

November 4, 2015

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)
Contact: Corporate Communications and Investor Relations Dept.
e-mail: ms_ad_ir@ms-ad-hd.com

**Notice regarding the Approval of the Resolutions at Amlin's Court Meeting
and the General Shareholders' Meeting**

In relation to the announcement made on September 8, 2015 regarding the "Agreement regarding the commencement of the procedures to acquire Amlin plc., an English insurance holding company," we are pleased to announce that the Scheme of Arrangement involving the proposal of the acquisition of Amlin plc. (hereinafter, "Amlin") by Mitsui Sumitomo Insurance Company, Limited (President: Yasuyoshi Karasawa, hereinafter, "MSI"), the wholly owned subsidiary of MS&AD Insurance Group Holdings, Inc. (President: Yasuyoshi Karasawa) was approved at Amlin's Court Meeting and General Shareholders' Meeting convened on November 3, 2015 (British Time). The result of such resolution can be found for viewing on Amlin's website (<http://www.amlin.com>).

The consummation of the procedure for the acquisition of Amlin by MSI is subject to such other terms as set forth in the Scheme Document, which includes the approvals by the financial authorities and the antitrust authorities of relevant jurisdictions as well as by the Court of England and Wales. The Acquisition is expected to be completed, subject to the satisfaction of such terms, in the course of the last quarter of fiscal 2015 (i.e., January 2016 to March 2016).

End

Important Information

<Overseas residents>

The information contained in this news release is not for publication or distribution, directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of that jurisdiction or would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. ("MS&AD Holdings") and MSI (MSI and 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 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 news release 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 news release or to keep any other information contained in this news release up to date. Accordingly, undue reliance should not be placed on the forward-looking statements, which speak only of the date of this news release.