

[Translation]

Securities Code 8725  
June 29, 2011

To our Shareholders:

MS&AD Insurance Group Holdings, Inc.  
3-7, Yaesu 1-chome, Chuo-ku, Tokyo

By: Toshiaki Egashira, President and Representative Director

### **Notice of Resolution of the 3rd Annual Shareholder Meeting**

I would like to take this opportunity to thank you, our shareholder, for your support of MS&AD Insurance Group Holdings, Inc. (the "Company").

I would also like to express my deepest sympathies to those affected by the East Japan Earthquake.

I am pleased to announce that the following matters were reported and resolved at the 3rd Annual Shareholder Meeting held today.

Matters reported:

1. Report on the Business Report, Consolidated Financial Statements, and Results of Audit of Consolidated Financial Statements by Accounting Auditor and the Board of Corporate Auditors for the 3rd fiscal year (Fiscal Year 2010 (from April 1, 2010 to March 31, 2011)); and
2. Report on the Financial Statements for the 3rd fiscal year (Fiscal Year 2010 (from April 1, 2010 to March 31, 2011)).

Matters resolved:

First Item: Appropriation of Retained Earnings

This item was approved as proposed.

Second Item: Election of Thirteen (13) Directors

Messrs. Toshiaki Egashira, Ichiro Tateyama, Yasuyoshi Karasawa, Hisahito Suzuki, Susumu Fujimoto, Shuhei Horimoto, Masanori Yoneda, Mitsuhiro Tsuchiya, Ichiro Iijima, Toshihiko Seki, Akira Watanabe, Mitsuhiro Umezu and Daiken Tsunoda were elected as proposed and assumed the office.

(Messrs. Toshihiko Seki, Akira Watanabe, Mitsuhiro Umezu and Daiken Tsunoda are outside Directors.)

Third Item: Election of Two (2) Corporate Auditors

Messrs. Katsuaki Ikeda and Masayoshi Nakamura were elected as proposed and assumed the office.

- End -

Directors, Executive Officers and Corporate Auditors (As of June 29, 2011)

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|--|--------------------|
| President and Director, Chief Executive Officer<br>(Representative Director) | Toshiaki Egashira  |
| Director, Executive Officer<br>(Representative Director)                     | Ichiro Tateyama    |
| Director, Executive Officer<br>(Representative Director)                     | Yasuyoshi Karasawa |
| Director, Executive Officer<br>(Representative Director)                     | Hisahito Suzuki    |
| Director, Senior Executive Officer   | Susumu Fujimoto    |
| Director, Managing Executive Officer   | Shuhei Horimoto    |
| Managing Executive Officer   | Takayoshi Umemura  |
| Director, Executive Officer  | Masanori Yoneda    |
| Executive Officer  | Yasuo Kishimoto    |
| Executive Officer  | Seiichi Ota        |
| Executive Officer  | Shiro Fujii        |
| Director, Executive Officer  | Mitsuhiro Tsuchiya |
| Executive Officer  | Kojiro Hataoka     |
| Director, Executive Officer  | Ichiro Iijima      |
| Executive Officer  | Koichi Sugiyama    |
| Outside Director   | Toshihiko Seki     |
| Outside Director   | Akira Watanabe     |
| Outside Director   | Mitsuhiro Umezu    |
| Outside Director   | Daiken Tsunoda     |
| Corporate Auditor (Full-time)  | Katsuaki Ikeda     |
| Corporate Auditor (Full-time)  | Masayoshi Nakamura |
| Outside Corporate Auditor  | Sosuke Yasuda      |
| Outside Corporate Auditor  | Kuniaki Nomura     |
| Outside Corporate Auditor  | Hiroyuki Tezuka    |

## **Payment of Year-End Cash Dividend**

You are cordially requested to receive the year-end dividends for the 3<sup>rd</sup> fiscal year (in the amount of 27 yen per share) that will be paid out in the manner set out below.

1. In case wire transfer is designated:

If you have designated a bank account transfer, please review the “Statement of Dividend” and the “Bank Account for Wire Transfer of Dividend” both enclosed herewith.

2. In case wire transfer is not designated:

- (1) If you have not designated a bank account transfer, “Statement of Dividend” and “Receipt of Dividend” are enclosed herewith. Please study the instructions on the reverse side of the receipt form and receive payment during the payment period (from June 30, 2011 to August 1, 2011) at a Postal Bank location or post office of your convenience.
- (2) Please contact your account manager (such as your securities company) if you prefer receiving future dividend(s) by wire transfer to receiving with a “Receipt of Dividend” form.

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## **Request Purchase or Sale concerning Shares Constituting Less than One Unit**

A shareholder who holds shares constituting less than one unit (i.e., fewer than 100 shares) may request the Company to purchase or sell shares.

Either request is free of charge. A shareholder who wishes to make such a request is advised, in most instances, to contact the securities company with which you have an account. Please contact The Sumitomo Trust & Banking Co., Ltd. (0120-176-417 (toll free)) and/or Mitsubishi UFJ Trust and Banking Corporation (0120-232-711 (toll free)), as may be appropriate, if you do not have an account with a securities company or if your shares involved are recorded in a special account (*tokubetsu kouza*).