

The MS&AD's Story of Value Creation and its Practice

Realizing "a resilient and sustainable society"



December 18, 2018

Today's Agenda

1. The MS&AD's Story of Value Creation and Medium-Term Management Plan "Vision 2021" P.2

2. Frequently Asked Questions

(1) Corporate Governance	P.1/
(2) ESG Initiatives in Asset Management	P.21
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The MS&AD's Story of Value Creation and Medium-term Management Plan "Vision 2021"

Shiro Fujii Director, Executive Vice President, CFO MS&AD Insurance Group Holdings, Inc.

MS&AD's Path to Realizing Our Image of Future Society

Unforeseeable Business Environment

- Global environment approaching the limit
- Anxiety in society due to widening inequalities
- Diversified/large-scale accidents and disasters
- Aging populations mainly in developed countries
- •Growing demands on CSR



Sep. 2015

Adoption of SDGs at UN

Penetration of the Story of Value Creation within Our Group

Various initiatives for penetration; Distribution of digest version of the integrated report to all employees, lectures and presentations in various training programs and meetings, putting inhouse newsletter on intranets for overseas group companies and so on.

-> Gradual penetration of the story of value creation among the employees in the Group globally

Comprehensive review and rebuild

New Frontier 2013 (FY2010-FY2013)

Formulation of Mission, Vision, and Values

Next Challenge 2017

(FY2014-FY2017)

Development of the Story of Value Creation

Vision 2021

(FY2018-FY2021)

Development of management based on CSV*

Achieve mid-term aspirations

Build resilient systems to respond to changes in the environment

 $\Re CSV:$ Creating Shared Value

Image of Society in 2030

MS&AD Integrated Report 2018
P.26-P.27

Resilient and sustainable society



For an Insurance Business to Be Sustainable

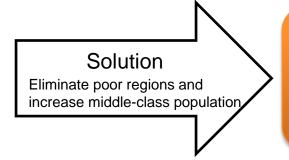
An insurance business can only be established in a sustainable society, and most important thing is Creating Shared Value

E.g. Global issue: Poverty makes a society less sustainable.

Although it seems that solving poverty and operating an insurance business have no direct connection...

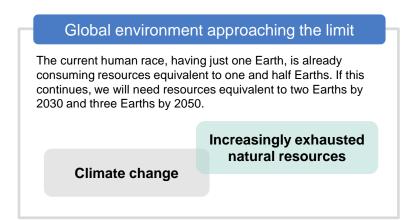
If the society is poor,

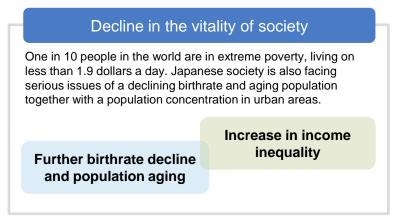
- People have no assets (housing, etc.) to protect.
- People are not able to pay for insurance.



The field to provide the value of insurance will expand.

Meanwhile, society is already facing serious issues.







For an Insurance Business to Be Sustainable

Two key words MS&AD aims to be:

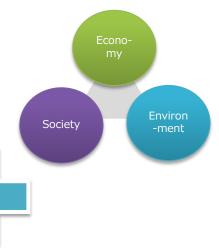
Resilient

It is important to have a capability to respond to unforeseen events in the society with rapid change and uncertainty.



Sustainable

Sustainable development and prosperity will not last without a win-win relationship among economy, environment and society instead of trade-offs.



Keep balance of economy, environment and society

SDGs which have a high affinity to social issues were incorporated as leading marks of our management.

SUSTAINABLE GOALS



















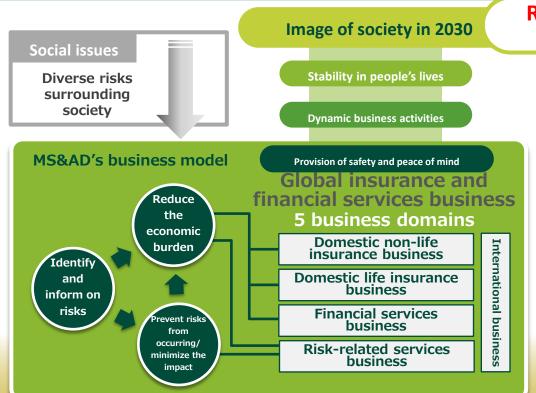








MS&AD's Story of Value Creation



Resilient and sustainable society



Creating shared value

- Deal with new risks
- Create mobility society without accidents
- Strive for resilient community development
- Support "good health and longevity"
- Contribute to climate change mitigation and adaptation
- Strive to improve sustainability of natural capital
- Work toward realization of "leaving no one behind"



















Quality that earns the trust of society

- ■Earn the trust of society with high quality
- ■Sincere, fair and just business activities
- Activities and dialog that respect human rights
- ■Continue efforts to reduce the burden on the environment
- ■Investment activities that conform to PRI (Principles for Responsible Investment)





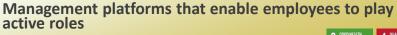












- Promotion of diversity & inclusion
- Encourage employees to learn and think by themselves, take on challenges and continue to
- Health and productivity management
- Highly transparent and effective corporate governance



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Initiatives Supporting CSV: Promotion of understanding to employees

Initiatives for all employees to understand the story of value creation and to realize their daily work are linked with CSV

Explain to employees at in-house study sessions and by in-house broadcasting





Distribute SDGs badges to employees

SDGsバッジ

- ・SDGsの17 色をバッジにしたもの。日本のSDGs推進本部や経団連も推進 ツールとして着用しています。
- MS&ADグループでは裏面にグループ名を刻印したバッジを作成いたしました。バッジの着用を通じ、当社グループのSDGSへの取組姿勢を社内外にアピール願います。
- ・社内に定着が図られる当面の間、着用を お願いいたします。





Initiatives Supporting CSV: Promotion of understanding to employees

Explain the relationship between their job and SDGs through in-house magazines using comics





creation".

Initiatives Supporting CSV: Holding and sponsoring the symposium

Information transmission regarding relationship between our business and SDGs to the society



SDGs Symposium at Tohoku University "Achievement of SDGs and Global Human Assets"

Forum on Climate Change and SDGs



Initiatives Supporting CSV: Sustainability Contest 2018 (1)

- The purpose of Sustainability Contest is for employees to understand why sustainability is important and permeate it into daily work.
- 526 applications from Japan and overseas group companies were received, and 10 initiatives received awards.



Initiatives Supporting CSV: Sustainability Contest 2018 (2)

Grand Prize

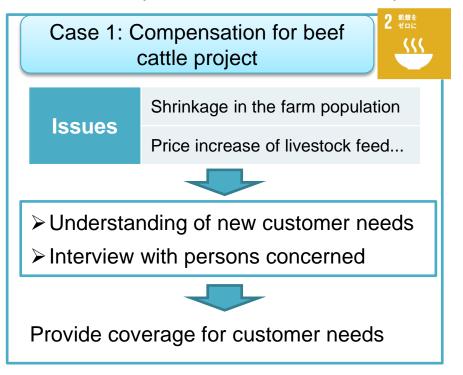
Hokkaido Branch, MSI

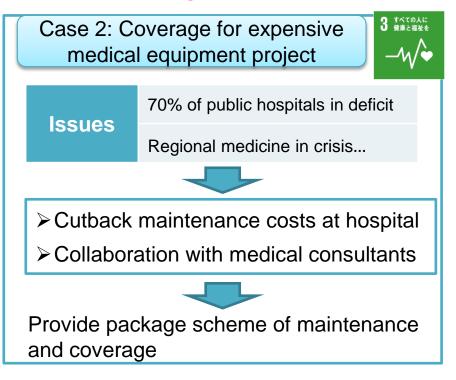
Realization of SDGs by "Visionary Meeting"

What is the "Visionary Meeting"?

The meeting is held as the initiative for all participants to bring their ideas, form projects and realize the ideas once a month, in principle. In FY2017, 27 projects were formed from 277 ideas.

Create new products from the view point of "Solutions for regional social issues "





From solutions for social issues to development of potential market

Initiatives Supporting CSV: Sustainability Contest 2018 (3)

Excellent Prize Yamagata Branch, ADI

Contribute to the solution for regional issues through practical use of industry, government and academia network









Social Issues

Local issue for Yamagata prefecture is a decreasing population

Regional vitality continues to decrease with slowdown of local economic activity and disappearance of local events.



Solution for Issues

- Resolve the delay in service diagram of community bus by utilizing "visual drive" developed by ADI jointly with Yamagata University
- Hold "Barrier-Free Tourism Forum" for tourism promotion

Social Value

- Contribute to revitalization of local community
- Contribute to activity of local community by supporting disabled sports

Economic Value

- Contribute to Group's business development by acquiring new contracts
- Expand business opportunities by creating new markets

People behind these initiatives

A decreasing population (shrinking insurance market) is a great threat of local branches. In order to survive in the future we have to establish networks with local government, academia and local industries, keep our antenna up for local information. To be a company necessary for local community, we are developing our business while being aware of returning our favor to Yamagata. We will continue to develop our business further through building solid connection with various bodies which we established up to date with our agents.

Initiatives Supporting CSV: Partnership with local government

Partnership and comprehensive agreement with local government

⇒Contribute to safe and secure society through providing risk consulting services utilizing regional uniqueness and industrial development.

Strive for resilient community development

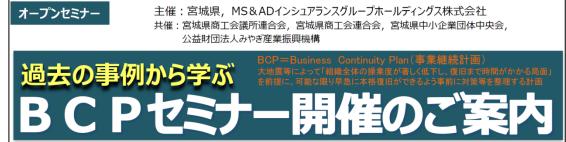
"Agreement of support in formulating business continuity plan for companies", MD&AD group initiatives for Miyagi Prefecture.

Concluded agreement with Miyagi Pref. on March 12, 2015 on support in formulating BCP and in establishing BCM for the companies in Miyagi pref. to contribute to enhancing resilience

Holding seminars and others based on agreement



Source: Miyagi pref. website



BCP Seminar held by Miyagi Pref. and MS&AD Insurance Group Holdings

Initiatives Supporting CSV: Respond to Emerging Risks

Risks often appear with new technologies

→Support someone who is challenging something

Deal with new risks

Comprehensive coverage for mega solar, small and mediumsize hydroelectric and biomass power plants (renewable energy)

Coverage for risks of property damage and unseasonable weather etc. by combining insurance and derivatives



Comprehensive coverage for cyber risk

Comprehensive coverage for cyber risks for companies and organizations, including targeted e-mails which have been increasing recently



Comprehensive coverage for regenerative medicine-related risk

Develop coverage for special risks of clinical research, such as regenerative medicine



Initiatives Supporting CSV: Mobility and Insurance Business

From insurance after the accident has occurred to insurance preventing accident from occurring

Safer mobility society



GOOD DESIGN AWARD 2018



Product design with the system for the reduction of accidents through cooperation between insurance company and drivers by data analysis/visualization = reduction of insurance premiums

Support Enjoy Save To drive safely By driving safely For your safety Call for check of safety Driving premium (variable) Sharing of information with families Discount of driving premium Drivina Response at all times subject to safe driving report Monthly Aioi Nissay Dowa Insurance drivina report Desk for receipt of IR 2R 3R 4R 🔨 6R 7R 8R 9R 10R 11R 12R automatic report Basic premium (fixed)

Effect of prevention of accidents
(Frequency of accidents decreased by more than 30%)

<Comparison of frequency of accidents*>

"Tough" Connected Automobile Insurance

Automobile insurance for individuals other than the above

12.4%

*Comparison of the frequency of accidents between "Tough" Connected Automobile

Connected Automobile Insurance of the said company (for the same automobile types

Insurance of ADI and automobile insurance for individuals other than "Tough"

covered by "Tough" Connected Automobile Insurance) for April to July 2018

Offering new mobility products/services

Data Analysis

Example (D) "Leaving No One Behind" and Insurance: MS&AD's initiatives in India

Through these initiatives Cholamandalam MS General Insurance, MSI's subsidiary, is contributing to the solution of local issues.

"Leaving no one behind"

Microinsurance

Participation in the government's agricultural insurance scheme and sales of livestock insurance for low-income individuals



Improvement of accessibility of insurance

Installation of insurance policy issuing machines in small and medium-sized towns and villages



Employment in rural areas

Outsourcing of insurance policy issuing services to associations that create jobs in rural areas



Income increase
Growth of middle class



Society where insurance business can exist



Frequently Asked Questions (1) Corporate Governance

Shiro Fujii Director, Executive Vice President, CFO MS&AD Insurance Group Holdings, Inc.

Evaluation of Board of Directors



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Results **Process** Implementation and Tasks in FY2017 compilation of self-FY2016 Results **Tasks** assessment questionnaire*1 • To prepare for the formulation · Continuously deepen attentive **Discussions on** Evolution of of Vision 2021, awareness of discussions in response to changes in the discussions in light management the environment, risk factors. business environment of changes in the strategies and etc. was deepened and Grasp movements of competitors, such as environment such risk-taking projects discussions taking remarkable management Exchange of opinions as technical technological innovations into Promote the penetration of the plans at the Outside account were held management philosophy (mission) and innovation Operations by General the story of value creation to all group Directors' Council Planning to provide employees through the explanation of information were established Vision 2021 · Contrive ways of disseminating and for new risk-taking cases such as international investment permeating systems to receive internal projects and external feedback such as the Compilation at the whistle-blowing system and improve the environment so that people can actively Governance express their opinions, among others Committee*2 **Operation of** Continuation of · Initiatives for an increase in Continue to provide careful explanations in advance including the background and deliberation time per agenda devices to promote the Board of developments in the past, to newly item and devices for the the understanding of **Directors** appointed Outside Directors in particular visualization and simplification technical terms · Thoroughly provide brief explanations of of documents were Implementation of the bills, focusing on the points implemented. measures to improve • Officers' study meetings were • Set themes for training sessions based on **functions** Securing of held (4 times a year) the opinions of Outside Directors opportunities · Operating company's study Hold training sessions continuously based for continuous tours were held (Sales on reports from the Management and *1 Implemented by distributing questionnaires (on nine items) in Divisions, Call Center, etc.) Monitoring Committee training, etc. advance and having the Secretariat hold interviews. *2 Composed of all Outside Directors, · Respond to revisions to the Corporate the Chairman of the Board and the Other President & CFO

Governance Code ×FY2018 evaluation is scheduled in January-March

Selection of Outside Directors



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Process for selection of newly appointed outside directors

Consideration of the direction for selection

September 2016: Nomination Committee

Decision on the direction for nomination, taking diversity into consideration



Decision on

ideal

candidates

September 2017: Nomination Committee

- (1)Enterprise managers experienced in overseas business
- (2) Academic experts
- (3) Attorneys
- (4)Foreigners who know a lot about Japanese companies

Decision that those described above shall be the ideal candidates



Selection of final candidates

December 2017: Nomination Committee

Selection of final candidates based on the background of candidates



Decision on candidates

February 2018: Nomination Committee Unofficial decision on final candidates

March 1, 2018

Announcement of candidates

Nomination and Remuneration Committees

(After June 2018)

Chairpersons

Outside Directors

- Nomination Committee : Mari Matsunaga
- Remuneration Committee : Mariko Bando

Members (7)

All Outside Directors, Chairman of the Board, President & CEO

- Mari Matsunaga (Outside)
- Mariko Bando (Outside)
- Akira Arima (Outside)
- Kazuhito Ikeo (Outside)
- Junichi Tobimatsu (Outside)
- Hisahito Suzuki (Chairman)
- Yasuyoshi Karasawa (President & CEO)



Remuneration Breakdown (excl. Outside Directors)

Performance-based/ remuneration about 30%

- (a) Portion linked to company performance based on an index of **Group Core Profit, consolidated** net income, etc.
- (i) Stock options as stock-based compensation system
 - (ii) Monetary remuneration
- (b) Portion linked to individual performance

A system revision at Remuneration Committee is under consideration to further link it to company performance to provide incentives for sustainable arowth

Fixed remuneration (monetary remuneration): about 70%

> Outside Directors receive only fixed remuneration (monetary remuneration) considering their independence from the business execution.

Amount of Remuneration (FY2017)

Remuneration by Category

(¥ million)

	Total -	By Category	
	Total –	Basic	Stock Option
Directors (8)	199	188	10
Audit & Supervisory Board Members (3)	51	51	-
Outside Directors/ Audit & Supervisory Board Members (9)	70	70	-

Persons with Consolidated Remuneration of ¥100 million or more

(¥ million)

	Total –	By Category		
	TOLAI —	Basic	Stock Option	
Director Yasuyoshi Karasawa	103	95	7	
Director Noriyuki Hara	103	95	7	



Frequently Asked Questions (2) ESG Initiatives in Asset Management

Shiro Fujii Director, Executive Vice President, CFO MS&AD Insurance Group Holdings, Inc.

Stewardship Activities: (1) Dialogue with investee companies

From the perspective of enhancing the corporate value of investee companies and promoting their sustainable growth over the medium to long term, Mitsui Sumitomo Insurance and Aioi Nissay Dowa Insurance had constructive dialogues with them on their management issues and shareholder return policy to share recognition and conveyed thoughts to them as needed from the viewpoint of shareholders.

Dialogues held (July 2017 to June 2018)

	MSI	ADI	Total (simple sum)
Number of companies	252	229	481

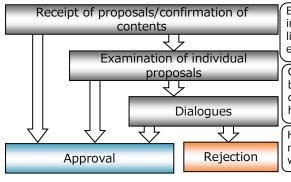
Examples of improvements made through dialogues with investee companies

LACITIFICS C.	improvements made an ough dialogues with investee companies
Shareholder return policy	We requested the improvement of the dividend payout ratio, which was low, as it is against the internal criteria. This year the dividend has been increased, and the dividend payout ratio has improved to the level exceeding the internal criteria.
Governance effectiveness	Outside director's attendance rate at the Board of Directors' meetings was low, so we checked the reasons and requested improvement. We discovered that the absences were caused by unexpected events and checked the details of actions for improvement. This year, this outside director's attendance rate at the Board of Directors' meetings improved to a level exceeding the internal criteria.
Management conditions	We held dialogues with companies whose business performance remained poor and exchanged opinions about the management issues and future course of actions. We checked that fixed costs were reduced, sales of high-price products were expanded, and new opportunities for earnings were developed, among other initiatives, to change the stable profit structure.
ESG initiatives	We held dialogues with companies who were said to have emitted large quantities of CO2 and exchanged opinions about the current situation of efforts. We checked that solar power generation was actively utilized to reduce CO2 emissions, and that various issues regarding overall ESG were evaluated and actions for improvement were steadily implemented.

Stewardship Activities: (2) Exercise of voting rights

Process of exercising voting rights

Examples of proposals rejected through exercising voting rights



Examine whether or not individual scrutiny is required in light of internal regulations on the exercise of voting rights.

Check the information disclosed by an investee company and decide whether it is necessary to have dialogues.

Have dialogues if necessary and make a final decision as to whether we agree or disagree.

Results of exercising our voting rights (July 2017 to June 2018)

	MSI	ADI	Total (simple sum)
Number of disagreements	5 (2,620)	3 (1,777)	8 (4,397)
(Number of bills)	- (-,)	0 (1,111)	0 (1,001)

xamples of roposals	Cases of rejected proposals and details of exercising voting rights
urplus	The payout ratio fell below our criteria for the

Surplus appropriation plan (low payout ratio of the last dividend)

pr

The payout ratio fell below our criteria for the two consecutive year. We held a dialogue and requested improvement, but judged that the possibility of improvement for the time being was low. (Disagreed)

Proposed appointment of directors (absence of Outside Director) We explained the importance of outside directors and requested the appointment of candidates through past dialogues, but a candidate for outside director was not selected this year either. (Disagreed)

Proposed The outside appointment of the Board of directors (low attendance rate at the Board of previous year Directors' meetings) The outside the Board of the Board of previous year Directors' meetings) (Disagreed)

The outside director's low attendance rate at the Board of Directors' meetings continued from the past. We continuously requested the improvement of the attendance rate from the previous year, but did not find any improvement. (Disagreed)

For more detailed information, please see the official websites of Mitsui Sumitomo Insurance and Aioi Nissay Dowa Insurance.

Policy for Japan's Stewardship Code

URL ▶https://www.ms-ins.com/english/company/aboutus/stewardship/ https://www.aioinissaydowa.co.jp/english/pdf/stewardshipcode.pdf

Report about Stewardship Activities

URL ▶https://www.ms-ins.com/company/aboutus/stewardship/pdf/20160930.pdf (Japanese language only) https://www.aioinissaydowa.co.jp/corporate/policy/pdf/katsudohoukoku2015.pdf (Japanese language only)

Actual Examples of ESG Investments



February 2017

Sustainable Development Bonds

MS&AD Mitsui Sumitomo Insurance

MS&AD Aioi Nissay Dowa Insurance

MS&AD Mitsui Sumitomo Aioi Life Insurance

MS&AD Mitsui Sumitomo Primary Life Insurance

Investment USD 120 million (about ¥13.5 billion)

Used to finance projects that support sustainable development in developing countries

November 2017

Industrialize Africa Bonds

MS&AD Mitsui Sumitomo Aioi Life Insurance

Investment AUD 30 million (about ¥2.6 billion)

Used within the Industrialize Africa framework, a project that aims to industrialize Africa and achieve sustainable economic and social development across Africa

Other

ESG Investments in Funds

MS&AD Mitsui Sumitomo Insurance MS&AD Aioi Nissay Dowa Insurance

- Help accelerate innovation by investing in funds that support companies driving growth toward a future society, such as in AI technology, robotics and technologies that contribute to the realization of a hydrogen society
- Support for revitalizing regional economies by investing in funds established to support growth at companies that play key roles in local communities



Our Aspirations and Non-Financial Indicators

Our Aspirations

1

A corporate culture in which all employees are working vigorously and maximizing their abilities to achieve their goals through teamwork has been created.

2

Diverse and professional employees are creating and providing products and services that meet the demands of customers and society while supporting the Group's sustainable growth.

3

Diversity and inclusion (D&I) of the Group is recognized by outside stakeholders as being adequately developed.

Non-Financial Indicators

Monitoring Indicators	FY2016 Results	FY2017 Results	Group Targets for FY2018 Onward	
Share of management positions occupied by women domestic () group consolidated	7.1% (12.7%)	9.9% (15.7%)	15.0% (FY2020)	
Employee satisfaction "working vigorously"	4.2 points	4.3 points	Equal or greater than the previous year	
Number and ratio of global employees	8,759 (21.6%)	9,184 (22.2%)	Key monitoring indicators other than	
Ratio of employees with disabilities	2.52%	2.37%	sustainability KPIs	
Ratio of male taking fully paid child care leave	44.8%	58.0%		
The number of annual paid holidays taken	15.7 days	16.0 days		

Roadmap

Penetration of D& Become a resilient and sustainable group Disseminate and establish D&I ① Achieve a female manager Implement and ratio of 15% enhance D&I Diverse human assets work globally regardless of differences in gender, **Establish the Group's** Share information on the nationalities, progress and successful **D&I** promotion abilities/disabilities, cases of D&I in each group generations, etc. structure company and improve Disseminate and establish the alliances among the group ① Appoint an executive officer in idea of D&I in the Group companies charge of D&I promotion 2 Work on common themes in 2 Set up a cross-group D&I the Group and accelerate D&I working group promotion 3 Accelerate D&I promotion by establishing a structure to implement measures that will better take advantage of diversity FY2019 FY2020 - 2021 FY2018 **FY2030**

Common Themes to Work on in the Group

Development of an environment in which employees can continue to work and contribute

Develop an environment that prevents employees from retiring unwillingly due to life events, with the subsequent loss of human assets, and that instead allows them to make a long-term contribution.

Elimination of corporate managers' unconscious bias

Corporate managers must understand that their unconscious bias may create differences in opportunities provided to subordinates and in their experience and abilities, which may be a disincentive to their contribution. Managers must therefore control their bias.

Creation of a workplace in which employees actively raise different opinions

An environment and management that allow each employee to feel safe in expressing their opinions and taking actions must be created in order to apply diverse values and opinions to the organization's decision-making.

Promotion of understanding, coexistence, and contribution of people with disabilities and sexual minorities

Encourage the coexistence of diverse workers regardless of gender, nationality, ability/disability, sexual orientation, etc. for the sustainable development of the Group.

Various Efforts to Promote D&I

Programs and activities to promote the career development of women

- Mentor program
- Family-friendly bosses "Iku-boss"
- Change of employee classification
- Awareness reform training of managers
- MSI Academy for Women
- MS&AD Seminar for Women
- Career design training
- Female leadership training

Promoting career development of global human assets

- Overseas training programs
- Secondee program
- Global trainee program

Career development of employees with disabilities and senior employees and support for sexual minorities

- Establishment of MS&AD Ability Works Co., Ltd.
- ALLY Community
- Re-employment of senior employees

Recognition by Outside Organizations

Diversity Management Selection 100 (Ministry of Economy, Trade and Industry)

*1*2

*1



"Eruboshi" Certification as an Excellent Company Based on the Act on Promotion of Women's Participation and Advancement in the Workplace

(Ministry of Health, Labor and Welfare)



"Kurumin"
Childcare Support Company
(Ministry of Health, Labor and Welfare)



Certified Health and Productivity Management Organization

(Ministry of Economy, Trade and Industry and Nippon Kenko Kaigi)



Evaluation from the government and public agencies

- *1 MSI
- *2 ADI
- *3 Mitsui Direct General
- *4 MSI Aioi Life
- *5 MSI Primary Life

Awards for Enterprises and Workplaces with Pleasant Working Environments and High Productivity (Ministry of Health, Labor and Welfare)



最優秀賞

Top 100 Telework Pioneers (Ministry of Internal Affairs and Communications)



"Platinum Kurumin"
Childcare Support Company
(Ministry of Health, Labor and Welfare)





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