

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.



October 6, 2021

Company name:	Japan Post Holdings Co., Ltd.
Representative:	MASUDA Hiroya Director and Representative Executive Officer, President & CEO (Code number: 6178, First Section of the Tokyo Stock Exchange)
Contact:	IR Office (Phone: +81-3-3477-0206)

Notice Concerning Offering of Shares and Change in Controlling Shareholder other than Parent Company

Japan Post Holdings Co., Ltd. (the “Company”) hereby announces that it has determined the details of the offering of its common stock by a resolution at the Board of Directors meeting held on October 6, 2021, as described below.

The Company also announces that a change in controlling shareholder other than parent company is expected as a result of the offering.

I. Offering of shares

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

1,027,477,400 shares of common stock of the Company, the aggregate of (i) and (ii) below.

- (i) 770,608,100 shares of common stock of the Company to be offered in Japan as described in (4) (i) below.
- (ii) 256,869,300 shares of common stock of the Company to be offered outside of Japan as described in (4) (ii) below.

The total number of shares to be offered in Japan and outside of Japan, which is the sum of (i) and (ii) above, is 1,027,477,400 shares. While the respective number of shares described in (i) and (ii) above will be targeted in the offerings, finalized details will be determined on the Pricing Date as described in (3) below, taking into consideration factors such as market demand.

(2) Selling shareholder: Minister of Finance

(3) Offer price: Undetermined

The offer price will be determined on any of the days between Monday, October 25, 2021 and Wednesday, October 27, 2021 (the “Pricing Date”) in accordance with the method set forth in Article 25 of the Rules Concerning Underwriting, Etc. of Securities of the Japan Securities Dealers Association, based on the provisional pricing term calculated by multiplying the closing price of common stock of the Company in ordinary transaction on Tokyo Stock Exchange, Inc. on the Pricing Date (or if no closing price was recorded on such date, the closing price on the business day immediately preceding such date) by a number between 0.90 and 1.00 ((i) if such calculated price is not more than 1,000 yen, with any fraction less than 0.1 yen being rounded down, and (ii) if such calculated price is more than 1,000 yen but not more than 3,000 yen, with any fraction less than 0.5 yen being rounded down), taking

Note:

This document is a press release to announce the offering of common stock of the Company and the change in the controlling shareholder other than parent company, 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 amendments thereto, if any, prepared by the Company. This press release does not constitute an offer or sale of securities in the United States. The Company’s common stock has not been and will not be registered under the United States Securities Act of 1933 (the “Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Act. The Company’s common stock will not be publicly offered or sold in the United States.

into consideration factors such as market demand.

(4) Offering method: The offering shall be made simultaneously in Japan and outside of Japan.

(i) Japanese Offering

The Japanese Offering shall be made to general investors in Japan at the offer price, through joint and several purchase and underwriting of total amount, at the same amount as the offer price, of all shares offered in the Japanese Offering, led by the underwriters in the Japanese Offering.

(ii) International Offering

The international offering shall be made in the international markets (which, in the United States, is restricted to an offering for qualified institutional buyers as defined in the Rule 144A under the United States Securities Act of 1933) at the offer price, through joint and several purchase and underwriting of total amount, at the same amount as the offer price of all shares offered in the International Offering, with the joint lead managers concurrently serving as joint bookrunners in the International Offering.

The Japanese Offering and the International Offering are collectively referred to as the “Global Offering.”

(5) Subscription period (Japanese offering):

From the business day immediately following the Pricing Date to the second business day following the Pricing Date

(6) Subscription unit: 100 shares

(7) Deposits for subscription: The same amount as the offer price per share

(8) Delivery date: The fourth business day following the Pricing Date

(9) Consideration payable to underwriters:

The selling shareholder (Minister of Finance) will pay an underwriting commission to the underwriters pursuant to the method set forth in the underwriting contract for the offering of shares of Japan Post Holdings Co., Ltd. and the International Purchase Agreement that are scheduled to be concluded on the Pricing Date.

(10) Offer price and any other matters required for the offering of shares shall be approved at the sole discretion of Representative Executive Officer, President & CEO of the Company.

(11) In the event that the Japanese Offering is cancelled, the International Offering may also be cancelled, and vice versa.

<Reference>

1. Purpose of offering of shares

The Postal Service Privatization Act stipulates that the Japanese government shall dispose of the Company shares it holds as early as possible, except for shares which the government is obliged to hold. In addition, pursuant to the Act on Special Measures for Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake, revenues from the sale of shares until the fiscal year ending March 31, 2028 shall be used for financial resources for reconstruction. Accordingly, the Company has resolved to carry out the offering of shares since it believes such an offering shall conform to the purpose of both laws.

2. Lock-up period

With respect to the Global Offering, the selling shareholder, namely the Minister of Finance, has reached an agreement with the joint global coordinators that the selling shareholder (Minister of Finance) will not carry out a transfer, disposal, etc. of common stock of the Company (excluding the Japanese Offering and the International Offering, etc.) during the period from the Pricing Date to the 180th day following the delivery date of shares through the Global Offering (the “Lock-up Period”) without prior written consent of the joint global coordinators.

Note:

This document is a press release to announce the offering of common stock of the Company and the change in the controlling shareholder other than parent company, 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 amendments thereto, if any, prepared by the Company. This press release does not constitute an offer or sale of securities in the United States. The Company’s common stock has not been and will not be registered under the United States Securities Act of 1933 (the “Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Act. The Company’s common stock will not be publicly offered or sold in the United States.

Furthermore, the Company has reached an agreement with the joint global coordinators that it will not carry out an issuance, etc. of common stock of the Company (excluding share split, etc.), during the Lock-up Period without prior written consent of the joint global coordinators.

For either of the aforementioned circumstances, the joint global coordinators, at their discretion, are authorized to partially or wholly waive the agreements even during the Lock-up Period, or shorten the Lock-up Period.

II. Change in controlling shareholder other than parent company

1. Background of the change

A change in the controlling shareholder other than parent company is expected as a result of the Global Offering.

2. Outline of the shareholder to change

Outline of the shareholder who will no longer fall under the controlling shareholder other than parent company

(1) Name: Minister of Finance

(2) Address: 3-1-1 Kasumigaseki, Chiyoda-ku, Tokyo

(3) Relationship between listed company and the shareholder:

Capital relationship: Even after the change, the Minister of Finance remains the largest shareholder who is a major shareholder holding approximately 33.33% of voting rights of all shareholders. There is no personnel or business relationship.

3. Number of owned voting rights and ownership ratio of voting rights before and after the change

	Attributes	Number of voting rights (Ownership ratio of voting rights)		
		Directly owned voting rights	Voting rights to be added	Total
Before the change (as of June 30, 2021)	Controlling shareholder other than parent company	22,834,342 (60.60%)	0 (0%)	22,834,342 (60.60%)
After the change	Largest shareholder who is a major shareholder	12,559,568 (33.33%)	0 (0%)	12,559,568 (33.33%)

(Notes) 1. The ownership ratio of voting rights is calculated by using the number of voting rights of all shareholders, 37,675,672, which is calculated by deducting the number of shares without voting rights, 303,029 shares, from the number of total issued and outstanding shares, 3,767,870,229 shares, as of June 30, 2021 (with any fraction less than 0.01 being rounded down).

2. The number of voting rights after the change is calculated by deducting the number of voting rights, 10,274,774 (1,027,477,400 shares), in respect of the total shares to be offered in the Japanese Offering and the International Offering as described in “I. Offering of shares - (1) Class and number of shares to be offered” above.

4. Date of the change

Delivery date (the fourth business day following the Pricing Date) as described in “I. Offering of shares - (8) Delivery date” above.

5. Future prospects

This change in the controlling shareholder other than parent company will not impact the management or financial results of the Company.

Note:

This document is a press release to announce the offering of common stock of the Company and the change in the controlling shareholder other than parent company, 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 amendments thereto, if any, prepared by the Company. This press release does not constitute an offer or sale of securities in the United States. The Company’s common stock has not been and will not be registered under the United States Securities Act of 1933 (the “Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Act. The Company’s common stock will not be publicly offered or sold in the United States.