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February 27, 2023

Company Name: JAPAN POST BANK Co., Ltd.

Representative: IKEDA Norito, Director, President and Representative Executive Officer

(Securities Code: 7182, Tokyo Stock Exchange Prime Market)

**Notice Concerning the Determination of Matters relating to Share Repurchases**  
**and Cancellation of Shares**  
**(Share Repurchases under the Articles of Incorporation**  
**Complying with Article 459, Paragraph 1 of the Companies Act and Cancellation**  
**of Shares under Article 178 of the Companies Act)**

JAPAN POST BANK Co., Ltd. (the “Company”) hereby announces that it has resolved matters related to share repurchases under Article 39, Paragraph 1 of the Articles of Incorporation complying with Article 459, Paragraph 1, Item 1 of the Companies Act and matters related to the cancellation of shares under Article 178 of the Companies Act at the Board of Directors meeting held on February 27, 2023, as described below.

**1. Reasons for the share repurchases and the cancellation of shares**

In the med-term management plan (FY 2021 - FY 2025), the Company has adopted a policy of managing its capital policy in a manner that balances shareholder returns, financial soundness, and investment for growth. Pursuant to this plan, the repurchase of the Company’s shares through an off-auction own share repurchase trading on the Tokyo Stock Exchange Trading NeTwork system (ToSTNeT-3) (the “Off-Auction Share Repurchase”) and the repurchase of the Company’s shares in the open market under discretionary transaction contracts with respect to the repurchase of shares (the “Market Share Repurchase” and together with the Off-Auction Share Repurchase, the “Share Repurchases”) and the cancellation of the Company’s shares will be implemented with the aim of improving capital efficiency, enhancing shareholder returns and mitigating the impact on the supply and demand of the Company’s shares from the offer and sale of shares of the Company’s common stock held by JAPAN POST HOLDINGS Co., Ltd. (the “Offering”) as announced today in the “Notice Concerning the Offering of Shares.”

**2. Details of matters related to the share repurchases**

**Note:**

This document is a press release for public announcement of share repurchases and cancellation of shares, and has not been prepared for the purpose of soliciting investments or other conduct of similar nature whether in Japan or overseas. With respect to investments in Japan, investors are advised to do so based on their sole judgement after reviewing “the Prospectus on the Offering of Shares” (and revisions thereto) prepared by the Company. This press release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities referred to in this press release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.

## (1) The Off-Auction Share Repurchase

- ① Class of shares to be repurchased: Common stock of the Company
- ② Total number of shares to be repurchased: 80,000,000 shares (maximum)  
(The ratio of the total number of shares to be repurchased to the total number of shares issued (excluding treasury stock): 2.1%)
- ③ Aggregate repurchase price of shares to be repurchased: 70.0 billion yen (maximum)
- ④ Repurchase period: From Wednesday, March 1, 2023 to Friday, March 10, 2023
- ⑤ Method of repurchase: Purchases through the off-auction own share repurchase trading on the Tokyo Stock Exchange Trading NeTwork system (ToSTNeT-3)
- ⑥ In addition to the matters as described above, any matters required for the share repurchase shall be determined at the sole discretion of the President and Representative Executive Officer of the Company.

## (2) The Market Share Repurchase

- ① Class of shares to be repurchased: Common stock of the Company
- ② Total number of shares to be repurchased: 90,000,000 shares (maximum)  
(The ratio of the total number of shares to be repurchased to the total number of shares issued (excluding treasury stock): 2.4%)
- ③ Aggregate repurchase price of shares to be repurchased: 80.0 billion yen (maximum)
- ④ Market repurchase period: From the business day immediately following the delivery date for the Offering (i.e., from the sixth business day after the pricing date (which falls on any day during the period from Monday, March 13, 2023 to Thursday, March 16, 2023) to Friday, May 12, 2023 (provided, however, that no repurchase will be made during the period from Monday, March 27, 2023 to Friday, March 31, 2023).
- ⑤ Method of repurchase: Market purchases under discretionary transaction contracts with respect to the repurchase of shares
- ⑥ In addition to the matters as described above, any matters required for the share repurchase shall be determined at the sole discretion of the President and Representative Executive Officer of the Company.

(Note 1) The Share Repurchases are expected to be implemented before the annual accounts for the fiscal year ending March 31, 2023 are approved. Under the Companies Act, the Company can repurchase its own shares if it is reasonably determined unlikely that the distributable amount at the end of the fiscal year that includes the date of such share repurchase (however, for a share repurchase conducted after the end of the fiscal year and before the annual accounts for the relevant fiscal year are approved, the distributable amount at the date of such approval of the relevant accounts) will be a deficit.

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Although the Company currently has sufficient distributable amount to conduct the Share Repurchases, there is a possibility that the Share Repurchases will not be conducted in whole or in part, if it is no longer possible to reasonably expect that the necessary distributable amount will be available at the end of March 2023 due to the occurrence of significant fluctuations or disruptions in the financial markets, such as a significant rise in domestic or overseas long-term interest rates or a significant widening of overseas credit spreads, by the end of this fiscal year (the end of March 2023).

(Note 2) In the event that the pricing date is Monday, March 13, 2023, the Market Share Repurchase period is from Wednesday, March 22, 2023 to Friday, May 12, 2023.

In the event that the pricing date is Tuesday, March 14, 2023, the Market Share Repurchase period is from Thursday, March 23, 2023 to Friday, May 12, 2023.

In the event that the pricing date is Wednesday, March 15, 2023, the Market Share Repurchase period is from Friday, March 24, 2023 to Friday, May 12, 2023.

In the event that the pricing date is Thursday, March 16, 2023, the Market Share Repurchase period is from Monday, March 27, 2023 to Friday, May 12, 2023.

### **3. Matters pertaining to transactions with controlling shareholders**

(1) Whether to fall under the transactions, etc. with controlling shareholders and status of compliance with the Policy on Measures to Protect Minority Shareholders

JAPAN POST HOLDINGS Co., Ltd., which is the controlling shareholder of the Company, may sell a part of the Company's shares that it holds in connection with the Off-Auction Share Repurchase as part of the Share Repurchases and it falls under "the significant transactions with controlling shareholders" prescribed in Rule 441-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

The "Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder" which were presented in the corporate governance report published on November 15, 2022 states that, with regard to important transactions between the Company and Japan Post Group companies as well as atypical transactions between the Company and its major shareholders, the Board of Directors conducts surveillance to ensure that the interests of the Company or the joint interests of shareholders are not harmed by approving such transactions based on discussions at meetings of the Board of Directors. The Off-Auction Share Repurchase as part of the Share Repurchases was resolved in accordance with this policy.

(2) Matters regarding measures to secure fairness and measures to avoid conflicts of interest

With regard to the Off-Auction Share Repurchase as part of the Share Repurchases, in conformity with the purpose of this policy, twelve directors who have no special vested interests

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with the controlling shareholder (including nine outside directors), confirmed that the Off-Auction Share Repurchase will be implemented with the aim of improving capital efficiency, enhancing shareholder returns and mitigating the impact of the Offering on the supply and demand of the Company's shares, after engaging in sufficient discussions, and unanimously passed a resolution regarding the implementation of the Off-Auction Share Repurchase by the directors in attendance, at the meeting of the Board of Directors held on February 27, 2023. Hiroya Masuda, a director of the Company, did not participate in the discussion and resolution on the Off-Auction Share Repurchase as having special vested interests, since he concurrently holds the position of the Representative Executive Officer of JAPAN POST HOLDINGS Co., Ltd., which is the controlling shareholder of the Company.

With regard to the Offering, the Company's policy on the Off-Auction Share Repurchase is stated in the prospectus for the Offering and the press release regarding the Share Repurchases. In addition, the Company will conduct the Off-Auction Share Repurchase using the Off-auction Own Share Repurchase Trading system (ToSTNeT-3) at the closing price of the day immediately preceding the repurchase date (reflecting final bid-asked quotations) to secure fairness in the trading conditions.

(3) Summary of the opinion obtained from the parties with no interests in the controlling shareholders regarding the fact that the relevant transactions, etc. are not disadvantageous to minority shareholders

The Company received, on February 27, 2023, a written opinion from its audit committee members among the outsider directors who are also the independent directors whose role is monitoring the operations of the directors and the executive officers of the company with nomination committee, etc., (meaning outside directors who are unlikely to have conflicts of interest with general shareholders of the Company), Mr. Hiroshi Kawamura, Mr. Kenzo Yamamoto and Mr. Keiji Nakazawa, who are outside directors of the Company, stating that the Off-Auction Share Repurchase as part of the Share Repurchases will not harm the interests of the minority shareholders, because: (i) the Off-Auction Share Repurchase will be implemented with the aim of improving capital efficiency, enhancing shareholder returns and mitigating the impact of the Offering on the supply and demand of the Company's shares, and not aiming or intending to harm interests of the minority shareholders; (ii) the resolution on the Off-Auction Share Repurchase at the meeting of the Board of Directors was made by directors who do not have special vested interests with the controlling shareholder as stated above; and (iii) the Company's policy on the Off-Auction Share Repurchase was stated in the prospectus for the Offering and the press release regarding the Share Repurchases, and fairness in the trading conditions is secured.

As a result, the Company judges that its actions relating to the Off-Auction Share Repurchase

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comply with its “Policy on Measures to Protect Minority Shareholders in Conducting Transaction with Controlling Shareholders.”

#### **4. Details of matters related to the cancellation of shares**

##### **(1) Cancellation related to the Off-Auction Share Repurchase**

- ① Class of shares to be cancelled: Common stock of the Company
- ② Total number of shares to be cancelled: All shares to be repurchased through the share repurchase described in section 2.(1) above
- ③ Scheduled cancellation date                      Friday, March 17, 2023
- ④ The number of shares to be cancelled shall be determined at the sole discretion of the President and Representative Executive Officer of the Company in accordance with ② above.

##### **(2) Cancellation related to the Market Share Repurchase**

- ① Class of shares to be cancelled: Common stock of the Company
- ② Total number of shares to be cancelled: All shares to be repurchased through the share repurchase described in section 2.(2) above
- ③ Scheduled cancellation date                      Wednesday, May 31, 2023
- ④ The number of shares to be cancelled shall be determined at the sole discretion of the President and Representative Executive Officer of the Company in accordance with ② above.

##### **(Reference) Status of shareholding of treasury stock as of February 27, 2023**

Total number of shares issued (excluding treasury stock): 3,749,475,020 shares

Number of shares of treasury stock: 70,003 shares

(The above number of shares of treasury stock does not include shares of the Company held by the Stock Benefit Trust.)

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