

[English Translation]

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

June 2, 2014

**Notice of Convocation of
the 12th Ordinary General Meeting of Shareholders**

To our shareholders:

You are cordially invited to attend the 12th Ordinary General Meeting of Shareholders of Tokio Marine Holdings, Inc. (“Tokio Marine Holdings” or the “Company”), which will be held on Monday, June 23, 2014 at 10:00 a.m. at the banquet room AOI, second floor, Palace Hotel Tokyo located at 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, for the purpose of considering and voting upon the following items:

Items to be reported:

1. Business report, consolidated financial statements and the audit reports on consolidated financial statements prepared by the independent auditor and the Audit & Supervisory Board, respectively, for the fiscal year ended March 31, 2014 (April 1, 2013 to March 31, 2014).
2. Non-consolidated financial statements for the fiscal year ended March 31, 2014 (April 1, 2013 to March 31, 2014).

Proposals to be acted upon:

Item 1. Appropriation of Surplus

Item 2. Election of Ten (10) Directors

Item 3. Election of Three (3) Audit & Supervisory Board Members

For the items to be reported, please refer to the Attachment to this document.

If you do not expect to be present at the meeting, please vote either by completing and returning the enclosed voting card or by following the procedures for voting via the Internet.

Sincerely,

Tsuyoshi Nagano
PRESIDENT

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

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

Information on Exercising Voting Rights via the Internet

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

If you choose to exercise your voting rights via the Internet (*), please note the following:

*Voting via the Internet includes voting through the “Electric Proxy Voting Platform” managed by ICJ, Inc. (available to institutional investors).

1. Exercising Voting Rights via the Internet

- (1) Through the use of a computer, a smart phone or a mobile phone (i-mode, EZweb, Yahoo! Keitai) with an Internet connection, please access the website that has been designated by the Company as the website for exercising voting rights (<http://www.evotep.jp/>) and exercise your voting rights. Please note that the website is not accessible from 2AM to 5AM.

Notes: 1. “i-mode”, “EZweb” and “Yahoo!” are the trademarks or the registered trademarks of NTT DOCOMO, Inc., KDDI CORPORATION and Yahoo! Inc., respectively.

2. You will be required to bear the charge for your call, internet connection or packet communication when you access the website to exercise your voting rights that may be charged by your telecommunications company.

- (2) To login to the website to exercise your voting rights, the login ID and the temporary password listed on your voting card will be necessary. Please note that, as a protective measure against unauthorized access and the tampering of the results of the exercised voting rights, you will be asked to change the temporary password after you login to the website.
- (3) Please note that you may not be able to exercise your voting rights via the Internet through a computer or a smart phone due to your particular Internet environment, such as your Internet security setting.
- (4) Please note that you may not be able to exercise your voting rights through your mobile phone due to the particular setting or type of your mobile phone.

2. Inquiries

- (1) For inquiries concerning website access, please contact:

Mitsubishi UFJ Trust and Banking Corporation, Stock Transfer Agency Division
Telephone: 0120-173-027 (toll free)
Hours: 9:00 - 21:00

- (2) For inquiries other than the above, please contact:

Mitsubishi UFJ Trust and Banking Corporation, Stock Transfer Agency Division
Telephone: 0120-232-711 (toll free)
Hours: 9:00 - 17:00, except Saturdays, Sundays and holidays

To Institutional Investors:

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