

February 2, 2016

Name of Listed Company: MS&AD Insurance Group Holdings, Inc.
Name of Representative: Yasuyoshi Karasawa, President
(Securities Code: 8725, Tokyo Stock Exchange and Nagoya Stock Exchange)
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**Notice regarding the Completion of the Acquisition of Amlin
by Mitsui Sumitomo Insurance**

With regard to the announcement made on September 8, 2015 concerning the agreement to commence necessary proceedings to acquire Amlin plc. ("Amlin"), Mitsui Sumitomo Insurance Company, Limited ("MSI", President: Yasuyoshi Karasawa), a wholly owned subsidiary of MS&AD Insurance Group Holdings, Inc. ("The Company", President: Yasuyoshi Karasawa) is pleased to announce that having obtained necessary approvals from all regulatory and other relevant authorities, the High Court of England and Wales has made an order sanctioning the Court-sanctioned Scheme of Arrangement ("the Scheme"). The Scheme came into effect on February 1, 2016 (GMT) whereby Amlin became a wholly-owned subsidiary of MSI.

Amlin will be rebranded to MS Amlin plc (hereinafter, "MS Amlin"), and will be delisted from the London Stock Exchange. The total acquisition amount was approximately GBP 3.4 billion.

1. Outline of new company

- 1) Trade name : MS Amlin plc
- 2) Representative : Charles Philipps
- 3) Director structure: 12 directors (which includes 4 from MSI and 4 independent directors)
- 4) Company logo:



2. Management structure

MS Amlin becomes a wholly-owned subsidiary of MSI. MSI will be responsible for the governance and the management of MS Amlin and the subsidiaries and the affiliates of MS Amlin.

MS Amlin will manage the operations of its subsidiaries and affiliates, and together with MSI, will aim to maximize synergies to further grow the international businesses of the MS&AD Insurance Group.

Furthermore, we have established an Integration Oversight Committee and Steering Committee for each business section to steer and manage the integration of the Lloyd's business and Reinsurance business respectively.

3. Financial reporting

MS Amlin's annual results for the period January to December 2016 will be consolidated and reflected in the consolidated financial statements of the Company and MSI from the first quarter of FY 2016.

-End-

Important Information

<Overseas residents>

The information contained in this timely disclosure is not for publication or distribution, directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of that jurisdiction or would result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which MS&AD Insurance Group Holdings, Inc. ("the Company") and its subsidiary, Mitsui Sumitomo Insurance Company, Limited ("MSI" and together with MS&AD Holdings collectively, "MS&AD") regard as unduly onerous (a "Restricted Jurisdiction"), and the availability of such information (and any related offer) to shareholders who are resident in, or citizens or nationals of, jurisdictions outside the United Kingdom or Japan or to agents, nominees, custodians or trustees for such persons, may be affected by the laws of the relevant jurisdictions. Persons who are subject to the laws of any jurisdiction other than the United Kingdom or Japan or shareholders of Amlin plc ("Amlin") who are not resident in the United Kingdom or Japan will need to inform themselves about, and observe any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. The offer made by MSI for the entire issued and to be issued share capital of Amlin ("Offer") is not being made, directly or indirectly, in, into or from within any Restricted Jurisdiction and the Offer will not be capable of acceptance from or within a Restricted Jurisdiction.

<Forward looking statements>

This timely disclosure contains statements that are or may be forward-looking statements. Without limitation, all statements preceded or followed by or that include the following words "target", "believe", "expect", "anticipate", "intend", "plan", "estimate", "aim", "will", "may", "forecast", "project" and similar expressions (or their negative) are forward-looking statements. Forward-looking statements include statements relating to the following: statements relating to the expected benefits of the Offer for MS&AD, background to and reasons for the Offer, information on the prospects of MS&AD or Amlin and future capital expenditures, expenses, revenues, earnings, synergies, economic performance, and future prospects. Forward-looking statements involve inherent risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements, including risks relating to the successful integration of Amlin with MSI; higher than anticipated costs relating to the integration of Amlin; investment required in Amlin to realise expected benefits; and facts relating to Amlin that may impact the timing or amount of benefit realised from the Offer that are unknown to MSI. MS&AD expressly disclaims any obligation or undertaking to release any updates or revisions to these forward-looking statements to reflect any change in Amlin's expectations with regards thereto or any change in events, conditions or circumstances on which any statement is based after the date of this timely disclosure or to keep any other information contained in this timely disclosure up to date. Accordingly, undue reliance should not be placed on the forward-looking statements, which speak only of the date of this timely disclosure.