

October 29, 2010

MS&AD Insurance Group Holdings, Inc.

## MS&AD Holdings Announces Conversion of Mitsui Sumitomo MetLife Insurance Company into a Wholly Owned Subsidiary

The Board of MS&AD Insurance Group Holdings, Inc. (“MS&AD Holdings”) held on October 29, 2010 resolved the terms and conditions to acquire all shares of Mitsui Sumitomo MetLife Insurance Company, Ltd. (“MSI Met”) subject to approvals from applicable governmental authorities and executed a Share Purchase Agreement with MetLife Worldwide Holdings, Inc. (“MetLife Worldwide”), a subsidiary of MetLife, Inc. (“MetLife”), to convert MSI Met into a wholly owned subsidiary, as follows:

### 1. Reasons for Conversion into a Wholly Owned Subsidiary

Our group positions life insurance business as an important growing business segment and since entering the individual annuity insurance market with MSI Met in 2002, we have achieved a steady growth in its business and MSI Met has established a firm status in the market as a leading company.

As MetLife expects to complete its acquisition of American Life Insurance Company in 2010, we have reached to an agreement on acquisition of MSI Met’s shares held by MetLife Worldwide upon closing, on or about April 1, 2011.

Through the conversion of MSI Met into a wholly owned subsidiary, we believe the solid coordination within our group to be enhanced.

MSI Met, as a core subsidiary in the group, will leverage the know-how and relationship with financial institutions and serve products that fit client's needs in order to further enhance a position in the individual annuity insurance market.

Meanwhile, MetLife and MS&AD Holdings have agreed to continue and maintain a strong business relationship globally.

### 2. Changes of Corporate Name through the Conversion of MSI Met into a Wholly Owned Subsidiary

MSI Met’s corporate name is planned to be changed upon closing, on or about April 1, 2011. It will be announced as soon as a decision is made.

### 3. Details of Share Purchase

MS&AD Holdings will acquire all of the shares held by MetLife Worldwide, a subsidiary of MetLife, upon closing, on or about April 1, 2011.

Aggregate purchase price of the shares (both common shares and perpetual non-voting common shares) representing a 50% economic interest in the company is approximately 22.5 billion yen.

	Shares owned by MS&AD Holdings	Voting rights owned by MS&AD Holdings (Note 1)
Before share purchase	Common shares: 6,579 Perpetual non-voting common shares: 0 Total: 6,579 (Shareholding ratio: 50%)	Voting rights: 6,579 (Voting ratio: 51%)
Share purchase	Common shares: 6,321 Perpetual non-voting common shares: 259 Total: 6,580 (Shareholding ratio: 50%)	Voting rights: 6,321 (Voting ratio: 49%)
After Share Purchase	Common shares: 12,900 Perpetual non-voting common shares: 259 Total: 13,159 (Shareholding ratio: 100%)	Voting rights: 12,900 (Voting ratio: 100%)

(Note 1) No voting right is allocated to a perpetual non-voting common share.

### 4. Outline of MSI Met (As of March 31, 2010)

- |   |  |  |
|---|--|--|
| (1) Corporate name                                  | Mitsui Sumitomo MetLife Insurance Company, Ltd.      |  |
| (2) Address   | Yaesu 1-3-7, Chuo-ku, Tokyo, Japan                   |  |
| (3) President                                       | Yukio Higuchi, President and Representative Director |  |
| (4) Business  | Life insurance business                              |  |
| (5) Capital   | 41.06 billion yen                                    |  |
| (6) Incorporation date                              | September 7, 2001                                    |  |
| (7) Major shareholders and their shareholding ratio | MetLife Worldwide                                    | 6,580 Shares (50%)   |
|   | MS&AD Holdings                                       | 6,579 Shares (50%)   |
| (8) Relationship with MS&AD Holdings                | Capital Relationship                                 | MSI Met is a 50% owned equity method affiliate of MS&AD Holdings |
|   | Personnel Relationship                               | There is an interlocking director (1 person)                     |
|   | Transaction Relationship                             | Not applicable   |

#### (9) Consolidated operating results and consolidated financial condition

(Million Yen)

	FYE March 2008	FYE March 2009	FYE March 2010
Ordinary revenue	650,221	717,122	885,402
Ordinary expense	670,432	730,775	870,857
Ordinary profits	(20,210)	(13,652)	14,544
Earnings after tax	(12,466)	(8,929)	8,922
Net assets	15,018	26,495	35,393
Total assets	2,543,102	2,470,766	3,116,508

5. Outline of MetLife Worldwide (As of June 30, 2010)

- (1) Corporate name MetLife Worldwide Holdings, Inc.  
(2) Address United States of America  
(3) Relationship with MS&AD Holdings Capital Relationship Not applicable  
Personnel Relationship Not applicable  
Transaction Relationship Reinsurance transaction between a group company of MetLife Worldwide and MSI Met

MetLife Worldwide, from whom MS&AD Holdings expects to acquire MSI Met's shares, does not disclose details of its business including financials. Therefore, some of items required in the outline above are omitted. Please refer to the below for the outline of MetLife, a parent company of MetLife Worldwide.

- (1) Corporate name MetLife, Inc.  
(2) Address 200 Park Avenue, New York, NY 10166-0188, United States of America  
(3) President C. Robert Henrikson  
(4) Business Financial services  
(5) Capital 16,905 million dollars  
(6) Incorporation 1999  
(7) Major shareholders and their shareholding ratio Publicly traded company  
(8) Relationship with MS&AD Holdings Capital Relationship Not applicable  
Personnel Relationship Not applicable  
Transaction Relationship Reinsurance transaction between a group company of MetLife and MSI Met

(9) Consolidated operating results and consolidated financial condition

(Million Dollars, except per share data )

	FYE December 2007	FYE December 2008	FYE December 2009
Ordinary revenue	47,152	50,984	41,058
Ordinary expense	41,372	45,923	45,391
Ordinary profits (per share) (Note 2)	5,780 (7.58)	5,061 (6.80)	(4,333) ((5.29))
Earnings after tax (Note 3) (per share) (Note 2)	4,180 (5.48)	3,084 (4.14)	(2,368) ((2.89))
Net assets	36,985	23,985	33,498
Total assets	559,149	501,678	539,314
Dividends per share (Note 2)	0.74	0.74	0.74

(Note 2) Unit: Dollars, fully diluted basis.

(Note 3) Earnings after tax available to MetLife's common shareholders.

## 6. Schedule

- |  |                           |
|--|---------------------------|
| (1) Board meeting (MS&AD Holdings):        | October 29, 2010          |
| (2) Execution of Share Purchase Agreement: | October 29, 2010          |
| (3) Transfer of MSI Met's shares:          | April 1, 2011 (tentative) |
| (4) MSI Met's corporate name change:       | April 1, 2011 (tentative) |

## 7. Prospects

MSI Met will become a consolidated subsidiary of MS&AD Holdings from an equity method affiliate as a result of the share purchase. Effects on the consolidated operating results of MS&AD Holdings subsequent to fiscal year ending March 2012 will be announced once it becomes clear.

There are no revisions to the consolidated operating forecast for the fiscal year ending March 2011, announced on May 20, 2010 due to the shares purchase.