



January 30, 2023

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**Notice Regarding Capital and Business Alliance Agreement**  
**and Establishment of a Joint Venture with**  
**SBI Holdings, Inc., and SBI SECURITIES Co., Ltd.**

Simplex Holdings, Inc. (Head Office: Minato-ku, Tokyo; Representative Director, President and CEO: Hideki Kaneko; hereinafter “Simplex Holdings”) hereby announces that, as of today, it has entered into a capital and business alliance agreement (hereinafter the “Capital and Business Alliance Agreement”) with SBI Holdings, Inc. (Head Office: Minato-ku, Tokyo; Representative Director, Chairman, President & CEO: Yoshitaka Kitao; hereinafter “SBI Holdings”) and SBI SECURITIES Co., Ltd. (Head Office: Minato-ku, Tokyo; Representative Director and President: Masato Takamura; hereinafter “SBI SECURITIES”). The parties have also agreed on the acquisition of 3,040,300 shares of ordinary shares in Simplex Holdings (5.4% ownership of the total number of shares issued as of December 31, 2022) by SBI Holdings as well as the establishment of a joint venture around the end of February 2023. The details are as below.

1. Background and Purpose of Capital and Business Alliance

Simplex Holdings is a holding company engaged in business management of Simplex Inc. (hereinafter “Simplex”) and other subsidiaries. Simplex Group has been engaged in business as a technology partner for Japan’s leading financial institutions mainly through the Group’s core business, Simplex, since its foundation in 1997. Currently, Simplex also offers its solutions to non-financial industries by drawing on its wealth of expertise cultivated in the financial field. While having worked to create added value since its foundation, Simplex has been assisting its clients in the financial industry, and more recently in the public sector and other industry-leading firms with their DX.

Meanwhile, the SBI Group conducts its business to provide customer-oriented products and services based on its “Customer-centric Principle.” In addition, with the aim of realizing the “Neo-securities initiatives,” which seek to release investors of some of the costs currently borne by them, such as online trading fees on Japanese equities, by the end of the first half of the fiscal year ending March 31, 2024, SBI SECURITIES is currently seeking to enhance its systems to deal with the resulting expected increase in trading volume.

Simplex Holdings and SBI Holdings have been building a relationship of trust mainly through the support provided by Simplex for system development and operation in the securities-related business of SBI SECURITIES and other SBI Group companies. SBI Holdings is currently seeking to further enhance the SBI Group’s system development and operation framework, especially for SBI SECURITIES. To this end, the parties have decided to enter into the Capital and Business Alliance Agreement so that both groups can work together as one team to bring together their resources and expertise, going beyond a mere consignor/consignee relationship.

## 2. Details of Capital and Business Alliance

### (1) Acquisition of shares in Simplex Holdings by SBI Holdings

SBI Holdings, as of today, via SBI SECURITIES, will acquire a total of 3,040,300 ordinary shares in Simplex Holdings (5.4% ownership of the total number of shares issued as of December 31, 2022) from the existing shareholders through the off-floor trading (ToSTNeT).

### (2) Establishment of a joint venture

The parties have agreed to establish and operate a joint venture handling the system development and operation of SBI SECURITIES and other SBI Group companies. The overview of the joint venture is summarized as follows:

(i) Name	To be determined
(ii) Location	3-1-1 Roppongi, Minato-ku, Tokyo (plan)
(iii) Representatives	A total of two representative directors, Representative Director and President, Kozo Sukema from Simplex Holdings and the other representative director from SBI SECURITIES, are scheduled to be appointed.
(iv) Line of business	System development and operation for SBI SECURITIES and other SBI Group companies (plan)
(v) Stated capital	¥100 million (plan)
(vi) Capital reserves	¥100 million (plan)
(vii) Date of establishment	Scheduled to be established around the end of February 2023
(viii) Fiscal year-end	March 31 (plan)
(ix) Net assets and total assets	¥200 million (plan)
(x) Capital contribution ratio	Simplex Holdings: 49%; SBI SECURITIES: 51% (plan)

### 3. Overview of Capital and Business Alliance Partners

(i)	Name	SBI Holdings, Inc.		
(ii)	Line of business	Control and management of SBI Group through share ownership		
(iii)	Establishment	July 8, 1999		
(iv)	Head office	1-6-1 Roppongi, Minato-ku, Tokyo		
(v)	Representative	Representative Director, Chairman, President & CEO, Yoshitaka Kitao		
(vi)	URL	https://www.sbigroup.co.jp/english/		
(vii)	Stated capital	¥139,181 million (as of September 30, 2022)		
(viii)	Major shareholders and their shareholding ratios (as of September 30, 2022) (Note)	The Master Trust Bank of Japan, Ltd. (Trust Account)		15.2%
		Sumitomo Mitsui Financial Group, Inc.		9.9%
		Custody Bank of Japan, Ltd. (Trust Account)		4.9%
		The Bank of New York Mellon 140051		3.7%
		The Bank of New York Mellon 140042		2.5%
		STATE STREET BANK AND TRUST COMPANY 505223		1.6%
		STATE STREET BANK WEST CLIENT – TREATY 505234		1.5%
		Yoshitaka Kitao		1.4%
		JAPAN SECURITIES FINANCE CO., LTD.		1.4%
		STATE STREET BANK AND TRUST COMPANY 505001		1.3%
(ix)	Relationship between Simplex Holdings and SBI Holdings			
	Capital relationship	SBI SECURITIES, a consolidated subsidiary of SBI Holdings, holds 15,637 ordinary shares in Simplex Holdings as of September 30, 2022.		
	Personnel relationship	Not applicable.		
	Business relationship	Simplex, a subsidiary of Simplex Holdings, has business relationships, including contract system development and provision of services, with SBI SECURITIES and other consolidated subsidiaries of SBI Holdings.		
	Applicability to related parties	Not applicable.		
(x)	Consolidated operating results and financial position of SBI Holdings for the last three years (IFRS)			
Fiscal year		FY3/2020	FY3/2021	FY3/2022
Total equity		593,699	717,095	1,583,258
Total assets		5,513,227	7,208,572	17,838,200
Equity per share attributable to owners of the company (yen)		1,955.91	2,297.87	3,770.84
Revenue		368,055	541,145	763,618
Profit before income tax expense		65,819	140,380	412,724
Profit attributable to owners of the company		37,487	81,098	366,854
Basic earnings per share attributable to owners of the company (yen)		163.18	339.78	1,498.55
Dividend per share (yen)		100	120	150

(Millions of yen, unless otherwise stated)

Note: The shareholding ratios represent the percentages of shares held by the major shareholders to the total number of shares issued, excluding treasury shares.

(i) Name	SBI SECURITIES, Co., Ltd.
(ii) Line of business	Comprehensive online securities business
(iii) Establishment	April 26, 1999 (Date of change to trade name)
(iv) Head office	1-6-1 Roppongi, Minato-ku, Tokyo
(v) Representative	Representative Director and President, Masato Takamura
(vi) URL	<a href="https://www.sbisec.co.jp/">https://www.sbisec.co.jp/</a> (Japanese only)

#### 4. Timetable

Date of execution of the Capital and Business Alliance Agreement and trade date for share transfer	January 30, 2023
Date of share transfer	February 1, 2023 (plan)
Date of establishment of the joint venture	To be established around the end of February 2023

#### 5. Future Outlook

We have determined that the impact of this capital and business alliance on our consolidated operating results for the current fiscal year will be minor. A further announcement will immediately be made in the event of any circumstances that may affect our operating results, such as future progress in our initiatives.