

[Translation]

SHARE HANDLING REGULATIONS

Dai-ichi Life Holdings, Inc.
(Enacted on October 1, 2016)
(Revised on September 1, 2022)

Chapter 1 General Provisions

Article 1 (Purpose)

The procedures regarding the exercise of shareholders' rights and other handling of shares of the Company shall be governed by these Regulations pursuant to the Articles of Incorporation, in addition to the regulations established by the Japan Securities Depository Center, Inc. (hereinafter referred to as the "JASDEC") and account management institutions such as securities companies at which the shareholders opened the transfer accounts (hereinafter referred to as the "Securities Companies, etc.").

Article 2 (Shareholder Registry Administrator)

The shareholder registry administrator of the Company and its handling office thereof shall be as follows:

Shareholder Registry Administrator

Mizuho Trust & Banking Co., Ltd.
1-3-3 Marunouchi, Chiyoda-ku, Tokyo

Handling Office of Shareholder Registry Administrator

Stock Transfer Agency Dept. at Head Office
Mizuho Trust & Banking Co., Ltd.
1-3-3 Marunouchi, Chiyoda-ku, Tokyo

Chapter 2 Registration, etc. to Shareholder Registry

Article 3 (Registration to Shareholder Registry)

1. Changes to the matters stated in the shareholder registry shall be made based on notices, etc. to all shareholders from the JASDEC except for notice (hereinafter referred to as the "Individual Shareholder Notice") pursuant to Article 154, Paragraph 3 of the Act on Book-Entry Transfer of Company Bonds, Shares, etc. (hereinafter referred to as the "Book-Entry Transfer Act").
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 the JASDEC.
3. The shareholder registry shall be registered with words and symbols designated by the JASDEC.

Article 4 (Notification on Matters to be Stated in Shareholder Registry)

The shareholders and registered pledges of shares shall submit notification of their names, addresses, etc. through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC. The same shall apply in the event where changes have occurred.

Article 5 (Representatives of Corporate Shareholders, etc.)

The corporate shareholders and the corporate registered pledgees of shares shall submit notification of their one (1) representative through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC. The same shall apply in the event where changes thereof have occurred.

Article 6 (Representative of Co-Shareholders, etc.)

The co-shareholders and registered pledgees of shares who jointly own pledges created over shares shall appoint one (1) representative, and shall submit notification of the name, address of such representative through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC. The same shall apply in the event where changes thereof have occurred.

Article 7 (Legal Representative)

The legal representatives such as persons who have parental authority over and are the legal guardians of the shareholders or registered pledgees of shares shall submit notification of their names and addresses through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC. The same shall apply in the event where changes and cancellations thereof have occurred.

Article 8 (Notification of Place for Non-Resident Shareholder, etc. to Receive Notice)

The shareholders and registered pledgees of shares or their respective legal representatives who reside outside Japan shall either elect their standing proxies resident in Japan or determine the place in Japan to receive notices, and shall submit notification of the names and addresses of such standing proxies resident in Japan or such place in Japan to receive notices through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC. The same shall apply in the event where changes and cancellations thereof have occurred.

Article 9 (Method of Confirmation via the JASDEC)

In the event that notifications from the shareholders or registered pledgees of shares to the Company are submitted through the Securities Companies, etc. and the JASDEC, such notifications shall be deemed as having been made by the shareholders or registered pledgees of shares in question.

Chapter 3 Confirmation of Shareholders

Article 10 (Confirmation of Shareholders)

1. In the event that the shareholder (including the one who has given the Individual Shareholder Notice) makes any claim or exercises shareholder's rights (hereinafter referred to as the "Claims, etc."), proofs that such Claims, etc. have been made by the shareholder in question (hereinafter referred to as the "Proof Materials, etc.") shall be attached or furnished; provided, however, that this shall not apply if the Company can confirm that the shareholder in question made the Claims, etc.
2. In the event that any Claims, etc. of the shareholder are made to the Company through the Securities Companies, etc. and the JASDEC, such Claims, etc. shall be deemed as

Claims, etc. made by the shareholder in question, and no Proof Materials, etc. shall be required.

3. In the event that any Claims, etc. are made by the proxy, in addition to the procedures in the preceding two paragraphs, a power of attorney with the shareholder's signature or affixed name and seal (if the Company finds it necessary to confirm the authenticity of the formation of the power of attorney, the power of attorney and seal impression registration certificate or other materials proving the authenticity of such power of attorney) shall be attached to such Claims, etc. It shall be necessary to provide the name and address of the proxy on the power of attorney.
4. Paragraphs 1 and 2 shall also apply *mutatis mutandis* to the proxy.
5. The Company may reserve acceptance of the Claims, etc. until the shareholders or proxies attach or submit the required materials, etc. as provided by this article.

Chapter 4 Procedures for Exercise of Shareholder's Rights

Article 11 (Requests for Delivery in Paper Form and Statements of Objection)

Requests for delivery of a paper copy setting out the matters for electronic provision of reference documents and other materials for general meetings of shareholders, etc. prescribed in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "Requests for Delivery in Paper Form") and statements of objection pursuant to Paragraph 5 of the same Article shall be made in writing; provided, however, that if Requests for Delivery in Paper Form is made through the Securities Companies, etc. and the JASDEC, those requests shall be governed by the regulations set forth by the Securities Companies, etc. and the JASDEC.

Article 12 (Small Number of Shareholders' Rights, etc.)

If the shareholder exercises the small number of shareholders' rights, etc. provided in Article 147, Paragraph 4 of the Book-Entry Transfer Act directly to the Company, such exercise shall be made in writing with her/his signature or affixed name and seal after the request of the Individual Shareholder Notice has been made.

Article 13 (Indication of Shareholder's Proposals in the Reference Document of a General Meeting of Shareholders)

In the event where proposals at a general meeting of shareholders are the ones submitted by the shareholders, the length stipulated by the Company pursuant to Article 93, Paragraph 1 of the Enforcement Regulations of the Companies Act shall be as follows:

- (i) Reason for proposal:
four hundred (400) letters for each proposal
- (ii) Matters to be indicated in the reference document of a general meeting of shareholders in the event where the proposal is made regarding the election of officers:
four hundred (400) letters for each candidate

Article 14 (Method of Demand to Purchase Fractional unit shares)

If the shareholder makes a demand for the Company to purchase fractional unit shares, it shall be made through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC.

Article 15 (Determination of Purchase Price)

1. The purchase price per share, which is the subject of the demand to purchase in the preceding paragraph, shall be the closing price of the Company's shares on the market ("*tachiai-sijo*") established by the Tokyo Stock Exchange on the day when the demand to purchase reaches the handling office of the shareholder registry administrator; provided, however, that if there has been no trading on such day, or such day is not a business day of the exchange, the purchase price per share shall be the execution price of the first trade made after such day at the exchange.
2. The purchase price shall be the amount obtained by multiplying the purchase price per share in the preceding paragraph by the number of shares subject to the demand to purchase.

Article 16 (Payment of Purchase Price)

1. The purchase price shall be the amount obtained by deducting the fees set forth in Article 25 from the purchase price calculated in accordance with the preceding article, and unless otherwise determined by the Company, the payment shall be made, as regulated by the JASDEC, on the fourth (4th) business day from the day immediately following the day when the purchase price per share is determined; provided, however, that if the purchase price includes values of rights to receive a dividend of surplus or split of shares, the payment of the purchase price shall be made by the record date.
2. A shareholder who makes a demand to purchase may request that the payment be made either by transfer to a bank account designated by the shareholder or by payment in cash through Japan Post Bank Co., Ltd.

Article 17 (Transfer of Purchased Shares)

The fractional unit shares subject to the demand to purchase shall be transferred to the transfer account of the Company on the day the payment or the payment procedure of the purchase in the preceding article has completed.

Article 18 (Method of Demand for the Sale of Fractional Unit Shares)

If a shareholder who holds fractional unit shares makes a demand for the Company to sell fractional unit shares which, when added to the fractional unit shares already held by the shareholder, will constitute one unit of shares (hereinafter referred to as the "Demands for Sale"), it shall be made through the Securities Companies, etc. and the JASDEC as regulated by the JASDEC.

Article 19 (Demands for Sale of Shares Exceeding the Balance of Treasury Shares)

If the total number of shares subject to Demands for Sale made on the same day in unknown chronological order exceeds the number of transferrable treasury shares held by the Company, no Demands for Sale on that day shall be deemed as effective.

Article 20 (Effective Date of Demands for Sale)

Demands for Sale shall be deemed as effective on the day when the Demands for Sale reach the handling office of the shareholder registry administrator.

Article 21 (Determination of Sale Price)

1. The sale price per share shall be the closing price of the Company's shares on the market ("*tachiai-sijo*") established by the Tokyo Stock Exchange on the effective date of the Demands for Sale; provided, however, that if there has been no trading on such day, or such day is not a business day of the exchange, the sale price per share shall be the execution price of the first trade made after such day at the exchange.
2. The sale price shall be the amount obtained by multiplying the sale price per share in the preceding paragraph by the number of shares subject to the Demands for Sale.

Article 22 (Transfer of Shares to be Sold)

The Company shall apply for the transfer of treasury shares equivalent to the number of shares subject to Demands for Sale to the transfer account of the shareholder who has made the Demands for Sale, on the day when the Company confirms that the shareholder who has made the Demands for Sale has remitted an amount equal to the sale price plus the fees set forth in Article 25 as the sale value to the bank account designated by the Company through the Securities Companies, etc., as regulated by the JASDEC.

Article 23 (Periods when the Company Suspends Acceptance of Demands for Sale)

1. Each year, the Company shall suspend the acceptance of Demands for Sale for the ten (10) business days leading up to and ending on the respective days listed below.
 - (1) March 31
 - (2) September 30
 - (3) Other days, including the fixed dates of shareholders, as determined by the JASDEC
2. In addition to the case provided for in the preceding paragraph, when the Company deems necessary, the Company may establish any other period when the Company Suspends Acceptance of Demands for Sale.

Chapter 5 Special Provision of Special Account

Article 24 (Special Provision of Special Account)

The confirmation of the identities of shareholders and registered pledgees of shares for whom the Company opened special accounts, and other handling of matters related to special accounts, shall be governed by the regulations set forth by the account management institutions for special accounts, in addition to the regulations set forth by the JASDEC.

Chapter 6 Fees

Article 25 (Fees)

1. The fees for a demand to purchase fractional unit shares pursuant to Article 14 and the demands for sale of fractional unit shares pursuant to Article 18 shall be the amount obtained by dividing the amount of shares per unit calculated in accordance with the formula set forth below by the number of fractional unit shares subject to the demand to purchase and the demands for sale (any fraction under one (1) yen shall be rounded down) and adding consumption tax thereon.

(Formula)

For any amount less than one million (1,000,000) yen: **1.150%**;

for any amount exceeding one million (1,000,000) yen: **0.900%**

(any fraction under one (1) yen shall be rounded down)

of the amount obtained by multiplying the purchase price set forth in Article 15 or the sale price set forth in Article 21 by the number of shares per unit; provided, however, that when the calculated amount per unit is less than two thousand five hundred (2,500) yen, the amount shall be two thousand five hundred (2,500) yen.

2. Each shareholder and any other person shall be responsible for the payments they make to the Securities Companies, etc. and the JASDEC.

Supplementary Provisions

Article 1

These Regulations shall be enacted on October 1, 2016.

Article 2

These Regulations shall be revised or abolished by a resolution of the Board of Directors.