

**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.

February 18, 2015

JAPAN POST HOLDINGS Co., Ltd.,

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**Notice: Japan Post Announces Intention to Acquire Australian Logistics Company Toll**

Japan Post Co., Ltd. (headquartered in Chiyoda Ward, Tokyo; Toru Takahashi, President and Chief Executive Officer; hereinafter referred to as "Japan Post"), today announced that it has commenced procedures to acquire 100% of the issued and outstanding shares (hereinafter referred to as the "Share Acquisition") of Toll Holdings Limited (headquartered in Melbourne, Australia; Brian Kruger, Managing Director; hereinafter referred to as "Toll"), a leading Australian logistics company listed on the Australian Securities Exchange, as follows, making that company a subsidiary.

**1. Overview of Transaction**

Japan Post and Toll today concluded a Scheme Implementation Deed under which Japan Post would acquire all of the shares of the Australian-listed Toll through a Scheme of Arrangement (SOA) based on the Australian Corporations Act.

The SOA is subject to a Toll shareholders' meeting resolution and court approval in Australia. The Share Acquisition would not proceed without meeting those requirements.

**2. Purpose of Share Acquisition**

Japan Post seeks to reinforce its domestic operations while focusing on the fast-expanding Asian market as part of efforts to grow as a comprehensive international logistics company.

Japan Post launched its international parcel delivery services after concluding a capital and business alliance with France's GeoPost and Hong Kong's Lenton Group in October 2014. Japan Post decided to acquire shares in Toll, the leading listed Australian logistics company, to establish a solid position in the Asian market and cultivate Japan Post's global business.

Toll has a strong presence in the Asia-Pacific region, which has excellent logistics growth potential, and a portfolio that is balanced by business and region. Toll engages in forwarding and third-party (contract) logistics operations overseas and has significant experience in multinational corporate management. Japan Post will position Toll as a platform for cultivating global business, leveraging that company's expertise to expand Japan Post's global logistics operations and revenues.

### 3. Background

Japan's postal market has shrunk in recent years amid a declining population and a growing reliance on the Internet. These factors prompted Japan Post to conclude that it must expand overseas operations to bolster earnings. Management accordingly explored business growth through M&As to put its operations on a stronger footing. The Share Acquisition is part of that approach.

As stated in its medium-term management plan, the Japan Post Group is endeavoring to stabilize and diversify its revenue sources and put its operations on a stronger footing to enhance Group enterprise value in anticipation of listing.

The Japan Post Group will materialize its medium-term management plan by continuing to provide universal postal, banking, insurance, and other services through its post office network while endeavoring as a leading international logistics player to cultivate a unique business model that accommodates diverse customer needs.

### 4. Share Acquisition Scheme and Schedule

The Share Acquisition would be through an SOA based on the Australian Corporations Act. Japan Post would purchase all of the shares of Toll subject to a Toll shareholders' meeting resolution, court approval in Australia, and other requirements.

The envisaged schedule is as follows.

Procedure	Timing
Sending scheme booklet	April
General Meeting of Shareholders	May
Transaction completion	Early June

### 5. Toll Profile

(1) Name	Toll Holdings Limited		
(2) Address	Level 7, 380 St Kilda Rd, Melbourne, VIC Australia. 3004		
(3) Representative name and title	Brian Kruger (Managing Director)		
(4) Businesses	Comprehensive logistics capabilities, with particular strengths in forwarding, third-party logistics, and express services		
(5) Contributed equity	A\$2,977 million		
(6) Listing date	October 12, 1993		
(7) Largest shareholders (as of June 30, 2014)	HSBC Custody Nominees (Australia) Limited	17.49%	
	J P Morgan Nominees Australia Limited	16.41%	
	National Nominees Limited	11.64%	
	Mr Paul Alexander Little	5.23%	
	Citicorp Nominees Pty Limited	4.83%	
	BNP Paribas Noms Pty Ltd <DRP>	2.30%	
	Australian Foundation Investment Company Limited	1.14%	
	PGA (Investments) Pty Ltd	0.84%	
	RBC Investor Services Australia Nominees Pty Limited <MBA A/C>	0.59%	0.44%
	Navigator Australia Ltd <MLC Investment Sett A/C>		
(8) Consolidated results for past three years			
	Year ended June 2012	Year ended June 2013	Year ended June 2014
Net assets	A\$2,746 million	A\$2,696 million	A\$2,733 million
Total assets	A\$6,041 million	A\$5,975 million	A\$5,902 million
Net assets per share	A\$3.83	A\$3.76	A\$3.81
Sales revenue	A\$8,707 million	A\$8,719 million	A\$8,811 million
Total operating EBITDA	A\$681 million	A\$703 million	A\$710 million
Profit for the year	A\$71 million	A\$92 million	A\$293 million
Basic earnings per share	A\$0.09	A\$0.118	A\$0.399
Dividends per share	A\$0.25	A\$0.27	A\$0.28

#### Notes:

- (1) Toll is listed on the Australian Securities Exchange
- (2) According to Toll's Annual Report 2014, among shareholders listed in Largest shareholders, Mr. Paul Alexander Little represents the only substantial shareholder (>5.0%).

### 6. Percentage of Shares Held Before and After Transfer and Acquisition Cost

(1) Percentage of shares held before transfer	0.00%
(2) Projected percentage of shares held after transfer	100%
(3) Acquisition cost	Around JPY620billion

Note: The acquisition cost is the number of issued and outstanding shares multiplied by A\$9.04 per share (based on the current exchange rate of A\$1 = JPY95, rounded to the nearest billion yen).

#### 7. Prospective Impact of Share Acquisition

Japan Post believes that the impact of this Share Acquisition on its consolidated results in the year ending March 31, 2015, will be immaterial. Management is reviewing the prospective impact on performance forecasts for subsequent fiscal years.