

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.



December 2, 2015

Company name: Japan Post Holdings Co., Ltd.
Representative: Taizo Nishimuro, President & CEO
(Code number: 6178, First Section of the Tokyo Stock Exchange)
Contact: Corporate Planning Department, Corporate Planning Division

**Notice Concerning Purchase of Treasury Stock through Off-auction Own Share
Repurchase Trading (ToSTNeT-3)**

Japan Post Holdings Co., Ltd. (“the Company”) hereby announces that it has determined the specific method and details of acquisition of its treasury stock, which it resolved at the Board of Directors meeting held on October 19, 2015 in accordance with Article 156, Paragraph 1 of the Companies Act based on Article 39, Paragraph 1 of the Articles of Incorporation complying with Article 459, Paragraph 1, Item 1 of the same Act.

1. Method of Acquisition

The Company will entrust the purchase of its treasury stock at the closing price of 1,907 yen as of this day (December 2, 2015), through off-auction own share repurchase trading (ToSTNeT-3) of Tokyo Stock Exchange at 8:45 a.m. as of December 3, 2015. (Any change to another trading method or trading time will not be made.)

This purchase order will be valid only at the trading time mentioned above.

2. Details of the acquisition

- (1) Class of shares to be acquired: Common stock of the Company
- (2) Total number of shares to be acquired: 383,306,000 shares
- (3) Announcement of the result of the stock acquisition: the result of the stock acquisition will be announced after the close of trading at 8:45 a.m., December 3, 2015.

(Note 1) The number of shares to be acquired will not be changed. Further, the

acquisition may not be performed, either in part or in full, depending on market trends and other factors.

(Note 2) The purchase is to be made with a sell order equivalent to the number of shares scheduled for repurchase.

(Note 3) According to the announcement made by the Ministry of Finance of Japan on September 10, 2015 concerning the acquisition of treasury stock by the Company, if the Company commissions purchases of its shares for the acquisition of its treasury stock through off-auction own share repurchase trading (ToSTNeT-3) at the Tokyo Stock Exchange from November 5, 2015 to March 31, 2016, the Minister of Finance, the controlling shareholder of the Company, will make a sell order of the Company's shares in the same number as that of the purchase order the Company will make.

3. Matters pertaining to transactions with controlling shareholders

As described in 2 (Note 3) above, the Minister of Finance, the controlling shareholder of the Company, plans to sell the Company's shares that he holds for the sake of the Company's acquisition of treasury stock, and this transaction falls under “the significant transactions with controlling shareholders” prescribed in Rule 441-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

The “Guidelines for Measures to Protect Minority Shareholders in Transactions with Controlling Shareholders” which were presented in the corporate governance report disclosed on November 4, 2015 states that in the case of conducting transactions with the controlling shareholder in the future, upon careful consideration of the necessity of transactions, we will adequately handle the case under the same adequate conditions as the general conditions of the transactions so as to not undermine the interests of minority shareholders. With regard to the acquisition of treasury stock, in conformity with the purpose of this guideline, 16 directors who have no vested interests with the controlling shareholder (including eight outside directors) unanimously passed at the meeting of the Board of Directors held on October 19, 2015 that the acquisition of treasury stock will be implemented with an aim to enhance its capital efficiency and contribute to the securing of financial resources for reconstruction following the Great East Japan Earthquake through the sale of stock of the Company held by the Japanese government as well as promote postal service privatization, and after considering the potentials in future capital policy and having sufficient discussions.

When the Company's shares were publicly offered, the Company's policy on the acquisition of treasury stock was stated in the Offering Circular . In addition, the

Company will conduct acquisition of treasury stock through off-auction own share repurchase trading (ToSTNeT -3) with the closing price of the day immediately preceding the acquisition date (reflecting final bid-asked quotations) to secure fairness in the trading conditions.

Furthermore, the Company received, on November 25, 2015, a written opinion from its independent officers, Mr. Haruo Kasama, Ms. Miwako Noma, Mr. Tadashi Yagi and Mr. Toru Shimizu who are outside directors of the Company, stating that the acquisition of treasury stock will not harm interests of the minority shareholders because (i) the acquisition of treasury stock will be implemented with an aim to enhance its capital efficiency and contribute to the securing of financial resources for reconstruction from the Great East Japan Earthquake through the sale of stock of the Company held by the government and promote postal service privatization, not aiming or intending to harm interests of the minority shareholders; (ii) the resolution on the acquisition of treasury stock at the meeting of the Board of Directors was made by the directors who do not have interests with the controlling shareholder as stated above; and (iii) the Company's policy on the acquisition of treasury stock was stated in the Offering Circular and fairness in the trading conditions is secured as the Company will conduct acquisition of treasury stock through ToSTNeT -3.

As a result, the Company judges that its actions relating to the acquisition of treasury stock comply with its "Guidelines for Measures to Protect Minority Shareholders in Transaction with Controlling Shareholders."

(Reference)

1. Details of the resolution by the Board of Directors concerning the acquisition of treasury stock (announced on October 19, 2015)

- (1) Class of shares to be acquired: Common stock of the Company
- (2) Total number of shares to be acquired: 2,250,000,000 shares (at maximum)
(The ratio of the total number of shares to be acquired to the total number of shares issued (excluding treasury stock): 50.0%)
- (3) Total amount of shares to be acquired: 730,964,638,025 yen (at maximum)
- (4) Acquisition period: From November 5, 2015 to March 31, 2016

2. Progress of the acquisition of treasury stock as of December 2, 2015

- (1) Total number of shares acquired: 0 shares
- (2) Total amount for share acquisition: 0 yen

END