

November 19, 2009
Mitsui Sumitomo Insurance Group Holdings, Inc.

Notice regarding Convocation of Extraordinary Shareholders' Meeting and Amendment to Articles of Incorporation

As announced on September 30, 2009 and October 30, 2009, Mitsui Sumitomo Insurance Group Holdings, Inc. ("the Company") has decided to conduct a business integration with Aioi Insurance Co., Ltd. ("Aioi") and Nissay Dowa General Insurance Co., Ltd. ("NDGI") through share exchanges, and at the same time change its corporate name to "MS&AD Insurance Group Holdings, Inc." and have 13 directors and 5 corporate auditors, all on April 1, 2010, and subject to the approvals at their respective shareholders' meetings and obtaining permission and other approvals from relevant authorities.

The Company hereby announces that it has decided to convene an extraordinary shareholders' meeting to obtain approval of the share exchanges, an amendment to its Articles of Incorporation, and election of directors and corporate auditors as set out below, at a meeting of its board of directors held on November 19, 2009.

1. Date and Agenda Items of Extraordinary Shareholders' Meeting
 - (1) Date of extraordinary shareholders' meeting
December 22, 2009
 - (2) Agenda items of extraordinary shareholders' meeting
 - (i) Agenda item concerning approval of the share exchange agreement
 - (ii) Agenda item concerning amendment to Articles of Incorporation
 - (iii) Agenda item concerning election of directors
 - (iv) Agenda item concerning election of corporate auditors
2. Reasons, Details and Schedule of Amendment to Articles of Incorporation

- (1) Reasons for amendment to Articles of Incorporation

If the agenda item concerning approval of the share exchange agreement is approved as proposed at the aforesaid shareholders' meeting, and the share exchange agreement is approved at each of the shareholders' meetings of Aioi and NDGI, a new insurance and financial services group will be established at the effective date of the share exchanges between Aioi, NDGI and the Company. In this connection, the Company proposes that Article 1 be amended as necessary for the corporate name of the Company to be changed to "MS&AD Insurance Group Holdings, Inc."

A resolution on the agenda item concerning amendment to Articles of Incorporation is to take effect on the effective date of the share exchanges and on the condition that the share exchanges have taken effect.

(2) Details of amendment to Articles of Incorporation

The proposed amendments are as set out below.

(The underlined parts are amendments)

Current version	Proposed amendment
(Trade Name) Article 1. The name of the Company shall be <u>MITSUI SUMITOMO KAIJO GURUPU</u> <u>HORUDINGUSU KABUSHIKI</u> <u>KAISHA</u> , which in English shall be <u>Mitsui Sumitomo Insurance Group</u> <u>Holdings, Inc.</u>	(Trade Name) Article 1. The name of the Company shall be <u>MS&AD INSHUARANSU GURUPU</u> <u>HORUDINGUSU KABUSHIKI</u> <u>KAISHA</u> , which in English shall be <u>MS&AD Insurance Group Holdings,</u> <u>Inc.</u>

(3) Schedule of amendment to Articles of Incorporation

Date of shareholders' meeting concerning amendment to Articles of Incorporation:
December 22, 2009

Effective date of amendment to Articles of Incorporation: April 1, 2010

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