

[English Translation]

**TOKIO MARINE HOLDINGS, INC.**  
**2-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan**

Securities Code 8766

June 2, 2021

**Notice of Convocation of**  
**the 19th Ordinary General Meeting of Shareholders**

To our shareholders:

Notice is hereby given of the 19th Ordinary General Meeting of Shareholders of Tokio Marine Holdings, Inc. (“Tokio Marine Holdings” or the “Company”) which will be held as described below. As a result of careful consideration of the situation regarding the spread of COVID-19, we have decided to hold the meeting upon implementation of the appropriate measures to prevent infection.

Date and Time:	Monday, June 28, 2021 at 10:00 a.m. (reception opens at 8:45 a.m.)
Venue:	<p>The AOI Ballroom, second floor, Palace Hotel Tokyo located at 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo</p> <p>If it becomes difficult to use the above venue due to any changes in the situation regarding COVID-19, the venue might be changed.</p> <p>In that case, we will promptly inform you of the change of venue on our website (<a href="https://www.tokiomarinehd.com/">https://www.tokiomarinehd.com/</a>), and we ask you to check our website before your visit on the day.</p>
Items to be reported:	<p>1. Business report, consolidated financial statements and the audit reports on consolidated financial statements prepared by the independent auditor and the Audit &amp; Supervisory Board, respectively, for fiscal year 2020 (April 1, 2020 to March 31, 2021).</p> <p>2. Non-consolidated financial statements for fiscal year 2020 (April 1, 2020 to March 31, 2021).</p>
Proposals to be acted upon:	<p>Item 1. Appropriation of Surplus</p> <p>Item 2. Election of 14 Directors</p> <p>Item 3. Change in Remuneration, etc. for Directors</p>

From the viewpoint of preventing the spread of COVID-19, we ask you to refrain from attending the venue this year unless it is truly necessary, and to exercise your voting rights either via the Internet or by completing and returning the enclosed voting card. Please review the “Reference Materials regarding the General Meeting of Shareholders” from pages 5 to 41 and exercise your voting rights by 5:00 p.m. on Friday, June 25, 2021 (Japan Time).

Sincerely,

Satoru Komiya  
President & Chief Executive Officer

If any of the Reference Materials regarding the General Meeting of Shareholders, Business Report or consolidated and non-consolidated financial statements need to be revised, the revisions shall be posted on our website (<https://www.tokiomarinehd.com/>).

(This is an English translation of the notice given by the Company prepared pursuant to Section 5.6 of the Deposit Agreement, amended as of July 30, 2007, by and among the Company, JPMorgan Chase Bank, N.A., as Depositary, and the Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder.)

## Information on Exercising Voting Rights

**Notice to holders of American Depositary Receipts:** Please note that the following instructions are intended for registered holders of ordinary shares. Holders of American Depositary Receipts should follow the instructions given by JPMorgan Chase Bank, N.A., Depositary, which are set forth in the ADR Voting Instructions Card enclosed herewith.

We ask you to exercise your voting rights by one of the following methods.

In order to prevent the spread of COVID-19, we ask you to refrain from attending the venue this year unless it is truly necessary, and to exercise your voting rights either via the Internet or by mail. We recommend the exercise of voting rights via the Internet.

Via Internet	
<p>Please access the website that has been designated by the Company as the website for exercising voting rights (<a href="https://evote.tr.mufig.jp/">https://evote.tr.mufig.jp/</a>) and indicate your approval or disapproval by <b>5:00 p.m. on Friday, June 25, 2021 (Japan Time)</b>.</p> <p>The exercise of your voting rights via the Internet contributes to global environmental sustainability.</p> <p>We recommend the use of the Internet for the exercise of voting rights at the 19th Ordinary General Meeting of Shareholders. By exercising voting rights via the Internet, voting card postage costs can be reduced. We will donate the amount equivalent to the postage costs to NGOs which plant mangroves.</p> <p>The Company has been working on the Mangrove Planting Project since 1999 and has planted more than 10,000 hectares in 9 countries so far. In 2019, we announced the Mangrove-based Value Co-Creation 100-Year Declaration, which aims to create value by providing solutions to issues such as preventing global warming, preserving biodiversity, and preventing and mitigating disasters, etc., through planting mangroves together with shareholders and other stakeholders.</p>	
By Mail	Attending the Ordinary General Meeting of Shareholders
<p>Please return the enclosed voting card indicating your approval or disapproval so that it is received by <b>5:00 p.m. on Friday, June 25, 2021 (Japan Time)</b>.</p>	<p><b>Please refrain from attending the meeting this year unless it is truly necessary.</b></p> <p>If you do attend, please bring the enclosed voting card to the reception desk on the day of the meeting.</p>

For inquiries concerning website access

Mitsubishi UFJ Trust and Banking Corporation, Stock Transfer Agency Division  
 Telephone: 0120-173-027 (toll-free within Japan)  
 Hours: 9:00 a.m. - 9:00 p.m. (Japan Time)

To Institutional Investors:

“Electronic Proxy Voting Platform” managed by ICJ, Inc., a method for exercising the voting rights, will be available for institutional investors.

## Reference Materials regarding the General Meeting of Shareholders

### Proposals to be acted upon and matters for reference:

#### Item 1. Appropriation of Surplus

With respect to the appropriation of surplus, the Company seeks to improve shareholder returns on a cash dividend basis, after providing sufficient capital to meet the business needs of Tokio Marine Group (the “Group”) and taking into consideration the business results and the expected future business environment of the Company.

In accordance with the above policy, and considering various factors, the Company proposes to pay 100 yen per share of the Company as a year-end cash dividend. As 100 yen per share was paid as an interim cash dividend (an ordinary dividend), the total amount of annual cash dividends (ordinary dividends) will be 200 yen per share for fiscal year 2020. This is an increase of total annual cash dividends (ordinary dividends) of 10 yen per share from 190 yen per share paid for the previous fiscal year.

1. Matters regarding distribution of dividends and its aggregate amount

Amount of cash dividend per common share of the Company: 100 yen

Aggregate amount of cash dividends: 69,327,302,500 yen

2. Effective date of the distribution of dividends

June 29, 2021

Note: In addition to the ordinary dividends shown above, the Company has paid the following one-time dividends for capital level adjustment:

Fiscal year 2018 interim	70 yen per share
Fiscal year 2019 interim	35 yen per share
Fiscal year 2020 interim	35 yen per share

## Item 2. Election of 14 Directors

The term of office of all 13 directors will expire at the close of this Meeting. For the next term, the Company proposes the election of 14 directors, increasing the number of outside directors by 1, in order to strengthen the function of the Board.

The candidates for directors are as follows:

No.	Name	Gender	Present position and responsibilities
1	Tsuyoshi Nagano For reappointment	Male	Chairman of the Board
2	Satoru Komiya For reappointment	Male	President & Chief Executive Officer  Group CEO (Group Chief Executive Officer) Group CCO (Group Chief Culture Officer)
3	Takayuki Yuasa For reappointment	Male	Executive Vice President  Group CFO (Group Chief Financial Officer) In charge of Corporate Planning Dept.
4	Akira Harashima For reappointment	Male	Senior Managing Director  Head of International Insurance Business Co-Head of International Business In charge of International Business Development Dept. (management of North America, except TMHCC and Pure)
5	Kenji Okada For reappointment	Male	Managing Director  Group CLCO (Group Chief Legal and Compliance Officer) Group CRO (Group Chief Risk Officer) In charge of Legal & Compliance Dept., Risk Management Dept., and Internal Audit Dept.
6	Yoshinari Endo For reappointment	Male	Managing Director  Group CIO (Group Chief Investment Officer) In charge of Financial Planning Dept. and Corporate Accounting Dept.
7	Shinichi Hirose For reappointment	Male	Director

<b>8</b>	Akio Mimura For reappointment Independent	Male	Outside Director
<b>9</b>	Masako Egawa For reappointment Independent	Female	Outside Director
<b>10</b>	Takashi Mitachi For reappointment Independent	Male	Outside Director
<b>11</b>	Nobuhiro Endo For reappointment Independent	Male	Outside Director
<b>12</b>	Shinya Katanozaka For reappointment Independent	Male	Outside Director
<b>13</b>	Emi Osono For new appointment Independent	Female	-
<b>14</b>	Yoichi Moriwaki For new appointment	Male	Managing Executive Officer  Group CSSO (Group Chief Strategy and Synergy Officer) Group CSUO (Group Chief Sustainability Officer)

Note: The 6 people indicated 'Independent' in the above table are candidates for outside directors.

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
1.	Tsuyoshi Nagano (November 9, 1952) (Male) <u>For Reappointment</u>	<p>April 1975 Joined Tokio Marine</p> <p>June 2003 Executive Officer and General Manager of Nagoya Production Dept. III, Tokai Division of Tokio Marine</p> <p>Oct. 2004 Executive Officer and General Manager of Nagoya Production Dept. III of Tokio Marine &amp; Nichido Fire Insurance Co., Ltd. (“Tokio Marine &amp; Nichido”)</p> <p>June 2006 Managing Executive Officer of Tokio Marine &amp; Nichido</p> <p>June 2008 Managing Director of Tokio Marine &amp; Nichido</p> <p>June 2008 Director of Tokio Marine Holdings</p> <p>June 2009 Resigned from position as Director of Tokio Marine Holdings</p> <p>June 2010 Senior Managing Director of Tokio Marine &amp; Nichido</p> <p>June 2011 Senior Managing Director of Tokio Marine Holdings</p> <p>June 2012 Executive Vice President of Tokio Marine &amp; Nichido</p> <p>June 2012 Executive Vice President of Tokio Marine Holdings</p> <p>June 2013 President &amp; Chief Executive Officer of Tokio Marine &amp; Nichido</p> <p>June 2013 President &amp; Chief Executive Officer of Tokio Marine Holdings</p> <p>April 2016 Chairman of the Board of Tokio Marine &amp; Nichido</p> <p>June 2019 Resigned from position as Chairman of the Board of Tokio Marine &amp; Nichido</p> <p>June 2019 Chairman of the Board of Tokio Marine Holdings (to present)</p> <p>(Major concurrent posts) Director (Outside Director) of Seiko Holdings Corporation</p>	28,800 shares

(Reason for nomination of candidate for director)

The reason for proposing Mr. Tsuyoshi Nagano as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in



supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to domestic and overseas insurance underwriting, his work in corporate planning and product planning and his terms in office as President & Chief Executive Officer and Chairman of the Board of Tokio Marine & Nichido and the Company.

Notes: In page 32, notes related to Mr. Tsuyoshi Nagano are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
2.	Satoru Komiya (August 15, 1960) (Male) <u>For Reappointment</u>	<p>April 1983 Joined Tokio Marine</p> <p>June 2012 Member of the Board, Managing Director and Executive Officer of Nisshin Fire &amp; Marine Insurance Co., Ltd. ("Nisshin Fire &amp; Marine")</p> <p>March 2015 Resigned from positions as Member of the Board, Managing Director and Executive Officer of Nisshin Fire &amp; Marine</p> <p>April 2015 Executive Officer of Tokio Marine Holdings</p> <p>April 2016 Managing Executive Officer of Tokio Marine Holdings</p> <p>April 2018 Senior Managing Executive Officer of Tokio Marine Holdings</p> <p>April 2018 Senior Managing Director of Tokio Marine &amp; Nichido</p> <p>June 2018 Senior Managing Director of Tokio Marine Holdings</p> <p>June 2019 Chairman of the Board of Tokio Marine &amp; Nichido (to present)</p> <p>June 2019 President &amp; Chief Executive Officer of Tokio Marine Holdings (to present)</p> <p>(Responsibilities) Group CEO (Group Chief Executive Officer) Group CCO (Group Chief Culture Officer)</p> <p>(Major concurrent posts) Chairman of the Board of Tokio Marine &amp; Nichido</p>	14,500 shares

(Reason for nomination of candidate for director)

The reason for proposing Mr. Satoru Komiya as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to domestic insurance underwriting, human resources, sales planning, and management of the group companies, his terms in office as head of international insurance business as Executive Officer of the Company, and his current leadership role in the management of the Group as a whole, as Group CEO.

Notes: In page 32, notes related to Mr. Satoru Komiya are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
3.	Takayuki Yuasa (May 5, 1958) (Male) <u>For Reappointment</u>	<p>April 1981 Joined Tokio Marine</p> <p>June 2012 President &amp; Chief Executive Officer of Tokio Marine &amp; Nichido Financial Life Insurance Co., Ltd.</p> <p>Sep. 2014 Resigned from position as President &amp; Chief Executive Officer of Tokio Marine &amp; Nichido Financial Life Insurance Co., Ltd.</p> <p>Oct. 2014 Managing Executive Officer of Tokio Marine Holdings</p> <p>June 2015 Managing Director of Tokio Marine &amp; Nichido</p> <p>June 2015 Managing Director of Tokio Marine Holdings</p> <p>April 2018 Senior Managing Director of Tokio Marine Holdings</p> <p>April 2018 Senior Managing Director of Tokio Marine &amp; Nichido</p> <p>April 2019 Executive Vice President of Tokio Marine Holdings (to present)</p> <p>April 2019 Executive Vice President of Tokio Marine &amp; Nichido (to present)</p> <p>(Responsibilities) Group CFO (Group Chief Financial Officer) In charge of Corporate Planning Dept.</p> <p>(Major concurrent posts) Executive Vice President of Tokio Marine &amp; Nichido</p>	15,500 shares

(Reason for nomination of candidate for director)

The reason for proposing Mr. Takayuki Yuasa as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to corporate planning, finance, accounting, and the domestic life and non-life insurance businesses, his terms in office as Executive Officer of Tokio Marine & Nichido and the Company being responsible for risk management, and his current role as head of capital strategy of the Group as Executive Vice President of the Company.

Notes: In page 32, notes related to Mr. Takayuki Yuasa are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
4.	Akira Harashima (November 19, 1960) (Male) <u>For Reappointment</u>	<p>April 1984 Joined Tokio Marine</p> <p>April 2014 Executive Officer and General Manager of Corporate Planning Dept. of Tokio Marine Holdings</p> <p>April 2015 Executive Officer of Tokio Marine Holdings (Head of America)</p> <p>April 2016 Managing Executive Officer of Tokio Marine Holdings</p> <p>April 2019 Senior Managing Executive Officer of Tokio Marine Holdings</p> <p>June 2019 Senior Managing Director of Tokio Marine &amp; Nichido (to present)</p> <p>June 2019 Senior Managing Director of Tokio Marine Holdings (to present)</p> <p>(Responsibilities)</p> <p>Head of International Insurance Business Co-Head of International Business In charge of International Business Development Dept. (management of North America except TMHCC and Pure) *“TMHCC” and “Pure,” headquartered in the United States, are subsidiary companies of the Company.</p> <p>(Major concurrent posts)</p> <p>Senior Managing Director of Tokio Marine &amp; Nichido</p>	8,500 shares

(Reason for nomination of candidate for director)

The reason for proposing Mr. Akira Harashima as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to international insurance business and corporate planning business, his term in office as Executive Officer of the Company in charge of international insurance business in the Americas, Asia and elsewhere, and his current role as head of international insurance business as Senior Managing Director of the Company.

Notes: In page 32, notes related to Mr. Akira Harashima are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts		Number of the Company's shares held
5.	Kenji Okada (September 19, 1963) (Male) <u>For Reappointment</u>	April	1986	Joined Tokio Marine
		April	2018	Executive Officer and General Manager of Internal Audit Dept. of Tokio Marine Holdings
		April	2019	Managing Executive Officer of Tokio Marine Holdings
		April	2019	Managing Executive Officer of Tokio Marine & Nichido
		June	2019	Managing Director of Tokio Marine & Nichido (to present)
		June	2019	Managing Director of Tokio Marine Holdings (to present)
		(Responsibilities)		
		Group CLCO (Group Chief Legal and Compliance Officer)		
		Group CRO (Group Chief Risk Officer)		
		In charge of Legal & Compliance Dept., Risk Management Dept., and Internal Audit Dept.		
		(Major concurrent posts)		
		Managing Director of Tokio Marine & Nichido		

(Reason for nomination of candidate for director)

The reason for proposing Mr. Kenji Okada as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to financial planning, corporate planning business, and international insurance business, and his current role as head of legal & compliance and risk management of the Group as Managing Director of the Company.

Notes: In page 32, notes related to Mr. Kenji Okada are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts			Number of the Company’s shares held
6.	Yoshinari Endo (July 30, 1963) (Male) <div>For reappointment</div>	April	1987	Joined Tokio Marine	8,500 shares
		April	2017	Managing Director of Tokio Marine & Nichido Life	
		March	2018	Resigned from position as Managing Director of Tokio Marine & Nichido Life	
		April	2018	Executive Officer and General Manager of Financial Planning Dept. of Tokio Marine Holdings	
		April	2018	Executive Officer and General Manager of Financial Planning Dept. of Tokio Marine & Nichido	
		April	2020	Managing Executive Officer of Tokio Marine Holdings	
		April	2020	Managing Executive Officer of Tokio Marine & Nichido	
		June	2020	Managing Director of Tokio Marine & Nichido (to present)	
		June	2020	Managing Director of Tokio Marine Holdings (to present)	
		(Responsibilities) Group CIO (Group Chief Investment Officer) In charge of Financial Planning Dept. and Corporate Accounting Dept. (Major concurrent posts) Managing Director of Tokio Marine & Nichido			

(Reason for nomination of candidate for director)

The reason for proposing Mr. Yoshinari Endo as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to accounting, domestic life insurance businesses, and his current role as head of investment management of the Group as Managing Director of the Company.

Notes: In page 32, notes related to Mr. Yoshinari Endo are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts			Number of the Company’s shares held
7.	Shinichi Hirose (December 7, 1959) (Male) <div>For Reappointment</div>	April	1982	Joined Tokio Marine	20,575 shares
		June	2013	Managing Director of Tokio Marine & Nichido Life Insurance Co., Ltd. (“Tokio Marine & Nichido Life”)	
		April	2014	President & Chief Executive Officer of Tokio Marine & Nichido Life	
		June	2014	Director of Tokio Marine Holdings	
		March	2017	Resigned from position as President & Chief Executive Officer of Tokio Marine & Nichido Life	
		April	2017	Managing Director of Tokio Marine Holdings	
		June	2017	Managing Executive Officer of Tokio Marine Holdings	
		April	2018	Senior Managing Executive Officer of Tokio Marine Holdings	
		March	2019	Resigned from position as Senior Managing Executive Officer of Tokio Marine Holdings	
		April	2019	President & Chief Executive Officer of Tokio Marine & Nichido (to present)	
		June	2019	Director of Tokio Marine Holdings (to present)	
		(Major concurrent posts) President & Chief Executive Officer of Tokio Marine & Nichido			

(Reason for nomination of candidate for director)

The reason for proposing Mr. Shinichi Hirose as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to product planning, sales planning, and domestic life and non-life insurance businesses, his terms in office as President & Chief Executive Officer of Tokio Marine & Nichido Life, and as Executive Officer of the Company in charge of international insurance business, and his current leadership role in the management of Tokio Marine & Nichido as President & Chief Executive Officer.

Notes: In page 32, notes related to Mr. Shinichi Hirose are provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
8.	Akio Mimura (November 2, 1940) (Male) <u>For Reappointment</u> <u>Independent</u>	<p>April 1963 Joined Fuji Iron &amp; Steel Co., Ltd.</p> <p>June 1993 Director of Nippon Steel Corporation</p> <p>April 1997 Managing Director of Nippon Steel Corporation</p> <p>April 2000 Representative Director and Executive Vice President of Nippon Steel Corporation</p> <p>April 2003 Representative Director and President of Nippon Steel Corporation</p> <p>April 2008 Representative Director and Chairman of Nippon Steel Corporation</p> <p>June 2010 Director of Tokio Marine Holdings (outside director, to present)</p> <p>Oct. 2012 Director, Member of the Board and Senior Advisor of Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>June 2013 Senior Advisor of Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>Nov. 2013 Senior Advisor, Honorary Chairman of Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>June 2018 Senior Advisor, Honorary Chairman of Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>April 2019 Senior Advisor, Honorary Chairman of Nippon Steel Corporation (to present)</p> <p>(Major concurrent posts)</p> <p>Senior Advisor, Honorary Chairman of Nippon Steel Corporation</p> <p>Director of JAPAN POST HOLDINGS Co., Ltd. (outside director)</p> <p>Director of Development Bank of Japan Inc. (outside director)</p> <p>Director of Nisshin Seifun Group Inc. (outside director)</p> <p>Chairman of The Japan Chamber of Commerce and Industry</p> <p>Chairman of The Tokyo Chamber of Commerce and Industry</p>	7,300 shares

(Summary of roles he is expected to perform as outside director and reason for nomination of candidate for outside director)

Mr. Akio Mimura is a candidate for outside director. As an outside director, he is expected to make



recommendations to our Board of Directors and to play a role in exercising an appropriate supervisory function. The reason for proposing him as a candidate is that he has properly fulfilled this expected role based on his insight as a specialist in business management acquired through many years of experience in a management role since he was appointed as a director of the Company.

(Independence)

1. Mr. Akio Mimura satisfies the requirements for “independent director/auditor” as specified by the Tokyo Stock Exchange, Inc.
2. He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members set by the Company, which are provided on page 35 of these reference materials.
3. His tenure as an outside director will be 11 years at the conclusion of this Ordinary General Meeting of Shareholders. Since his appointment as a director, he has consistently fulfilled his role from an independent standpoint. In addition, his long tenure as an outside director contributes to ensuring diversity in relation to the tenure of other outside directors at the Board of Director of the Company.
4. He concurrently serves as Senior Advisor, Honorary Chairman of Nippon Steel Corporation, which holds shares of the Company, and Tokio Marine & Nichido, a subsidiary of the Company, holds shares of Nippon Steel Corporation. However, the ratio of each of these shares to the total number of issued shares is less than 1%.
5. He concurrently serves as Senior Advisor, Honorary Chairman of Nippon Steel Corporation, which has no business transactions with the Company. Insurance subsidiaries of the Company conduct insurance-related transactions with Nippon Steel Corporation; however, these transactions constitute less than 1% of its consolidated net sales and the Company’s consolidated ordinary income (which corresponds to consolidated net sales), respectively.

(Major activities)

1. Mr. Akio Mimura attended 10 of the 11 board of directors’ meetings held during fiscal year 2020.
2. He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors’ meetings, based on his insight as a specialist in business management acquired through many years of experience in a management role. In addition, as the chair of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.

Notes: 1. On December 27, 2019, JAPAN POST HOLDINGS Co., Ltd., where Mr. Akio Mimura serves as an outside director, received orders for the improvement of business management from the Minister of Internal Affairs and Communications and from the Financial Services Agency. These orders were issued because it was found that JAPAN POST HOLDINGS Co., Ltd., had deficiencies in its management system given that, despite being aware of facts indicative of inappropriate sales practices at its subsidiaries JAPAN POST INSURANCE Co., Ltd. and Japan Post Co., Ltd. had not instructed these companies to fully identify the actual state of affairs nor to take countermeasures, etc. While he did not have advance awareness of the facts in this matter, he has always made recommendations in his role at JAPAN POST HOLDINGS Co., Ltd. from the standpoint of importance of group governance and internal control. Afterwards, he led a thorough investigation of the facts that had been discovered, and suggested the implementation of measures to prevent recurrence of such incidents.

2. In page 32, notes related to him are also provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
9.	Masako Egawa (September 7, 1956) (Female) <u>For Reappointment</u> <u>Independent</u>	<p>April 1980 Joined Citibank, N.A., Tokyo Branch</p> <p>Sep. 1986 Joined Salomon Brothers Inc, New York Head Office</p> <p>June 1988 Joined Salomon Brothers Asia Limited, Tokyo Branch</p> <p>Dec. 1993 Joined S.G. Warburg Securities, Tokyo Branch</p> <p>Nov. 2001 Executive Director, Japan Research Center, Harvard Business School</p> <p>April 2009 Executive Vice President, The University of Tokyo</p> <p>March 2015 Resigned from position as Executive Vice President, The University of Tokyo</p> <p>June 2015 Director of Tokio Marine Holdings (outside director, to present)</p> <p>Sep. 2015 Professor, Graduate School of Commerce and Management, Hitotsubashi University</p> <p>April 2018 Professor, Graduate School of Business Administration, Hitotsubashi University</p> <p>April 2020 Specially Appointed Professor, Graduate School of Business Administration, Hitotsubashi University (to present)</p> <p>(Major concurrent posts)</p> <p>Specially Appointed Professor, Graduate School of Business Administration, Hitotsubashi University</p> <p>Director of MITSUI &amp; CO., LTD. (outside director)</p>	4,200 shares

(Summary of roles she is expected to perform as outside director and reason for nomination of candidate for outside director)

Ms. Masako Egawa is a candidate for outside director. As an outside director, she is expected to make recommendations to our Board of Directors and to play a role in exercising an appropriate supervisory function. The reason for proposing her as a candidate is that she has properly fulfilled this expected role based on her insight into corporate management, etc. acquired through many years of experience in financial institutions, involvement in academic activities related to corporate governance, and experience at The University of Tokyo as an Executive Vice President. While she has not been involved in business management other than as an outside director or an outside audit & supervisory board member, based on her performance since assumption of her office as a director of the Company, we believe that she will effectively perform her duties as an

outside director.

(Independence)

1. Ms. Masako Egawa satisfies the requirements for “independent director/auditor” as specified by the Tokyo Stock Exchange, Inc.
2. She fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members set by the Company, which are provided on page 35 of these reference materials.

(Major activities)

1. Ms. Masako Egawa attended all 11 board of directors’ meetings held during fiscal year 2020.
2. She has fulfilled her supervisory functions by presenting inquiries and remarks at the board of directors’ meetings, based on her insight into corporate management acquired through many years of experience in financial institutions, involvement in academic activities related to corporate governance and experience at The University of Tokyo as an Executive Vice President. In addition, as a member of the Nomination Committee and the Compensation Committee, she has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.

- Notes: 1.Ms. Masako Egawa will have served as an outside director for 6 years at the close of this Meeting.
- 2.She currently serves as an outside director of Mitsui Fudosan Co., Ltd. She is expected to resign from her position at the close of the ordinary general meeting of shareholders of Mitsui Fudosan Co., Ltd. scheduled for June 2021.
- 3.In page 32, notes related to her are also provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
10.	Takashi Mitachi (January 21, 1957) (Male)  For Reappointment Independent	<p>April 1979 Joined Japan Airlines Co., Ltd.</p> <p>Oct. 1993 Joined The Boston Consulting Group</p> <p>Jan. 1999 Vice President of The Boston Consulting Group</p> <p>Jan. 2005 Japan Co-Chairman and Senior Partner &amp; Managing Director of The Boston Consulting Group</p> <p>Jan. 2016 Senior Partner &amp; Managing Director of The Boston Consulting Group</p> <p>June 2017 Director of Tokio Marine Holdings (outside director, to present)</p> <p>Oct. 2017 Senior Advisor of The Boston Consulting Group (to present)</p> <p>(Major concurrent posts)</p> <p>Senior Advisor of The Boston Consulting Group</p> <p>Director of Rakuten Group, Inc. (outside director)</p> <p>Director of DMG Mori Co., Ltd. (outside director)</p>	1,200 shares

(Summary of roles he is expected to perform as outside director and reason for nomination of candidate for outside director)

Mr. Takashi Mitachi is a candidate for outside director. As an outside director, he is expected to make recommendations to our Board of Directors and to play a role in exercising an appropriate supervisory function. The reason for proposing him as a candidate is that he has properly fulfilled this expected role based on his insight as a specialist in business management acquired through many years of experience in a consulting firm and a management role since he was appointed as a director of the Company.

(Independence)

1. Mr. Takashi Mitachi satisfies the requirements for “independent director/auditor” as specified by the Tokyo Stock Exchange, Inc.
2. He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members set by the Company, which are provided on page 35 of these reference materials.
3. He concurrently serves as Senior Advisor of The Boston Consulting Group, which conducts consulting-related transactions with the Company and insurance subsidiaries of the Company; however, these transactions constitute less than 1% of its consolidated net sales and the Company's consolidated ordinary income (which corresponds to consolidated net sales), respectively.

(Major activities)

1. Mr. Takashi Mitachi attended all 11 board of directors' meetings held during fiscal year 2020.
2. He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on his insight as a specialist in business management acquired through

many years of experience in a consulting firm and a management role. In addition, as a member of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.

Notes: 1. Mr. Takashi Mitachi will have served as an outside director for 4 years at the close of this Meeting.  
2. In page 32, notes related to him are also provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
11.	Nobuhiro Endo (November 8, 1953) (Male) <div>For reappointment</div> <div>Independent</div>	<p>April 1981 Joined NEC Corporation</p> <p>April 2006 Senior Vice President and Executive General Manager of Mobile Network Operations Unit of NEC Corporation</p> <p>April 2009 Executive Vice President of NEC Corporation</p> <p>June 2009 Executive Vice President and Member of the Board of NEC Corporation</p> <p>April 2010 President (Representative Director) of NEC Corporation</p> <p>April 2016 Chairman of the Board (Representative Director) of NEC Corporation</p> <p>June 2019 Chairman of the Board of NEC Corporation (to present)</p> <p>June 2019 Director of Tokio Marine Holdings (outside director, to present)</p> <p>(Major concurrent posts)</p> <p>Chairman of the Board of NEC Corporation</p> <p>Director of Sumitomo Dainippon Pharma Co., Ltd. (outside director)</p> <p>Director of Japan Exchange Group, Inc. (outside director)</p> <p>Vice Chairman of Japan Association of Corporate Executives</p>	900 shares

(Summary of roles he is expected to perform as outside director and reason for nomination of candidate for outside director)

Mr. Nobuhiro Endo is a candidate for outside director. As an outside director, he is expected to make recommendations to our Board of Directors and to play a role in exercising an appropriate supervisory function. The reason for proposing him as a candidate is that he has properly fulfilled this expected role based on his insight as a specialist in business management acquired through many years of experience in a management role since he was appointed as a director of the Company.

(Independence)

1. Mr. Nobuhiro Endo satisfies the requirements for “independent director/auditor” as specified by the Tokyo Stock Exchange, Inc.
2. He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members set by the Company, which are provided on page 35 of these reference materials.
3. He concurrently serves as Chairman of the Board of NEC Corporation, which conducts systems-related and other business transactions with the Company and insurance subsidiaries of the Company; however, these transactions constitute less than 1% of its consolidated revenue (which corresponds to

consolidated net sales) and the Company's consolidated ordinary income (which corresponds to consolidated net sales), respectively. Insurance subsidiaries of the Company conduct insurance-related transactions with NEC Corporation; however, these transactions constitute less than 1% of its consolidated revenue and the Company's consolidated ordinary income, respectively.

(Major activities)

1. Mr. Nobuhiro Endo attended all 11 board of directors' meetings held during fiscal year 2020.
2. He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on his insight as a specialist in business management acquired through many years of experience in a management role. In addition, as a member of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.

Notes: 1. Mr. Nobuhiro Endo will have served as an outside director for 2 years at the close of this Meeting.

2. It is acknowledged that the Japan Fair Trade Commission identified activities in violation of antitrust law by NEC Corporation, where Mr. Nobuhiro Endo serves as Chairman of the Board, with respect to transactions with Tokyo Electric Power Company Holdings, Inc. (formerly Tokyo Electric Power Company) regarding telecommunications equipment for electric power systems on July 12, 2016. In addition, NEC Corporation was issued with Cease and Desist Orders and Orders for Payment of Surcharge by the Japan Fair Trade Commission on February 2, 2017 for activities in violation of antitrust law with respect to transactions for fire-fighting and emergency digital radio equipment, and on February 15, 2017 for activities in violation of antitrust law with respect to transactions with Chubu Electric Power Co., Inc. for hybrid optical communication equipment and equipment for transmission lines for Chubu Electric Power Co., Inc. Following the recognition of the facts, Mr. Endo has been promoting measures to prevent a recurrence by further strengthening compliance as well as improving and strengthening the operation of the internal control system.
3. From July 2019, JAPAN POST INSURANCE Co., Ltd., where he had served as an outside director from June 2016 to June 2018, investigated all its insurance policies, including cancelled or expired contracts for the past five years. It was found that there were cases involving a contract transfer, etc. that could have had a negative impact and did not accord with the company's customers' intentions. On December 27, 2019, JAPAN POST INSURANCE Co., Ltd. received an order from the Financial Services Agency to suspend its business operations under the Insurance Business Act and an order to improve its business operations. While Mr. Endo was not aware of the facts in this matter during his tenure, he has always made recommendations in his role at JAPAN POST INSURANCE Co., Ltd., from the standpoint of legal compliance in order to ensure a thorough awareness of compliance.
4. Japan Exchange Group, Inc. (JPX), where Mr. Endo serves as an outside director, received a business improvement order from the Financial Services Agency of Japan (FSA) on November 30, 2020 for an all-day suspension of all trading on the Tokyo Stock Exchange, Inc. (TSE), caused by a failure that occurred on October 1, 2020 in the trading system operated by the TSE, a subsidiary of JPX, which the FSA says substantially undermined the trust of investors and other stakeholders in Japanese financial instruments exchanges. Even prior to this incident, Mr. Endo had been engaged in making appropriate recommendations at meetings of the Board of Directors, regarding how to achieve a high level of stability and reliability in market operation. After the incident occurred, he served as a member of the investigation committee established by JPX, evaluating and making recommendations on issues such as the cause of the system failure, the appropriateness of response before and



after the incident occurred, and measures to prevent recurrence. He also reported to the Board of Directors on the status and results of the committee's investigation.

5. In page 32, notes related to him are also provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts	Number of the Company's shares held
12.	Shinya Katanozaka (July 4, 1955) (Male) <div>For reappointment</div> <div>Independent</div>	<p>April 1979 Joined ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2007 Corporate Executive Officer of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2009 Corporate Executive Officer (joseki shikkoyakuin) of ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 2009 Member of the Board of Directors and Executive Vice President of ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 2011 Executive Vice President (jomu torishimariyaku); Corporate Executive Officer of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2012 Executive Vice President (senmu torishimariyaku); Corporate Executive Officer of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2013 Senior Executive Vice President, Representative Director of ANA HOLDINGS INC.</p> <p>April 2015 President &amp; Chief Executive Officer, Representative Director of ANA HOLDINGS INC. (to present)</p> <p>April 2015 Director of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2017 Chairman of ALL NIPPON AIRWAYS CO., LTD. (to present)</p> <p>June 2020 Director of Tokio Marine Holdings (outside director, to present)</p> <p>(Major concurrent posts) President &amp; Chief Executive Officer, Representative Director of ANA HOLDINGS INC. Chairman of ALL NIPPON AIRWAYS CO., LTD. Vice Chairman of Japan Business Federation (Keidanren)</p>	200 shares

(Summary of roles he is expected to perform as outside director and reason for nomination of candidate for outside director)

Mr. Shinya Katanozaka is a candidate for outside director. As an outside director, he is expected to make recommendations to our Board of Directors and to play a role in exercising an appropriate supervisory function. The reason for proposing him as a candidate is that he has properly fulfilled this expected role based on his insight as a specialist in business management acquired through many years of experience in a management role since he was appointed as a director of the Company

(Independence)

1. Mr. Shinya Katanozaka satisfies the requirements for “independent director/auditor” as specified by the Tokyo Stock Exchange, Inc.
2. He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members set by the Company, which are provided on page 35 of these reference materials.
3. He concurrently serves as President & Chief Executive Officer, Representative Director of ANA HOLDINGS INC., which holds shares of the Company and Tokio Marine & Nichido, a subsidiary of the Company, holds shares of ANA HOLDINGS INC. However the ratio of each of these shares to the total number of issued shares is less than 1%.
4. He concurrently serves as President & Chief Executive Officer, Representative Director of ANA HOLDINGS INC., which has no business transactions with the Company. Insurance subsidiaries of the Company conduct insurance-related transactions with ANA HOLDINGS INC.; however, these transactions constitute less than 1% of its consolidated net sales and the Company’s consolidated ordinary income (which corresponds to consolidated net sales), respectively.

(Major activities)

1. Mr. Shinya Katanozaka attended 8 of the 9 board of directors’ meetings held during fiscal year 2020 after assuming the position of director.
2. He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors’ meetings, based on his insight as a specialist in business management acquired through many years of experience in a management role. In addition, as a member of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors, etc.

Notes: 1. Mr. Shinya Katanozaka will have served as an outside director for 1 year at the close of this Meeting.

2. All Nippon Airways Co., Ltd., where he serves as Chairman, had an inappropriate situation reoccur when on November 7, 2019, despite having previously received administrative guidance due to inappropriate situations concerning alcohol consumption among its flight crew, there was an incident in which a captain had drunk alcohol resulting in interference with his flight duties. On May 1, 2020, All Nippon Airways Co., Ltd. received an administrative order from the Ministry of Land, Infrastructure, Transport and Tourism to improve its business, based on a finding of impediments to transportation safety, convenient service for users, and other public interests. Regarding the inappropriate situation, Mr. Katanozaka has been developing initiatives for the reform of group employees’ mindset and reinforcement and support of self-management of group employees, such as implementation of education programs on alcohol and counselling, in addition to making flight rules more stringent and strengthening alcohol testing systems, etc. After recognizing the facts of the case, he has been promoting initiatives to ensure more thorough compliance, such as instilling and thoroughly implementing existing measures, as well as instructing on the

development of further measures to prevent reoccurrence of these issues.

3. In page 32, notes related to him are also provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts			Number of the Company’s shares held
13.	Emi Osono (August 8, 1965) (Female) <div>For new appointment Independent</div>	April	1988	Joined The Sumitomo Bank, Limited	1,400 shares
		April	1998	Visiting Professor (full-time), Waseda Institute of Asia-Pacific Studies	
		April	2000	Full-time lecturer, School of International Corporate Strategy, Hitotsubashi University Business School	
		Oct.	2002	Assistant Professor, School of International Corporate Strategy, Hitotsubashi University Business School	
		April	2010	Professor, School of International Corporate Strategy, Hitotsubashi University Business School	
		June	2017	Outside Audit & Supervisory Board Member, Tokio Marine & Nichido (to present)	
		April	2018	Professor, School of Business Administration, Hitotsubashi University Business School (to present)	
		(Major concurrent posts) Professor, School of Business Administration, Hitotsubashi University Business School			

(Summary of roles she is expected to perform as outside director and reason for nomination of candidate for outside director)

Ms. Emi Osono is a candidate for outside director. As an outside director, she is expected to make recommendations to our Board of Directors and to play a role in exercising an appropriate supervisory function. The reason for proposing her as a candidate is based on her insight into corporate management, acquired through many years of research into corporate strategy, etc. we determined that she would be able to properly fulfill this expected roll. While she has not been involved in business management other than as an outside director or an outside audit & supervisory board member, we believe that for the reasons described above, she will effectively perform her duties as an outside director of the Company.

(Independence)

1. Ms. Emi Osono satisfies the requirements for “independent director/auditor” as specified by the Tokyo Stock Exchange, Inc.

2. She fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members set by the Company, which are provided on page 35 of these reference materials.
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- Notes: 1. Ms. Emi Osono currently serves as an outside audit & supervisory board member of Tokio Marine & Nichido, a subsidiary of the Company. She is expected to resign from her position at the close of the ordinary general meeting of shareholders of Tokio Marine & Nichido scheduled for June 2021. She had also served as an outside director of Nisshin Fire & Marine, a subsidiary of the Company (which became a subsidiary in September 2006), from June 2004 to June 2010.
2. In page 32, notes related to her are also provided as "Notes common to multiple candidates."

No.	Name (Date of birth) (Gender)	Brief personal history, position, responsibilities and major concurrent posts		Number of the Company's shares held
14.	Yoichi Moriwaki (September 11, 1965) (Male) <div>For new appointment</div>	April	1988	Joined Tokio Marine
		April	2018	Executive Officer and General Manager of Corporate Accounting Dept. of Tokio Marine Holdings
		April	2018	Executive Officer and General Manager of Corporate Accounting Dept. of Tokio Marine & Nichido
		March	2020	Resigned from position as Executive Officer and General Manager of Corporate Accounting Dept. of Tokio Marine & Nichido
		April	2020	Managing Executive Officer of Tokio Marine Holdings (to present)
		(Responsibilities)		
		Group CSSO (Group Chief Strategy and Synergy Officer)		
		Group CSUO (Group Chief Sustainability Officer)		

(Reason for nomination of candidate for director)

The reason for proposing Mr. Yoichi Moriwaki as a candidate for director is that he is expected to fulfill his role adequately in deciding important matters regarding business execution and in supervising the execution of duties by other directors as a member of the Board, based on his wealth of experience and results he has achieved since joining Tokio Marine. This includes his engagement with respect to IT planning, human resources, accounting, and his current role as head of business strategy and synergy, and sustainability of the Group as Managing Executive Officer of the Company.

Note: In page 32, notes related to Mr. Yoichi Moriwaki are provided as "Notes common to multiple candidates."

Notes common to multiple candidates

1. There are no special relationships of interest between the Company and each candidate.
2. In accordance with the provisions of Article 427, paragraph 1 of the Companies Act of Japan, the Company has entered into agreements with Mr. Akio Mimura, Ms. Masako Egawa, Mr. Takashi Mitachi, Mr. Nobuhiro Endo and Mr. Shinya Katanozaka to limit their liability provided for in Article 423, paragraph 1 of the Companies Act of Japan. The limitation of liability under the agreements shall be the higher of either 10 million yen or the amount provided in Article 425, paragraph 1 of the Companies Act of Japan. The Company intends to maintain these agreements with the candidates if they are elected as proposed. In addition, the Company intends to enter into a liability limitation agreement with the same content as above with Ms. Emi Osono if she is elected as proposed.
3. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, paragraph 1 of the Companies Act of Japan with an insurance company, which insures the directors, audit & supervisory board members and executive officers of the Company and 17 subsidiaries within Japan. The contract covers damages and defense costs that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. The Company intends to renew this contract.



## (Reference) Skills of Directors and Audit &amp; Supervisory Board Members after this meeting (expected)

Name	Gender	Position and major responsibilities after this meeting (expected)		Skills and experiences								
				Corporate Management	Finance & Economy	Accounting	Legal & Compliance	Human Resource	Governance & Risk Management	Technology	Internationality	Insurance Business
Tsuyoshi Nagano	Male	Chairman of the Board		✓	✓						✓	✓
Satoru Komiya	Male	President & Chief Executive Officer	Group CEO (Group Chief Executive Officer) Group CCO (Group Chief Culture Officer)	✓	✓			✓			✓	✓
Takayuki Yuasa	Male	Executive Vice President	Group CFO (Group Chief Financial Officer)	✓	✓	✓	✓		✓			✓
Akira Harashina	Male	Senior Managing Director	Head of International Business Co-Head of International Business	✓							✓	✓
Kenji Okada	Male	Managing Director	Group CLCO (Group Chief Legal and Compliance Officer) Group CRO (Group Chief Risk Officer)		✓	✓			✓		✓	✓
Yoshinari Endo	Male	Managing Director	Group CIO (Group Chief Investment Officer)		✓	✓					✓	✓
Yoichi Moriwaki	Male	Managing Director	Group CSSO (Group Chief Strategy and Synergy Officer) Group CSUO (Group Chief Sustainability Officer)		✓	✓		✓		✓		✓
Shinichi Hirose	Male	Director		✓	✓			✓				✓
Akio Mimura	Male	Outside Director		✓	✓				✓		✓	
Masako Egawa	Female	Outside Director		✓	✓	✓			✓		✓	
Takashi Mitachi	Male	Outside Director		✓	✓	✓			✓	✓	✓	
Nobuhiro Endo	Male	Outside Director		✓	✓					✓	✓	
Shinya Katanozaka	Male	Outside Director		✓	✓			✓	✓		✓	
Emi Osono	Female	Outside Director		✓	✓	✓			✓		✓	
Shozo Mori	Male	Audit & Supervisory Board Member(full-time)							✓			✓
Hirokazu Fujita	Male	Audit & Supervisory Board Member(full-time)			✓	✓			✓		✓	✓
Akinari Horii	Male	Outside Audit & Supervisory Board Member			✓	✓			✓		✓	
Akihiro Wani	Male	Outside Audit & Supervisory Board Member			✓	✓	✓		✓		✓	
Nana Otsuki	Female	Outside Audit & Supervisory Board Member			✓	✓			✓		✓	

### **The Company's View Regarding the Skills of Directors and Audit & Supervisory Board Members**

1. The Tokio Marine Group conducts its businesses on a global scale as an insurance group. In this context, the Company has established sound and highly transparent corporate governance and internal control systems, and appropriately governs its group companies, as an insurance holding company which oversees the group.
2. The Board of Directors of the Company, which is a company with an Audit & Supervisory Board, not only decides on important matters of business execution, but also oversees the execution of duties by Directors. In order for the Board of Directors to fulfill its role appropriately, it is necessary for the Board as a whole to possess the necessary skills, based on factors such as the nature of Tokio Marine Group's businesses, its business development, governance structure, etc. Moreover, the necessary skills will change with the business environment.
3. In order to decide on and oversee important matters of its business execution of the Company, it is first necessary to gain a deep understanding of its businesses - in other words, to be closely familiar with "Insurance Business."  
In addition, skills in the fields of "Finance & Economy," "Accounting," "Legal & Compliance," "Human Resource," "Governance & Risk Management" form the basis for judgment on all matters. Moreover, with the tremendous technological innovation in recent years, and the increasingly vital part played by "Technology" in business transformation, the importance of skills in this field are becoming ever more important.  
Furthermore, skills including "Internationality" and "Corporate Management" are expected, especially of Outside Directors. This is because an awareness of the global environment and insight into corporate management are extremely useful for the Tokio Marine Group, which conducts its businesses on a global scale.
4. Regarding Audit & Supervisory Board Members, the Audit & Supervisory Board should also be composed of Members collectively possessing the skills required of the Board of Directors above, in order to appropriately audit the execution of duties by Directors. Among these, "Accounting" are designated as particularly important skills.
5. The table on the previous page shows the Directors and Audit & Supervisory Board Members (expected) after this meeting, and the skills they possess. The Company considers that, collectively, they possess the necessary skills.

## Reference

### Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members **Exhibit**

#### (Article 18 of Tokio Marine Holdings Fundamental Corporate Governance Policy)

Outside Directors and Outside Audit & Supervisory Board Members of the Company are judged to be independent from the Company if they do not fall within any of the following categories:

- (i) an executive of the Company or a subsidiary or affiliate of the Company;
- (ii) a person who has been an executive of the Company or a subsidiary or an affiliate of the Company in the past ten years;
- (iii) a party whose major client or supplier is the Company or a principal business subsidiary of the Company (a party whose transactions with the Company or a principal business subsidiary of the Company in the most recent fiscal year amount to 2% or more of its consolidated net sales), or an executive thereof;
- (iv) a party who is a major client or supplier of the Company or a principal business subsidiary of the Company (a party whose transactions with the Company or a principal business subsidiary of the Company in the most recent fiscal year amount to 2% or more of consolidated ordinary income of the Company), or an executive thereof;
- (v) a financial institution or other major creditor which the Company or a principal business subsidiary of the Company relies on to the extent that it is an indispensable funding source that cannot be replaced, or an executive thereof;
- (vi) an executive of a corporation or an association or any other organization that receives donations from the Company or a principal business subsidiary of the Company in excess of a certain amount in the most recent fiscal year (10 million yen or 2% of the total revenue of such organization in the most recent fiscal year, whichever is larger);
- (vii) a spouse or relative within the third degree of kinship of a Director, Audit & Supervisory Board Member, or Executive Officer of the Company or a subsidiary or an affiliate of the Company;
- (viii) a consultant, accountant, lawyer, or other specialist who receives compensation from the Company or a principal business subsidiary of the Company other than compensation for Directors, Audit & Supervisory Board Members and Executive Officers of the Company or a principal business subsidiary of the Company in excess of a certain amount in the most recent fiscal year (10 million yen or 2% of the total revenue of a corporation or association or any other organization to which such specialist belongs in the most recent fiscal year, whichever is larger); or
- (ix) a party who holds 10% or more of the voting rights of all shareholders of the Company at the end of the most recent fiscal year, or an executive thereof.

### **Item 3. Change in Remuneration, etc. for Directors**

#### **1. Reason for the proposal**

A total amount of remuneration, etc. for Directors of the Company not exceeding 75 million yen per month (including no more than 7.5 million yen for Outside Directors), and separately from this total monthly amount, a total amount of remuneration, etc. relating to share acquisition rights allotted to Directors as share compensation-type share options not exceeding 210 million yen per year (including no more than 21 million yen for Outside Directors) was approved at the 17th Ordinary General Meeting of Shareholders held on June 24, 2019. In addition, a maximum of 500 share acquisition rights for allotment (including no more than 50 for Outside Directors) that may be granted upon the exercise of the share options allotted to directors within one year from the date of the ordinary general meeting of shareholders for each fiscal year was approved at the 13th Ordinary General Meeting of Shareholders held on June 29, 2015, and these limits still stand.

In Item 2, the Company proposes the election of 14 Directors, including increase of the number of Outside Directors for the purpose of strengthening the function of the Board of Directors. If this proposal is approved and passed as proposed, then the Company will have 6 Outside Directors, 2 more than the 4 Outside Directors in office at the conclusion of the 17th Ordinary General Meeting of Shareholders held on June 24, 2019, when the current amount of remuneration, etc. for Directors was approved. The Company therefore proposes to amend the portion of Directors' remuneration, etc. allocated to Outside Directors, as shown in "2. Contents of the proposal" "(1) Amount of remuneration, etc. for Directors" below.

From July 2021, the Company proposes to introduce a new share compensation plan (hereinafter referred to as "the Plan") for Directors, as set forth in "2. Contents of the proposal" "(2) Share delivery trust," to replace the current system of share compensation-type share options, with the aim of encouraging Directors to fulfill their accountability responsibilities through sharing the returns from share price movements with shareholders, and to enable the stable and efficient management of the compensation system.

The contents of this proposal have undergone deliberation by the Compensation Committee, which is composed of 6 members, 5 of whom are Outside Directors (the Compensation Committee is also chaired by an Outside Director), in conjunction with the "Policy on determination of remuneration for Directors and Audit & Supervisory Board Members" described in page 63 and it is considered reasonable in light of the remuneration structure, the purpose of introducing each remuneration, and the level of remuneration for directors as stipulated in the said policy.

Subject to the approval and passage of this item in accordance with the original proposal, no new allotment shall be made for share acquisition rights as share compensation-type share options. The Company will, as a transitional measure, extinguish the share acquisition rights as share compensation-type share options allocated to the Directors who are in office at the conclusion of the Ordinary General Meeting of Shareholders (including those granted as consideration for the execution of duties by the executive officers of the Company) under certain conditions, and grant points equivalent to the target number of shares under the Plan.

Provided, however, that in the event such director loses the position of either director, audit & supervisory board member, or executive officer (hereinafter referred to as "resignation" in this item) by the time the Plan commences, such director may exercise the share acquisition rights as share compensation-type share options already allotted to him/her, on or after the day following the date of resignation, and the Company shall not grant him/her any points under the Plan.

## 2. Contents of the proposal

### (1) Amount of remuneration, etc. for Directors

The Company proposes that the total amount of remuneration, etc. for Directors of the Company shall continue to be no more than 75 million yen per month and that, of this amount, the total amount for Outside Directors shall be no more than 10 million yen per month.

### (2) Share delivery trust

It is proposed that the detail of the Plan be as described below.

#### 1) Overview of the Plan

The Plan is a share compensation plan wherein the value of compensation contributed by the Company is used to acquire shares of the Company through a trust, and Directors receive, through delivery or payment (hereinafter "delivery, etc."), shares of the Company and cash equivalent to the realizable disposal value of shares of the Company (hereinafter "the Company's shares, etc.").

a. Persons eligible for the delivery, etc. of the Company's shares, etc. under the Plan	<ul style="list-style-type: none"> <li>Directors of the Company [Reference] The Company also intends to introduce a similar share compensation plan for Executive Officers of the Company, and Directors and Executive Officers of its subsidiaries Tokio Marine &amp; Nichido Fire Insurance Co., Ltd., Nisshin Fire &amp; Marine Insurance Co., Ltd., and Tokio Marine &amp; Nichido Life Insurance Co., Ltd.</li> </ul>
b. Maximum amount of money to be contributed by the Company for each (3 years) Plan Period	<ul style="list-style-type: none"> <li>630 million yen (including 84 million yen for Outside Directors)</li> </ul>
c. Maximum number of the Company's shares, etc. per fiscal year *1 point = 1 share of the Company	<ul style="list-style-type: none"> <li>50,000 points (including 6,500 points for Outside Directors) [Reference] The number of shares corresponding 50,000 points is equivalent to approximately 0.007% of the total number of issued shares (after deducting treasury stock, as of March 31, 2021)</li> </ul>
d. Method used to acquire the Company's share	<ul style="list-style-type: none"> <li>It is planned to acquire through market transactions or from the Company (through the disposal of treasury share)</li> </ul>
e. Method used to calculate the number of the Company's shares, etc.	<ul style="list-style-type: none"> <li>Predetermined in accordance with rank and other factors [Reference] The number of points awarded will not fluctuate due to performance, etc.</li> </ul>

f. Timing of the delivery, etc. of the Company's shares, etc.	• After resignation
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(Note) This fiscal year, as a transitional measure for the transition from share compensation-type share options, the Company shall contribute a maximum of 900 million yen (including 100 million yen for Outside Directors) in money, and award a maximum of 130,000 points (including 14,000 points for Outside Directors), in addition to the amounts presented in the table above. Shares equivalent to these 130,000 points are equivalent to approximately 0.019% of the total number of issued shares (after deducting treasury share, as of March 31, 2021).

## 2) Maximum amount of money to be contributed by the Company

The period of the Plan shall be 3 years (hereinafter the “Initial Plan Period”) commencing from July 2021, and every 3-year period commencing from the expiration of the Initial Plan Period (hereinafter, together with the Initial Plan Period, the “Plan Period”) . For each Plan Period, the Company shall establish a trust (hereinafter “the Trust”) with a trust period of 3 years or shall revise the trust contract and make additional entrustment in order to continue the Trust. Directors who satisfy certain requirements (hereinafter the “Beneficiary Requirements”) shall be the beneficiaries of the Trust. The Company shall contribute a maximum amount of 630 million yen (including 84 million yen for Outside Directors) in money for each Plan Period. In addition to the above-stated amount of money, for the Initial Plan Period, the Company shall contribute a maximum of 900 million yen (including 100 million yen for Outside Directors) in money, as a transitional measure for the transition from share compensation-type share options.

Under the Plan, shares of the Company shall be acquired through market transactions or from the Company (through the disposal of treasury share), using money contributed to the Trust, in accordance with the directions of the trust administrator (a third-party CPA with no special relationships of interest with the Company). During the Plan Period, the Company shall award points to Directors as set forth in 3) below, and the Trust shall complete the delivery, etc. of a corresponding number or amount of the Company’s shares, etc.

## 3) Calculation method and maximum number of the Company's shares, etc. to be issued to Directors

The number of the Company’s shares, etc. for delivery, etc. to a Director shall be determined based on the number of points awarded to the Director each year during the Plan Period. Each Director shall be awarded a number of points at a certain time each year, determined in accordance with rank, etc. After the Director’s resignation, the Director will receive delivery, etc. of a number or amount of the Company’s shares, etc. corresponding to the aggregate number of points that the Director was awarded during his or her term of office. Each point shall correspond to 1 share of the Company’s stock. Amounts less than 1 point shall be discarded. However, in the event of a share split, a gratis allotment of the Company’s common shares, or stock consolidation during the trust period, the Company shall adjust the number of shares corresponding to each point in accordance with the relevant ratio, etc.

The maximum total number of points to be awarded to Directors each fiscal year shall be 50,000 points (including 6,500 points for Outside Directors). The maximum total number of points has been determined based on the maximum amount of money in 2) above, with reference to the Company’s stock price level. However, this fiscal year, as a transitional measure for the transition from share compensation-type share options due to the

introduction of the Plan, the Company shall award a maximum of 130,000 additional points (including 14,000 points for Outside Directors).

#### 4) Timing of the delivery, etc. of the Company's shares, etc. to Directors

In the event of the resignation (this does not include death) of a Director who satisfies the Beneficiary Requirements, the said Director may, through the completion of the designated beneficiary interest settlement procedures, receive delivery of the number of shares of the Company's stock corresponding to a certain proportion of the number of aggregate points held by the Director (the number of shares shall be rounded down to the nearest number of whole trading units). The number of shares of the Company's stock corresponding to remaining aggregate points shall be converted to cash within the Trust, and the Director shall receive payment of an equivalent amount of money from the Trust. In the event of the death of a Director during the trust period, a number of shares of the Company's stock corresponding to the number of aggregate points calculated after the Director's death shall be converted to cash within the Trust, and the Director's heir shall receive payment of an equivalent amount of money from the Trust.

#### 5) Voting rights associated with shares of the Company held in the Trust

Voting rights associated with shares of the Company held in the Trust (shares of the Company awaiting delivery, etc. to Directors) shall not be exercised for the duration of the trust period, in order to ensure neutrality with respect to the Company's management.

#### 6) Treatment of dividends for shares of the Company held in the Trust

Dividends pertaining to shares of the Company held within the Trust shall be received by the Trust, and shall be allocated to fund the acquisition of shares of the Company and the trust fees of the Trust.

#### 7) Other contents of the Plan

Other contents of the Plan shall be determined by the Board of Directors.

### 3. Number of Directors

There are presently 13 Directors of the Company (including 5 Outside Directors). If Item 2 is approved as proposed, then there will be 14 Directors of the Company (including 6 Outside Directors).

Reference: Comparison of remuneration, etc. for Directors by resolution of General Meeting of Shareholders

	After this General Meeting of Shareholders (expected)		Current amounts, etc.	
	Content of remuneration, etc.	Number of eligible Directors	Content of remuneration, etc.	Number of eligible Directors
Total monthly amount	Up to 75 million yen (Up to 10 million yen)	14 (6)	Up to 75 million yen (Up to 7.5 million yen)	12 (4)
Share compensation	Share delivery trust		Share compensation-type share options	

Total amount	Up to 630 million yen per 3 years (Up to 84 million yen per 3 years)	14 (6)	Up to 210 million yen per year (Up to 21 million yen per year)	12 (4)
Maximum of total numbers	50,000 points per year (6,500 points per year)	14 (6)	500 per year (50 per year)	10 (3)

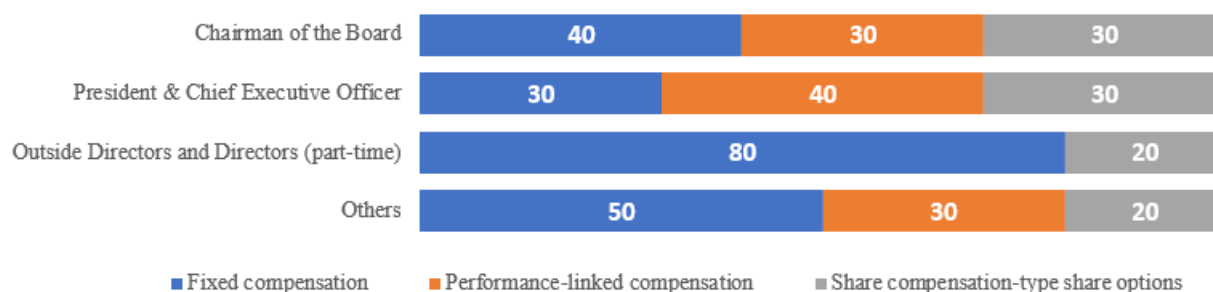
(Notes)

1. The number of eligible Directors shown in “Current amounts, etc.” is the number at the close of the general meeting of shareholders at which the content of remuneration, etc. was approved.
2. The bracketed texts set forth the content of remunerations, etc. for Outside Director and the number of eligible Directors who are Outside Director.
3. In the share delivery trust, the number of the Company’s share per point is 1 share. The number of the Company’s shares per share acquisition right is 100 shares for share compensation-type share options. Accordingly, the maximum of total number of share compensations, in terms of the corresponding number of the Company’s shares, would be 50,000 shares per year in both cases.

Reference: Matters concerning remuneration, etc. for Directors from July 2021 onwards (expected)

Matters relating to remuneration, etc. for Directors from July 2021 onwards should be as set forth below, based on “Policy on determination of remuneration for Directors and Audit & Supervisory Board Members” in page 62.

#### 1. Composition of the remuneration, etc.



#### 2. Performance-linked compensation

The Company will introduce performance-linked compensation to strengthen the incentives improvement of corporate value. This compensation is linked to “individual targets” and “company targets,” and paid in cash as consideration for the achievement of these targets (varying on a scale of 0% to 200% depending on the degree to which the targets are achieved).

- Individual targets

Performance-linked compensation for individual targets is determined at the beginning of the fiscal year, based on the responsibilities of the individual director.

- Company targets



In principle, performance-linked compensation for company targets is determined using the following performance evaluation indicators. Those are the indicators that the Company considers as important management indicators.

Evaluation period	Item	Composition Ratio	Target	Result	Period for payment of the corresponding performance-linked compensation
April 2020 ~ March 2021	Adjusted net income	60%	310.0 billion yen	299.1 billion yen	July 2021 ~ June 2022
	Adjusted ROE	30%	9.4%	8.6%	
	Improvement in expected ROR	10%	100%	91.3%	
April 2021 ~ March 2022	Adjusted net income	60%	424.0 billion yen	-	July 2022 ~ June 2023
	Adjusted ROE	40%	10.8%	-	

- Notes: 1. Adjusted net income and adjusted ROE are management indicators of groupwide performance, as calculated to include certain adjustments to financial accounting indicators, for purposes such as promoting improvements in transparency as viewed from the market perspective.
2. Improvement in expected return on risk (ROR) is an indicator that expresses the year-on-year ratio of improvement in the ROR in the plan for a given fiscal year. This indicator is derived by dividing the ROR in the plan for the current fiscal year by the ROR in the plan for the previous fiscal year, and converting the figure obtained into a percentage. The ROR in the plan for a given fiscal year is set in accordance with the business environment and other factors.
3. Certain changes are made to the indicators used for calculating the performance-linked compensation of Directors responsible for the international insurance business in order to reflect the result of this business.
4. The result for adjusted net income and adjusted ROE were revised downwards, taking into account the difference, etc., between the estimated impact of COVID-19 at the time of setting the targets, and the actual impact of COVID-19.

### 3. Share compensation

The Company will introduce share compensation with a view to encouraging Directors to fulfill their accountability responsibilities through sharing the returns from share price movements with shareholders. From the perspective of stable and efficient management of the compensation system, a share delivery trust will be utilized to deliver the Company's shares, etc.

### 4. Method for determining remuneration, etc. for each individual Director

The Board of Directors will determine the Remuneration, etc. of each director, based on the compensation system, level of compensation, evaluation of individual performance (distribution) and company performance determined by the Board of Directors based on the reports from the Compensation Committee (the chairman of the Committee is an outside director and the majority of the Committee members are

outside directors) , within the framework approved by the general meeting of shareholders. The authority for making this determination will not be delegated to any of the directors or other third parties.

[English Translation]

**TOKIO MARINE HOLDINGS, INC.**

**Attachment to the “Notice of Convocation of  
the 19th Ordinary General Meeting of Shareholders”**

**Business Report for Fiscal Year 2020**

(From April 1, 2020 to March 31, 2021)

1. Matters Concerning the Insurance Holding Company

(1) Business Developments and Results for Tokio Marine Group

- During fiscal year 2020, after a significant slowdown due to the spread of coronavirus disease 2019 (COVID-19), the world economy and Japanese economy showed signs of recovery with the resumption of economic activity. However, the situation remained severe due to the renewed spread of COVID-19. Meanwhile, the market environment improved and share prices rose significantly, due to the expansive fiscal and monetary policies implemented by major countries in response to the economic downturn in business conditions.
- The Tokio Marine Group continued its business operations, utilizing a broad range of communication tools in the remote working environment and maintaining close coordination between its offices in each country to fulfill its role as an insurance group, part of the social infrastructure, while preventing the spread of COVID-19 and endeavoring to ensure the safety of the Group's employees.
- This was the final fiscal year of Mid-Term Business Plan “To Be a Good Company 2020,” and the Group actively promoted its business under the aligned group management structure headed by the Group CEO, in which the Group Chief Officers are responsible for each function for the Group.
- As to the consolidated fiscal year end, due to the impact of COVID-19, incurred loss in the overseas insurance business increased and reserves for future claim payment increased in domestic property and casualty insurance business. As a result, net income attributable to owners of the parent was 161.8 billion yen, a decrease of 97.9 billion yen compared to the previous fiscal year.

	Fiscal year 2019 (Yen in billions)	Fiscal year 2020 (this fiscal year) (Yen in billions)	Rate of change (%)
Ordinary income	5,465.4	5,461.1	△0.1
Net premiums written	3,598.3	3,606.5	0.2
Life insurance Premiums	981.9	954.9	△2.7
Ordinary profit	363.9	266.7	△26.7
Net income attributable	259.7	161.8	△37.7

to owners of the parent			
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- Ordinary income and ordinary profit for each business segment are as follows:

(Yen in billions)

Business segment	Ordinary income		Ordinary profit	
	Fiscal year 2019	Fiscal year 2020 (this fiscal year)	Fiscal year 2019	Fiscal year 2020 (this fiscal year)
Domestic property and casualty insurance	2,782.5	2,760.9	179.5	142.8
Domestic life insurance	748.1	775.3	51.8	68.7
Overseas insurance	1,891.2	1,877.8	125.4	44.6
Financial and other	95.6	100.8	7.0	10.1

### Domestic Property and Casualty Insurance Business

Net premiums written: 2,442.0 billion yen      Ordinary profit: 142.8 billion yen

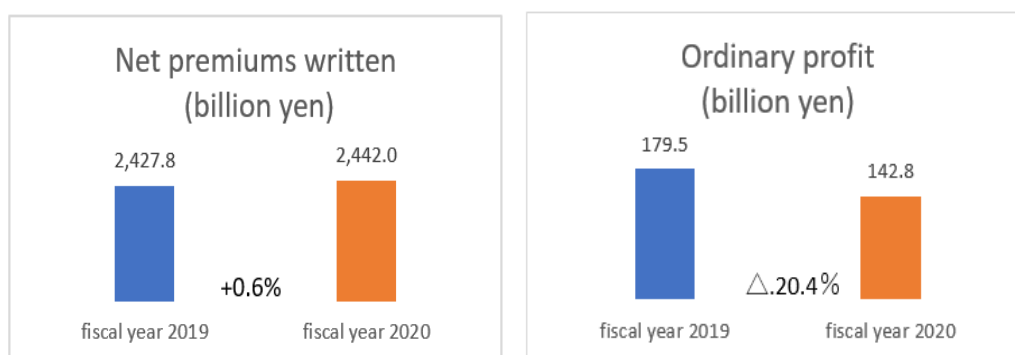
Composition ratio of premiums written: 53.5%

- Tokio Marine & Nichido actively promoted its business, working on priority issues such as enhancement of customer convenience and efficiency of internal operations through use of technologies and improvement of its insurance product portfolio.
- During the fiscal year 2020, natural disasters including Typhoon Haishen (No. 10) and the earthquake off the coast of Fukushima Prefecture caused significant damage across Japan. In this context, we made full use of technology in the payment of insurance claims. By digitalizing the entire claims process, through initiatives such as the use of AI analysis of satellite images to swiftly pinpoint the damaged areas, and systems enabling the remote processing and payment of insurance claims, we endeavored to ensure a prompt response despite the restrictions on direct contact with customers due to the impact of COVID-19.
- For the Drive Agent Personal driving recorder with an integrated communication function, we decided to launch a new type featuring an on-board rear camera, and introduced an SOS transmission function enabling the user to receive advice from an operator in the case of emergency. In addition, we promoted the use of an “accident reenactment system” utilizing AI to recreate the circumstances of accidents from images captured by drive recorders, reducing the burden on customers to explain the circumstances of accidents, and contributing to swift accident response.
- We introduced new products to respond to the new social environment and a large range of customer needs. EQuick Insurance for Earthquakes, a new product that responds to financing needs

immediately after the earthquake, pays the specified insurance claims according to the seismic intensity in a minimum of three days if an earthquake of a certain seismic intensity is observed in the area where the customer resides. We also launched a new product that provides comprehensive coverage for risks associated with offshore wind power generation, a promising source of renewable energy.

- Regarding our “Super Business Insurance,” which comprehensively covers the various business risks faced by small and medium-sized companies, we endeavored to respond to the desire of our customers to prepare for risks resulting from COVID-19, through measures such as the launch of a new rider to cover the risk of shutdowns, etc. should a case of COVID-19 infection be recorded within the business facilities. By accurately grasping changes in the social environment and customer needs, and continuing initiatives such as this, we will increase the composition ratio of insurance products other than automotive insurance, and promote the further diversification of insurance products.

*<Results of Domestic Property and Casualty Insurance Business>*




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**Domestic Life Insurance Business**

Life insurance premiums: 598.8 billion yen

Ordinary profit: 68.7 billion yen

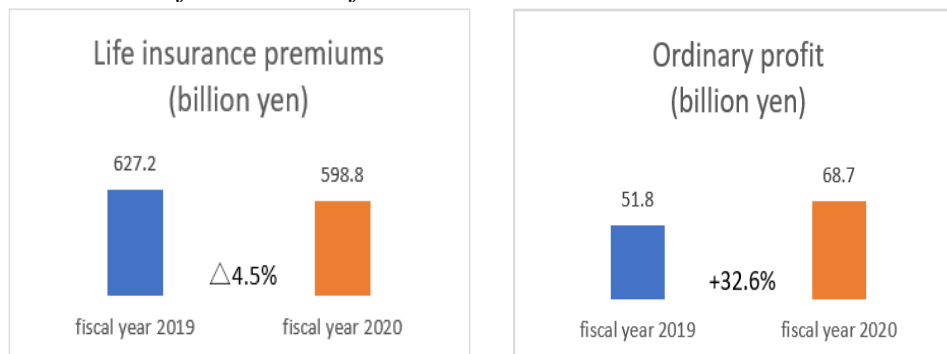
Composition ratio of premiums written: 13.1%

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- Tokio Marine & Nichido Life promotes the “Life Insurance Revolution to Protect One’s Living” initiative, which provides coverage in fields such as inability to work and nursing care, while utilizing the key strength of the Group’s business model, integrating life insurance and property and casualty insurance.
- Our “Medical Kit Yell” medical insurance, which provides easy coverage for those with preexisting conditions or health concerns, is a new product that targets a broader range of customers and achieves more affordable coverage through a radical review of underwriting criteria through the analysis of big data associated with previous policies, etc. Moreover, our “Market Link” installment variable annuities, which responds to customers’ asset accumulation needs, continued to be well received in fiscal year 2020. As a result of these initiatives, the number of policies in force at Tokio Marine & Nichido Life exceeded 6 million as of September 30, 2020.
- We promoted to reduce interest rate risk under the assumption that low interest rates will persist over the long-term. In addition to endeavoring to expand our range of protection-type products with

low interest rate risk, we continued to conduct asset management based on Asset Liability Management (ALM).

<Results of Domestic Life Insurance Business>




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## Overseas Insurance Business

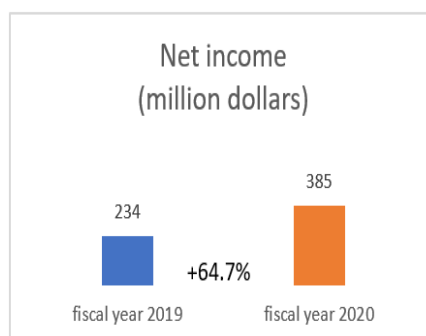
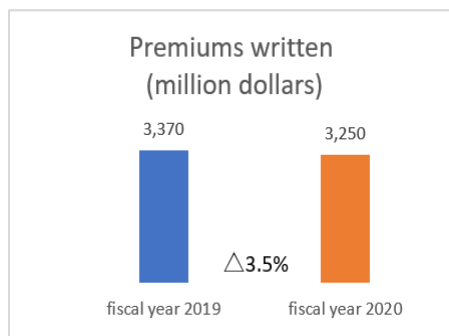
Premiums written: 1,520.6 billion yen      Ordinary profit: 44.6 billion yen

Composition ratio of premiums written: 33.3%

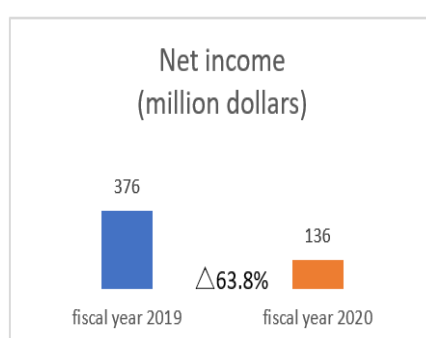
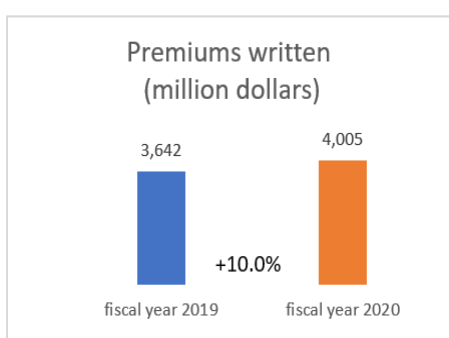
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- The Group has actively expanded business in developed countries and emerging countries in a balanced manner working on both sustainable organic growth and strategic M&As with the aim of achieving global growth and diversified portfolio construction for the entire Group. In addition, by mutual leveraging of the excellent know-how held by Group companies, the Group has continued to implement a wide range of efforts toward the realization of synergies such as increasing premium income, advancing investment management, raising business efficiency and other measures.
- Group companies overseas swiftly transitioned to a remote working structure and continued business amid the rapid, global spread of COVID-19, and the lockdowns implemented in some countries and regions.
- In developed countries, we acquired GCube, a managing general agency in the United Kingdom, specialized in risks related to renewable energy. We aim to use GCube's insights within the Group to boost the spread of renewable energy usage, and further expand Group revenue.
- The work of integrating the U.S. company Pure, which we acquired in February 2020, into the Group also progressed smoothly, and we steadily grew the business. During the widespread wildfires that occurred in California in 2020, we endeavored to provide the high standard of service that is Pure's strength, over and beyond insurance coverage, including the collection and timely transmission of information on the wildfires to customers, and the dispatch of our firefighting unit to the affected areas, to prevent the fire's spread.
- In emerging countries, Tokio Marine Seguradora S.A. in Brazil established a joint venture specializing in insurance for mortgage, together with a major state-owned banking group in Brazil. This business will contribute to a more diverse composition for our insurance product portfolio in Brazil, currently centered on automobile insurance, thus stabilizing the business and expanding profitability.

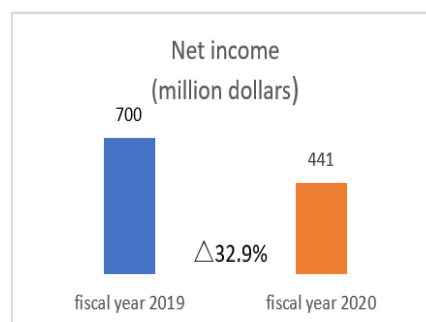
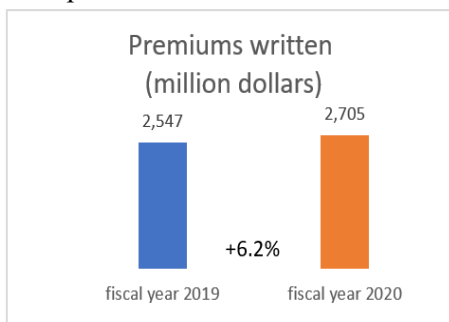
## ■ Philadelphia



## ■ HCC



## ■ Delphi



## Financial and Other Business

Ordinary income: 100.8 billion yen      Ordinary profit: 10.1 billion yen

- The Group developed its financial services steadily with a focus on its asset management business, which offers a stable revenue base. Such business includes the management of pension funds and the management of investment trusts, and has been highly evaluated by customers.
- With respect to other general businesses, the Group continued to engage in temporary staffing services, property management services and other businesses.

## Contributing to a Sustainable Society

- The Tokio Marine Group has long contributed to the development of people's lives and local industries through the provision of safety and security to society by making use of the knowledge and experience it has acquired in the insurance business. We will continue to place sustainability at the core of our management, accelerate various activities, including the insurance business, and work to further resolve social issues. With the aim of becoming a “Good Company” trusted by people and society, we will permanently increase the Group’s social value by undertaking initiatives to resolve social issues and contributing to the creation of a safe, secure, and sustainable future.
- To contribute to resolve the global society issues of climate change as a global insurance group, we are working to provide insurance products and engage in dialogue with client companies. In September 2020, we published our policies on climate change and a summary of the contents of these initiatives.
- In fiscal year 2020, we celebrated our 22nd year of mangrove planting activities in the Asia-Pacific region, in collaboration with tree-planting NGOs, etc. The Tokio Marine Group achieved carbon-neutral status for 7 consecutive years to fiscal year 2019, and we aim to continue this achievement from fiscal year 2020.
- In March 2021, 10 years after the Great East Japan Earthquake, we held “A Decade from the Great East Japan Earthquake: Disaster Prevention and Mitigation for the Future” online. We reviewed with experts the results of our contribution to reconstruction, disaster prevention and disaster mitigation awareness-raising activities, and shared with our employees and agents the roles of those involved in insurance and what should be tackled in the future as a citizen.

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### **Activities by the Group’s Employees**

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- What underpins each of these initiatives is human resources. In this fiscal year, we promoted the global utilization of its human resources, and actively engaged in initiatives to further promote more active participation by female employees. In this way, we will use diversity and inclusion to drive the Group’s growth. We were also selected as a “Health & Productivity Stock” (for the 6th consecutive year), as a result of our promotion of health and productivity management under the Tokio Marine Group Wellness Charter, centered around the Chief Officer responsible for Group health and productivity management.

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### **Issues Facing the Group**

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- The business environment is becoming increasingly uncertain, as medium- and long-term environmental change, including shifting demographics, the advance of technologies such as automatic driving and AI, and climate change, are compounded by changes in people’s modes of behavior and the structure of industry, sparked by the recent spread of COVID-19.
- In this context, the Group embarked on its three-year med-term business plan “Transformation and Challenge to Growth,” beginning in fiscal year 2021. To achieve our long-term vision “to be a global insurance group that delivers sustainable growth by providing safety and security to customers worldwide,” we will actively promote a “2+1 growth strategy,” engaging in initiatives with a dual focus of “new markets x new approaches” to respond accurately to rapidly-changing



customer needs, and “enhance profitability of insurance business” with more efficient operations through the appropriate adjustment of insurance premium rates and the use of digital technology, while investing in our businesses for the next stage of growth.

- In order to further develop our efforts to realize a sustainable society, we have clearly positioned the "future generation" as a stakeholder. At the same time, we have set the "improvement of disaster resilience," "promotion of measures against climate change," "support for healthy and spiritually affluent lives," and "promotion and dissemination of diversity and inclusion" as key medium-to long-term issues, starting with the Purpose of our business. The Sustainability Committee, newly established in fiscal year 2021, will further promote initiatives to resolve these issues, while striving to increase corporate value and grow the Group while circulating business activities and resolving social issues.
- In the domestic property and casualty insurance business, Tokio Marine & Nichido will focus on tasks such as “creation of new markets,” “enhance profitability of insurance business,” and “building a lean business operation.” In addition, we will establish a specialized organization to support customers' efforts to realize carbon neutrality and transition to a carbon-free society through the provision of insurance products and risk consulting, etc. Through these initiatives, Tokio Marine & Nichido aims to be a company that achieves sustainable growth, chosen by customers for resolving social issues, while building a structure to generate stable profits, even in an uncertain business environment.
- In the domestic life insurance business, Tokio Marine & Nichido Life will focus on the 3 domains of seniors, healthcare, and asset formation. By providing unique products to customers through optimal sales channels in each domain, we will contribute to resolving social issues in the 100-year lifespan era.
- In July 2021, we will launch Tokio Marine dR Co., Ltd., a subsidiary that will serve as the core of the Group’s data strategy, with the aim of promoting data strategy to support the growth of these businesses. Tokio Marine dR Co., Ltd. will coordinate with the Group’s insurance companies to develop new insurance products leveraging data in domains such as healthcare, mobility, disaster prevention and mitigation, and accelerate the development and spread of risk solutions, etc. utilizing the Group’s risk analysis capabilities and expertise in detecting indications of accidents and illness, and preventing them from occurring.
- In the overseas insurance business, we will maintain and enhance the profitability of existing businesses, while endeavoring to expand profits sustainably and stably through well-timed, strategic M&As with aim of further diversifying risk exposure. We will also continue to engage in pursuing synergies that leverage the unique abilities of each Group company.
- Regarding asset management, we will continue to strive to strengthen our global asset management approach based on Asset Liability Management (ALM), in collaboration with Group companies in Japan and overseas. In addition, we will endeavor to secure long-term, stable investment income and maintain a sound financial base by diversifying our investment asset as well as risks, while closely monitoring changes in the world economy and financial markets.
- The Group’s basic policy for shareholder returns is to distribute profit by payment of dividends and we will seek to increase dividends through sustained growth and improved profitability.
- Under our management philosophy to place “customer trust at the base of all its activities,” the entire Group will endeavor to achieve further growth as a corporate group, seeking development

characterized by high profitability and sustainability based on a sound and transparent governance structure. We plan on building up a “Good Company” that is trusted widely by customers and the society. We would like to express our sincere appreciation to all shareholders of Tokio Marine Holdings for their continued guidance and support.

- Notes: 1. Throughout this Business Report, all amounts (including numbers of shares) are truncated and all ratios are rounded to one decimal place (hereinafter the same shall apply in the financial statement below).
2. Numbers that appear as ordinary income and ordinary profit for each business segment are shown after adjustments necessary to accurately reflect the actual situation, such as the exclusion of dividend income from group companies, which is recorded in the non-consolidated financial results of each subsidiary. Ordinary income and ordinary profit in our consolidated statement of income are after making adjustments among account items for the total figures for each business segment.
3. “Premiums written” is the total of net premiums written and life insurance premiums.
4. The results of major overseas subsidiaries are shown on a local accounting basis.

## (2) Four Year Summary of Assets and Earnings of the Group and the Insurance Holding Company

### a. The Group's summary of assets and earnings

(Yen in millions)

(Fiscal year)

	2017	2018	2019	2020
Ordinary income	5,399,115	5,476,720	5,465,432	5,461,195
Ordinary profit	344,939	416,330	363,945	266,735
Net income attributable to owners of the parent	284,183	274,579	259,763	161,801
Comprehensive income	500,528	42,871	2,737	465,071
Net assets	3,835,536	3,603,741	3,426,675	3,722,780
Total assets	22,929,935	22,531,402	25,253,966	25,765,368

Note: Major reason for decrease of comprehensive income in this fiscal year was increase of unrealized gains on securities due to fluctuations in share price in Japan.

### b. The Insurance Holding Company's summary of assets and earnings

(Yen in millions, except per share amounts)

(Fiscal year)

	2017	2018	2019	2020
Operating income	227,510	299,837	207,867	189,917
Dividends received	214,446	280,386	183,163	168,245
Insurance subsidiary companies, etc.	211,789	277,624	180,386	164,658
Other subsidiary companies, etc.	2,657	2,762	2,776	3,587
Net income	203,486	278,374	185,892	169,204
Net income per share of common share	274.12 yen	388.30 yen	264.59 yen	242.75 yen
Total assets	2,401,883	2,409,066	2,389,910	2,373,229
Share of insurance subsidiary companies, etc.	2,308,610	2,313,910	2,316,646	2,303,410
Share of other subsidiary companies, etc.	24,910	21,963	19,317	19,246

### (3) The Group's Principal Offices (As of March 31, 2021)

#### a. The Company

	Location	Established as of
Head Office	2-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan	April 2, 2002

Note: The date shown above is the date of incorporation.

#### b. Subsidiary companies, etc.

Business segment	Company name	Office name	Location	Established as of
Domestic property and casualty insurance	Tokio Marine & Nichido	Head Office	2-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan	March 20, 1944
	Nisshin Fire & Marine	Head Office	3, Kandasurugadai 2-chome, Chiyoda-ku, Tokyo, Japan	June 10, 1908
Domestic life insurance	Tokio Marine & Nichido Life	Head Office	2-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan	August 6, 1996
Overseas insurance	Philadelphia Consolidated Holding Corp.	Head Office	Bala Cynwyd, Pennsylvania, U.S.A.	July 6, 1981
	Delphi Financial Group, Inc.	Head Office	Wilmington, Delaware, U.S.A.	May 27, 1987
	HCC Insurance Holdings, Inc.	Head Office	Wilmington, Delaware, U.S.A.	March 27, 1991
	Privilege Underwriters, Inc.	Head Office	Wilmington, Delaware, U.S.A.	January 5, 2006
	Tokio Marine Kiln Group Limited	Head Office	London, U.K.	July 11, 1994
Financial and other	Tokio Marine Asset Management Co., Ltd.	Head Office	8-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan	December 9, 1985

Notes: 1. This table sets forth major subsidiary companies, etc.

2. "Office name" is the name of the principal office.

3. "Location" is the location of the head office.

4. The dates shown above are the date of incorporation.

**(4) The Group's Employees**

Business segment	As of March 31, 2020	As of March 31, 2021	Increase/Decrease
Domestic property and casualty insurance	20,397	20,540	143
Domestic life insurance	2,258	2,244	△ 14
Overseas insurance	15,814	17,811	1,997
Financial and other	2,632	2,662	30
Total	41,101	43,257	2,156

**(5) The Group's Principal Lenders (As of March 31, 2021)**

None.

**(6) The Group's Financing Activities**

None.

**(7) The Group's Capital Investment Activities****a. Total investment in facilities**

Business segment	Amount (Yen in millions)
Domestic property and casualty insurance	62,014
Domestic life insurance	5,021
Overseas insurance	51,724
Financial and other	985
Total	119,746

Notes: 1. "Amount" means the aggregate amount of investment in facilities for this fiscal year.

2. Yen amounts include certain capital expenditures in other currencies which were converted into yen based on exchange rates as of the end of December 2020.

3. From the current fiscal year, the amount of capital investment related to software is included.

**b. New construction of major facilities and other**

None.

**(8) Parent Company and Major Subsidiary Companies, etc. (As of March 31, 2021)****a. Parent company**

None.

**b. Major subsidiary companies, etc.**

Company name	Location	Major business	Date of incorporation	Paid-in capital (Yen in millions)	Ratio of Tokio Marine Holdings' voting rights	Notes
Tokio Marine & Nichido Fire Insurance Co., Ltd.	Tokyo, Japan	Property and casualty insurance	Mar. 20, 1944	101,994	100.0%	-
Nisshin Fire & Marine Insurance Co., Ltd.	Tokyo, Japan	Property and casualty insurance	June 10, 1908	20,389	100.0%	-
E.design Insurance Co., Ltd.	Tokyo, Japan	Property and casualty insurance	Jan. 26, 2009	29,303	95.2%	-
Tokio Marine & Nichido Life Insurance Co., Ltd.	Tokyo, Japan	Life insurance	Aug. 6, 1996	55,000	100.0%	-
Tokio Marine Millea SAST Insurance Co., Ltd.	Yokohama, Japan	Small-amount short-term insurance	Sep. 1, 2003	895	100.0%	-
Tokio Marine Asset Management Co., Ltd.	Tokyo, Japan	Investment management and Investment trusts	Dec. 9, 1985	2,000	100.0%	-
Tokio Marine North America, Inc.	Wilmington, Delaware, U.S.A	Holding company	June 29, 2011	0	100.0% (100.0)	-
Philadelphia Consolidated Holding Corp.	Bala Cynwyd, Pennsylvania, U.S.A.	Holding company	July 6, 1981	0	100.0% (100.0)	-
Delphi Financial Group, Inc.	Wilmington, Delaware, U.S.A.	Holding company	May 27, 1987	0	100.0% (100.0)	-
HCC Insurance Holdings, Inc.	Wilmington, Delaware, U.S.A.	Holding company	Mar. 27, 1991	0	100.0% (100.0)	-
Privilege Underwriters, Inc.	Wilmington, Delaware, U.S.A.	Holding company	Jan 5, 2006	0	100.0% (100.0)	-

Tokio Marine Kiln Group Limited	London, U.K.	Holding company	July 11, 1994	153	100.0% (100.0)	-
Tokio Marine Asia Pte. Ltd.	Singapore, Singapore	Holding company	Mar. 12, 1992	141,936	100.0% (100.0)	-
Tokio Marine Life Insurance Singapore Ltd.	Singapore, Singapore	Life insurance	May 21, 1948	2,961	85.7% (85.7)	-
IFFCO-Tokio General Insurance Co. Ltd.	New Delhi, India	Property and casualty insurance	Sep. 8, 2000	4,148	49.0% (49.0)	-
Tokio Marine Seguradora S.A.	Sao Paulo, Brazil	Property and casualty insurance	June 23, 1937	43,948	98.5% (98.5)	-

Notes: 1. This table sets forth major subsidiary companies, etc.

2. Due to the review of materiality standards, the 18 subsidiaries and others listed in this table for the previous fiscal year are not listed.

3. With regard to the amounts of capital of the company that holds capital in foreign currency, the amounts of capital shown above have been converted to yen based on the currency exchange rate on the closing date of the fiscal year of the Company.

4. Figures in brackets shown under the Company's voting rights reflect the ratio of voting rights indirectly held by the Company.

#### **(9) The Group's Acquisition and Transfer of Business**

None.

#### **(10) Other Important Matters Concerning the Current State of the Group**

None.

## 2.Matters Concerning Directors and Audit & Supervisory Board Members

### (1)Directors and Audit & Supervisory Board Members (As of March 31, 2021)

Name	Position and responsibilities	Major concurrent posts
Tsuyoshi Nagano	Chairman of the Board	Director (Outside Director) of Seiko Holdings Corporation
Satoru Komiya	Representative Director and President & Chief Executive Officer  Group CEO (Group Chief Executive Officer) Group CCO (Group Chief Culture Officer)	Chairman of the Board of Tokio Marine & Nichido
Takayuki Yuasa	Representative Director and Executive Vice President  Group CFO (Group Chief Financial Officer) In charge of Corporate Planning Dept.	Executive Vice President of Tokio Marine & Nichido
Akira Harashima	Representative Director and Senior Managing Director  Head of International Insurance Business Co-Head of International Business In charge of International Business Development Dept. (management of North America except TMHCC and Pure)	Senior Managing Director of Tokio Marine & Nichido
Tadashi Handa	Senior Managing Director  Group CSSO (Group Chief Strategy and Synergy Officer)	Senior Managing Director of Tokio Marine & Nichido
Kenji Okada	Managing Director  Group CLCO (Group Chief Legal and Compliance Officer) Group CRO (Group Chief Risk Officer) In charge of Legal & Compliance Dept., Risk	Managing Director of Tokio Marine & Nichido



	Management Dept. and Internal Audit Dept.	
Yoshinari Endo	Managing Director  Group CIO (Group Chief Investment Officer) In charge of Financial Planning Dept. and Corporate Accounting Dept.	Managing Director of Tokio Marine & Nichido
Shinichi Hirose	Director	President & Chief Executive Officer of Tokio Marine & Nichido Chairman of the General Insurance Association of Japan
Akio Mimura	Director (outside director)	Senior Advisor, Honorary Chairman of Nippon Steel Corporation Director of Japan Post Holdings Co., Ltd. (outside director) Director of Development Bank of Japan Inc. (outside director) Director of Nisshin Seifun Group Inc. (outside director) Chairman of The Japan Chamber of Commerce and Industry Chairman of The Tokyo Chamber of Commerce and Industry
Masako Egawa	Director (outside director)	Professor, Graduate School of Business Administration, Hitotsubashi University Director of MITSUI & CO., LTD. (outside director) Director of Mitsui Fudosan Co., Ltd. (outside director)
Takashi Mitachi	Director (outside director)	Senior Adviser of The Boston Consulting Group Director of Rakuten, Inc. (outside director) Director of DMG Mori Co., Ltd. (outside director)
Nobuhiro Endo	Director (outside director)	Chairman of the Board of NEC Corporation Director of Sumitomo Dainippon Pharma Co., Ltd. (outside director) Director of Japan Exchange Group, Inc. (outside director) Vice Chairman of Japan Association of Corporate Executives
Shinya Katanozaka	Director (outside director)	President & Chief Executive Officer, Representative Director of ANA HOLDINGS INC. Chairman of ALL NIPPON AIRWAYS CO., LTD. Vice Chairman of Japan Business Federation (Keidanren)

Shozo Mori	Audit & Supervisory Board Member (full-time)	-
Hirokazu Fujita	Audit & Supervisory Board Member (full-time)	-
Akinari Horii	Audit & Supervisory Board Member (outside audit & supervisory board member)	Director and Special Advisor of The Canon Institute for Global Studies
Akihiro Wani	Audit & Supervisory Board Member (outside audit & supervisory board member)	Attorney-at-law
Nana Otsuki	Audit & Supervisory Board Member (outside audit & supervisory board member)	Executive Officer and Chief Analyst of Monex, Inc. Professor, Graduate School of Division of Business Administration, Nagoya University of Commerce & Business Director of Credit Saison Co., Ltd. (outside director)
Takashi Ito	Audit & Supervisory Board Member (full-time)	-

- Notes: 1. Outside directors and outside audit & supervisory board members qualify as outside directors and outside company auditors defined by Article 2, paragraph 3, item 5 of the Enforcement Regulations of the Companies Act of Japan (hereinafter the same shall apply in this Business Report).
2. Mr. Akio Mimura, Ms. Masako Egawa, Mr. Takashi Mitachi, Mr. Nobuhiro Endo, Mr. Shinya Katanozaka, Mr. Akinari Horii, Mr. Akihiro Wani and Ms. Nana Otsuki are “independent directors/auditors” as specified by the Tokyo Stock Exchange, Inc.
3. Rakuten, Inc., where Mr. Takashi Mitachi serves as outside director, changed its company name to Rakuten Group, Inc., effective on April 1, 2021.
4. Mr. Hirokazu Fujita has experience as a director in charge of our Financial Planning Department and Corporate Accounting Department and has considerable knowledge of finance and accounting.
5. Mr. Akinari Horii has many years of experience in his roles at the Bank of Japan as an executive or regular employee and has extensive insight regarding finance and accounting matters.
6. Mr. Akihiro Wani has many years of experience in his role as a corporate lawyer acting for financial institutions on legal matters and has extensive insight regarding finance and accounting matters.
7. Ms. Nana Otsuki has many years of experience as an analyst in financial institutions and has extensive insight regarding finance and accounting matters. Also, she was appointed as Expert Director, Chief Analyst of Monex, Inc. on April 1, 2021.
8. Mr. Takashi Ito resigned from his position of Audit & Supervisory Board Member (full-time) on June 29, 2020.

**(2) Remuneration, etc. for Directors and Audit & Supervisory Board Members**

**a. Total amount of remuneration, etc. for Directors and Audit & Supervisory Board Members**

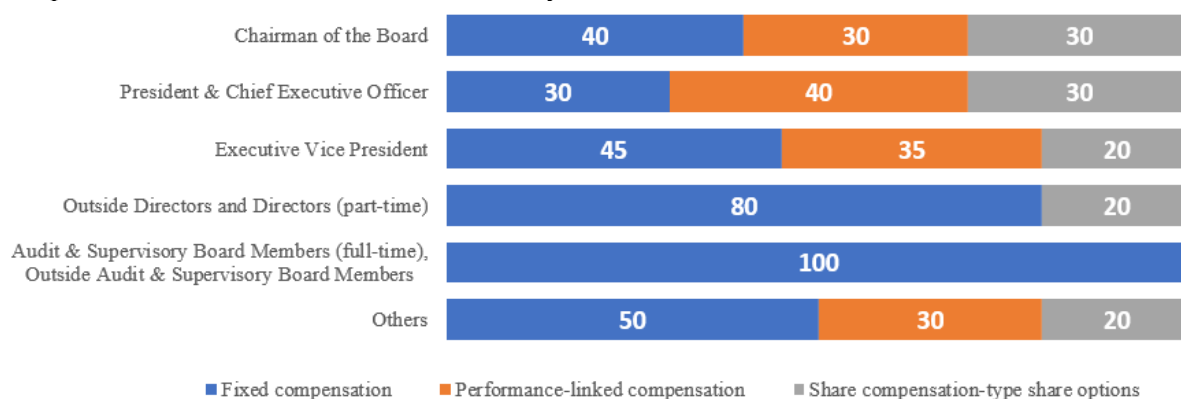
	Total amount of remuneration , etc.	Total amount of remuneration, etc. by type			Number of persons to receive remuneration, etc.
		Fixed compensation	Performance-linked compensation	Share compensation-type share options	
Directors	509 million yen	308 million yen	92 million yen	109 million yen	15 persons
Directors (excluding Outside Directors)	433 million yen	242 million yen	92 million yen	98 million yen	10 persons
Outside Directors	76 million yen	65 million yen	—	10 million yen	5 persons
Audit & Supervisory Board Members	121 million yen	121 million yen	—	—	6 persons
Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members)	72 million yen	72 million yen	—	—	3 persons
Outside Audit & Supervisory Board Members	49 million yen	49 million yen	—	—	3 persons
Total	631 million yen	429 million yen	92 million yen	109 million yen	21 persons

Notes: 1. “Number of persons to receive remuneration, etc.” includes 2 directors who are not outside directors and 1 audit & supervisory board member who is not outside audit & supervisory board member, who resigned from these positions from the close of the 18th ordinary general meeting of shareholders held on June 29, 2020.

2. “Total amount of remuneration, etc.” and “Total amount of remuneration, etc. by type” include the amounts paid to 2 directors and 1 audit & supervisory board member referred to in Note 1 above.

## b. Composition of remuneration, etc.

The composition of remuneration etc. for fiscal year 2020 is as follows.



## c. Performance-linked compensation

The Company has introduced performance-linked compensation to strengthen the incentives for improvement of corporate value. This compensation is linked to “individual targets” and “the company targets”. The results for the previous fiscal year are evaluated, and the performance-linked compensation is paid in cash as consideration reflecting this evaluation (varying on a scale of 0% to 200% depending on the evaluation).

### ● Individual targets

Performance-linked compensation for individual targets is determined at the beginning of the fiscal year, based on the responsibilities of the individual director.

### ● Company targets

In principle, performance-linked compensation for company business targets is determined using the following performance evaluation indicators. Those are the indicators that the Company considers as important management indicators.

Evaluation period	Item	Composition Ratio	Target	Result	Period for payment of the corresponding performance-linked compensation
April 2018 ~ March 2019	Adjusted net income	60%	396.0 billion yen <sup>9</sup>	280.9 billion yen	July 2019 ~ June 2020
	Adjusted ROE	30%	9.6%	7.2%	
	Improvement in expected ROR	10%	100%	105.2%	
April 2019 ~ March 2020	Adjusted net income	60%	400.0 billion yen	286.7 billion yen	July 2020 ~ June 2021

	Adjusted ROE	30%	10.4%	8.2%	
	Improvement in expected ROR	10%	100%	106.4%	

- Notes: 1. Adjusted net income and adjusted ROE are management indicators of groupwide performance, as calculated to include certain adjustments to financial accounting indicators, for purposes such as promoting improvements in transparency as viewed from the market perspective.
2. Improvement in expected return on risk (ROR) is an indicator that expresses the year-on-year ratio of improvement in the ROR in the plan for a given fiscal year. This indicator is derived by dividing the ROR in the plan for the current fiscal year by the ROR in the plan for the previous fiscal year, and converting the figure obtained into a percentage. The ROR in the plan for a given fiscal year is set in accordance with the business environment and other factors.
3. Certain changes are made to the indicators used for calculating the performance-linked compensation of Directors responsible for the international insurance business in order to reflect the result of this business.

#### **d. Share compensation-type share options**

The Company will introduce share compensation with a view to encouraging Directors to fulfill their accountability responsibilities through sharing the returns from share price movements with shareholders. The Company has allotted share acquisition rights as share compensation-type share options. The main contents are as follows.

Allotment of share acquisition rights	Upon allotment of share acquisition rights, the Company plans to grant directors remuneration claims in amounts equal to the amount payable for the share acquisition rights, and the rights to demand payment of payable amounts and the remuneration claims will set off each other.
Class and number of shares to be issued upon exercise of the share acquisition rights	The maximum total number of shares to be issued upon exercise of the share acquisition rights allotted within one year from the date of the ordinary general meeting of shareholders for each fiscal year shall be 50,000 common shares (including 5,000 common shares for outside directors). The number of shares to be issued upon exercise of each share acquisition right shall be 100. If the number of shares constituting one unit is revised, however, the number of shares to be issued upon exercise of each share acquisition right shall be the revised number of shares constituting one unit.
Value of the property to be contributed upon exercise of the share acquisition rights	The value of the property to be contributed upon exercise of each share acquisition right shall be the amount obtained by multiplying the amount payable for any one share issued upon

	exercise of the share acquisition rights, which shall be 1 yen, by the number of shares to be issued upon exercise of each share acquisition right.
Other conditions for the exercise of the share acquisition rights	As a general rule, any individual who has been allotted share acquisition rights may continue to exercise such rights after losing his or her position as a director, audit & supervisory board member or executive officer of the Company, and other conditions for the exercise of the share acquisition rights shall be decided by the Board of Directors of the Company.

**e. Matters concerning resolutions by General Meetings of Shareholders on remuneration, etc. for Directors and Audit & Supervisory Board Members**

Directors and Audit & Supervisory Board Members				
	Content of remuneration, etc.		Date of shareholders meeting approval	Number of eligible persons
Directors	Total monthly amount		Up to 75 million yen (Up to 7.5 million yen)	12 (4)
	Share compensation-type share options	Total amount per year	Up to 210 million yen (Up to 21 million yen)	12 (4)
		Maximum of total number of rights (*4)	500 rights (50 rights)	10 (3)
Audit & Supervisory Board Members	Total monthly amount		Up to 12 million yen	5

Notes: 1. "Number of eligible persons" is the number at the close of the general meeting of shareholders at which the content of remuneration, etc. was approved.

2. The bracketed texts set forth the content of remunerations, etc. for outside directors and the number of eligible persons who are outside directors.

3. The number of shares underlying each share acquisition right is 100 shares.

4. This is the maximum of total number of share acquisition rights that can be allotted to directors within one year from the date of the ordinary general meeting of shareholders for each fiscal year.

**f. Method for determining remuneration, etc. for each individual Director and Audit & Supervisory**

## Board Member

The Board of Directors has determined the compensation system, level of compensation, evaluation of individual performance (distribution) and company performance based on the report from the Compensation Committee (whose chairman is an outside director and the majority of the Committee members are outside directors).

In order to enable agile operation within a framework that ensures transparency, fairness, and objectivity, the Board of Directors delegated to the President & CEO (Satoru Komiya) the authority to specifically determine the remuneration, etc. for each Director, within the framework approved by the general meeting of shareholders and subject to the above-mentioned resolution of the Board of Directors. Note, the Company intends that the remuneration, etc. to be paid from July 2021 onward to each individual director will be determined by the Board of Directors; the authority for making these determinations will not be delegated to any of the directors or other third parties.

The remuneration, etc. for each individual Audit & Supervisory Board Member, was determined within the limits approved by the general meeting of shareholders, through discussions by the Audit & Supervisory Board Members pursuant to Article 387, Paragraph 2 of the Companies Act.

## g. Policy on determination of remuneration for Directors and Audit & Supervisory Board Members

The Board of Directors has determined the policy for determining the content of remuneration, etc. for each individual Director and Audit & Supervisory Board Member as follows, based on the content of the report by the Compensation Committee, an advisory body to the Board of Directors.

The determination of the remuneration, etc. to be paid in and after July 2021 shall be based on the policy below. The Company's basic policy is to ensure "transparency," "fairness," and "objectivity". Regarding also the determination of the remuneration, etc. for the period up to and including June 2021, the Company's basic policy is to ensure "transparency," "fairness," and "objectivity," and since the contents of the remuneration, etc. for each individual Director and Audit & Supervisory Board Member for fiscal year 2020 have also been determined through the procedures described above in "(f) Method for determining remuneration, etc. for each individual Director and Audit & Supervisory Board Member," we conclude that they are in line with the policy for determining remunerations for the fiscal year, which is to ensure transparency, fairness, and objectivity.

### (Policy on determination of remuneration for Directors and Audit & Supervisory Board Members)

1. The Company shall ensure "transparency," "fairness," and "objectivity" when determining compensation for Directors and Audit & Supervisory Board Members.
2. The following structure shall apply to compensation for Directors and Audit & Supervisory Board Members.

Applicable personnel	Fixed compensation	Performance-linked compensation	Share compensation
Directors (Full-Time)	○	○	○
Outside Directors, Directors (Part-Time)	○	—	○
Audit & Supervisory Board Members	○	—	—

\*With respect to the composition ratios of each type of compensation within the base amount of

compensation for Directors, in principle, the higher their positions, the greater the ratios of performance-linked compensation and share compensation.

3. The purpose of each type of compensation is as described below.

Compensation type	Purpose
Performance-linked compensation	Performance-linked compensation reflects the performance of an organization or an individual against the predetermined company and individual targets and is introduced to strengthen individuals' incentives to raise the Company's corporate value.
Share compensation	Share compensation is linked to the Company's share price and is introduced to encourage the recipients to fulfill their accountability to shareholders by sharing returns on the Company's shares with them.

4. The Board of Directors shall set the level of compensation according to the responsibilities of each Director, after setting the standard amount for each position held by Directors taking into consideration factors such as the business performance of the Company and the level of compensation in other companies.
5. Of the different types of compensation for Directors, fixed compensation and performance-linked compensation shall be paid monthly, while share compensation shall be delivered upon resignation.
6. The Board of Directors shall determine the contents of compensation to individual Directors and other important matters concerning compensation to Directors and Audit & Supervisory Board Members. Decisions on any matter requiring consultations with the Compensation Committee shall be made after obtaining opinions of the said Committee.

### (3) Liability Limitation Agreements and Indemnity Agreements

#### a. Liability limitation agreements

Name	Outline of the contract to limit liability
Akio Mimura (outside director) Masako Egawa (outside director) Takashi Mitachi (outside director) Endo Nobihiko (outside director) Shinya Katanozaka (outside director) Akinari Horii (outside audit & supervisory board member) Akihiro Wani (outside audit & supervisory board member) Nana Otsuki (outside audit & supervisory board member)	In accordance with the provisions of Article 427, paragraph 1 of the Companies Act of Japan, the Company has entered into an agreement with the persons listed in this table to limit their liability provided for in Article 423, paragraph 1 of the Companies Act of Japan. The limitation of liability under the agreement is the higher of either 10 million yen or the amount provided in Article 425, paragraph 1 of the Companies Act of Japan.

#### b. Indemnity agreements

None.

### (4) Directors and Officers Liability Insurance

Scope of insured persons	Outline of the contents of directors and officers
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	liability insurance
Directors, Audit & Supervisory Board Members and Executive Officers of the Company and a part of our domestic subsidiaries	The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, paragraph 1 of the Companies Act of Japan with an insurance company. The contract covers damages and defense costs that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. A deductible amount is established under the contract, and insured persons are required to cover damages up to a certain amount.

### 3. Matters Concerning Outside Directors and Outside Audit & Supervisory Board Members

#### (1) Other Posts (As of March 31, 2021)

The other posts of outside directors and outside audit & supervisory board members are as described above in “2. Matters Concerning Directors and Audit & Supervisory Board Members (1) Directors and Audit & Supervisory Board Members”.

Of the entities at which outside directors and outside audit & supervisory board members have other posts, Japan Post Holdings Co., Ltd., where Mr. Akio Mimura serves as outside director, has a subsidiary operating in the life insurance industry. Rakuten, Inc., where Mr. Takashi Mitachi serves as outside director, has subsidiaries operating in the property and casualty insurance industry and the life insurance industry.

The Company also has subsidiaries operating in the property and casualty insurance industry and the life insurance industry, and its business domain overlaps with those of both companies indicated above.

#### (2) Principal Activities

Name	Current term in office	Attendance of board meetings etc.	Major activities including the remarks made at board meetings etc.
Akio Mimura (outside director)	10 years and 9 months	Attended 10 of the 11 board of directors' meetings held during fiscal year 2020.	He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on his insight as a specialist in business management acquired through many years of experience in a management role. In addition, as the chair of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and

			establishment of appropriate compensation system of directors etc.
Masako Egawa (outside director)	5 years and 9 months	Attended all 11 board of directors' meetings held during fiscal year 2020.	She has fulfilled her supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on her insight into corporate management acquired through many years of experience in financial institutions, involvement in academic activities related to corporate governance and experience at The University of Tokyo as an Executive Vice President. In addition, as a member of the Nomination Committee and the Compensation Committee, she has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.
Takashi Mitachi (outside director)	3 year and 9 months	Attended all 11 board of directors' meetings held during fiscal year 2020.	He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on his insight as a specialist in business management acquired through many years of experience in a consulting firm and a management role. In addition, as a member of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.
Nobuhiro Endo (outside director)	1 year and 9 months	Attended all 11 board of directors' meetings held during fiscal year 2020.	He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on his insight as a specialist in business management acquired through many years of experience in a management role. In addition, as a

			member of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.
Shinya Katanozaka (outside director)	9 months	After his appointment as a director, he attended 8 of the 9 board of directors meetings held during fiscal year 2020.	He has fulfilled his supervisory functions by presenting inquiries and remarks at the board of directors' meetings, based on his insight as a specialist in business management acquired through many years of experience in a management role. In addition, as a member of the Nomination Committee and the Compensation Committee, he has also contributed to the fulfillment of supervisory functions through nominations, performance evaluations and establishment of appropriate compensation system of directors etc.
Akinari Horii (outside audit & supervisory board member)	9 years and 9 months	Attended all 11 board of directors' meetings and all 11 audit & supervisory board meetings held during fiscal year 2020.	He has fulfilled his audit functions by presenting inquiries and remarks, based on his insight acquired through many years of experience in his role as an executive or a regular employee of the Bank of Japan.
Akihiro Wani (outside audit & supervisory board member)	6 years and 9 months	Attended all 11 board of directors' meetings and all 11 audit & supervisory board meetings held during fiscal year 2020.	He has fulfilled his audit functions by presenting inquiries and remarks, based on his insight acquired through many years of experience in his role as an attorney-at-law.

Nana Otsuki (outside audit & supervisory board member)	2 year and 9 months	Attended all 11 board of directors' meetings and all 11 audit & supervisory board meetings held during fiscal year 2020.	She has fulfilled her audit functions by presenting inquiries and remarks, based on her insight as a specialist in business management acquired through many years of experience as an analyst in financial institutions.
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- Notes: 1. Current term in office is the length of the term held as of March 31, 2021.  
2. Description in the "Attendance of board meetings etc." and "Major activities including the remarks made at board meetings etc." includes attendance of audit & supervisory board meetings and major activities including the remarks made at audit & supervisory board meetings of outside audit & supervisory board members.  
3. All 11 board of directors' meetings held during fiscal year 2020 were ordinary meetings. All 11 audit & supervisory board meetings held during fiscal year 2020 were ordinary meetings.

### (3) Remuneration, etc.

	Number of persons to receive remuneration, etc.	Remuneration, etc. received from the insurance holding company (the Company)	Remuneration, etc. received from the parent company, etc. of the insurance holding company (the Company)
Total amount of remuneration, etc.	8 persons	125 million yen	-

### (4) Comments of Outside Directors and Outside Audit & Supervisory Board Members

No comments with regard to (1) to (3) above.

## 4. Matters Concerning Common Shares

### (1) Number of Shares (As of March 31, 2021)

Total number of shares authorized to be issued: 3,300,000 thousand shares

Total number of the issued shares: 697,500 thousand shares (including 4,226 thousand treasury shares)

### (2) Total Number of Shareholders (As of March 31, 2021)

102,097

(Composition ratio by type of shareholders)

Financial institutions:	40.8%
Financial instruments firms:	6.2%
Other domestic companies:	6.5%
Foreign companies:	32.8%
Individuals and others:	13.0%
Treasury shares:	0.6%

### (3) Major Shareholders (As of March 31, 2021)

Shareholders	Capital contribution to the Company	
	Number of shares held	Ratio of shares held
	thousand shares	%
The Master Trust Bank of Japan, Ltd. (Trust Account)	72,177	10.4
Custody Bank of Japan, Ltd. (Trust Account)	47,842	6.9
Meiji Yasuda Life Insurance Company	14,990	2.2
Barclays Securities Japan Limited	12,591	1.8
Custody Bank of Japan, Ltd. (Trust Account 7)	12,081	1.7
SSBTC CLIENT OMNIBUS ACCOUNT	11,355	1.6
State Street Bank West Client - Treaty 505234	10,085	1.5
Custody Bank of Japan, Ltd. (Trust Account 5)	10,024	1.4
Tokai Nichido Employee Stock Ownership Plan	9,962	1.4
The Master Trust Bank of Japan, Ltd. Retirement Benefits Trust Account for Mitsubishi Corporation	9,632	1.4

Notes: 1. 9,632 thousand shares held by The Master Trust Bank of Japan, Ltd. Retirement Benefits Trust Account for Mitsubishi Corporation are assets entrusted by Mitsubishi Corporation for its retirement benefits trust.  
2. The ratio of shares held is calculated after deducting 4,226 thousand treasury shares held by the Company.

### (4) Common Shares Allotted to Directors and Audit and Supervisory Board Members during the Fiscal Year

None.

### 5. Matters Concerning Share Acquisition Rights

The following table sets forth the status and outlines of the share acquisition rights issued by the Company to directors, audit & supervisory board members, and executive officers of Tokio Marine Holdings and its major subsidiaries (collectively, “Company Officers, etc.”) as remuneration for the performance of their respective duties as of March 31, 2021:

	Number of share acquisition rights (as of March 31, 2020)	Class and number of shares underlying share acquisition rights (as of March 31, 2020)	Amount payable at issuance	Amount to be paid upon exercise of share acquisition rights	Exercise period

July 2007 Share Acquisition Rights	3	300 common shares	491,700 yen	1 yen per share	30 years from the allotment of the share acquisition rights
August 2008 Share Acquisition Rights	3	300 common shares	353,300 yen		
July 2009 Share Acquisition Rights	6	600 common shares	237,600 yen		
July 2010 Share Acquisition Rights	14	1,400 common shares	234,400 yen	1 yen per share	30 years from the allotment of the share acquisition rights
July 2011 Share Acquisition Rights	66	6,600 common shares	219,500 yen		
July 2012 Share Acquisition Rights	97	9,700 common Shares	181,900 yen		
July 2013 Share Acquisition Rights	121	12,100 common Shares	332,600 yen		
July 2014 Share Acquisition Rights	261	26,100 common Shares	310,800 yen		
July 2015 Share Acquisition Rights	346	34,600 common Shares	500,800 yen		
July 2016 Share Acquisition Rights	567	56,700 common shares	337,700 yen		
July 2017 Share Acquisition Rights	611	61,100 common shares	455,100 yen		
July 2018 Share Acquisition Rights	879	879,000 common shares	500,700 yen		
July 2019 Share Acquisition Rights	1,253	125,300 common shares	523,700 yen		
July 2020 Share Acquisition Rights	1,435	143,500 common shares	430,300 yen		

- Notes: 1. All share acquisition rights are issued by the Company pursuant to a stock-linked compensation plan.
2. The share acquisition rights set forth in the table above are, pursuant to Article 238, Paragraph 1 and Paragraph 2 of the Companies Act and Article 240 of the same Act, issued to the Company Officers, etc. by set-off against monetary remuneration claims that are consideration for execution of duties at the respective company.
3. Company Officers, etc. that are holders of share acquisition rights may only exercise share acquisition rights after he/she has resigned from his/her position as a director, audit & supervisory board member, or executive officer of the respective entity.

**(1) Share Acquisition Rights held by Directors and Audit & Supervisory Board Members of the Insurance Holding Company as of the End of the Fiscal Year**

	Number of share acquisition rights	Class and number of shares underlying share acquisition rights	Directors (except outside directors)		Outside Directors		Audit & Supervisory Board Members	
			Number of persons holding share acquisition rights	Number of share acquisition rights	Number of persons holding share acquisition rights	Number of share acquisition rights	Number of persons holding share acquisition rights	Number of share acquisition rights
July 2010 Share Acquisition Rights	7	700 common shares	-	-	1 person	7	-	-
July 2011 Share Acquisition Rights	46	4,600 common shares	1 person	39	1 person	7	-	-
July 2012 Share Acquisition Rights	81	8,100 common shares	1 person	55	1 person	9	1 person	17
July 2013 Share Acquisition Rights	57	5,700 common shares	1 person	40	1 person	7	1 person	10
July 2014 Share Acquisition Rights	48	4,800 common shares	1 person	34	1 person	6	1 person	8
July 2015 Share Acquisition Rights	99	9,900 common shares	2 persons	83	2 persons	8	1 person	8
July 2016 Share Acquisition Rights	117	11,700 common shares	2 persons	96	2 persons	12	1 person	9
July 2017 Share Acquisition Rights	106	10,600 common shares	2 persons	78	3 persons	15	1 person	13
July 2018 Share Acquisition Rights	122	12,200 common shares	3 persons	96	3 persons	15	1 person	11
July 2019 Share Acquisition Rights	224	22,400 common shares	6 persons	194	4 persons	20	1 person	10

July 2020 Share Acquisition Rights	246	24,600 common shares	8 persons	221	5 persons	25	-	-
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Note: As of March 31, 2021, the directors and audit & supervisory board members of the Company have been allotted the number of share acquisition rights to settle their monetary remuneration claims accrued as consideration for their service in the respective companies set forth in this table. The directors and audit & supervisory board members of the Company who were also executive officers of the Company or directors or executive officers of the Company's major subsidiaries at the time of the issuance of the share acquisition rights have been allotted the number of share acquisition rights set forth below in their capacity as directors or executive officers of these companies.

The July 2011 Share Acquisition Rights:	6
The July 2014 Share Acquisition Rights:	24
The July 2015 Share Acquisition Rights:	55
The July 2016 Share Acquisition Rights:	20
The July 2017 Share Acquisition Rights:	47
The July 2018 Share Acquisition Rights:	81
The July 2019 Share Acquisition Rights:	105
The July 2020 Share Acquisition Rights:	99

## (2) Share Acquisition Rights Allotted to Employees, etc. during the Fiscal Year

	Number of share acquisition rights	Class and number of shares underlying share acquisition rights	Employees		Directors and employees of subsidiaries	
			Number of persons allotted share acquisition rights	Number of share acquisition rights	Number of persons allotted share acquisition rights	Number of share acquisition rights
July 2020 Share Acquisition Rights	1,090	109,000 common shares	12 persons	200	63 persons	890

Note: The number of employees' share acquisition rights described in the above table includes the number of share acquisition rights allotted to the employees of the Company who were also directors or executive officers of the Company's major subsidiaries at the time of the issuance of such share acquisition rights to settle their monetary remuneration claims accrued as consideration for their service in the respective companies. "Employees" in the above table are executive officers who are not directors of the Company.

## 6. Matters Concerning the Independent Auditor

### (1) Independent Auditor

Name	Remuneration, etc. for fiscal year 2020	Other matters
PricewaterhouseCoopers Aarata LLC Designated Limited Liability Partners:  Masahiko Nara Takaki Suzuki	147 million yen	Non-audit services (i.e., services other than those stipulated in Article 2, paragraph 1 of the Certified Public Accountants Law) provided to the Company by the independent auditor for a fee: accounting advisory service related



Yuko Harada		to International Financial Reporting Standards (IFRS), etc.
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Notes: 1. The Audit & Supervisory Board of the Company has conducted necessary verification on the properness of the auditor's audit plan, the performance of the audit and the grounds for the auditor's estimate of remuneration, etc. and has consented to the amount of the auditor's remuneration, etc. as set forth in paragraph 1, Article 399 of Companies Act of Japan.

2. The audit engagement letter entered into between the Company and the independent auditor does not clearly distinguish between the remuneration, etc. for audit services required by the Companies Act of Japan and the remuneration, etc. for a part of audit services required by the Financial Instruments and Exchange Act of Japan for these services are practically inseparable.

3. The total amount of cash and other financial benefits payable to the independent auditor by the Company and its subsidiaries is 963 million yen.

## **(2) Liability Limitation Agreements and Indemnity Agreements**

None.

## **(3) Other Matters Concerning the Independent Auditor**

### **a. Policy regarding dismissals or decisions not to reappoint an independent auditor**

The Company has adopted a policy regarding decisions on dismissing or not reappointing an independent auditor as described below.

The Audit & Supervisory Board shall dismiss an independent auditor if the independent auditor is deemed to fall under any of the items of Article 340, paragraph 1 of the Companies Act of Japan, based on the consent of all of the Audit & Supervisory Board members. The Audit & Supervisory Board comprehensively evaluates the professional knowledge, audit ability, audit quality, independence from the Company, and other qualifications of the independent auditor according to the evaluation criteria established by the Audit & Supervisory Board. If the Audit & Supervisory Board finds any problems in the qualification of an independent auditor or otherwise considers it appropriate to dismiss or not reappoint the independent auditor, the Audit & Supervisory Board shall, by resolution, submit to the general meeting of shareholders a proposal for the dismissal or non-reappointment of the independent auditor.

### **b. Audit of financial statements of major subsidiaries, etc. of the insurance holding company conducted by audit firms other than the independent auditor of the insurance holding company**

The financial statements of overseas subsidiaries, etc. are audited by audit firms overseas, including the member firms of PricewaterhouseCoopers which is affiliated with PricewaterhouseCoopers Aarata LLC.

## **7. Basic Policy Regarding Persons Who Control the Company's Decisions on Financial Matters and Business Policies**

None.

## **8. System to Assure Appropriate Business Operations**

### **(1) Overview of the Resolution on Establishment of a System to Assure Appropriate Business**

## Operations

The Company has formulated its “Basic Policies for Internal Controls” below pursuant to the Companies Act and the Ordinance for Enforcement of the Companies Act, and established a system to ensure appropriate business operations (internal control system).

1. System for ensuring proper operations within the Tokio Marine Group (the "Group")
  - (1)Based on the Tokio Marine Group corporate philosophy, the Company, as the holding company controlling the businesses of the Group, by establishing both the Group's basic policies for the administration of Group companies and a system of reporting to the Board of Directors, shall implement the Company's management system for all Group companies.
    - a. The Company shall administer the business of Group companies under its direct management ("Managed Companies") by concluding business management agreements with them and through other means.
      - (a)The Company shall provide Managed Companies with the Group's basic policies that form the fundamentals of the Group's management strategies and the Company's management.
      - (b)Business strategies, business projects and other important plans by Managed Companies shall be subject to the Company's prior approval.
      - (c)Managed Companies shall report to the Company their initiatives based on the Group's basic policies and the progress of their business plans.
    - b. The business management of Group companies other than Managed Companies shall, in principle, be made through Managed Companies.
  - (2)The Company shall establish the Group’s basic policy for capital allocation and implement systems for operating the capital allocation program.
  - (3)The Company shall establish the Group's basic policy for accounting, understand its consolidated financial position and the Group companies' financial positions, and implement systems for obtaining approval from, and submitting reports to, shareholders and supervisory organizations and submitting tax returns to authorities in a proper manner.
  - (4)The Company shall establish the Group's basic policy for internal controls over financial reporting and implement systems for ensuring the appropriateness and reliability of financial reporting.
  - (5)The Company shall establish the Group's basic policy for disclosure and implement systems for disclosing information on corporate activities in a timely and proper manner.
  - (6)The Company shall establish the Group's basic policy for IT governance and implement systems for achieving IT governance.
  - (7)The Company shall establish the Group's basic policy for personnel matters with a view to enhancing productivity and corporate value through comprehensive efforts to enhance employees' satisfaction and pride in their work and promoting fair and transparent personnel management linked with proper performance evaluation.
2. System for ensuring the execution of professional duties in accordance with applicable laws, regulations and the Articles of Incorporation
  - (1)The Company shall establish the Group's basic policy for compliance and implement compliance systems.
    - a. The Company shall establish a department supervising compliance.
    - b. The Company shall formulate the Group’s code of conduct and ensure that all directors and

employees of the Group respect such code of conduct and give top priority to compliance in all phases of the Group's business activities.

- c. The Company shall have Managed Companies prepare compliance manuals and widely promote compliance within the Group by means of training on laws, regulations, internal rules and other matters that all directors and employees of the Group must respect.
- d. The Company shall establish reporting rules in the event of a violation of laws, regulations or internal rules within any of the Managed Companies and, in addition to usual reporting routes, set up hotlines (internal whistle-blower systems) to an internal and external organization and keep all directors and employees of the Group well informed as to the use of the systems.

(2)The Company shall establish an internal audit department separate and independent of other departments, establish the Group's basic policy for internal audits of the Group and implement systems for efficient and effective internal audits within the Company and Group companies.

### 3. System for risk management

(1)The Company shall establish the Group's basic policy for risk management and implement risk management systems.

- a. The Company shall establish a department supervising risk management.
- b. The Company shall perform risk management by following the basic processes of risk identification, evaluation and control, contingency planning and assessment of outcomes through risk monitoring and reporting.
- c. The Company shall have each of the Managed Companies perform risk management appropriate to its types of business and its risk characteristics.

(2)The Company shall establish the Group's basic policy for integrated risk management and perform quantitative risk management across the entire Group to maintain credit ratings and prevent bankruptcies.

(3)The Company shall establish the Group's basic policy for crisis management and implement systems for crisis management.

### 4. System for ensuring efficient execution of professional duties

(1)The Company shall formulate a medium-term management plan and an annual plan (including numerical targets, etc.) for the Group.

(2)The Company shall establish rules regarding the exercise of authority and construct an appropriate organizational structure for achieving its business purposes in order to realize efficient execution of operations through a proper division of responsibilities and a chain of command.

(3)The Company shall formulate rules for and establish a "Management Meeting," composed of directors, executive officers and other relevant persons, that shall discuss and report on important management issues.

(4)The Company shall establish an "Internal Control Committee" that shall formulate various basic policies and other measures concerning the Group's internal control systems, evaluate their progress, discuss how to improve them, and promote their implementation.

(5)The Company shall establish systems for ensuring efficient execution of professional duties at the Group companies as well as the Company in addition to the above (1) to (4).

### 5. System for preserving and managing information concerning the execution of directors' duties

The Company shall establish rules for the preservation of documents and other materials. The minutes of important meetings and documents containing material information regarding the execution of

duties by the directors and the executive officers shall be preserved and managed appropriately in accordance with such rules.

6. Matters concerning support personnel to the Audit & Supervisory Board members

- (1) The Company shall establish the “Office of Audit & Supervisory Board” under the direct control of the Audit & Supervisory Board members for the purpose of supporting them in the performance of their duties. Upon request of the Audit & Supervisory Board members, the Company shall assign full-time employees having sufficient knowledge and ability to support the members in the performance of their duties.
- (2) Employees assigned to the Office of Audit & Supervisory Board shall perform duties ordered by the Audit & Supervisory Board members and other work necessary for proceeding with audits, and such employees shall have the right to collect information necessary for audit purposes.
- (3) Performance evaluations, personnel transfers and disciplinary action concerning such employees shall be made with the approval of the full-time members of the Audit & Supervisory Board.

7. System of reporting to the Audit & Supervisory Board

- (1) Directors and employees shall regularly report to the Audit & Supervisory Board on management, financial condition, compliance, risk management, internal audits and other matters. In the event that they detect a material violation of laws, regulations or internal rules concerning the execution of operations of the Company or a Group company or a fact likely to cause significant damage to the Company or the Group, they shall immediately report thereof to the Audit & Supervisory Board.
- (2) The Company shall establish a system to ensure that the Audit & Supervisory Board members shall be notified by directors and employees or those who receive reports from them, in the event that they detect a material violation of laws, regulations or internal rules concerning the execution of operations of the Company or a Group company, or a fact likely to cause considerable damage to the Company or the Group.
- (3) The Company shall establish systems necessary to ensure that directors and employees who report the matters described in the preceding paragraph to the Audit & Supervisory Board, shall not be given any disadvantageous treatment as a result.
- (4) Directors and employees shall regularly report to the Audit & Supervisory Board on matters such as how the hotlines (the internal whistle-blower system) are used and reports and consultations made.

8. Other systems for ensuring effective audits by the Audit & Supervisory Board members

- (1) The Audit & Supervisory Board members shall attend meetings of the Board of Directors, have the right to attend Management Meetings and other important meetings and committees, and express their opinions.
- (2) The Audit & Supervisory Board members shall have the right to inspect at any time the minutes of important meetings and other important documents relating to decisions approved by directors and executive officers.
- (3) Directors and employees shall, at any time upon the request of the Audit & Supervisory Board members, explain matters concerning the execution of their duties.
- (4) The Internal Audit Department shall strengthen its coordination with the Audit & Supervisory Board members by assisting in the audit process and through other means.
- (5) The Company shall pay all the expenses and fees incurred in the execution of duties by the Audit & Supervisory Board members, except to the extent that the Company proves that such expenses are not necessary.

## 9. Amendment and Repeal

This Policy may be amended or repealed by the Board of Directors of the Company. Notwithstanding the foregoing, the General Manager of the Corporate Planning Department may approve minor amendments to the Policy.

Amended April 1, 2021

(Note) Board of directors' meetings held on December 22, 2020 resolved to amend the Company's Basic Policies for Internal Controls effective on April 1, 2021, as stated above.

## **(2) Overview of Implementation of Internal Control System**

### **a. Internal Control System in General**

The Company has formulated its “Basic Policies for Internal Controls” and, in accordance with these Policies, the Company has established an internal control system for the entire Group including management control of group companies, compliance, risk management, internal audits and audits by Audit & Supervisory Board Members, through which it endeavors to ensure proper operations while raising corporate value. The Company monitors the status and practical application of the Internal Control System, and the Board of Directors confirms the details of the monitoring based on deliberations at the Internal Control Committee. In this fiscal year, we conducted deliberations with external experts and confirmed that there are no significant deficiencies in internal control across the whole Group.

### **b. Efforts related to Management Control of Group Companies**

The Company has formulated various basic policies that the Group is required to comply with in order to ensure proper Group operations and to ensure compliance with laws, regulations and the Articles of Incorporation of the Company. The Company also reviews the policies each year to determine whether any new policies or revisions to existing policies are necessary and the Company has revised a part of such basic policies this fiscal year.

In the Group’s basic policies about management of Group companies, certain material items relating to the businesses of the Company’s major Group companies for which prior approval from or report to the Company is required are identified. In accordance with these policies, the Company gives prior approval to business and other plans of major Group companies.

### **c. Efforts related to Compliance**

The Group conducts training each year to inform directors and officers of laws, regulations and internal rules that directors and officers are required to comply with.

The Group has also installed hotlines for directors and officers to report internally regarding potential compliance issues, as well as informing them about use of the hotlines through training and other methods and responding to reports. In addition, the Group installed a hotline that can handle internal

reports in multiple languages from Japan and abroad.

In order to continuously enhance the compliance system across the whole Group, our Group is particularly focused on the development of systems in areas where global responses are required, such as personal information protection. In addition, in this fiscal year, we worked to strengthen the global posture of legal affairs and compliance functions by establishing a chief officer to oversee both these functions across the whole Group.

#### **d. Efforts related to Risk Management**

The Company identifies risks that may have material effect on the financial soundness and continuity of operations of the Company, establishes countermeasures against such risks, deliberates on the implementation of such countermeasures at the Internal Control Committee and confirms their effectiveness at board of directors' meetings. In this fiscal year, we worked on developing a system to respond to complex disasters in case an earthquake directly beneath the Tokyo metropolitan area occurs during the COVID-19 pandemic. From the perspective of responding to cyber risks, we have urgently investigated the security risks of the remote work environments in Japan and abroad in the wake of the COVID-19 pandemic, and we are also strengthening our system for continuously monitoring necessary security measures and security risks.

In order to maintain credit ratings and forestall bankruptcy, the Board of Directors conducts a multi-faceted investigation to confirm that the Group's real net assets are at a sufficient level compared to the risks the Group faces and confirms that financial soundness is maintained.

#### **e. Efforts related to Internal Audits**

In order to achieve management objectives effectively, the Company conducts internal audits of the operations of each department, and offers recommendations regarding improvements for any issues that are identified. In addition, we request Group companies to conduct efficient and effective internal audits in accordance with the type and degree of risk, while monitoring the implementation status of internal audits at Group companies and the status of their internal control systems, mainly through reports of the results of their internal audits.

In this fiscal year, measures to deal with the COVID-19 pandemic were required. In domestic companies, since initiatives such as paperless operations had been promoted for some time beforehand, we were able to make a smooth transition to remote audits, and we carried out effective internal audits as in the past, by actively applying measures such as exchanging audit materials electronically and making use of remote meetings.

In overseas subsidiaries, remote audits have become firmly established, and the impact on internal audits was insignificant.

#### **f. Efforts to Ensure Effective Audits by Audit & Supervisory Board Members**

The Company provides information to Audit & Supervisory Board Members sufficient to ensure effective audit by the Audit & Supervisory Board Members such as by having them attend meetings of the Board of Directors and other important meetings, as well as providing them access to important financial reports, which allows them to evaluate directors' execution of their duties.

The Company's Internal Audit Department also collaborates with Audit & Supervisory Board Members by providing information on the internal audit plan and the outcome of the internal audit.

In addition, the Company reports to Audit & Supervisory Board Members four times a year on the implementation of the internal reporting hotline.

## **9. Items related to Specified Wholly-owned Subsidiary**

### **(1) Name and Address of the Specified Wholly-owned Subsidiary**

Tokio Marine & Nichido Fire Insurance Co., Ltd.  
2-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan

### **(2) The Total Book Value of Shares of the Specified Wholly-owned Subsidiary Owned by the Company and its Wholly-owned Subsidiaries and Other Related Companies as of the End of the Fiscal Year**

2,098,509 million yen

### **(3) Total Amount Recorded in the Assets Section of the Balance Sheet pertaining to the Company's Current Fiscal Year**

2,373,229 million yen

## **10. Matters Concerning Transactions with the Parent Company**

None.

## **11. Matters Concerning Accounting Advisers (*Kaikei Sanyo*)**

None.

## **12. Other Matters**

None.

## Consolidated Balance Sheet

(Yen in millions)

	As of March 31, 2021
<b>Assets</b>	
Cash and bank deposits	812,011
Receivables under resale agreements	999
Monetary receivables bought	1,377,728
Money trusts	2,378
Securities	18,741,600
Loans	1,626,615
Tangible fixed assets	334,501
Land	132,618
Buildings	152,964
Construction in progress	5,008
Other tangible fixed assets	43,910
Intangible fixed assets	1,054,990
Software	105,486
Goodwill	485,682
Other intangible fixed assets	463,821
Other assets	1,783,213
Net defined benefit assets	3,391
Deferred tax assets	37,224
Customers' liabilities under acceptances and guarantees	1,997
Allowance for doubtful accounts	(11,284)
<b>Total assets</b>	<b>25,765,368</b>
<b>Liabilities</b>	
Insurance liabilities	18,020,554
Outstanding claims	3,157,123
Underwriting reserves	14,863,430
Corporate bonds	230,597
Other liabilities	2,992,122
Payables under securities lending transactions	1,509,051
Other liabilities	1,483,071
Net defined benefit liabilities	254,274
Provision for employees' bonus	75,210
Reserves under special laws	128,006
Reserve for price fluctuation	128,006
Deferred tax liabilities	321,141
Negative goodwill	18,682
Acceptances and guarantees	1,997
<b>Total liabilities</b>	<b>22,042,587</b>
<b>Net assets</b>	
Share capital	150,000
Retained earnings	1,788,764
Treasury stock	(23,211)
<b>Total shareholders' equity</b>	<b>1,915,553</b>
Unrealized gains (losses) on available-for-sale securities	1,908,438
Deferred gains (losses) on hedge transactions	2,787
Foreign currency translation adjustments	(149,098)
Remeasurements of defined benefit plans	(13,661)
<b>Total accumulated other comprehensive income</b>	<b>1,748,467</b>
Stock acquisition rights	2,379
Non-controlling interests	56,380
<b>Total net assets</b>	<b>3,722,780</b>
<b>Total liabilities and net assets</b>	<b>25,765,368</b>



## Consolidated Statement of Income

(Yen in millions)

	Fiscal year 2020 (April 1, 2020 to March 31, 2021)
<b>Ordinary income</b>	<b>5,461,195</b>
<b>Underwriting income</b>	<b>4,669,910</b>
Net premiums written	3,606,548
Deposit premiums from policyholders	65,122
Investment income on deposit premiums	36,032
Life insurance premiums	954,954
Other underwriting income	7,251
<b>Investment income</b>	<b>661,414</b>
Interest and dividends	492,170
Gains on money trusts	277
Gains on trading securities	5,670
Gains on sales of securities	127,130
Gains on redemption of securities	1,058
Investment gains on separate accounts	49,054
Other investment income	22,085
Transfer of investment income on deposit premiums	(36,032)
<b>Other ordinary income</b>	<b>129,870</b>
Amortization of negative goodwill	10,229
Other ordinary income	119,641
<b>Ordinary expenses</b>	<b>5,194,459</b>
<b>Underwriting expenses</b>	<b>4,185,395</b>
Net claims paid	1,863,128
Loss adjustment expenses	146,653
Agency commissions and brokerage	697,263
Maturity refunds to policyholders	175,458
Dividends to policyholders	4
Life insurance claims	396,519
Provision for outstanding claims	262,454
Provision for underwriting reserves	638,068
Other underwriting expenses	5,844
<b>Investment expenses</b>	<b>79,552</b>
Losses on sales of securities	25,385
Impairment losses on securities	19,387
Losses on redemption of securities	346
Losses on derivatives	16,762
Other investment expenses	17,670
<b>Operating and general administrative expenses</b>	<b>900,956</b>
<b>Other ordinary expenses</b>	<b>28,556</b>
Interest expenses	11,455
Increase in allowance for doubtful accounts	863
Losses on bad debts	204
Equity in losses of affiliates	10,074
Other ordinary expenses	5,958
<b>Ordinary profit</b>	<b>266,735</b>

(Yen in millions)

	Fiscal year 2020 (April 1, 2020 to March 31, 2021)
<b>Extraordinary gains</b>	<b>649</b>
Gains on disposal of fixed assets	386
Gains on sales of shares of subsidiaries and affiliates	250
Other extraordinary gains	13
<b>Extraordinary losses</b>	<b>24,210</b>
Losses on disposal of fixed assets	2,401
Impairment losses on fixed assets	746
Provision for reserves under special laws	9,935
Provision for reserve for price fluctuation	9,935
Losses on sales of shares of subsidiaries and affiliates	854
Other extraordinary losses	10,273
<b>Income before income taxes and non-controlling interests</b>	<b>243,174</b>
<b>Income taxes - current</b>	<b>161,442</b>
<b>Income taxes - deferred</b>	<b>(80,104)</b>
<b>Total income taxes</b>	<b>81,337</b>
<b>Net income</b>	<b>161,837</b>
<b>Net income attributable to non-controlling interests</b>	<b>35</b>
<b>Net income attributable to owners of the parent</b>	<b>161,801</b>

## Consolidated Statement of Changes in Shareholders' Equity

Fiscal year 2020 (April 1, 2020 to March 31, 2021)

(Yen in millions)

	Shareholders' equity			
	Share capital	Retained earnings	Treasury stock	Total shareholders' equity
Beginning balance	150,000	1,800,292	(23,210)	1,927,082
Changes during the year				
Dividends		(160,535)		(160,535)
Net income attributable to owners of the parent		161,801		161,801
Purchases of treasury stock			(25,792)	(25,792)
Disposal of treasury stock		(293)	1,080	787
Cancellation of treasury stock		(24,710)	24,710	—
Changes in the scope of consolidation		12,257		12,257
Changes in equity resulted from increase in capital of consolidated subsidiaries		4		4
Others		(53)		(53)
Net changes in items other than shareholders' equity				
Total changes during the year	—	(11,528)	(1)	(11,529)
Ending balance	150,000	1,788,764	(23,211)	1,915,553

	Accumulated other comprehensive income				Stock acquisition rights	Non-controlling interests	Total net assets
	Unrealized gains (losses) on available-for-sale securities	Deferred gains (losses) on hedge transactions	Foreign currency translation adjustments	Remeasurements of defined benefit plans			
Beginning balance	1,435,437	11,427	8,042	(9,840)	2,545	51,980	3,426,675
Changes during the year							
Dividends							(160,535)
Net income attributable to owners of the parent							161,801
Purchases of treasury stock							(25,792)
Disposal of treasury stock							787
Cancellation of treasury stock							—
Changes in the scope of consolidation							12,257
Changes in equity resulted from increase in capital of consolidated subsidiaries							4
Others							(53)
Net changes in items other than shareholders' equity	473,001	(8,639)	(157,140)	(3,820)	(166)	4,399	307,634
Total changes during the year	473,001	(8,639)	(157,140)	(3,820)	(166)	4,399	296,105
Ending balance	1,908,438	2,787	(149,098)	(13,661)	2,379	56,380	3,722,780

## Notes to Consolidated Financial Statements

### Significant Accounting Policies

#### 1. Scope of consolidation

##### (1) Number of consolidated subsidiaries: 175 companies

Names of major consolidated companies:

Tokio Marine & Nichido Fire Insurance Co., Ltd.

Nisshin Fire & Marine Insurance Co., Ltd.

E. design Insurance Co., Ltd.

Tokio Marine & Nichido Life Insurance Co., Ltd.

Tokio Marine Millea SAST Insurance Co., Ltd.

Tokio Marine Asset Management Co., Ltd.

Tokio Marine North America, Inc.

Philadelphia Consolidated Holding Corp.

Delphi Financial Group, Inc.

HCC Insurance Holdings, Inc.

Privilege Underwriters, Inc.

Tokio Marine Kiln Group Limited

Tokio Marine Asia Pte. Ltd.

Tokio Marine Life Insurance Singapore Ltd.

Tokio Marine Seguradora S. A.

Acorn Advisory Capital L.P. and 10 other companies are included in the scope of consolidation from the fiscal year 2020 due to the acquisition of shares.

##### (2) Names of major non-consolidated subsidiaries

Names of major companies:

Tokio Marine & Nichido Adjusting Service Co., Ltd.

Tokio Marine Life Insurance (Thailand) Public Company Limited

Reason for exclusion from the scope of consolidation:

Each non-consolidated subsidiary is small in scale in terms of total assets, sales, net income or loss and retained earnings. As such non-consolidated subsidiaries are not considered to materially affect any reasonable determination as to the Group's financial condition and results of operations, these companies are excluded from the consolidation.

#### 2. Application of the equity method

##### (1) Number of affiliates accounted for by the equity method: 7 companies

Names of major affiliates accounted for by the equity method:

IFFCO-Tokio General Insurance Co. Ltd.

(2) The non-consolidated subsidiaries (Tokio Marine & Nichido Adjusting Service Co., Ltd., Tokio Marine Life Insurance (Thailand) Public Company Limited, etc.) and other affiliates (Alinma Tokio Marine Company, etc.) are not accounted for by the equity method because these companies have an immaterial effect on the Company's consolidated net income or loss as well as consolidated retained earnings.

(3) The Company owns 30.1% of the total voting rights of Japan Earthquake Reinsurance Co., Ltd. through Tokio Marine & Nichido and Nisshin Fire. However, the Company does not consider Japan Earthquake Reinsurance Co., Ltd. to be its affiliate since it cannot exert a significant influence on any decision making of its policies given the highly public nature of their business.

(4) When a company accounted for by the equity method has a different closing date from that of the Company, in principle, the financial statements prepared at its closing date are used for presentation in the consolidated financial results.

### 3. Balance sheet date of consolidated subsidiaries

There are 3 domestic subsidiaries and 163 overseas subsidiaries whose balance sheet dates are December 31. The consolidated financial statements incorporate the results of these subsidiaries for the period ended December 31. Necessary adjustments for the consolidation are made for material transactions that occur during the three-month lag between the balance sheet dates of these subsidiaries and the consolidated balance sheet date.

### 4. Accounting policies

#### (1) Accounting for insurance contracts

Accounting for insurance contracts such as insurance premiums, outstanding claims and underwriting reserves of domestic consolidated insurance subsidiaries is stipulated under Insurance Business Act and other laws and regulations.

#### (2) Valuation of securities

- a. Trading securities are valued at fair value, with the costs of their sales being calculated based on the moving-average method.
- b. Bonds held to maturity are recorded at amortized cost based on the moving-average method (straight-line method).
- c. Bonds earmarked for underwriting reserves are stated at amortized cost under the straight-line method in accordance with the Industry Audit Committee Report No. 21 "Temporary Treatment of Accounting and Auditing Concerning Securities Earmarked for Underwriting Reserve in Insurance Industry" issued by the Japanese Institute of Certified Public Accountants (the "JICPA"), November 16, 2000.

The following is a summary of the risk management policy concerning bonds earmarked for underwriting reserves.

In order to adequately manage interest rate risk related to assets and liabilities, Tokio Marine & Nichido Life has established "part of underwriting reserve for individual insurance policies (non-participating or participating)" as an underwriting reserve subgroup. Tokio Marine & Nichido Life's policy is to match the duration of the underwriting reserve in the subgroup with the same or similar duration of bonds that are earmarked for underwriting reserves.

- d. Available-for-sale securities with fair value are measured at fair value mainly based upon the market price on the closing date. Unrealized gains/losses on available-for-sale securities are included in net assets and costs of sales are calculated using the moving-average method.
- e. Available-for-sale securities whose fair value cannot be measured reliably are stated at original cost by the moving-average method.
- f. Investments in non-consolidated subsidiaries and affiliates that are not subject to the equity method are stated at original cost by the moving-average method.
- g. Securities held in individually managed money trusts that are mainly invested in securities for trading are measured at fair value.

#### (3) Valuation of derivative transactions

Derivative financial instruments are measured at fair value.

#### (4) Depreciation method for tangible fixed assets

Depreciation of tangible fixed assets is calculated using the straight-line method.

#### (5) Depreciation method for intangible fixed assets

Intangible fixed assets recognized in acquisitions of overseas subsidiaries are amortized over the estimated useful life reflecting the pattern of the assets' future economic benefits.

#### (6) Accounting policies for significant reserves and allowances

##### a. Allowance for doubtful accounts

In order to prepare for losses from bad debts, allowances are provided pursuant to the rules of asset self-assessment and the rules of asset write-off. Allowances are provided by major domestic consolidated subsidiaries as follows.

For receivables from any debtor who has legally, or in practice, become insolvent (due to bankruptcy, special liquidation or suspension of transactions with banks based on the rules governing clearing houses, etc.) and for receivables from any debtor who has substantially become insolvent, allowances are provided based on the amount of any such receivables less the amount expected to be collectible calculated based on the disposal of collateral or execution of guarantees.

For receivables from any debtor who is likely to become insolvent in the near future, allowances are provided based on the amount of any such receivables less the amount expected to be collectible through the disposal of collateral or execution of guarantees and the overall solvency assessment of the relevant debtor.

For receivables other than those described above, allowances are the amount of receivables multiplied by the default rate, which is calculated based on historical default experience in certain previous periods.

In addition, all receivables are assessed by the asset accounting department and the asset management department in accordance with the rules of asset self-assessment. Subsequently, the asset auditing departments, which are independent from other asset-related departments, conduct audits of the assessment results of the other asset-related departments. Allowances are provided based on such assessment results as stated above.

##### b. Provision for employees' bonus

To provide for payment of bonuses to employees, the Company and its major consolidated domestic subsidiaries recognize provisions for employees' bonuses based on the expected amount to be paid.

##### c. Reserve for price fluctuation

Domestic consolidated insurance subsidiaries recognize reserves in accordance with Article 115 of the Insurance Business Act in order to provide for possible losses or damages arising from fluctuation of share prices, etc.

(7) Accounting methods for retirement benefits

a. The method of attributing expected retirement benefits to periods

In calculating the retirement benefit obligations, the method of attributing expected retirement benefits to periods is based on the benefit formula basis.

b. The method of amortization of actuarial gains and losses and past service costs

Actuarial gains and losses for each fiscal year are amortized proportionally from the following fiscal year using the straight-line method over a certain number of years (5 to 13 years) within the average remaining work period of employees at the time of occurrence.

Past service costs are amortized by the straight-line method over a certain number of years (7 to 13 years) within the average remaining work period of employees at the time of occurrence.

(8) Consumption taxes

For the Company and its domestic consolidated subsidiaries, consumption taxes are accounted for by the tax-excluded method except for costs such as Operating and general administrative expenses incurred by domestic consolidated insurance subsidiaries which are accounted for by the tax-included method.

In addition, any non-deductible consumption taxes, in respect of assets, are included in other assets and are amortized over five years using the straight-line method.

(9) Hedge accounting

a. Interest rate

To mitigate interest rate fluctuation risks associated with long-term insurance policies, Tokio Marine & Nichido and Tokio Marine & Nichido Life conduct Asset Liability Management ("ALM") to control such risks by evaluating and analyzing financial assets and insurance liabilities simultaneously.

As for interest rate swap transactions that are used to manage such risks, Tokio Marine & Nichido and Tokio Marine & Nichido Life apply deferred hedge accounting to the swap transactions based upon the Industry Audit Committee Report No. 26, "Accounting and Auditing Treatments related to Application of Accounting for Financial Instruments in the Insurance Industry" (issued by the JICPA, September 3, 2002).

Assessment of hedge effectiveness is omitted because the companies group hedged insurance liabilities with the interest rate swaps that are the hedging instruments, based on the period remaining for the instruments, and the hedge is highly effective.

b. Foreign exchange

Major domestic consolidated insurance subsidiaries apply fair value hedge accounting, deferred hedge accounting or assignment accounting for certain foreign exchange forwards and certain currency swaps utilized to reduce future currency risk such as in assets denominated in foreign currency.

Assessment of hedge effectiveness is omitted because the principal terms of the hedging instruments and the hedged items are identical and the hedge is highly effective.

(10) Methods and periods of amortization of goodwill

Regarding goodwill recognized as an asset on the consolidated balance sheet, goodwill in connection with Philadelphia Consolidated Holding Corp. is amortized over 20 years using the straight-line method. Goodwill in connection with HCC Insurance Holdings, Inc. is amortized over 10 years using the straight-line method. Goodwill in connection with Privilege Underwriters, Inc. is amortized over 15 years using the straight-line method. Other goodwill is amortized over 5 to 15 years using the straight-line method. Other goodwill in small amounts is amortized immediately.

Negative goodwill incurred before March 31, 2010 and recognized as a liability on the consolidated balance sheet is amortized over 20 years using the straight-line method.

## Significant Accounting Estimates

Items including accounting estimates that could have a significant impact on the financial condition or results of operations of the Company and its consolidated subsidiaries are as follows:

### 1. Outstanding claims

#### (1) The carrying amount shown on the consolidated balance sheet as of March 31, 2021

Outstanding claims	3,157,123 million yen
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#### (2) Information on the significant accounting estimates

##### a. Calculation method

The amount of unpaid insurance claims, refunds and other benefits deemed to be payable under insurance contracts (hereinafter referred to as "Insurance claims and other") is estimated and recorded as outstanding claims.

##### b. Key assumptions used in the calculations

Outstanding claims is mainly based on the ultimate settlement of Insurance claims and other, which is estimated based on the assumptions calculated from the past payment results and others.

##### c. Impact on the consolidated financial statements for the following fiscal year

Due to the revision of laws and regulations or the court decisions, etc., the ultimate settlement of Insurance claims and other may change from the initial estimate, and the amount recorded for outstanding claims may increase or decrease.

### 2. Impairment of goodwill

#### (1) The carrying amount shown on the consolidated balance sheet as of March 31, 2021

Goodwill	485,682 million yen
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#### (2) Information on the significant accounting estimates

##### a. Calculation method

Impairment of goodwill is recognized mainly in accordance with the procedures for identifying indication of impairment, determining the recognition of impairment loss and measuring impairment loss for each unit (hereinafter referred to as "reporting unit") for which performance is reported independently from the internal control to which goodwill is attributed.

First, for each reporting unit, the Company determine whether there are indications of impairment, such as deterioration in the latest business performance and future prospects, a significant downward deviation from the business plan assumed at the time of acquisition, and a significant deterioration in the business environment, including the market environment. For reporting units with indications of impairment, an impairment loss is recognized if the total amount of undiscounted future cash flows is less than the book value. The reporting unit that recognizes impairment loss calculates the recoverable amount by discounting future cash flows at the discount rate, writes off the excess of the book values over the recoverable amount, and recognizes such write-offs as impairment loss.

##### b. Key assumptions for the calculations

Future cash flows and discount rates are used to calculate impairment loss on goodwill.

Future cash flows are estimated based on the latest rational business plan, taking into account the growth, etc., based on the business environment of each reporting unit.

The discount rate is the pre-tax interest rate, which is the cost of capital plus necessary adjustments such as interest rate differentials.

##### c. Impact on the consolidated financial statements for the following fiscal year

An impairment loss may be incurred if undiscounted future cash flows significantly decline due to, for example, a significant deterioration in profitability from the assumption at the time of acquisition and a significant downward deviation from the business plan.

### 3. Market value evaluation of financial instruments

#### (1) The carrying amount shown on the consolidated balance sheet as of March 31, 2021

Please refer to "Information on Financial Instruments".

#### (2) Information on significant accounting estimates

##### a. Calculation method

With regards to the calculation method of the fair value of financial instruments, please refer to "Information on Financial Instruments-2. Fair value of financial instruments (Note 1)".

##### b. Key assumptions for the calculations

The fair values of financial instruments with no quoted market prices are calculated using assumptions such as yield curves on certain basis.

##### c. Impact on the consolidated financial statements for the following fiscal year

Key assumptions may change due to changes in the market environment, and the fair value of financial instruments may increase or decrease.

## Changes in Presentation

Accounting Standard for Disclosure of Accounting Estimates (ASBJ Statement No. 31, March 31, 2020) have been adopted for the consolidated financial statements from the end of the fiscal year 2020, and Significant Accounting Estimates is included in the consolidated financial statements.

## Notes to Consolidated Balance Sheet

1. Accumulated depreciation of tangible fixed assets is 369,087 million yen and advanced depreciation of tangible fixed assets is 17,968 million yen, both deducted from acquisition costs.
2. The amount recognized as Securities (equity) of non-consolidated subsidiaries and affiliates is 133,094 million yen and the amount recognized as Securities (partnership) of non-consolidated subsidiaries and affiliates is 37,213 million yen.
3. The total amount of loans to borrowers in bankruptcy, loans past due, loans past due for three months or more, and restructured loans is 123,751 million yen. Major components are as follows:
  - (1) The amount of loans to borrowers in bankruptcy is 14,026 million yen.

Loans are generally placed on non-accrual status when there is no expectation of the collection of the loans when loans are past due for a certain period or for other reasons (hereinafter referred to as "Non-accrual status loans"; any part of bad debt written-off is excluded). Loans to borrowers in bankruptcy represent Non-accrual status loans after a partial charge-off of claims is deemed uncollectible, which are defined in Article 96, paragraph 1, subparagraph 3 (a) to (e) (maximum amount transferable to allowance for doubtful accounts) and subparagraph 4 of the Enforcement Ordinance of the Corporation Tax Law (Ordinance No. 97, 1965).
  - (2) The amount of loans past due is 98,166 million yen.

Loans past due are Non-accrual status loans, other than loans to borrowers in bankruptcy and loans on which interest payments are deferred in order to assist business restructuring or financial recovery of the borrowers.
  - (3) The amount of loans past due for three months or more is 1 million yen.

Loans past due for three months or more are defined as loans on which any principal or interest payments are delayed for three months or more from the date following the due date. Loans classified as loans to borrowers in bankruptcy and loans past due are excluded.
  - (4) The amount of restructured loans is 11,556 million yen.

Restructured loans are loans on which concessions (e.g. reduction of the stated interest rate, deferral of interest payment, extension of the maturity date, forgiveness of debt) are granted to borrowers in financial difficulties to assist them in their corporate restructuring or financial recovery by improving their ability to repay creditors. Restructured loans do not include loans classified as loans to borrowers in bankruptcy, loans past due, or loans past due for three months or more.
4. The value of assets pledged as collateral totals 54,804 million yen in Bank deposits, 24,640 million yen in Monetary receivables bought, 494,069 million yen in Securities, and 222,828 million yen in Loans.

The value of collateralized corresponding debt obligations totals 162,349 million yen in Outstanding claims, 167,087 million yen in Underwriting reserves, and 133,353 million yen in Other liabilities (payables under repurchase agreements, etc.).
5. The fair value of commercial paper received under resale agreements which the Company has the right to dispose of by sale and rehypothecation is 999 million yen. They are wholly held by the Company.
6. Securities lent under loan agreements are 1,959,960 million yen.
7. The outstanding balance of undrawn loan commitments is as follows:

	(Yen in millions)
Total loan commitments	892,398
Balance of drawn loan commitments	678,915
Undrawn loan commitments	213,482
8. The amounts of assets and liabilities in separate accounts as prescribed in Article 118 of the Insurance Business Act are both 168,341 million yen.
9. Tokio Marine & Nichido guarantees the liabilities of the following subsidiary.

Tokio Marine Compania de Seguros, S.A. de C.V.	5,463 million yen
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10. Subordinated term loans, included in Other liabilities, of which the repayment is subordinated to other obligations, are 100,000 million yen.



## Notes to Consolidated Statement of Income

1. Major components of business expenses are as follows:

(Yen in millions)

Agency commissions, etc.	608,750
Salaries	317,463

Business expenses consist of Loss adjustment expenses, Operating and general administrative expenses, and Agency commissions and brokerage as shown in the accompanying consolidated statement of income.

2. The Company recognized impairment losses on the following assets:

Purpose of use	Category	Location	Impairment loss (Yen in millions)			
			Land	Building	Others	Total
Properties for business use (General business (nursing care business))	Buildings	3 properties, including buildings in Setagaya-ku, Tokyo	—	19	20	40
Idle properties or properties planned for sale	Land and buildings	7 properties, including buildings in Fuji-City, Shizuoka	177	516	12	706
Total			177	536	32	746

Properties are classified as follows: (a) properties for use in insurance business and other businesses are grouped by each consolidated company and (b) other properties including properties for rent, idle properties, or properties planned for sale and properties for business use in general business (nursing care business) are grouped on an individual basis.

The total amount of projected future cash flows generated from general business (nursing care business) fell below the book values of the properties used for this business. Consequently, the Company wrote off the excess of the book values of such properties over the recoverable amounts and recognized such write-offs as impairment losses in Extraordinary losses. The recoverable amount of the relevant property is calculated by discounting future cash flows at a rate of 6.0%.

The Company wrote off the excess of the book values over the recoverable amount for certain idle properties or properties planned for sale, mainly due to the decision to sell the properties, and recognized any such write-offs as impairment losses in Extraordinary losses. The recoverable amount is the net sales price of each property. Net sales price is the appraisal value by real estate appraisers less anticipated expenses for disposal of the relevant property.

Based on the current operating environment, impairment losses of 6,166 million yen, equivalent to the entire goodwill related to Hollard International Proprietary Limited, was recognized and recorded as Equity in losses of affiliates under Ordinary expenses.

3. Other extraordinary losses were 10,273 million yen of Impairment losses on shares of subsidiaries and affiliates.

## Notes to Consolidated Statement of Changes in Shareholders' Equity

### 1. Type and number of issued stock and treasury stock

(Unit: thousand shares)

	Number of shares as of April 1, 2020	Increase during the fiscal year 2020	Decrease during the fiscal year 2020	Number of shares as of March 31, 2021
Issued stock				
Common stock	702,000	—	4,500	697,500
Total	702,000	—	4,500	697,500
Treasury stock				
Common stock	4,129	4,789	4,692	4,226
Total	4,129	4,789	4,692	4,226

Note: 1. The decrease of 4,500 thousand shares of common stock is entirely attributable to the cancellation of treasury stock.

2. The increase of 4,789 thousand shares of common stock is primarily attributable to the acquisition of 4,753 thousand shares of treasury stock conducted based on resolution by the Board of Directors.

3. The decrease of 4,692 thousand shares of common stock is primarily attributable to the cancellation of 4,500 thousand shares of treasury stock.

### 2. Stock acquisition rights (including those owned by the Company)

Category	Nature of stock acquisition rights	Amount as of March 31, 2021 (Yen in millions)
The Company (parent company)	Stock acquisition rights as stock options	2,379

### 3. Dividends

#### (1) Amount of dividends

Resolution	Type of stock	Amount of dividends paid (Yen in millions)	Dividends per share (Yen)	Record date	Effective date
Ordinary general meeting of shareholders held on June 29, 2020	Common stock	66,297	95.00	March 31, 2020	June 30, 2020
Meeting of the Board of Directors held on November 19, 2020	Common stock	94,237	135.00	September 30, 2020	December 11, 2020

Note: For dividends resolved at the meeting of the Board of Directors held on November 19, 2020, the amount of dividends per share consists of 100 yen of ordinary dividend and 35 yen of one-time dividend for the capital level adjustment.

#### (2) Dividends of which the record date falls within the fiscal year 2020, and the effective date falls after March 31, 2021

The Company intends to obtain approval for the following dividend payment at the 19th Ordinary general meeting of shareholders to be held on June 28, 2021.

Resolution	Type of stock	Amount of dividends paid (Yen in millions)	Source of dividends	Dividends per share (Yen)	Record date	Effective date
Ordinary general meeting of shareholders held on June 28, 2021	Common stock	69,327	Retained earnings	100.00	March 31, 2021	June 29, 2021

## Information on Financial Instruments

### 1. Qualitative information on financial instruments

The core operation of the Group is its insurance business, and it invests utilizing the cash inflows mainly arising from insurance premiums. Therefore, the Group seeks to appropriately control risks based on the characteristics of insurance products primarily through ALM. We thereby aim to ensure stable, long-term earnings while realizing efficient management of liquidity.

Specifically, our approach entails controlling interest risks associated with insurance liabilities while assuming a certain degree of credit risks by investing in bonds with high credit ratings. At the same time, we are endeavoring to ensure medium-to-long-term earnings by dispersing risks and diversifying management asset methods in Japan and overseas through the utilization of a wide range of products including foreign securities. Foreign exchange forwards and other derivative transactions are used to mitigate risks associated with the Company's asset portfolio.

In order to manage these investment risks, in major consolidated subsidiaries, risk management departments which are independent of trading departments control market risk, credit risk and other risks related to financial instruments both quantitatively and qualitatively.

Through these approaches, the Group aims to increase investment income in order to maximize net asset value in the medium-to-long-term and maintain financial soundness.

## 2. Fair value of financial instruments

The table below shows carrying amounts shown on the consolidated balance sheet, fair value, and differences of financial instruments, excluding investment in non-consolidated subsidiaries and other instruments for which fair value cannot be measured reliably (Refer to Note 2.).

(Yen in millions)

	Carrying amount shown on balance sheet	Fair value	Difference
(1) Cash and bank deposits	812,011	812,090	78
(2) Receivables under resale agreements	999	999	—
(3) Monetary receivables bought	1,377,728	1,377,728	—
(4) Money trusts	2,378	2,378	—
(5) Securities			
Trading securities	515,417	515,417	—
Bonds held to maturity	5,114,216	5,767,207	652,991
Bonds earmarked for underwriting reserves	2,194,898	2,082,308	(112,590)
Available-for-sale securities	10,597,852	10,597,852	—
(6) Loans	1,509,422		
Allowance for doubtful accounts (*1)	(1,725)		
	1,507,696	1,507,804	107
(7) Corporate bonds (*2)	[230,597]	[230,312]	[(285)]
(8) Payables under securities lending transactions (*2)	[1,509,051]	[1,509,051]	—
(9) Derivative assets and liabilities (*3)	[12,236]	[12,236]	—

(\*1) Allowance for doubtful accounts earmarked for loans are deducted from the carrying amounts.

(\*2) Liabilities are shown in parentheses [   ].

(\*3) Derivative assets and liabilities arising from derivative transactions included in Other assets and Other liabilities are presented on a net basis. Net debits are shown in parentheses [   ].

### (Note 1) Valuation method for financial instruments

With regard to (1) Cash and bank deposits (excluding those defined as securities in "Accounting Standard for Financial Instruments" (ASBJ Statement No. 10, July 4, 2019)) and (2) Receivables under resale agreements, the book value is generally deemed as the fair value since it is scheduled to be settled in a short period of time and the book value approximates the fair value.

Regarding (3) Monetary receivables bought, (4) Money trusts and (5) Securities (including those in (1) Cash and bank deposits that are defined as securities in Accounting Standard for Financial Instruments) with quoted market prices, the quoted closing price is used for listed stock and the price of the over-the-counter transactions is used for bonds. For securities with no quoted market price, the net present value of the estimated future cash flows is applied as the fair value.

With regard to floating rate loans in (6) Loans, the book value is deemed as the fair value because the change in interest rate will be reflected in a timely manner in the future cash flows and the book value approximates the fair value as long as there are no significant changes in the credit status of the borrowers since the inception of the loans. For fixed rate loans, the fair value is measured as the net present value of estimated future cash flows. For loans of which borrowers are insolvent or in bankruptcy proceedings, the fair value is measured by deducting the estimated uncollectible debts from the carrying amount.

With regard to (7) Corporate bonds, the price of the over-the-counter transactions is the fair value.

With regard to (8) Payables under securities lending transactions, the book value is deemed as the fair value because it is scheduled to be settled in a short period of time and the book value approximates the fair value.

With regard to (9) Derivative assets and liabilities, the fair value of exchange-traded derivatives are based on the closing prices in markets. For the over-the-counter derivatives, the net present value of the estimated future cash flows or the calculated price based on an option pricing model is applied as the fair value.

(Note 2) Investment in non-consolidated subsidiaries, unlisted stock and partnership investments (Carrying amount shown on balance sheet: 315,603 million yen) are not included in (5) Securities, because the fair value cannot be measured reliably, as they have no quoted market price and the future cash flow cannot be estimated.

Policy loans (Carrying amount shown on balance sheet: 117,193 million yen) are not included in (6) Loans, because the future cash flows cannot be estimated since policy loans are arranged under an insurance policy and the amount is limited to the repayment fund for cancellation with no contractual maturity.

## Investment Property

1. Some consolidated subsidiaries own office buildings and land mainly in Tokyo, Osaka and Nagoya, of which some properties are leased.

## 2. Fair value of investment property

(Yen in millions)

Carrying amount shown on balance sheet	Fair value
84,331	193,746

Note: 1. Carrying amount is the acquisition cost after the deduction of accumulated depreciation and accumulated impairment losses.

2. Fair value at the end of fiscal year is primarily based on appraisals by qualified independent valuers.

## Per Share Information

Net assets per share	5,285.10 yen
Net income per share	232.13 yen

## Other Notes

### 1. Business combination by acquisition

The Company acquired 100% of the outstanding shares of Acorn Advisory Capital L.P. and 6 other companies ("Acorn"), which are asset management companies in U.S., through the Company's wholly owned subsidiary Delphi Financial Group, Inc. ("DFG").

#### (1) Outline of the business combination

##### a. Name of the acquirees

Acorn Advisory Capital L.P. and 6 other companies

##### b. Business

Asset management business

##### c. Objective of the business combination

The acquisition will allow DFG to strengthen the asset management skills by insourcing Acorn's investment function and expertise.

##### d. Date of the business combination

December 31, 2020

##### e. Form of the business combination

Share purchase of which the consideration is cash

##### f. Company name after the business combination

Acorn Advisory Capital L.P. and 6 other companies

##### g. Voting rights acquired through the business combination

100%

##### h. Primary reasons for determination of controlling company

DFG is the controlling company, as DFG acquired 100% of voting rights of Acorn.

#### (2) Period for which the acquirees' operating results are included in the consolidated statement of income of the Company

As the Company uses the acquirees' financial statements as of the date of the business combination for consolidation purposes, the acquirees' operating results are not included in the consolidated statement of income for the fiscal year 2020.

#### (3) Acquisition cost and breakdown by class of consideration

Consideration for Acorn's shares acquired	Cash	41,125 million yen
Acquisition cost		41,125 million yen

#### (4) Description and amount of major acquisition-related cost

Advisory fee	199 million yen
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#### (5) Amount, reason for recognition, period and method of amortization of goodwill

##### a. Amount of goodwill

39,207 million yen

##### b. Reason for recognition of goodwill

The acquisition cost of the acquirees, which was calculated by taking into account projections of the acquirees' future revenue as of the valuation date, exceeded the net amount of assets acquired and liabilities assumed, and the difference is recognized as goodwill.

##### c. Period and method of amortization of goodwill

10 years using the straight-line method

#### (6) Amount of assets acquired and liabilities assumed on the date of the business combination

Total assets:	3,783 million yen
Total liabilities:	1,864 million yen

#### (7) Allocation of acquisition cost

The Company provisionally accounted for the business combination based on relevant information available as of March 31, 2021, because the purchase price allocation has not been completed within a short period from the date of the business combination.

2. Finalization of provisional accounting treatment for business combination

On February 7, 2020, HCC Insurance Holdings, Inc., a consolidated subsidiary of the Company, acquired Privilege Underwriters, Inc.. The purchase price allocation accounted for on a provisional basis for the fiscal year 2019 was completed in the fiscal year 2020. There is no significant revision to the initial allocation of the purchase price.

# Non-consolidated Balance Sheet

(Yen in millions)

	As of March 31, 2021
<b>Assets</b>	
<b>Current assets:</b>	<b>48,084</b>
Cash and bank deposits	10,803
Prepaid expenses	134
Accounts receivable	37,143
Others	2
<b>Non-current assets:</b>	<b>2,325,145</b>
<b>Tangible fixed assets</b>	<b>223</b>
Buildings	126
Vehicles	56
Tools, furniture and fixtures	40
<b>Intangible fixed assets</b>	<b>641</b>
Software	640
Telephone subscription right	0
<b>Investments and other assets</b>	<b>2,324,280</b>
Shares of subsidiaries and affiliates	2,322,657
Deferred tax assets	1,461
Others	161
<b>Total assets</b>	<b>2,373,229</b>
<b>Liabilities</b>	
<b>Current liabilities:</b>	<b>5,143</b>
Accounts payable	2,351
Accrued expenses	1,548
Accrued income taxes	64
Accrued business office tax	16
Accrued consumption taxes	341
Deposits received	9
Provision for employees' bonus	811
<b>Non-current liabilities:</b>	<b>338</b>
Provision for retirement benefits	338
<b>Total liabilities</b>	<b>5,481</b>
<b>Net assets</b>	
<b>Shareholders' equity:</b>	<b>2,365,369</b>
<b>Share capital</b>	<b>150,000</b>
<b>Capital surplus</b>	<b>1,511,485</b>
Additional paid-in capital	1,511,485
<b>Retained earnings</b>	<b>727,094</b>
Other retained earnings	727,094
General reserve	332,275
Retained earnings carried forward	394,819
<b>Treasury stock</b>	<b>(23,211)</b>
<b>Stock acquisition rights</b>	<b>2,379</b>
<b>Total net assets</b>	<b>2,367,748</b>
<b>Total liabilities and net assets</b>	<b>2,373,229</b>

## Non-consolidated Statement of Income

(Yen in millions)

	Fiscal year 2021 (April 1, 2020 to March 31, 2021)	
<b>Operating revenue:</b>		
Dividends from subsidiaries and affiliates	168,245	
Fees from subsidiaries and affiliates	20,832	
System use charge received from subsidiaries and affiliates	838	189,917
<b>Operating expenses:</b>		
Selling and general administrative expenses	20,344	20,344
<b>Operating profit</b>		<b>169,572</b>
<b>Non-operating revenue:</b>		
Interest income	0	
Gains on forfeiture of unclaimed dividends	71	
Administrative service fee income	20	
Others	11	102
<b>Non-operating expenses:</b>		
Commissions for purchases of treasury stock	19	
Miscellaneous expenses	109	128
<b>Ordinary profit</b>		<b>169,547</b>
<b>Extraordinary gains:</b>		
Gains on sales of fixed assets	0	0
<b>Extraordinary losses:</b>		
Losses on sales of fixed assets	1	
Losses on retirement of fixed assets	0	1
<b>Income before income taxes</b>		<b>169,546</b>
Income taxes-current	88	
Income taxes-deferred	253	342
<b>Net income</b>		<b>169,204</b>



# Non-consolidated Statement of Changes in Shareholders' Equity

Fiscal year 2020 (April 1, 2020 to March 31, 2021)

(Yen in millions)

(Yen in millions)

	Shareholders' equity						
	Share capital	Capital surplus		Retained earnings		Treasury stock	Total shareholders' equity
		Additional paid-in capital	Other capital surplus	Other retained earnings			
				General reserve	Retained earnings carried forward		
Beginning balance	150,000	1,511,485	—	332,275	411,153	(23,210)	2,381,704
Changes during the year							
Dividends					(160,535)		(160,535)
Net income					169,204		169,204
Purchases of treasury stock						(25,792)	(25,792)
Disposal of treasury stock			(293)			1,080	787
Cancellation of treasury stock			(24,710)			24,710	—
Transfer from retained earnings to capital surplus			25,003		(25,003)		—
Net changes in items other than shareholders' equity							
Total changes during the year	—	—	—	—	(16,334)	(1)	(16,335)
Ending balance	150,000	1,511,485	—	332,275	394,819	(23,211)	2,365,369

	Stock acquisition rights	Total net assets
Beginning balance	2,545	2,384,250
Changes during the year		
Dividends		(160,535)
Net income		169,204
Purchases of treasury stock		(25,792)
Disposal of treasury stock		787
Cancellation of treasury stock		—
Transfer from retained earnings to capital surplus		—
Net changes in items other than shareholders' equity	(166)	(166)
Total changes during the year	(166)	(16,502)
Ending balance	2,379	2,367,748

## Notes to Non-consolidated Financial Statements

### Significant Accounting Policies

#### 1. Valuation of securities

Investments in subsidiaries and affiliates are stated at original cost by the moving-average method.

#### 2. Depreciation method for fixed assets

(1) Depreciation of tangible fixed assets is calculated using the straight-line method.

The principal useful lives are as follows:

Fixtures attached to buildings	8 to 18 years
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Furniture and fixtures	3 to 15 years
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(2) Depreciation of intangible fixed assets is calculated using the straight-line method.

The principal useful lives are as follows:

Software for internal use	5 years
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#### 3. Accounting policies for reserves and allowance

(1) To provide for payment of bonuses to employees, the Company recognizes provision for employees' bonuses based on the expected amount to be paid.

(2) To provide for payment of employees' retirement benefits, the Company recognizes the amount deemed to have incurred as of the end of fiscal year 2020 as provision for retirement benefits.

#### 4. Consumption taxes

Consumption taxes and local consumption taxes are accounted for by the tax-excluded method.

### Notes to Non-Consolidated Balance Sheet

1. Accumulated depreciation of tangible fixed assets	387 million yen
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#### 2. Monetary receivables and payables owed to subsidiaries and affiliates:

(Yen in millions)

Short-term monetary receivables	1,728
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Short-term monetary payables	703
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### Notes to Non-Consolidated Statement of Income

Transactions with subsidiaries and affiliates:

Operating transactions	(Yen in millions)
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Operating revenue	189,917
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Operating expenses	2,558
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Transactions other than operating transactions	43
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### Notes to Non-Consolidated Statement of Changes in Shareholders' Equity

Type and number of treasury stock as of March 31, 2021:

Common stock	4,226,975 shares
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## Deferred Tax Accounting

Major components of deferred tax assets:

Deferred tax assets	(Yen in millions)
Impairment losses on shares of subsidiaries and affiliates	42,434
Others	2,016
Subtotal	44,451
Valuation allowance	(42,989)
Total deferred tax assets	1,461
Net deferred tax assets	1,461

## Per Share Information

Net assets per share	3,411.88 yen
Net income per share	242.75 yen

## **Copy of Independent Auditor's Report on Consolidated Financial Statements**

### Independent Auditor's Report (English Translation\*)

May 18, 2021

PricewaterhouseCoopers Aarata LLC  
Tokyo office

Masahiko Nara, CPA  
Designated limited liability Partner  
Engagement Partner

Takaki Suzuki, CPA  
Designated limited liability Partner  
Engagement Partner

Yuko Harada, CPA  
Designated limited liability Partner  
Engagement Partner

#### *Opinion*

We have audited, pursuant to Article 444 (4) of the Companies Act of Japan, the accompanying consolidated financial statements of Tokio Marine Holdings, Inc. and its subsidiaries (hereinafter referred to as the "Group"), which comprise the consolidated balance sheet, consolidated profit and loss statement, consolidated statement of changes in net assets and notes to the consolidated financial statements for the fiscal year from April 1, 2020 to March 31, 2021.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and its financial performance for the period covered by the consolidated financial statements in accordance with accounting principles generally accepted in Japan.

#### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Responsibilities of Management, The Audit & Supervisory Board members and the Audit & Supervisory Board for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as applicable, matters related to going concern.

The Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Group's financial reporting process.

### *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the consolidated financial statement audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### *Interest required to be disclosed by the Certified Public Accountants Act of Japan*

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

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### *\* Notes to the Readers of Independent Auditor's Report*

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

## Copy of Independent Auditor's Report on Non-consolidated Financial Statements

(English Translation\*)

May 18, 2021

To the Board of Directors of Tokio Marine Holdings, Inc.

PricewaterhouseCoopers Aarata LLC  
Tokyo office

Masahiko Nara, CPA  
Designated limited liability Partner  
Engagement Partner

Takaki Suzuki, CPA  
Designated limited liability Partner  
Engagement Partner

Yuko Harada, CPA  
Designated limited liability Partner  
Engagement Partner

### *Opinion*

We have audited, pursuant to Article 436 (2) (i) of the Companies Act of Japan, the accompanying financial statements of Tokio Marine Holdings, Inc. (hereinafter referred to as the "Company"), which comprise the balance sheet, profit and loss statement, statement of changes in net assets and notes to the financial statements, and the supplementary schedules for the 19th fiscal year from April 1, 2020 to March 31, 2021.

In our opinion, the financial statements and the supplementary schedules referred to above present fairly, in all material respects, the financial position and its financial performance for the period covered by the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan.

### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements and the supplementary schedules in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Responsibilities of Management, The Audit & Supervisory Board members and the Audit & Supervisory Board for the Financial Statements and the Supplementary Schedules*

Management is responsible for the preparation and fair presentation of the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of the financial statements and the supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the supplementary schedules, management is responsible for

assessing the Company's ability to continue as a going concern and disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan. The Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Company's financial reporting process.

*Auditor's Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules*

Our objectives are to obtain reasonable assurance about whether the financial statements and the supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the supplementary schedules.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the financial statement audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures of the financial statements and the supplementary schedules are in accordance with accounting principles generally accepted in Japan, the overall presentation, structure and content of the financial statements and the supplementary schedules, including the disclosures, and whether the financial statements and the supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

*Interest required to be disclosed by the Certified Public Accountants Act of Japan*

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

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\* Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

Copy of the Audit Report of the Audit & Supervisory Board

**Audit Report**

Based on the audit reports received from each audit & supervisory board member relating to the performance by the Company's directors of their duties during the fiscal year that began on April 1, 2020 and ended on March 31, 2021 and after consultations amongst our members, we, the undersigned Audit & Supervisory Board, report as follows:

1. Details of the Methodology of the Audit Performed by Audit & Supervisory Board Members

- (1) The Audit & Supervisory Board, which has set the auditing policies, the auditing schedules and related matters, received from each audit & supervisory board member audit reports detailing their performance of the audits and the results thereof. The Audit & Supervisory Board also received from each of the Company's directors and the Company's independent auditor reports detailing the performance of their duties and asked for further explanation whenever necessary.
- (2) Each audit & supervisory board member, pursuant to the auditing standards, the auditing policies and the auditing schedules set by the Audit & Supervisory Board, maintained good communications with directors, the internal audit department and other employees; committed himself or herself to gathering information and improving the circumstances of the audit; and conducted the audits based on the methods described below.
  - (a) Each audit & supervisory board member attended meetings of the Board of Directors and other important meetings; received reports detailing the performance of their duties from directors and other employees; asked for further explanations whenever necessary and inspected important decision-making documents and thereby investigated the Company's business activities and financial position. As for subsidiaries of the Company, each audit & supervisory board member maintained good communications and facilitated information sharing with directors, audit & supervisory board members, the internal audit department and other employees of the subsidiaries and received reports regarding the business activities of the subsidiaries whenever necessary.
  - (b) Pursuant to the auditing standards set by the Audit & Supervisory Board for audit of the internal control system, each audit & supervisory board member examined the details of the resolution of the meeting of the Board of Directors concerning (i) a governance framework to ensure that the directors' performance of their duties are carried out in conformity with the laws and the Articles of Incorporation; and (ii) any other governance framework to ensure appropriate business operations of the company group comprised of a joint stock company and its subsidiaries, as set forth in Article 100, paragraphs 1 and 3 of the Enforcement Regulations of the Companies Act of Japan. Each audit & supervisory board member also monitored and examined the governance framework (internal control system) which was implemented by the Board of Directors based on the aforementioned resolution.



- (c) Concerning the internal control over financial reporting, each audit & supervisory board member received from directors and PricewaterhouseCoopers Aarata LLC reports regarding the results of the assessment and audit of the internal control over financial reporting and asked for further explanations whenever necessary.
- (d) Each audit & supervisory board member monitored and examined the independent auditor regarding whether it was maintaining its independence and appropriately performing audits; received reports detailing the performance of its duties; and asked for further explanations whenever necessary. Each audit & supervisory board member received a notice from the Company's independent auditor stating that "a framework to ensure that independent auditors' performance of duties are carried out properly" (consisting of matters enumerated in the items of Article 131 of the Regulations for Financial Statements of Corporations) is established pursuant to "Quality Management Standards Regarding Audits" (Corporate Accounting Council, October 28, 2005) and addressing other standards concerned, and asked for further explanations whenever necessary.

Based on the methodology of the audit described above, we examined the business report and the supplementary schedules, the non-consolidated financial statements (balance sheet, statement of income, statement of changes in shareholders' equity and notes thereto) and the supplementary schedules thereto, and the consolidated financial statements (balance sheet, statement of income, statement of changes in shareholders' equity and notes thereto) for fiscal year 2020.

## 2. Results of Audit

### (1) Results of the audit of the business report and other matters

- (a) We found the business report and the supplementary schedules to present fairly the state of the Company in accordance with applicable laws and regulations and the Articles of Incorporation of the Company.
- (b) In connection with the performance by directors of their duties, we found no dishonest act or material fact of violation of applicable laws, regulations or the Articles of Incorporation of the Company.
- (c) We found the resolution of the meeting of the Board of Directors with respect to the internal control system to be appropriate. In addition, we have nothing to report on the directors' performance of their duties in connection with the internal control system, including the internal control over the financial reporting.

### (2) Results of the audit of the non-consolidated financial statements and the supplementary schedules thereto

We found the methodologies and the results of the audit conducted by the independent auditors, PricewaterhouseCoopers Aarata LLC, to be appropriate.

(3) Results of the audit of the consolidated financial statement

We found the methodologies and the results of the audit conducted by the independent auditors, PricewaterhouseCoopers Aarata LLC, to be appropriate.

May 19 2021

Audit & Supervisory Board,  
Tokio Marine Holdings, Inc.

Shozo Mori, Audit & Supervisory Board Member (full-time)  
Hirokazu Fujita, Audit & Supervisory Board Member (full-time)  
Akinari Horii, Audit & Supervisory Board Member  
Akihiro Wani, Audit & Supervisory Board Member  
Nana Otsuki, Audit & Supervisory Board Member

Note: Mr. Akinari Horii, Mr. Akihiro Wani and Ms. Nana Otsuki are the outside audit & supervisory board members, fulfilling the position prescribed by Article 2, item 16 of the Companies Act of Japan.

## Reference

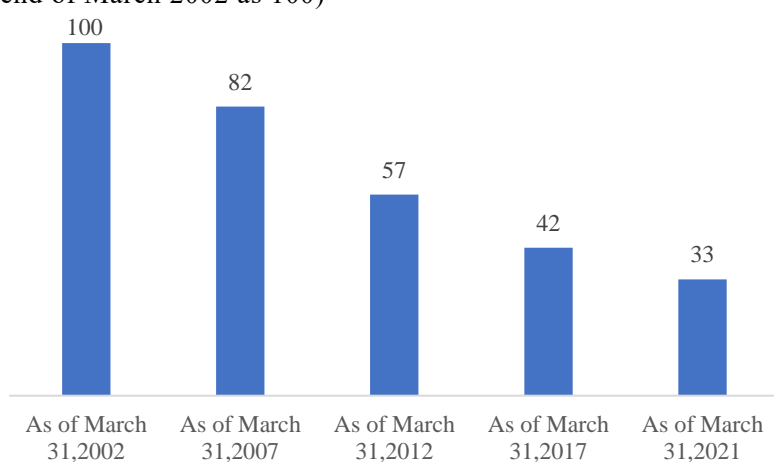
### Policy on holding business-related equities, etc.

Business-related equities are held by a portion of the Company's subsidiaries with the intent, primarily, of strengthening transaction relationships and improving the corporate value of the Group. However, the Company will continue to improve the capital of the Group by shifting emphasis to items that are not easily affected by fluctuations in share price, and from the viewpoint of improving capital efficiency, continue to work to reduce the total amount of business-related equities.

Based on the above policy, with regard to the business-related equities, the Company confirms the economic rationality of holding the business-related equities from the viewpoint of increasing medium-to-long term corporate value of the Group, makes effort to improve the status of said holdings, and works to reduce the total amount thereof. To be more specific, Tokio Marine & Nichido planned to continuously sell more than 100.0 billion yen or more per year during the term of the mid-term business plan from fiscal year 2018. Tokio Marine & Nichido achieved a reduction of 106.0 billion yen in fiscal year 2020. This led to the reduction of 2.3 trillion yen in cumulative total since our foundation year 2002 (on market value at the time of sale), and decrease of book value of business-related equities, etc. held at the end of March 2021 to 33% compared to the end of March 2002.

We will continue to sell these assets from the perspectives of diversifying risks and improving capital efficiency.

### ● Changes in the book value of business-related equities held by Tokio Marine & Nichido (assuming the end of March 2002 as 100)



### ● Tokio Marine & Nichido's plans and actual amount of reduction of business-related equities during the recent 2 mid-term business plans

Fiscal year	Plan	Actual
2015	100.0 billion yen or more per year	122.0 billion yen
2016		116.9 billion yen
2017		107.7 billion yen
2018		107.4 billion yen
2019		106.6 billion yen
2020		106.0 billion yen