownership Ratio). While the Company desires further development of the Capital and Business Alliance, maintaining the relationship as an equity-method affiliate of Credit Saison, from the perspective of maintaining a certain degree of management independence based on the spirit of mutual equality, which is the premise of the Capital and Business Alliance, the Company considers the significant divergence of Credit Saison's ownership ratio from the ratio at the start of the alliance undesirable. Therefore, aiming to return Credit Saison's ownership ratio to approximately the level at the start of the Capital and Business Alliance (the "Purpose"), in late December 2024, the Company approached Credit Saison about selling a sufficient number of its Company common shares held by Credit Saison to achieve the Purpose. Subsequently, on February 14, 2025, the Company received a response from Credit Saison indicating its willingness to cooperate in selling a sufficient number of its Company common shares to achieve the Purpose. Receiving Credit Saison's intention to sell, the Company considered that acquiring a portion of the Company common shares held by Credit Saison through a repurchase of treasury stock, positioned as part of the aforementioned basic policy for shareholder returns, would contribute to enhancing corporate value by improving capital efficiency, such as the Company's return on equity (ROE), relatively quickly without impairing the liquidity of the Company's common stock. Therefore, in early March 2025, the Company began considering the acquisition of a sufficient number of Company common shares held by Credit Saison to achieve the Purpose.

(Note 2) "Ownership Ratio" refers to the percentage (rounded to the third decimal place) relative to the number of shares (183,929,673 shares) calculated by subtracting the number of treasury shares held by the Company (13,466,573 shares) from the total number of issued shares (197,139,248 shares) stated in the Financial Results, and adding the number of Company common shares (256,998 shares) held by the Stock Grant ESOP (Employee Stock Ownership Plan) Trust ("the Stock Grant ESOP Trust") under the stock compensation system using Company common stock for the Company's executives, which is included in said treasury shares (as of March 31, 2025). The same applies hereinafter for the calculation of ownership ratio.

(Note 3) "Seamless" refers to the state where the Company, as a banking entity, and Credit Saison, as a non-banking entity, can smoothly provide services to customers through collaborations outlined in the Capital and

Business Alliance, such as (1) establishment of a Saison branch by the Company and acquisition of a banking agency license under the Banking Act (Act No. 59 of 1981, as amended) by Credit Saison, (2) joint business development of the Saison Platinum Business Card, (3) collaboration in the mortgage business, and (4) joint development of the real estate finance business.

(Note 4) "Neo Finance Solution Company" refers to the vision aimed for by the Company and Credit Saison, representing a new type of company that provides innovative financial solutions to customer "troubles" and "dissatisfactions" (meaning anxieties, inconveniences, complaints, etc.) in the financial field.

(Note 5) "Ownership Ratio at the start of the Capital and Business Alliance" refers to the percentage (rounded to the third decimal place) relative to the number of shares (223,459,572 shares) calculated by subtracting the number of treasury shares held by the Company (43,768,676 shares), from the total number of issued shares (232,139,248 shares) (as of March 31, 2023, as stated in the 212th Annual Securities Report submitted by the Company on June 29, 2023), and adding the number of shares disposed of (35,089,000 shares) in the disposal of treasury shares through third-party allotment conducted by the Company to Credit Saison as part of the Capital and Business Alliance.

Assuming the acquisition of Company common shares held by Credit Saison, the Company thoroughly considered specific acquisition methods, including tender offer, market purchase, and acquisition via ToSTNeT-3. As a result, considering (i) equality among shareholders, (ii) transparency of the transaction, (iii) the possibility of purchasing Company common shares at a price discounted from the market price, which, due to the economic rationality arising from the difference with market prices, would likely limit tenders from shareholders other than Credit Saison, thereby increasing the certainty of acquiring all of the Company common shares tendered by Credit Saison and helping to curb the outflow of Company assets, and (iv) ensuring an opportunity for shareholders other than Credit Saison to tender shares based on market price trends after providing a certain consideration period, the Company determined in early April 2025 that acquiring own shares via a tender offer was the optimal method.

Regarding the determination of the purchase price for the Tender Offer ("the Tender Offer Price"), considering that the Company's common stock is listed on a financial instruments exchange, and that repurchases of own shares by listed companies are often conducted through market purchases via financial instruments exchanges enabling flexible purchases reflecting stock price levels formed by market supply and demand, the Company emphasized the clarity and objectivity of the price basis and concluded that the market price of the Company's common stock should be the foundation. Furthermore, from the perspective of respecting the interests of shareholders who choose not to tender their shares and continue holding Company common stock, and to minimize the outflow of Company assets, the Company decided in early April 2025 that it was desirable to purchase at a price discounted from the market price of the Company's common stock.

Based on the above considerations, the Company concluded that it would be appropriate to set the Tender Offer Price based on the lowest price among the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on the business day preceding the Board of Directors' resolution date for the Tender Offer, or the simple average closing price over a certain period, and apply a certain discount to that price.

Therefore, on April 9, 2025, the Company inquired with Credit Saison about its willingness to tender shares if the Tender Offer was conducted at a price discounted from the market price as described above. On the same day, Credit Saison responded that, assuming the Tender Offer Price is calculated as described, they would proceed with discussions regarding tendering shares in the Tender Offer.

Following this, the Company examined the discount rate for the Tender Offer Price, referencing the discount

rates applied to market prices in past cases of tender offers for own shares. Specifically, in determining the discount rate to present to Credit Saison, the Company noted that among 82 cases of tender offers for own shares announced between January 1, 2021 and April 25, 2025, where, similar to this Tender Offer, the offer was conducted after obtaining agreement from specific shareholders to tender at a discounted price (collectively, "the Reference Cases"), 71 cases applied a discount rate of approximately 10% (9% to 11%) to the base stock price, which was the most frequent occurrence. Based on this, the Company decided to set the discount rate for this Tender Offer at 10%. Regarding the market price of the Company's common stock to be used as the basis for calculating the Tender Offer Price, the Company concluded that adopting an equalized value, such as the average stock price over a certain period, is reasonable to ensure objectivity and rationality as a calculation basis by excluding temporary factors like stock price fluctuations. Additionally, to reduce the possibility of the market stock price fluctuating and falling below the Tender Offer Price during the tender offer period ("the Tender Offer Period"), the Tender Offer Price should be set at a level that includes a certain discount compared to the recent market stock price. Therefore, it is appropriate to use the lowest price among the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on the business day preceding the Board of Directors' resolution date for the Tender Offer, the simple average closing price for the past one month up to that day, and the simple average closing price for the past three months up to that day as the benchmark.

Subsequently, on April 28, 2025, considering the stock price trend of the Company's common stock, the Company proposed to Credit Saison that the Tender Offer Price be calculated by applying a 10% discount rate to the lowest price among the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on the business day preceding the Board of Directors' resolution date for the Tender Offer, the simple average closing price for the past one month up to that day, and the simple average closing price for the past three months up to that day. In response, on May 1, 2025, after receiving and considering the Company's proposal, Credit Saison requested that the Tender Offer Price be calculated by applying a 10% discount rate to the simple average closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market for the past three months up to the business day preceding the Board of Directors' resolution date. Accepting this request, the Company believed that adopting an equalized value like the average stock price over a period, rather than a specific point in time, would better exclude temporary factors like stock price fluctuations, thus ensuring greater objectivity and rationality as a calculation basis. Furthermore, considering the volatility of the Company's common stock market price, the Company deemed it preferable to use the simple average closing price for the past three months, compared to the past one month, to better exclude temporary factors such as macro-economic impacts, thereby ensuring greater objectivity and rationality as a calculation basis. The Company agreed to set the Tender Offer Price by applying a 10% discount rate to the simple average closing price for the past three months. As a result, on May 9, 2025, Credit Saison responded that if the Company conducted the Tender Offer under these conditions, it would tender 5,648,100 shares (Ownership Ratio at the time of Credit Saison's response (Note 6): 3.02%) of its Company common stock holdings ("the Planned Tender Shares").

(Note 6) "Ownership Ratio at the time of Credit Saison's response" refers to the percentage (rounded to the third decimal place) relative to the number of shares (186,960,150 shares) calculated by subtracting the number of treasury shares held by the Company (10,436,998 shares), from the total number of issued shares (197,139,248 shares), and adding the number of Company common shares (257,900 shares) held by the Stock Grant ESOP Trust, which is included in said treasury shares as of December 31, 2024, as stated in the "Consolidated Financial Results for the Nine Months Ended December 31, 2024 (Under Japanese GAAP)" announced by the Company on February 6, 2025. The same applies hereinafter for the calculation of the Ownership Ratio at the time of Credit Saison's response.

Furthermore, on April 15, 2025, the Company proposed to Credit Saison the conclusion of an agreement regarding Credit Saison's tender in the Tender Offer. On the same day, Credit Saison indicated its willingness to agree. Consequently, in conjunction with the decision to implement the Tender Offer, the Company and Credit

Saison today executed a tender agreement ("the Tender Agreement"), stipulating that if the Company implements the Tender Offer, Credit Saison will tender the Planned Tender Shares of 5,648,100 shares (Ownership Ratio:3.07%).

The Company believes that since its common stock is listed on the Tokyo Stock Exchange Prime Market and has a market price, referencing this market price for calculating and determining the Tender Offer Price is objective. Additionally, acquiring Company common stock from Credit Saison, the Company's largest shareholder, at a price discounted from the market price is not considered disadvantageous to the Company's minority shareholders. Therefore, the Company did not obtain a stock valuation report from a third-party valuation institution when determining the Tender Offer Price.

Based on the above, at the Board of Directors meeting held today, with the unanimous approval of all participating directors (9 out of 10 directors (including Audit and Supervisory Committee Members), excluding Mr. Naoki Takahashi (Note 7)), the Company resolved to repurchase its own shares based on the provisions of its Articles of Incorporation pursuant to Article 459, Paragraph 1 of the Companies Act, and as part of this repurchase of treasury stock, to implement the Tender Offer. It was resolved that the Tender Offer Price shall be 1,155 yen (rounded to the nearest yen; the same applies hereinafter for Tender Offer Price calculations), which is a price discounted by 10% from 1,283 yen, the simple average closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market for the three months ending May 9, 2025 (rounded to the nearest yen; the same applies hereinafter for average closing price calculations). It was also resolved that the maximum number of shares to be purchased in the Tender Offer ("the Number of Shares to be Purchased") shall be 6,212,910 shares (Ownership Ratio:3.38%).

(Note 7) Mr. Naoki Takahashi, a Director of the Company, also serves as Representative Director, Executive Vice President & CHO of Credit Saison. To eliminate any arbitrariness in the Company's decision-making process regarding the consideration and determination of the Tender Offer, he did not participate in the deliberation or resolution of the agenda item concerning the Tender Offer at the Board of Directors meeting held today, nor did he participate in any discussions or negotiations with Credit Saison from the Company's standpoint.

The Tender Offer Price of 1,155 yen represents a discount of 11.36 % (rounded to the third decimal place; the same applies hereinafter for discount calculations) from the closing price of 1,303 yen for the Company's common stock on the Tokyo Stock Exchange Prime Market on May 9, 2025, the business day preceding the Board of Directors' resolution date for the Tender Offer; a discount of 5.41 % from the simple average closing price of 1,221 yen for the past one month ending May 9, 2025; a discount of 9.98% from the simple average closing price of 1,283 yen for the past three months ending May 9, 2025; and a discount of .3.43% from the simple average closing price of 1,196 yen for the past six months ending May 9, 2025.

Regarding the Number of Shares to be Purchased in the Tender Offer, although the Company does not anticipate active tendering from shareholders other than Credit Saison because the Tender Offer is conducted at a price discounted from the market stock price of the Company's common stock, the decision reflects the appropriateness of the tender offer method considering shareholder equality and transaction transparency. Based on the Reference Cases, where 43 cases, the most frequent number, set the number of shares to be purchased at approximately 10% above the number of shares a specific shareholder planned to tender, the Company determined that setting the limit at 6,212,910 shares (Ownership Ratio:3.38%), which is approximately 10% above Credit Saison's Planned Tender Shares, is appropriate.

If the total number of tendered shares, etc. ("Tendered Shares, Etc.") exceeds the Number of Shares to be Purchased, purchases will be made on a pro-rata basis. In such a case, the Company will acquire only a portion of

the Planned Tender Shares, and the remaining Planned Tender Shares will not be purchased. The handling of the portion of the Planned Tender Shares not purchased will be determined through consultation with Credit Saison.

The funds required for the Tender Offer will be fully covered by the Company's own funds. Based on the Financial Results, the Company's consolidated cash and deposits (hereinafter the same for liquidity calculations) as of March 31, 2025, amounted to 693,361 million yen (liquidity ratio of 91.3 months) (Note 8). Even after allocating the funds required for the purchase, etc. in the Tender Offer (7,224 million yen), the liquidity is expected to be 686,137 million yen (liquidity ratio of 90.4 months) (Note 9). Considering this liquidity level, the Company believes that it can sufficiently secure the liquidity level necessary for its business operations. Furthermore, since the Tender Offer will be conducted using surplus funds, the Company expects to sufficiently secure the funds necessary for its business operations even after the Tender Offer.

(Note 8) Refers to the value (rounded to the second decimal place) obtained by dividing the Company's consolidated cash and deposits as of March 31, 2025, stated in the Financial Results, by the monthly revenue calculated from the Financial Results (consolidated ordinary revenue for the fiscal year ended March 31, 2025, divided by 12 months).

(Note 9) Refers to the value (rounded to the second decimal place) obtained by dividing the value, which is the Company's consolidated cash and deposits as of March 31, 2025, stated in the Financial Results minus the funds required for the purchase, etc. in the Tender Offer, by the monthly revenue calculated from the Financial Results (consolidated ordinary revenue for the fiscal year ended March 31, 2025, divided by 12 months).

In addition to these, under the aforementioned basic policy for shareholder returns, the Company's Board of Directors passed a resolution (so-called resolution on a share repurchase quota) to implement the repurchase of the Company's common stock with an aggregate repurchase amount of 15,000,000,000 yen (maximum), a total number of shares to be repurchased of 12,500,000 shares (maximum), and a repurchase period from May 13, 2025, to January 31, 2026. Regarding the market purchase of the Company's common stock, the Company plans to acquire a number of Company common shares corresponding to 7,824,088,950 yen (Note 10), which is the amount obtained by deducting 7,175,911,050 yen, the total acquisition amount in the Tender Offer, from the 15,000,000,000 yen resolved as the share repurchase quota by the said Board of Directors.

(Note 10) This is the amount assuming all the shares planned to be purchased in the Tender Offer are purchased.

2. Details of the Board of Directors' resolution regarding repurchases of treasury stock

(1) Contents of resolution

Class of shares, etc. to be repurchased	Total purchase price for share repurchases	Total number of shares to be repurchased
Common stock	Up to 15,000,000,000 yen	Up to 12,500,000 shares

(Note 1) The percentage of the total number of shares to be repurchased relative to the total number of issued shares as of today is 6.34% (rounded to the third decimal place). The ownership ratio represented by the total number of shares to be repurchased is 6.80% (rounded to the third decimal place).

(Note 2) The total number of shares to be repurchased is the maximum number of shares resolved at the Board of Directors meeting held today.

(Note 3) The aggregate repurchase amount is the maximum amount resolved at the Board of Directors meeting held today.

(Note 4) The period during which shares can be repurchased is from May 13, 2025, to January 31, 2026.

(Note 5) Regarding the portion of the aggregate repurchase amount (yen) not used for acquisition based on the Tender Offer, the Company has decided to conduct market purchases on the Tokyo Stock Exchange Prime Market during the period from July 2, 2025, the business day following the commencement date of settlement for the Tender Offer, to January 31, 2026.

(Note 6) Depending on market conditions, etc., part of the repurchase may not be executed.

(2) Listed shares, etc. pertaining to treasury stock already repurchased based on the said resolution
Not applicable.

3. Outline of the Tender Offer, etc.

(1) Schedule, etc.

(i) Date of Board of Director's resolution	Monday, May 12, 2025
(ii) Date of public notice of the commencement of Tender Offer	Tuesday, May 13, 2025 Electronic public notice will be made and a notice to that effect will be published in the Nihon Keizai Shimbun. Electronic public notice address: (https://disclosure2.edinet-fsa.go.jp/)
(iii) Filing date of the Tender Offer Registration Statement	Tuesday, May 13, 2025
(iv) Tender Offer period	From Tuesday, May 13, 2025 to Monday, June 9, 2025 (20 business days)

(2) Tender Offer Price

1,155 yen per share of common stock.

(3) Basis of valuation of price for Tender Offer, etc.

(i) Basis of valuation

The Company determined the Tender Offer Price to be 1,155 yen, based on the process detailed in section II.1. This price represents a 10% discount from 1,283 yen, the simple average closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market for the three months ending May 9, 2025. This price also reflects a discount of 11.36 % from the closing price on May 9, 2025, and discounts of 5.41%, 9.98%, and 3.43% from the simple average closing prices for the past one, three, and six months ending May 9, 2025, respectively.

(ii) Background of valuation

As detailed in section II.1, the Tender Offer Price of **1,155 yen** was determined following proposals and discussions with Credit Saison, based on applying a 10% discount to the three-month simple average closing price of the Company's common stock ending May 9, 2025. The Company received formal confirmation from Credit Saison on May 9, 2025, of its intention to tender 5,648,100 shares (Ownership Ratio at time of response: 3.02%) under these conditions. Consequently, the Company executed the Tender Agreement with Credit Saison today. Based on these factors, the Board of Directors resolved today to implement the Tender Offer at the price of 1,155 yen per share, with a maximum purchase of 6,212,910 shares (Ownership Ratio: 3.38%).

(4) Number of share certificates, etc. to be purchased

Class of shares, etc. to be repurchased	Number of shares to be purchased	Number of excess shares to be purchased	Total number of shares to be purchased
Common stock	6,212,910 shares	— shares	6,212,910 shares

(Note 1) If the total number of Tendered Shares, etc. does not exceed the Number of Shares to be Purchased (6,212,910 shares), the Company will purchase all of the Tendered Shares, etc. If the total number of Tendered Shares, etc. exceeds the Number of Shares to be Purchased (6,212,910 shares), the Company will not purchase all or part of the excess shares and will conduct settlement, including delivery related to the purchase of shares, etc., using the pro-rata method prescribed in Article 27-13, Paragraph 5 of the Financial Instruments and Exchange Act (Act No.25 of 1948, including subsequent amendments; the "Act"), as applied mutatis mutandis pursuant to Article 27-22-2, Paragraph 2 of the Act, and Article 21 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Listed Share Certificates by Issuers (Ministry of Finance Ordinance No. 95 of 1994, including subsequent amendments).

(Note 2) Shares less than one unit are also subject to the Tender Offer. If a shareholder exercises the right to demand the purchase of shares less than one unit in accordance with the Companies Act, the Company may purchase its own shares during the Tender Offer Period in accordance with legal procedures.

(5) Funds required for purchase, etc.

7,224,411,050 yen

(Note) This is the total estimated amount comprising the purchase price assuming all the Number of Shares to be Purchased (6,212,910 shares) are purchased, plus purchase commissions and other expenses (printing costs and other expenses for the public notice regarding the Tender Offer, the Tender Offer Explanatory Statement, and other necessary documents).

(6) Method of settlement

(i) Name and address of the head office of the financial instruments business operator or bank, etc., in charge of settlement of purchase

Nomura Securities Co., Ltd. 1-13-1, Nihonbashi, Chuo-ku, Tokyo

(ii) Commencement date of settlement

Tuesday, July 1, 2025

(iii) Method of settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address of the shareholders who tender their shares ("Tendering Shareholders, etc.") (or to the address of the standing proxies for shareholders residing outside Japan who do not have an account with the Tender Offer Agent, including corporate shareholders, hereinafter referred to as "Foreign Shareholders, etc.") without delay after the expiration of the Tender Offer Period.

Purchases will be made in cash. Tendering Shareholders, etc. can receive the proceeds from the sale under the Tender Offer, less the applicable withholding tax amount (Note), via remittance or other methods instructed by the Tendering Shareholders, etc., without delay after the commencement date of settlement (remittance fees may apply).

(Note) Tax treatment on shares purchased under the Tender Offer

*For specific questions regarding taxation, please consult a tax accountant or other specialist and make your own decision.

(i) Individual Shareholders:

(a) Residents/Non-residents with Permanent Establishment in Japan

If the cash received exceeds the Company's capital, etc. amount corresponding to the tendered shares, the excess is deemed a dividend and taxed accordingly. The remainder is treated as proceeds from share transfer. If no portion is deemed a dividend, the entire amount is treated as proceeds from transfer. The deemed dividend amount is subject to withholding tax of 20.315% (Income Tax & Special Reconstruction Income Tax 15.315%, Resident Tax 5%; Resident Tax does not apply to non-residents with permanent establishment). For Large Shareholders, etc., the rate is 20.42% (Income Tax & Special Reconstruction Income Tax only). If the combined holding ratio of the tendering shareholder and related family companies (under Corporate Tax Act) is 3% or more, the deemed dividend is subject to aggregate taxation. Proceeds from transfer minus acquisition cost are generally subject to separate self-assessment taxation. Shares tendered from a NISA (tax-exempt account) held at Nomura Securities are generally non-taxable for transfer gains; treatment may differ for accounts at other institutions.

(b) Non-residents without Permanent Establishment in Japan

Deemed dividends are subject to 15.315% withholding tax (Income Tax & Special Reconstruction Income Tax only); 20.42% for Large Shareholders, etc. Income from the transfer itself is generally not taxed in Japan.

(ii) Corporate Shareholders

If the cash received exceeds the Company's capital amount, etc. corresponding to the tendered shares, the excess is deemed a dividend. This deemed dividend is generally subject to 15.315% withholding tax (Income Tax & Special Reconstruction Income Tax only). However, if the tendering shareholder (limited to domestic corporations) directly holds more than one-third of the Company's total issued shares, etc. as of the record date for the dividend payment, the deemed dividend received is exempt from Income Tax & Special Reconstruction Income Tax, and no withholding tax applies. Foreign Shareholders wishing to claim tax reduction or exemption under applicable tax treaties should submit the relevant treaty application form with the Tender Offer Application Form to the Tender Offer Agent.

(7) Other

- (1) U.S. Restrictions: This Tender Offer is not being made, directly or indirectly, in or into the United States, or by use of U.S. mails or any means or instrumentality of U.S. interstate or foreign commerce (including, without limitation, telephone, telex, facsimile, email, and Internet communication), or any facility of a U.S. national securities exchange. Tendering into the Tender Offer by any such use, means, instrumentality, or facility, or from within the United States, will not be permitted. The Tender Offer documents will not be, and should not be, mailed or otherwise transmitted or distributed in or into the United States. Any purported tender of shares in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid. Tendering Shareholders may be required to represent and warrant that they are not located in the United States, have not received or sent any Tender Offer information (including copies) in, to, or from the United States, have not used U.S. mails or other means/instrumentalities of U.S. commerce or U.S. exchange facilities in connection with the tender, and are not acting as an agent/fiduciary for another person on a non-discretionary basis (unless such other person is giving instructions from outside the United States).
- (2) Tender Agreement with Credit Saison: The Company has executed the Tender Agreement with Credit Saison today, under which Credit Saison agrees to tender 5,648,100 shares (Ownership Ratio:3.07%) in the Tender Offer. If, due to pro-ration resulting from oversubscription, not all of these shares are purchased, the handling of the unpurchased portion will be determined through consultation with Credit Saison.
Credit Saison's Holding Policy: The Company has been informed by Credit Saison that, as of today, it intends to continue holding the Company common shares remaining after the Tender Offer (if all Planned Tender

Shares are purchased, 29,440,900 shares (Ownership Ratio: 16.01%)). If all Planned Tender Shares are purchased in the Tender Offer, Credit Saison's ownership ratio will be 16.01%, and it will remain the Company's largest shareholder.

- (3) Financial Results Announcement: The Company announced its Financial Results today. An overview based on that announcement is below. Note that the contents of the announcement have not been audited by an audit corporation pursuant to Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act. Please refer to the announcement for details.

(a) Consolidated Statements of Income (FYE Mar 31, 2025)

Unit: Millions Yen

Accounting Period	FYE Mar 31, 2025 (Apr 1, 2024 – Mar 31, 2025)
Ordinary income	91,092
Ordinary profit	26,159
Profit attributable to owners of parent	20,177

(b) Per Share Data (Consolidated) (FYE Mar 31, 2025)

Unit: Yen

Accounting Period	FYE Mar 31, 2025 (Apr 1, 2024 - Mar 31, 2025)
Earnings per share	106.84
Dividends per Share	29.00
Net assets per share	1,609.96

(c) Consolidated Earnings Forecast and Previous Period Actuals

Unit: Millions Yen

	Ordinary profit	Profit attributable to owners of parent
Current Period Forecast (FYE Mar 31, 2026)	27,500	22,000
Previous Period Actuals (FYE Mar 31, 2025)	26,159	20,177

(Reference) Status of Treasury Stock Held as of March 31, 2025

Total number of issued shares	197,139,248 shares
Number of treasury shares	13,209,575 shares

*The number of treasury stock does not include the Company's shares 256,998 shares held by the Stock Grant ESOP Trust.

(Note)This document has been translated from the Japanese original for reference purposes only.

In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.