

PayPay Code of Ethics & Business Conduct

1. Purpose

PayPay Corporation (the “Company”) has adopted this Code to promote honest and ethical conduct and compliance with applicable laws, rules and regulations, in support of its objective to provide trustworthy financial services with integrity and speed.

The obligations imposed by this Code supplement, but do not replace, the Company’s other policies and procedures regarding ethical conduct.

Through this Code, the Company seeks to deter wrongdoing and promote:

- i. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships
- ii. Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company
- iii. Compliance with applicable governmental laws, rules and regulations
- iv. Prompt internal reporting of violations of this Code (or suspected violations)
- v. Accountability for adherence to this Code

It is the Company’s intention that this Code be its written code of ethics under Section 406 of the Sarbanes-Oxley Act of 2002, as described in Item 16B of Form 20-F and its “Code of Conduct” under Nasdaq listing rules.

Any questions regarding the application of this Code should be promptly directed to the division in charge of legal and compliance.

2. Scope of Application

This Code applies to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and pursuant to Nasdaq listing rules, the Company’s directors, officers (including executive officers), and employees.

3. Conflicts of Interest

Directors, officers (including executive officers), and employees of the Company must avoid situations in which their personal interests conflict, or appear to conflict, with the interests of the Company or their ability to make fair and objective judgments.

If a conflict of interest arises or is suspected, directors, officers (including executive officers), and employees of the Company must report it in accordance with the Company’s prescribed procedures.

Directors, officers (including executive officers), and employees of the Company must also report, in accordance with the Company’s prescribed procedures, any related party transactions, including transactions with the Company or its related persons (such as officers, major shareholders, or close relatives).

4. Books, Records, and Disclosure

Directors, officers (including executive officers), and employees of the Company must prepare and maintain the Company's accounting records, expense records, KPIs, disclosure-related information, and other records accurately, completely, and on a timely basis. Directors, officers (including executive officers), and employees of the Company must not engage in false entries, concealment, or the maintenance or use of unrecorded funds or transactions.

The Company will make external disclosures and public communications in a complete, fair, accurate, timely, and understandable manner. The Company will also ensure the accuracy and integrity of its filings with the SEC (such as Form 20-F and Form 6-K) and other disclosure documents, including press releases.

5. Compliance with Laws, Rules and Regulations

Directors, officers (including executive officers), and employees of the Company must comply with applicable laws, rules and regulations (such as financial services regulations, securities laws, accounting standards, and internal Company policies).

Directors, officers (including executive officers), and employees of the Company must also respect the requirements of fair competition, including anti-bribery laws (such as the U.S. Foreign Corrupt Practices Act (FCPA)) and competition and antitrust laws, and must comply with all related laws and regulations.

6. Gifts, Entertainment, and Third Parties

Directors, officers (including executive officers), and employees of the Company may offer or receive gifts and entertainment only within the scope permitted by the Company's internal rules.

Directors, officers (including executive officers), and employees of the Company must not be involved in improper or inappropriate provision of benefits in any relationships with third parties, including contractors and agents.

7. Insider Trading and Information Management

Directors, officers (including executive officers), and employees of the Company must not engage in transactions using material nonpublic information, nor provide material nonpublic information to third parties (tipping). See "Rules on Insider Trading."

Directors, officers (including executive officers), and employees of the Company must handle confidential information and personal information on a need-to-know basis and must not use such information for any purpose other than legitimate business purposes.

8. Fair Dealing and Protection of Company Assets

Directors, officers (including executive officers), and employees of the Company must act fairly and transparently toward the Company's stakeholders, including customers, merchants, business partners, shareholders, and employees, and must also act fairly toward competitors.

Directors, officers (including executive officers), and employees of the Company must use the Company's assets (including information, systems, intellectual property, and funds) only for legitimate business purposes

and must not engage in waste, misuse, or misappropriation of such assets.

9. Speak Up and Non-Retaliation

If directors, officers (including executive officers), or employees of the Company become aware of a violation or suspected violation of this Code or of any law, rule or regulation, they must promptly report it in accordance with the Company's prescribed procedures.

The Company prohibits retaliation (including any adverse treatment) against anyone who makes a report or seeks advice in good faith and accepts anonymous reports and consultations.

Primary reporting channel: PayPay Compliance Hotline (internal whistleblowing channel).

Nothing in this Code, any other agreement with the Company or any policy of the Company prohibits, restricts, or is intended to prohibit or restrict any person from communicating, cooperating or filing a charge or complaint with the SEC or any other governmental or law enforcement entity, concerning possible violations of any legal or regulatory requirement, or making disclosures, including providing documents or other information to a governmental entity that are protected under the whistleblower provisions of any applicable law or regulation, including without limitation, Rule 21F-17 under the Securities Exchange Act of 1934, as amended, without notice to or approval of the Company, so long as such communications and disclosures are consistent with applicable law. The Company will not limit the right of any person to receive an award for providing information pursuant to the whistleblower provisions of any applicable law or regulation to the SEC or any other government agency.

Notwithstanding the foregoing, under no circumstance is a person that is subject to this Code authorized to disclose any information covered by attorney-client privilege or attorney work product of any member of Company without prior written consent of the Company's Chief Compliance Officer (unless disclosure of that information would otherwise be permitted by an attorney pursuant to the applicable federal law, attorney conduct rules or otherwise).

Any provision of any agreement between the Company and any current or former person subject to this Code that is inconsistent with the above language is hereby deemed invalid and will not be enforced by the Company.

10. Investigation and Remediation (Enforcement)

If the Company receives an allegation of a violation, it will investigate promptly and consistently and will take necessary corrective and preventive measures.

The Company will determine whether a violation has occurred through fair procedures based on clear and objective standards.

The Company will take appropriate action in response to violations, including disciplinary measures, in accordance with applicable work rules, contracts, and other relevant provisions. The Company will ensure that any sanctions are imposed fairly, in proportion to the seriousness of the violation. Violations of this Code may also constitute violations of law which may result in criminal or civil penalties.

11. Waivers (Exceptions for Directors and Officers)

Any waiver of any provision of this Code with respect to a director or an executive officer may be granted only by the Company's Board of Directors.

If the Company grants a waiver, it will promptly disclose the waiver, together with the reasons for it, as required by law or stock exchange regulation.

12. Publication and Amendments

The Company will make this Code publicly available (for example, on the Company's website or through other means accessible from outside the Company) and will amend it as necessary.

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