

[English Translation for reference purpose]

Tokio Marine Holdings, Inc.

## Results of Exercise of Voting Rights at the 13th Ordinary General Meeting of Shareholders

### 1. Date when the meeting was held

June 29, 2015.

### 2. Details of the resolutions

#### Item 1 : Appropriation of Surplus

Matters regarding distribution of dividends and its aggregate amount

Amount of cash dividend per common share of the Company: 55yen

Aggregate amount of cash dividends: 41,502,940,380yen

#### Item 2 : Election of Ten (10) Directors

Election of the following ten individuals as directors: Shuzo Sumi, Tsuyoshi Nagano, Masashi Oba, Hirokazu Fujita, Akio Mimura, Mikio Sasaki, Shinichi Hirose, Ichiro Ishii, Masako Egawa and Takayuki Yuasa.

#### Item 3 : Election of Two (2) Audit & Supervisory Board Members

Election of the following two individuals as Audit & Supervisory Board Members: Akinari Horii and Takashi Ito.

#### Item 4 : Change in Remuneration to Directors

The total amount of remuneration for directors shall be no more than 50 million yen per month (including no more than 5 million yen for outside directors) and, separately from such 50 million yen per month, the total remuneration of share acquisition rights allotted to directors as share compensation - type share options shall be no more than 140 million yen per year (including no more than 14 million yen for outside directors).

The maximum total number of share acquisition rights allotted to directors within one year from the date of the ordinary general meeting of shareholders for each fiscal year shall be 500 (including 50 for outside directors).

### 3. Number of shareholders in attendance and their voting rights

(i) Number of shareholders able to exercise voting rights :	65,267
(ii) Number of exercisable voting rights :	7,532,739

(iii) Number of shareholders in attendance : 22,158

(iv) Number of voting rights exercised by shareholders in attendance : 6,026,192

4. Numbers of affirmative votes, negative votes and abstentions to the items above, requirements for passing the items and the results of the resolutions

	Number of affirmative votes	Number of negative votes	Number of abstentions	Approval ratio (%)	Result of the resolution
Item 1	5,917,233	1,689	14,758	98.19	Approved
Item 2					
Shuzo Sumi	5,790,367	128,408	14,836	96.09	Approved
Tsuyoshi Nagano	5,849,166	69,609	14,836	97.06	Approved
Masashi Oba	5,838,507	80,267	14,836	96.89	Approved
Hirokazu Fujita	5,838,548	80,226	14,836	96.89	Approved
Akio Mimura	4,153,043	1,749,766	30,798	68.92	Approved
Mikio Sasaki	5,668,324	250,448	14,836	94.06	Approved
Shinichi Hirose	5,838,515	80,259	14,836	96.89	Approved
Ichiro Ishii	5,852,378	66,396	14,836	97.12	Approved
Masako Egawa	5,914,851	3,925	14,836	98.15	Approved
Takayuki Yuasa	5,852,200	66,574	14,836	97.11	Approved
Item 3					
Akinari Horii	5,898,902	20,054	14,758	97.89	Approved
Takashi Ito	5,834,788	84,167	14,758	96.82	Approved
Item 4	4,889,895	1,023,321	20,483	81.14	Approved

(Notes) 1. Requirements for passing the items for resolution are as follows:

- (i) Item 1 and 4: Affirmative votes amounting to a majority of the voting rights exercised by the shareholders in attendance.
- (ii) Item 2 and 3: The attendance of one-third or more of the shareholders who can exercise voting rights and affirmative votes of a majority of those voting rights in attendance.

2. The “approval ratio” column shows the ratio of votes that had been confirmed as approving the item by the time of voting to the number of voting rights of the shareholders in attendance.
3. The requirements are met for passing the items on the agenda by totaling the number of advance affirmative votes by the business day prior to the meeting and those duly confirmed at the time of resolution at the meeting.

	(Reference) Total including the number of all votes cast by shareholders in attendance calculated based on the tally sheets			
	Number of affirmative votes	Number of negative votes	Number of abstentions	Approval ratio (%)
Item 1	5,991,524	1,910	32,678	99.42
Item 2				
Shuzo Sumi	5,863,978	129,099	32,966	97.31
Tsuyoshi Nagano	5,923,232	69,844	32,967	98.29
Masashi Oba	5,912,513	80,593	32,936	98.11
Hirokazu Fujita	5,912,646	80,431	32,965	98.12
Akio Mimura	4,226,519	1,750,597	48,923	70.14
Mikio Sasaki	5,741,756	251,324	32,960	95.28
Shinichi Hirose	5,912,611	80,464	32,967	98.12
Ichiro Ishii	5,926,455	66,604	32,983	98.34
Masako Egawa	5,988,786	4,313	32,945	99.38
Takayuki Yuasa	5,926,280	66,795	32,967	98.34
Item 3				
Akinari Horii	5,972,543	20,734	32,869	99.11
Takashi Ito	5,908,899	84,376	32,870	98.05
Item 4	4,963,293	1,024,257	38,581	82.36

(Notes) 4. The total including the number of all votes cast by shareholders in attendance calculated based on the tally sheets are shown as "Reference" because the collation method based on the tally sheets is different from that for voting under the Companies Act of Japan.