

Notice: This translation has been prepared solely for the convenience of shareholders. Should any discrepancy exist between this translation and the Japanese original, the latter shall prevail.

[English Translation]

Securities Code 8725

June 26, 2023

Dear Shareholders:

Notice of Resolutions of the 15th Annual Shareholders Meeting

Noriyuki Hara
Director, President & CEO

MS&AD Insurance Group Holdings, Inc.
27-2, Shinkawa 2-chome, Chuo-ku, Tokyo

We would like to take this opportunity to thank you, our shareholders, for your support of MS&AD Insurance Group Holdings, Inc. (the “Company”).

We hereby announce that the matters below were reported and resolved at our 15th Annual Shareholders Meeting held today.

Particulars

Matters reported:

1. Business Report, consolidated financial statements, and a report on the results of audit of consolidated financial statements by Accounting Auditors and the Audit & Supervisory Board for the 15th fiscal year (Fiscal 2022 (from April 1, 2022 to March 31, 2023)); and
2. Report on the non-consolidated financial statements for the 15th fiscal year (Fiscal 2022 (from April 1, 2022 to March 31, 2023)).

The details of each of the above-mentioned matters were reported.

Matters resolved:

Proposal 1: Appropriation of Surplus

This proposal was approved and adopted as proposed.
(The year-end dividend is 100 yen per share of common stock of the Company. As a result, the dividend for the fiscal year under review totals 200 yen per share, including the interim dividend.)

Proposal 2: Election of Eleven (11) Directors

This proposal was approved and adopted as proposed. Messrs. Yasuyoshi Karasawa, Yasuzo Kanasugi, Noriyuki Hara, Tetsuji Higuchi, Tomoyuki Shimazu, Yusuke Shirai, Ms. Mariko Bando, Mr. Junichi Tobimatsu, Ms. Rochelle Kopp, Akemi Ishiwata, and Mr. Jun Suzuki were elected as Directors and assumed office.
(Ms. Mariko Bando, Mr. Junichi Tobimatsu, Ms. Rochelle Kopp, Akemi Ishiwata, and Mr. Jun Suzuki are Outside Directors.)

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

This proposal was approved and adopted as proposed. Mr. Keiji Suzuki was elected as Audit & Supervisory Board Member and assumed office.

End

Payment of year-end dividend

You are cordially requested to receive the year-end dividend for the 15th fiscal year (in the amount of 100 yen per share of common stock of the Company) that will be paid out in the manner set out below.

1. When wire transfer is designated:

For shareholders who have designated a wire transfer, we pay to the account that has been designated in advance.

If shareholders have designated a wire transfer, please review the “Statement of Year-End Dividend” and the “Bank Account for Wire Transfer of Dividend” enclosed herewith. If shareholders have designated a method of share number pro-rata distribution in plural securities company accounts, please review the “Statement of Year-End Dividend” and “How to Receive Your Dividends” enclosed herewith. The shareholders who have designated the method of share number pro-rata distribution in plural securities company accounts should make an inquiry to their securities company regarding details on the accounts to receive dividends.

2. When wire transfer is not designated:

If shareholders have not designated a wire transfer, the “Statement of Year-End Dividend” and “Receipt of Year-End Dividend” form are enclosed herewith. Please follow the instructions on the reverse side of the form to receive payment during the payment period (from June 27, 2023 to July 31, 2023) at a Japan Post Bank location or post office.

Please contact your account managing agency (such as your securities company) if you would prefer to receive future dividend(s) by wire transfer.

Inquiries

Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Business Planning Dept.
Free Dial: 0120-782-031

Stock Procedures

1. Procedure for payment of dividends payable

Please contact Sumitomo Mitsui Trust Bank, Ltd. (See “Inquiries” above).

Pursuant to the Company’s Articles of Incorporation, the Company will be unable to pay dividends once three years have passed since the date of the start of payment. Therefore, please take prompt action to receive dividends.

2. Other procedures

(Change of your address, demand for sale or additional purchase of shares constituting less than one unit, etc.)

(1) If you have an account with a securities company

Please contact the securities company with which you have an account.

(2) If you do not have an account with a securities company

Your shares are recorded in a special account (tokubetsu kouza). Please contact Sumitomo Mitsui Trust Bank, Limited (See “Inquiries” above) or Mitsubishi UFJ Trust and Banking Corporation (Free dial: 0120-232-711), as appropriate.

End