

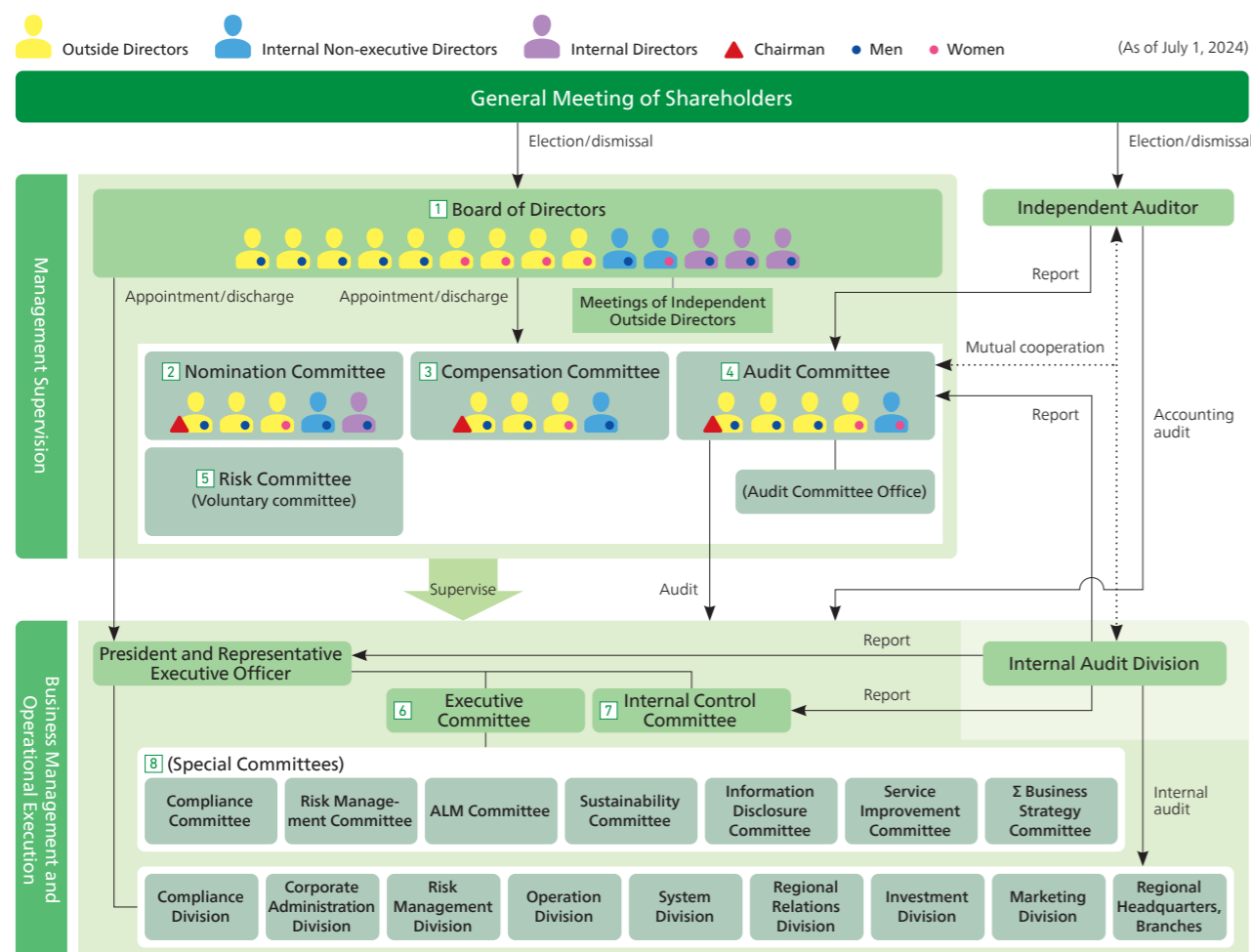
## Basic Stance on Corporate Governance

With a view to its sustainable growth along with improvement of its corporate value over the medium to long term, JAPAN POST BANK attaches great importance to relationships with its all stakeholders, including shareholders, and will maintain its corporate governance system based on the following stance.

- ① We will engage in constant value creation by providing banking services through the distribution network based on the post office, while continuously creating new convenience for customers, in pursuit of providing higher quality of service.
- ② Fully recognizing fiduciary responsibilities to shareholders, we will give consideration to ensure the rights and equality of shareholders in an appropriate manner.
- ③ We will value the dialogue with all stakeholders including shareholders, and seek appropriate collaboration and sustainable coexistence therewith. To this end, we will ensure management transparency and strive for disclosure and provision of adequate information.
- ④ In order to promptly adapt to changes in the economic and social environment and meet the expectation of all stakeholders, we will make swift decision-making in a firm attitude and conduct businesses under the effective supervision by the Board of Directors.

## Corporate Governance System

JAPAN POST BANK adopted the company with three statutory committees system of corporate governance to implement rapid decision-making and to increase management transparency. This is deemed to be a system under which the Board of Directors and each statutory and voluntarily established committee can provide appropriate oversight of management.



## Committee Overview

### Supervisory function

|  | Role and composition (as of July 1, 2024)  | Main agenda / Operational status (FY2024/3)  | Number of times held (FY2024/3) |
|--|--|--|---------------------------------|
| 1 Board of Directors                   | The JAPAN POST BANK Board of Directors has 14 members (five women and nine men), and of these nine are Outside Directors. Directors who possess diverse experience and knowledge work to oversee the Bank's operations.  | In FY2024/3, the Board of Directors discussed important matters involved in the management strategy, including formulation of the FY2025/3 management plan, the revision of the Medium-term Management Plan (FY2022/3 through FY2026/3), the compliance system, and HR Strategies. From the perspective of ensuring the propriety of operations, the Board of Directors also supervised business execution in an appropriate manner.   | 12 times                        |
| 2 Nomination Committee                 | Comprising five directors (three of whom are outside directors), this committee determines the criteria regarding the election and dismissal of directors. In addition, it determines the content of proposals regarding the election and dismissal of directors that are submitted to general meetings of shareholders.   | In FY2024/3, the Nomination Committee decided on candidates for directors and continued to hold discussions regarding the selection of director candidates for the next term. Moreover, the Committee continued to discuss president succession plans and other matters.   | 8 times                         |
| 3 Compensation Committee               | Comprising four directors (three of whom are outside directors), this committee decides the Policy for Determining the Details of Individual Compensation for Directors and Executive Officers. It also decides the content of individual compensation for executive officers and directors.   | In FY2024/3, the Compensation Committee decided on individual compensation for executive officers and directors as well as performance-linked compensation for executive officers. The Committee also discussed officer compensation levels.   | 5 times                         |
| 4 Audit Committee                      | Comprising five directors (four of whom are outside directors), this committee audits the execution of duties by executive officers and directors and prepares audit reports. The committee also determines the content of proposals regarding the election and dismissal of accounting auditors and the refusal to reelect accounting auditors to be submitted to general meetings of shareholders. | In FY2024/3, the Audit Committee focused on auditing both internal control system improvements and initiatives to maintain and develop the business. In particular, steps have been taken to prevent internal crimes at the Bank's directly operated branches and at post offices by developing and strengthening comprehensive crime prevention measures and building a system to promote these measures through the JAPAN POST GROUP. Moreover, the Audit Committee has confirmed that steps for improvement continue to be taken. | 14 times                        |
| 5 Risk Committee (Voluntary committee) | As an advisory body to the Board of Directors, the Risk Committee comprises three directors (two of whom are outside directors) and two outside experts, who deliberate on important matters related to the status of risk management and provide reports and advice to the Board of Directors.  | In FY2024/3, the Risk Committee deliberated on risks related to market operation, ALM and IT systems in light of the Bank's risk characteristics. In particular, it deliberated on the investment plan and the result of its assessment as well as the status for cybersecurity and other system updates, and it reported or advised the Board of Directors on important matters from among its discussions.   | 7 times                         |

|   | Role   |
|---|--|
| Meetings of Independent Outside Directors | Based on the independent and objective positions of the independent outside directors, the purpose of the Meetings of Independent Outside Directors is to exchange information and share awareness about important matters relating to issues of importance to the management of the Bank and its governance. The Bank also designates all outside directors as independent directors as stipulated by the Tokyo Stock Exchange. |

### Business Management and Operational Execution

|                                  | Role   |
|----------------------------------|--|
| 6 Executive Committee            | The Executive Committee has been established as an advisory body to the President and Representative Executive Officer to hold discussions on important business execution matters.  |
| 7 Internal Control Committee     | The Internal Control Committee has been established as an advisory body to the President and Representative Executive Officer to hold discussions on the legal, regulatory and other compliance-related issues as well as other important internal control matters.  |
| 8 Special Committees             | The Special Committees assist the Executive Committee in matters requiring specialized discussions.  |
| Compliance Committee             | The Compliance Committee formulates compliance systems and programs and holds discussions and provides reports regarding progress in these matters.  |
| Risk Management Committee        | The Risk Management Committee formulates risk management systems and operational policies. The committee also holds discussions and provides reports regarding progress in risk management matters.  |
| ALM Committee                    | The ALM Committee formulates basic ALM plans and operational policies, determines management items, and holds discussions and provides reports regarding progress in these matters.  |
| Sustainability Committee         | The Sustainability Committee formulates action plans with regard to Sustainability and holds discussions and provides reports regarding progress in these matters.   |
| Information Disclosure Committee | The Information Disclosure Committee formulates basic information disclosure policies, holds discussions, and provides reports on disclosure content and progress in order to ensure the appropriateness and effectiveness of information disclosure.  |
| Service Improvement Committee    | This Service Improvement Committee discusses and reports on the content of the policy relating to customer-oriented business operations, the formulation of plans relating to the improvement of customer-oriented products and services and other important items including the status of implementation. |
| Σ Business Strategy Committee    | This committee deliberates and reports on the formulation and progress of strategies and plans for the Σ Business, which is a corporate business for creating futures for societies and local communities through investment.  |

## Board of Directors

The Board of Directors is comprised of diverse directors with extensive knowledge and experience coupled with deep insight.

The Board makes determinations on management philosophy, basic policies, and other matters of particular

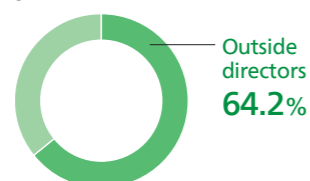
importance to management, and through appropriate oversight of its business execution, the Bank strives to achieve sustainable growth and enhance its corporate value over the medium to long term.

### Ratio of outside directors

(As of July 1, 2024)

Outside directors

9/14

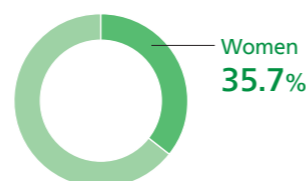


### Ratio of Men to Women

(As of July 1, 2024)

Women

5/14



## Directors' Skills Matrix

### Skill Details List and Skill Selection Reasoning

| Skills                             | Details   | Selection Reasoning  |
|------------------------------------|---|--|
| Management (Corporate Management)  | Extensive experience and insight as a corporate executive   | Required for realizing the Bank's purpose and for enhancing corporate value  |
| Legal / Compliance                 | Legal expert who contributes to strengthening governance, or equivalent professional experience and insight                                     | Required for aiming to be the most trusted financial institution that can be used safely and securely by customers.  |
| Financial Accounting               | CPA or corporate experience/knowledge in accounting, etc.   | Required for planning, advancing, and monitoring financial strategies, including appropriate growth investments and shareholder returns, etc., intended to maximize corporate value.   |
| Finance                            | Extensive experience and broad expertise in banking, securities, insurance, etc.  | Required for identifying financial market trends and rolling-out businesses.   |
| Market Operation / Risk Management | Broad investment experience and extensive insight in market operations, experience in risk management operations, and a high level of expertise | Required for realizing a high-degree of balance between profitability and financial soundness as is necessary for enhancing corporate value by one of Japan's largest institutional investors.                               |
| Sales / Digital Marketing          | Experience and knowledge of financial sales and corporate lending and relations, and marketing insights using digital technology and data       | Required for realizing the provision of safe and secure services that leave no one behind anywhere in Japan through advancing DX and strengthening relationships with other financial institutions and regional communities. |
| Human Resource Development         | Management experience and insight in human resource development and education   | Required for nurturing and developing human resources as assets and as the source of the Bank's competitiveness and value creation as is necessary for enhancing corporate value.  |
| ESG                                | Management experience in consideration of environmental and social issues, or equivalent experience and insight                                 | Required for promoting initiatives that balance corporate value enhancements with solutions to social issues, and for realizing key issues (materiality).  |
| Administration                     | Experience in key administrative positions in national, local, or other government authorities  | Required for completing the implementation of postal service privatization.  |

### Skills Matrix

| Name                            | Experience / Expertise            |  |                      |                                    |                           |                            |     |                |                      | Committee staffing status |                 |                                      |  |
|---------------------------------|-----------------------------------|--|----------------------|------------------------------------|---------------------------|----------------------------|-----|----------------|----------------------|---------------------------|-----------------|--------------------------------------|--|
|                                 | Management (Corporate Management) | Legal / Compliance   | Financial Accounting | Market Operation / Risk Management | Sales / Digital Marketing | Human Resource Development | ESG | Administration | Nomination Committee | Compensation Committee    | Audit Committee | Risk Committee (Voluntary committee) |  |
| Outside Directors               | Keisuke Takeuchi                  | ●  |                      |                                    |                           |                            | ●   |                | ●                    | ★                         |                 |                                      |  |
|                                 | Makoto Kaiwa                      | ●  |                      | ●                                  |                           |                            | ●   |                | ★                    |                           |                 |                                      |  |
|                                 | Risa Aihara                       | ●  |                      |                                    |                           | ●                          |     |                |                      | ●                         |                 |                                      |  |
|                                 | Hiroshi Kawamura                  |  | ●                    |                                    |                           |                            |     |                |                      |                           | ★               |                                      |  |
|                                 | Kenzo Yamamoto                    |  |                      |                                    | ●                         | ●                          |     |                |                      |                           | ●               | ★                                    |  |
|                                 | Keiji Nakazawa                    |  | ●                    | ●                                  |                           |                            |     |                |                      | ●                         | ●               |                                      |  |
|                                 | Atsuko Sato                       |  |                      |                                    | ●                         | ●                          | ●   |                |                      |                           |                 | ●                                    |  |
|                                 | Reiko Amano                       |  |                      |                                    |                           | ●                          | ●   |                | ●                    |                           |                 |                                      |  |
|                                 | Akane Kato                        | ●  |                      |                                    |                           |                            | ●   |                |                      |                           |                 | ●                                    |  |
| Internal Nonexecutive Directors | Hiroya Masuda                     | ●  |                      |                                    | ●                         |                            | ●   | ●              | ●                    | ●                         |                 |                                      |  |
|                                 | Katsuyo Yamazaki                  |  |                      |                                    | ●                         |                            | ●   | ●              |                      |                           | ●               | ●                                    |  |
| Internal Directors              | Takayuki Kasama                   | ●  |                      |                                    | ●                         | ●                          | ●   |                | ●                    |                           |                 |                                      |  |
|                                 | Susumu Tanaka                     |  |                      | ●                                  | ●                         |                            |     | ●              |                      |                           |                 |                                      |  |
|                                 | Harumi Yano                       |  |                      |                                    | ●                         | ●                          | ●   | ●              |                      |                           |                 |                                      |  |
| External experts                | Takao Yajima                      | Chairman of specified non-profit organization CIO Lounge       |                      |                                    |                           |                            |     |                |                      |                           |                 | ●                                    |  |
|                                 | Hiroimi Yamaoka                   | Board Director of Future Corporation, Director Group CSO & CLO |                      |                                    |                           |                            |     |                |                      |                           |                 | ●                                    |  |

\* The ★ mark refers to committee chairperson.



### Main agenda items discussed by the Board of Directors in FY2024/3

- Review of the Medium-term Management Plan (FY 2022/3 to FY 2026/3)
- Risk Appetite Statement
- Formulation of FY2025/3 management plan
- Promotion of sustainability management
- Capital and dividend policies (ROE/PBR enhancement, etc.)
- Promotion of the three business strategies (Retail Business Innovations, Market Business Enhancement, Full-scale launch of the Σ business)
- Promotion of human capital management
- Upgrade and expansion of the corporate governance systems
- Strengthening of compliance system
- Customer-oriented service improvements
- Promotion of measures to counter money laundering / the financing of terrorism and proliferation financing
- Strengthening of IT governance systems / cyber security management systems
- Operational status of the "Basic Policies for the Internal Control System"
- Improvement of systems for securing operational resilience

## Board of Directors and Executive Officers (As of July 1, 2024)

### Outside Directors\*

|   |  |  |
|---|--|--|
|  <p><b>Keisuke Takeuchi</b><br/>Outside Director<br/>Chairman of the Compensation Committee<br/>Member of the Nomination Committee<br/><b>Significant concurrent positions:</b><br/>Outside Director of BROTHER INDUSTRIES, LTD.</p>   | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Nomination Committee</b><br/>100% (8/8 meetings)<br/><b>Compensation Committee</b><br/>100% (5/5 meetings)</p> | <p><b>Reason for Election</b><br/>Mr. Keisuke Takeuchi has been involved in corporate management of a publicly traded company for a long time, and JAPAN POST BANK expects him to sufficiently fulfill his role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on his abundant experience and insights as a specialist of corporate management gained through his career.</p>  |
|  <p><b>Makoto Kaiwa</b><br/>Outside Director<br/>Chairman of the Nomination Committee<br/><b>Significant concurrent positions:</b><br/>Special Advisor of Tohoku Electric Power Co., Inc.</p>  | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Nomination Committee</b><br/>100% (8/8 meetings)</p>   | <p><b>Reason for Election</b><br/>Mr. Makoto Kaiwa has been involved in corporate management of a publicly traded company for a long time, and JAPAN POST BANK expects him to sufficiently fulfill his role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on his abundant experience and insights as a specialist of corporate management gained through his career.</p>  |
|  <p><b>Risa Aihara</b><br/>Outside Director<br/>Member of the Compensation Committee<br/><b>Significant concurrent positions:</b><br/>Representative Director and President of Ai-LAND Co., Ltd.</p>  | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Compensation Committee</b><br/>100% (3/3 meetings)</p>   | <p><b>Reason for Election</b><br/>Ms. Risa Aihara has been involved in corporate management of Internet service businesses for a long time and has deep insights into Internet marketing. As such JAPAN POST BANK expects that with her abundant experience and insights, she will sufficiently fulfill her role in enhancing the decision-making function and supervision function of the Board of Directors.</p>   |
|  <p><b>Hiroshi Kawamura</b><br/>Outside Director<br/>Chairman of the Audit Committee<br/><b>Significant concurrent positions:</b><br/>Attorney-at-law<br/>Outside Director of ISHII IRON WORKS CO., LTD.</p>   | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Audit Committee</b><br/>100% (14/14 meetings)</p>  | <p><b>Reason for Election</b><br/>Mr. Hiroshi Kawamura has been in the legal profession for a long time, and JAPAN POST BANK expects him to sufficiently fulfill his role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on his abundant experience and insights gained through his career as a legal professional.</p>  |
|  <p><b>Kenzo Yamamoto</b><br/>Outside Director<br/>Chairman of the Risk Committee<br/>Member of the Audit Committee<br/><b>Significant concurrent positions:</b><br/>Representative of Office KY Initiative<br/>Member of the Board as Outside Director of Bridgestone Corporation<br/>Outside Director of SUMITOMO LIFE INSURANCE COMPANY</p>             | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Audit Committee</b><br/>100% (14/14 meetings)<br/><b>Risk Committee</b><br/>100% (7/7 meetings)</p>            | <p><b>Reason for Election</b><br/>Mr. Kenzo Yamamoto successively held various important posts at the Bank of Japan, and JAPAN POST BANK expects him to sufficiently fulfill his role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on his abundant experience and insights in the financial market and financial system gained through his career.</p>   |
|  <p><b>Keiji Nakazawa</b><br/>Outside Director<br/>Member of the Audit Committee<br/>Member of the Compensation Committee<br/><b>Significant concurrent positions:</b><br/>None</p>  | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Audit Committee</b><br/>100% (14/14 meetings)<br/><b>Compensation Committee</b><br/>100% (3/3 meetings)</p>    | <p><b>Reason for Election</b><br/>Mr. Keiji Nakazawa successively held various important posts at publicly traded companies for a long time, and JAPAN POST BANK expects him to sufficiently fulfill his role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on his abundant experience and insights in finance and accounting gained through his career.</p>  |
|  <p><b>Atsuko Sato</b><br/>Outside Director<br/>Member of the Risk Committee<br/><b>Significant concurrent positions:</b><br/>Associate Professor, Department of International Studies, Faculty of Economics of Takasaki City University of Economics<br/>Outside Corporate Auditor of DeNA Co., Ltd.<br/>Outside Director of Yomeishu Seizo Co., Ltd.</p> | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Risk Committee</b><br/>100% (7/7 meetings)</p>   | <p><b>Reason for Election</b><br/>Ms. Atsuko Sato successively held various important posts at Goldman Sachs (Japan) Ltd. and positions as university professor, and JAPAN POST BANK expects her to sufficiently fulfill her role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on her abundant experience and insights in market operations, risk management and human resource development gained through her career.</p> |

|   |  |  |
|---|--|--|
|  <p><b>Reiko Amano</b><br/>Outside Director<br/>Member of the Nomination Committee<br/><b>Significant concurrent positions:</b><br/>Outside Director of Yokogawa Bridge Holdings Corp.</p>                                   | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (10/10 meetings)<br/><b>Nomination Committee</b><br/>100% (6/6 meetings)</p> | <p><b>Reason for Election</b><br/>Ms. Reiko Amano successfully held various important posts at publicly traded companies and national research and development agencies for a long time, and JAPAN POST BANK expects her to sufficiently fulfill her role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on her abundant experience and insights in risk management gained through her career.</p> |
|  <p><b>Akane Kato</b><br/>Outside Director<br/>Member of the Audit Committee<br/><b>Significant concurrent positions:</b><br/>Representative Director of AKANE IDENTITIES INC.<br/>Outside Director of SUMCO CORPORATION</p> | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (10/10 meetings)<br/><b>Audit Committee</b><br/>100% (10/10 meetings)</p>    | <p><b>Reason for Election</b><br/>Ms. Akane Kato worked as a human resources development consultant for a long time, and JAPAN POST BANK expects her to sufficiently fulfill her role in enhancing the decision-making function and supervision function of the Board of Directors as an Outside Director, based on her abundant experience and insights in human resources development gained through her career.</p>   |

### Directors

|   |  |   |  |
|---|--|---|--|
|  <p><b>Takayuki Kasama</b><br/>Director, President and Representative Executive Officer<br/>Member of the Nomination Committee<br/><b>Significant concurrent positions:</b><br/>Director of JAPAN POST HOLDINGS Co., Ltd.</p> | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (10/10 meetings)</p> |  <p><b>Hiroya Masuda</b><br/>Director<br/>Member of the Nomination Committee<br/>Member of the Compensation Committee<br/><b>Significant concurrent positions:</b><br/>Director and Representative Executive Officer, President &amp; CEO of JAPAN POST HOLDINGS Co., Ltd.<br/>Director of JAPAN POST Co., Ltd.</p> | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)<br/><b>Nomination Committee</b><br/>100% (8/8 meetings)<br/><b>Compensation Committee</b><br/>100% (5/5 meetings)</p> |
|  <p><b>Susumu Tanaka</b><br/>Director, Representative Executive Vice President<br/><b>Significant concurrent positions:</b><br/>Managing Executive Officer of JAPAN POST HOLDINGS Co., Ltd.</p>                              | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (12/12 meetings)</p> |  <p><b>Katsuyo Yamazaki</b><br/>Director, Full-time Member of the Audit Committee<br/>Member of the Risk Committee<br/><b>Significant concurrent positions:</b><br/>None</p>   | <p><b>Status of attendance at the meetings of:</b><br/><b>Board of Directors</b><br/>100% (10/10 meetings)<br/><b>Audit Committee</b><br/>100% (10/10 meetings)<br/><b>Risk Committee</b><br/>100% (5/5 meetings)</p>            |
|  <p><b>Harumi Yano</b><br/>Director, Representative Executive Vice President<br/><b>Significant concurrent positions:</b><br/>None</p>   |  |   |  |

\* Attendance at Board of Directors meetings and committees in FY2024/3.  
\* Keisuke Takeuchi, Makoto Kaiwa, Risa Aihara, Hiroshi Kawamura, Kenzo Yamamoto, Keiji Nakazawa, Atsuko Sato, Reiko Amano and Akane Kato are Outside Directors as set forth under Article 2.15 of Japan's Companies Act.

 **More information**  
For more details regarding each director, including biographies, please see the Bank's website.  
[https://www.jp-bank.japanpost.jp/en/aboutus/company/en\\_abt\\_cmp\\_executives.html](https://www.jp-bank.japanpost.jp/en/aboutus/company/en_abt_cmp_executives.html)

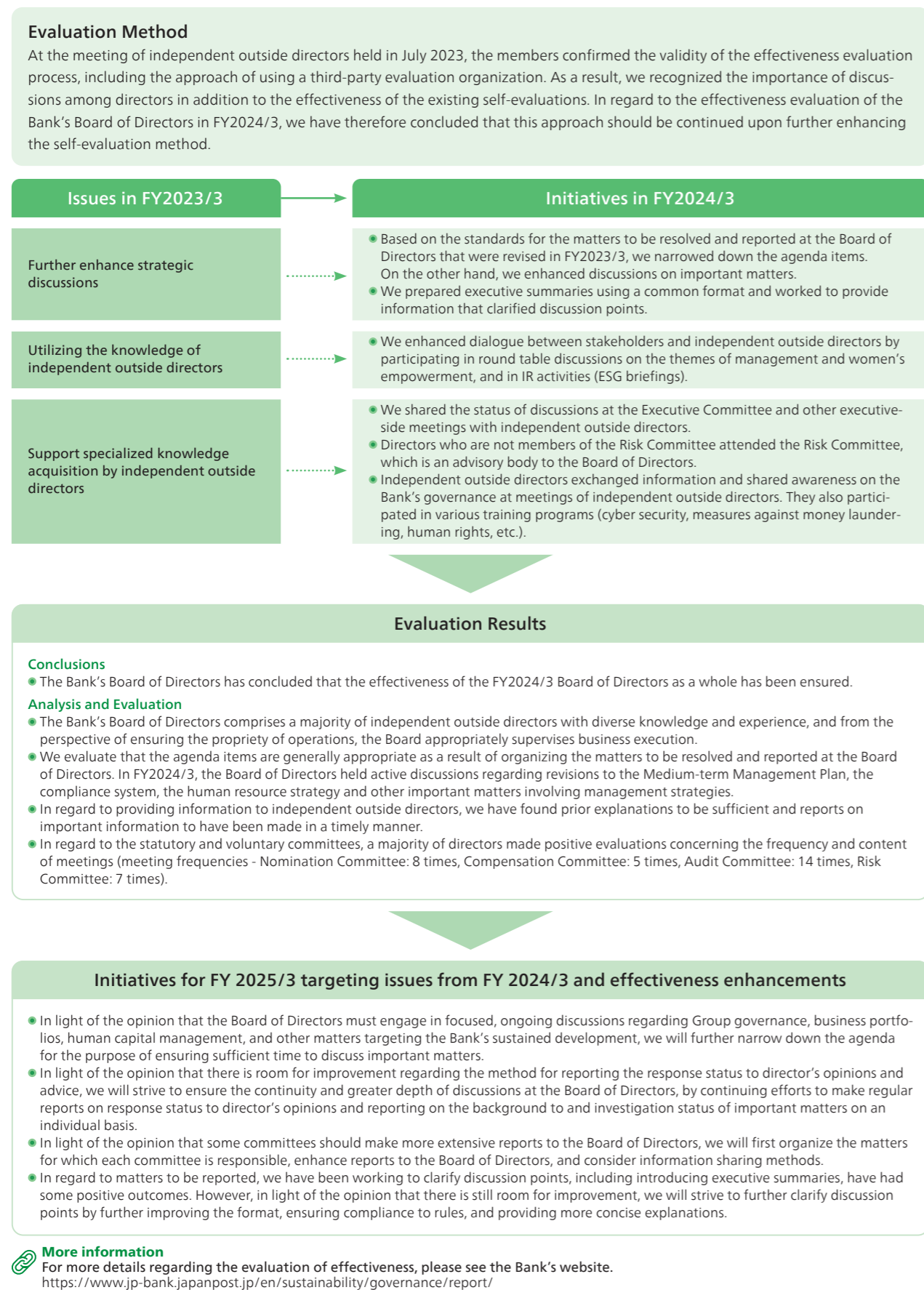
### Executive Officers

|  |   |   |   |  |
|--|---|---|---|--|
| President and Representative Executive Officer<br><b>Takayuki Kasama</b><br>Representative Executive Vice President<br><b>Susumu Tanaka</b><br>Representative Executive Vice President<br><b>Harumi Yano</b><br>Executive Vice President<br><b>Kenji Ogata</b><br>Senior Managing Executive Officer<br><b>Masato Tamaki</b><br>Senior Managing Executive Officer<br><b>Hisashi Matsunaga</b> | Senior Managing Executive Officer<br><b>Makoto Shinmura</b><br>Managing Executive Officer<br><b>Shinobu Nagura</b><br>Managing Executive Officer<br><b>Satoru Ogata</b><br>Managing Executive Officer<br><b>Hideki Nakao</b><br>Managing Executive Officer<br><b>Koji Iimura</b><br>Managing Executive Officer<br><b>Etsuko Kishi</b> | Managing Executive Officer<br><b>Akihiro Den</b><br>Executive Officer<br><b>Masaya Touma</b><br>Executive Officer<br><b>Katsuya Fukushima</b><br>Executive Officer<br><b>Koji Hasukawa</b><br>Executive Officer<br><b>Koichiro Yoshida</b><br>Executive Officer<br><b>Hisanori Kato</b> | Executive Officer<br><b>Yasumitsu Toyoda</b><br>Executive Officer<br><b>Junko Fujie</b><br>Executive Officer<br><b>Hiroshi Ueda</b><br>Executive Officer<br><b>Kenji Aono</b><br>Executive Officer<br><b>Hirokazu Yamamoto</b><br>Executive Officer<br><b>Tomotake Yano</b> | Executive Officer<br><b>Kenichi Imai</b><br>Executive Officer<br><b>Yuko Yoshida</b> |
|--|---|---|---|--|



## Evaluation of Effectiveness of the Bank's Board of Directors

Every year, the Bank's Board of Directors analyzes and evaluates the effectiveness of the Board of Directors and each committee based on the self-evaluation of each director, and discloses a summary of the results.



## Support System for Outside Directors

The Bank shall take the following actions in relation to directors to ensure the effective and smooth operation of meetings of the Board of Directors and enhance the effectiveness of supervision by outside directors, in particular.

1. Coordination of an annual schedule with sufficient time available
2. Timely and appropriate provision of information as necessary
3. Ensuring sufficient prior explanation and time for prior consideration of the content of agenda items
4. Ensuring time for questions at Board of Directors' meetings

In addition, the Bank shall establish the Board of Directors Office and allocate appropriate staff for operational support to effectively and efficiently carry out meetings of the Board of Directors, and for communication and coordination with outside directors.

## Providing Opportunities for Outside Directors to Collect Information

To ensure that the expected roles and responsibilities of executives who include outside directors are properly fulfilled, we regularly provide them with opportunities to acquire the necessary knowledge. For example, we provide them with opportunities to deepen their understanding of our business, issues, management strategies, etc., and to acquire the necessary knowledge, such as by conducting inspections of our facilities.

**Major themes for regularly held training sessions, etc., for executives (including outside directors)**

|  |  |  |
|--|--|--|
| <ul style="list-style-type: none"> <li>● General Meeting of Shareholders</li> <li>● Sustainability</li> <li>● Media responses</li> </ul> | <ul style="list-style-type: none"> <li>● Cyber security</li> <li>● Countering money laundering / the financing of terrorism / proliferation financing</li> </ul> | <ul style="list-style-type: none"> <li>● International financial regulations regarding risk management</li> <li>● Analyze business data</li> </ul> |
|--|--|--|

## Succession Plan

At JAPAN POST BANK, the Nomination Committee deliberates on succession plans for executives, including the President and Representative Executive Officer, with the aim of achieving sustainable corporate growth and enhancing corporate value over the medium to long term.

The Nomination Committee clarifies the ideal image of the President and Representative Executive Officer in terms of values, qualities, and abilities based on the Bank's vision.

The Nomination Committee then establishes objective evaluation criteria and holds discussions based on them, referring to individual and multifaceted evaluations by external organizations.

In addition, we are working to develop human resources based on evaluation criteria for the ideal President and Representative Executive Officer in order to facilitate succession planning.

## Elections and Dismissals of Executive Officers, Nominations of Director Candidates

With regard to the policies and procedures for electing or dismissing executive officers and nominating director candidates, the "Criteria for Election or Dismissal of Executive Officers" and "Criteria for Nomination of Director Candidates" are disclosed on the Bank's website.

**More information**  
Criteria for Election or Dismissal of Executive Officers  
<https://www.jp-bank.japanpost.jp/en/sustainability/governance/system/pdf/criteriaelection.pdf>

**More information**  
Criteria for Nomination of Director Candidates  
[https://www.jp-bank.japanpost.jp/en/sustainability/governance/system/pdf/Criteria\\_for\\_Nomination\\_of\\_Director\\_Candidates.pdf](https://www.jp-bank.japanpost.jp/en/sustainability/governance/system/pdf/Criteria_for_Nomination_of_Director_Candidates.pdf)

## Compensation for Directors and Executive Officers

### Policy on Determining Remuneration Amounts for Directors and Executive Officers, and the Calculation Methods Thereof

In regard to compensation for the Bank's directors and executive officers, the Compensation Committee has prescribed the policy for determining the details of individual compensation for directors and executive officers as follows, and it determines

the amount of compensation in accordance with this policy. At the Compensation Committee meeting held on June 18, 2024, the Committee resolved to revise the compensation system for directors and executive officers along with this policy.

#### 1. Compensation system

- (1) When serving concurrently as a director and executive officer, compensation shall be paid for the position of executive officer.
- (2) Compensation that directors of the Bank receive shall be paid in the form of a fixed amount of compensation corresponding to duties, in light of the scope and scale of responsibility relating to management, and the like.
- (3) Compensation that executive officers of the Bank receive shall be paid in the form of a base salary (a fixed amount of compensation), a short-term incentive in the form of a bonus, and a mid-to-long-term incentive in the form of stock compensation (both non-performance-linked and performance-linked), and shall function as a sound incentive for the achievement of performance goals and sustainable growth.

## 2. Compensation for directors

Compensation for directors shall be paid as a certain level of a fixed amount of compensation corresponding to duties, in light of the main role of supervision of management, and the

level shall be an appropriate one that takes into account the scale of duties as a director, the role in each committee, and the current situation of the Bank.

## 3. Compensation for executive officers

Compensation for executive officers shall be paid in the form of a certain level of base salary (a fixed amount of compensation), in light of differences in responsibility that varies according to the job position, a short-term incentive in the form of a bonus, and a mid-to-long-term incentive in the form of stock compensation (both non-performance-linked and performance-linked).

The level of base salary shall be an appropriate one that takes into account the scale of duties of the executive officer and the current situation of the Bank.

The bonus shall function as an incentive to steadily achieve the performance targets for a single fiscal year. It shall be calculated by multiplying the standard amount according to the responsibilities by a coefficient based on the individual evaluation and a coefficient that varies according to the achievement status of the management plan, and the cash will be paid every year.

In regard to stock compensation, based on the viewpoint of a sound incentive for improving mid- to long-term corporate value and sustainable growth, a fixed amount of points

according to the responsibilities shall be granted every year, and points that are calculated by multiplying the sum of basic points corresponding to duties by a coefficient that varies according to the state of achievement of the management plan shall be granted after the end of the final fiscal year of the medium-term management plan, and shares corresponding to the points accumulated at the time of retirement from office shall be provided. However, a certain percentage of this shall be paid in the form of money obtained by converting the shares into cash.

Furthermore, in the case of a person who is an executive officer in charge of an area that requires special knowledge and skills and, based on the compensation corresponding to his/her duties, would receive a significantly lower level of compensation than what an officer in charge of such an area would generally receive at other companies, it shall be permitted to adopt compensation that refers to the level of compensation at other companies instead of compensation corresponding to duties.

## Incorporation of ESG Evaluation Items into Executive Compensation

In promoting overall management and the operations of each department, the Bank has reflected the promotion of sustainability management in the compensation of executive officers from the perspective of providing sound incentives not only from the short-term perspective of single fiscal year

performance, etc., but also for efforts towards the Bank's sustainable growth over the long term.

The evaluation items will be reviewed as necessary in response to changes in the external environment and the Bank's internal environment.

| Type               | Degree of performance dependency | Payment standard  | Payment time  | Payment method         |
|--------------------|----------------------------------|---|---------------|------------------------|
| Base salary        | Not linked                       | Fixed amount of compensation based on job responsibilities  | Monthly       | Cash                   |
| Stock compensation | Not linked                       | Fixed points based on job responsibilities  | At retirement | Shares 70%<br>Cash 30% |
|                    | Linked                           | Linked to medium- to long-term performance (0 – 120%)<br>Performance-linked indicators (Medium-term Management Plan achievement level assessment)<br>Basic points Awarded on basis of prescribed duties × Quantitative Consolidated net income (attributable to owners of parent) ROE (based on shareholders' equity)   |               |                        |
| Bonuses            | Linked                           | Linked to short-term performance (0 – 130%)<br>Performance-linked indicators<br>Standard amount by position Determined based on job responsibilities × Coefficient based on an evaluation of the individual × Quantitative Consolidated net income (attributable to owners of parent) OHR/G&A expense reduction Retail Business Market Business Σ Business (a corporate business for creating futures for societies and local communities through investment) ESG<br>Qualitative Corporate value enhancement initiatives IT system problems, etc. | Once per year | Cash                   |

Number of persons compensated, compensation, etc., for each officer category (FY2024/3) (Millions of yen)

| Category           | Number of persons compensated | Compensation, etc. | Base compensation | Performance-linked stock compensation | Retirement benefit | Other |
|--------------------|-------------------------------|--------------------|-------------------|---------------------------------------|--------------------|-------|
| Directors          | 13                            | 133                | 133               | —                                     | —                  | 0     |
| Executive Officers | 31                            | 875                | 645               | 202                                   | 24                 | 2     |
| Total              | 44                            | 1,008              | 778               | 202                                   | 24                 | 2     |

- Notes: 1. The figures for compensation, etc., are rounded down to the nearest million yen.  
 2. If a person holds concurrent positions as Director and Executive Officer, we do not pay compensation for services as Director to such person.  
 3. Number of Directors compensated excludes one Director without pay.  
 4. Includes compensation paid to three Directors and five Executive Officers who retired during the fiscal year under review and one Executive Officer who resigned at the end of the fiscal year under review.  
 5. Performance-linked stock compensation above represents the amount accounted for as expense during FY2024/3.  
 6. Although the retirement benefits program to Executive Officers was abolished in June 2013, retirement benefits will be paid upon retirement to Executive Officers who have remained in their positions since then, for their terms of office up to the day of the abolishment of the system.

## Protection of Minority Shareholders

### 1. Policy on Group Management

JAPAN POST HOLDINGS Co., Ltd. is the parent company of the Bank, and the Bank is the only bank in the JAPAN POST GROUP.

JAPAN POST HOLDINGS Co., Ltd., JAPAN POST Co., Ltd., JAPAN POST BANK Co., Ltd., and JAPAN POST INSURANCE Co., Ltd. have concluded the JAPAN POST GROUP Agreement on

the Group's common philosophy, policies and other basic matters concerning Group management, thereby setting up a system to facilitate mutual collaboration and cooperation as well as exerting synergy effects among Group companies.

### 2. Approaches to Securing Independence from the Parent Company

The Bank has close personal, capital and other relationships with JAPAN POST HOLDINGS Co., Ltd., but makes decisions based on the Bank's responsibility and conducts management and business operations independently.

Based on the JAPAN POST GROUP Agreement, the Bank has entered into contracts regarding JAPAN POST GROUP operations with JAPAN POST HOLDINGS Co., Ltd. and these contracts decide important matters for Group operations that will be discussed in advance with and reported to JAPAN POST HOLDINGS Co., Ltd. In addition, with a view to strengthening Group governance, etc., certain directors of both the company and the Bank serve concurrently.

In the meantime, to improve management transparency and swift decision-making, the Bank has adopted the system of a Company with three statutory committees. The majority of

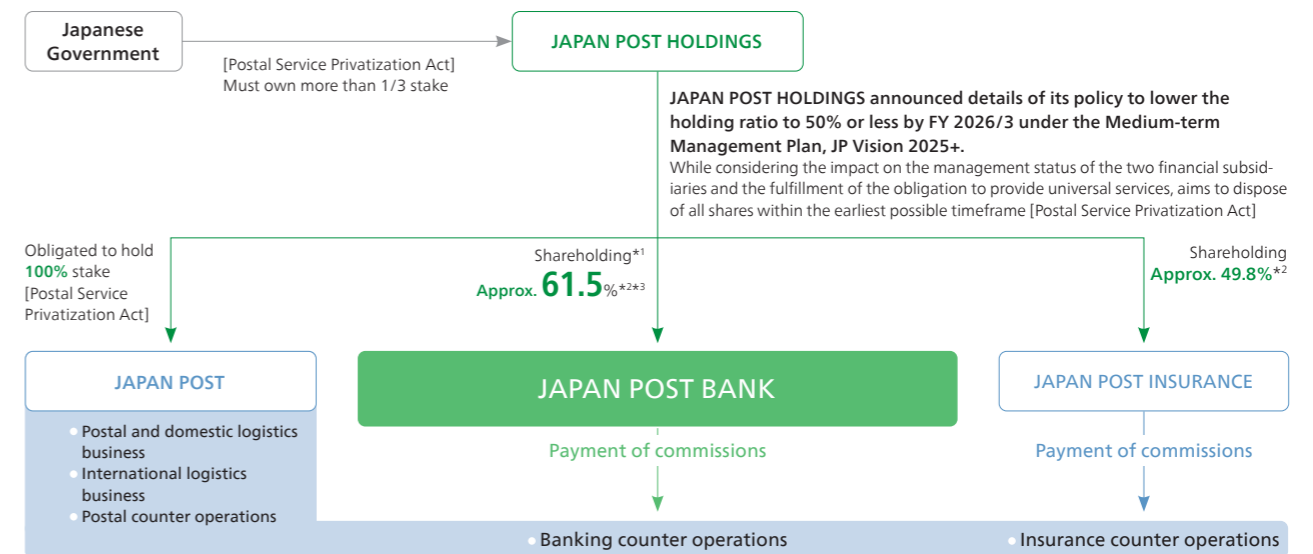
its Board of Directors and each of the statutory and voluntary committees are independent outside directors, creating a system that ensures management checks from the perspective of protecting minority shareholders.

In addition, the JAPAN POST GROUP Agreement and other documents clearly stipulate that JAPAN POST HOLDINGS Co., Ltd. will not hinder or restrain the decision-making of the Bank, and that its business subsidiaries, including the Bank, will take advantage of the fact that it belongs to the JAPAN POST GROUP and will conduct management in an autonomous manner. These measures have been taken to ensure the independence of the Bank.

[More information](#)  
[JAPAN POST GROUP Agreement](#)

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### Current JAPAN POST GROUP Structure (As of March 31, 2024)



\*1 Shareholding of JAPAN POST HOLDINGS more than 50% → New services: licensing system  
 Shareholding of JAPAN POST HOLDINGS 50% or less → New services: notification system

\*2 Shareholding relating to total outstanding shares excluding treasury stock

\*3 Under JP Vision 2025+, JAPAN POST HOLDINGS aims to lower its holding ratio of the Bank's shares to 50% or less by FY 2026/3.

JAPAN POST BANK will make every effort to create an environment in which it is easy for JAPAN POST HOLDINGS to implement the relevant policies (increase profits and increase corporate value).