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## **JAPAN POST BANK Co., Ltd. Regulations of the Board of Directors**

### Article 1 (Purpose)

Matters relating to the Board of Directors of the Bank shall be governed by the provisions of these regulations, in addition to laws and regulations and the Articles of Incorporation.

### Article 2 (Composition)

The Board of Directors shall be composed of all directors.

### Article 3 (Attendance of relevant persons)

The Board of Directors may make persons other than directors attend meetings and request their opinions and explanations, as necessary.

### Article 4 (Holding meetings)

- 1 The Board of Directors shall hold regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors.
- 2 Regular meetings of the Board of Directors shall be held once a month in principle.
- 3 Extraordinary meetings of the Board of Directors shall be held as necessary.

### Article 5 (Convener and chairperson)

- 1 Unless otherwise prescribed by laws and regulations, the director who is the President and Executive Officer shall convene meetings of the Board of Directors and become its chairperson.
- 2 When an accident befalls the director that is the President and Executive Officer, another director shall take his/her place in the order of preference determined in advance by the Board of Directors.
- 3 Notwithstanding the provisions of the two preceding paragraphs, a director selected from among members of the Nomination Committee, the Audit Committee and the Compensation Committee may convene meetings of the Board of Directors.

### Article 6 (Request for Convocation)

- 1 Directors other than the convener may indicate matters that are the purpose for a meeting of the Board of Directors and request convener to convene a meeting of the Board of Directors.

- 2 Executive officers may indicate matters that are the purpose of a meeting of the Board of Directors to a director who has received a request to convene a meeting of the Board of Directors prescribed by the Board of Directors and request the convocation of a meeting of the Board of Directors.

#### Article 7 (Convocation procedures)

- 1 To convene a meeting of the Board of Directors, a notice shall be issued to each director at least three days before the date of the meeting. However, when an urgent meeting is required, this period may be shortened.
- 2 The notice in the preceding paragraph shall be given in writing (including notices issued electromagnetically with the approval of each director) and state the date and venue of the meeting of the Board of Directors). However, in the case of urgency, verbal notice may be given.
- 3 Notwithstanding the provisions of Paragraph 1, when there is agreement among all directors, a meeting may be held without conducting the procedure of convocation.

#### Article 8 (Method, etc. of resolution)

- 1 Resolutions of the Board of Directors shall be adopted by a majority of the votes of a majority of directors entitled to participate in resolutions who are present at the meeting.
- 2 Directors that have a special interest concerning a resolution in the preceding paragraph may not participate in such a resolution. In this case, the number of such directors shall not be included in the number of directors in the previous paragraph.
- 3 Notwithstanding the provisions of Paragraph 1, when a director proposes a matter that is intended to be resolved by a resolution of the Board of Directors, the proposal shall be deemed to have been adopted by a resolution of the Board of Directors when all directors (only those who are entitled to participate in the resolution regarding the matter concerned) have declared their intention to agree with the proposal in writing or based on an electromagnetic record.

#### Article 9 (Matters to be resolved and matters to be reported)

- 1 Matters to be resolved and matters to be reported at meetings of the Board of Directors shall be as described in the attached "List of Matters to Be Resolved and Reported at Meetings of the Board of Directors" and decisions regarding matters other than the matters to be resolved by the

Board of Directors shall be entrusted to executive officers.

- 2 When urgently required, even the matters to be resolved in the preceding paragraph may be handled by a director who is the President and Executive Officer. In this case, however, the details of the handling must be reported at the earliest subsequent meeting of the Board of Directors and the Board's approval must be obtained.

#### Article 10 (Omission of reporting)

When matters that directors or executive officers should report to the Board of Directors pursuant to laws and regulations or the provisions of these regulations (excluding reports regarding the execution status of duties of executive officers that are supposed to be reported at least once every three months) have been notified to all members of the Board of Directors, it shall not be necessary to report these matters to the Board of Directors.

#### Article 11 (Minutes)

- 1 The main points of and the results of the proceedings at meetings of the Board of Directors and other matters prescribed in laws and regulations, and if there is any, names of directors who do not approve of resolution shall be stated or recorded in the minutes, and the directors in attendance shall affix their names and seals or electronic signatures to these minutes.
- 2 If a resolution of the Board of Directors is deemed to have been carried out pursuant to Article 8, Paragraph 3, the details of the matters that are deemed to have been resolved by the Board of Directors and other matters prescribed by laws and regulations shall be stated or recorded in the minutes.
- 3 If it is considered unnecessary to report some matters at a meeting of the Board of Directors pursuant to the previous article, the details of the matters that are considered not necessary to report to the Board of Directors and other matters prescribed by laws and regulations shall be stated or recorded in the minutes.
- 4 The minutes in the preceding three paragraphs and documents or electromagnetic records that stated or recorded the declaration of intentions in Article 8, Paragraph 3 shall be kept at the head office for ten years after the date of the meeting of the Board of Directors (including the day when the resolution of the Board of Directors based on the provision of the same paragraph is deemed to have been carried out).

Article 12 (Revision or abolition)

Any revision or abolition of these regulations shall be by a resolution of the Board of Directors.

**Supplementary Provisions**

(Enforcement date)

These regulations shall be enforced from September 1, 2006.

September 1, 2006	Enacted
October 1, 2007	Revised
December 1, 2009	Revised
October 1, 2012	Revised
June 28, 2013	Revised
April 1, 2015	Revised
November 13, 2015	Revised
September 27, 2018	Revised
March 1, 2021	Revised
June 16, 2022	Revised
April 1, 2023	Revised
August 1, 2025	Revised

List of Matters to Be Resolved and Reported at Meetings of the Board of Directors

I Matters to be resolved by the Board of Directors

1 Matters regarding shares or shareholders, etc.

- (1) Convocation of general meetings of shareholders
- (2) Proposals for submission and matters for reporting to general meetings of shareholders (excluding matters concerning the appointment and dismissal of directors and the accounting auditor and the non-reappointment of the accounting auditor)
- (3) Convener and chairperson of general meetings of shareholders
- (4) Order of priority for the convener and chairperson of general meetings of shareholders when an accident befalls the convener and chairperson of general meetings of shareholders
- (5) Subscription requirements, etc. when granting rights to receive the allotment of shares to shareholders
- (6) Enactment, important revision and abolition of share handling regulations

2 Matters regarding the Nomination Committee, Audit Committee, Compensation Committee and Risk Committee

- (1) Selection and dismissal of members of the Nomination Committee, Audit Committee, Compensation Committee and Risk Committee
- (2) Nomination of the chairperson of the Nomination Committee, Audit Committee, Compensation Committee and Risk Committee
- (3) Enactment, revision and abolition of the Regulations of the Nomination Committee, the Regulations of the Audit Committee, the Regulations of the Compensation Committee and the Regulations of the Risk Committee

3 Matters regarding executive officers, directors and the Board of Directors

- (1) Election and dismissal of executive officers
- (2) Enactment, revision and abolition of the criteria for election or dismissal of executive officers
- (3) Election and dismissal of representative executive officers (daihyo shikko yaku)
- (4) Election and dismissal of executive officers with special titles
- (5) Segregation of duties of executive officers, line of control among executive officers, and other matters regarding the interrelationship between executive officers
- (6) Directors who receive demands for convocation of meetings of the Board of Directors from executive officers
- (7) Approval of transactions involving any conflict of interest by executive officers or directors and competing transactions by executive officers or directors
- (8) Decisions to reduce responsibility of executive officers or directors
- (9) Decisions on the contents of company indemnity contracts
- (10) Decisions on the contents of liability insurance policies for directors and officers

- (11) Enactment, revision and abolition of Regulations of the Board of Directors
- (12) Evaluation of effectiveness of the Board of Directors
- (13) Convener and chairperson of meetings of the Board of Directors
- (14) Order of priority of convener or chairperson of meetings of the Board of Directors when an accident befalls of convener or chairperson of meetings of the Board of Directors
- (15) Consignment of the business execution function to outside directors in accordance with Article 348-2, Paragraph 2 of the Companies Act

#### 4 Matters regarding settlement of accounts, etc.

- (1) Approval of financial statements and business reports for each fiscal year as well as supplementary schedules and consolidated financial statements
- (2) Approval of financial statements and consolidated financial statements (limited to interim settlement of accounts)
- (3) Approval of provisional financial statements
- (4) Dividends of surplus, etc. (matters prescribed in each item of Article 459, Paragraph 1 of the Companies Act)

#### 5 Matters regarding management philosophy and basic management policies, etc.

- (1) Enactment, important revision and abolition of management philosophy, etc.
- (2) Enactment, important revision and abolition of basic management policies, etc.
- (3) Decisions on and reviews of particularly important management plans, etc.

#### 6 Matters regarding internal control and corporate governance

- (1) Decisions on matters prescribed in ordinances of the Ministry of Justice as necessary for execution of the duties of the Audit Committee
- (2) Development of system to ensure that the execution of duties of executive officers complies with laws and regulations and the Articles of Incorporation and other systems prescribed in ordinances of the Ministry of Justice as necessary to ensure appropriateness of business operations
- (3) Evaluation and analysis, etc. of implementation of the two preceding paragraphs
- (4) Enactment, revision and abolition of Basic Policy on Corporate Governance

#### 7 Matters regarding organization restructuring, etc.

- (1) Decisions on execution of contracts and plans for merger-type restructuring and new-establishment-type restructuring
- (2) Execution of contracts relating to business transfers, etc.

#### 8 Matters regarding particularly important business execution in terms of management strategy

- (1) Decisions on particularly important business alliances
- (2) Decisions on particularly important capital participation, etc. (excluding cases for pure investment purposes)

- (3) Decisions on disposal and acceptance of particularly important property (excluding property for pure investment purposes) as well as large amounts of debt, etc.

9 Transactions between the Bank and Group companies or major shareholders

- (1) Important management transactions between the Bank and Group companies
- (2) Atypical transactions between the Bank and its major shareholders

10 Instituting of particularly important lawsuits, countersuits, settlements, etc.

11 Other matters

- (1) Determination of person to represent the Bank in lawsuits relating to actions where a member of the Audit Committee is a party
- (2) Matters delegated based on a resolution of a general meeting of shareholders
- (3) Other matters where decisions cannot be delegated to executive officers based on laws and regulations or the Articles of Incorporation
- (4) Other matters where resolution at a meeting of the Board of Directors has been determined as reasonable

II Matters to be reported to the Board of Directors

1 Status of execution of duties of the Nomination Committee, Audit Committee, Compensation Committee and Risk Committee

2 Status of execution of duties of executive officers

- (1) Enactment, important revision and abolition of important basic policies, etc.
- (2) Decisions on and reviews of important management plans, etc.
- (3) License applications, withdrawals of applications, and notifications to the competent minister
- (4) Decisions on important business alliances
- (5) Decisions on important organizational changes
- (6) Reporting of important information
- (7) Status of execution of important duties

3 Financial statements and consolidated financial statements (limited to first and third quarter financial results)

4 If transactions involving any conflict of interest by executive officers or directors or competitive transactions by executive officers or directors are carried out, important facts concerning these transactions

5 Important facts concerning compensation under company indemnity contracts

6 If transactions are conducted between the Bank and Group companies or major shareholders, important facts concerning these transactions

- (1) Important facts concerning important management transactions between the Bank and Group companies
- (2) Important facts concerning atypical transactions between the Bank and its major shareholders

7 Matters regarding orders, etc. from the regulatory authorities, etc.

- (1) Important orders from the regulatory authorities to the Bank
- (2) The important findings resulting from inspections by the Bank's regulatory authorities, the Deposit Insurance Corporation of Japan and the Bank of Japan
- (3) Important reports to the regulatory authorities, the Deposit Insurance Corporation of Japan, and the Bank of Japan

8 Other matters

- (1) Matters prescribed in laws and regulations or the Articles of Incorporation
- (2) In regard to company proposals at general meetings of shareholders, reasons for opposition when a considerable number of opposing votes is cast, as well as results of analysis of causes, dialogue with shareholders and the necessity for other responses
- (3) Other matters that are determined to be reasonable by executive officers and directors to report to the Board of Directors