

Reference Documents for Shareholders Meeting

Proposals and Reference Matters:

Proposal 1: Appropriation of Surplus

The Company is committed to meeting the expectations of shareholders by increasing the corporate value through sustainable growth on the premise of securing financial soundness, while providing continuous and stable returns to shareholders.

In view of the above, it is the Company's policy to secure a stable dividend scale per share in Stage 1 (2022-2023) of the Medium-Term Management Plan (2022-2025)*¹ and to provide returns to shareholders through shareholder dividends and repurchase of treasury stock, based on 50% of the Group Adjusted Profit.*²

With a view to providing continuous and stable shareholder returns, the Company proposes to pay a dividend on its surplus for the current fiscal year that exceeds 50% of the Group's Adjusted Profit as follows:

Matters concerning the fiscal year-end dividend:

1. Matters regarding distribution of dividends to shareholders and the total amount thereof:

100 yen per share of common stock of the Company

Total: 53,569,943,100 yen

As a result, the annual dividend for the current fiscal year totals 200 yen per share, including the interim dividend.

2. Effective date of dividend:

June 27, 2023

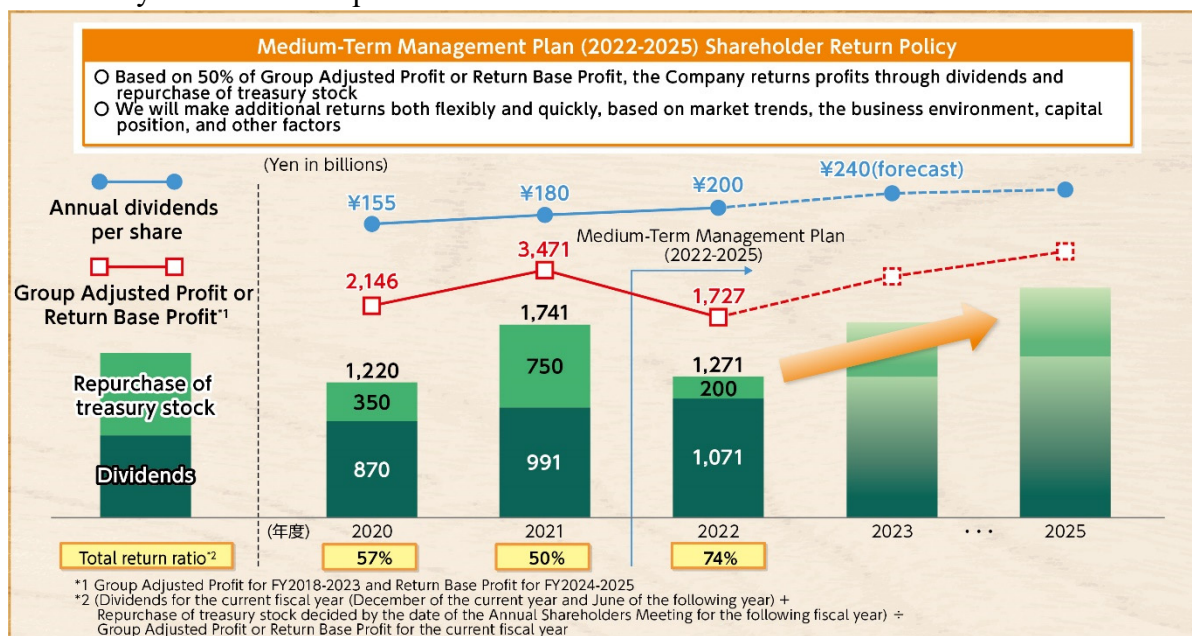
(Notes)

*1 For our shareholder return policy under the Medium-Term Management Plan, please refer to "(Reference) Shareholder Return Policy" shown on the next page.

*2 The Group Adjusted Profit is the Company's own index showing the ordinary profitability of the entire Group. It is calculated by adding/deducting provision for catastrophe loss reserve and others (adding for provision and deducting for reversal) to/from consolidated net income.

(Reference)
Shareholder Return Policy

In the Group's Medium-Term Management Plan (2022-2025), we have set the base of 50% of Group Adjusted Profit in Stage 1 (FY2022-2023), and 50% of Return Base Profit in Stage 2 (FY2024-2025), and we are making returns through dividends and the repurchase of treasury stock. Furthermore, we will make additional returns both flexibly and quickly, based on market trends, the business environment, capital position, and other factors. In FY2022, we will pay a dividend of 107.1 billion yen (including Proposal 1) and repurchase 20.0 billion yen of treasury stock to return profits to shareholders.



Calculation formula for Group Adjusted Profit

$$\text{Group Adjusted Profit}^3 = \text{Consolidated net income} + \text{Provision for catastrophe loss reserve and others}^{4,5} - \text{Other incidental factors (amortization of goodwill and other intangible fixed assets and others)} + \text{Equity in earnings of the non-consolidated Group companies}$$

*3 Each adjustment amount is on an after-tax basis

*4 Catastrophe loss reserve, contingency reserve, and reserve for price fluctuation of domestic non-life insurance business and Mitsui Sumitomo Aioi Life

*5 Subtraction in case of reversal

Calculation formula for Return Base Profit

$$\text{Return Base Profit} = \text{IFRS net income} - \text{Reconciliation items from IFRS net income}^6 + \text{Gains (losses) from sales of strategic equity holdings}$$

*6 Impact of market fluctuations, deferred effects of new contract costs, gain/loss related to unfavorable contracts, amortization of intangible fixed assets, impairment of goodwill

Proposal 2: Election of Eleven (11) Directors

The terms of office of all eleven (11) Directors will expire at the close of this Annual Shareholders Meeting, and so the Company proposes the election of eleven (11) Directors, including five (5) Outside Directors.

The candidates for Directors are as follows:

The candidates for Directors are as follows:

| Candi-date No. | Name | | Gender | Position and Duties at the Company | |
|----------------|-----------------|---------------------------|--|---|-----------------------------|
| 1 | Reappointment | Yasuyoshi Karasawa | Male | Chairman & Director, Chairman Executive Officer | |
| 2 | Reappointment | Yasuzo Kanasugi | Male | Representative Director, Vice Chairman & Director, Vice Chairman Executive Officer | |
| 3 | Reappointment | Noriyuki Hara | Male | Representative Director, President & CEO (Group CEO) | |
| 4 | Reappointment | Tetsuji Higuchi | Male | Representative Director, Executive Vice President Corporate Planning Dept., in sub-charge of Digital Innovation Dept., Corporate Communications and Investor Relations Dept., International Supervisory Dept., in sub-charge of International Business Planning Dept., Internal Audit Dept., Capital Policy, Group CFO | |
| 5 | New Appointment | Tomoyuki Shimazu | Male | Executive Officer Assist Management | |
| 6 | Reappointment | Yusuke Shirai | Male | Director, Executive Officer Assist Management | |
| 7 | Reappointment | Mariko Bando | Outside Director Independent Director | Female | Director (Outside Director) |
| 8 | Reappointment | Junichi Tobimatsu | Outside Director Independent Director | Male | Director (Outside Director) |
| 9 | Reappointment | Rochelle Kopp | Outside Director Independent Director | Female | Director (Outside Director) |
| 10 | Reappointment | Akemi Ishiwata | Outside Director Independent Director | Female | Director (Outside Director) |
| 11 | New Appointment | Jun Suzuki | Outside Director Independent Director | Male | |

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|--|---|---|---|
| 1 | <p>Yasuyoshi Karasawa</p> <p>(Oct. 27, 1950)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> | <p>Apr. 1975 Entered The Sumitomo Marine and Fire Insurance Co., Ltd.</p> <p>Apr. 2004 Executive Officer, General Manager of Corporate Planning Dept., Mitsui Sumitomo Insurance Co., Ltd. (“MSI”)</p> <p>Jun. 2005 Director, Executive Officer, General Manager of Corporate Planning Dept., <i>MSI</i></p> <p>Apr. 2006 Director, Managing Executive Officer, <i>MSI</i></p> <p>Apr. 2008 Director, Senior Executive Officer, <i>MSI</i> Director, <i>the Company</i></p> <p>Apr. 2009 Director, Senior Executive Officer, <i>the Company</i></p> <p>Apr. 2010 President & CEO, <i>MSI</i> Director, Executive Officer, <i>the Company</i></p> <p>Jun. 2014 President & CEO, <i>the Company</i></p> <p>Apr. 2016 Chairman & Director, Chairman Executive Officer, <i>MSI</i></p> <p>Jun. 2020 Chairman & Director, Chairman Executive Officer, <i>the Company</i> (present)</p> <p>Apr. 2021 Director, Advisor, <i>MSI</i></p> <p>Jun. 2021 Advisor, <i>MSI</i> (present)</p> <p><Position and Duties at the Company> Chairman & Director, Chairman Executive Officer</p> | 53,460 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Yasuyoshi Karasawa has a wealth of business experience gained through his involvement in corporate planning, marketing & sales, corporate communications, investment planning, etc. He served as President & CEO of <i>MSI</i> from 2010 to 2016 and as Chairman & Director of <i>MSI</i> from 2016 to 2021. He served as President & CEO of the Company from 2014 to 2020 and has been serving as Chairman & Director of the Company since 2020. Thus, he has expertise for precisely and fairly overseeing overall management of insurance companies, etc. Therefore, we propose to reappoint him as Director.</p> | | | |

(Note) “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Yasuyoshi Karasawa.

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|--|---|--|---------------------------------------|
| 2 | <p>Yasuzo Kanasugi</p> <p>(May 29, 1956)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> | <p>Apr. 1979 Entered Dai-Tokyo Fire & Marine Insurance Co., Ltd.</p> <p>Apr. 2008 Managing Officer, General Manager of Human Resource Planning Dept., Aioi Insurance Co., Ltd. (“Aioi”)</p> <p>Apr. 2009 Executive Officer, <i>Aioi</i></p> <p>Oct. 2010 Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd. (“ADI”)</p> <p>Apr. 2011 Managing Executive Officer, <i>ADI</i></p> <p>Apr. 2012 Executive Officer, <i>the Company</i></p> <p>Jun. 2012 Director, Managing Executive Officer, <i>ADI</i></p> <p>Apr. 2013 Director, Senior Executive Officer, <i>ADI</i></p> <p>Jun. 2014 Director, Executive Officer, <i>the Company</i></p> <p>Apr. 2016 President & CEO, <i>ADI</i></p> <p>Jun. 2020 Vice Chairman & Director, Vice Chairman Executive Officer, <i>the Company</i> (present)</p> <p>Apr. 2022 Chairman & Director, <i>ADI</i> (present)</p> <p><Position and Duties at the Company> Representative Director, Vice Chairman & Director, Vice Chairman Executive Officer</p> <p><Important concurrent positions> Chairman & Director, <i>ADI</i></p> | 60,611 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Yasuzo Kanasugi has a wealth of business experience gained through his involvement in human resources, marketing & sales, corporate planning, merger preparation, etc. He served as President & CEO of <i>ADI</i> from 2016 to 2022, and has been serving as Chairman & Director of <i>ADI</i> since 2022, and as Vice Chairman & Director of the Company since 2020. Thus, he has expertise for precisely and fairly overseeing overall management of insurance companies, etc. Therefore, we propose to reappoint him as Director.</p> | | | |

(Note) “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Yasuzo Kanasugi.

| Candi- date No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|--|---|--|---|
| 3 | <p>Noriyuki Hara (Jul. 21, 1955)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> | <p>Apr. 1978 Entered Taisho Marine and Fire Insurance Co., Ltd.</p> <p>Apr. 2008 Executive Officer, General Manager of Corporate Quality Control Dept., Mitsui Sumitomo Insurance Co., Ltd. (“<i>MSI</i>”)</p> <p>Apr. 2010 Managing Executive Officer, General Manager of Nagoya Commercial Business Div., <i>MSI</i></p> <p>Apr. 2012 Director, Managing Executive Officer, <i>MSI</i></p> <p>Apr. 2013 Director, Senior Executive Officer, <i>MSI</i></p> <p>Apr. 2015 Director, Vice President, Executive Officer, <i>MSI</i></p> <p>Apr. 2016 President & CEO, <i>MSI</i> Executive Officer, <i>the Company</i></p> <p>Jun. 2016 Director, Executive Officer, <i>the Company</i></p> <p>Jun. 2020 President & CEO, <i>the Company</i> (present)</p> <p>Apr. 2021 Chairman & Director, Chairman Executive Officer, <i>MSI</i> (present)</p> <p><Position and Duties at the Company> Representative Director, President & CEO (Group CEO)</p> <p><Important concurrent positions> Chairman & Director, Chairman Executive Officer, <i>MSI</i></p> | 54,537 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Noriyuki Hara has a wealth of business experience gained through his involvement in market development, marketing & sales, product operations, corporate planning, etc. He served as President & CEO of <i>MSI</i> from 2016 to 2021 and has been serving as Chairman & Director of <i>MSI</i> since 2021 and as President & CEO of the Company since 2020. Thus, he has expertise for precisely and fairly overseeing overall management of insurance companies, etc. Therefore, we propose to reappoint him as Director.</p> | | | |

(Note) “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Noriyuki Hara.

| Candi- date No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|---|--|--|---|
| 4 | <div>Reappointment</div> <p>Tetsuji Higuchi (Jun. 24, 1961)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> | <p>Apr. 1984 Entered The Sumitomo Marine and Fire Insurance Co., Ltd.</p> <p>Apr. 2014 Executive Officer, General Manager of Tokyo Div., Mitsui Sumitomo Insurance Co., Ltd. (“MSI”)</p> <p>Apr. 2015 Executive Officer, General Manager of Corporate Planning Dept., <i>MSI</i></p> <p>Apr. 2016 Director, Managing Executive Officer, <i>MSI</i></p> <p>Apr. 2017 Executive Officer, <i>the Company</i></p> <p>Apr. 2018 Director, Senior Executive Officer, <i>MSI</i></p> <p>Apr. 2020 Senior Executive Officer, <i>the Company</i></p> <p>Jun. 2020 Director, Senior Executive Officer, <i>the Company</i></p> <p>Apr. 2021 Director, Executive Vice President, <i>the Company</i> (present)</p> <p><Position and Duties at the Company></p> <p>Representative Director, Executive Vice President</p> <p>Corporate Planning Dept., in sub-charge of Digital Innovation Dept., Corporate Communications and Investor Relations Dept., International Supervisory Dept., in sub-charge of International Business Planning Dept., Internal Audit Dept., Capital Policy, Group CFO</p> | 22,122 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Tetsuji Higuchi has a wealth of business experience gained through his involvement in marketing & sales, product operations, human resources, and corporate planning, etc. He served as Senior Executive Officer of <i>MSI</i> from 2018 to 2020 and has been serving as Executive Vice President of the Company since 2021. Thus, he has expertise for precisely and fairly overseeing overall management of insurance companies, etc. Therefore, we propose to reappoint him as Director.</p> | | | |

(Note) “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Tetsuji Higuchi.

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|---|---|--|---------------------------------------|
| 5 | <div>New Appointment</div> <p>Tomoyuki Shimazu (Mar. 16, 1963)</p> | <p>Apr. 1985 Entered Taisho Marine and Fire Insurance Co., Ltd. Apr. 2015 Executive Officer, General Manager of Human Resources Dept., Mitsui Sumitomo Insurance Co., Ltd. (“MSI”) Apr. 2016 Executive Officer, General Manager of Chugoku Div., <i>MSI</i> Apr. 2018 Managing Executive Officer, General Manager of Loss Support Div., <i>MSI</i> Apr. 2021 Director, Senior Executive Officer, <i>MSI</i> Executive Officer, <i>the Company</i> (present) Apr. 2023 Director, Executive Vice President, <i>MSI</i> (present)</p> <p><Position and Duties at the Company> Executive Officer Assist Management <Important concurrent positions> Director, Executive Vice President, <i>MSI</i></p> | 18,716 |
| <p>[Reasons for selection as a candidate for Director] Mr. Tomoyuki Shimazu has a wealth of business experience gained through his involvement in human resources, marketing & sales, loss support, corporate planning, etc. He served as Executive Vice President of <i>MSI</i> from 2023. Thus, he has expertise for precisely and fairly overseeing overall management of insurance companies, etc. Therefore, we propose to appoint him as Director.</p> | | | |

(Note) “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Tomoyuki Shimazu.

| Candi- date No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|---|---|---|---|
| 6 | <p><u>Reappointment</u></p> <p>Yusuke Shirai</p> <p>(Jun. 13, 1964)</p> <p>Attendance at Board of Directors meetings held in FY2022: 10/10 (100%)*</p> | <p>Apr. 1988 Entered Dai-Tokyo Fire & Marine Insurance Co., Ltd.</p> <p>Apr. 2019 Executive Officer, General Manager of Corporate Planning Dept., <i>the Company</i></p> <p>Apr. 2021 Managing Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd. (“<i>ADI</i>”)</p> <p>Apr. 2022 Director, Managing Executive Officer, <i>ADI</i> Executive Officer, <i>the Company</i></p> <p>Jun. 2022 Director, Executive Officer, <i>the Company</i> (present)</p> <p>Apr. 2023 Director, Senior Executive Officer, <i>ADI</i> (present)</p> <p><Position and Duties at the Company> Director, Executive Officer Assist Management</p> <p><Important concurrent positions> Director, Managing Executive Officer, <i>ADI</i></p> | 10,421 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Yusuke Shirai has a wealth of business experience gained through his involvement in corporate planning, marketing & sales, compliance, etc. He has been serving as Senior Executive Officer of <i>ADI</i> from 2023. Thus, he has expertise for precisely and fairly overseeing overall management of insurance companies, etc. Therefore, we propose to reappoint him as Director.</p> | | | |

* Mr. Yusuke Shirai was newly elected and assumed the position of Director at the 14th Annual Shareholders Meeting held on June 27, 2022, and his attendance at the Board of Directors meetings held after that date is shown.

(Note) “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Yusuke Shirai.

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|---|---|--|---------------------------------------|
| 7 | <div> <div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> </div> <p>Mariko Bando</p> <p>(Aug. 17, 1946)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> <p>Years since the assumption of office as Outside Director: 6 years (at the close of this Annual Shareholders Meeting)</p> | <p>Jul. 1969 Entered the Prime Minister's Office</p> <p>Oct. 1985 Counsellor of Cabinet Secretariat, Councilor of Cabinet Secretariat</p> <p>Jul. 1989 Director of Consumer Statistics Division, Statistics Bureau, Management and Coordination Agency</p> <p>Jul. 1994 Director of Gender Equality Bureau, Cabinet Secretariat</p> <p>Apr. 1995 Vice-Governor of Saitama Prefecture</p> <p>Jun. 1998 Consul General of Japan in Brisbane, Australia</p> <p>Jan. 2001 Director General of Gender Equality Bureau, Cabinet Office</p> <p>Oct. 2003 Director, Incorporated Educational Institution Showa Women's University</p> <p>Apr. 2007 President, Showa Women's University</p> <p>Apr. 2014 Chancellor, Incorporated Educational Institution Showa Women's University</p> <p>Jul. 2016 Chairperson of the board, Showa Women's University (present)</p> <p>Jun. 2017 Director, <i>the Company</i> (present)</p> <p><Position and Duties at the Company> Director (Outside Director)</p> <p><Important concurrent positions> Chairperson of the board, Showa Women's University Director, Mitsubishi Research Institute, Inc. (Outside Director) Director, Itoki Corporation (Outside Director)</p> | 6,600 |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected role]</p> <p>Ms. Mariko Bando has gained a wealth of insight and experience in the administrative and educational fields as well as diversity promotion from previously serving as Director General of Gender Equality Bureau of the Cabinet Office, Consul General of Japan in Brisbane, Australia, President of Showa Women's University, etc. The Company expects to continue to draw from that insight and experience and have her supervise the management and provide advice on overall management from her expert perspective, particularly in regard to promoting diversity. Ms. Mariko Bando has not been involved in the corporate management in any manner other than by becoming an Outside Director or an Outside Audit & Supervisory Board Member in the past. However, she has broad insight and experience in the administrative and educational fields, and the Company believes that she is able to perform her duties as an Outside Director appropriately.</p> | | | |

(Notes)

- There are transactions between the Company or its major subsidiaries and Incorporated Educational Institution Showa Women's University, Mitsubishi Research Institute, Inc., and Itoki Corporation, each of which accounts for less than 1% of the annual revenue from activities or annual consolidated net sales of the university, Mitsubishi Research Institute, Inc., or Itoki Corporation, respectively, during the most recent fiscal year. The transaction amount is less than 1% of the consolidated net premiums written during the most recent fiscal year of the Company. There are also no other reasons to impact her independence with regard to the Company.
- "Notes commonly applicable to more than one candidate" on page 20 are applicable to Ms. Mariko Bando.

| Candi- date No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|---|---|--|---|
| 8 | <div> <div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> </div> <p>Junichi Tobimatsu (Aug. 15, 1972)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> <p>Years since the assumption of office as Outside Director: 5 years (at the close of this Annual Shareholders Meeting)</p> | <p>Apr. 1998 Registered as Attorney-at-Law Attorney-at-Law, Mori Sogo (currently, Mori Hamada & Matsumoto)</p> <p>Jun. 2004 Registered as Attorney-at-law in N.Y.</p> <p>Apr. 2010 Associate Professor, Graduate School of Law and Political Science, the University of Tokyo</p> <p>Jul. 2016 Attorney-at-law, Tobimatsu Law (currently, GAIEN PARTNERS) (present)</p> <p>Jun. 2018 Director, <i>the Company</i> (present)</p> <p><Position and Duties at the Company> Director (Outside Director)</p> <p><Important concurrent positions> Attorney-at-law, GAIEN PARTNERS Director, amana inc. (Outside Director) Director, AI, Inc. (Outside Director (Audit and Supervisory Committee Member)) Director, CANDEAL Co., Ltd. (Outside Director (Audit and Supervisory Committee Member))</p> | 0 |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected role]</p> <p>Mr. Junichi Tobimatsu has a wealth of insight and experience concerning overall corporate legal affairs including those of overseas companies as an attorney-at-law. The Company expects to continue to draw from that insight and experience and have him supervise management and provide advice on overall management from his expert perspective, particularly in regard to securing soundness of the management of the Group. Mr. Junichi Tobimatsu has not been involved in the corporate management in any manner other than by becoming an Outside Director or an Outside Audit & Supervisory Board Member in the past. However, he has professional insight and experience as an attorney-at-law, and the Company believes that he is able to perform his duties as an Outside Director appropriately.</p> | | | |

(Notes)

- There are no transactions between the Company or its major subsidiaries and GAIEN PARTNERS and AI, Inc. There are transactions between the Company or its major subsidiaries and amana inc. and CANDEAL Co., Ltd., each of which accounts for less than 1% of the annual consolidated net sales of amana inc. and CANDEAL Co., Ltd., respectively, during the most recent fiscal year. The transaction amount is less than 1% of the consolidated net premiums written during the most recent fiscal year of the Company. There are also no other reasons to impact his independence with regard to the Company.
- In November 2020 and May 2023, it was discovered that in amana inc., for which Mr. Junichi Tobimatsu had been appointed as an Outside Corporate Auditor from March 2009 to March 2021 and has been appointed as an Outside Director since March 2021, inappropriate accounting treatment and inappropriate transactions were conducted by amana inc. and its consolidated subsidiaries in Japan. He was not aware of this fact in advance, but he made proposals from the viewpoint of legal compliance on a regular basis. After doubts about this fact arose, he demanded that the internal controls should be further strengthened and provided necessary advice regarding measures to prevent recurrence.
- “Notes commonly applicable to more than one candidate” on page 20 are applicable to Mr. Junichi Tobimatsu.

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|--|--|--|---------------------------------------|
| 9 | <div> <div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> </div> <p>Rochelle Kopp</p> <p>(Jun. 29, 1964)</p> <p>Attendance at Board of Directors meetings held in FY2022: 12/12 (100%)</p> <p>Years since the assumption of office as Outside Director: 3 years (at the close of this Annual Shareholders Meeting)</p> | <p>Jun. 1986 Business analyst, ZS Associates International, Inc.</p> <p>Jun. 1987 Senior Business analyst, ZS Associates International, Inc.</p> <p>Aug. 1988 International Public Relations Specialist, The Yasuda Trust & Banking Co., Ltd. (currently, Mizuho Trust & Banking Co., Ltd.)</p> <p>Oct. 1992 Consultant, IPC Group, Inc.</p> <p>Jul. 1994 Managing Principal, Japan Intercultural Consulting (present)</p> <p>Jan. 2015 Professor of Global Leadership Course, Business Break Through University</p> <p>Apr. 2019 Professor of Faculty of Foreign Studies, The University of Kitakyushu</p> <p>Jun. 2020 Director, <i>the Company</i> (present)</p> <p><Position and Duties at the Company> Director (Outside Director)</p> <p><Important concurrent positions> Managing Principal, Japan Intercultural Consulting Director, Lightworks Corporation (Outside Director)</p> | 0 |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected role]</p> <p>Ms. Rochelle Kopp has a wealth of insight into cross-cultural communication and experience in both Japan and the U.S. as a management consultant. The Company expects to continue to draw from that insight and experience and have her supervise management and provide advice on overall management from her expert perspective, particularly in regard to the Group's global expansion.</p> | | | |

(Notes)

- There are no transactions between the Company or its major subsidiaries and Japan Intercultural Consulting. There are transactions between the Company or its major subsidiaries and Lightworks Corporation, which account for less than 1% of the annual consolidated net sales of Lightworks Corporation during the most recent fiscal year. The transaction amount is less than 1% of the consolidated net premiums written during the most recent fiscal year of the Company. There are also no other reasons to impact her independence with regard to the Company.
- "Notes commonly applicable to more than one candidate" on page 20 are applicable to Ms. Rochelle Kopp.

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|--|---|--|---------------------------------------|
| 10 | <div> <div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> </div> <p>Akemi Ishiwata (Aug. 23, 1960)</p> <p>Attendance at Board of Directors meetings held in FY2022: 10/10 (100%)</p> <p>Years since the assumption of office as Outside Director: 1 year (at the close of this Annual Shareholders Meeting)</p> | <p>Apr. 1983 Entered Bristol-Myers Company</p> <p>Dec. 1985 Entered Kao Assigned to Kao Life Science Laboratory</p> <p>Mar. 2003 Product Development Manager, Household Business Division, Kao Corporation (“Kao”)</p> <p>Dec. 2005 Section Chief, Consumer Research Center, <i>Kao</i></p> <p>Mar. 2010 General Manager, Consumer Research Center, <i>Kao</i></p> <p>Mar. 2015 Executive Officer, Supervisor of Corporate Communications Division, <i>Kao</i></p> <p>Jan. 2021 Executive Fellow, <i>Kao</i></p> <p>Jan. 2022 Special Mission Fellow, <i>Kao</i> (present)</p> <p>Jun. 2022 Director, <i>the Company</i> (present)</p> <p><Position and Duties at the Company> Director (Outside Director)</p> | 100 |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected role]</p> <p>Ms. Akemi Ishiwata has a wealth of insight on sustainability gained from previously serving as Executive Officer of <i>Kao</i>, leading its ESG activities. She also has experience as a general manager in charge of public relations and corporate branding. The Company expects to continue to draw from that insight and experience and have her supervise management and provide advice on overall management from her broad perspective.</p> | | | |

* Ms. Akemi Ishiwata was newly elected and assumed the position of Director at the 14th Annual Shareholders Meeting held on June 27, 2022, and her attendance at the Board of Directors meetings held after that date is shown.

(Notes)

- There are transactions between the Company and its major subsidiaries and Kao Corporation, which account for less than 1% of the annual consolidated net sales of Kao Corporation during the most recent fiscal year. The transaction amount is less than 1% of the consolidated net premiums written during the most recent fiscal year of the Company. There are also no other reasons to impact her independence with regard to the Company.
- “Notes commonly applicable to more than one candidate” on page 20 are applicable to Ms. Akemi Ishiwata.

| Candidate No. | Name (Date of birth) | Career summary, Position and Duties at the Company and Important concurrent positions, if any | Number of shares of the Company owned |
|---|--|---|---------------------------------------|
| 11 | <div> <div>New Appointment</div> <div>Outside Director</div> <div>Independent Director</div> </div> <p>Jun Suzuki (Feb. 19, 1958)</p> | <p>Apr. 1983 Entered Teijin Limited</p> <p>Apr. 2011 Teijin Group Chief Representative in Europe, Teijin Limited President, Teijin Holdings Netherlands B.V.</p> <p>Apr. 2012 Teijin Group Corporate Officer, Teijin Limited</p> <p>Apr. 2013 Teijin Group Managing Executive Officer, Teijin Limited</p> <p>Jun. 2013 Director, Managing Executive Officer, Teijin Limited</p> <p>Apr. 2014 Representative Director, President & CEO, Teijin Limited</p> <p>Apr. 2022 Director, Chairperson, Teijin Limited</p> <p>Apr. 2023 Director, Senior Advisor, Teijin Limited (present)*</p> <p><Important concurrent positions> Director, Senior Advisor, Teijin Limited*</p> | 2,500 |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected role]</p> <p>Mr. Jun Suzuki has extensive experience as a management executive by having served as Representative Director, President & CEO of Teijin Limited, and has a wealth of knowledge on global management by having served as the Teijin Group Chief Representative in Europe and other positions. The Company expects to draw from that experience and insight and have him supervise management and provide advice on overall management from his expert perspective, particularly in regard to global management.</p> | | | |

* He is scheduled to retire from his position as a Director of Teijin Limited in June 2023.

(Notes)

- There are transactions between the Company and its major subsidiaries and Teijin Limited, which account for less than 1% of the annual consolidated net sales of Teijin Limited during the most recent fiscal year. The transaction amount is less than 1% of the consolidated net premiums written during the most recent fiscal year of the Company. If Mr. Jun Suzuki is elected as an Outside Director at the Ordinary General Meeting of Shareholders of Idemitsu Kosan Co., Ltd. to be held in June 2023, he will be appointed as a Director of Idemitsu Kosan Co., Ltd. There are transactions between the Company or its major subsidiaries and Idemitsu Kosan Co., Ltd., which account for less than 1% of the annual consolidated net sales of Idemitsu Kosan Co., Ltd. during the most recent fiscal year. The transaction amount is less than 1% of the consolidated net premiums written during the most recent fiscal year of the Company. There are also no other reasons to impact his independence with regard to the Company.
- "Notes commonly applicable to more than one candidate" on page 20 are applicable to Mr. Jun Suzuki.

Notes commonly applicable to more than one candidate

1. There is no special interest between any of the candidates and the Company.
2. Ms. Mariko Bando, Mr. Junichi Tobimatsu, Ms. Rochelle Kopp, Ms. Akemi Ishiwata, and Mr. Jun Suzuki are candidates for Outside Director.
3. The Company has submitted to the Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. an Independent Officer Notification, indicating that Ms. Mariko Bando, Mr. Junichi Tobimatsu, Ms. Rochelle Kopp, and Ms. Akemi Ishiwata are Independent Officers who are unlikely to have conflict of interests with general shareholders. The Company plans to submit an Independent Officer Notification indicating that Mr. Jun Suzuki is also an Independent Officer who is unlikely to have conflict of interests with general shareholders.
4. The Company has entered into an agreement with Ms. Mariko Bando, Mr. Junichi Tobimatsu, Ms. Rochelle Kopp, and Ms. Akemi Ishiwata that limits their liability for any damage to the Company caused by a failure to perform the duties of a Director if they as Outside Directors have performed the duties in good faith and without gross negligence. The limit of Outside Director's liability under such agreement is the sum of the amount provided by the items in Article 425, Paragraph 1 of the Companies Act. The Company plans to continue with the agreement if they are elected as Outside Directors. Additionally, if Mr. Jun Suzuki is elected, the Company will enter into the limited liability agreement with him.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act that insures Directors, Audit & Supervisory Board Members, Executive Officers, etc. of the Company and of its main subsidiaries. The insured do not bear any insurance premiums. Under this insurance policy, the insurer will cover any damages that may arise as a result of the insured assuming liability or receiving a claim for the pursuit of liability in relation to the execution of his or her duties. This policy is renewed annually. If each candidate is elected, they will be included as the insured in the insurance policy. Furthermore, the Company plans to renew such insurance policies at the next term of renewal with the same terms and conditions.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Hidema Jinno will expire at the close of this Annual Shareholders Meeting, and so the Company proposes the election of one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

| Name (Date of birth) | Career summary, Position and Duties at the Company | Number of shares of the Company owned |
|--|---|---|
| <div>New Appointment</div> <div>Keiji Suzuki</div> <div>(Jun. 18, 1968)</div> | <div>Apr. 1991 Entered Mitsui Marine and Fire Insurance Co., Ltd.</div> <div>Apr. 2016 General Manager, Accounting Dept., Mitsui Sumitomo Insurance Co., Ltd. (“MSI”)</div> <div>Apr. 2018 General Manager of Corporate Risk Management Dept., <i>MSI</i> General Manager, Corporate Risk Management Dept., <i>the Company</i></div> <div>Apr. 2019 General Manager of Corporate Risk Management Dept., <i>the Company</i></div> <div>Apr. 2022 Executive Officer, General Manager of Corporate Risk Management Dept., <i>the Company</i> (present)*</div> <div><Position and Duties at the Company> Executive Officer, General Manager of Corporate Risk Management Dept.*</div> | 2,100 |
| <div>[Reasons for selection as a candidate for Audit & Supervisory Board Member]</div> <div>Mr. Keiji Suzuki has the knowledge to properly audit all aspects of the Company’s operations because of his wealth of business experience in accounting and risk management and by having served as Executive Officer of the Company since 2022. Therefore, we propose to appoint him as Audit & Supervisory Board Member.</div> | | |

* He is scheduled to retire at the close of this Annual Shareholders Meeting.

(Notes)

- There is no special interest between Mr. Keiji Suzuki and the Company.
- The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act that insures Directors, Audit & Supervisory Board Members, Executive Officers, etc. of the Company and of its main subsidiaries. The insured do not bear any insurance premiums. Under this insurance policy, the insurer will cover any damages that may arise as a result of the insured assuming liability or receiving a claim for the pursuit of liability in relation to the execution of his or her duties. This policy is renewed annually. If Mr. Keiji Suzuki is elected, he will be included as the insured in the insurance policy. Furthermore, the Company plans to renew such insurance policies at the next term of renewal with the same terms and conditions.

(Reference)

Skills matrix of Directors and Audit & Supervisory Board Members expected after the close of the June 2023 Annual Shareholders Meeting

| Skill | | Corporate management | International | IT / Digital | Sustainability | Personnel affairs / HR development | Legal / Compliance | Risk management | Finance / Accounting | Insurance business |
|--------------------|--|----------------------|---------------|--------------|----------------|------------------------------------|--------------------|-----------------|----------------------|--------------------|
| Officers | | | | | | | | | | |
| Yasuyoshi Karasawa | Director | ○ | ○ | | ○ | ○ | ○ | ○ | ○ | ○ |
| Yasuzo Kanasugi | Director | ○ | ○ | | ○ | ○ | ○ | | | ○ |
| Noriyuki Hara | Director | ○ | ○ | | ○ | ○ | | ○ | | ○ |
| Tetsuji Higuchi | Director | ○ | ○ | ○ | ○ | ○ | ○ | ○ | ○ | ○ |
| Tomoyuki Shimazu | Director | | ○ | ○ | ○ | ○ | ○ | ○ | | ○ |
| Yusuke Shirai | Director | | | | ○ | | ○ | ○ | | ○ |
| Mariko Bando | Outside Director | ○ | ○ | | ○ | ○ | ○ | | | |
| Junichi Tobimatsu | Outside Director | | ○ | | | | ○ | | | |
| Rochelle Kopp | Outside Director | ○ | ○ | | ○ | ○ | | | | |
| Akemi Ishiwata | Outside Director | | | | ○ | | | | | |
| Jun Suzuki | Outside Director | ○ | ○ | | ○ | ○ | | | | |
| Atsuko Suto | Audit & Supervisory Board Member | | | | | | | ○ | ○ | ○ |
| Keiji Suzuki | Audit & Supervisory Board Member | | | | | | | ○ | ○ | ○ |
| Kunio Chiyoda | Outside Audit & Supervisory Board Member | | ○ | | | | | | ○ | |
| Kyoko Uemura | Outside Audit & Supervisory Board Member | | | | | | ○ | | | |

| Skill | Skill Satisfaction Requirements |
|------------------------------------|---|
| Corporate management | Experience as president or CxO of a company or other organization |
| International | Experience working or serving as an executive in an international department or internationally Experience in international business investment and alliances Expertise in international operations |
| IT / Digital | Experience working or serving as an executive in the IT or digital department Experience working and serving as an executive in companies in the IT or digital sector Expertise in the IT or digital sector |
| Sustainability | Experience working or serving as an executive in the environmental or sustainability department Expertise in environmental management and sustainability |
| Personnel affairs / HR development | Experience working or serving as an executive in the human resources department Expertise in human resources or human capital development |
| Legal / Compliance | Experienced lawyer, judge, or prosecutor Experienced law firm partner Experience working or serving as an executive in the legal or compliance department |
| Risk management | Experience working or serving as an executive in the risk management department Expertise in actuarial matters |
| Finance / Accounting | Experience working or serving as an executive in the finance or accounting department Expertise in financial or accounting matters |
| Insurance business | Experience working or serving as an executive in the insurance industry |

(Reference)

Criteria for the Selection of Director Candidates and Audit & Supervisory Board Member Candidates

1. Outside Director candidates and Outside Audit & Supervisory Board Member candidates

Candidates must meet the following requirements.

- Must not be disqualified from serving as a Director or Audit & Supervisory Board Member pursuant to the Companies Act.
- Must not be disqualified from serving as a Director or Audit & Supervisory Board Member of an insurance holding company pursuant to the Insurance Business Act.
- Must have a sufficient level of public credibility.
- An Outside Audit & Supervisory Board Member must satisfy the eligibility requirements for an Audit & Supervisory Board Member pursuant to the Insurance Business Act, etc.

Additionally, candidates must satisfy the following requirements from (1) to (3).

(1) Eligibility

A candidate must have the qualities listed below that are necessary to monitor the overall management of the Company and provide advice, based on a general knowledge of company management and a basic understanding of the way Directors and Board of Directors ought to be.

- Ability to discern facts from materials and reports
- Capability to detect problems and risks and apply own knowledge to solve them
- Capacity to appropriately monitor and provide advice on management strategy
- Mental independence to openly question, debate, re-examine, continuously deliberate, and propose ideas in opposition to a resolution

(2) Expertise

Must have knowledge in a specialized field such as management, accounting, finance, law, administration, or social/cultural affairs, and have a record of achievement in that field.

(3) Independence

The following persons are ineligible.

- (i) An executive of the Company or a subsidiary of the Company.
- (ii) A Director or Audit & Supervisory Board Member of a subsidiary of the Company.
- (iii) A person for whom the Company is a major business partner (a person who received payments from the Company or subsidiaries of the Company that represent 2% or more of annual net consolidated sales during the most recent fiscal year), or an executive thereof.
- (iv) A major business partner of the Company (a person who made payments to subsidiaries of the Company representing 2% or more of the consolidated net premiums written during the most recent fiscal year of the Company (excluding premiums of saving-type insurance)), or an executive thereof.
- (v) Any of the Company's top 10 largest shareholders (or, if the shareholder is a corporation, an executive thereof).
- (vi) An executive of a company to which the Company or a subsidiary of the Company has appointed a Director.
- (vii) A consultant, accounting professional, or legal professional who has received, other than officer remuneration, monetary or other financial benefits of average at least 10 million yen per year for the past three years from the Company or subsidiaries of the Company.
- (viii) A person falling under any of the items (ii) through (vii) during the past five years.
- (ix) An executive of the Company or subsidiaries of the Company in the past.
- (x) A spouse or second-degree or closer relative of a person listed in items (i) through (ix) above.

*** Term limits**

The total terms of office for newly elected Outside Directors and Outside Audit & Supervisory Board Members from April 1, 2015 onward are as listed below.

- (i) For Outside Directors, the total terms of office are four (4) terms, four (4) years, and are renewable for a maximum of eight (8) terms, eight (8) years.
- (ii) For Outside Audit & Supervisory Board Members, in principle the total terms of office are one (1) term, four (4) years, but they are renewable for a maximum of two (2) terms, eight (8) years.

2. Candidates for Director other than Outside Director and candidates for Audit & Supervisory Board Member other than Outside Audit & Supervisory Board Member

Candidates must meet the following requirements.

- Must not be disqualified from serving as a Director or Audit & Supervisory Board Member pursuant to the Companies Act.
- Must not be disqualified from serving as a Director or Audit & Supervisory Board Member of an insurance holding company pursuant to the Insurance Business Act.
- Must satisfy the eligibility requirements for a Director or Audit & Supervisory Board Member who engages in daily business at an insurance company pursuant to the Insurance Business Act, etc.

Additionally, a candidate must have varied experience as well as highly specialized experience and must embody our corporate philosophy in his/her exercise of leadership.

Succession Plan

As part of its aim to achieve sustainable growth and enhance the corporate value of the Group, the Company positions the selection and dismissal of the Group CEO (“CEO”) and the fostering as successors as a key management issue, and has thus formulated a succession plan.

The outline of the plan is as follows.

1. Criteria for CEO Selection

- Ability to embody the Group’s Corporate Philosophy (Mission), Corporate Vision and Code of Conduct (Values), and having the high sense of values for creating shared value (CSV) with society
- Ability to plan and build future visions
- Fairness and impartiality
- Ability to develop human assets
- Ability to demonstrate leadership
- Global response capability
- Acting in the Group’s best interest

2. CEO Selection Process

- (1) Recommendation by current CEO
 - The current CEO prioritizes the candidates and recommends them to the Nomination Committee (the majority of whose members and the chairperson are Outside Directors).
 - Candidates may be from within the Group as well as outside the Group.
- (2) Deliberation by the Nomination Committee
 - The Nomination Committee deliberates on candidates recommended by the CEO.
 - Outside Directors can recommend other candidates.
- (3) Resolution by the Board of Directors
 - After the processes (1) and (2) above, the Nomination Committee advises the Board of Directors that makes the final decision.

3. Development Plan for CEO Candidates

The CEO must position the development of a large number of candidates as an important role for him/her and provide the candidates from inside the Group with the following experience as needed.

- Multiple departments (management, operations, international, sales, claims services, systems, etc.)
- Management of domestic operating companies and overseas subsidiaries

4. CEO Dismissal Process

- (1) When an Outside Director deems it necessary to discuss dismissal, such as when the CEO is subject to the prohibitions stipulated in the Executive Officers Rules (violating obligations set forth in the Companies Act and other laws and regulations or company regulations, etc.), or when it is determined that it is difficult for the CEO to properly continue his/her duties due to health or other reasons, the Outside Director shall deliberate on his/her own initiative with members of the Nomination Committee excluding the CEO.

Based on the results of the deliberation, necessary procedures are carried out in accordance with the Companies Act and internal regulations.

- (2) Directors who are not Outside Directors may request a meeting of the Board of Directors to be convened in accordance with the Rules of the Board of Directors and submit proposals for dismissal of Directors at the Shareholders Meeting.

Reduction Efforts for Strategic Equity Holdings

1. MS&AD Insurance Group Basic Policy for Reduction of Strategic Equity Holdings

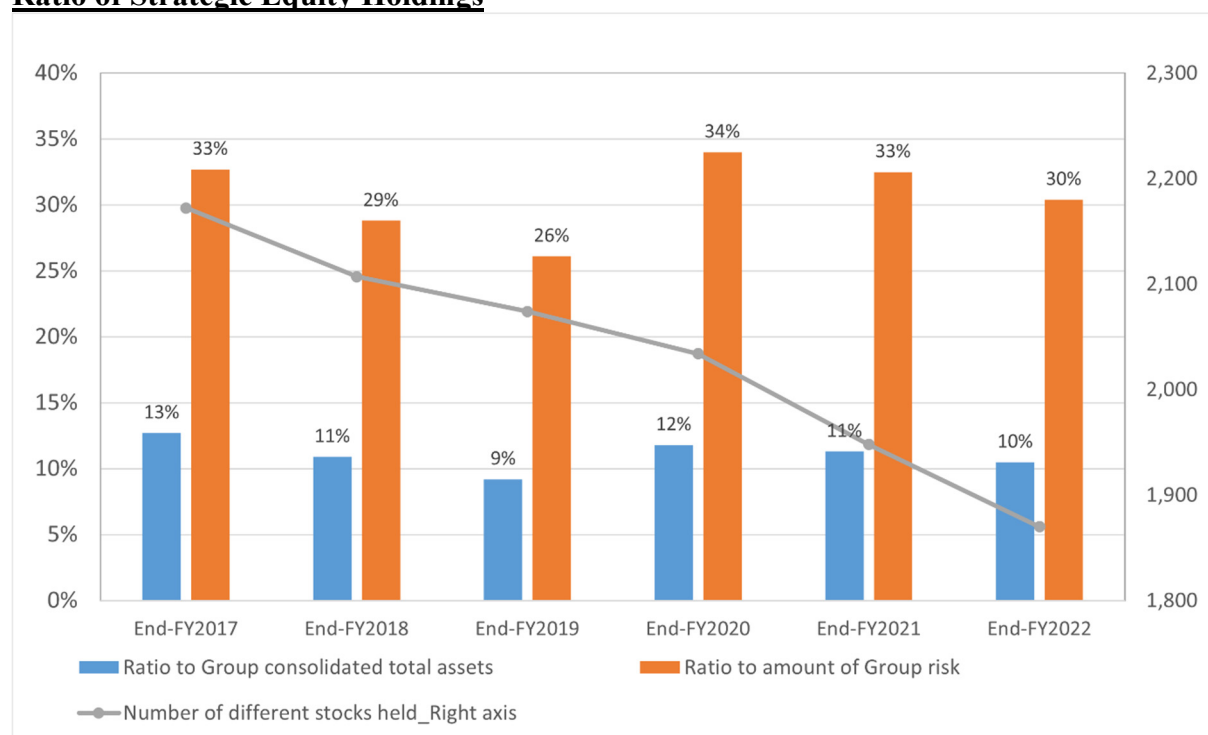
With the core business of insurance, the Group carries out diversified investment in a variety of investment assets (securities and shares), and is building a strong financial base by steadily acquiring investment income. Strategic equity holdings are investments in shares that are intended to be held for the long term to maintain and strengthen our overall transactional relationships. The dividends of those investments account for about 40% of the interest and dividend revenue of domestic non-life insurance subsidiaries, making it a major investment vehicle. We are also continually working on reducing the total amount of strategic equity holdings, so as to lessen the impact of stock price fluctuations from holding a large amount of stock and to build a strong financial base.

The Group's reductions were 620.8 billion yen for the five-year period from FY2017 to FY2021, exceeding the initial target of 500 billion yen, and were 206.6 billion yen for FY2022, which also exceeded the initial annual target of 100 billion yen (revised target of 150 billion yen), resulting in the total amount of strategic equity holdings of 2,604.5 billion yen as of March 31, 2023. As a result, the ratio of the Group's consolidated total assets have become 10% and the ratio of the Group's risk amount has become 30% to successfully reach the estimated targets.

However, the total amount of the Group's strategic equity holdings remains high, and in order to further improve capital efficiency, we have decided to increase the planned reduction from 400 billion yen to 600 billion yen over the four years (FY2022 to FY2025) of our current Medium-Term Management Plan. In the next Medium-Term Management Plan, we will continue the same level of reduction, aiming to roughly halve the market value of strategic equity holdings compared to the end of September 2022.

(Reference)

Ratio of Strategic Equity Holdings



<Reduction Amount of Strategic Equity Holdings>

| Target | Current Medium-Term Management Plan (Cumulative total for FY2022-2025) | |
|--------|---|----------------|
| | Before revision | After revision |
| | ¥400.0 billion | ¥600.0 billion |

| | Previous reduction plan (Cumulative total for FY2017-2021) | | | | | Current Medium-Term Management Plan (After revision) FY2022 |
|-------------|---|----------------|----------------|----------------|----------------|--|
| Target | ¥500.0 billion | | | | | ¥150.0 billion |
| Actual | ¥620.8 billion | | | | | ¥206.6 billion |
| (Breakdown) | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | |
| | ¥151.3 billion | ¥136.7 billion | ¥111.8 billion | ¥102.7 billion | ¥118.1 billion | |

2. Verification of Propriety of Strategic Equity Holdings and Reduction Efforts

Mitsui Sumitomo Insurance and Aioi Nissay Dowa Insurance examine the propriety of their strategic equity holdings by each equity based on income generated from holding the equity and balance of insurance contract as to whether the purpose of the holding is appropriate and whether the benefits and risks associated with the holding are commensurate with the capital cost. The results of these examinations are confirmed by the Company's Board of Directors.

Based on the results of the examinations of each equity, constructive dialogue takes place with regard to equities that do not meet the objective of the rationale and are particularly in need of improvement. The equity will continue to be held in the event that an improvement is anticipated, and sale negotiations will be entered into in the event that an improvement is not anticipated. We may sell our holdings even when the rationale for holding the equity is recognized, taking into consideration the market environment and our business and financial strategies.

3. Criteria for Ensuring Appropriate Handling of the Exercise of Voting Rights Pertaining to Strategic Equity Holdings

Mitsui Sumitomo Insurance and Aioi Nissay Dowa Insurance have expressed their acceptance of Japan's Stewardship Code, and these companies published reports providing an overview of their measures to address Japan's Stewardship Code and their stewardship activities. The exercise of voting rights is seen to be an important means of influencing the management and improving the enterprise value of investee companies. Therefore, decisions are not made uniformly based on formulaic short-term criteria, but rather in terms of enhancement of enterprise value in the medium- to long-term and improvement in shareholder returns, among others, based on dialogue with investee companies.

When exercising voting rights, the Company has established specific standards and guidelines for making judgments on items such as whether the investee company is managed with an emphasis on growth of the company in question and the interests of shareholders, and whether the company is engaged in any antisocial behavior. Proposals are also judged based on the results of dialogue with the company concerned following a detailed examination of individual issues as required, including cases that meet the Company's standards and guidelines.