

February 28, 2019

Name of Listed Company: MS&AD Insurance Group Holdings, Inc.
Name of Representative: Yasuyoshi Karasawa, President & CEO
(Securities Code: 8725, Tokyo Stock Exchange and Nagoya Stock Exchange)
Contact: Corporate Communications and Investor Relations Dept.
<https://www.ms-ad-hd.com/en/ir/contact/index.html>

Notice Regarding Issuance of US Dollar-Denominated Perpetual Subordinated Notes by Mitsui Sumitomo Insurance

MS&AD Insurance Group Holdings, Inc. (President & CEO: Yasuyoshi Karasawa, hereinafter the “Company”) and its consolidated subsidiary, Mitsui Sumitomo Insurance Company, Limited (President: Noriyuki Hara, hereinafter “MSI”) announce that the Company and MSI have decided that MSI will issue US dollar-denominated perpetual subordinated notes with interest deferral options (the “Notes”) in order to improve its financial soundness and increase its capital buffer for implementing various measures including growth strategies. Details of the Notes are as follows:

1. Issuer	Mitsui Sumitomo Insurance Company, Limited
2. Type	US dollar-denominated perpetual subordinated notes with interest deferral options
3. Principal amount	USD 910 million
4. Offering price	100% of principal amount
5. Interest rate	A fixed rate of 4.95% per annum before March 6, 2029 and a fixed rate reset with step-up thereafter (reset every 5 years)
6. Maturity date	None (perpetual) Notes are callable on March 6, 2029 and every date which falls five, or multiple of five, years thereafter until the Notes are fully redeemed at the discretion of MSI, subject to prior consent by the regulatory authority, etc.
7. Subordination	In the event of liquidation, etc., the Notes shall be subordinated to all senior indebtedness of MSI, rank substantially <i>pari passu</i> with preferred stock of MSI (if preferred stock is issued in the future) and the outstanding subordinated notes of MSI, and be senior to common stock of MSI.
8. Offering	The Notes will be offered in overseas securities markets, including the United States, Europe and Asia, but not in Japan. (They will not be offered or sold within the United States, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the United States Securities Act of 1933.)
9. Listing	The Notes will be listed on the Singapore Exchange Securities Trading Limited.
10. Payment date	March 6, 2019

This news release entitled “Notice Regarding Issuance of US Dollar-Denominated Perpetual Subordinated Notes by Mitsui Sumitomo Insurance” has been prepared for the sole purpose of publicly announcing the issuance of MSI’s securities, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933 (the “Securities Act”), and the securities may not be offered or sold in the United States absent registration or an applicable exemption from the registration under the Securities Act. No securities issued by MSI will be publicly offered or sold in the United States in connection with MSI’s issuance of the Notes.

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