

June 24, 2019  
Sompo Holdings, Inc.

## **Announcement regarding Establishment of the Global Transaction Committee**

Sompo Holdings, Inc. (Kengo Sakurada, Group CEO, Representative Director, President and Executive Officer, hereinafter “Sompo Holdings”) had some partial amendments to its Articles of Incorporation approved at the 9th General Meeting of Shareholders held today. These amendments officially shift its governance structure to a “company with committees, such as a Nomination Committee,” by clarifying the roles and positioning of supervision and execution to further strengthen both functions, as well as forming the Board of Directors with a majority of outside directors to reinforce the governance system for supervision.

Also, we are pleased to announce the establishment of a Global Transaction Committee, effective today, as part of our efforts to strengthen our operating divisions, along with the launch of a Transaction Core Team to promote and support diversified activities such as M&A, investments and alliances (hereafter “transactions”) across the Group.

### **1. Objective**

Sompo Holdings is building a centralized structure as explained below in order to accumulate, share knowledge and enhance expertise inside the Group through centralization. It will implement disciplined transactions by centralizing information related to transactions with the aim of further accelerating transformation that provides the “highest quality services that contribute to safety, security and wellbeing.”

#### **(1) Establishment of Global Transaction Committee (Today)**

The Global Transaction Committee was established today under the Global Executive Committee, the highest executive decision-making body of Sompo Holdings, headed by the Chairman of Overseas M&A as Chairman of the Committee and the Group CSO as Co-Chairman of the Committee to deliberate and examine investments above a certain size and transactions that may have a material impact on the Group. This committee is designed to implement appropriate judgment on investments and prompt decision-making based on expert knowledge in domestic and overseas markets, insurance businesses and non-insurance industries.

Overseas transactions are managed by the Chairman of Overseas M&A, who serves as the Chairman of the Committee, while domestic transactions are managed by the Group CSO, the Co-Chairman of the Committee.

#### **(2) Launch of Transaction Core Team (scheduled in the second half of fiscal 2019)**

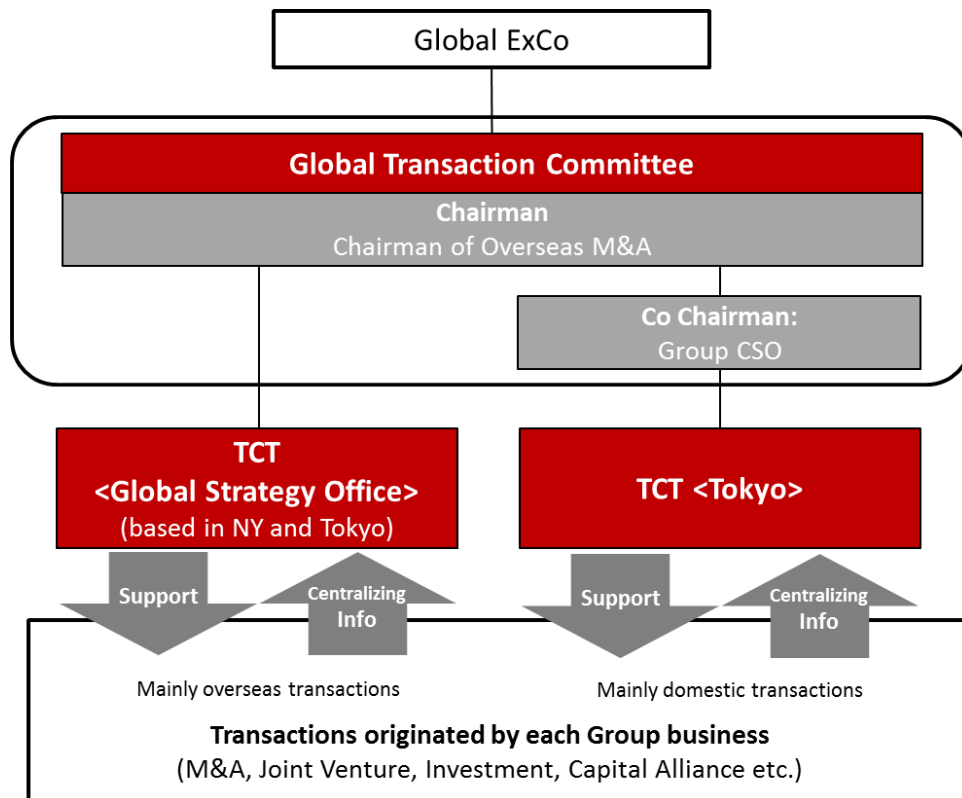
We will launch the Transaction Core Team (TCT) under the aforementioned Global Transaction Committee as a special squad to support appropriate and prompt execution of transactions encompassing the Group worldwide, regardless of whether the business is domestic or overseas, insurance or non-insurance.

The TCT is responsible for the valuation of target corporations, supporting a practical process of due

diligence, gathering and controlling transaction-related information as a central function, and communication with outside professionals such as investment banks, financial advisers and legal advisers.

Another mission of the TCT is to search and create new business opportunities in a literal sense as the core of the transactions in the Group.

“TCT <Global Strategy Office>” in New York and Tokyo under the Chairman of Overseas M&A will mainly support overseas transactions, and “TCT <Tokyo>” under the Group CSO will support domestic transactions.



## 2. Going Forward

The establishment of the Global Transaction Committee today and the launch of the Transaction Core Team will achieve discipline and speed at the same time, and the establishment of a centralized, high-level transaction management system will further accelerate our transformation into a Group that provides the "highest quality services that contribute to safety, security and health."

### ■ Comment from Nigel Frudd, Chairman of Overseas M&A

“The launch of the Transactions Group is the culmination of 5 years hard work to create an elite transactions function. It is truly global and comprises senior professionals covering transactions in over 30 countries. With global connectivity increasing generally this Group will provide agile connectivity internally and externally and help us more efficiently to communicate and manage relationships with our professional advisors, including Investment Bankers, Lawyers, Accountants and Actuaries. The Sampo strategy is to expand its worldwide footprint both in the insurance world but also the healthcare services arena which Sampo is pioneering in Japan”.

### ■ Comment from Mikio Okumura, Group CSO

“It is a significant step forward for the Sompo Group to create this Global Transactions Group, utilizing the specialist know how we have built up over the years. It will enhance quick and agile decision making on transactions as well as giving Sompo a more informed approach to transaction strategy and execution by sharing specialist experiences worldwide”.