

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.
<http://www.ms-ad-hd.com/en/ir/contact/index.html>

Notice Regarding Establishment of Overseas Subsidiaries

MS&AD Insurance Group Holdings, Inc. (President & CEO: Yasuyoshi Karasawa, hereafter “the Company”) resolved that Aioi Nissay Dowa Insurance Co., Ltd. (President: Yasuzo Kanasugi, hereafter “ADI”), a subsidiary of the Company, establishes overseas subsidiaries and restructures the European business organization at a meeting of the Board of Directors of the Company held on October 31, 2017, and hereby notifies in the below.

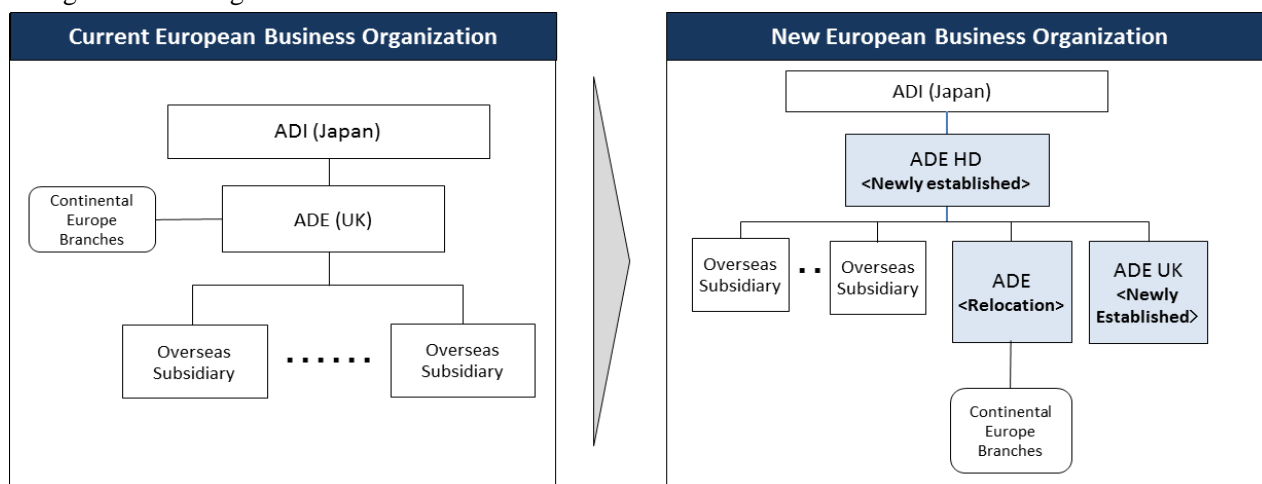
1. Reasons for Establishment

At present, Aioi Nissay Dowa Insurance Company of Europe Limited (hereafter “ADE”), a wholly owned subsidiary of ADI, which is a subsidiary of the Company, has its head office in the United Kingdom and is operating an insurance business in Europe centered on automobile insurance.

In light of the UK’s decision to leave the EU (Brexit), the Company has decided to establish Aioi Nissay Dowa Europe Limited (hereafter “ADE HD”) as a holding company in the UK and to restructure ADI’s European business organization in order to provide insurance products and services in a stable manner after Brexit as well.

In addition, ADE will move to Luxembourg as an insurance company in the continental Europe. At the same time, we plan to establish Aioi Nissay Dowa Insurance (UK) Limited (hereafter “ADE UK”) as a new insurance company in the UK. Furthermore, as this reorganization will involve only the exchange of capital within the ADI group (such as a share contribution in kind), there will be no change in the total capital of the ADI group based on this reorganization.

< Reorganization Image >



2. Overview of subsidiaries to be established

(1) Aioi Nissay Dowa Europe Limited

Company name	Aioi Nissay Dowa Europe Limited
Headquarters	London, United Kingdom
Representative	CEO Mike Swanborough
Description of business	Holding company to oversee European operation
Capital	GBP 419 million (approximately JPY 63.4billion, GBP1=JPY151.37)
Establishment (planned)	February 28, 2018
Shareholder	Aioi Nissay Dowa Insurance Co., Ltd. : 100%

(2) Aioi Nissay Dowa Insurance (UK) Limited

Company name	Aioi Nissay Dowa Insurance (UK) Limited
Headquarters	London, United Kingdom
Representative	CEO Mike Swanborough
Description of business	Non-life insurance
Capital	GBP 60 million (approximately JPY 9.1billion, GBP1=JPY151.37)
Establishment (planned)	September 30, 2018
Shareholder	Aioi Nissay Dowa Europe Limited : 100%

3. Future Outlook

As this case entails the reorganization of subsidiaries within the ADI group, we do not expect any impact on business performance.

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