

# Rules for Handling Shares

Japan Post Holdings Co., Ltd.

## Rules for Handling Shares of Japan Post Holdings Co., Ltd.

### Chapter 1 General Provisions

#### Article 1 (Purpose)

Procedures for exercising the rights of the shareholders and other procedures for handling shares of Japan Post Holdings Co., Ltd. (hereinafter referred to as “the Company”) shall be governed by the provisions set forth by Japan Securities Depository Center, Inc. (hereinafter referred to as “JASDEC”) or the account management institutions including but not limited to securities companies at which shareholders have their transfer accounts (hereinafter referred to as “Securities Companies”) as well as by the rules set forth herein (hereinafter referred to as “the Rules”) in accordance with Article 12 of the Articles of Incorporation of the Company.

#### Article 2 (Shareholder Register Administrator)

The shareholder register administrator of the Company and its business office shall be as follows:

The shareholder register administrator:

Sumitomo Mitsui Trust Bank, Limited.  
1-4-1, Marunouchi, Chiyoda-ku, Tokyo

The business office:

Stock Transfer Agency Business Planning Department  
Sumitomo Mitsui Trust Bank, Limited.  
1-4-1, Marunouchi, Chiyoda-ku, Tokyo

### Chapter 2 Records in the Shareholder Register

#### Article 3 (Records in the Shareholder Register)

1. Changes of records in the shareholder register shall be made by notification from JASDEC, including but not limited to Notice of All Shareholders (but excluding Notice of Individual Shareholders prescribed in Article 154, Paragraph 3 of the “Act on Book-Entry of Company Bonds, Shares, etc.” (“Transfer Act”).
2. Notwithstanding the preceding paragraph, changes to the shareholder register shall be made without notification from JASDEC in case of issuance of new shares or other

instances, as specified by the relevant laws and ordinances.

3. Entries in the shareholder register shall be made by using the letters and symbols designated by JASDEC.

#### Article 4 (Notification of Matters Relating to Records in the Shareholder Register)

Pursuant to the provisions set forth by JASDEC, shareholders shall notify the Company of their full names and addresses, or any changes thereto, through a Securities Company and JASDEC.

#### Article 5 (Representatives of Corporate Shareholders)

Pursuant to the provisions set forth by JASDEC, a corporate shareholder shall notify the Company of the name of its representative, or any changes thereto, through a Securities Company and JASDEC.

#### Article 6 (Representatives of Jointly Owned Shares)

Pursuant to the provisions set forth by JASDEC, shareholders jointly owning shares of the Company shall nominate one (1) representative and notify the Company of the name and address of the representative, or any changes thereto, through a Securities Company and JASDEC.

#### Article 7 (Legal Representative)

Pursuant to the provisions set forth by JASDEC, a shareholder's legal representative, such as a person having parental authority or a guardian of a shareholder, shall notify the Company of its name and address, or any changes or cancellations thereof, through a Securities Company and JASDEC.

#### Article 8 (Notification of Mailing Address of Nonresident Shareholders)

Nonresident shareholders, registered pledgees, or their legal representatives shall either appoint their standing proxy in Japan or specify an address in Japan to which notifications are to be sent, and pursuant to the provisions set forth by JASDEC, the name and address of such standing proxy or the address to which notifications are to be sent, or any changes or cancellations thereof, shall be notified to the Company through a Securities Company and JASDEC.

#### Article 9 (Confirmation of Notification Made by way of JASDEC)

When a shareholder's notification is submitted through a Securities Company and

JASDEC, such a notification shall be deemed to have been made directly by the shareholder concerned.

### Chapter 3 Identification of Shareholders

#### Article 10 (Identification of Shareholders)

1. When a shareholder (including a shareholder whose information was provided by the Notice of Individual Shareholders) makes a request to the Company or otherwise exercises shareholder rights (hereinafter referred to as “Request(s)”), the shareholder shall attach or provide documents to prove its identity (“ID Documents”) except when the Company is able to confirm that it is made directly by the shareholder without such documents.
2. When the shareholder’s Request is made to the Company through a Securities Company and JASDEC, such a request shall be deemed to have been made directly by the shareholder concerned, and no ID Documents shall be required.
3. The preceding two paragraphs shall also apply when Requests are made by a proxy. Such Requests must be accompanied by a power of attorney with the signature or the name and seal impression of the shareholder concerned. The power of attorney shall include the name and address of the proxy.
4. Provisions of Paragraph 1 and Paragraph 2 above shall apply mutatis mutandis to the proxy.

### Chapter 4 Procedures for Exercising Shareholder Rights

#### Article 11 (Minority Shareholders’ Rights, etc.)

If a shareholder directly exercises any of its minority shareholders’ rights stipulated in Article 147, Paragraph 4 of the Transfer Act against the Company, a document bearing the signature or the name and seal impression of the shareholder exercising the said right shall be submitted after provision of the Notice of Individual Shareholders.

#### Article 12 (Inclusion of Proposals by Shareholders in Reference Documents for the General Meeting of Shareholders)

If a shareholder makes a proposal at the General Meeting of Shareholders of the Company, the volume of the text of such proposal the Company sets forth in accordance with Article 93, Paragraph 1 of the Ordinance for Enforcement of the Companies Act shall be as follows:

- (1) For reasons of proposals: Four hundred (400) Japanese characters in each proposal
- (2) For items to be included in the Reference Documents for the General Meeting of Shareholders in case the proposal refers to appointment of directors: Four hundred (400) Japanese characters for each candidate of directors.

#### Article 13 (Method of Requesting Purchase of Fractional Unit Shares)

Pursuant to the provisions set forth by JASDEC, requests for the Company's purchase of fractional unit shares shall be made through a Securities Company and JASDEC.

#### Article 14 (Determination of Purchase Price)

1. Unit purchase price for the transaction to be made upon the request for the Company's purchase of fractional unit shares referenced in the preceding article shall be the closing price on the Tokyo Stock Exchange (TSE) on the day on which the request is received at the business office of the shareholder register administrator provided, however, that if no trade was made at the TSE or the TSE is closed on the said day, the unit purchase price shall be the price settled at the first transaction thereafter.
2. The total amount payable for the transaction shall be determined by multiplying the unit purchase price referenced in the preceding paragraph by the number of shares subject to the request for the Company's purchase.

#### Article 15 (Payment of Purchase Consideration)

1. Unless otherwise provided by the Company, payment of the purchase consideration based on the purchase price calculated in the preceding article shall be made by the Company on the fourth business day from the day immediately following the date when the unit purchase price was determined pursuant to the provisions set forth by JASDEC provided, however, that if the purchase price contains the right to dividend from surplus or stock split, etc., the Company shall pay the purchase consideration not later than the record date thereof.
2. A person requesting the purchase of fractional unit shares may request payment of the purchase consideration to be transferred to the bank deposit account designated by such person or in cash through Japan Post Bank Co., Ltd.

#### Article 16 (Transfer of Purchased Shares)

The fractional unit shares requested to be purchased shall be transferred to the transfer account of the Company on the date of payment or completion of the procedures for payment of the purchase consideration in accordance with the preceding article.

Article 17 (Method of Requests to Sell Additional Fractional Unit Shares)

Pursuant to the provisions set forth by JASDEC, when a shareholder of fractional unit shares requests the Company to sell such number of shares which, together with the number of fractional unit shares held by such shareholders, will constitute one unit share, such request (hereinafter referred to as a “Request to Sell Additional Fractional Unit Shares” or “Requests to Sell Additional Fractional Unit Shares” collectively) shall be made through a Securities Company and JASDEC.

Article 18 (Requests to Sell Additional Fractional Unit Shares in Excess of Treasury Shares Held by the Company)

If some Requests to Sell Additional Fractional Unit Shares are made in one day and the order of such requests is unknown and if the total number of shares demanded upon such requests exceeds the number of treasury shares held and to be sold by the Company, such requests shall be invalid.

Article 19 (Effective Date of a Request to Sell Additional Fractional Unit Shares)

A Request to Sell Additional Fractional Unit Shares shall be effective on the day when such request is received at the business office of the shareholder register administrator.

Article 20 (Pricing of Additional Fractional Unit Shares)

1. Unit sales price for the transaction to be made upon a Request to Sell Additional Fractional Unit Shares shall be the closing price on the TSE on the effective date of such request provided, however, that if no trade was made at the TSE or the TSE is closed on the said day, the unit sales price shall be the price settled at the first transaction thereafter.
2. The total amount payable for the transaction shall be determined by multiplying the unit sales price referenced in the preceding paragraph by the number of shares subject to such request.

Article 21 (Transfer of Additional Fractional Shares)

Pursuant to the provisions set forth by JASDEC, treasury shares in a number corresponding to the number of stock requested to sell upon a Request to Sell Additional Shares shall be transferred to the transfer account of the shareholder who made such a request on the date when the Company confirms that the payment of the sales consideration is made by such shareholder in the bank deposit account designated by

the Company through a Securities Company.

Article 22 (Suspension Period for Accepting Requests to Sell Additional Fractional Unit Shares)

1. The Company will suspend acceptance of Requests to Sell Additional Fractional Unit Shares for ten (10) business days prior to

(1) March 31,

(2) September 30, and

(3) Other dates set forth by JASDEC, including the vesting date for shareholders.

2. Notwithstanding the preceding paragraph, the Company may establish another suspension period for accepting Requests to Sell Additional Fractional Unit Shares in case it deems it necessary.

Chapter 5            Miscellaneous Matter

Article 23 (Revision or Abolition of the Rules)

The President and CEO of the Company shall make a decision on revision or abolition of the Rules provided, however, that minor revisions not to be contrary to the purpose of the Rules shall be made by the executive officer who is responsible for the General Affairs & Human Resources Division of the Company.

Supplementary Provisions

Article 1 (Effective Date of the Rules)

The Rules shall come into effect on December 1, 2014.

Article 2 (Revision of the Rules)

The revisions below shall come into effect on November 4, 2015.

(Note)

Revisions were made as follows:

Article 1 and Article 2 were revised.

Article 3 to Article 22 were added.