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Tokio Marine Holdings, Inc.

Satoru Komiya President & Chief Executive Officer

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Securities Code: 8766

<https://www.tokiomarinehd.com/en/>

The corporate governance of Tokio Marine Holdings, Inc. (the “Company”) is as follows.

I. Fundamental Views on Corporate Governance, and Basic Information on Capital Structure, Corporate Attributes and Other Matters

1. Fundamental Views

The Company defines the “Tokio Marine Group Corporate Philosophy” and is committed to the continuous enhancement of corporate value by fulfilling its responsibilities to shareholders, customers, society, employees and other stakeholders. For this purpose, the Company hereby establishes a sound and transparent corporate governance system and, based on its “Basic Policies for Internal Controls”, aims to exercise appropriate control over the Tokio Marine Group (the “Group”) companies as a holding company.

In the various basic business policies for the Group, the Company prescribes basic terms for the management of the group companies and compliance, risk management and internal audit of the Group. Moreover, business strategies, business projects and other important plans by principal group companies are subject to the Company's prior approval, while their compliance with various basic business policies and the implementation status of their business plans are confirmed by the Company. Through these and other measures, the Company manages the principal group companies.

Based on the ability of the principal group companies to meet business results indices, etc., defined by the management strategy, evaluations on business results of principal group companies are made on a yearly basis, and the results of such evaluations are incorporated into compensation for Directors and Executive Officers of the group companies.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code] (Updated)

All principles are based on the code prior to the June 2021 revision.

[Disclosure Based on the Principles of the Corporate Governance Code] (Updated)

1. Corporate Philosophy and Fundamental Corporate Governance Policy

(1) Corporate Philosophy (Principle 3-1(i))

With customer trust as the foundation for all its activities, the Group continually strives to raise corporate value.

- Through the provision of the highest quality products and services, the Group aims to deliver safety and security to all our customers.
- By developing sound, profitable and growing businesses throughout the world, the Group will fulfill its mandate to shareholders.
- The Group will continue to build an open and dynamic corporate culture that enables each and every employee to demonstrate his or her creative potential.
- Acting as a good corporate citizen through fair and responsible management, the Group will broadly contribute to the development of society.

(2) Tokio Marine Holdings Fundamental Corporate Governance Policy (Principle 3-1(ii))

The Company defines the "Tokio Marine Holdings Fundamental Corporate Governance Policy" ("Fundamental Policy") (see "2. Other Matters Concerning the Corporate Governance System" in "V. Others" as described below), and the fundamental views thereof are as follows.

The Company shall define the "Tokio Marine Group Corporate Philosophy" and is committed to the continuous enhancement of corporate value by fulfilling its responsibilities to shareholders, customers, society, employees and other stakeholders. For this purpose, the Company hereby establishes a sound and transparent corporate governance system and, based on its Basic Policies for Internal Controls, aims to exercise appropriate control over the Tokio Marine Group companies as a holding company.

2. Dialogue with Shareholders and Investors and Capital Policy, etc.

(1) Dialogue with Shareholders and Investors (Principle 5-1)

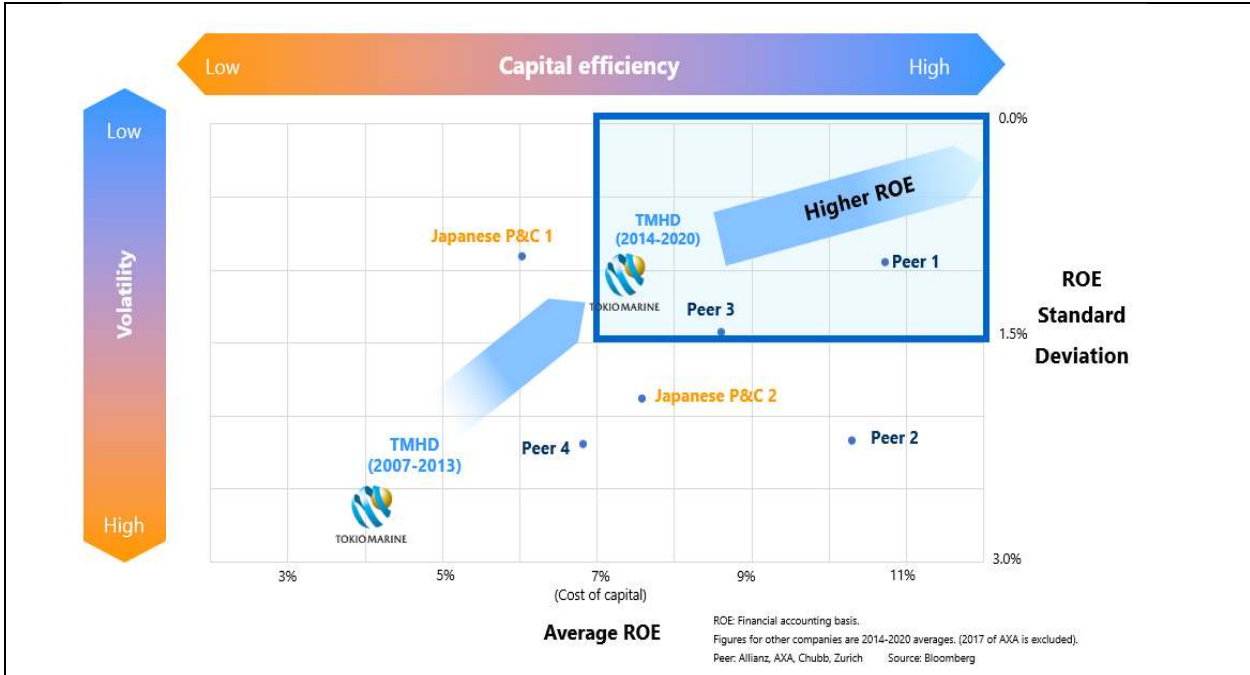
To promote constructive conversation with shareholders, the Company works to establish structures according to the following basic principles.

- ① The Company shall establish Executive Officers in charge of business execution to conduct overall management for conversations with shareholders, and establish a dedicated department to plan and implement these activities.
- ② Toward conversations with shareholders such as earnings announcements and presentation meetings for investors, etc., IR department of the Company shall work with other relevant departments to provide accurate and truthful information to shareholders.
- ③ Taking into account shareholding conditions and the views of shareholders, etc., the Company shall work to provide various methods to communicate with shareholders.
- ④ Concerning comments acquired during the course of conversations with shareholders, the Company shall periodically organize and analyze these comments, and report to the Board of Directors.
- ⑤ The Company, pursuant to its "Insider Trading Prevention Regulations", shall exercise the utmost care with regard to unpublicized information, and shall have conversations with shareholders without utilizing any significant unpublicized information.

(2) Enhancement of Corporate Value through Capital Policy (Principle 1-3, Principle 5-2)

The Group aims to realize a long-term vision "to be a global insurance group that delivers sustainable growth by providing safety and security to customers worldwide." The medium-to long-term targets are adjusted net income of over ¥500 billion and adjusted ROE of approximately 12%. In the course of working toward these goals, we are creating capital through strategic business portfolio revisions focused on organic growth in Japan and overseas. This capital is allocated to M&As and other business investments or returned to shareholders if there are no candidates for a good investment, making for an ongoing capital cycle.

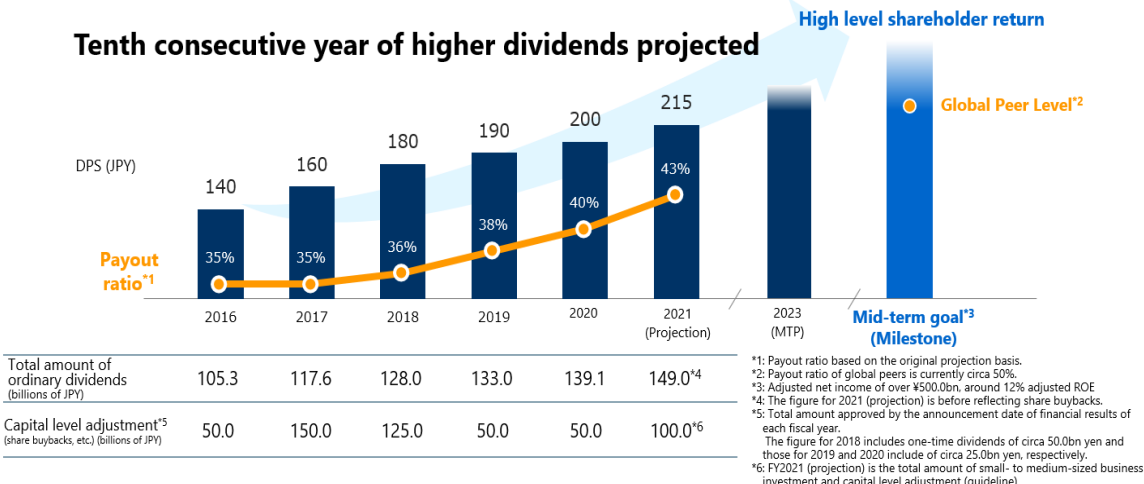
The ongoing improvement of profitability and diversification of risks accomplished through large-scale M&As in Europe and the United States has driven steady growth in the Group's ROE, which has remained consistently above a cost of capital of 7% with low volatility. Our ROE is approaching the level of our global peers, and we will seek to further enhance ROE going forward.



In order to maintain a disciplined capital policy, the Group sets the target range of ESR (Economic Solvency Ratio. Risk amount is calculated using a model based on an AA credit rating equivalent of 99.95%VaR. The amount excludes restricted capital.) to a range from 100% to 140%. As of the end of March 2021, the ESR was within this range at 127%. When the ESR is within the target range, we will flexibly consider whether or not to make business investments, to take an additional risk, and/or to return the capital to our shareholders.

(*)Value at Risk (VaR) : The maximum amount of loss that may be incurred within a certain probability range within a certain period of time in the future. A 99.95% VaR is an amount within which the loss falls in a year with 99.95% probability.

Dividends are our primary means of shareholder return, and we plan to sustainably increase shareholder return in line with profit growth. Payout ratio is above 40% of the average adjusted net income, and will aim for a global peer level for the dividend payout ratio when the medium-to long-term target is achieved. In addition, we will adjust our capital level with flexibility through share repurchases and other means based on comprehensive consideration of market conditions, business investment opportunities, and other relevant factors.



3. Policy and procedure for appointment and dismissal of executive personnel
 (1) Policy and procedure for appointment, nomination, and dismissal of executive personnel (Principle 3-1(iv), Supplementary Principle 4-3②, Supplementary Principle 4-3③)

The Company shall establish a Nomination Committee and a Compensation Committee to serve as advisory bodies to the Board of Directors.

The Nomination Committee shall deliberate and report to the Board of Directors regarding the appointment and dismissal of the President & Chief Executive Officer, Directors, Audit & Supervisory Board Members, and Executive Officers of the Company and the presidents of its principal business subsidiaries, as well as the criteria for appointment and the dismissal policies with respect to the President & Chief Executive Officer of the Company, and Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries. As the procedure for dismissal, if the President & Chief Executive Officer of the Company or any of the Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries fail to meet the conditions for selection to their positions, the Nomination Committee shall deliberate on the dismissal of the relevant persons. The Nomination Committee is responsible for deliberating a successor plan for the President & Chief Executive Officer of the Company and for appropriately supervising the implementation of the plan in order to develop successor candidates systematically.

After receiving the report about the contents of deliberation and result from the Nomination Committee, the Board of Directors shall deliberate on personnel change regarding Directors, Executive Officers and Audit & Supervisory Board Members based on the report.

The Nomination Committee shall generally consist of approximately five members. As a general rule, a majority of the members shall be selected from outside of the Company, and the chairman shall be one of the outside members. As of the date of submission of this report, all six of the Outside Directors are members of the committee, and the committee has an Outside Director as chairman.

For details on the Company's policies and procedures for the election, dismissal and nomination of Directors, Audit & Supervisory Board Members and Executive Officers, see Article 9 and Article 12 through Article 17 of the Fundamental Policy.

(2) Succession plan for the President & Chief Executive Officer (Principle 4-1③)

The Nomination Committee, an advisory body to the Board of Directors, receives sufficient reports from the President & Chief Executive Officer regarding succession plans and specific succession candidates, exchanges opinions with members, mainly the outside directors, considers management issues, and provides feedback to the Board of Directors as necessary.

(3) Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members (Principle 4-9)

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:

- ① an executive of the Company or a subsidiary or affiliate of the Company;
- ② a person who has been an executive of the Company or a subsidiary or an affiliate of the Company in the past ten years;
- ③ 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;
- ④ 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;
- ⑤ 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;
- ⑥ 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);
- ⑦ 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;
- ⑧ 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

- ⑨ 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.

(4) Composition Ratio of Outside Directors of the Board of Directors (Principle 4-8)

The Company appoints fourteen Directors, of whom, six shall be independent Outside Directors.

(5) Diversity of Directors and Audit & Supervisory Board Members (Supplementary Principle 4-11①)

Regarding the composition of the Board of Directors, the number of Directors shall be approximately ten members, of whom, as a general rule, at least three shall be Outside Directors. To secure effectiveness of the Board of Directors, when selecting Directors, a balanced composition shall be established, with various viewpoints and specializations. Directors shall be appointed for a term of office of one year. Directors may be re-appointed. When selecting the Audit & Supervisory Board Members, a balanced composition shall be established in the same way as with Directors.

Also, regarding the skills of Directors and Audit & Supervisory Board Members, the Company's views are as follows.

<The Company's Views Regarding the Skills of Directors and Audit & Supervisory Board Members>

1. The 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 the 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 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 below shows the current Directors and Audit & Supervisory Board Members, and the skills they possess. The Company considers that, collectively, they possess the necessary skills.

Name	Gender	Position and major responsibilities		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 Harashima	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)		✓	✓					✓	✓
Voichi 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			✓	✓			✓		✓	

Based on this policy, the Company has appointed four Outside Directors with experience in corporate management (one of whom has extensive experience as a business management consultant) and two academic experts. Also, the Company has appointed, as the Outside Audit & Supervisory Board Members, an individual with experience as an executive director of the Bank of Japan, an attorney, and an analyst. Furthermore, all Outside Directors and Outside Audit & Supervisory Board Members have a wealth of international experience. The Board of Directors consists of members with such diverse skills. Outside Directors and Outside Audit & Supervisory Board Members provide advice on our management based on these skills at the Board of Directors meeting, etc.

In terms of gender, the Company has two female Director and one female Audit & Supervisory Board Member, and the percentage of female members of the whole Board of Director Members, consist of Directors and Audit & Supervisory Board Members, exceeds 15%.

(6) For an explanation on the election and nomination of executive personnel (Principle 3-1(v))

a. Inside Officers

See the last part of this section.

b. Outside Directors

See “[Directors], Outside Directors’ Relationship with the Company (2), Reasons for Election” in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management,” as described below.

c. Outside Audit & Supervisory Board Members

See “[Audit & Supervisory Board Members], Outside Audit & Supervisory Board Member’s Relationship with the Company (2), Reasons for Election” in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management,” as described below.

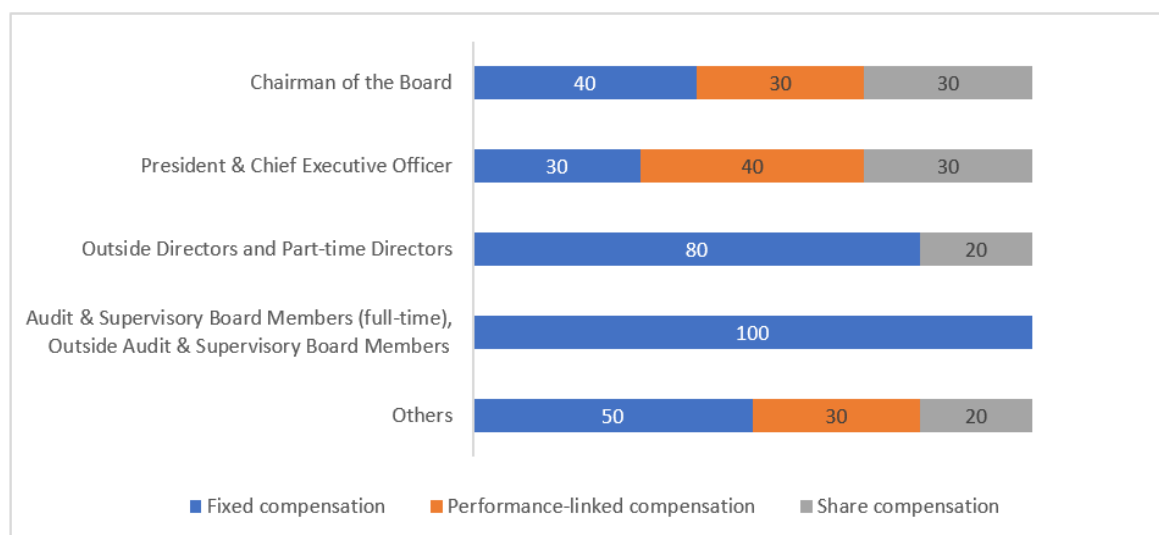
4. Policy and process for determining the compensation of executive personnel (Principle 3-1(iii))

The Compensation Committee shall deliberate and report to the Board of Directors on the evaluation of the performance of the Directors and Executive Officers of the Company and the presidents of its principal business subsidiaries, the compensation system and level for Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries, and the policy for determination of compensation for Directors, Audit & Supervisory Board Members and Executive Officers of the Company.

After receiving the report about the contents of deliberation and result from the Compensation Committee, the Board of Directors deliberates on compensation of Directors, Audit & Supervisory Board Members and Executive Officers based on the report.

The Compensation Committee shall generally consist of approximately five members. As a general rule, a majority of the members shall be selected from outside of the Company, and the chairman shall be one of the outside members. As of the date of submission of this report, all six of the Outside Directors are members of the committee, and the committee has an Outside Director as chairman.

Compensation for Directors and Executive Officers consists of three elements: fixed compensation, performance-linked compensation, and share compensation. In principle, the portion of total compensation represented by performance-linked compensation and share compensations increases in conjunction with the rank of Directors. Remuneration for Audit & Supervisory Board Members are all fixed compensation.



For details of the policy and procedures relating to determination of compensation for Directors, Audit & Supervisory Board Members and Executive Officers, see “[Director Compensation], Policy on Determining Compensation Amounts and Calculation Methods” in “Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management” as described below.

5. The function of the Board of Directors

(1) Evaluations of the Effectiveness of the Board of Directors (Supplementary Principle 4-11③)

a. Method of evaluating the effectiveness of the Board of Directors

The Company evaluates the effectiveness of the Board of Directors once a year in order to further enhance the functionality of the Board of Directors. To reflect the opinions of all members who participate in the Board of Directors, the Company conducts annual surveys on the operation of the Board of Directors and the performance of its functions to all Directors and Audit & Supervisory Board Members and reports the result to the Board of Directors.

b. Results of evaluations of the effectiveness of the Board of Directors

The Company has determined through these evaluations that the Directors and Audit & Supervisory Board Members speak actively and engage in open and constructive discussion at the Board of Directors' meetings, and that the Board of Directors' performance of its functions is adequate. On the other hand, it is also recognized that there are opinions on areas for further improvement, and the Company considers corresponding measures to address each of these. The main opinion and measure is as follows.

(Opinion) We want the Company to secure opportunities for us to receive explanation in advance regarding the content of proposals and related information.

(Measure) By utilizing remote meetings and other means, the Company will provide opportunities for those who wish to receive explanation in advance regarding the content of proposals and related information.

(2) Implementing "Discussion on Corporate Strategy"

The Company aims to develop its corporate strategy around achieving sustainable growth and increasing medium-to-long term corporate value by reflecting the opinions of its Outside Directors and Outside Audit & Supervisory Board Members. To achieve this, the Company carries out discussions regarding its operating environment and management issues, etc., called "Discussion on Corporate Strategy" at meetings of its Board of Directors. The discussion topics are chosen through a survey of Directors and Audit & Supervisory Board Members or from those which came up in independent directors/audit & supervisory board members' meetings. In fiscal year 2020, the themes listed below were discussed, and the Company continues to conduct such discussions in fiscal year 2021.

- The next Mid-Term Business Plan of the Group.
- Exchanging ideas with executives of overseas subsidiaries
- Domestic life and non-life insurance businesses strategy of the Group
- Digital strategy of the Group
- Direction of human resources strategy

(3) Implementing "independent directors/audit & supervisory board members' meetings"

The Company holds a meeting per year which only independent directors/audit & supervisory board members attend. All facilitation including establishing the agenda are conducted by the independent directors/audit & supervisory board members, and objective opinions about the Company are exchanged. The President & Chief Executive Officer are briefed on the discussion topics when needed.

In fiscal year 2020, discussions were held regarding diversity, human resources development, governance and other topics, and recommendations were submitted based on these discussions.

(4) Training for Directors and Audit & Supervisory Board Members (Supplementary Principle 4-14②)

In addition to promoting personnel with the qualifications required for Directors and Audit & Supervisory Board Members, we believe it is important to provide necessary training and information. For new Inside Directors and Inside Audit & Supervisory Board Members of the Company and the Group, the Company holds training sessions on the duties and responsibilities of Directors and Audit & Supervisory Board Members, at which an attorney-at-law serves as a lecturer. The Company also holds training sessions on some themes for new Outside Directors and Outside Audit & Supervisory Board Members of the Company before they assume office, in order to provide them with an understanding of matters thought to be indispensable to enable them to fulfill their responsibilities. The specific themes and training hours implemented in fiscal year 2020 were as follows.

	Presentation time (minutes)
Mid-Term Business Plan of the Group	
Mid-Term Business Plan of Tokio Marine & Nichido	

Mid-Term Business Plan of Tokio Marine & Nichido Life Insurance Co., Ltd.	120
Enterprise Risk Management (ERM)	60
International Insurance Business Strategy	60
Investment Strategy	60
Human Resource Policy of the Group Human Resource Systems of Tokio Marine & Nichido	80
Summary of Financial Result and Insurance Accounting	60
Overview of Non-Life Insurance Industry	40
Matters in Connection with General Meeting of Shareholders and Board of Directors	60

In addition, in order to nurture the next generation of business executives, the Company conducts training for executives who are candidates for Executive Officers to acquire the leadership and management skills required of top management.

6. Other

(1) Separation of management oversight and business execution (Supplementary Principle 4-1①)

The Board of Directors is responsible for decisions on important matters relating to the execution of the Company's business and for supervising the performance of individual Directors. The Company shall define Rules of the Board of Directors, and define the content of significant business execution to be determined by the Board of Directors. Determination of significant business execution includes formulating Group management strategies, formulating Group management plans, establishing internal control systems within the Group, and business investment that is larger than a certain level. The Company shall entrust decision-making to Executive Officers of matters that do not require decisions to be made by the Board of Directors.

(2) Related party transactions (Principle 1-7)

The Company shall define Rules of the Board of Directors and the "Tokio Marine Group Basic Policies for Management of Intragroup Transactions," and the Board of Directors shall monitor related party transactions between Officers and subsidiaries, etc., in an effort to ensure that the joint interests of the Company and shareholders are not harmed.

(3) Major concurrent posts of Directors and Audit & Supervisory Board Members (Supplementary Principle 4-11②)

For details on the concurrent posts of Directors and Audit & Supervisory Board Members, see the "Notice of Convocation of the 19th Ordinary General Meeting of Shareholders" (<https://www.tokiomarinehd.com/en/ir/event/meeting.html>) disclosed on the Company's website.

(4) Policy on holding business-related equities, etc. (Principle 1-4, Principle 2-6)

a. Policy investments are made 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 policy investments, the Company confirms the economic rationality of said holdings from the viewpoint of increasing medium-to-long term corporate value of the Group, makes efforts to improve the status of said holdings, and works to reduce the total amount thereof. To be more specific, Tokio Marine & Nichido, has been working to achieve annual reductions of 100.0 billion yen or more per year during the period 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 a cumulative total reduction of 2.3 trillion yen since our foundation year 2002 (on a market value basis at the time of sale), and the book value of policy investments, etc. held, as at the end of March 2021, decreased to 33% of the amount as it stood at the end of March 2002.

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

b. The Company, at the meetings of its Board of Directors, confirms the appropriateness of the purposes for holding the shares of domestic listed companies that domestic insurance subsidiaries of the Company hold as business-related equities, such as strengthening medium-to-long term transaction relationships, and reviews risks and returns associated with holding such shares on an individual basis as well as the portfolio as a whole. Through these initiatives, the Company confirms the economic rationality of holding the business-related shares.

c. Tokio Marine & Nichido, a core subsidiary of the Company, prescribes the standards for exercising voting rights. Tokio Marine & Nichido pays close attention to the following items.

- * Election or dismissal of directors (by a company operating in deficit for a certain consecutive period, by a company in which scandal has occurred, etc.)
- * Election or dismissal of audit & supervisory board members (by a company in which scandal has occurred, etc.)
- * Awarding of retirement allowance to directors, executive officers and audit & supervisory board members (by a company operating in deficit for a certain consecutive period, etc.)
- * Increase of compensation of directors, executive officers and audit & supervisory board members (by a company operating in deficit for a certain consecutive period, etc.)
- * Issuance of new shares or share acquisition rights under favorable conditions
- * Corporate reorganization, including a merger, acquisition, or sales and purchase of business
- * Acquisition of treasury shares from specific shareholders at the price higher than fair value
- * Introduction of anti-takeover measures
- * Existence or nonexistence of outside directors
- * Attendance by outside directors and outside audit & supervisory board members to the board of directors' meetings or audit & supervisory board meetings
- * Proposals from shareholders, etc.

In the case of agendas that breach laws or regulations or constitute antisocial activities, Tokio Marine & Nichido opposes them regardless of the circumstances.

d. Regarding function as asset owner, the Company has no corporate pension plan, while Tokio Marine & Nichido, a core subsidiary of the Company, has Tokio Marine Nichido Pension Fund (the "Pension Fund"). The Pension Fund formulates a management policy for the fund based on advice from a pension asset management committee at which multiple members with a high degree of expertise in the asset management business serve as committee members. In addition, based on the above management policy, management executive directors with a high degree of expertise in the asset management business engage in management practices. Through these efforts, the Pension Fund takes personnel and management measures to fulfil its anticipated functions as an asset owner. Furthermore, its board of representatives includes a representative from a labor union. In addition, the content of deliberations at the pension asset management committee and the content of resolutions at the board of representatives are broadly made known to the fund members and recipients. Through these efforts, the Pension Fund has established a system to appropriately control any conflicts of interest as well.

“a.Inside Officers” of “3.(6)For an explanation on the election and nomination of executive personnel” on page 7 are as follows.

< Reason for election and nomination of Inside Officers >

Name · Position	Responsibility
Reason for election and nomination	
Tsuyoshi Nagano, Chairman of the Board	-
<p>We believe that he would fulfill his role adequately in deciding important matters regarding business execution and supervision of 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. These include his engagement with respect to domestic and overseas insurance underwriting, his work in corporate planning and product planning, his terms in office as President & Chief Executive Officer of Tokio Marine & Nichido, and his leadership role in the management of the Group as Group CEO.</p>	
Satoru Komiya, President & Chief Executive Officer	Group CEO (Group Chief Executive Officer) Group CCO (Group Chief Culture Officer)
<p>We believe that he would fulfill his role adequately in presiding over business operations in general as the head of Executive Officers, and to decide important matters regarding business execution and supervision of 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 Executive Officer of the Company being responsible for international insurance business, and his leadership role in the management of the Group as a whole, as Group CEO.</p>	
Takayuki Yuasa, Executive Vice President	Group CFO (Group Chief Financial Officer) Corporate Planning Dept.
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for capital strategy of the Group, and to decide important matters regarding business execution and supervision of 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. These include 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 role of being responsible for capital strategy of the Group as Executive Vice President of the Company.</p>	
Akira Harashima, Senior Managing Director	Head of International Insurance Business Co-Head of International Business International Business Development Dept. (management of North America (except for TMHCC and Pure))
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for international insurance business, and to decide important matters regarding business execution and supervision of 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. These include his engagement with respect to international insurance business and corporate planning business, his terms in office as Executive Officer of the Company in charge of international insurance business in the Americas, Asia and elsewhere, and his role of being responsible for international insurance business as Senior Managing Director of the Company.</p>	
Donald Sherman, Senior Managing Executive Officer	Group Co-CIO (Group Co-Chief Investment Officer) (management of global investment important strategy)
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer and Co-Chief Investment Officer (global investment important strategy), based on his wealth of experience and results he has achieved. These include his role of CEO of Delphi Financial Group Inc., and his role of Co-Chief Investment Officer (management of global investment important strategy) of the Company.</p>	

Christopher Williams, Senior Managing Executive Officer	Co-Head of International Business Group Co-CRSO (Group Co Chief Retention Strategy Officer) International Business Development Dept. (management of North America (TMHCC and Pure), Europe, Oceania, Reinsurance business and business strategy in overseas business (M&A, ERM, underwriting and retention strategy and personnel strategy))
We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer, Co-Head of International Business and Co-Chief Retention Strategy Officer, based on his wealth of experience and results he has achieved. These include his role of CEO of HCC Insurance Holdings, Inc. and his role of Co-Head of International Business and Co-Chief Retention Strategy Officer of the Company.	
Shingo Kawaguchi, Senior Managing Executive Officer	Group CRSO (Group Chief Retention Strategy Officer) Global Retention & Reinsurance Dept.
We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for underwriting and retention strategy of the Group, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to product planning and his role of being responsible for underwriting and retention strategy of the Group as Executive Officer of the Company.	
Susumu Harada, Managing Executive Officer	Group CITO (Group Chief Information Technology Officer) Group CISO (Group Chief Information Security Officer) IT Planning Dept.
We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for IT and cybersecurity management of the Group, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to overseas insurance underwriting and IT planning of Tokio Marine & Nichido, and his role of being responsible for IT and cybersecurity management as Executive Officer of the Company.	
Noboru Yamagata, Managing Executive Officer	International Business Development Dept. (management of Asia (excluding China and East Asia))
We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for international insurance business, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to domestic and overseas insurance underwriting, and his role as Executive Officer of the Company in charge of international insurance business.	
Robert O' Leary, Managing Executive Officer	International Business Development Dept. (assistance of management of North America (except for TMHCC, Delphi, and Pure))
We believe that he would fulfill his role adequately in determining and executing business operations in his charge of the assistant of the Director responsible for the International Business Development Dept., based on his wealth of experience and results he has achieved. These include his role as Chairperson of Philadelphia Consolidated Holding Corp. and his role as Executive Officer of the Company in charge of assisting the Director responsible for the International Business Development Dept.	
Makoto Yoda, Managing Executive Officer	International Business Development Dept. (management of Latin America)
We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for international insurance business, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to domestic and overseas insurance underwriting, human resources, and his role as Executive Officer of the Company in charge of international insurance business.	
Kenji Okada, Managing Director	Group CLCO (Group Chief Legal and Compliance Officer) Group CRO (Group Chief Risk Officer) Legal and Compliance Dept. Risk Management Dept. Internal Audit Dept.

<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for group legal & compliance and risk management, and to decide important matters regarding business execution and supervision of 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. These include his engagement with respect to financial planning, corporate planning, and international insurance business, and his role of being responsible for group legal & compliance and risk management as Executive Officer of the Company.</p>	
Kichihiro Yamamoto, Managing Executive Officer	International Business Development Dept. (management of Africa)
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for international insurance business, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to overseas insurance underwriting, and his role as Executive Officer of the Company serving as Assistant of Head of International Insurance Business.</p>	
Yoshinari Endo, Managing Director	Group CIO (Group Chief Investment Officer) Financial Planning Dept. Accounting Dept.
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for investment management of the Group, and to decide important matters regarding business execution and supervision of 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. These include his engagement with respect to corporate accounting, his role of being responsible for the Group's asset management as Executive Officer of the Company.</p>	
Yoshihiko Shima, Managing Executive Officer	International Business Development Dept (management of China, East Asia, and the Middle East)
<p>We believe that he would fulfill adequately in determining and executing business operations in his charge as Executive Officer responsible for international insurance business, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to domestic and overseas insurance underwriting, and his role as Executive Officer of the Company in charge of international insurance business.</p>	
Yoichi Moriwaki, Managing Director	Group CSSO (Group Chief Strategy and Synergy Officer), Group CSUO (Group Chief Sustainability Officer)
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for the Group's business strategy and synergy, and initiatives for sustainability, and to decide important matters regarding business execution and supervision of 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. These include his engagement with respect to IT planning, human resources planning and accounting, and his role of being responsible for the Group's business strategy and synergy, and sustainability as Executive Officer of the Company.</p>	
Kenichi Kitazawa, Managing Executive Officer	Group CHRO (Group Chief Human Resources Officer) Group CWO (Chief Wellness Officer) Human Resources Dept. Corporate Administration Dept.
<p>We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for human resources and "health and productivity management" of the Group, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to domestic insurance underwriting and product development, and his role of being responsible for the Group's human resources and health and productivity management as Executive Officer of the Company.</p>	
Masashi Namatame, Managing Executive Officer	Group Digital Strategy Officer Digital Strategy Dept.

	We believe that he would fulfill his role adequately in determining and executing business operations in his charge as Executive Officer responsible for the digital strategy of the Group, based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to risk management operations, and his leadership role in digital strategy as Executive Officer serving as General Manager of Digital Strategy.
Shinichi Hirose, Director	President & Chief Executive Officer of Tokio Marine & Nichido
	We believe that he would fulfill his role adequately in deciding important matters regarding business execution and supervision of 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. These include his engagement with respect to product planning, sales planning, and the domestic life and non-life insurance businesses, his terms in office as President & Chief Executive Officer of Tokio Marine & Nichido Life Insurance Co., Ltd., and as Executive Officer in charge of international insurance business of the Company, and his current leadership role in the management of Tokio Marine & Nichido as President & Chief Executive Officer.
Shozo Mori, Audit & Supervisory Board Member (full-time)	-
	We believe that he would fulfill his audit functions based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to domestic insurance underwriting and product planning, his terms in office as Executive Officer of the Company responsible for underwriting and retention strategy of the Group, and his role of being responsible for supervision of the execution of duties by directors as Audit & Supervisory Board Member of the Company (full-time).
Hirokazu Fujita, Audit & Supervisory Board Member (full-time)	-
	We believe that he would fulfill his audit functions based on his wealth of experience and results he has achieved since joining Tokio Marine. These include his engagement with respect to accounting, his terms in office as Executive Officer of Tokio Marine & Nichido and the Company in charge of accounting and financial planning, his role of being responsible for investment management of the Group, and his role of being responsible for supervision of the execution of duties by Directors as Audit & Supervisory Board Member of the Company (full-time).

2. Capital Structure

Foreign Shareholding Ratio	30% or more
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[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	72,177,300	10.41
Custody Bank of Japan, Ltd. (Trust Account)	47,842,700	6.90
Meiji Yasuda Life Insurance Company (Custodian: Custody Bank of Japan, Ltd.)	14,990,451	2.16
Barclays Securities Japan Limited	12,591,100	1.82
Custody Bank of Japan, Ltd. (Trust Account 7)	12,081,800	1.74
SSBTC CLIENT OMNIBUS ACCOUNT (Custodian: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch)	11,355,801	1.64
State Street Bank West Client - Treaty 505234 (Custodian: Mizuho Bank, Ltd., Settlement & Clearing Services Department)	10,085,691	1.45
Custody Bank of Japan, Ltd. (Trust Account 5)	10,024,600	1.45

Tokai Nichido Employees Stock Ownership Plan	9,962,884	1.44
The Master Trust Bank of Japan, Ltd. (Retirement Benefits Trust Account for Mitsubishi Corporation)	9,632,000	1.39

Controlling Shareholder (excluding Parent Company)	—
Parent Company	None

Supplementary Explanation

- “Status of Major Shareholders” above is based on the register of shareholders as of March 31, 2021.
- “Percentage” in “Status of Major Shareholders” above shows the ratio of the number of shares held by such shareholder to the total number of the outstanding shares (excluding treasury shares).
- Regarding shares of the Company, Mitsubishi UFJ Financial Group, Inc. submitted a change report pertaining to a report of possession of large volume as of April 16, 2018, Sumitomo Mitsui Trust Asset Management Co., Ltd. submitted a report of possession of large volume as of March 19, 2020, Nomura Securities Co., Ltd. submitted a change report pertaining to a report of possession of large volume as of July 21, 2020, and Mizuho Securities, Co., Ltd. submitted a report of possession of large volume as of August 7, 2020 to the Director-General of the Kanto Local Finance Bureau respectively. However, since the Company cannot confirm the number of shares substantially held by them as of March 31, 2021, such information is not disclosed in “Status of Major Shareholders” above.

3. Corporate Attributes

Listed Stock Exchange and Market Section	Tokyo Stock Exchange, First Section
Fiscal Year-End	March
Type of Business	Insurance
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Sales (consolidated) as of the End of the Previous Fiscal Year	1 trillion yen or more
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100 to less than 300

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholders

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5. Other Special Circumstances which may have Material Impact on Corporate Governance

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II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Board
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[Directors]

Maximum Number of Directors Stipulated in the Articles of Incorporation	15
Term of Office Stipulated in the Articles of Incorporation	1 year
Chairman of the Board	Chairman of the Board (except when serving concurrently as President)
Number of Directors (Updated)	14
Election of Outside Directors	Elected
Number of Outside Directors (Updated)	6
Number of Independent Directors, from among Outside Directors (Updated)	6

Outside Directors' Relationship with the Company (1) (Updated)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Akio Mimura	From another company												
Masako Egawa	From another company												
Takashi Mitachi	From another company												
Nobuhiro Endo	From another company												
Shinya Katanozaka	From another company												
Emi Osono	From another company												

* Categories for "Relationship with the Company"

*"○" when the Director presently falls or has recently fallen under the category;

"△" when the Director fell under the category in the past

*"●" when a close relative of the Director presently falls or has recently fallen under the category;

"▲" when a close relative of the Director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive Director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a Director/Audit & Supervisory Board Member

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company Outside Directors / Audit & Supervisory Board Members are mutually appointed (the Director himself/herself only)

- j. Executive of a company or organization that receives a donation from the Company (the Director himself/herself only)
- k. Other

Outside Directors' Relationship with the Company (2) (Updated)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Election
Akio Mimura	○	He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in "Disclosure Based on the Principles of the Corporate Governance Code".	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. Furthermore, he does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that he is unlikely to cause conflicts of interest with general shareholders of the Company as an independent director.
Masako Egawa	○	She fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in "Disclosure Based on the Principles of the Corporate Governance Code".	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 since she was appointed as a director of the Company. Furthermore, she does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that she is unlikely to cause conflicts of interest with general shareholders of the Company as an independent director.

Takashi Mitachi	○	He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in “Disclosure Based on the Principles of the Corporate Governance Code”.	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. Furthermore, he does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that he is unlikely to cause conflicts of interest with general shareholders of the Company as an independent director.
Nobuhiro Endo	○	He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in “Disclosure Based on the Principles of the Corporate Governance Code”.	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. Furthermore, he does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that he is unlikely to cause conflicts of interest with general shareholders of the Company as an independent director.
Shinya Katanozaka	○	He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in “Disclosure Based on the Principles of the Corporate Governance Code”.	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. Furthermore, he does not fall under items set forth in the regulations

			of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that he is unlikely to cause conflicts of interest with general shareholders of the Company as an independent director.
Emi Osono	○	She fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in “Disclosure Based on the Principles of the Corporate Governance Code”.	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, 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. Furthermore, she does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that she is unlikely to cause conflicts of interest with general shareholders of the Company as an independent director.

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Compensation Committee	Established
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Voluntary Committee’s Name, Composition, and Attributes of Chairman (Updated)

	Committee Corresponding to Nomination Committee	Committee Corresponding to Compensation Committee
Committee’s Name	Nomination Committee	Compensation Committee
All Committee Members	8	7
Full-time Members	0	0
Inside Directors	2	1
Outside Directors	6	6
Outside Experts	0	0
Other	0	0
Chairman	Outside Director	Outside Director

Supplementary Explanation

The Company shall establish a Nomination Committee and a Compensation Committee to serve as advisory bodies to the Board of Directors.

The Nomination Committee shall deliberate and report to the Board of Directors regarding the appointment and dismissal of the President & Chief Executive Officer, Directors, Audit & Supervisory Board Members, and Executive Officers of the Company and the presidents of its principal business subsidiaries, as well as

the criteria for appointment and the dismissal policies with respect to the President & Chief Executive Officer of the Company, and Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries. As the procedure for dismissal, if the President & Chief Executive Officer of the Company or any of the Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries fail to meet the conditions for selection to their positions, the Nomination Committee shall deliberate on the dismissal of the relevant persons. The Nomination Committee is responsible for deliberating a successor plan for the President & Chief Executive Officer of the Company and for appropriately supervising the implementation of the plan in order to develop successor candidates systematically.

The Compensation Committee shall deliberate and report to the Board of Directors on the evaluation of the performance of the Directors and Executive Officers of the Company and the presidents of its principal business subsidiaries, the compensation system and level for Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries, and the policy for determination of compensation for Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries.

After receiving the report about the contents of deliberation and result from both Committees, the Board of Directors deliberates on appointment of regarding Directors, Executive Officers and Audit & Supervisory Board Members and compensation of Directors, Audit & Supervisory Board Members and Executive Officers based on the report.

The Nomination Committee and the Compensation Committee shall generally consist of approximately five members, respectively. As a general rule, a majority of the members shall be selected from outside of the Company, and the chairman shall be one of the outside members. As of the date of submission of this report, all six of the Outside Directors are members of both committees, and the committee has an Outside Director as chairman.

In fiscal year 2020, the Nomination Committee deliberated on the following matters and reported to the Board of Directors: each agenda for candidates to become President & Chief Executive Officer, Directors, Audit & Supervisory Board Members and Executive Officers of the Company, and presidents of its principal business subsidiaries. Also, the Compensation Committee deliberated on the following matters and reported to the Board of Directors: the evaluation of the performance of the Directors and Executive Officers of the Company and the presidents of its principal business subsidiaries, the compensation system and level, and the policy for determination of compensation for Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries, and the policy for determination of compensation for Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries. In fiscal year 2020, the Nomination Committee's meeting was held once, and the Compensation Committee's meeting was held 4 times. (In addition, the Compensation Committee was held twice in writing) Attendance by respective members to the meetings held were as follows.

<Nomination Committee>

Akio Mimura (Chairman/Outside Director): Attended 1 Nomination Committee's meeting in fiscal year 2020

Masako Egawa (Outside Director): Attended 1 Nomination Committee's meeting in fiscal year 2020

Takashi Mitachi (Outside Director): Attended 1 Nomination Committee's meeting in fiscal year 2020

Nobuhiro Endo (Outside Director): Attended 1 Nomination Committee's meeting in fiscal year 2020

Shinya Katanozaka (Outside Director): Attended 1 Nomination Committee's meeting in fiscal year 2020

Tsuyoshi Nagano (Chairman of the Board): Attended 1 Nomination Committee's meeting in fiscal year 2020

Satoru Komiya (President & Chief Executive Officer): Attended 1 Nomination Committee's meeting in fiscal year 2020

<Compensation Committee>

Akio Mimura (Chairman/Outside Director): Attended all 4 Compensation Committee's meetings in fiscal year 2020

Masako Egawa (Outside Director): Attended all 4 Compensation Committee's meetings in fiscal year 2020

Takashi Mitachi (Outside Director): Attended all 4 Compensation Committee's meetings in fiscal year 2020

Nobuhiro Endo (Outside Director): Attended all 4 Compensation Committee's meetings in fiscal year 2020

Shinya Katanozaka (Outside Director): Attended all 3 of the Compensation Committee's meetings that were held after he assumed the position
 Satoru Komiya (President & Chief Executive Officer): Attended all 4 Compensation Committee's meetings in fiscal year 2020

[Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in the Articles of Incorporation	6
Number of Audit & Supervisory Board Members	5

Cooperation among Audit & Supervisory Board Members, Independent Auditors and Internal Audit Division

Audit & Supervisory Board Members receive reports on audit plans and priority audit items, etc. and reports on audit results from the internal audit division and Independent Auditor, respectively. The organizations implementing the audits endeavor to cooperate with each other through the exchange of opinions and thereby enhance the effectiveness of the audits.

Election of Outside Audit & Supervisory Board Members	Elected
Number of Outside Audit & Supervisory Board Members	3
Number of Independent Audit & Supervisory Board Members, from among Outside Audit & Supervisory Board Members	3

Outside Audit & Supervisory Board Member's Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Akinari Horii	From another company													
Akihiro Wani	Lawyer													
Nana Otsuki	From another company													

* Categories for "Relationship with the Company"

* "○" when the Audit & Supervisory Board Member presently falls or has recently fallen under the category;

"△" when the Audit & Supervisory Board Member fell under the category in the past

* "●" when a close relative of the Audit & Supervisory Board Member presently falls or has recently fallen under the category;

"▲" when a close relative of the Audit & Supervisory Board member fell under the category in the past

a. Executive of the Company or its subsidiary

b. Non-executive Director or accounting advisor of the Company or its subsidiaries

- c. Non-executive Director or executive of a parent company of the Company
- d. Audit & Supervisory Board member of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Audit & Supervisory Board Member
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the Audit & Supervisory Board Member himself/herself only)
- k. Executive of a company, between which and the Company outside Directors / Audit & Supervisory Board Members are mutually appointed (the Audit & Supervisory Board Member himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)
- m. Other

Outside Audit & Supervisory Board Member's Relationship with the Company (2)

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Election
Akinari Horii	○	He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in "Disclosure Based on the Principles of the Corporate Governance Code".	We believe that he would fulfill his audit functions based on his insight acquired through many years of experience in his roles as an executive or a regular employee of the Bank of Japan. Furthermore, he does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that he is unlikely to cause conflicts of interest with general shareholders of the Company as an independent audit & supervisory board member. He, as an executive or a regular employee of Bank of Japan through many years, has extensive insight regarding finance and accounting matters.
Akihiro Wani	○	He fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in "Disclosure Based on the Principles of the Corporate Governance Code".	We believe that he would fulfill his audit functions and provide valuable advice as a specialist in corporate legal affairs based on his insight acquired through many years of experience as an attorney-at-law. Furthermore, he does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that he is unlikely to cause conflicts of interest with general shareholders of the Company as an independent audit & supervisory board member. He 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.
Nana Otsuki	○	She fulfills the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members defined by the Company, which are provided in “Disclosure Based on the Principles of the Corporate Governance Code”.	We believe that she would fulfill her audit functions and provide valuable advice as a specialist in business management based on her insight which was acquired through many years of experience as an analyst in financial institutions. Furthermore, she does not fall under items set forth in the regulations of the exchange, and therefore we believe, as a result of a comprehensive consideration based on the above, that she is unlikely to cause conflicts of interest with general shareholders of the Company as an independent audit & supervisory board member. She, as an executive or a regular employee of financial institute through many years, has extensive insight regarding finance and accounting matters.

[Independent Directors / Audit & Supervisory Board Members]

Number of Independent Directors / Audit & Supervisory Board Members (Updated)	9
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Matters relating to Independent Directors / Audit & Supervisory Board Members

The Company designates all Outside Directors and Outside Audit & Supervisory Board Members who have the qualification of independent directors / audit & supervisory board members as independent directors / audit & supervisory board members.

[Incentives]

Incentive Policies for Directors (Updated)	Performance-linked Compensation / Others
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Supplementary Explanation

See “[Director Compensation], Disclosure of Policy on Determining Compensation Amounts and Calculation Methods,” as described below.

Recipients of Stock Options (Updated)	
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Supplementary Explanation (Updated)

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[Director Compensation]

Disclosure of Individual Directors’ Compensation	Selected Directors
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Supplementary Explanation

The Company has a policy of individually disclosing the compensation amount for any Director who receives total consolidated compensation, etc. of 100 million yen or more. For fiscal year 2020, Mr. Tsuyoshi Nagano received compensation of 111 million yen (65 million yen of fixed compensation, 13 million yen of performance-linked compensation and 32 million yen of share compensation-type share options), Mr. Satoru Komiya received compensation of 149 million yen (68 million yen of fixed compensation, 41 million yen of performance-linked compensation and 40 million yen of share compensation-type share options) and Mr. Shinichi Hirose received compensation of 118 million yen (65 million yen of fixed compensation, 27 million yen of performance-linked compensation and 25 million yen of share compensation-type share options).

Policy on Determining Compensation Amounts and Calculation Methods (Updated)	Established
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Disclosure of Policy on Determining Compensation Amounts and Calculation Methods

1. Decision-making process

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.

2. Policy on determination of remuneration for Directors, Audit & Supervisory Board Members, and Executive Officers

The Company's policy for the determination of remuneration for its Directors, Audit & Supervisory Board Members and Executive Officers is as set forth below.

- a. The company shall ensure "transparency," "fairness" and "objectivity" when determining compensation for Directors, Audit & Supervisory Board Members, and Executive Officers.
- b. The following structure shall apply to compensation for Directors, Audit & Supervisory Board Members, and Executive Officers.

Applicable personnel	Fixed compensation	Performance-linked compensation	Share compensation
Directors (Full-Time) Executive Officers	○	○	○
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 and Executive Officers, in principle, the higher their positions, the greater the ratios of performance-linked compensation and share compensation.

- c. The purpose of each type of compensation is as described below.

Compensation type	Purpose
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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.

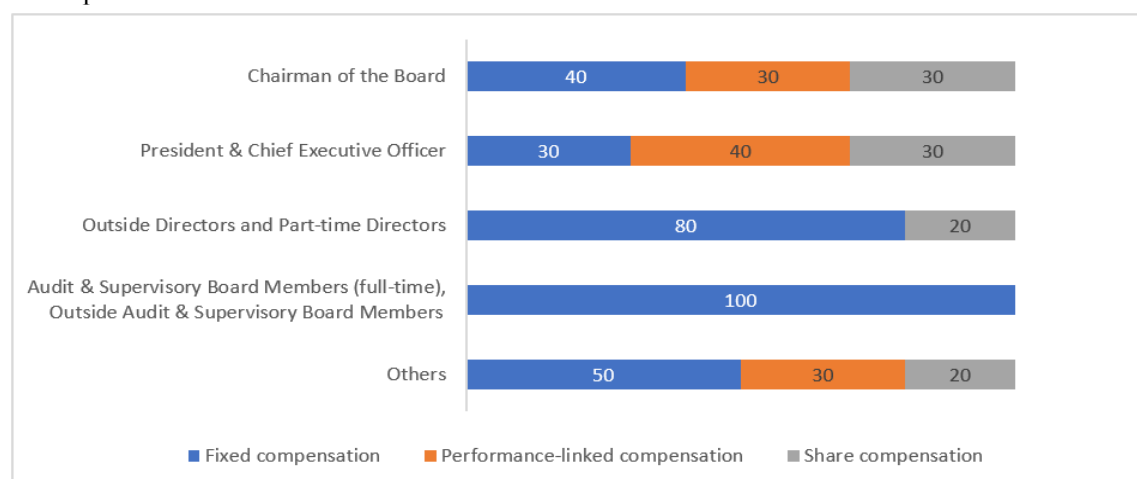
d. The Board of Directors shall set the level of compensation for Directors and Executive Officers according to the responsibilities of each, after setting the standard amount for each position, taking into consideration factors such as the business performance of the Company and the level of compensation in other companies

e. Of the different types of compensation for Directors and Executive Officers, fixed compensation and performance-linked compensation shall be paid monthly, while share compensation shall be delivered upon resignation.

f. The Board of Directors shall determine the contents of compensation for individual Directors and Executive Officers, and other important matters concerning compensation to Directors, Audit & Supervisory Board Members, and Executive Officers. Decisions on any matter requiring consultations with the Compensation Committee shall be made after obtaining opinions of the said Committee.

3. Composition of remuneration, etc.

The composition of remuneration etc. is as follows.



4. 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/Executive Officer.

- Company targets

In principle, performance-linked compensation for company business targets is determined using the performance evaluation indicators such as adjusted net income and adjusted ROE.

5. Share compensation

The Company introduces with a view to encouraging Directors and Executive Officers to fulfill their accountability responsibilities through sharing the returns from share price movements with shareholders.

From the viewpoint of stable and efficient management of the compensation plan, we will use share delivery trust to deliver etc. of the Company's shares etc.

6. Other

Notwithstanding the foregoing, the Company sets the remuneration, etc. for foreign Officers, etc. separately for each person, taking into consideration the market level, compensation custom, and other factors in each person's native country, as well as the content of operations and business characteristics.

[Support System for Outside Directors and/or Outside Audit & Supervisory Board Members] (Updated)

To enable Outside Directors and Outside Audit & Supervisory Board Members to implement appropriate supervision and audits, the internal control division and internal audit division, etc. provide required information at the Board of Directors meetings and Audit & Supervisory Board meetings, etc. Divisions serving as secretariats of the Board of Directors and Audit & Supervisory Board assist the internal control division and internal audit division, etc. in the provision of information in a timely and appropriate manner and gives feedback to the relevant divisions, etc. to help those divisions effectively use and act upon the points and advice from the Outside Directors and Outside Audit & Supervisory Board Members. In addition, as opportunities for Outside Directors and Outside Audit & Supervisory Board Members to gain a deeper understanding of the workplace, we provide Outside Directors and Outside Audit & Supervisory Board Members with opportunities to participate as observers by providing information on the Group Joint Meeting of General Managers of Departments and Branch Officers, meetings to exchange opinions between inside directors and employees, and other events.

[Status of Persons Retired from President & Chief Executive Officer, etc.]

Names and other details of Counsellor or Advisor etc. who are former President & Chief Executive Officer, etc.

Name	Posts and positions	Activity Description	Working Arrangement/ Conditions (Full-time/Part-time, Compensation, etc.)	Date of retirement from President & Chief Executive Officer, etc.	Term
-	-	-	-	-	-

Total number of Counsellor or Advisor, etc. who are former President & Chief Executive Officer, etc.

-

Other Information

- The Company does not have a system for former President & Chief Executive Officer to serve as Counsellor or Advisor, etc.
- Mr. Kunio Ishihara and Mr. Shuzo Sumi, each former President & Chief Executive Officer of the Company, serve as Counsellor of Tokio Marine & Nichido, a subsidiary of the Company.

The system is as follows:

Activity Description:	Public office and business activities, etc. contribute to the management of the Group, and expressing opinions in response to a request from the board of directors' meetings and President & Chief Executive Officer.
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Working Arrangement/ Conditions:	Part-time, with compensation	
Term:	Mr. Kunio Ishihara	Until the expiration of 10 years after resignation of Chairman. (Resigned from Chairman as of June 2013)
	Mr. Shuzo Sumi	Until the expiration of 10 years after resignation of Chairman of the Company (Resigned from Chairman as of June 2019)

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System) (Updated)

(1) Directors and the Board of Directors

The Board of Directors of the Company is responsible for decisions on important matters relating to the execution of the Company's business and for supervising the performance of individual Directors. The Company defines Rules of the Board of Directors, as well as the content of significant business execution to be determined by the Board of Directors. Determination of significant business execution includes formulating Group management strategies, formulating Group management plans, establishing internal control systems within the Group, and business investment that is larger than a certain level. Each Director shall endeavor to enable the Board of Directors to fulfill these responsibilities and functions. The Company shall entrust decision-making to Executive Officers of matters that do not require decisions to be made by the Board of Directors.

The number of Directors shall be approximately ten members (not exceeding fifteen members under the Articles of Incorporation), of whom, as a general rule, at least three shall be Outside Directors. To secure effectiveness of the Board of Directors, when selecting Directors, a balanced composition shall be established, with various viewpoints and specializations. Directors shall be appointed for a term of office of one year. Directors may be re-appointed. As of the date of submission of this report, the Board of Directors of the Company consists of fourteen Directors, including six Outside Directors (including two female Outside Directors).

Board of Directors' meetings were held eleven times during fiscal year 2020. As to the major items to be discussed, the Company carried out discussion session called "Discussion on Corporate Strategy", regarding its operating environment and management issues, etc., in addition to deliberation on determination of significant business execution which is defined in the Rules of the Board of Directors. The discussion topics are chosen through a survey of directors and audit & supervisory board members or from those which came up in independent directors/audit & supervisory board members' meetings. In fiscal year 2020, discussions were held on the following topics, and we will continue these discussions in fiscal year 2021.

- The next Mid-Term Business Plan of the Group
- Exchanging ideas with executives of overseas subsidiaries
- Domestic life and non-life insurance businesses strategy of the Group
- Digital strategy of the Group
- Direction of human resources strategy

Under the Board of Directors Regulations, the Company stipulates that the Board of Directors shall consist of all Directors and that Audit & Supervisory Board Members shall attend Board of Directors meeting and state their opinions, if it is deemed necessary. As a general rule, Directors and Audit & Supervisory Board Members shall attend each meeting of the Board of Directors. In fiscal year 2020, the average attendance rate at Board of Directors meeting was 98.4% for all Directors and 100.0% for all Audit & Supervisory Board Members.

Attendance by respective Outside Directors and Outside Audit & Supervisory Board Members at the Board of Directors' meetings were as follows.

Akio Mimura (Outside Director): Attended 10 of the 11 Board of Directors' meetings

Masako Egawa (Outside Director): Attended all 11 Board of Directors' meetings

Takashi Mitachi (Outside Director): Attended all 11 Board of Directors' meetings

Nobuhiro Endo (Outside Director): Attended all 11 Board of Directors' meetings

Shinya Katanozaka (Outside Director): Attended 8 of the 9 Board of Directors' meetings held after he assumed the position

Akinari Horii (Outside Audit & Supervisory Board Member): Attended all 11 Board of Directors' meetings
Akihiro Wani (Outside Audit & Supervisory Board Member): Attended all 11 Board of Directors' meetings
Nana Otsuki (Outside Audit & Supervisory Board Member): Attended all 11 Board of Directors' meetings

(2) Audit & Supervisory Board Members and Audit & Supervisory Board

Audit & Supervisory Board Members of the Company shall, as an independent body entrusted by shareholders, audit the performance of Directors, with the aim to ensure sound and fair management and accountability.

The number of Audit & Supervisory Board Members is to be approximately five (not exceeding six pursuant to the Articles of Incorporation), the majority of whom are to be Outside Audit & Supervisory Board Members, in principle. As of the submission date of this report, the Audit & Supervisory Board of the Company consists of five Audit & Supervisory Board Members, of whom three are Outside Audit & Supervisory Board Members (including one female Audit & Supervisory Board Member). Among them, four Audit & Supervisory Board Members have considerable knowledge of finance and accounting.

(3) Outside Directors and Outside Audit & Supervisory Board Members

The establishment of Outside Directors enables the Company to secure the effectiveness of supervision by the Board of Directors over the performance of Directors. Moreover, the Company secures a system enabling it to appropriately determine significant business execution matters by receiving valuable advice from Outside Directors based on their insight as company managers. The establishment of Outside Audit & Supervisory Board Members enables the Company to secure audit systems from an unbiased and objective viewpoint. Furthermore, the Company secures a system enabling it to improve the effectiveness of audits by the Audit & Supervisory Board and to keep the transparency and soundness of management of the Company.

Regarding the status of election of the current Outside Directors and Outside Audit & Supervisory Board Members, we believe that the current status sufficiently secures the fulfillment of the above functions and the roles that the Company expects the Outside Directors and Outside Audit & Supervisory Board Members to perform. There are no special conflicts of interest between the Company and any of the Outside Directors or Outside Audit & Supervisory Board Members and no potential causes of conflicts of interest with the general shareholders of the Company. Therefore, we believe that all nine of the Outside Directors and Outside Audit & Supervisory Board Members are independent of the Company, and thus report them to the exchange as independent directors/audit & supervisory board members.

(4) Status of Audit

a. Internal Audit

The Company has an independently operating internal audit division to audit the business execution of the other divisions, including the internal control division, in order to establish an appropriate management system for the Group as a whole. The Company has formulated basic policies for the internal audits of the Group and implemented efficient and effective internal audits of the group companies by changing method (internal audit by internal audit division of each group company itself or audit by internal audit division of the parent company), frequency, etc., of internal audits according to the size of each group company, while receiving from each group company reports on the results of their internal audits and the performance of their improvement measures, improvement plans, etc. Through these efforts, the Company monitors the implementation of internal audits, performance of internal control structures, etc. Important matters identified from among the results of the internal audits of the Company and each of its group companies are reported to the Board of Directors of the Company to secure appropriate and sound business operations at each group company. As of March 31, 2021, the number of employees at the Company engaging in internal audits of the Company was 39.

b. Audit by the Audit & Supervisory Board Members

Each Audit & Supervisory Board Member attends the Board of Directors meetings, has regular discussions with Chief Executive Officer and Internal Audit Dept., etc., based on the rules of Audit & Supervisory Board, auditing standards of Audit & Supervisory Board Members, auditing policies, auditing plans, priority audit items (progress of the mid-term business plan, etc.) determined by the Audit & Supervisory Board. Through these measures, the Audit & Supervisory Board Members appropriately audit the performance of individual Directors. Two Audit & Supervisory Board Members (full-time) grasp the determination process and internal control progress, to report to the Audit & Supervisory Board, by attending the Board of Directors meetings and important meetings such as Management Meeting, Internal Control Committee, etc., reading important

documents that have been approved, conducting hearing from officers and employees of business execution, conducting audit to operational sites, and concurrently serving as Audit & Supervisory Board Member (part-time) of the group companies, etc. The Audit & Supervisory Board also made decisions on the appropriateness of accounting audits, prepared an audit report for Audit & Supervisory Board, assessed accounting auditors, and examined the contents of the proposal for election and dismissal.

In fiscal year 2020, attendance by respective Audit & Supervisory Board Members at the Audit & Supervisory Board meetings were as follows.

Shozo Mori (Audit & Supervisory Board Member (full-time)): Attended all 11 of the Audit & Supervisory Board meetings in fiscal year 2020

Yuichi Fujita (Audit & Supervisory Board Member (full-time)): Attended all 9 of the 9 Audit & Supervisory Board meetings held in fiscal year 2020 after he assumed the position

Akinari Horii (Outside Audit & Supervisory Board Member): Attended all 11 of Audit & Supervisory Board meetings in fiscal year 2020

Akihiro Wani (Outside Audit & Supervisory Board Member): Attended all 11 of the Audit & Supervisory Board meetings in fiscal year 2020

Nana Otsuki (Outside Audit & Supervisory Board Member): Attended all 11 of the Audit & Supervisory Board meetings in fiscal year 2020

Takashi Ito (Audit & Supervisory Board Member (full-time)): Attended all 2 of the 2 Audit & Supervisory Board meetings held in fiscal year 2020 before he left the position

c. Audit by Independent Auditor

The Company concludes audit agreements with independent auditor, the firm that audits the Company's financial statements and internal control relating to financial reporting. In the process, an internal control division provides required information to the Independent Auditor. Three Certified Public Accountants performed audits for the Company, that is, Messrs. Masahiko Nara, Takaki Suzuki, and Yuko Harada, all of whom belong to PricewaterhouseCoopers Aarata LLC. The number of years each of these Certified Public Accountants has performed audits for the Company does not exceed seven.

- Name of Auditing Firm: PricewaterhouseCoopers Aarata LLC
- Continuing Audit Period: since year 2002
- Composition of Assistants for Audit Services: In fiscal 2020, the number of assistants for audit services was 13 certified public accountants and 30 other members.

(5) Liability Limitation Agreements

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 Outside Directors and the Outside Audit & Supervisory Board Members 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.

(6) Directors and Officers Liability Insurance

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. Reasons for Adoption of Current Corporate Governance System

The Company defines the "Tokio Marine Group Corporate Philosophy" and is committed to the continuous enhancement of corporate value by fulfilling its responsibilities to shareholders, customers, society, employees and other stakeholders. For this purpose, we consider it important that the Company establishes a sound and transparent corporate governance system and, based on its "Basic Policies for Internal Controls", aims to exercise appropriate control over the group companies as a holding company.

The Company sets forth the framework of its corporate governance system in the "Tokio Marine Holdings Fundamental Corporate Governance Policy." The corporate governance system of the Company is designed

as hybrid structure whereby the Nomination Committee and Compensation Committee are discretionarily established in addition to the fundamental structure of a company with an Audit & Supervisory Board. We believe that the above structure is optimal at this point and in light of the following measures taken: the Company determines significant business execution by resolution of the Board of Directors as an insurance holding company, and makes high-quality decisions reflecting the insight of Outside Directors and Outside Audit & Supervisory Board Members; Audit & Supervisory Board Members who hold no voting rights at a Board of Directors meeting conduct unbiased and objective audits; the transparency of decision-making process of nomination and compensation of and for Directors, Audit & Supervisory Board Members, and Executive Officers are ensured by those issues being deliberated at the Nomination Committee and Compensation Committee.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meeting of Shareholders and Smooth Exercise of Voting Rights

(Updated)

	Supplementary Explanations
Early Notification of General Meeting of Shareholders	Dispatched on Wednesday, June 2, 2021
Scheduling General Meeting of Shareholders Avoiding the Peak Day	Held on Monday, June 28, 2021
Allowing Electronic Exercise of Voting Rights	Starting from 2004, voting rights may be exercised via the Internet.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Environment for the Exercise of Voting Rights by Institutional Investors	Starting from 2006, voting rights may be exercised through the “Electronic Voting Platform for Institutional Investors.”
Providing Convocation Notice in English	Notice of Convocation (including Reference Materials regarding the General Meeting of Shareholders and Business Report) is prepared in English and published on the Company’s website, etc.
Other	Prior to its dispatch on Wednesday, June 2, 2021, Notice of Convocation was published on the Company’s website on Friday, May 21, 2021.

2. IR Activities

	Supplementary Explanations	Explanation from a representative himself/herself
Preparation and Publication of Disclosure Policy	The Company formulates and announces the “Disclosure Policy of the Tokio Marine Group” as the basic policy of disclosure, and “Tokio Marine Holdings, Inc. IR Policy” as the basic policy of IR activities. URL/ https://www.tokiomarinehd.com/company/governance/internal/policy/ English website is as follows. URL/ https://www.tokiomarinehd.com/en/company/policy/info.html	
Regular Investor Briefings for Individual Investors	The Company held an investor briefing to apprise individual investors at which the Group CEO assumed the role of presenter in September 2020 and provided explanation about the Company’s history of contribution to the resolution of social issues, the Group management strategy, etc.	Yes
Regular Investor Briefings for Analysts and Institutional Investors	The Company held IR briefings in May 2020, at which the Group CEO assumed the role of presenter, and an Investor Day in November, at which the Group CEO and the top of each business assumed the role of presenter and provided explanation about the Group management strategy, and the new mid-term business plan etc. In addition, telephone conferences to explain the financial results were held by the Group CFO on the first quarter earnings announcement	Yes

	date, and by a person responsible for the IR department on the day of announcement of interim and end-of-year financial results.	
Posting of IR Materials on the Website	The Company publishes the following on its website: financial information, timely disclosure materials (other than financial information), securities reports, materials for IR briefings, video recordings of IR briefing sessions, Integrated Annual Report, explanations on monthly performance flash reports of major subsidiaries, etc.	
Establishment of Department and/or Manager in Charge of IR	A dedicated person is assigned to the Investor Relations Group, Corporate Planning Department.	

3. Measures to Ensure Due Respect for Stakeholders (Updated)

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	<p><Tokio Marine Group Corporate Philosophy> With customer trust as the foundation for all its activities, the Group continually strives to raise corporate value.</p> <ul style="list-style-type: none"> • Through the provision of the highest quality products and services, the Group aims to deliver safety and security to all our customers. • By developing sound, profitable and growing businesses throughout the world, the Group will fulfill its mandate to shareholders. • The Group will continue to build an open and dynamic corporate culture that enables each and every employee to demonstrate his or her creative potential. • Acting as a good corporate citizen through fair and responsible management, the Group will broadly contribute to the development of society.
Implementation of Environmental Activities, CSR Activities etc.	<p>The Group is working to resolve social issues by all employees based on the "Tokio Marine Group Sustainability Charter," the behavioral guidelines for realizing sustainability under its management philosophy.</p> <p>【Medium-and Long Term Initiatives and Creation of Value】</p> <p>With social issues becoming increasingly complex and serious, the Company established the Sustainability Committee (composed of the CEO and each chief officer) after establishing a Chief Officer in April 2021 to oversee the Group's sustainability initiatives with the aim of simultaneously enhancing the Group's social value and economic value (profit growth) while circulating business activities and social issue resolution.</p> <ul style="list-style-type: none"> • Volume of our greenhouse gas (CO2/GHG) emissions: FY2030 60% reductions (Compared to FY2015) • Ratio of renewable energy usage to total electricity consumption: FY2030 100% to renewable energy at major buildings/facilities • Continue to achieve carbon-neutral* (achieved for seven consecutive years) <p>*Related to our business activities (Scope 1+2+3 (Category 1,3,5,6))</p> <p>【Other Sustainability Initiatives】</p> <p>The Company supports TCFD (Task Force on Climate-related Financial Disclosures) recommendations through disclosures. In September 2020, the Company announced "Our Climate Strategy." By proactively tackling climate change, we will contribute to promoting the transition to a carbon-free society. In addition to participating in international initiatives and</p>

	<p>enlightening educational activities through "Disaster Prevention Lessons", "Green Lessons" and "Thinking about the risk and future," career education programs for middle and high-school students, we are also promoting to protect the earth's environment through the Green Gift Projects, mangrove planting, Planet Genki program, and curtailing energy consumption.</p> <p>The Company's website contains a "Sustainability Report" that provides an overview of our sustainability efforts, including detailed contents of various sustainability-related activities.</p>
<p>Development of Policies on Information Provision to Stakeholders</p>	<p>The Company has set forth the "Disclosure Policy of the Tokio Marine Group" and strives to provide information conducive to improving management transparency and fairness.</p>
<p>Other Measures</p>	<p>[Establishment of Diversity Council]</p> <p>In April 2021, the Company established a Chief Officer (Group Chief Diversity & Inclusion Officer ("CDIO")) to oversee the Group's D&I efforts and a Diversity Council (an advisory body that reports directly to the CEO to promote Group-wide D&I efforts) in order to accelerate the efforts of Diversity & Inclusion ("D&I") and create an environment in which all employees of the Group can make the most of their diverse backgrounds and demonstrate their capabilities to the fullest. The Diversity Council is chaired by the Group CEO and consists of members representing domestic and overseas Group companies. Under the leadership of CDIO, we will contribute to the sustainable growth of the Group by discussing key issues of D&I and promoting D&I while building consensus across the Group.</p> <p>[Current status of promoting women to positions as Officers and managers (as of April 2021)]</p> <p>The Company appoints 1 female Outside Director out of 5 and 1 female Outside Audit & Supervisory Board Member out of 3, and newly appointed 2 female executive officers, with a view to providing management with opinions and perspectives from women, and to improve the quality of decision-making. In addition, there are 19 female officers in domestic group companies. Notably, Tokio Marine & Nichido, the company's principal subsidiary, actively appoints females, and the number of female officers has become 7(5 are executive officers (1 is a Managing Executive Officer), 2 are Outside Audit & Supervisory Board Members). Tokio Marine & Nichido has increased the number of women in management-level positions to 308 (9.5% ratio of women in managerial positions), and there are also a large number of women taking on active roles as managers on the frontline of sales and claims service. Tokio Marine & Nichido will continue to promote women's participation in all areas of decision-making and aim to achieve 30% ratio of women in managerial positions by 2030.</p> <p>[Efforts to Eliminate the Gender Gap]</p> <p>The Group considers it important to ensure a workforce of employees with diverse values, motivation, and abilities to fully demonstrate their abilities regardless of gender, age, nationality, etc., for the purpose of optimizing the quality of goods and services to be provided to customers worldwide. Thus, the Group provides various opportunities and positive challenges to female employees so that each female employee within the group companies can autonomously develop her career and play an active role in a wider range of fields. For example, from a development perspective, "Tokio Marine Group Women's Career College" was held for female employees of domestic group companies in 2019. Participants with different occupations and working conditions can learn together, touching on diverse values and ways of thinking, so that they can think about and gain awareness of their own careers. In fiscal year 2020, Tokio Marine & Nichido implemented a variety of measures called "BOOST DIVERSITY2020" under the slogan "Change for</p>

me, Change for us” as an initiative to eliminate the gender gap, and transform its corporate culture and organizational culture, which is an important foundation for penetration of D&I. The measures, including unconscious bias management training for managers, workshops for female managers on how to think about their own leadership, and roundtable discussions with female employees who practice diverse working styles throughout the country, provide an opportunity for each person to think about their own awareness and daily actions.

In addition, in order to continuously cultivate female managers and female managerial candidates, various measures have been taken to develop an environment that enables female employees to take on challenges in accordance with their motivation and abilities, e.g., by entrusting roles based on personal career visions, providing OJT throughout the year, conducting personnel transfers across departments, and holding training sessions for selected employees, in the basic spirit of the three principles of “high expectation,” “training,” and “providing opportunities and places for active participation”.

Furthermore, the “Mama Papa ☆ Career Up Support System” has been established to support the growth of employees who are aiming to develop their careers while also raising children, we have created and continue to support an environment in which motivated and capable employees who aim to balance work and childcare can continue to be vibrant and active.

In recognition of the groupwide efforts and achievements in eliminating the gender gap, we have been selected four times as a “Nadeshiko Brand”, and three times as a “semi-Nadeshiko Brand”, which is jointly planned by the Ministry of Economy, Trade and Industry and the Tokyo Stock Exchange, as a company that excels in promoting women's active participation in the workplace.

Going forward, the Group will accelerate its efforts to become a company where all female employees can grow with a sense of satisfaction in their work, and participate in all manner of decision-making processes as a matter of course.

[Initiatives toward enhancement of “health and productivity management”]

The Group regards the well-being of employees as an important management theme, and aims to enhance employee satisfaction and job satisfaction with employees working energetically in good physical and mental health, to contribute to improvement in the health of customers, local communities, and society, and resolution of social issues, and thereby lead to the sustainable growth of its companies. Under the leadership of the Group CEO, the Wellness Support Group, which is a dedicated organization established at Tokio Marine Holdings, is responsible for promoting health management throughout the Group as a whole. The Group identifies, verifies, and analyzes the prevalence of health checkups, the obesity rate, the incidence of lifestyle-related diseases, the percentage of people with exercise-habit-related risks, the cancer screening rate, the smoking rate, and the results of stress checks, focusing on the four priority themes of improving health literacy, maintaining and improving health, preventing lifestyle-related diseases (including prevention of severe illness) and realizing a better working life (including mental health measures) and KPI and target values are set according to specific issues identified. KPIs are used to examine the effectiveness of initiatives while monitoring annual trends, and the Group strives to make improvements through the PDCA cycle.

In addition, to enhance “health and productivity management”, KPIs, which establish a multifaceted approach to the impact of organizational and external evaluations, are used to continuously examine the impact of these evaluations

	<p>based on an evaluation framework aimed at sustainable improvement of corporate value. Taking advantage of these initiatives, we will continue to strengthen support for client companies and work to further promote and expand health management. Moreover, for the sixth consecutive year, the Company has been selected, being evaluated as a company with outstanding “Health and Productivity Management”, as the “Health and Productivity Stock Selection” initiative jointly organized by the Ministry of Economy, Trade and Industry and the Tokyo Stock Exchange.</p>
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IV. Matters Related to the Internal Control System

1. Fundamental Views on the Internal Control System and the Progress of System Development

The Company has formulated "Basic Policies for Internal Controls" pursuant to the Companies Act of Japan and its Ordinance for Enforcement. In accordance with these policies, the Company has appropriately developed an internal control system for the entire Group that encompasses structures for management control, compliance, risk management, etc. of Group companies. Based on these policies, the Internal Control Committee also formulates various policies and measures, evaluates their implementation, deliberates improvement measures, and reports their results to the Board of Directors.

Basic Policies for Internal Controls (Amended on April 1, 2021)

Tokio Marine Holdings, Inc. (the "Company") shall establish a basic policy for internal control in accordance with the Companies Act of Japan and its Ordinance for Enforcement, as follows:

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 the 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.

2. Fundamental Views on Eliminating Anti-Social Factions and Groups

The Company establishes the Group's basic policies against anti-social factions and groups in "the Group's basic policy for compliance," and in association with lawyers, police and other professionals, implements its systems against such anti-social factions and groups, and responds to them in an organized and uncompromising manner by severing relationships with them and refusing unfair demands. Based on these policies, the Company formulates the "Tokio Marine Group's Manual against Anti-social Factions and Groups" and presents the manual to its subsidiaries, etc. The Company also collects information on anti-social factions and groups and responds to inquiries and other communications regarding anti-social factions and groups from the subsidiaries. Meanwhile, the subsidiaries formulate manuals for themselves, etc. and strive to disseminate the manuals to directors and employees via training, etc. Through these measures, the Group secures a structure to refuse unfair demands from anti-social factions and groups and conduct appropriate legal responses.

V. Others

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

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2. Other Matters Concerning the Corporate Governance System

<Outline of Timely Disclosure System>

The Company's internal system relating to the timely disclosure of corporate information is as follows.

1. Basic Policies for Disclosure

(1) Fundamental views

The Company aims to disclose timely and appropriate information in order to secure management transparency and fairness as well as enhance brand value.

Regarding the disclosure of information, the Company collects information and decides upon the need for its disclosure promptly and appropriately, and discloses it accurately and fairly

(2) Fundamental policy on disclosure

The Company formulates a "Disclosure Policy of the Tokio Marine Group" as follows and publishes it on its website.

"Disclosure Policy of the Tokio Marine Group"

1. Fundamental views

The Tokio Marine Group strives for timely, accurate and fair disclosure of meaningful information which enhances management transparency and fairness so that customers, shareholders and investors, agents, and society at large can have an accurate understanding of the state of the Group.

2. Information Disclosure Standards

The Tokio Marine Group discloses information in accordance with the relevant laws and regulations of Japan and foreign countries.

We provide disclosure of information pursuant to the "Securities Listing Regulations" stipulated by the Tokyo Stock Exchange.

Other disclosure is made in a manner appropriate to the content of the relevant information.

3. Information Disclosure Methods

The Tokio Marine Group discloses information by issuing disclosure-related reports pursuant to relevant laws and regulations set forth in Japan and foreign countries, and posting information through the Timely Disclosure Network (TDnet) of the Tokyo Stock Exchange, as well as the press and other appropriate means. We also post the disclosed information on the websites of Tokio Marine Group companies.

4. Note

Information disclosure made based on this Disclosure Policy is intended to accurately, timely and fairly inform the public of the Tokio Marine Group's activities and is not intended to constitute an investment offer or solicitation.

2. Internal System relating to Timely Disclosure of Corporate Information

(1) System for grasping and conducting timely disclosure of important information

The Company has developed a system whereby the General Manager of the Legal & Compliance Dept. grasps important information of the Company in a unified manner mainly in accordance with the Insider Trading Prevention Regulations and Standard of Submission and Reporting to Management Meeting.

The Company establishes a system whereby the General Manager of the Legal & Compliance Dept. who grasps the important information promptly reports it to Directors and Executive Officers and discloses it

through the required procedures whenever he or she considers it necessary in light of the Financial Instruments and Exchange Act, the Order for Enforcement of the Financial Instruments and Exchange Act, and disclosure standards set forth by the stock exchange.

Regarding important information pertaining to subsidiaries of the Company as well, the Company establishes a system whereby the General Manager of the Legal & Compliance Dept. of the Company grasps such information in a unified manner and discloses it in a timely manner mainly in accordance with the Basic Policies for Internal Controls of the Company and the Group's policies, etc., as well as rules and regulations prescribed by subsidiaries including the Insider Trading Prevention Regulations, Standard of Submission and Reporting to Management Meeting, and Subsidiaries Management Regulations.

(2) Development of monitoring structure of the timely disclosure system

The Company develops an effective internal audit system at each group company in accordance with the Basic Policies for Internal Audits and performs internal audits to guarantee the appropriateness of management, including information disclosure.

The internal audit division of the Company performs internal audits of the Company, monitors the implementation status of the internal audits and internal audit systems of subsidiaries, and reports important information thereof to the Board of Directors. Furthermore, the internal audit division of a subsidiary performs internal audits of its own company and its subsidiaries.

< Tokio Marine Holdings Fundamental Corporate Governance Policy > (amended on March 22, 2021)

CHAPTER I Fundamental Views on Corporate Governance
(Fundamental views on corporate governance)

Article 1

Tokio Marine Holdings, Inc. (the "Company"), shall define the "Tokio Marine Group Corporate Philosophy" and is committed to the continuous enhancement of corporate value by fulfilling its responsibilities to shareholders, customers, society, employees and other stakeholders. For this purpose, the Company hereby establishes a sound and transparent corporate governance system and, based on its Basic Policies for Internal Controls, aims to exercise appropriate control over the Tokio Marine Group companies as a holding company.

CHAPTER II Rights of Shareholders and Securing Fairness
(Rights of shareholders and securing fairness)

Article 2

The Company shall maintain an environment in which voting rights at General Meetings of Shareholders can be appropriately executed.

2 The Company shall work to improve shareholder return by methods such as stable maintenance of shareholder dividend measures.

3 For the exercise of voting rights at General Meetings of Shareholders or the payment of dividends of surplus, the Company shall handle these in a fair manner, based on the type and number of shares held.

(Policy on holding business-related equities)

Article 3

Business-related equities are implemented by a portion of the Company's business subsidiaries (companies at which the Company directly holds a majority of voting rights) with the intent of strengthening transaction relationships, held with the intent to improve corporate value of the Group. However, the Company will continue to improve its capital 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.

(Related party transactions)

Article 4

The Company shall define Rules of the Board of Directors and the "Tokio Marine Group Policies for Management of Intragroup Transactions," and the Board of Directors shall monitor related party transactions between Officers and subsidiaries, etc., in an effort to ensure that the joint interests of the Company and shareholders are not harmed.

CHAPTER III Appropriate Cooperation with Stakeholders Other Than Shareholders
(Appropriate cooperation with stakeholders other than shareholders)

Article 5

The Company shall define the "Tokio Marine Group Corporate Philosophy," and respond to the trust of shareholders through global business expansion that incorporates profitability, growth, and health, providing peace of mind and safety to customers, and establishing a corporate environment that encourages creativity from employees. Through contributing to the development of society on a wide scale, the Company shall work to perpetually improve its corporate value.

CHAPTER IV Appropriate Information Disclosure and Securing of Transparency (Appropriate information disclosure and securing of transparency)

Article 6

The Company shall define the "Tokio Marine Group Basic Policies for Disclosure," and with the aim of securing transparency and fairness in management, shall disclose appropriate information at the appropriate time regarding financial information such as business results, etc., corporate principles, and non-financial information such as business plans.

CHAPTER V Responsibilities of The Board of Directors, etc. (Responsibilities of the Board of Directors and its Members)

Article 7

The Board of Directors is responsible for decisions on important matters relating to the execution of the Company's business and for supervising the performance of individual Directors.

2 The Company shall define Rules of the Board of Directors, and define the content of significant business execution to be determined by the Board of Directors. Determination of significant business execution includes formulating Group management strategies, formulating Group management plans, establishing internal control systems within the Group, and business investment that is larger than a certain level.

3 Each Director shall endeavor to enable the Board of Directors to fulfill the responsibilities and functions outlined in the first paragraph above.

4 The Company shall entrust decision-making to Executive Officers of matters that do not require decisions to be made by the Board of Directors.

(Composition of the Board of Directors and Directors' term of office)

Article 8

The number of Directors shall generally be approximately ten members, of whom, as a general rule, at least three shall be Outside Directors.

2 To secure effectiveness of the Board of Directors, when selecting Directors, a balanced composition shall be established, with various viewpoints and specializations.

3 Directors shall be appointed for a term of office of one year. Directors may be re-appointed.

(Conditions for selection of Directors)

Article 9

Directors of the Company and its principal business subsidiaries (Tokio Marine & Nichido Fire Insurance Co., Ltd., Nisshin Fire and Marine Insurance Co., Ltd., and Tokio Marine & Nichido Life Insurance Co., Ltd.) shall have a deep understanding of the company's business type, possess a wide range of knowledge required for management, and as a member of the Board of Directors, have the ability to make decisions that are necessary to determine significant business execution matters.

2 In addition to meet the conditions outlined in the previous paragraph, Outside Directors of the Company and its principal business subsidiaries shall have deep insights and plentiful experiences in their fields (such as global corporate management, financial affairs, financial and accounting, law, compliance and internal control, technological innovation, and human resource management), and in principle, meeting the independence standards defined in Article 18.

3 Directors who are involved in the management of insurance companies within the Group shall not only meet the requirements in the first paragraph, but have "knowledge and experience to manage operations of an insurance company fairly and efficiently" as defined in Article 8-2 of the Insurance Business Act, and also have "adequate social trust."

(Responsibilities of Audit & Supervisory Board Members)

Article 10

Audit & Supervisory Board Members, as an independent body entrusted by shareholders, shall audit the performance of Directors, with the aim to ensure sound and fair management and accountability.

(Conditions for selection of Audit & Supervisory Board)

Article 11

The number of the Audit & Supervisory Board Members shall generally be around five. As a general rule, a majority of the Audit & Supervisory Board Members shall be outside Members.

(Conditions for selection of Audit & Supervisory Board Members)

Article 12

Audit & Supervisory Board Members of the Company and its principal business subsidiaries shall have operational abilities and previous achievements and experience, etc., as Audit & Supervisory Board Members, and through implementation of high quality audits, secure sound and continuous growth of the company, contributing to the establishment of a superior corporate control system that can respond to societal trust.

2 In addition to meet the conditions outlined in the previous paragraph, Outside Audit & Supervisory Board Members of the Company and its principal business subsidiaries shall have deep insights and plentiful experiences in their fields (such as global corporate management, financial affairs, financial and accounting, law, compliance and internal control, technological innovation, and human resource management), and in principle, meeting the independence standards defined in Article 18.

3 Audit & Supervisory Board Members who are involved in the management of insurance companies within the Group shall not only meet the requirements in the second paragraph, but have "knowledge and experience to audit performance of Directors of an insurance company fairly and efficiently" as defined in Article 8-2 of the Insurance Business Act, and also have "adequate social trust."

(Conditions for selection of Executive Officers)

Article 13

Executive Officers of the Company and its principal business subsidiaries shall be evaluated based on competency as officers, achievements, experience and personality among others and may become responsible for the execution of business at the company.

(Conditions for selection of President & Chief Executive Officer of the Company)

Article 14

The President & Chief Executive Officer of the Company shall be a person who not only meets the conditions for selection of Directors defined in Article 9 and the conditions for selection of Executive Officers defined in Article 13, but has talent in leading business administration with a view to seeking the continuous growth of the Group and increasing its medium-to-long term corporate value.

(Dismissal policy)

Article 15

If the President & Chief Executive Officer of the Company or any of the Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries fail to meet the conditions for selection to their positions as defined in this policy, the Nomination Committee shall deliberate on the dismissal of the relevant persons.

(Responsibilities of the Nomination Committee)

Article 16

The Company shall establish a Nomination Committee to serve as an advisory body to the Board of Directors.

2 The Nomination Committee shall deliberate on the following matters and report to the Board of Directors:

(1) The appointment and dismissal of the President & Chief Executive Officer, Directors, Audit & Supervisory Board Members and Executive Officers of the Company, as well as the president of its principal business subsidiaries; and

(2) The criteria for the appointment and policy for the dismissal of the President & Chief Executive Officer of the Company, as well as Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries.

3 The Nomination Committee is responsible for deliberating a successor plan for the President & Chief Executive Officer of the Company and for appropriately supervising the implementation of the plan in order to develop successor candidates systematically.

(Composition of the Nomination Committee)

Article 17

The Nomination Committee shall generally consist of approximately five members.

2 As a general rule, a majority of the members shall be selected from outside of the Company, and the chairman shall be one of the outside members.

(Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members)

Article 18

Independence of Outside Directors and Outside Audit & Supervisory Board Members is judged when none of the following is applicable. Further details are defined in Exhibit.

- (1) A manager, former manager, employee, or former employee of the Company
- (2) A manager or employee of a company with which the Company has significant transactions.
- (3) A relative of Directors or Audit & Supervisory Board Members of the Company
- (4) A person in an advisory role who has been receiving more than a certain amount, as a compensation from the Company other than due to performance of duties as a Director or Audit & Supervisory Board Member of the Company
- (5) A person who is a major shareholder, a manager or an employee of such legal entity

(Responsibilities of the Compensation Committee)

Article 19

The Company shall establish a Compensation Committee to serve as an advisory body to its Board of Directors.

2 The Compensation Committee shall deliberate on the following matters and report to the Board of Directors:

- (1) Evaluation of the performance of Directors and Executive Officers of the Company, as well as the president of its principal business subsidiaries.
- (2) The compensation and level for Directors, Audit & Supervisory Board Members and Executive Officers of the Company and its principal business subsidiaries and the level of compensation for Directors (full-time) and Executive Officers of the Company and its principal business subsidiaries.
- (3) Policy for determination of compensation for Directors, Audit & Supervisory Board Members and Executive Officers.

(Composition of the Compensation Committee)

Article 20

The Compensation Committee shall generally consist of approximately five members.

2 As a general rule, a majority of the members of each committee shall be selected from outside of the Company, and the chairman of each committee shall be one of the outside members.

(Policies on determination of remuneration for Directors, Audit & Supervisory Board and Executive Officers)

Article 21

The Company shall ensure "transparency," "fairness," and "objectivity" when determining compensation for Directors, Audit & Supervisory Board Members, and Executive Officers.

2 The following structure shall apply to compensation for Directors, Audit & Supervisory Board Members, and Executive Officers.

Applicable personnel	Fixed compensation	Performance-linked compensation	Stock compensation
Directors (Full-Time), Executive Officers	○	○	○

Outside Directors, Directors (Part-Time)	○	—	○
Audit & Supervisory Board Members	○	—	—

* With respect to the component ratios of each type of compensation within the base amount of compensation for Directors and Executive Officers, in principle, the higher their positions, the greater the ratios of performance-linked compensation and stock compensation become.

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 for Directors and Executive Officers according to the responsibilities, while 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 and Executive Officers, 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 details of compensation to individual Directors and Executive Officers and other important matters concerning compensation to Directors, Audit & Supervisory Board Members, and Executive Officers. Decisions on any matter requiring consultations with the Compensation Committee shall be made after obtaining opinions of the said Committee.

(Governance system for business subsidiaries)

Article 22

In the various basic business policies for the Tokio Marine Group, the Company shall prescribe basic terms for the management of the business subsidiaries and compliance, risk management and internal auditing of the Tokio Marine Group, and the Company shall manage its subsidiaries through the establishment and operation of a governance system based on these basic terms.

2 The Company shall evaluate the business results of each business subsidiary of the Tokio Marine Group on an annual basis, comparing actual results with the Company's business results indices based on the management strategy.

3 Compensation system for Directors, Audit & Supervisory Board Members and Executive Officers of the Company's principal business subsidiaries shall generally be identical to that applied to Directors, Audit & Supervisory Board Members and Executive Officers of the Company.

(Training Policies for Directors, Audit & Supervisory Board Members and Executive Officers)

Article 23

The Company will provide opportunities for training, as necessary, to Directors, Audit & Supervisory Board Members and Executive Officers, to allow them to appropriately fulfill duties required in each respective area.

CHAPTER VI Conversation with Shareholders

(Policy on constructive conversation with shareholders)

Article 24

To promote constructive conversation with shareholders, the Company shall work to establish structures according to the following basic principles.

- (1) The Company shall establish Executive Officers in charge of business execution to conduct overall management for conversations with shareholders, and establish a dedicated department (IR department) to plan and implement these activities.
- (2) Toward conversations with shareholders such as earnings announcements and presentation meetings for investors, etc., IR department of the Company shall work with other relevant departments to provide accurate and truthful information to shareholders.
- (3) Taking into account shareholding conditions and the views of shareholders, etc., the Company shall work to provide various methods to communicate with shareholders.
- (4) Concerning comments acquired during the course of conversations with shareholders, the Company shall periodically organize and analyze these comments, and report to the Board of Directors.
- (5) The Company, pursuant to its "Insider Trading Prevention Regulations", shall exercise the utmost care with regard to unpublicized information, and shall have conversations with shareholders without utilizing any significant unpublicized information.

CHAPTER VII Authority for Revision and Termination

(Authority for revision and termination)

Article 25

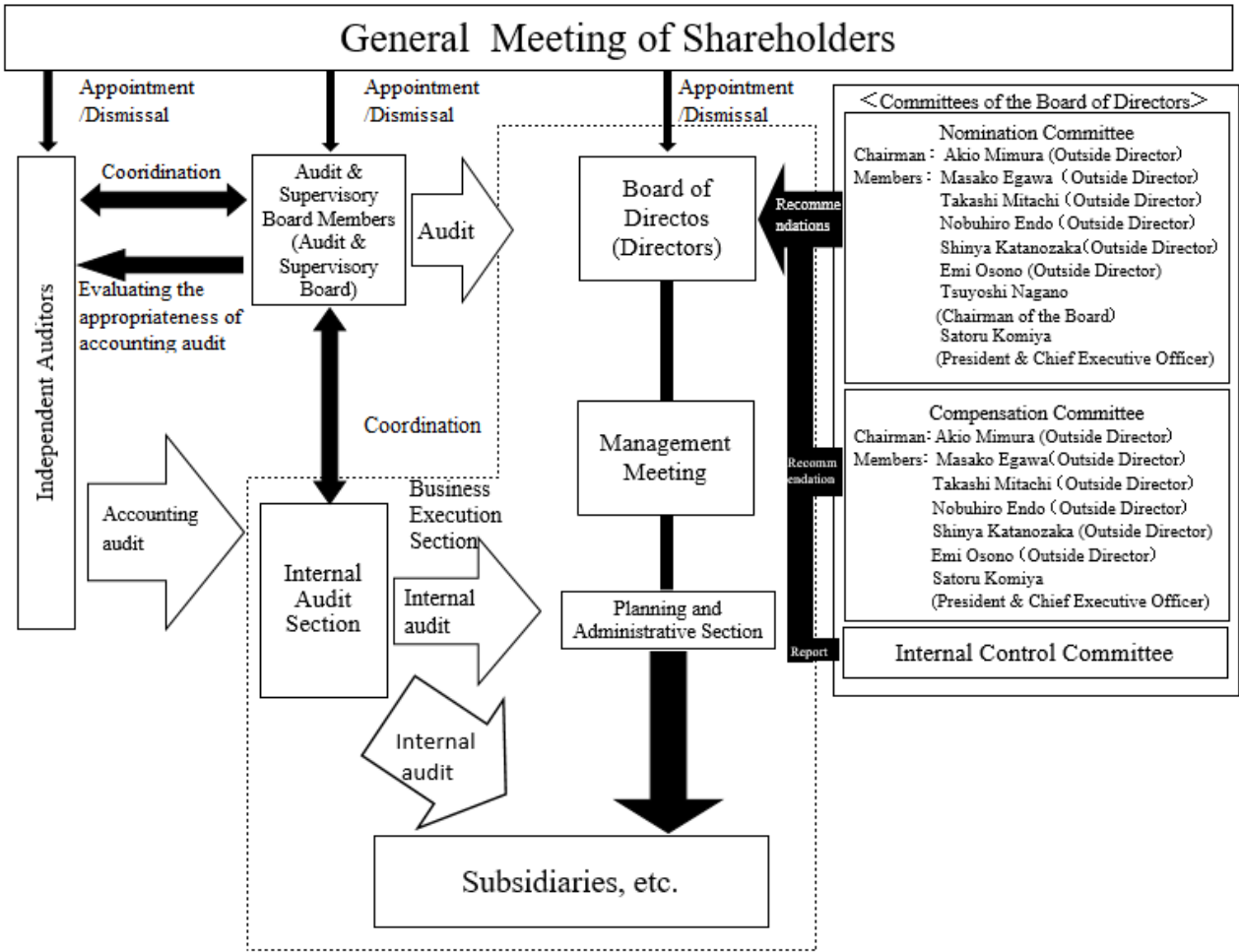
Revision and termination of this policy shall be made at a Board of Directors meeting. However, insignificant changes may be made by the Executive Officer in charge of the Legal & Compliance Department.

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

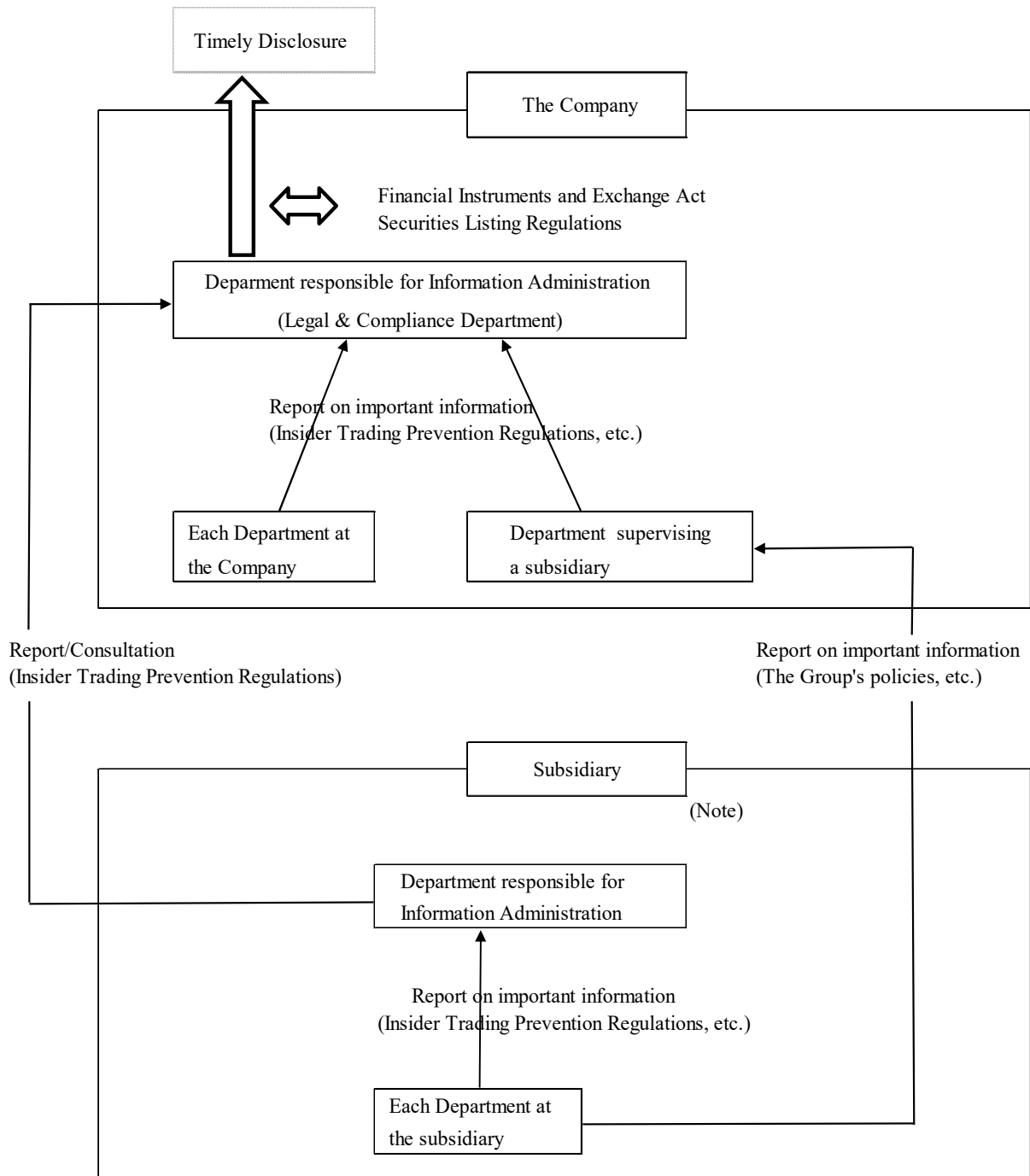
Outside Directors and Outside Audit & Supervisory Board Members of the Company are judged to be independent from the Company if they do not fall within any of the following categories:

- (1) an executive of the Company or a subsidiary or affiliate of the Company;
- (2) a person who has been an executive of the Company or a subsidiary or an affiliate of the Company in the past ten years;
- (3) 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;
- (4) 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;
- (5) 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;
- (6) 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);
- (7) 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;
- (8) 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
- (9) 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.

Overview of the Corporate Governance System (Schematic Diagram)



Overview of the Timely Disclosure System (Schematic Diagram)



Note: The Company develops a system whereby a subsidiary of a relevant subsidiary (a sub-subsubsidiary of the Company) reports important information to the relevant subsidiary as well in accordance with the Basic Policies for Internal Controls of the Company and the Group's Policies, etc.