

December 2, 2014

Name of Listed Company: MS&AD Insurance Group Holdings, Inc.  
Name of Representative: Yasuyoshi Karasawa, President  
(Securities Code: 8725)

### **Notice Regarding Completion of Own-Share Repurchase**

(Repurchase of company's own share according to the articles of incorporation pursuant to Article 165, Paragraph 2 of the Companies Act of Japan)

MS&AD Insurance Group Holdings, Inc. hereby announces that pursuant to Article 156 of the Companies Act of Japan as modified by the provision of Article 165, Paragraph 3 of the same Act, the Company has repurchased its own shares by market transactions as below and has completed the repurchase resolved at its meeting of the Board of Directors held on November 19, 2014 with this.

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|--|--|
| 1. Type of shares repurchased:           | Shares of common stock of the Company          |
| 2. Total number of shares repurchased:   | 3,726,700 shares                               |
| 3. Aggregate amount of repurchase price: | JPY 9,998,346,150                              |
| 4. Period of repurchase:                 | From November 20, 2014 to December 1, 2014     |
| 5. Method of repurchase:                 | Market transaction on the Tokyo Stock Exchange |

#### **(Reference)**

##### 1. Contents of Repurchase Resolved at the Meeting of the Board of Directors Held on November 19, 2014

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|---|---|
| (1) Type of shares to be repurchased:         | Shares of common stock of the Company   |
| (2) Total number of shares to be repurchased: | 6,000,000 shares (Maximum)<br>(Approximately 0.97% of the shares issued, excluding treasury shares) |
| (3) Aggregate amount of repurchase price:     | JPY 10,000,000,000 (Maximum)  |
| (4) Period of repurchase:                     | From November 20, 2014 to March 24, 2015  |

##### 2. Total Number and Aggregate Amount of Company's Own Shares Repurchased under the above Resolution:

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|---|-------------------|
| (1) Total number of shares repurchased:   | 3,726,700 shares  |
| (2) Aggregate amount of repurchase price: | JPY 9,998,346,150 |

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