

# Audit and Supervisory Committee Charter

## PayPay Corporation

Established	June 27, 2023
Effective date of last amendment	March 12, 2026

Table of Contents

Article 1 (Purpose) . . . . . 2

Article 2 (Organization) . . . . . 2

Article 3 (Duties of the Audit and Supervisory Committee) . . . . . 2

Article 4 (Holding of Meetings) . . . . . 3

Article 5 (Persons with the Right to Convene Meetings) . . . . . 3

Article 6 (Convocation Procedures) . . . . . 3

Article 7 (Participation of Relevant Members). . . . . 3

Article 8 (Resolution Method) . . . . . 3

Article 9 (Matters for Resolution by the Audit and Supervisory Committee) . . . . . 4

Article 10 (Reports to the Audit and Supervisory Committee). . . . . 5

Article 11 (Minutes) . . . . . 5

Article 12 (Audit and Supervisory Committee Secretariat) . . . . . 6

Article 13 (Authority of Revision and Repeal). . . . . 6

Article 14 (Administrative Work for Revision and Repeal) . . . . . 6

## Article 1 (Purpose)

These Charters provide for matters relating to the Audit and Supervisory Committee of PayPay Corporation (hereinafter "the Company") pursuant to laws, regulations, and the Articles of Incorporation.

## Article 2 (Organization)

1. The Audit and Supervisory Committee shall be composed of at least three Directors, all of whom are members of the Audit and Supervisory Committee (hereinafter "Committee Members"), and who meet the independence requirements set forth by laws and regulations, as well as the stock exchanges in which the Company is listed. Each Committee Member shall not have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the past three years. All Committee Members must be financially literate, and at least one Committee Member shall have financial sophistication as required by Nasdaq Rules. For purposes of the Company's disclosure obligations, the Board of Directors of the Company shall determine annually whether any Committee Member qualifies as an "audit-committee financial expert" under the United States Sarbanes-Oxley Act.
2. The Audit and Supervisory Committee shall have a Chairperson.
3. The Audit and Supervisory Committee may have full-time Committee Members. In the case where a full-time Committee Member is appointed, the Specified Committee Member (persons specified in Article 132, Paragraph 5, Item 3 of the Regulations for Enforcement of the Companies Act and Article 130, Paragraph 5, Item 3 of the Regulation on Corporate Accounting) shall be a full-time Committee Member.

## Article 3 (Duties of the Audit and Supervisory Committee)

The Audit and Supervisory Committee shall be responsible for and have the authority to conduct the following:

- (1) Audit the Directors' performance of their duties and prepare audit reports.
- (2) Decide on the content of proposals to be submitted to the General Meeting of the Shareholders regarding the appointment, dismissal, or non-reappointment of the Independent Registered Public Accounting Firm; assume direct responsibility for the appointment, retention, oversight of the work, and termination of any Independent Registered Public Accounting Firm (including resolution of disagreements between management and such Firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and pre-approve such Firm's services, including non-audit services. Each engaged Independent Registered Public Accounting Firm must report directly to the Audit and Supervisory Committee, subject to compliance with applicable Japanese law.
- (3) Consent to the remuneration of Independent Registered Public Accounting Firm or temporary Independent Registered Public Accounting Firm.
- (4) Decide the opinion of the Audit and Supervisory Committee regarding the appointment, dismissal, or resignation of Directors (excluding Committee Members; the same applies below in this article).
- (5) Decide the opinion of the Audit and Supervisory Committee regarding the remuneration, etc. (meaning remuneration, bonuses, and other economic benefits received as compensation for the performance of duties) of Directors.

- (6) Consent to the submission of proposals to the General Meeting of the Shareholders by Directors for the appointment of Committee Members (including Substitute Committee Members).
- (7) Establish, maintain, and operate a whistleblower office for suspected misconduct by senior management (Directors, Executive Officers, and other persons stipulated in internal regulations as persons responsible for important business execution of the Company or the Company Group. The same applies hereinafter.) and the Company's accounting, accounting internal controls, and auditing.
- (8) Appoint independent attorneys and other advisors as deemed necessary in the performance of their duties.
- (9) Receive appropriate funding from the Company for payment of remunerations to attorneys and other advisors as provided for in the preceding item, and other expenses normally required for the performance of their duties (including funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties).
- (10) Other duties as required by law and regulations, and the Articles of Incorporation.

#### Article 4 (Holding of Meetings)

In principle, Committee Meetings shall be held once a month. However, a Committee Meeting may be held at any time if deemed necessary.

#### Article 5 (Persons with the Right to Convene Meetings)

Committee Meetings shall be convened and presided over by the Chairperson. However, other Committee Members may also convene Committee Meetings as necessary.

#### Article 6 (Convocation Procedures)

1. Committee Meetings shall be convened by sending notification to each Committee Member at least three days before the day of the meeting. However, this period may be shortened in cases of urgent necessity.
2. Committee Meetings may be held without following the convocation procedures if all of the Committee Members so consent.

#### Article 7 (Participation of Relevant Members)

Committee Members may have relevant persons attend Committee Meetings as necessary.

#### Article 8 (Resolution Method)

1. Resolutions of the Audit and Supervisory Committee shall require votes by a majority of the Committee Members present at a meeting, in which a majority of the Committee Members who may participate in the vote are present.
2. Committee Members with special interests in a resolution provided for in the preceding paragraph may not participate in the vote.

#### Article 9 (Matters for Resolution by the Audit and Supervisory Committee)

The Audit and Supervisory Committee shall resolve upon the following matters unless otherwise provided for in laws, regulations, or the Articles of Incorporation:

- (1) Appointment or dismissal of the Chairperson of the Audit and Supervisory Committee
- (2) Appointment or dismissal of full-time Committee Members
- (3) Selection of Committee Members who shall perform matters, as required by law, to be performed by Committee Members that are selected by the Audit and Supervisory Committee
- (4) Appointment of Specified Committee Members
- (5) Formulation of Audit and Supervisory Committee Auditing and Supervising Standards
- (6) Matters concerning audit policies, audit plans, audit methods, sharing of audit affairs, and the like
- (7) Approving budgets and other resources necessary for the Committee Members to perform their duties
- (8) Matters concerning duties delegated to specific Committee Members (as selected under Article 9(3))
- (9) Preparation of audit reports
- (10) Policies for the decision to dismiss or to not reappoint the Independent Registered Public Accounting Firm
- (11) Decision on the appropriateness of reappointing the Independent Registered Public Accounting Firm based on a review at least annually of its qualifications, performance, and independence, with the conclusion presented to the Board of Directors
- (12) Decision on the contents of proposals that will be submitted to the General Meeting of the Shareholders regarding the dismissal or non-reappointment of the Independent Registered Public Accounting Firm
- (13) Decision on the contents of proposals that will be submitted to the General Meeting of the Shareholders regarding the appointment of the Independent Registered Public Accounting Firm
- (14) Appointment of a person to temporarily perform the duties of the Independent Registered Public Accounting Firm when the office of Independent Registered Public Accounting Firm is vacant
- (15) Approval of conflict of interest transactions by Directors (excluding Committee Members; the same applies below in this article) as stipulated in Article 356 of the Companies Act
- (16) Decision on the opinion of the Audit and Supervisory Committee regarding the appointment, dismissal, or resignation of Directors
- (17) Decision on the opinion of the Audit and Supervisory Committee regarding the remuneration, etc. of Directors
- (18) Decision to request that the appointment of Committee Members (including Substitute Committee Members; the same applies below in this article) be included in the agenda of the General Meeting of the Shareholders
- (19) Decision to request that a proposal regarding the appointment of Committee Members be submitted to the General Meeting of the Shareholders
- (20) Stating the opinion of the Audit and Supervisory Committee that must be notified to shareholders when performing an issuance of shares for subscription that will result in a change of control

- (21) Approval of important transactions and actions that conflict with the interests of majority shareholders and minority shareholders, and other important transactions with relevant parties, as well as the Company's policies regarding related party transactions
- (22) Approval of internal audit rules and internal audit plans
- (23) Consent to the appointment and dismissal, evaluation, and determination of compensation of the Head of the Internal Audit
- (24) Establishment of procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters
- (25) Confirmation that the Independent Registered Public Accounting Firm has not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred.
- (26) Other matters found necessary by the Audit and Supervisory Committee in relation to the performance of Audit and Supervisory Committee duties

#### Article 10 (Reports to the Audit and Supervisory Committee)

- 1. Committee Members shall report the status of the performance of their duties to the Audit and Supervisory Committee on a regular basis and as appropriate, in addition to which Committee Members must report thereon whenever requested by the Audit and Supervisory Committee.
- 2. Committee Members who have received a report from the Independent Registered Public Accounting Firm, a Director, an employee of the internal audit department and other relevant departments, or any other person must report that fact to the Audit and Supervisory Committee.
- 3. The Audit and Supervisory Committee shall, as necessary, request reports from the Independent Registered Public Accounting Firm, Directors, employees of the internal audit department and other relevant departments, and other persons.
- 4. In relation to the preceding three paragraphs, if a Committee Member, Independent Registered Public Accounting Firm, Director, an employee of the internal audit department and other relevant departments, or any other person notifies all of the Committee Members of a matter to be reported to the Audit and Supervisory Committee, it will not be necessary to report that matter to the Audit and Supervisory Committee.

#### Article 11 (Minutes)

Minutes shall be created for the proceedings of Committee Meetings. The minutes shall state or keep record of the substance of the meeting and the results thereof and other matters stipulated by laws and regulations, and the attending Committee Members shall affix their signatures, or their names and seal impressions, or electronic signatures.

Article 12 (Audit and Supervisory Committee Secretariat)

1. A Secretariat shall be established to assist the Audit and Supervisory Committee in performing its duties.
2. Where the Audit and Supervisory Committee requests the Board of Directors to assign dedicated employees to assist the Audit and Supervisory Committee in performing its duties, such employees shall be included in the Secretariat.

Article 13 (Authority of Revision and Repeal)

This Charter may be revised or repealed by the Audit and Supervisory Committee and will be reviewed on an annual basis.

Article 14 (Administrative Work for Revision and Repeal)

The department in charge of this Charter shall be the Audit and Supervisory Committee Office.

**Governing Language:** This Charter is prepared in Japanese and English. In the event of any discrepancy, inconsistency, or ambiguity between the two versions, the Japanese version shall be the authentic and prevailing text. The English version is provided for convenience only.