[English Translation]

May 20, 2019

Corporate Name:	Sompo Holdings, Inc.
Name of the Representative:	Kengo Sakurada, Group CEO Representative Director, President and Executive Officer
Securities Code:	8630 TSE, 1st Section

Notice Concerning Partial Amendment to the Articles of Incorporation

The Board of Directors of Sompo Holdings, Inc. (the "Company") met on May 20, 2019, and passed a resolution to propose partial amendment to the Articles of Incorporation to the 9th General Meeting of Shareholders scheduled to be held on June 24, 2019.

1. Reasons for Amendment

Sompo Holdings Group (the "Group") aims to achieve sustainable growth and enhancement of corporate value by continuously improving the transparency and fairness of its corporate governance. To this end, the Company has steadily strengthened the Group's management structure. Subsequently, the Group will change its governance structure to "Company with committees," aiming to strengthen both the function of supervision and execution: (i) by clarifying their roles and responsibilities; and, (ii) by encouraging the Board of Directors mainly consisting of outside directors to focus on supervision. In conjunction with this, the Group will make amendments including the addition of provisions concerning the Nomination Committee, Audit Committee and Compensation Committee as well as executive officers, the deletion of provisions concerning the Audit & Supervisory Board and its members, and changes to article numbers required by these changes.

Of the proposed amendments to the Articles of Incorporation, the consent of the Audit & Supervisory Board has been obtained regarding Article 33. The proposed amendment to the Articles of Incorporation shall become effective at the conclusion of the 9th General Meeting of Shareholders.

2. Particulars of Amendment to the Articles of Incorporation

See the Appendix.

3. Schedule

Date of General Meeting of Shareholders for amending the Articles of Incorporation

June 24, 2019 (Scheduled)

Effective Date of Amendment to Articles of Incorporation

June 24, 2019 (Scheduled)

(End)

Appendix (Particulars of Amendment to the Articles of Incorporation)

(Underlined sections represent amendments)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Articles 1-3 (omitted for brevity)	Articles 1-3 (unchanged)
(Corporate Organs) Article 4 The Company shall have the following Corporate Organs in addition to the shareholders meeting and the directors. (1) A board of directors; (2) Audit & supervisory board members; (3) Audit & supervisory board; and (4) Accounting auditors.	(Corporate Organs) Article 4 The Company shall have the following Corporate Organs in addition to the shareholders meeting and the directors. (1) A board of directors; (2) The Nomination Committee, the Audit Committee and the Compensation Committee; (3) Executive officers; and (4) Accounting auditors.
Article 5 (omitted for brevity)	Article 5 (unchanged)
Chapter 2 Shares	Chapter 2 Shares
Articles 6-9 (omitted for brevity)	Articles 6-9 (unchanged)
(Increased Purchase Request in Relation to Shares less than One Unit) Article 10 A shareholder of the Company may, in accordance with the share handling regulations established by a resolution of the board of directors (the "Share Handling Regulations"), make a request to the Company to sell the shareholder shares in an amount that combined with the shares less than one unit that the shareholder holds would total shares of one unit.	(Increased Purchase Request in Relation to Shares less than One Unit) Article 10 A shareholder of the Company may, in accordance with the share handling regulations, make a request to the Company to sell the shareholder shares in an amount that combined with the shares less than one unit that the shareholder holds would total shares of one unit.
(Shareholder Registry Administrator) Article 11 (omitted for brevity) 2 The shareholder registry administrator and the associated administrative office shall be determined by a resolution of the board of directors and public notice shall be made thereof. 3 (omitted for brevity)	(Shareholder Registry Administrator) Article 11 (unchanged) 2 The shareholder registry administrator and the associated administrative office shall be determined by the executive officer who has been delegated to determine them by a resolution of the board of directors and public notice shall be made thereof. 3 (unchanged)
(Share Handling Regulations) Article 12 The handling of the Company's shares and procedures in connection with the Share Handling Regulations, in addition to laws or regulations or these Articles of Incorporation.	(Share Handling Regulations) Article 12 The handling of the Company's shares and procedures in connection with the share handling regulations established by the executive officer who has been delegated to establish them by a resolution of the board of directors in addition to laws or regulations or these Articles of Incorporation.
Chapter 3 General Shareholders Meeting	Chapter 3 General Shareholders Meeting

Current Articles of Incorporation	Proposed Amendments
Articles 13-14 (omitted for brevity)	Articles 13-14 (unchanged)
(Person With Right to Convene Meetings and Chairperson) Article 15 The Director and President shall convene a shareholders meeting and shall be the chairperson thereof. 2 If the Director and President is unavailable, another director shall convene the shareholders meeting and be the chairperson thereof, in accordance with an order of precedence as shall be determined in advance by the board of directors.	(Person With Right to Convene Meetings and Chairperson) Article 15 The Director who concurrently serves as Group Chief Executive Officer shall convene a shareholders meeting and shall be the chairperson thereof. 2 If there is no Director who concurrently serve as Group Chief Executive Officer or the Director who concurrently serves as Group Chief Executive Officer is unavailable, another director shall convene the shareholders meeting and be the chairperson thereof, in accordance with an order of precedence as shall be determined in advance by the board of directors.
Articles 16-18 (omitted for brevity)	Articles 16-18 (unchanged)
Chapter 4 Directors and the Board of Directors	Chapter 4 Directors and the Board of Directors
Articles 19-21 (omitted for brevity)	Articles 19-21 (unchanged)
(Representative Director and Executive Directors) Article 22 The board of directors shall, by its resolution, elect a representative director. 2 The board of directors may, by its resolution, elect a single director and chairman and a single director and president.	(deleted)
(Person With Right to Convene the Meeting of the Board of Directors and the Chairman of the Board) Article 23 Except as otherwise prescribed by laws or regulations, the Director and President shall convene meetings of the board of directors and shall be the chairperson thereof. 2 If the Director and President is unavailable, another director shall convene the meeting of the board of directors and become the chairperson thereof, in accordance with an order of precedence as shall be determined in advance by the board of directors.	(Person With Right to Convene the Meeting of the Board of Directors and the Chairman of the Board) Article 22 Except as otherwise prescribed by laws or regulations, the Director who has been determined in advance by the board of directors shall convene meetings of the board of directors and shall be the chairperson thereof. 2 If the Director who has been determined in accordance with the preceding Paragraph is unavailable, another director shall convene the meeting of the board of directors and become the chairperson thereof, in accordance with an order of precedence as shall be determined in advance by the board of directors.
(Convocation of Meeting of the Board of Directors) Article 24 Notice that a meeting of the board of directors will be convened shall be given to each director and each audit & supervisory board member at least three days prior to the date of the meeting, provided, however, that this period may be reduced when necessary due to an emergency. 2 If the consent of all directors and audit & supervisory board members has been obtained, a	(Convocation of Meeting of the Board of Directors) Article 23 Notice that a meeting of the board of directors will be convened shall be given to each director at least three days prior to the date of the meeting, provided, however, that this period may be reduced when necessary due to an emergency. 2 If the consent of all directors has been obtained, a meeting of the board of directors may be

Current Articles of Incorporation	Proposed Amendments
meeting of the board of directors may be convened without taking the procedures of convocation.	convened without taking the procedures of convocation.
Articles 25-26 (omitted for brevity)	Articles 24-25 (unchanged)
(Compensation, Etc.) Article 27 Compensation, bonuses and other compensation received from the Company as consideration for duties performed (the "Compensation, etc.") for directors shall be determined pursuant to a resolution of a shareholders meeting.	(deleted)
Articles 28-29 (omitted for brevity)	Articles 26-27 (unchanged)
Chapter 5 Audit & Supervisory Board Members and the Audit & Supervisory Board	(deleted)
(Number of Audit & Supervisory Board Members) Article 30 The number of audit & supervisory board members of the Company shall not be greater than seven.	(deleted)
(Method of Election) Article 31 The audit & supervisory board members shall be elected by a shareholders meeting. 2 A resolution to elect an audit & supervisory board member may be passed by exercise of a majority of the voting rights at a meeting where shareholders having one third or more of all of the voting rights of the shareholders authorized to exercise voting rights are present.	(deleted)
(Term of Office) Article 32 The term of office of an audit & supervisory board member shall be until the time of the conclusion of the ordinary shareholders meeting that is held in connection with the final business year that ends within four years from the election of the audit & supervisory board member concerned.	(deleted)
(Convocation of a Meeting of the Audit & Supervisory Board) Article 33 Notice that a meeting of the audit & supervisory board will be convened shall be given to each audit & supervisory board member at least three days prior to the date of the meeting, provided, however, that this period may be reduced when necessary due to an emergency. 2 If the consent of all audit & supervisory board members has been obtained, a meeting of the audit & supervisory board may be convened without taking the procedures of convocation.	(deleted)

Current Articles of Incorporation	Proposed Amendments
(Method of Resolution by the Audit & Supervisory Board) Article 34 A resolution of the audit & supervisory board may be passed by a majority of the audit & supervisory board members. 2 The audit & supervisory board shall, by its resolution, elect full time audit & supervisory board members.	(deleted)
(Audit & Supervisory Board Regulations) Article 35 Except as otherwise prescribed by laws or regulations or these Articles of Incorporation, the operation of the audit & supervisory board shall be governed by the Audit & Supervisory Board Regulations established by a resolution of the audit & supervisory board.	(deleted)
(Compensation, Etc.) Article 36 Compensation, etc. for audit & supervisory board members shall be determined pursuant to a resolution of a shareholders meeting.	(deleted)
(Release from Liability of an Audit & Supervisory Board Member) Article 37 The Company may, pursuant to a resolution of its board of directors and in accordance with Article 426, Paragraph 1 of the Companies Act, release an audit & supervisory board member (including a person who was an audit & supervisory board member) from liability for damages caused by a breach of duty as an audit & supervisory board member, to the extent permitted by laws or regulations.	(deleted)
(Agreement Limiting Liability of Independent Audit & Supervisory Board Members) Article 38 The Company may, in accordance with Article 427, Paragraph 1 of the Companies Act, enter into an agreement with an independent audit & supervisory board member limiting liability for damages caused by a breach of such independent audit & supervisory board member's duties. In this event the maximum liability pursuant to said agreement shall be the amount as prescribed by laws or regulations.	(deleted)
(New Provision)	Chapter 5 Nomination Committee, Audit Committee and Compensation Committee
(New Provision)	(Method of Election) Article 28 Members of the Nomination Committee, the Audit Committee and the Compensation Committee shall be elected from among the

Current Articles of Incorporation	Proposed Amendments
	directors by a resolution of the board of directors.
(New Provision)	(Committee Rules) Article 29 Except as otherwise prescribed by laws or regulations or these Articles of Incorporation, matters related to the operation of the Nomination Committee, the Audit Committee and the Compensation Committee shall be governed by the rules of the respective committees established by a resolution of the board of directors
(New Provision)	Chapter 6 Executive Officers
(New Provision)	(Method of Election) Article 30 Executive officers shall be elected by a resolution of the board of directors.
(New Provision)	(Term of Office) Article 31 The term of office of an executive officer shall be until the time of conclusion of the first meeting of the board of directors that is convened after the conclusion of the ordinary shareholders meeting that is held in connection with the final business year that ends within one year from the election of the executive officer concerned.
(New Provision)	(Representative Executive Officer and Group Chief Executive Officer) Article 32 The board of directors shall, by its resolution, elect a representative executive officer. 2 The board of directors may, by its resolution, elect a Group Chief Executive Officer from the executive officers.
(New Provision)	(Release from Liability of Executive Officers) Article 33 The Company may, pursuant to a resolution of its board of directors and in accordance with Article 426, Paragraph 1 of the Companies Act, release an executive officer (including a person who was an executive officer) from liability for damages caused by a breach of duty as an executive officer, to the extent permitted by laws or regulations.
(New Provision)	(Executive Officer Rules) Article 34 Except as otherwise prescribed by laws or regulations or these Articles of Incorporation, matters related to executive officers shall be governed by the Executive Officer Rules established by a resolution of the board of directors.
Chapter 6 Accounting	Chapter 7 Accounting

Current Articles of Incorporation	Proposed Amendments
Articles 39-42 (omitted for brevity) (New Provision) (New Provision)	Articles 35-38 (unchanged) Supplementary Provision (Transitional Measures for Release from Liability of an Audit & Supervisory Board Member) Article 1 The Company may, pursuant to a resolution of its board of directors and in accordance with Article 426, Paragraph 1 of the Companies Act, release an audit & supervisory board member (including a person who was an audit & supervisory board member) from liability for damages caused by a breach of duty as an audit & supervisory board member arising in connection with actions that occurred before the conclusion of the 9th Ordinary Shareholders Meeting, to the extent permitted by laws or regulations.

(End)