

# Share Handling Regulations

JAPAN POST INSURANCE Co., Ltd.

## **CHAPTER 1. GENERAL PROVISIONS**

(Purpose)

Article 1. Handling of shares in the Company including procedures for exercising shareholders' rights shall be governed by the provisions stipulated by Japan Securities Depository Center, Inc. (hereinafter "JASDEC") and account management organizations such as Securities Companies, etc. in which our shareholders have opened their transfer accounts (hereinafter the "Securities Companies, etc."), as well as the provisions of these Share Handling Regulations pursuant to the Articles of Incorporation of the Company.

(Transfer Agent)

Article 2. The transfer agent of the Company and the location of its handling office shall be as follows:

Transfer agent:

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

Transfer agent's handling office:

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

## **CHAPTER 2. REGISTRATION, ETC. TO SHAREHOLDER REGISTRY**

(Registration in the Register of Shareholders)

Article 3.

1. Any change to the entries in the register of shareholders shall be made pursuant to notices given by JASDEC such as the notices, etc. to all the shareholders (excluding the notices set forth in Article 154, Paragraph 3; hereinafter the "Individual Shareholder Notice," of the Law Concerning Transfer of Bonds, Shares, etc.; hereinafter the "Transfer Law").
2. In addition to the preceding paragraph, in the event of issuance of new shares and other events provided by laws and regulations, amendments to the matters stated in the shareholder registry shall be made without notice from JASDEC.
3. Entries in the register of shareholders shall be recorded using the characters and symbols specified by JASDEC.

(Notifications Related to the Entries in the Register of Shareholders)

Article 4. Shareholders of the Company shall submit their names and addresses through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC. The same shall apply to any changes thereof.

(Representative of the Corporate Shareholder)

Article 5. Corporate shareholders shall submit one (1) person as its representative through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC. The same shall apply to any changes thereof.

(Representative of the Joint Shareholders)

Article 6. Joint shareholders shall appoint one (1) person as its representative and submit the name and address of the representative through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC. The same shall apply to any changes thereof.

(Statutory Agent)

Article 7. Statutory agents such as persons with parental authority and guardians of shareholders shall submit their name and address through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC. The same shall apply to any changes and cancellations thereof.

(Notification of the Place to Receive Notices for Shareholders Residing Abroad)

Article 8. Shareholders or registered pledgees of the Company's shares residing abroad, or statutory agents thereof, shall appoint a standing proxy in Japan or designate the place in Japan to receive notices from the Company. The name or designation and address of the standing proxy or the place in Japan to receive notices from the Company shall be submitted through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC. The same shall apply to any changes and cancellations thereof.

(Method for Confirmation via JASDEC)

Article 9. Notifications submitted to the Company by shareholders through the Securities Companies, etc. and JASDEC shall be deemed to have been submitted by the said shareholder.

### **CHAPTER 3. IDENTIFICATION OF SHAREHOLDERS**

(Identification of Shareholders)

Article 10.

1. In the case where shareholders (including those to whom the Individual Shareholder Notice has been issued) exercise their shareholders' rights such as requests (hereinafter the "Requests"), a document proving that such Requests are prepared and submitted by the shareholders themselves (hereinafter the "Proof of Identification") shall be attached to or provided together with the application for the Requests. Provided, however, that this shall not apply if the Company can confirm that the Requests are prepared and submitted by the shareholders themselves.
2. If the Requests are submitted by shareholders to the Company through the Securities Companies, etc. and JASDEC, the Requests shall be deemed to have been submitted by the

shareholders themselves and no Proof of Identification is required.

3. In the case where the Requests are prepared and submitted by a proxy, a power of attorney with the shareholder's signature or affixed name and seal shall be attached to the application for the Requests, in addition to the procedures in the two preceding paragraphs. The power of attorney shall require entries of the name and address of the proxy.
4. The preceding paragraphs 1 and 2 shall apply mutatis mutandis to the proxy.

## **CHAPTER 4. PROCEDURE FOR EXERCISE OF SHAREHOLDERS' RIGHTS**

(Requesting the Delivery of Documents and Making Objections)

Article 11. When requesting the delivery of documents detailing measures for the electronic provision of Reference Documents for the General Shareholders' Meeting, etc. as set forth in Article 325-5, Paragraph 1 of the Companies Act (hereinafter the "Request for Delivery of Documents") and making objections as set forth in Paragraph 5 of the said Article, this shall be done in writing. Provided, however, if the Request for Delivery of Documents is made through the Securities Companies, etc. and JASDEC, such request shall be made as prescribed by the Securities Companies, etc. and JASDEC.

(Minority Shareholders' Rights, etc.)

Article 12. In the case where minority shareholders' rights, etc., which are set forth in Article 147, Paragraph 4 of the Transfer Law, are directly exercised with the Company, the voucher of receiving the Individual Shareholder Notice shall be attached to the documents with the shareholder's signature or affixed name and seal.

(Right to Demand Notice of an Outline of Propositions)

Article 13. The method prescribed by the Directors pursuant to the main clause of Article 305, Paragraph 5 of the Companies Act shall be as follows. Provided, however, that if the shareholders have determined the order of priority among propositions with respect to all or part of the propositions to be submitted by such shareholders together with the request under Paragraph 1 of the said Article, the method prescribed in the proviso to Paragraph 5 of the said Article shall apply.

- (1) In the case of horizontal writing, the order of priority shall be from top to bottom, and in the case of vertical writing, from right to left, according to the order in which the shareholders are listed. Provided, however, that this does not apply in cases falling under the next item.
- (2) In cases where it is difficult to determine the order of priority of the propositions, such as when the propositions are not listed in an orderly fashion, the Directors shall determine the order at their discretion.

(Entries in the Reference Documents for the General Shareholders' Meeting Concerning a Proposal by the Shareholders)

Article 14. In the case where a proposal is submitted by a shareholder to the General

Shareholders' Meeting, the number of characters to be used in the proposal, which is specified by the Company in accordance with Article 93, Paragraph 1 of the Enforcement Regulations of the Companies Act, shall be as follows:

(1) Reason for submitting the proposal

Up to 400 Japanese characters per proposal

(2) Summary of the proposal

Up to 400 Japanese characters per proposal

Provided, however, that if the proposal is submitted for the election of corporate officers of the Company, the matters to be included in the Reference Documents for the General Shareholders' Meeting shall be up to 400 Japanese characters for each candidate.

(Method of Requesting the Purchase of Shares Constituting Less Than One Unit)

Article 15. A request for the purchase of shares constituting less than one unit shall be made to the Company through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC.

(Determination of the Purchase Price)

Article 16.

1. In the case where a request in the preceding Article is made, the purchase price per share shall be the ending price of the Company's stock at the market established by the Tokyo Stock Exchange on the day on which the request reaches the transfer agent's handling office. Provided, however, that if no sales of share took place on the said date, or the said date falls on a holiday of the said Exchange, the purchase price shall be the price settled at the first sale thereafter.
2. The purchase price shall be the amount obtained by multiplying the number of shares to be purchased by the purchase price per share in the preceding paragraph.

(Payment of Proceeds for Purchase)

Article 17.

1. The Company shall pay proceeds for purchase equivalent to the purchase price calculated in accordance with the preceding Article to the shareholder who has requested the purchase of shares constituting less than one unit on the fourth (4th) business day from the day immediately subsequent to the day on which the purchase price is determined in accordance with the relevant provisions stipulated by JASDEC, unless otherwise provided for by the Company. Provided, however, that if the purchase price is a price cum-rights, such as one relating to the dividends of surplus or a stock split, the proceeds for purchase shall be paid by the relevant record date.
2. The party requesting the purchase may request that the payment of the proceeds for purchase be made by remittance into a bank account specified thereby or by cash through Japan Post Bank Co., Ltd.

(Transfer of Shares Purchased)

Article 18. The title to the shares constituting less than one unit, for which a request for purchase is made, shall be transferred to the transfer account of the Company on the day on which the

payment or payment procedure of the proceeds for purchase was completed pursuant to the preceding Article.

(Method of Requesting the Additional Purchase of Shares Constituting Less Than One Unit)

Article 19. In the case where a shareholder who owns shares constituting less than one unit requests an additional purchase of the Company's shares (hereinafter the "Request for Additional Purchase") by requesting that the Company sell a number of shares that would constitute one unit of shares when added to the number of shares held by the shareholder, the Request for Additional Purchase shall be submitted to the Company through the Securities Companies, etc. and JASDEC in accordance with the relevant provisions stipulated by JASDEC.

(Request for Additional Purchase Exceeding the Balance of Treasury Stock)

Article 20. If the total number of shares from Request for Additional Purchase made on the same day during for which the order received are unidentifiable exceeds the number of the transferable treasury stock held by the Company, all Requests for Additional Purchase made on the said day shall be deemed invalid.

(Effective Date of the Request for Additional Purchase)

Article 21. A Request for Additional Purchase shall come into effect on the day it is received at the transfer agent's handling office.

(Determination of the Price of Shares to Be Additionally Purchased)

Article 22.

1. The price per share of shares to be additionally purchased shall be the closing price of the Company's stock at the Tokyo Stock Exchange on the day as of the effective date of the relevant Request for Additional Purchase. Provided, however, that if no sales of share took place on the said date, or the said date falls on a holiday of the said Exchange, the purchase price shall be the price at which the first sale thereafter is settled.
2. The price of shares to be additionally purchased shall be the amount obtained by multiplying the number of shares subject to the Request for Additional Purchase by the price per share of shares to be additionally purchased in the preceding paragraph.

(Transfer of Shares Additionally Purchased)

Article 23. In accordance with the relevant provisions stipulated by JASDEC, the shareholder who submitted a Request for Additional Purchase shall apply for a transfer of title with regard to the number of treasury stock equivalent to the number of shares for which a Request for Additional Purchase has been made on the day on which confirmation of a remittance of the proceeds for additional purchase through the Securities Companies, etc. by the shareholder is made into the bank account designated by the Company.

(Period of Suspension for Requests for Additional Purchase)

Article 24.

1. The Company shall suspend the acceptance of any Requests for Additional Purchase every year during the period commencing ten (10) business days prior to the dates mentioned below and ending on any of these dates.
  - (1) March 31
  - (2) September 30
  - (3) Other dates specified by JASDEC, such as the day on which shareholders are determined
2. Notwithstanding the preceding paragraph, the Company may set other periods during which the acceptance of Requests for Additional Purchase is suspended if the Company deems it necessary.

## **CHAPTER 5. OTHER**

(Revision and Abolition)

Article 25.

1. The revision and abolition of these Regulations shall be subject to a resolution at the Board of Directors or determined by the President, CEO and Representative Executive Officer through consultations at the Executive Committee.
2. Minor revisions, which are not contradictory to the purpose of these Regulations, may be implemented under the authority of the Executive Officer in charge of the General Affairs Department.

Established on April 1, 2015

Revised on October 1, 2015

Revised on March 1, 2021

Revised on September 1, 2022