

## UNOFFICIAL TRANSLATION

Although the Company pays close attention to provide English translation of the information disclosed in Japanese, the Japanese original prevails over its English translation in the case of any discrepancy.



March 13, 2023

Company name:	Japan Post Holdings Co., Ltd.
Representative:	MASUDA Hiroya, Director and Representative Executive Officer, President & CEO (Code number: 6178, Tokyo Stock Exchange Prime Market)
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### **Notice Concerning the Determination of the Offer Price and Other Matters regarding the Offering of Shares of a Consolidated Subsidiary**

Japan Post Holdings Co., Ltd. (the “Company”) hereby announces that, in connection with the offering of a portion of shares of common stock of JAPAN POST BANK Co., Ltd., which is its consolidated subsidiary (Code number: 7182, Tokyo Stock Exchange Prime Market), announced on February 27, 2023 (the “Offering”), the offer price and other matters have been determined today as follows.

For the details of the Offering, please see “Notice Concerning the Determination of the Offer Price and Other Matters of the Offering of Shares” announced by JAPAN POST BANK Co., Ltd. as of today.

#### **1. The details of the Offering**

(1) Class and number of shares to be offered:

975,365,300 shares of common stock of JAPAN POST BANK Co., Ltd., the aggregate of (i) through (iii) below.

- (i) 757,565,400 shares of common stock of JAPAN POST BANK Co., Ltd. to be offered in Japan through purchase and underwriting by the underwriters.
- (ii) 189,391,300 shares of common stock of JAPAN POST BANK Co., Ltd. to be offered in international markets through underwriting by the international underwriters.
- (iii) Up to 28,408,600 shares of common stock of JAPAN POST BANK Co., Ltd., which are subject to the option to acquire additional shares of common stock of JAPAN POST BANK Co., Ltd. granted to the international underwriters in the international offering (the “International Green Shoe Option”).

(2) Offer price: ¥1,131 per share

(3) Subscription period (Japanese offering): From Tuesday, March 14, 2023 to Wednesday, March 15, 2023

(4) Delivery date: Monday, March 20, 2023

#### Note:

This document is a press release to announce the determination of the offer price and other matters regarding the offering of shares of common stock of JAPAN POST BANK Co., Ltd., and it 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 JAPAN POST BANK Co., Ltd. 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.

(Note 1) JAPAN POST BANK Co., Ltd. repurchased shares of its common stock (59,523,800 shares in total, an aggregate repurchase price of ¥69,999,988,800) through an off-auction own share repurchase trading on the Tokyo Stock Exchange Trading NeTwork system (ToSTNeT-3) on Wednesday, March 1, 2023, pursuant to the resolution at the meeting of the Board of Directors held on Monday, February 27, 2023. The Company, which is the selling shareholder of the Japanese offering through purchase and underwriting by the underwriters and the international offering, sold 50,869,000 shares, a portion of the shares of common stock of JAPAN POST BANK Co., Ltd. held by it, in response to such share repurchase.

Also, up to 90,000,000 shares of common stock of JAPAN POST BANK Co., Ltd. for an aggregate repurchase price of up to ¥80.0 billion during the period from Wednesday, March 22, 2023 through Friday, May 12, 2023 (However, no share repurchase will be made from Monday, March 27, 2023 through Friday, March 31, 2023), in the open market under discretionary transaction contracts with respect to the repurchase of shares.

(Note 2) The offering of 113,634,700 shares of common stock of JAPAN POST BANK Co., Ltd. to be borrowed by one of the Japanese underwriters (the “Designated Japanese Underwriter”) from the Company may be carried out in Japan in connection with the Japanese offering through purchase and underwriting by the underwriters (together with the Offering, the “Global Offering”). In connection therewith, the Company has granted the Designated Japanese Underwriter an option to purchase up to an additional 113,634,700 shares of common stock of JAPAN POST BANK Co., Ltd. (the “Green Shoe Option”) exercisable until Wednesday, March 29, 2023.

## **2. The number of shares of JAPAN POST BANK Co. held by the Company and the ownership ratio of the Company**

- |     |                                                                     |                                                |
|-----|---------------------------------------------------------------------|------------------------------------------------|
| (1) | The number of shares and ownership ratio before the Global Offering | 3,337,032,700 shares<br>(Ownership ratio: 89%) |
| (2) | The number of shares and ownership ratio after the Global Offering  | 2,197,163,700 shares<br>(Ownership ratio: 60%) |

(Note 1) The number of shares and ownership ratio before the Global Offering are respectively the number of shares held by the Company as of February 27, 2023 and the ratio of the number of shares held by the Company as of February 27, 2023 against the aggregate number of issued shares (excluding treasury stock) as of the same date. The number of shares after the Global Offering is the number of shares held by the Company as of March 13, 2023, less the total number of shares described in (i) through (iii) described in "(1) Class and number of shares to be offered" in "1. The details of the Offering" above and the number of shares subject to the Green shoe Option, and ownership ratio after the Global Offering is the ratio of the number of shares held by the Company as of March 13, 2023 against the aggregate number of issued shares (excluding treasury stock) as of the same date.

(Note 2) The number of shares and ownership ratio after the Global Offering are described assuming that the International Green Shoe Option and the Green Shoe Option are exercised in full.

### **Note:**

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