

February 28, 2025

Name of Listed Company: MS&AD Insurance Group Holdings, Inc.
Name of Representative: Shinichiro Funabiki, 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.html>

Notice Regarding Transition to a Company with Audit and Supervisory Committee

MS&AD Insurance Group Holdings, Inc. (“the Company”) hereby announces that at the Board of Directors meeting held on February 28, 2025, the Company resolved to transition from a "Company with Board of Company Auditors" to a "Company with Audit and Supervisory Committee", subject to approval at the 17th Annual General Meeting of Shareholders scheduled for June 2025.

1. Purpose of the Transition

(1) Strengthening the Supervisory Function of the Board of Directors

Directors who are Audit and Supervisory Committee members have voting rights at the Board of Directors meetings, which enhances the supervisory and checking functions of the Board of Directors compared to a Company with Board of Company Auditors.

Furthermore, by constituting a majority of the Board of Directors with outside directors, we aim to enhance the objectivity of management decisions at the Board of Directors and further strengthen our governance system.

(2) Expediting Decision-Making and Business Execution

By changing the organizational design to a Company with Audit and Supervisory Committee, the Company will delegate some decisions regarding the execution of important business to directors, thereby expediting decision-making and business execution. This will further enrich discussions on important group issues at the Board of Directors.

2. Timing of the Transition

The Company plans to transition to a Company with Audit and Supervisory Committee upon approval of related amendments to the Articles of Incorporation at the 17th Annual General Meeting of Shareholders scheduled for June 2025.

3. Other

- (1) For the new structure after the transition to a Company with Audit and Supervisory Committee, please refer to today's disclosure.
- (2) The details of the amendments to the Articles of Incorporation due to the transition will be announced promptly once determined.

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