

November 18, 2016

Name of Listed Company: MS&AD Insurance Group Holdings, Inc.
Name of Representative: Yasuyoshi Karasawa, President
(Securities Code: 8725, Tokyo Stock Exchange and Nagoya Stock Exchange)
Contact: Corporate Communications and Investor Relations Dept.
e-mail: ms_ad_ir@ms-ad-hd.com

Notice Regarding Issuance of Domestic Subordinated Unsecured Bonds

MS&AD Insurance Group Holdings, Inc. (“the Company”, President: Yasuyoshi Karasawa) has adopted a comprehensive resolution regarding the issuance of domestic subordinated unsecured bonds in order to maintain financial soundness and increase capital efficiency as a part of the financial strategy of the MS&AD Insurance Group, and hereby notifies the summary thereof in the below.

(1) Issuer	MS&AD Insurance Group Holdings, Inc.
(2) Type of bond	Domestic subordinated unsecured bond
(3) Principal amount	Maximum of ¥150 billion (but issuance divided into several rounds is possible)
(4) Maturity date	Within 60 years
(5) Interest rate	Issuance divided into the following three portions ① 60-year bonds that may be voluntarily redeemed after the passage of 5 years Initial 5-year period: 2.0% or less After 5th year: 6-month yen LIBOR plus 2.0% or less After 10th year: 6-month yen LIBOR plus 2.5% or less ② 60-year bonds that may be voluntarily redeemed after the passage of 10 years Initial 10-year period: 2.5% or less After 10th year: 6-month yen LIBOR plus 2.5% or less ③ 30-year bonds that may be voluntarily redeemed after the passage of 10 years Initial 10-year period: 2.5% or less After 10th year: 6-month yen LIBOR plus 2.5% or less
(6) Issue price	¥99 or more per amount of ¥100 of each bond
(7) Redemption method	The Bonds will be redeemed in full at maturity. However, the Bonds may be redeemed by purchase and the attachment of advanced redemption provisions is possible.
(8) Method of interest payment	Semi-annually, deferred payment
(9) Issuance period	December 1, 2016 to March 31, 2017
(10) Collateral and guarantees	No collateral or guarantee will be provided.
(11) Application of Law Concerning Book-Entry Transfer of Corporate Bonds, etc.	The provisions of the Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc. (Law No. 75, 2001) shall apply to all of the bonds issued based on this resolution.
(12) Use of funds	Investments in consolidated subsidiaries, long-term investment funds, funds for repayment of borrowings, funds for repurchase of own shares and working capital

Note that a concrete issue date, principal amount, maturity date, interest rate, issue price, etc. will be determined in the future.

This timely disclosure entitled “Notice Regarding Issuance of Domestic Subordinated Unsecured Bonds ” has been prepared for the sole purpose of publicly announcing the issuance of securities by the Company, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. The above securities 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 and or sold in the United States absent registration or an applicable exemption from the registration under the Securities Act. There is no plan to offer or sell the securities in the United States.

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