

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

## Shinsei Bank, Limited (security code: 8303)

### <Outlook Change>

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

### <Affirmation>

Bonds: A-  
Short-term Issuer Rating: J-1

### Rationale

- (1) Shinsei Bank, Limited (the "Bank") is a major bank, which has strengths in the businesses such as structured finance in the institutional business, and consumer finance, credit sales and cards in the individual business. In December 2021, it became a consolidated subsidiary of SBI Holdings, Inc. ("SBIHD"), which now owns 48.56% of the voting rights. Three directors of the Bank, including the president, were the members recommended by SBIHD. The Bank aims to grow through taking advantage of the customer base of SBI Group (the "Group"), the largest on-line financial group in Japan.
- (2) The revenue has become increasingly stable in the last few years as the revenue source has diversified with growth of businesses in the multiple fields, in JCR's view. Amid the COVID crisis, the Bank's steady performance was observed. Under the management plan after joining the Group, risk appetite is expected to increase; however, substantial deterioration in the financial base will likely be avoided. Based on the above observation, JCR has changed the rating outlook from Stable to Positive. The ratings reflect the earnings capacity supported by multiple businesses with advantages, relatively good asset quality and capital adequacy. The fact that the revenue and asset quality of the institutional business are susceptible to external environment is the factor constraining the ratings. JCR will watch and determine whether the Bank will be able to maintain the stability of earnings capacity and capital adequacy through carrying out disciplined risk take activities in the future as well, and reflect the outcome to the ratings. The Bank is in the important position for the Group to reinforce the comprehensive capability. Where the unity between the Bank and the Group in the business will become stronger in the future, it will be the factor supporting the creditworthiness of the Bank.
- (3) The businesses in the multiple fields have grown, and the structure to support the revenue by these businesses is rooting gradually. The Bank has constantly increased the balance of structured finance underpinned by the highly professional knowledge in the institutional business. In the individual business, the Bank has established a certain position for small-lot finance through Shinsei Financial Co., Ltd., a leading consumer finance company operating Lake brand, and APLUS FINANCIAL Co., Ltd., a leading credit sales company; therefore, it has been ensuring revenue in a stable manner while being affected by the impact of sluggish demand caused by the COVID crisis. In the overseas business, the business base has become stronger through acquiring UDC Finance Limited, the largest non-bank financial institution in New Zealand. The performance is still steady under the COVID crisis and relatively high profitability is also maintained. With regards to cooperation with the Group, there are business areas, in which the Bank can easily start cooperating such as providing loans to the customers of securities arm; however, JCR assumes it will take time to yield full scale synergy effects through bilateral referrals and others. Despite the fact, expansion of securities investment and housing loans planned under the management plan can be materialized within a relatively short period of time, and these measures may contribute to the revenue increase.
- (4) Soundness of the asset quality is maintained. As for the banking business, the non-performing loans ratio disclosed under the Financial Reconstruction Act (on a non-consolidated basis) was 0.66% as of the end of March 2022, a relatively good level compared to that of other banks. The credit costs in the past fiscal years were held within a certain range; however, the asset quality is susceptible to external environment in nature. In project finance and real estate finance, where the Bank has strengths, there are many cases where amount of credit extended per project exceeds several billion yen. Although the Bank has diversified its assets to some extent, its high credit concentration to specific products or customers as against capital is a potential risk factor.

(5) Capital adequacy is commensurate with its rating in the A rating category. JCR's adjusted equity ratio after considering the equity content of public funds was in 9% range as of the end of March 2022. The consolidated common equity Tier 1 ratio (CET 1 ratio) on a full enforcement basis also stood relatively high in 11% range. The Bank may actively engage in risk taking activities in line with the management plan going forward; therefore, JCR will watch the balance between risk exposure and equity capital. Nevertheless, JCR assumes the Bank will be able to maintain the reasonable capital adequacy against the rating given that the Bank indicates its policy of maintaining financial soundness as shown by the target CET 1 ratio of 10% or higher, and does not show the strong intention to penetrate in the high-risk area under the management plan. The Bank intends to show a roadmap for repaying the public funds early; however, JCR assumes it will take time to commence a large amount of repayment given the stock price level and its policy to maintain the financial soundness, which will be preconditions of the repayment. Therefore, JCR recognizes equity content of a part of the funds in the evaluation at present.

Kenji Sumitani, Kenta Asada

### Rating

Issuer: Shinsei Bank, Limited

#### <Outlook Change>

Long-term Issuer Rating: A-      Outlook: Positive

#### <Affirmation>

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-

Short-term Issuer Rating: J-1

Rating Assignment Date: July 11, 2022

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" (March 29, 2019) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

### Japan Credit Rating Agency, Ltd.

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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:	Shinsei Bank, Limited
Rating Publication Date:	July 14, 2022

**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.

**12**

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

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