



June 11, 2024

Company name: Aozora Bank, Ltd.
Name of representative: Hideto Oomi, President and CEO
Listed exchange: TSE Prime Market, Code 8304
Contact: Masaharu Matsuura, General Manager
Corporate Communication Division (03 6752 1111)

Notice Regarding Acquisition of Shares of Aozora Bank, Ltd. by Daiwa Securities Group Inc.

TOKYO June 11, 2024 — As announced in “Notice Regarding Purchase of Shares of Aozora Bank, Ltd. (Securities Code: 8304)” dated today by Daiwa Securities Group Inc. (“Daiwa Securities Group”), Daiwa Securities Group disclosed that it has entered into an agreement regarding the acquisition of common shares of Aozora Bank, Ltd. (“Aozora” or the “Bank”) in two steps, in off-market trading, with CITY INDEX ELEVENTH CO., Ltd. and its joint holder who are shareholders of the Bank, whereby Daiwa Securities Group will acquire 5,968,000 shares of the Bank’s shares on June 24, 2024, and additionally acquire 5,588,300 shares provided that certain conditions are met, such as notification from the Fair Trade Commission that it will not issue a Cease and Desist Order with respect to the notification under Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended) (collectively, the “Share Acquisition”).

As described in “Notice Regarding the Capital and Business Alliance of Daiwa Securities Group Inc. and Aozora Bank, Ltd.” and “Notice Regarding Issuance of New Shares Through Third Party Allotment Under the Capital and Business Alliance with Daiwa Securities Group Inc., and Changes in the Major Shareholders, Largest Shareholder, Which Is a Major Shareholder, and Other Associated Companies” dated May 13, 2024, Aozora has announced the capital increase through third party allotment to Daiwa Securities Group. As a result of the Share Acquisition, the shareholding ratio of Daiwa Securities Group after implementation of the Capital Increase Through Third Party Allotment and the Share Acquisition is expected to be 23.90% (a sum of the total number of issued shares, excluding treasury shares, and the number of shares to be newly issued through the capital increase through third party allotment; rounded to two decimal places).

Aozora has agreed to the Share Acquisition as it believes that the Share Acquisition will further strengthen the capital and business alliance between the Aozora Group and Daiwa Securities Group and will contribute to enhancement of the Aozora Group’s corporate value. In addition, while Daiwa Securities Group’s shareholding ratio of the Bank’s shares will increase, the basic concept of the capital and business alliance remains unchanged, and the Aozora Group and Daiwa Securities Group have mutually confirmed that the collaboration will be promoted by respecting autonomy in management of both parties.

Aozora has established the joint management committee with Daiwa Securities Group, where they are continuing discussions on the specific content of the alliance, and Aozora will announce the effects of the alliance at a later date.