Yasuyoshi Karasawa
Chairman of the Board

We are now moving into the post-COVID-19 era as our daily lives under COVID-19 have undergone a major transformation spanning more than three years. At this juncture of a new era, companies must proactively address global issues such as climate change and biodiversity.

In the Medium-Term Management Plan that started last year, the Group raised the banner of “as a platform provider of risk solutions, we will help solve climate change and other social issues, while growing together with society.” The key to achieving growth is the creation of innovation, including green transformation (GX) and digital transformation (DX).

We believe the foundation for innovation lies in the promotion of diversity, which embraces diverse human assets and makes the most of their individuality and strengths.

Ensuring diversity is also important for the Board of Directors. The Board of Directors comprises diverse members: Outside Directors represent about one-half, one-third are women, and there is also a non-Japanese member. In June 2023, we welcomed Jun Suzuki, who has a wealth of knowledge of international business and management, as an independent Outside Director. Going forward, the Board of Directors meetings will be further innovated in its discussions by members with diverse knowledge, experience, and abilities, including Mr. Suzuki.

Regarding the international business, which is of great interest to Outside Directors, we have been arranging sessions to regularly exchange opinions between them and the top management of overseas entities of insurance operating companies since last year. This provides them with opportunities to understand the management policies and business conditions. Through direct dialogue, we deepen our understanding of the management strategies and policies of the top management of our overseas entities, and we deepen our discussions on the ideal state of the international business strategy within the Group’s business strategy.

In evaluating the effectiveness of the Board of Directors, we identify issues and discuss measures to improve the effectiveness of the board. Such discussions incorporate the knowledge of third-party professional organizations from the perspective of enhancing the transparency of the evaluations. Our Board of Directors has been evaluated as operating at a high level compared to other companies. That said, in an era of rapid change, we are considering the composition of the Board of Directors with a view to sustainable growth and the creation of an environment that will allow for more active discussion.

With the mission of “To contribute to the development of a vibrant society and help secure a sound future for the planet,” the Group aims to realize a corporate group that supports a resilient and sustainable society through Creating Shared Value (CSV) with society. Our raison d’être will be lost if people’s lives and economic activities are not sustainable. The MS&AD Sustainability Contest, which awards initiatives that lead to solutions to social issues, is now in its fifth year. In FY2022, 276 applications were submitted Group-wide, and the Grand prize was awarded to a local subsidiary in India that developed a low-cost “microinsurance for home contents” that disseminates insurance to rural and underprivileged areas and contributes to business continuity measures for female entrepreneurs. By embodying our mission and sharing our know-how, this initiative is expected to expand to other countries and regions, and we hope that it will give birth to the next businesses that will drive new growth in the future.

Together with our stakeholders, we will achieve the sustainable enhancement of corporate value so that we can realize a society in which many people can experience economic affluence and well-being.

Corporate Governance System and Initiatives

### Corporate Governance Evolution

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<tr>
<th></th>
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<tbody>
<tr>
<td>2010-2013</td>
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<tr>
<td>2014-2017</td>
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<tr>
<td>2018-2021</td>
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<tr>
<td>2022-2025</td>
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</tbody>
</table>

### Ratio of Outside Directors

- **Length of Term in Office of Outside Directors**
  - 4 years or less: 43%
  - More than 4 years to 8 years: 57%

### Ratio of Women

- **Directors**
  - Women: 27%
  - Man: 73%

- **Audit & Supervisory Board Members**
  - Women: 50%
  - Man: 50%

### Ratio of Outside Directors and Outside Audit & Supervisory Board Members on the Board

<table>
<thead>
<tr>
<th>Period</th>
<th>Outside Directors</th>
<th>Outside Audit &amp; Supervisory Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010</td>
<td>45%</td>
<td>55%</td>
</tr>
<tr>
<td>2023</td>
<td>50%</td>
<td>50%</td>
</tr>
</tbody>
</table>

### Ratio of Women on the Board

<table>
<thead>
<tr>
<th>Period</th>
<th>Directors</th>
<th>Audit &amp; Supervisory Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010</td>
<td>39% (7 out of 18)</td>
<td>50% (7 out of 15)</td>
</tr>
<tr>
<td>2023</td>
<td>47% (7 out of 15)</td>
<td>50% (5 out of 10)</td>
</tr>
</tbody>
</table>

### Increased ratio of Outside Executives

- **2023**
  - 33% (4 out of 12)

### Increased ratio of women

- **2023**
  - 33% (5 out of 15)
**Corporate Governance System**

As a company with a board of auditors, the Company shall ensure that the Board of Directors appropriately performs its supervisory functions and that the independent Audit & Supervisory Board members appropriately perform their auditing functions. In strengthening this dual functionality, we actively practice information disclosure in our efforts to heighten governance.

The Company has established the Nomination Committee and the Remuneration Committee (more than half of the members, as well as the committee chairperson, are Outside Directors) within the Board of Directors and the Governance Committee (comprising all Outside Directors together with the Chairman, Vice Chairman of the Board, and Representative Director). We are fortifying our stance on corporate governance that is highly effective and transparent.

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**MS&AD Insurance Group Holdings, Inc.**

**(as of July 1, 2023)**

**Shareholders’ Meeting**

- **Board of Directors**
- **Nomination Committee**
- **Remuneration Committee**
- **Task-Specific Committees**
- **Governing Committee**

---

**Board of Directors**

The ultimate decision-making authority for Group management, the Board of Directors deliberates and decides upon matters of importance for Group management and Audit. The Chairman, Vice Chairman, and President on matters pertaining to the status of corporate governance, as well as policies and positions, and make comments to the Board of Directors on an as-needed basis.

Chairperson: Junichiro Tobimatsu (Outside Director)
Internal: Three members Outside: Five members / FY2022 meetings held three times Attendance rate 100%

**Nomination Committee**

Upon the delegation of the Board of Directors, the committee offers advice to the Board of Directors concerning the nomination policy and nomination of candidates for Directors and Audit & Supervisory Board Members; the nomination, promotions, dismissals, and disciplinary actions pertaining to Executive Officers; and the nomination, dismissals, etc., of Directors and Audit & Supervisory Board Members of the Group’s domestic insurance companies.

Chairperson: Rochelle Kopp (Outside Director)
Internal: Three members Outside: Five members FY2022 meetings held three times Attendance rate 100%

**Remuneration Committee**

Upon the delegation of the Board of Directors, the committee offers advice to the Board of Directors concerning policy for determining remuneration for Directors and Executive Officers, remuneration amount, limits on total remuneration for Directors, and policy for determining Executive Officer remuneration, etc., for the Group’s domestic insurance companies.

Chairperson: Marko Bando (Outside Director)
Internal: Three members Outside: Five members / FY2022 meetings held three times Attendance rate 100%

**Governing Committee**

In the Governance Committee, Outside Directors consult with the Chairman, Vice Chairman, and President on matters pertaining to the status of corporate governance, as well as policies and positions, and make comments to the Board of Directors on an as-needed basis.

Chairperson: Noryuki Hara Members: Executive Officers, President of Mitsui Direct General Insurance, President of Mitsui Sumitomo Aioi Life Insurance, President of Mitsui Sumitomo Primary Life Insurance, two Audit & Supervisory Board Members / FY2022 meetings held 12 times Attendance rate 100%

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**Task-Specific Committee Approach to Value Creation**

Task-specific committees have been established with the objective of holding discussions about important matters of Company management associated with the execution of tasks, and they work to bring the opinions of relevant departments into mutual alignment. The results of the committees’ discussions are on an as-needed basis summarized by the officer in charge and reported to the Group Management Committee, the Board of Directors, and others.

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**Task-Specific Committee Overview**

<table>
<thead>
<tr>
<th>Committee</th>
<th>Committee members</th>
<th>FY2022</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sustainability Committee</td>
<td>(CSO, Business Development, Risk Management)</td>
<td>4 times</td>
</tr>
<tr>
<td>Quality Improvement and Compliance Committee</td>
<td>(CIO, General Manager of Information Systems)</td>
<td>5 times</td>
</tr>
<tr>
<td>Digital Promotion Committee</td>
<td>(CEO, General Manager of Information Systems)</td>
<td>3 times</td>
</tr>
<tr>
<td>Group System Committee</td>
<td>(CIO, General Manager of Information Systems, General Manager of Technology)</td>
<td>12 times</td>
</tr>
<tr>
<td>Group International Business Committee</td>
<td>(Executive Officer, Head of International Business)</td>
<td>3 times</td>
</tr>
<tr>
<td>ERM Committee</td>
<td>(CEO, General Manager of Risk Management)</td>
<td>8 times</td>
</tr>
<tr>
<td>Group Standardization Committee</td>
<td>(CEO, General Manager of Risk Management)</td>
<td>8 times</td>
</tr>
</tbody>
</table>

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**Main Agenda Items**

- Sustainability Committee: Services in FY2022, efforts to achieve net zero greenhouse gas emissions by 2050, Promotion of Group efforts to respect human rights
- Quality Improvement and Compliance Committee: Speak-up system operation status and improvements for the future, Customer focused business operation status, Assessment of compliance system
- Digital Promotion Committee: Building of a Group data lineage system, Provision of services through insurance agents, Group healthcare initiatives
- Group System Committee: Large-scale system development project status, Review of the system response policy, System failure or occurrence rate and possible service disruption
- Group International Business Committee: Efforts to upgrade international business management to improve capital efficiency, Offering guidance on international business monitoring
- ERM Committee: Advancement of business management, Effective use of (Group) capital, Identification and accumulation of risks in Japan and overseas and responses to natural catastrophe risks
- Group Standardization Committee: Consideration of productivity improvement in the head office departments, Confirmation of the Group’s stance
Corporate Governance System and Initiatives

Skills Matrix of Directors, Audit & Supervisory Board Members, and Executive Officers

To ensure discussions from diverse perspectives toward realizing the Group’s growth strategy, the Nomination Committee deliberated on the skills (knowledge, experience, and capabilities) necessary to ensure the effectiveness of the Board of Directors. From the viewpoint of judging important matters such as management strategy and supervising the execution of duties, the Committee determined the following.

i) Basic skills that are generally required
- Corporate Management
- Finance and Accounting
- Risk Management

ii) Relevant skills given that the Group’s core business is insurance and the Group is operated globally
- Insurance Business
- Internationally

iii) Skills necessary for business transformation and addressing issues that are considered important by the market, in view of the current business environment of the Company
- IT and Digital
- Sustainability

Furthermore, regarding Audit & Supervisory Board Members, we also consider Human Asset Development to be important skills.

<table>
<thead>
<tr>
<th>Officer</th>
<th>Corporate Management</th>
<th>Internationally</th>
<th>IT and Digital</th>
<th>Sustainability</th>
<th>Human Resource and Talent Acquisition Development</th>
<th>Legal Affairs and Compliance</th>
<th>Risk Management</th>
<th>Finance and Accounting</th>
<th>Insurance Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director Kanazawa</td>
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<td>Director Kanazaki</td>
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<td>Director Han</td>
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<td>Director Higuchi</td>
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<td>Director Shimizu</td>
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<td>Director Shrai</td>
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<tr>
<td>Outside Director Bandari</td>
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<td>Outside Director Takematsu</td>
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<td>Outside Director Kopp</td>
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<td>Outside Director Ishiwata</td>
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<td>Outside Director Suzuki</td>
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<td>Auditor Suzuki</td>
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<td>Outside Auditor Chiyoda</td>
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<td>Outside Auditor Jimura</td>
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</tbody>
</table>

In addition, we have installed an executive officer system. The skills for Executive Officers who are not Directors are as follows.

Evaluation of Board of Directors’ Effectiveness and the Analysis Process

Analysis and evaluation process

- Conduct and compile self-assessment and board-evaluation questionnaires for all directors
  - 12-item questionnaire (questions on roles, the responsibilities, and operation of the Board of Directors) and a gap analysis on the importance and adequacy of the proposals for Board of Directors meetings were distributed in advance, and the questionnaire was conducted in the form of an interview by the secretariat.
  - To incorporate external viewpoints into the evaluation of the Board of Directors, we exchanged opinions with consulting companies on the evaluation of the Board of Directors in FY2021, and the results were reflected in the questionnaire in FY2022.
  - We confirmed the implementation of the improvement measures outlined in the evaluation of the Board of Directors in FY2021 (functional improvement measures in FY2022).

Opinion exchange in Outside Board of Directors’ meeting

- In an Outside Board of Directors’ meeting (composed of all Outside Directors), opinion exchange for analysis and evaluation was conducted based on the questionnaire results.

Summary of analysis and evaluation, incorporating suggestions for improving Board functionality from the Governance Committee

- The Governance Committee (all Outside Directors, Chairman of the Board, Vice Chairman of the Board, and President) has conducted analysis and evaluation based on the results of the exchange of opinions at the Outside Board of Directors’ meeting and the opinions of consulting companies, and has organized measures to improve functions in FY2023.

Analysis and assessment of the Board of Directors’ effectiveness

Evaluation results

- All directors strongly recognize that the Medium-Term Management Plan is a commitment to internal and external stakeholders and confirm the plan’s progress in a timely manner. The Board of Directors discussed issues and measures and made their best efforts to realize the plan.
- By holding dialogues with operating company employees and directly listening to their thoughts and opinions, Directors deepened their understanding of the penetration of management principles in the operating companies.
- Important sustainability issues, such as efforts to reduce greenhouse gas emissions involving stakeholders and efforts to respect human rights including employees, should be discussed in more depth. In the gap analysis, it was found that it would be better to increase the level of discussion on “Sustainability ESG.”

Functional improvement measures

- Provide opportunities to discuss business investment projects from the initial stage of consideration (e.g., in addition to discussions at the Board of Directors meetings, use opportunities such as executive study sessions).
- Increase opportunities to discuss important sustainability issues, such as efforts to reduce greenhouse gas emissions involving stakeholders and efforts to respect human rights including employees.
- Provide opportunities for Outside Officers to exchange opinions with internal officers (including the executive officers of the operating companies).
Remuneration Plan Targeting Strengthened Governance

Basic Policy
- Our aim is to enhance Group governance and medium- to long-term corporate value.
- The remuneration plan for Directors and Audit & Supervisory Board Members is now linked to the business performance of the Company to serve as an appropriate incentive for sustainable growth.
- The remuneration standard set allows us to be competitive as a global company.

Process for determining remuneration

Remuneration for Directors
- Upon deliberation by the Remuneration Committee, which comprises a majority of Outside Directors so as to achieve transparency, a resolution is made at the Board of Directors and an amount that does not exceed that determined by the Shareholders’ Meeting is decided upon.
- The Remuneration Committee advises the Board of Directors regarding policies and other matters pertaining to determining the amount of Directors’ remuneration and Executives’ remuneration.
- The Board of Directors will to the maximum extent possible adhere to the advice provided by the Remuneration Committee. Furthermore, the amount of remuneration will be determined after assessing whether it is in line with the remuneration system decided through a Board of Directors resolution.

Remuneration for Audit & Supervisory Board Members
- Without exceeding the amount determined by resolution at Shareholders’ Meetings, remuneration for Audit & Supervisory Board Members is determined with consideration to the differences of being either full-time or part-time, their burden with regard to auditing tasks, and reference to details and levels of compensation made to Directors, as well as consultations provided by Audit & Supervisory Board Members.

Composition of remuneration
- Fixed remuneration is set separately for each role, and performance-linked remuneration is determined considering company business performance.

<table>
<thead>
<tr>
<th>Directors (excluding Outside Directors)</th>
<th>Fixed remuneration</th>
<th>Performance-linked remuneration</th>
<th>Stock-based remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td>Outside Directors</td>
<td>Fixed remuneration</td>
<td>Performance-linked remuneration</td>
<td>Stock-based remuneration</td>
</tr>
<tr>
<td>Audit &amp; Supervisory Board Members</td>
<td>Fixed remuneration</td>
<td>Performance-linked remuneration</td>
<td>Stock-based remuneration</td>
</tr>
</tbody>
</table>

- The standard structure ratio for executive remuneration is as follows, based on role.

<table>
<thead>
<tr>
<th>President and CEO</th>
<th>Other roles:</th>
</tr>
</thead>
<tbody>
<tr>
<td>The ratio of performance-linked remuneration is set to be higher than other roles.</td>
<td>Ratios of fixed remuneration and performance-linked remuneration are set to be different for different roles.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Theme</th>
<th>Content of the discussion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Progress and future initiatives in the Group Medium-Term Management Plan (2022–25)</td>
<td>- Confirm the progress of the three basic strategies of the Medium-Term Management Plan (Value, Transformation, Synergy). Regarding Synergy, we discussed how to reduce business expenses through the promotion of our “One Platform Strategy” and how to promote integrated management within the Group. - On a business basis, we confirmed that we will continue to increase international business revenues by expanding MS Amlin’s underwriting of lines with high profitability and by changing the structure of the U.S. business, as well as expand business opportunities utilising digital data as the core of MS&amp;AD InterRisk Research &amp; Consulting.</td>
</tr>
<tr>
<td>Efforts to improve capital efficiency and corporate value</td>
<td>To ensure capital profitability exceeding the cost of capital on an ongoing basis and to realise corporate value improvement, we confirmed the cost of capital ratio in our Group and discussed measures to achieve a target adjusted ROE above 10%.</td>
</tr>
<tr>
<td>Group Material risks</td>
<td>Among the Group’s critical risks selected by us, we discussed geopolitical risks that should be taken into consideration, including environmental changes and our response in the event of a large-scale natural disaster.</td>
</tr>
<tr>
<td>Policy for responding to climate change</td>
<td>We discussed how to set intermediate targets for realizing net-zero greenhouse gas emissions by 2050 in our business activities and measures for achieving those targets.</td>
</tr>
</tbody>
</table>

Stock-based remuneration details
- Stock-based remuneration is paid through restricted stocks and, as a general rule, the restriction is released upon retirement of the Officer.
- In the case that inappropriate behavior becomes evident during an Officer’s tenure, either the restricted stocks will be made available for free acquisition during the period of restriction or they will be returned after the period of restriction has been concluded. (Matsus and clawback clauses)
Performance index, etc., related to performance-linked remuneration

- Performance-linked remuneration is linked to business performance and is determined based on both financial and nonfinancial indicators.
- The financial and nonfinancial indicators were selected based on the Group’s Medium-Term Management Plan (2022–25). The indicators and reasons for their selection are as follows.

<table>
<thead>
<tr>
<th>Financial Indicators (single fiscal year performance)</th>
<th>Selection reasons</th>
</tr>
</thead>
<tbody>
<tr>
<td>Group Adjusted Profit, Consolidated net income, Group Adjusted ROE</td>
<td>We have selected Group Adjusted Profit, which is an indicator of shareholder return; Group Adjusted ROE, which is an indicator of capital efficiency; and consolidated net income, which is an important performance indicator of the Group. Following the introduction of IFRS, we plan to change &quot;consolidated net income&quot; to &quot;IFRS net income,&quot; and &quot;Group Adjusted ROE&quot; to &quot;IFRS Adjusted ROE.&quot;</td>
</tr>
<tr>
<td>Nonfinancial Indicators (medium to long term)</td>
<td>Value (creation of value)</td>
</tr>
<tr>
<td>Basic strategy</td>
<td>Note: Following the introduction of IFRS, we plan to change &quot;consolidated net income&quot; to &quot;IFRS net income,&quot; and &quot;Group Adjusted ROE&quot; to &quot;IFRS Adjusted ROE.&quot;</td>
</tr>
<tr>
<td>Foundations</td>
<td>Sustainability</td>
</tr>
</tbody>
</table>

The evaluation items of nonfinancial indicators are the basic strategy and the foundations that support the basic strategy to realize a “corporate group that supports a resilient and sustainable society,” which is the goal of the Group’s Medium-Term Management Plan (2022–25).

Monetary remuneration is set to reflect the performance of a single fiscal year more accurately by placing a higher percentage of financial indicators than nonfinancial indicators.

In the calculation of performance-linked remuneration, the standard ratio of financial indicators to nonfinancial indicators is 50:50.

Performance-linked remuneration is linked to business performance and is determined based on both financial and nonfinancial indicators.

- Monetary remuneration is set to reflect the performance of a single fiscal year more accurately by placing a higher percentage of financial indicators than nonfinancial indicators.
- By increasing the ratio of nonfinancial indicators to financial indicators, stock-based compensation is set to more accurately reflect the evaluation of initiatives that contribute to the enhancement of corporate value over the medium to long term.

Financial Indicators (FY2022)

- Results Plan: ¥172.7 billion, ¥167.4 billion, 103.2%
- Consolidated net income: ¥161.5 billion, ¥138.3 billion, 116.8%
- Group Adjusted ROE: 4.6%, 4.6%, +0.2pp

Nonfinancial Indicators (FY2022)

- Evaluation results: As a result of the evaluation based on the following perspectives and other factors, the evaluation was on par with the standard.
  - Development and supply of products and services tailored to new needs for solving social issues
  - Business, product, and risk portfolio transformation
  - Promotion of the “One Platform Strategy” and the evaluation methodology for business performance
  - ERM
  - etc.

- Foundations: As a result of the evaluation based on the following perspectives and other factors, the evaluation was on par with the standard.
  - Initiatives related to human assets, such as building an optimal human assets portfolio and developing a working environment that maximizes employees’ abilities, skills, and motivation, such as promoting DE&I
  - Initiatives related to ERM, such as improving profitability and capital efficiency and reducing strategic equity holdings (diversity, equity, and inclusion)
  - etc.
Group governance

Group management administration structure

The Company (the holding company) enters into Group management supervision contracts with directly invested operating companies and conducts management administration of each Group company, the main points of which are as follows:

- Planning and implementation of measures to improve the Group’s management efficiency and to realize the Group’s management strategy
- Planning and implementation of the matters related to ensuring the financial soundness and appropriateness of business operations of the operating companies: 1) capital adequacy, 2) risk management framework, 3) compliance framework, 4) appropriateness of intra-group transactions, 5) crisis management system, and 6) protection of customer information, etc.
- Planning and implementation of matters related to internal audits of the Group and advice on matters related to internal audits of operating companies, etc.

Matters to be approved by and reported to the holding company

The holding company requires the approval of the holding company or reporting to the holding company on important matters of the directly invested companies in accordance with the Group management supervision contracts.

Examples of prior approval items
- Management plans, risk management policies, and income and expenditure plans
- Election and dismissal of Directors and Audit & Supervisory Board Members
- Issuance of new shares, stock splits, etc.

Compliance with the Basic Policy on Group Management and Administration

The holding company has established basic Group policies, including the Basic Policy on the Group Internal Control System, the Risk Management Basic Policy, the Compliance Basic Policy, the Basic Policy for Internal Audits, the Risk Appetite Statement, and the Basic Policy on Information and Technology Governance, and requires compliance by all Group companies.

Conducting internal audits

The holding company has put in place an appropriate Group management administration system by, for example, conducting internal audits in cooperation with operating companies as necessary to the extent not in conflict with laws and regulations, in accordance with the Basic Policy for Internal Audits.

Management structure of operating companies

Concurrently an officer of the holding company

<table>
<thead>
<tr>
<th>Mitsui Sumitomo Insurance Co., Ltd.</th>
<th>Aioi Nissay Dowa Insurance Co., Ltd.</th>
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</thead>
<tbody>
<tr>
<td>Directors</td>
<td>Directors</td>
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<tr>
<td>Male</td>
<td>Male</td>
</tr>
<tr>
<td>Female</td>
<td>Female</td>
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</tbody>
</table>

Audit & Supervisory Board Members

<table>
<thead>
<tr>
<th>Mitsui Sumitomo Insurance Co., Ltd.</th>
<th>Aioi Nissay Dowa Insurance Co., Ltd.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit &amp; Supervisory Board Members</td>
<td>Audit &amp; Supervisory Board Members</td>
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Nomination Committee

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<tr>
<th>Mitsui Sumitomo Insurance Co., Ltd.</th>
<th>Aioi Nissay Dowa Insurance Co., Ltd.</th>
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Remuneration Committee

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Audit & Supervisory Board Members

Atsuko Suto
Auditor & Supervisory Board Member (Full-time)

Number of Company shares owned: 0
Important concurrent positions:

- Date of birth: July 21, 1957
- Newly appointed

Executive Officers

Chairman of the Board
Yasuichi Iwasawa

President & Group CEO
Noriyuki Hara

Executive Vice President, President & COO
Yasuaki Tsutsumi

Executive Vice President
Takashi Okada

Executive Vice President
Takashi Nakamura

Executive Vice President
Hiroyuki Kawai

Executive Vice President
Mitsuhiro Shiraishi

For more information related to corporate governance, see the Group's official website.

Governance Committee

Ayumi Doi
Chairperson

Noriyuki Hara
Representative Director

Yasuaki Tsutsumi
Representative Director

Takashi Okada
Representative Director

Mitsuhiro Shiraishi
Representative Director

Executive Officers

Shinichiro Funabiki
Associate General Manager

Kayo Shirakawa
Business Development Manager

Toshiyuki Akiyama
General Manager of International Business Planning Dept.

Toshio Shimizu
General Manager of Global Business

Yuki Shinoyama
General Manager of Human Resources Management Group

Kenji Hara
General Manager of Corporate Planning Dept.

Yoichi Sato
Corporate Treasurer

Hiroaki Asashima
Corporate General Manager

Mitsuhiro Shiraishi
General Manager of Corporate Risk Management Dept.

For more information related to corporate governance, see the Group's official website.

Introduction
Management's Message
MS&AD’s Value Creation Story
Strategy and Performance
Appendix/Data Section
Leadership and Governance

Date of birth: June 18, 1968
Number of Company shares owned: 90,000
Reasons for appointment:

- As a legal expert, she previously served as a judge and an attorney-at-law, etc. We appointed her because she performs a supervisory function for management by providing advice and guidance based on her knowledge and experience on the Board of Directors and elsewhere.

Important concurrent positions:
- Attorney-at-Law, Miyama, Koganemaru & Associates
- Outside Director of SoftBank Corp.

Date of birth: July 22, 1981
Number of Company shares owned: 0
Reason for appointment:

- As a legal expert, she previously served as a judge and an attorney-at-law, etc. We appointed her because she performs a supervisory function for management by providing advice and guidance based on her knowledge and experience on the Board of Directors and elsewhere.

Important concurrent positions:
- Attorney-at-Law, Miyama, Koganemaru & Associates
- Outside Director of SoftBank Corp.

Audit & Supervisory Board Members

Kunio Chiyoda
Outside Auditor & Supervisory Board Member

Number of Company shares owned: 6,503
Reason for appointment:

- As an accounting and auditing professional, he has served in positions such as a university professor and an academic institute committee member. We appointed him because his knowledge and experience are expected to provide advice on financial problems and accounting, and other views on accounting and auditing on the Board of Directors and elsewhere.

Important concurrent positions:
- Director, Seiwa Electric MFG Co., Ltd. (Outside Director and Supervisory Committee Member)
- Director, Terauchi Electric Co., Ltd.

Date of birth: Jan. 2, 1958

Kyoko Uemura
Outside Auditor & Supervisory Board Member

Number of Company shares owned: 2,000
Reason for appointment:

- As a legal expert, she previously served as a judge and an attorney-at-law, etc. We appointed her because she performs a supervisory function for management by providing advice and guidance based on her knowledge and experience on the Board of Directors and elsewhere.

Important concurrent positions:
- Attorney-at-Law, Miyama, Koganemaru & Associates
- Outside Director of SoftBank Corp.

Date of birth: July 22, 1981
Number of Company shares owned: 0
Reason for appointment:

- As a legal expert, she previously served as a judge and an attorney-at-law, etc. We appointed her because she performs a supervisory function for management by providing advice and guidance based on her knowledge and experience on the Board of Directors and elsewhere.

Important concurrent positions:
- Attorney-at-Law, Miyama, Koganemaru & Associates
- Outside Director of SoftBank Corp.

Date of birth: April 9, 1949
Number of Company shares owned: 0
Important concurrent positions:

- Former chairman and executive director of the audit committee of the Ministry of Internal Affairs and Communication
- Former chairman and executive director of the management committee of the Ministry of Internal Affairs and Communication
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Message from an Outside Director

I was very nervous at my first board meeting, as it was my first time serving as an Outside Director for the MS&AD Insurance Group (MS&AD). Even in such a situation, I was impressed by the integrity and active exchange of opinions among all members. The fact that the Chairman of the Board of Directors encourages everyone to speak and creates an atmosphere where it is easy to express one’s opinions is a major factor.

Another unique feature of the Company is the diversity of its Outside Directors, including Directors and Audit & Supervisory Board Members. I have learned a lot not only from the members as experts in their fields but also from the perspectives of women and of those from countries outside Japan. There were many instances where Internal Directors answered questions posed by Outside Directors, deepening the discussion. For many years, I worked for Kao Corporation, a manufacturer of everyday household products, so I needed to learn about the insurance business from the ground up. However, I was able to feel comfortable attending board meetings thanks to the attentive support of the secretariat. Overall, I feel that the board meetings have a good atmosphere.

Q1. What are your impressions of the management of the Board of Directors and the state of discussions after completing your first year as an Outside Director?

Q2. What is your assessment of MS&AD’s human assets strategy and initiatives to promote DE&I?

As of April 2023, the ratio of female managers was 19.5%, which is still far from the target of 30%, but the steady increase in the number is commendable, and I hope it will continue to grow. As about half of new hires are women, it should not take much time to increase the number of sectional managers, but the challenge is how to increase the number of general managers. Although not limited to the insurance industry, it will first be necessary for companies to support women to elevate the mindset, to help them become more prepared and confident to take on management responsibilities, and to expand the pool of potential candidates.

In selecting human assets, it is a good idea to select several people at the same time, not just one. There’s a difference between a single person and multiple people in the team atmosphere and the people chosen can have their concerns eased. This was my impression when I participated in the Association of Female General Managers network comprising members from group companies, and I found that women have different concerns than men. Therefore, a forum where people can share their concerns is valuable, and I believe it has a motivating and calming effect, so I hope it will continue in the future.

Without diversity, there is no innovation. Human assets strategies must always emphasize diversity, and not just women.

Q3. Which areas are you focusing on in the current Medium-Term Management Plan (2022–2025)?

Because I was involved in sustainability at Kao for a long time, I have been focusing on sustainability as the foundation supporting the basic strategies of the Medium-Term Management Plan and its three priorities: Symbiosis with the global environment, Safe and secure society, and Happiness of diverse people.

The manufacturing and insurance industries are completely different in terms of emissions of carbon dioxide and other greenhouse gases. Emissions obviously vary depending on if the industry has factories. But also, for example, the amount of hot water used to rinse out shampoo in Scope 3, which is related to the use and disposal of products, must be converted into greenhouse gases. This makes a big difference in emission volumes, especially outside of the company. Therefore, while the direction of the efforts toward decarbonization is different between the two companies, they share the same goal of creating a safe and secure society. Therefore, while the direction of the efforts toward decarbonization is different between the two companies, they share the same goal of creating a safe and secure society. Therefore, while the direction of the efforts toward decarbonization is different between the two companies, they share the same goal of creating a safe and secure society. Therefore, while the direction of the efforts toward decarbonization is different between the two companies, they share the same goal of creating a safe and secure society. Therefore, while the direction of the efforts toward decarbonization is different between the two companies, they share the same goal of creating a safe and secure society.

Sustainability activities are never completed by one company alone, and the involvement of various stakeholders, especially employees, is essential. It is necessary to clearly communicate what MS&AD seeks and gain the empathy and cooperation of stakeholders and engage employees. In my opinion, the most important thing is to help employees integrate sustainability into their own lives, as in, “I am going to change my work in this way.”

Q4. What do you think is needed to improve customer satisfaction and customer experience?

Until now, I was involved in consumer research, qualitatively examining how consumers’ sense of values is changing. Regardless of the industry, as people’s sense of values changes, products and services must also change in response. Even when speaking of security and safety, what kind of security and safety customers are looking for differs from era to era.

It is difficult to objectively measure which metrics of improvement indicate that customers are truly satisfied or that value has increased, yet such changes should never be overlooked. Knowing what the other party wants is fundamental to business. While the use of data and digital are indeed effective, sometimes it is necessary to make decisions with the human eye.

Q5. What are your expectations of MS&AD in the future?

Society’s desire for security and safety is bound to increase in these days of frequent damage from typhoons, torrential rains, and earthquakes, and the increasing severity of natural catastrophe caused by global warming becoming a social problem. I feel that insurance plays a critical role in terms of the social infrastructure that supports people’s lives. It is essential for employees to work with a sense of fulfillment and enthusiasm to provide customers and stakeholders with a high level of quality in terms of security and safety.

Last year, I had the opportunity to meet with front-line employees, and that experience made me believe that integrity and diligence are MS&AD’s strengths. I would like to see MS&AD continue to grow and boost its corporate value by creating an environment in which such employees can fully demonstrate their abilities and play an active role.