

Japan Credit Rating Agency, Ltd. (JCR) announces the following credit rating.

SBI Shinsei Bank, Limited (security code: 8303)

<Rating Change>

Long-term Issuer Rating: from A- to A
Outlook: from Positive to Stable
Bonds: from A- to A

<Affirmation>

Short-term Issuer Rating: J-1

Rationale

- (1) SBI Shinsei Bank, Limited (the “Bank”), a consolidated subsidiary of SBI Holdings, Inc. (“SBIHD”), is a major bank with strengths in such businesses as structured finance in institutional operations and consumer finance and credit sales/card in retail operations. In June 2023, SBIHD completed the tender offer for the Bank. Consequently, the Bank will be delisted going forward, and its shares will be held only by the SBI Group (“SBIG”) and the government (through Deposit Insurance Corporation of Japan and The Resolution and Collection Corporation).
- (2) The Bank has successfully diversified revenue sources by achieving business growth in multiple fields, thereby increasing earnings stability. Moreover, operating assets have expanded thanks to collaboration with SBIG, and the profit level can now be expected to rise going forward. Although capital adequacy has declined due to rapid business expansion, it will probably improve in the medium run if the policy to maintain financial soundness and improvement of earnings capacity are assumed. JCR has also concluded that, given collaboration with SBIG to date and the future delisting, the degree of control and involvement of SBIG and the managerial importance of the Bank in SBIG have increased even further. While raising the Bank’s stand-alone creditworthiness, JCR upgraded the Bank’s long-term issuer rating to A to be at the same level as SBIG’s creditworthiness, which is deemed to be equivalent to the rating of A.
- (3) Earnings stability is increasing. In institutional operations, the Bank has been steadily improving the balance of the mainstay structured finance by taking advantage of its own high expertise. Retail and overseas operations are underpinned by small-lot financing businesses as stable revenue sources, including Shinsei Financial Co., Ltd., a leading consumer finance company; APLUS Co., Ltd., a major credit sales company; and UDC Finance Limited, New Zealand’s largest non-bank financial institution. Moreover, the Bank has recently achieved positive results in its collaboration with SBIG and is expanding the customer base for both institutional and retail operations. In institutional operations in particular, the number of customers has expanded, resulting in a sharp increase in deposits and loans. JCR assumes that the profit level will rise going forward with the expansion of corporate sales and other operating assets.
- (4) Asset quality remains sound. Non-performing loans ratio (on a non-consolidated basis) under the Banking Act and Financial Reconstruction Act as of March 31, 2023 stood relatively good at 1.54%. Credit costs in the past fiscal years also stayed at the level absorbable by basic profits. That said, asset quality by nature is susceptible to the external environment. In the banking business, the high credit concentration of structure finance to specific areas and issues relative to capital is a potential risk factor. In the non-bank business, consumer finance has been affected by the COVID crisis, and the Bank has recently been tightening its screening procedures. JCR will closely watch whether the Bank can maintain asset quality into the future.
- (5) Capital adequacy is commensurate with JCR’s A rating category, by and large. Consolidated core capital ratio adjusted by JCR for the equity content of public funds, etc. and consolidated common equity Tier 1 ratio (CET 1 ratio) as of March 31, 2023 were approximately 8% and 10.0%, falling from approximately 9% and 11.6% a year before, respectively, due to rapid business expansion. That said, JCR predicts that capital adequacy will improve in the medium run, on the grounds that the Bank’s target CET 1 ratio is set at 10% or higher and on the assumption that profits will accumulate with improvement of the earnings capacity. As regards public funds, it has been decided to reach agreement with the government on the specific mechanism for repayment by the end of June 2025.

While the repayment of public funds exerts downward pressure on the assessment of capital adequacy, JCR assumes that it will take a considerable amount of time to complete repayment.

- (6) JCR views that SBIG's control and involvement will become even stronger. The ratio of SBIG's voting rights in the Bank is expected to rise to a level exceeding two-thirds of the total following the future delisting, and JCR assumes that unity in management decision-making and business administration will be strengthened. JCR also views that the Bank's managerial importance in SBIG has increased. The Bank is positioned strategically and functionally important as it complements SBIG's business portfolio and plays the role of enhancing the collective strength of financial services. Lately, it has been enhancing collaboration with SBIG in business operations, as evidenced by progress in introducing customers and projects. Looking at SBIG as a whole, the Bank's earnings are stable, and its profit contribution is high.

Kengo Sakaguchi, Kenta Asada

Rating

Issuer: SBI Shinsei Bank, Limited

<Rating Change>

Long-term Issuer Rating: A Outlook: Stable

Issue	Amount (bn)	Issue Date	Due Date	Coupon	Rating
Bonds no. 13 (sustainability bonds)	JPY 10	Mar. 12, 2021	Mar. 12, 2024	0.150%	A

<Affirmation>

Short-term Issuer Rating: J-1

Rating Assignment Date: July 10, 2023

The assumptions for the credit ratings and the definitions of the rating symbols are published as "Types of Credit Ratings and Definitions of Rating Symbols" (January 6, 2014) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

Outline of the rating methodology is shown as "JCR's Rating Methodology" (November 7, 2014), "Banks" (October 1, 2021) and "Rating Methodology for Financial Groups' Holding Companies and Group Companies" (September 1, 2022) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

The rating stakeholder participated in the rating process of the aforementioned credit ratings.

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JCR publishes its press releases regarding the rating actions both in Japanese and in English on the same day. In case that it takes time to translate rating rationale, JCR may publicize the summary version, which will be replaced by the full translated version within three business days. (Regarding Structured Finance products, JCR only publicize the summary version in English.)



INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

Disclosure Required by Paragraph (a)(1)(ii) of Rule 17g-7

Issuer:	SBI Shinsei Bank, Limited
Rating Publication Date:	July 13, 2023

1

The Symbol, Number, or Score in the Rating Scale used to Denote Credit Rating Categories and Notches and, the Identity of the Obligor or the Identity and a Description of the Security or Money Market Instrument as Required by Paragraph (a)(1)(ii)(A) of Rule 17g-7

- Please see the news release. If the credit rating is a private rating, please see the report for private rating.

2

The version of the procedure or methodology used to determine the credit rating; as Required by Paragraph (a)(1)(ii)(B) of Rule 17g-7

- Please see the news release. If the credit rating is a private rating, please see the report for private rating.

3

The Main Assumptions and Principles used in Constructing the Procedures and Methodologies used to Determine the Credit Rating as Required by Paragraph (a)(1)(ii)(C) of Rule 17g-7

- The credit rating methodology assumes, in principle, to be applied to assess the likelihood of a given debt payment in light of its issuer's condition and business environment, etc. in the relevant future. There is certain limitation, however, in the time horizon that the rating foresees.
- The credit rating methodology assumes, in principle, that the factors posted in the below are particularly important for such likelihood to be determined, and that the rating determination is made by evaluating each of them not only quantitatively but also employing qualitative analyses.

A) Business Bases

The likelihood of a given debt payment is highly conditional to its issuer's business bases - how they can be maintained/ expanded into the future and thereby secure earnings and cash flows in adequacy and in a sustainable way.

B) Financial Grounds and Asset Quality

The likelihood of debt payment is highly dependent on the degree of the issuer's indebtedness and loss absorption capacity in terms of equity capital. Also notable is that a financial institution might see a significant loss of financial grounds as a result of changes in value of the assets under its possession.

C) Liquidity Positions

The likelihood of debt payment is highly dependent on the adequacy of the issuer's cash and other sources of repayment (liquidity positions).

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The likelihood of debt payment is affected one way or the other by the issuer's related parties such as parent company, subsidiary, guarantor, and the government of the issuer's business domicile, etc. - by their own conditions and/ or position of support/ assistance for the issuer.

E) Order of Seniority in Debt Payment

The likelihood of debt payment can be different between given debts of the same issuer. The likelihood of debt payment for an individual debt is dependent on the issuer's discretion, and/ or its rank relative to other debts of the same issuer in the order of seniority in principal/ interest payment which is determined by design as financial product or by laws, etc.

4 The Potential Limitations of the Credit Rating as Required by Paragraph (a)(1)(ii)(D) of Rule 17g-7

- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- The objective of the credit rating herewith presented does not include any concerns other than the likelihood of debt payment, such as risks of price changes, market liquidity, etc.
- The credit rating herewith presented is necessary to be reviewed along with possible changes of the issuer of rated objects in its business performance and/ or circumstances which include regulatory environment, and hence subject to possible alteration.

5 Information on the Uncertainty of the Credit Rating as Required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

- The information used for the determination of credit rating as herewith presented is obtained by JCR from the issuer of rated objects and other sources that JCR trusts in terms of accuracy and reliability but possibly contains errors due to human, non-human or other causes. Consequently, the credit rating determined on the grounds of such information does not constitute, explicitly or implicitly, any representation or warrant of JCR on the information itself or any consequences of its use in terms of accuracy, relevance, timeliness, wholeness, market value, or usefulness for any specific purposes.

6 Use of Due Diligence Services of a Third Party in Taking the Rating Action as Required by Paragraph (a)(1)(ii)(F) of Rule 17g-7

- There is no use of any third-party due diligence service in the determination of the credit rating herewith presented.

7 Use of Servicer or Remittance Reports to Conduct Surveillance of the Credit Rating Required by Paragraph (a)(1)(ii)(G) of Rule 17g-7

- There is no use of any servicer or remittance report to conduct surveillance of the credit rating herewith presented.

8 The Types of Data Relied Upon for the Purpose of Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(H) of Rule 17g-7

- The information posted in the below, which includes data, is used for the determination of the credit rating herewith presented.

A) Audited financial statements presented by the rating stakeholders

B) Explanations of business performance, management plans, etc. presented by the rating stakeholders

9 Overall assessment of the Quality of Information Available and Considered in Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(I) of Rule 17g-7

- JCR holds its basic policies for securing the quality of information as a base of due diligence for the determination of credit ratings. The information used as a base for the determination of credit rating herewith presented satisfies such policies, which include the audit by an independent auditor, the warranty made by the issuer, the publication by the issuer, some independent media or, otherwise, JCR analyst's scrutiny, etc.
- JCR sees no particular weakness in the quality of information used for the determination of the credit rating herewith presented as compared to the information used in other cases of the credit rating for comparable issuers or ratable objects.
- If the credit rating is an Indication, please see the report for Indication.

10 Information Relating to Conflicts of Interest as Required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

- JCR receives payment of compensation for the determination of the credit rating herewith presented from either one of those parties who are issuer, underwriter, depositor or sponsor.
- JCR received in the last fiscal year in the past payment of compensation from the same party for any kind of JCR's service other than the determination of public or private credit rating, such as one in the ancillary business.

11 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

A) Business Bases

The credit rating is subject to alteration if there is improvement or deterioration of the issuer's business bases, since its revenue, etc. may improve or deteriorate by the change in its business management policies, clients' preferences, competitive situation, or a technological innovation. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the business bases is large.

B) Financial Grounds and Asset Quality

The credit rating is subject to alteration if the issuer increases/ decreases its debt/ capital or vice versa and thereby makes its individual debt payment liability less or more bearable and its loss absorption capacity into the future decreased or increased. Also, the changes in the quality of asset under the issuer's holding may affect the credit rating, since such changes could raise or lower the likelihood of future loss of the issuer's financial grounds. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the financial grounds and/ or asset quality is large.

C) Liquidity Positions

The credit rating is subject to alteration if there is a change in the issuer's financial management policy or in the relations with fund procurement sources and the change thereby makes its liquidity positions improve or deteriorate. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is large.

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating is subject to alteration if there is a change in the issuer's parent company or subsidiary, guarantor or other provider of credit enhancement, or the government of the issuer's business domicile, or other related parties' own conditions and/ or position of support/ assistance for the issuer, and the change thereby makes its business bases, financial grounds and/ or liquidity positions improve or deteriorate, and/ or making the effectiveness of guarantee and other credit enhancement improve or deteriorate. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large.

E) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating is subject to alteration if there is a change in the rated debt's status in the order of seniority relative to other debts caused by the improvement/ deterioration of the issuer's financial condition. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large. Also, in case of the financial products for which non-payment of interest/ principal is contractually permissible, the credit rating is subject to alteration if and when the likelihood of such non-payment is projected to increase or decrease. The resultant alteration of the credit rating could be by a notch but often as much as a few notches.

F) Rise and Fall in General Economy and Markets

The credit rating is subject to alteration if there is a rise/ fall in the general economy and/ or the markets inducing the issuer's revenues/ expenses to increase/ decrease and vice versa, etc. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is exceptionally large.

G) Various Events

The credit rating is subject to alteration on occurrence of various events, such as change in the issuer's major shareholders, M&A and other organizational change, accident, violation of the law, litigation, legal/ regulatory change, natural disaster, etc., which are unforeseeable at the time when the credit rating is determined, causing a significant change on the issuer's business bases, financial grounds, etc. The resultant alteration of the credit rating could be by a notch but more often than not as much as a few notches.

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Information on the Content of the Credit Rating, Including the Historical Performance of the Credit Rating and the Expected Probability of Default and the Expected Loss in the Event of Default as Required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

- Historical records of the credit rating herewith presented are posted in the end of this paper.
- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- Facts of the probability of default are posted as Form NRSRO Exhibit 1 on the JCR website under the URL:

<https://www.jcr.co.jp/en/service/company/regu/nrsro/>

13

Information on the Sensitivity of the Credit Rating to Assumptions Made as Required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

A) Business Bases

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's business bases and powers of earning or cash flow generation, etc. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's business bases on some drastic change in the operational environments, etc.

B) Financial Grounds and Asset Quality

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's financial grounds and asset quality. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but

possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's financial grounds and/ or asset quality on some drastic change in its business bases.

C) Liquidity Risks

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's liquidity positions. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's liquidity positions on some drastic change in its financial management policy or relations with fund procurement sources, etc.

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's parent company or subsidiaries, guarantor or other providers of credit enhancement, the government of the issuer's business domicile or other related parties' status and stance of support/ assistance for the issuer. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if there is a major change on the part of related parties, such as replacement, disappearance, some drastic improvement/ deterioration of financial grounds/ balances, etc.

E) Rise and Fall in General Economy and Markets

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the prospects of general economy and markets. JCR expects the change should be most likely by a notch but could be as much as a few notches, should the economy or the markets change so greatly.

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Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

- The credit rating herewith presented is not for an ABS product, and hence no relevant issue.

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The Historical Performance of the Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
SBI Shinsei Bank, Limited	Issuer(Long-term)	August 27, 2003	A-	
SBI Shinsei Bank, Limited	Issuer(Long-term)	April 25, 2005	A-	
SBI Shinsei Bank, Limited	Issuer(Long-term)	June 28, 2006	A	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	March 11, 2008	A	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	July 14, 2008	#A	Developing
SBI Shinsei Bank, Limited	Issuer(Long-term)	October 6, 2008	A	Negative
SBI Shinsei Bank, Limited	Issuer(Long-term)	February 3, 2009	A-	Negative
SBI Shinsei Bank, Limited	Issuer(Long-term)	May 14, 2009	BBB+	Negative
SBI Shinsei Bank, Limited	Issuer(Long-term)	November 26, 2010	BBB	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	December 8, 2011	BBB	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	December 21, 2012	BBB	Positive
SBI Shinsei Bank, Limited	Issuer(Long-term)	December 5, 2013	BBB+	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	December 18, 2014	BBB+	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	March 23, 2016	BBB+	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	May 8, 2017	BBB+	Positive
SBI Shinsei Bank, Limited	Issuer(Long-term)	May 29, 2018	A-	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	May 28, 2019	A-	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	May 29, 2020	A-	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	May 28, 2021	A-	Stable
SBI Shinsei Bank, Limited	Issuer(Long-term)	July 14, 2022	A-	Positive
SBI Shinsei Bank, Limited	Issuer(Short-term)	December 10, 2008	J-1	
SBI Shinsei Bank, Limited	Issuer(Short-term)	February 3, 2009	J-1	
SBI Shinsei Bank, Limited	Issuer(Short-term)	May 14, 2009	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	November 26, 2010	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	December 8, 2011	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	December 21, 2012	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	December 5, 2013	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	December 18, 2014	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	March 23, 2016	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	May 8, 2017	J-2	
SBI Shinsei Bank, Limited	Issuer(Short-term)	May 29, 2018	J-1	
SBI Shinsei Bank, Limited	Issuer(Short-term)	May 28, 2019	J-1	
SBI Shinsei Bank, Limited	Issuer(Short-term)	May 29, 2020	J-1	
SBI Shinsei Bank, Limited	Issuer(Short-term)	May 28, 2021	J-1	
SBI Shinsei Bank, Limited	Issuer(Short-term)	July 14, 2022	J-1	
SBI Shinsei Bank, Limited	Bonds no.13	March 5, 2021	A-	
SBI Shinsei Bank, Limited	Bonds no.13	May 28, 2021	A-	
SBI Shinsei Bank, Limited	Bonds no.13	July 14, 2022	A-	

Attestation Required by Paragraph (a)(1)(iii) of Rule 17g-7

I, Tomohiro Miyao, have responsibility to this Rating Action and to the best of my knowledge:

- A) No part of the credit rating was influenced by any other business activities.
- B) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated.
- C) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

宮尾 知浩

Tomohiro Miyao

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