

May 20, 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)
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<https://www.ms-ad-hd.com/en/ir/contact/index.html>

Formulation of CEO Succession Plan

MS&AD Insurance Group Holdings, Inc. (President & CEO: Yasuyoshi Karasawa, “the Company”) hereby announces that the Company has formulated the succession plan that stipulates the selection and dismissal of the CEO and the fostering of successors, as follows.

1. Objectives of Formulation

The selection and dismissal of the CEO and the fostering of successors have been made a key management issue with the aim of achieving sustainable growth and enhancing the Group’s corporate value.

2. Overview of Succession Plan

(1) Criteria for CEO Selection

- Ability to embody the Group’s Mission, Vision and Values and having the concept of CSV (Creating Shared Value with society) in his/her own system of values
- 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 Committee members and chairman are Outside Directors).
- Candidates can 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 1. and 2. above, the Nomination Committee advises the Board of Directors which 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 reasons 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.

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