

September 10, 2015

Company Name: JAPAN POST BANK Co., Ltd.

Representative: Masatsugu Nagato, Director, President and Representative Executive Officer

(Securities Code: 7182, Tokyo Stock Exchange)

Notice of Board of Directors Resolution Concerning an Initial Public Offering of Shares

JAPAN POST BANK Co., Ltd. (the “Bank”) announced that at a meeting held on September 10, 2015, the Bank’s Board of Directors passed a resolution to conduct an initial public offering of shares of the Bank’s common stock (the “Initial Public Offering of Shares”) in conjunction with the listing of the Bank’s common shares on the Tokyo Stock Exchange. Details are as follows.

1. Initial Public Offering of Shares of the Bank’s Common Stock

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| (1) | Type and Number of Shares for Initial Public Offering | 412,442,300 shares of the Bank’s common stock
The number of shares for initial public offering includes a planned 329,953,800 shares for initial public offering in Japan (the “Japanese Initial Public Offering”) and a planned 82,488,500 shares for initial public offering in markets outside Japan (the “International Initial Public Offering”) (however, in the United States the shares will be sold only to qualified institutional investors in accordance with Rule 144A pursuant to the U.S. Securities Act of 1933). However, the final breakdown of shares is to be determined on the initial public offering price determination date (October 19, 2015), within the range of the abovementioned number of shares for initial public offering, after considering the status of demand and other factors, and is scheduled to be approved by the Board of Directors meeting planned for the same date. The abovementioned number of shares for initial public offering is subject to change, in which event, the number is to be approved at the Board of Directors meeting planned for October 7, 2015. |
| (2) | Offeror | JAPAN POST HOLDINGS Co., Ltd. |
| (3) | Initial Public Offering Price | To be determined. (The price is to be determined on the initial public offering price determination date (October |

Notes :

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19, 2015) based on provisional pricing terms to be approved by a future meeting of the Board of Directors, giving overall consideration to the status of bidding in reaction to the provisional pricing terms and the price fluctuation risk, up until the date of listing. The price is to be approved by the Board of Directors meeting planned for the same date.)

(4) Underwriting Price

To be determined. (The price is to be determined on the initial public offering price determination date (October 19, 2015) after giving consideration to the status of bidding the provisional pricing terms to be determined in the future and price fluctuation risk, up until the date of listing. The price is to be approved at the Board of Directors meeting planned for the same date.)

(5) Initial Public Offering Method

Simultaneous initial public offering in Japan and internationally.

i. Japanese Initial Public Offering

This shall be an initial public offering in Japan for ordinary investors at the initial public offering price. All of the Japanese Initial Public Offering shares shall be jointly and severally bought for the total amount at the underwriting price and underwritten by the underwriters, (the "Domestic Underwriters") comprising, as the lead managing underwriters, Nomura Securities Co., Ltd., Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Goldman Sachs Japan Co., Ltd., JPMorgan Securities Japan Co., Ltd., Daiwa Securities Co. Ltd., Mizuho Securities Co., Ltd., SMBC Nikko Securities Inc., Okasan Securities Co., Ltd., and Tokai Tokyo Securities Co., Ltd. Moreover, the joint book runners for the Japanese Initial Public Offering shall be Nomura Securities Co., Ltd., Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Goldman Sachs Japan Co., Ltd., JPMorgan Securities Japan Co., Ltd., Daiwa Securities Co. Ltd., Mizuho Securities Co., Ltd., and SMBC Nikko Securities Inc.

ii. International Initial Public Offering

This shall be an initial public offering in markets outside Japan at the initial public offering price (however, in the United States the shares shall be sold only to qualified institutional investors in accordance with Rule 144A

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pursuant to the U.S. Securities Act of 1933). All of the shares relating to the International Initial Public Offering shall be jointly and severally bought at the underwriting price and underwritten by the underwriters (hereinafter referred to collectively with the Domestic Underwriters as the “Underwriters”) comprising, as the joint lead managing underwriters and joint book runners, Goldman Sachs International, J.P. Morgan Securities plc, Morgan Stanley & Co. International plc, Nomura International plc, Citigroup Global Markets Limited, and UBS AG, London Branch.

The joint global coordinators for the Japanese Initial Public Offering and the International Initial Public Offering shall be Nomura Securities Co., Ltd., Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Goldman Sachs Japan Co., Ltd., and JPMorgan Securities Japan Co., Ltd.

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|------|--|--|
| (6) | Subscription Period (Domestic) | From October 20, 2015 (Tuesday) to October 23, 2015 (Friday) |
| (7) | Subscription Unit | 100 shares |
| (8) | Share Delivery Date | November 4, 2015 (Wednesday) |
| (9) | Compensation for the Underwriters | No underwriting fee shall be paid. In lieu of such, the underwriters shall receive the entire amount of the difference between the initial public offering price and the underwriting price. |
| (10) | The Japanese Initial Public Offering shall be conditional upon the effectiveness of registration in accordance with the Financial Instruments and Exchange Act. | |
| (11) | If the Japanese Initial Public Offering is cancelled, the International Initial Public Offering may also be cancelled. Moreover, if the International Initial Public Offering is cancelled, the Japanese Initial Public Offering may also be cancelled. Furthermore, concurrently with the Initial Public Offering of Shares, the Bank’s parent company JAPAN POST HOLDINGS Co., Ltd. and JAPAN POST INSURANCE Co., Ltd. intend to conduct initial public offerings of their common shares in the Japanese and international markets, and if either of these initial public offerings is cancelled, the Initial Public Offering of Shares may also be cancelled. | |

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2. Preferential Allotment to a Buyer Specified by the Bank

With regard to the Japanese Initial Public Offering in 1. above, the Bank plans to request the Domestic Underwriters to make an allotment to a buyer designated by the Bank (a “preferential allottee”), namely the JAPAN POST BANK Employee Shareholding Association, of a portion of the shares for initial public offering relating to the Japanese Initial Public Offering, not to exceed a number of shares worth ¥7.4 billion, for use as a benefit program.

This preferential allotment is “a sale to a person designated by the issuer” as defined by the Japan Securities Dealers Association in “Rules Concerning Distribution to Customers Related to Underwriting, etc. of Public Offering, etc. of Share Certificates etc.” (including actions substantially similar to the act of suggesting to which person shares should be sold).

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Reference

1. Overview of the Initial Public Offering of Shares of the Bank's Common Stock

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|-----|--|------------------------------------|--|
| (1) | Number of Shares for Initial Public Offering | Shares of common stock of the Bank | 412,442,300 shares
(Comprising 329,953,800 shares for the Japanese Initial Public Offering and ¥82,488,500 shares for the International Initial Public Offering)
The final breakdown of shares is to be determined within the range of the abovementioned total number of shares for initial public offering on the initial public offering price determination date detailed in (3) below, after consideration of the demand status of bidding and other factors. |
| (2) | Period for Indication of Interest (Domestic) | | From October 8, 2015 (Thursday) to October 16, 2015 (Friday) |
| (3) | Initial Public Offering Price Determination Date | | October 19, 2015 (Monday)
The initial public offering price is to be determined based on overall consideration of the status of bidding due to provisional pricing terms to be approved by a future meeting of the Board of Directors and price fluctuation risk, up until the date of listing. The price is to be approved at the Board of Directors meeting planned for the same date. |
| (4) | Subscription Period (Domestic) | | From October 20, 2015 (Tuesday) to October 23, 2015 (Friday) |
| (5) | Share Delivery Date | | November 4, 2015 (Wednesday) |

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2. Distribution of Profit to Shareholders and Other Related Matters

(1) Basic Policy Regarding Distribution of Profit

The Bank recognizes the return of profit to shareholders to be a key management priority. It has a basic policy of paying a stable dividend while remaining mindful of the need to bolster internal reserves from a standpoint of ensuring financially sound management given the public nature of the banking business.

(2) Use of Internal Reserves

The Bank will make use of its internal reserves to continuously increase its enterprise value and strengthen its financial position further.

(3) Specific Measures to Increase Distribution of Profit to Shareholders Going Forward

For the period until March 31, 2018, the Bank aims to pay a stable per-share dividend aiming for a dividend payout ratio of at least 50% against net income. Furthermore, depending on the future status of regulatory trends, profit growth, and enhancement of internal reserves, the Bank will consider carrying out additional measures for making returns to shareholders.

However, for the year-end dividend for the fiscal year ending March 31, 2016, considering the short period of less than six months from the listing date until the record date for this dividend, the Bank's policy is to aim for a year-end dividend of at least 25% of net income for the fiscal year ending March 31, 2016.

(Note) The above section concerning future distribution of profit does not guarantee a consistent level of dividends.

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(4) Dividends for the Previous Two Fiscal Years

Fiscal Year		Fiscal Year Ended March 2014 (8 th Term)	Fiscal Year Ended March 2015 (9 th Term)
Fiscal year-end		March 31, 2014	March 31, 2015
Net income per share	(¥)	78.81	89.58
Dividend per share (Interim dividend per share)	(¥) (¥)	20.88 (—)	49.26 (—)
Return on equity	(%)	3.15	3.20

Notes

1. The Bank conducted a 30-for-1 stock split of its common stock on August 1, 2015. The per-share net income and dividend values are calculated as if the stock split had been conducted at the beginning of the fiscal year ended March 2014.
2. Net income per share is calculated by dividing net income for the period by the average number of issued shares of common stock for the period.
3. Return on equity is calculated by dividing net income for the period by capital (the average of the beginning and year-end balances).

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3. Basic Policy Regarding distribution of shares to be sold

The Underwriters shall strive to achieve fair and appropriate sales. The sale is to be conducted in line with the Underwriters' own basic policies on distribution and their internal rules. In conducting the sales, sales may also be made to investors who did not register an indication of interest in consideration of satisfying the standard for the number of shareholders set in the "Securities Listing Regulations" of the Tokyo Stock Exchange and to ensure liquidity of the stock after listing. The basic policy on distribution can be found on display at the offices of the Underwriters and on their websites.

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4. Lock-Up Period

With regard to the Initial Public Offering of Shares, the offeror, JAPAN POST HOLDINGS Co., Ltd., plans to submit a document to the joint global coordinators on October 19, 2015, agreeing not to transfer or sell shares of the Bank's common stock (except for sales or transfers of the Bank's stock pursuant to the Japanese Initial Public Offering, the International Initial Public Offering, and the Bank's acquisition of its own shares) during the period from the date of the conclusion of the principal underwriting agreement start of sales to the 180th day after the listing day, being May 1, 2016 (counting both the start of sales date and May 1, 2016) (the "Lock-Up Period") without obtaining the consent of the joint global coordinators in writing beforehand.

Moreover, the Bank plans to submit a document to the joint global coordinators on October 19, 2015, agreeing not to issue shares of the Bank's common stock (except for stock splits, etc.) during the Lock-Up Period without obtaining the consent of the joint global coordinators in writing beforehand.

Furthermore, with regard to either of the documents above, the joint global coordinators have the right to waive some or all of the relevant restrictions or to shorten the Lock-Up Period at their discretion.

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