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May 19, 2011

NKSJ Holdings, Inc.

Summary of Consolidated Financial Results for the fiscal year ended March 31, 2011 [under Japanese GAAP]

Company Name: **NKSJ Holdings, Inc.**
 Listed on: Tokyo and Osaka Stock Exchange
 Stock Code Number: 8630
 URL: <http://www.nksj-hd.com/>
 Representative Director: Masatoshi Sato, President & CEO
 Contact: Kazuhisa Tamura, Manager, Accounting Department
 Scheduled date to hold general meeting of stockholders: June 27, 2011
 Scheduled date to file Securities Report: June 27, 2011
 Scheduled date to start payment of dividends: June 28, 2011
 Supplementary information for financial statements: Yes
 Schedule for investor meeting (intended for institutional investors and analysts): Yes

Note) Any amounts less than one million yen are rounded down, unless otherwise noted.

1. Consolidated Financial Results for the fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(1) Consolidated Results of Operations

Note) The percentages are changes from corresponding period of previous fiscal year.

| | Ordinary income | | Ordinary profit | | Net income | |
|---------------------------|-----------------|---|-----------------|---|-----------------|---|
| | millions of yen | % | millions of yen | % | millions of yen | % |
| Year ended March 31, 2011 | 2,621,689 | — | (6,437) | — | (12,918) | — |
| Year ended March 31, 2010 | — | — | — | — | — | — |

Note) Comprehensive income: Year ended March 31, 2011 (143,120) million yen — %
 Year ended March 31, 2010 — million yen — %

| | Net income per share | Diluted net income per share | Return on equity | Ordinary profit to total assets | Ordinary profit to ordinary income |
|---------------------------|----------------------|------------------------------|------------------|---------------------------------|------------------------------------|
| | yen | yen | % | % | % |
| Year ended March 31, 2011 | (7.77) | — | (1.1) | (0.1) | (0.2) |
| Year ended March 31, 2010 | — | — | — | — | — |

Reference) Investment gains on the equity method: Year ended March 31, 2011 511 million yen
 Year ended March 31, 2010 — million yen

(2) Consolidated Financial Conditions

| | Total assets | Total net assets | Equity ratio | Total net assets per share |
|----------------------|-----------------|------------------|--------------|----------------------------|
| | millions of yen | millions of yen | % | yen |
| As of March 31, 2011 | 8,981,974 | 1,079,446 | 12.0 | 647.00 |
| As of March 31, 2010 | — | — | — | — |

Reference) Equity capital: As of March 31, 2011 1,074,303 million yen
 As of March 31, 2010 — million yen

(3) Consolidated Cash Flows

| | Cash flows from operating activities | Cash flows from investing activities | Cash flows from financing activities | Cash and cash equivalents at the end of the period |
|---------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--|
| | millions of yen | millions of yen | millions of yen | millions of yen |
| Year ended March 31, 2011 | (18,596) | 38,768 | (25,683) | 398,912 |
| Year ended March 31, 2010 | — | — | — | — |

2. Dividends

| | Dividends per share | | | | | Total annual dividends | Dividend payout ratio (Consolidated) | Dividends on net assets (Consolidated) |
|---------------------------------------|---------------------|--------------------|-------------------|-----------------|--------|------------------------|--------------------------------------|--|
| | First quarter-end | Second quarter-end | Third quarter-end | Fiscal year-end | Annual | | | |
| | yen | yen | yen | yen | yen | millions of yen | % | % |
| Year ended March 31, 2010 | — | — | — | — | — | — | — | — |
| Year ended March 31, 2011 | — | — | — | 20.00 | 20.00 | 33,208 | — | 2.9 |
| Year ending March 31, 2012 (Forecast) | — | — | — | 80.00 | 80.00 | | 207.6 | |

Note) NKSJ Holdings, Inc. plans a reverse split of stocks to combine common stocks at a ratio of four shares to one share as of October 1, 2011. The effect of the reverse split of stocks is considered in estimation of dividends forecast for the fiscal year ending March 31, 2012.

3. Consolidated Forecasts for the fiscal year ending March 31, 2012 (April 1, 2011 to March 31, 2012)

Note) The percentages are changes from corresponding period of previous fiscal year.

| | Ordinary income | | Ordinary profit | | Net income | | Net income per share |
|--|-----------------|-----|-----------------|--------|-----------------|---------|----------------------|
| | millions of yen | % | millions of yen | % | millions of yen | % | yen |
| Six months ending September 30, 2011 (April 1 to September 30, 2011) | 1,383,500 | 4.0 | 1,000 | (97.4) | — | (100.0) | — |
| Fiscal year ending March 31, 2012 (April 1, 2011 to March 31, 2012) | 2,774,000 | 5.8 | 42,000 | — | 16,000 | — | 38.54 |

Note) NKSJ Holdings, Inc. plans a reverse split of stocks to combine common stocks at a ratio of four shares to one share as of October 1, 2011. The effect of the reverse split of stocks is considered in estimation of net income per share for the fiscal year ending March 31, 2012.

4. Other

(1) Changes in significant subsidiaries during the fiscal year ended March 31, 2011 (changes in specified subsidiaries resulting in the change in the scope of consolidation): None

(2) Changes in accounting policies, procedures and methods of presentation :

① Changes due to revisions to accounting standards: None

② Changes due to other reasons: None

(3) Number of shares outstanding (Common stock) :

① Total shares outstanding including treasury stock:

As of March 31, 2011 1,661,409,178 shares

As of March 31, 2010 — shares

② Treasury stock:

As of March 31, 2011 983,460 shares

As of March 31, 2010 — shares

③ Average number of shares outstanding:

Year ended March 31, 2011 1,660,618,367 shares

Year ended March 31, 2010 — shares

(Disclosure regarding the execution of the audit process)

This summary is outside the scope of the audit procedure which is required by "Financial Instruments and Exchange Act", and the audit procedure of the consolidated financial statements was not completed as of the date of the disclosure of this summary.

(Notes for using forecasted information etc.)

The forecasts included in this document are based on the currently available information and certain assumptions that we believe reasonable. Accordingly, the actual results may differ materially from those projected herein depending on various factors.

For assumptions underlying the forecasts and notes for using forecasted information, please refer to "Outlook for the fiscal year ending March 31, 2012" on page 2.

NKSJ Holdings, Inc. plans a reverse split of stocks to combine common stocks at a ratio of four shares to one share as of October 1, 2011. The effect of the reverse split of stocks is considered in the estimation of dividends and net income per share for the fiscal year ending March 31, 2012. Concerning the particulars of the reverse split of stocks, please refer to "Notice Concerning Reverse Split of Stocks, Amendment of Trading Unit of Stocks, and Amendment in Part of the Articles of Incorporation" NKSJ Holdings, Inc. released on the same day as this summary.

NKSJ Holdings, Inc. was established on April 1, 2010 as a holding company of Sompo Japan Insurance Inc. and NIPPONKOA Insurance Co., Ltd. The fiscal year ended March 31, 2011 is the first period, so there is no result for the fiscal year ended March 31, 2010.

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1. Results of Operations

(1) Analysis of Results of Operations

(Results of Operations)

During the fiscal year ended March 31, 2011, the Japanese economy improved at only a modest pace, as personal income levels remained weak amid a high unemployment rate. This was despite an upturn in personal consumption supported by economic stimulus measures and increased exports and production on the back of improving overseas economies, primarily in Asia.

Furthermore, the Great East Japan Earthquake that occurred on March 11, 2011 is having an increasingly negative impact on economic conditions in Japan. Examples of such negative impacts include stagnation in corporate manufacturing activities and concerns over long-term power shortages.

The property and casualty (P&C) insurance industry has seen industry consolidation reshape the competitive landscape into one centered on three major insurance groups. In this context, business conditions remained challenging due to worsening profitability in automobile insurance and the negative effects of the Great East Japan Earthquake.

On April 1, 2010, Sompo Japan Insurance Inc. (Sompo Japan) and NIPPONKOA Insurance Co., Ltd. (Nipponkoa) integrated their operations under a joint holding company, NKSJ Holdings, Inc. (the Company) Using strengths nurtured over the two companies' respective 120-year histories as one group, the NKSJ Group (the Group) has made a new start as "a solution service group that is conducting all value judgments thoroughly from the customers' perspective, providing customers with security and services of the highest quality and contributing to social welfare."

Under the slogan of No.1 group for "Growth" and "Customers' Trust," the Group will enhance customers' trust by ensuring that every employee of the Group works to enhance quality from the customer's perspective. At the same time, the Group aims to achieve growth by expanding group-wide earnings by improving its profit-earning capacity in the domestic P&C insurance business and allocating management resources to growth fields such as the domestic life insurance business and the overseas insurance business. Based on this basic management policy, the Company will fulfill its role as a holding company by optimally allocating management resources and managing and advising the Group's subsidiaries.

Under these circumstances, consolidated financial results for the year ended March 31, 2011 were as follows:

Ordinary income for the year ended March 31, 2011 was 2,621.6 billion yen. This was reflected by underwriting income of 2,480.7 billion yen, 129.1 billion yen of investment income and 11.8 billion yen of other ordinary income. Meanwhile, ordinary expenses for the year ended March 31, 2011 were 2,628.1 billion yen. This was reflected by underwriting expenses of 2,144.9 billion yen, investment expenses of 51.5 billion yen, operating, general and administrative expenses of 419.9 billion yen and 11.7 billion yen of other ordinary expenses.

As a result, ordinary loss amounted to 6.4 billion yen. Net loss after extraordinary items, net of total income taxes and non-controlling interests amounted to 12.9 billion yen.

Business results for each of the Group's reportable segments were as follows:

(a) P&C insurance business

In the P&C insurance business, net premiums written amounted to 1,933.2 billion yen. The P&C insurance business posted an ordinary loss of 1.9 billion yen and a net loss of 7.8 billion yen.

(b) Life insurance business

In the life insurance business, life insurance premiums written amounted to 238.1 billion yen. The life insurance business posted an ordinary loss of 3.4 billion yen and a net loss of 4.0 billion yen.

(Outlook for the fiscal year ending March 31, 2012)

For the fiscal year ending March 31, 2012, the Company is forecasting consolidated ordinary income of 2,774.0 billion yen, ordinary profit of 42.0 billion yen and net income of 16.0 billion yen, based on the following assumptions:

- Assumptions for net premiums written are based on the Company's own projections based on extrapolation from past trends and other factors.
- Projections for net claims paid due to natural disasters, including the Great East Japan Earthquake occurred on March 11, 2011, are approximately 123.0 billion yen at Sompo Japan and approximately 72.0 billion yen at Nipponkoa, taking into account past trends.
- The Company assumes no major change in market interest rates, exchange rates and stock prices from their levels at March 31, 2011.

The above forecasts were prepared based on information available as of the date of this release. Accordingly, actual results may differ materially from projections depending on various factors.

(2) Analysis of Financial Condition

Total assets as of March 31, 2011 were 8,981.9 billion yen. Total net assets were 1,079.4 billion yen.

For the fiscal year ended March 31, 2011, cash flows from operating activities resulted in expense of 18.5 billion yen. Cash flows from investing activities resulted in income of 38.7 billion yen. Cash flows from financing activities resulted in expense of 25.6 billion yen. As a result, cash and cash equivalents at the end of the period were 398.9 billion yen.

Equity and fair-value equity ratios were as follows:

Year ended March 31, 2011

Equity ratio 12.0(%)

Fair-value equity ratio 10.0(%)

Notes:

1. Equity ratio: shareholders' equity / total assets x 100

2. Fair-value equity ratio: market capitalization / total assets x 100

3. The Group does not publish its "ratio of cash flow to interest-bearing debt" or "interest coverage ratio," based on the belief that these indicators are not appropriate measures of the Group's actual financial position because its core business is insurance operations.

(3) Basic Profit Distribution Policy and Dividends for the fiscal year ended March 31, 2011 and the fiscal year ending March 31, 2012

The Company's basic profit distribution policy is to enhance shareholder returns, as it strives to enhance capital efficiency through investments in growing business fields while ensuring financial soundness.

The Company aims to return profits to shareholders primarily by paying a stable dividend, supplemented by stock buybacks where warranted by the Company's capital conditions. The Company targets a total payout ratio* of 50%, such that total shareholder returns amount to 50% of adjusted profit (excluding any increase in embedded value of life insurance subsidiaries). Based on this policy, the Company plans to pay year-end cash dividends per share of 20 yen to shareholders for the fiscal year ended March 31, 2011.

Based on its business forecasts, the Company plans to pay annual dividends per share of 80 yen to shareholders for the fiscal year ending March 31, 2012, taking into account the effect of projected reverse split of stocks.

* Total payout ratio = (total dividend + total stock buybacks) / adjusted profit (excluding increase in embedded value of life insurance subsidiaries)

2. The NKSJ Group

The NKSJ Group consists of NKSJ Holdings, Inc., 70 subsidiaries and 23 affiliates. The Group is engaged in property and casualty insurance business, life insurance business and other business.

Major group companies are as follows.

(As of March 31, 2011)

| |
|---------------------|
| NKSJ Holdings, Inc. |
|---------------------|

| |
|--|
| Property and casualty insurance business |
|--|

- ◎ Sompo Japan Insurance Inc.
- ◎ NIPPONKOA Insurance Co., Ltd.
- ◎ Sonpo 24 Insurance Company Limited
- ◎ Saison Automobile and Fire Insurance Company, Limited
- ◎ Sompo Japan Insurance Company of America <U.S.A.>
- ◎ Sompo Japan Insurance Company of Europe Limited <U.K.>
- ◎ NIPPONKOA Insurance Company (Europe) Limited <U.K.>
- ◎ NIPPONKOA Management Services (Europe) Limited <U.K.>
- ◎ Nippon Insurance Company of Europe Limited <U.K.>
- ◎ Sompo Japan Sigorta Anonim Sirketi <Turkey>
- ◎ Sompo Japan Asia Holdings Pte. Ltd. <Singapore>
- ◎ Sompo Japan Insurance (Singapore) Pte. Ltd. <Singapore>
- ◎ Tenet Insurance Company Limited <Singapore>
- ◎ Sompo Japan Insurance (China) Co., Ltd. <China>
- ◎ NIPPONKOA Insurance Company (China) Limited <China>
- ◎ Sompo Japan Insurance (Hong Kong) Company Limited <China>
- ◎ NIPPONKOA Insurance Company (Asia) Limited <China>
- ◎ Yasuda Seguros S.A. <Brazil>
- ★ Hitachi Capital Insurance Corporation
- ★ Berjaya Sompo Insurance Berhad <Malaysia>
- ★ Universal Sompo General Insurance Company Limited <India>
- ★ Maritima Seguros S.A. <Brazil>
- ★ Maritima Saude Seguros S.A. <Brazil>

| |
|-------------------------|
| Life insurance business |
|-------------------------|

- ◎ Sompo Japan Himawari Life Insurance Co., Ltd.
- ◎ NIPPONKOA Life Insurance Company, Limited
- ◎ Sompo Japan DIY Life Insurance Co., Ltd.

| |
|----------------|
| Other business |
|----------------|

- ◎ Sompo Japan DC Securities Co., Ltd. (Defined contribution pension plans and sale of investment trust)
- ◎ Healthcare Frontier Japan Inc. (Consulting about health and nursing care such as prevention of disease, etc.)
- ◎ SOMPO JAPAN NIPPONKOA ASSET MANAGEMENT CO., LTD. (Investment advisory service and management business of investment trust)
- ★ Yasuda Enterprise Development Co., Ltd. (Investment management and administration of investment partnerships)

Note) The definitions of each sign are as follows. ◎: Consolidated subsidiary ★: Affiliate accounted for under the equity method

3. Management Policies

(1) Basic Management Policies

The Group's basic group management policies are as follows:

Recognizing its social responsibility and public mission in insurance and financial services, the Group pursues sustained growth by executing management strategies for the entire Group through operations premised on building highly transparent governance systems and ensuring effective risk management and compliance. (No. 1 group for "Growth" and "Customers' Trust")

(a) The Group is enhancing management efficiency through collaboration in all areas of the Group's operations to ensure that the effects of the business integration are realized as soon as possible.

(b) Drawing on the solid financial foundation and human resources provided by the business integration, the Group is strategically investing resources in growth areas in the aim of bolstering earnings on a group-wide basis and enhancing the corporate value.

(c) The Group endeavors to enhance operational quality in all of the service processes and provide customers with absolute peace of mind and the highest quality services so as to strengthen the trust that customers place in us.

(d) Utilizing the Group's core business strengths in socially significant areas such as the environment, health and medical care, the Group is fulfilling corporate social responsibility and helping to build a sustainable society through active dialog with stakeholders.

(e) The Group actively undertakes human resource exchanges within the Group, effectively utilize know-how and work to invigorate the workforce to realize a vibrant and open group that grows together with its employees.

(2) Financial Targets and Medium- and Long-term Corporate Management Strategies

(Basic Group Strategies)

The Group aims to further improve its profit-earning capacity in the domestic P&C insurance business, which is a profit driver of the Group. Also, the Group is shifting management resources to promising areas such as domestic life insurance and overseas insurance businesses, and working to establish a more balanced business portfolio. Moreover, the Group is investing in growth businesses by utilizing enhanced profit expanded by multiple profit drivers. In this way, the Group aims to create a sustainable growth cycle.

(The Group's Financial Targets)

The Group's financial targets are given in terms of adjusted profit¹ and adjusted consolidated ROE². The Group is targeting adjusted consolidated profit of 41.2 billion yen and adjusted consolidated ROE of 2.2% for the fiscal year ending March 31, 2012.

Notes:

1. The definition of businesses and method for calculating adjusted profit are as follows:

<Calculation of adjusted profit>

Domestic P&C insurance: Net income
 + provision for catastrophic loss reserve (after tax)
 + provision for reserve for price fluctuation (after tax)
 – gains/losses on sales of securities and impairment losses on securities (after tax)
 – extraordinary factors

Domestic life insurance: Growth in embedded value (EV)
 – capital account transactions (e.g., equity issuance)
 – changes in EV attributable to interest rate movements

Overseas insurance: Net income as reported in financial statements

Financial and other services: Net income as reported in financial statements

<Definition of business>

Domestic P&C insurance: Sum of non-consolidated results for Sompo Japan and Nipponkoa

Domestic life insurance: Sum of results for Sompo Japan Himawari Life and Nipponkoa Life

Overseas insurance: Overseas insurance subsidiaries of Sompo Japan and Nipponkoa

Financial and other services: Saison Automobile & Fire, Sonpo 24, Sompo Japan DIY Life, financial services, healthcare, etc.

2. Calculation of adjusted consolidated ROE is as follows:

Adjusted consolidated profit / [consolidated net assets (excluding life insurance subsidiaries' net assets)
 + catastrophic loss reserve (after tax) + reserve for price fluctuation (after tax) + life insurance subsidiaries' EV]

* The denominator is the average balance at the end/start of each fiscal year

(3) Pressing Issues Ahead

Going forward, the outlook for the Japanese economy remains uncertain and does not allow optimism, although progress with earthquake restoration projects is expected to support a gradual upturn in economic conditions.

The P&C insurance industry as a whole must do its utmost to ensure the prompt payment of insurance claims, which constitutes its most important public mission in support of the restoration of disaster-stricken areas. On the other hand, since the earthquake is expected to affect domestic P&C insurance and other business areas where the Group operates, the Group intends to expand its business by carefully watching the impact of the earthquake and addressing it timely and properly.

The fiscal year ending March 31, 2012 marks the second year since the founding of the Company. As such, the Group will pursue sustainable growth and further improvement of its corporate value by meeting the expectations of customers and society at large through various services centered on insurance, and by promptly realizing integration synergies.

4. Consolidated Financial Statements

(1) Consolidated Balance Sheets

| | (Millions of yen) |
|---|----------------------|
| | As of March 31, 2011 |
| Assets: | |
| Cash and deposits | 328,528 |
| Call loans | 78,399 |
| Receivables under resale agreements | 33,490 |
| Receivables under securities borrowing transactions | 30,370 |
| Monetary receivables bought | 32,273 |
| Money trusts | 67,861 |
| Securities | 6,431,235 |
| Loans | 691,294 |
| Tangible fixed assets: | 363,416 |
| Land | 195,746 |
| Buildings | 132,690 |
| Leased assets | 6,841 |
| Construction in progress | 2,028 |
| Other tangible fixed assets | 26,109 |
| Intangible fixed assets: | 53,438 |
| Software | 6,797 |
| Goodwill | 41,956 |
| Other intangible fixed assets | 4,684 |
| Other assets | 618,602 |
| Deferred tax assets | 258,966 |
| Allowance for possible loan losses | (5,903) |
| Total assets | 8,981,974 |
| Liabilities: | |
| Underwriting funds: | 7,313,315 |
| Reserve for outstanding losses and claims | 1,009,329 |
| Underwriting reserves | 6,303,985 |
| Bonds | 128,000 |
| Other liabilities | 305,559 |
| Reserve for retirement benefits | 104,793 |
| Reserve for retirement benefits to directors | 141 |
| Reserve for bonus payments | 22,624 |
| Reserves under the special laws: | 27,520 |
| Reserve for price fluctuation | 27,520 |
| Deferred tax liabilities | 572 |
| Total liabilities | 7,902,527 |

| | (Millions of yen) |
|---|----------------------|
| | As of March 31, 2011 |
| <hr/> | |
| Net assets: | |
| Shareholders' equity: | |
| Common stock | 100,045 |
| Capital surplus | 438,555 |
| Retained earnings | 298,339 |
| Treasury stock | (572) |
| Total shareholders' equity | <u>836,367</u> |
| Accumulated other comprehensive income: | |
| Unrealized gains on securities available for sale, net of tax | 268,976 |
| Deferred gains on hedges | 3,543 |
| Foreign currency translation adjustments | (34,583) |
| Total accumulated other comprehensive income | <u>237,936</u> |
| Stock acquisition rights | 2,349 |
| Non-controlling interests | <u>2,793</u> |
| Total net assets | <u>1,079,446</u> |
| Total liabilities and net assets | <u>8,981,974</u> |

(2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income
Consolidated Statements of Income

(Millions of yen)

| | Year ended March 31, 2011 |
|--|-----------------------------------|
| | (April 1, 2010 to March 31, 2011) |
| Ordinary income: | 2,621,689 |
| Underwriting income: | 2,480,715 |
| Net premiums written | 1,933,283 |
| Deposits of premiums by policyholders | 153,723 |
| Interest and dividend income on deposits of premiums, etc. | 60,088 |
| Life insurance premiums written | 238,178 |
| Reversal of reserve for outstanding losses and claims | 13,655 |
| Reversal of underwriting reserves | 76,033 |
| Other underwriting income | 5,752 |
| Investment income: | 129,136 |
| Interest and dividend income | 156,467 |
| Investment gains on money trusts | 1,220 |
| Investment gains on trading securities | 104 |
| Gains on sales of securities | 26,359 |
| Gains on redemption of securities | 698 |
| Gains on derivatives | 4,134 |
| Other investment income | 238 |
| Transfer of interest and dividend income on deposits of premiums, etc. | (60,088) |
| Other ordinary income: | 11,837 |
| Investment gains on the equity method | 511 |
| Other ordinary income | 11,325 |
| Ordinary expenses: | 2,628,126 |
| Underwriting expenses: | 2,144,942 |
| Net claims paid | 1,244,450 |
| Loss adjustment expenses | 129,526 |
| Net commissions and brokerage fees | 353,193 |
| Maturity refunds to policyholders | 350,406 |
| Dividends to policyholders | 117 |
| Life insurance claims paid | 58,318 |
| Other underwriting expenses | 8,930 |
| Investment expenses: | 51,524 |
| Investment losses on money trusts | 968 |
| Losses on sales of securities | 9,281 |
| Impairment losses on securities | 20,993 |
| Losses on redemption of securities | 3,320 |
| Investment losses on special account | 379 |
| Other investment expenses | 16,581 |
| Operating, general and administrative expenses | 419,925 |
| Other ordinary expenses: | 11,734 |
| Interest paid | 7,301 |
| Losses on bad debt | 148 |
| Other ordinary expenses | 4,284 |
| Ordinary loss | <u>(6,437)</u> |

(Millions of yen)

| | Year ended March 31, 2011 |
|--|-----------------------------------|
| | (April 1, 2010 to March 31, 2011) |
| Extraordinary gains: | 3,540 |
| Gains on disposal of fixed assets | 1,605 |
| Gains on negative goodwill | 149 |
| Other extraordinary gains | 1,785 |
| Extraordinary losses: | 14,786 |
| Losses on disposal of fixed assets | 1,366 |
| Impairment losses | 1,118 |
| Provision for reserves under the special laws: | 9,028 |
| Provision for reserve for price fluctuation | 9,028 |
| Other extraordinary losses | 3,273 |
| Loss before income taxes and non-controlling interests | <u>(17,683)</u> |
| Income taxes | 3,240 |
| Deferred income taxes | <u>(7,623)</u> |
| Total income taxes | <u>(4,382)</u> |
| Loss before non-controlling interests | <u>(13,300)</u> |
| Non-controlling interests | <u>(382)</u> |
| Net loss | <u>(12,918)</u> |

Consolidated Statements of Comprehensive Income

(Millions of yen)

| | Year ended March 31, 2011 |
|---|-----------------------------------|
| | (April 1, 2010 to March 31, 2011) |
| Loss before non-controlling interests | (13,300) |
| Other comprehensive income: | |
| Unrealized losses on securities available for sale, net of tax | (120,733) |
| Deferred gains on hedges | 3,543 |
| Foreign currency translation adjustments | (12,233) |
| Share of other comprehensive income of affiliates accounted for under the equity method | (395) |
| Total other comprehensive income | <u>(129,819)</u> |
| Comprehensive income | <u>(143,120)</u> |
| (Comprehensive income attributable to) | |
| Comprehensive income attributable to shareholders of the parent | (142,660) |
| Comprehensive income attributable to non-controlling interests | (459) |

(3) Consolidated Statements of Changes in Net Assets

| | (Millions of yen) |
|---|-----------------------------------|
| | Year ended March 31, 2011 |
| | (April 1, 2010 to March 31, 2011) |
| Shareholders' equity: | |
| Common stock: | |
| Balance at the beginning of the period | 70,000 |
| Changes during the period: | |
| Issuance of new stocks - exercise of stock acquisition rights | 45 |
| Increase due to share exchange | 30,000 |
| Total changes during the period | <u>30,045</u> |
| Balance at the end of the period | <u>100,045</u> |
| Capital surplus: | |
| Balance at the beginning of the period | 24,229 |
| Changes during the period: | |
| Issuance of new stocks - exercise of stock acquisition rights | 45 |
| Disposal of treasury stock | 31 |
| Increase due to share exchange | 414,248 |
| Total changes during the period | <u>414,325</u> |
| Balance at the end of the period | <u>438,555</u> |
| Retained earnings: | |
| Balance at the beginning of the period | 336,793 |
| Changes during the period: | |
| Dividends | (25,700) |
| Net loss | (12,918) |
| Changes in the scope of consolidation | 165 |
| Total changes during the period | <u>(38,454)</u> |
| Balance at the end of the period | <u>298,339</u> |
| Treasury stock: | |
| Balance at the beginning of the period | — |
| Changes during the period: | |
| Acquisition of treasury stock | (769) |
| Disposal of treasury stock | 196 |
| Total changes during the period | <u>(572)</u> |
| Balance at the end of the period | <u>(572)</u> |
| Total shareholders' equity: | |
| Balance at the beginning of the period | 431,023 |
| Changes during the period: | |
| Issuance of new stocks - exercise of stock acquisition rights | 91 |
| Dividends | (25,700) |
| Net loss | (12,918) |
| Acquisition of treasury stock | (769) |
| Disposal of treasury stock | 228 |
| Changes in the scope of consolidation | 165 |
| Increase due to share exchange | 444,248 |
| Total changes during the period | <u>405,344</u> |
| Balance at the end of the period | <u>836,367</u> |

(Millions of yen)

Year ended March 31, 2011

(April 1, 2010 to March 31, 2011)

| | |
|--|-----------|
| Accumulated other comprehensive income: | |
| Unrealized gains on securities available for sale, net of tax: | |
| Balance at the beginning of the period | 389,352 |
| Changes during the period: | |
| Net changes in items other than shareholders' equity | (120,376) |
| Total changes during the period | (120,376) |
| Balance at the end of the period | 268,976 |
| Deferred gains on hedges: | |
| Balance at the beginning of the period | — |
| Changes during the period: | |
| Net changes in items other than shareholders' equity | 3,543 |
| Total changes during the period | 3,543 |
| Balance at the end of the period | 3,543 |
| Foreign currency translation adjustments: | |
| Balance at the beginning of the period | (21,674) |
| Changes during the period: | |
| Net changes in items other than shareholders' equity | (12,908) |
| Total changes during the period | (12,908) |
| Balance at the end of the period | (34,583) |
| Total accumulated other comprehensive income: | |
| Balance at the beginning of the period | 367,678 |
| Changes during the period: | |
| Net changes in items other than shareholders' equity | (129,741) |
| Total changes during the period | (129,741) |
| Balance at the end of the period | 237,936 |
| Stock acquisition rights: | |
| Balance at the beginning of the period | 1,302 |
| Changes during the period: | |
| Net changes in items other than shareholders' equity | 1,046 |
| Total changes during the period | 1,046 |
| Balance at the end of the period | 2,349 |
| Non-controlling interests: | |
| Balance at the beginning of the period | 2,839 |
| Changes during the period: | |
| Net changes in items other than shareholders' equity | (46) |
| Total changes during the period | (46) |
| Balance at the end of the period | 2,793 |

(Millions of yen)

Year ended March 31, 2011

(April 1, 2010 to March 31, 2011)

| | |
|---|------------------|
| Total net assets: | |
| Balance at the beginning of the period | 802,843 |
| Changes during the period: | |
| Issuance of new stocks - exercise of stock acquisition rights | 91 |
| Dividends | (25,700) |
| Net loss | (12,918) |
| Acquisition of treasury stock | (769) |
| Disposal of treasury stock | 228 |
| Changes in the scope of consolidation | 165 |
| Increase due to share exchange | 444,248 |
| Net changes in items other than shareholders' equity | (128,742) |
| Total changes during the period | <u>276,602</u> |
| Balance at the end of the period | <u>1,079,446</u> |

(4) Consolidated Statements of Cash Flows

(Millions of yen)

| | Year ended March 31, 2011 |
|---|-----------------------------------|
| | (April 1, 2010 to March 31, 2011) |
| Cash flows from operating activities: | |
| Loss before income taxes and non-controlling interests | (17,683) |
| Depreciation | 20,132 |
| Impairment losses | 1,118 |
| Amortization of goodwill | 2,221 |
| Gains on negative goodwill | (149) |
| Increase (decrease) in reserve for outstanding losses and claims | (23,560) |
| Increase (decrease) in underwriting reserves | (78,908) |
| Increase (decrease) in allowance for possible loan losses | (1,669) |
| Increase (decrease) in reserve for retirement benefits | 1,227 |
| Increase (decrease) in reserve for retirement benefits to directors | 49 |
| Increase (decrease) in reserve for bonus payments | 105 |
| Increase (decrease) in reserve for bonus payments to directors | (57) |
| Increase (decrease) in reserve for price fluctuation | 9,028 |
| Interest and dividend income | (156,467) |
| Losses (gains) on investment in securities | 6,553 |
| Interest expenses | 7,301 |
| Foreign exchange losses (gains) | 6,767 |
| Losses (gains) related to tangible fixed assets | (238) |
| Losses (gains) related to loans | 56 |
| Investment losses (gains) on the equity method | (511) |
| Decrease (increase) in other assets | 44,787 |
| Increase (decrease) in other liabilities | (1,199) |
| Others | 20,151 |
| Subtotal | <u>(160,941)</u> |
| Interest and dividend received | 165,269 |
| Interest paid | (7,173) |
| Income taxes paid | <u>(15,750)</u> |
| Cash flows from operating activities | <u>(18,596)</u> |

| (Millions of yen) | |
|--|-----------------|
| Year ended March 31, 2011 | |
| (April 1, 2010 to March 31, 2011) | |
| Cash flows from investing activities: | |
| Net decrease (increase) in deposits | 25,600 |
| Purchase of monetary receivables bought | (1,187) |
| Proceeds from sales and redemption of monetary receivables bought | 10,282 |
| Increase in money trusts | (1,874) |
| Decrease in money trusts | 18,351 |
| Purchase of securities | (858,423) |
| Proceeds from sales and redemption of securities | 838,695 |
| Loans made | (192,900) |
| Collection of loans | 229,106 |
| Net increase in receivables and payables under securities borrowing transactions | 121 |
| Others | 15,280 |
| Subtotal | <u>83,050</u> |
| Total of operating activities and investment transactions as above | <u>64,453</u> |
| Acquisition of tangible fixed assets | (13,324) |
| Proceeds from sales of tangible fixed assets | 2,707 |
| Acquisition of stocks of subsidiaries resulting in changes in the scope of consolidation | (28,410) |
| Others | (5,254) |
| Cash flows from investing activities | <u>38,768</u> |
| Cash flows from financing activities: | |
| Proceeds from issuance of stocks | 0 |
| Proceeds from sales of treasury stock | 20 |
| Acquisition of treasury stock | (769) |
| Dividends paid | (25,696) |
| Dividends paid to non-controlling shareholders | (5) |
| Others | 768 |
| Cash flows from financing activities | <u>(25,683)</u> |
| Effect of exchange rate changes on cash and cash equivalents | <u>(2,584)</u> |
| Net increase (decrease) in cash and cash equivalents | <u>(8,095)</u> |
| Cash and cash equivalents at the beginning of the period | 262,844 |
| Net increase in cash and cash equivalents due to share exchange | 141,141 |
| Net increase in cash and cash equivalents due to merger | 3,022 |
| Cash and cash equivalents at the end of the period | <u>398,912</u> |

(5) Notes on Going-Concern Assumption

None.

(6) Significant Accounting Policies for the Preparation of the Consolidated Financial Statements

1. Scope of consolidation

(1) Number of consolidated subsidiaries: 24 companies

Sompo Japan Insurance Inc.
 NIPPONKOA Insurance Co., Ltd.
 Sonpo 24 Insurance Company Limited
 Saison Automobile and Fire Insurance Company, Limited
 Sompo Japan Himawari Life Insurance Co., Ltd.
 NIPPONKOA Life Insurance Company, Limited
 Sompo Japan DIY Life Insurance Co., Ltd.
 Sompo Japan DC Securities Co., Ltd.
 Healthcare Frontier Japan Inc.
 SOMPO JAPAN NIPPONKOA ASSET MANAGEMENT CO., LTD.
 Sompo Japan Insurance Company of America
 Sompo Japan Insurance Company of Europe Limited
 NIPPONKOA Insurance Company (Europe) Limited
 NIPPONKOA Management Services (Europe) Limited
 Nippon Insurance Company of Europe Limited
 Sompo Japan Sigorta Anonim Sirketi
 Sompo Japan Asia Holdings Pte. Ltd.
 Sompo Japan Insurance (Singapore) Pte. Ltd.
 Tenet Insurance Company Limited
 Sompo Japan Insurance (China) Co., Ltd.
 NIPPONKOA Insurance Company (China) Limited
 Sompo Japan Insurance (Hong Kong) Company Limited
 NIPPONKOA Insurance Company (Asia) Limited
 Yasuda Seguros S.A.

Sompo Japan Sigorta Anonim Sirketi (the company name was changed from Fiba Sigorta Anonim Sirketi as of February 25, 2011) and Tenet Insurance Company Limited are included in the consolidation through the acquisition of their shares for the fiscal year ended March 31, 2011.

(2) Names of principal non-consolidated subsidiaries

Names of principal non-consolidated subsidiaries
 Ark Re Limited
 Sompo Japan Reinsurance Company Limited

As the non-consolidated subsidiaries do not have a material impact on reasonable judgment about the Group's financial conditions and results of operations in terms of total assets, ordinary income, net income or loss and retained earnings, they are excluded from the scope of consolidation.

2. Application of the equity method

(1) Number of affiliates accounted for under the equity method: 6 companies

Hitachi Capital Insurance Corporation
 Yasuda Enterprise Development Co., Ltd.
 Berjaya Sompo Insurance Berhad
 Universal Sompo General Insurance Company Limited
 Maritima Seguros S.A.
 Maritima Saude Seguros S.A.

- (2) The non-consolidated subsidiaries and affiliates (Ark Re Limited, Sompo Japan Reinsurance Company Limited, etc.) are not accounted for under the equity method as each company has a minor impact on net income or loss and retained earnings and they do not have a material impact as a whole.
- (3) NKSJ Holdings, Inc. holds 26.6% of voting rights of Japan Earthquake Reinsurance Co., Ltd. (“Japan Earthquake”) through its domestic consolidated property and casualty insurance subsidiaries. As Japan Earthquake is engaged in public business and NKSJ Holdings, Inc. can not have a material impact on Japan Earthquake’s decisions of finance, promotion and business strategy, Japan Earthquake is excluded from affiliates.

3. The fiscal year of consolidated subsidiaries

The balance sheet dates of the foreign consolidated subsidiaries are December 31. As the differences in the balance sheet dates do not exceed three months, the financial statements as of December 31 are used for the preparation of the consolidated financial statements.

Necessary adjustments are made for the significant transactions during the periods from the balance sheet dates of the subsidiaries to the consolidated balance sheet date.

4. Accounting policies

(1) Valuation policies and methods for securities

- (a) Trading securities are carried at fair value.

Cost of sale is calculated under the moving-average method.

- (b) Bonds held to maturity are carried at amortized cost based on the moving-average method.

- (c) Policy reserve matching bonds are carried at amortized cost based on the moving-average method in accordance with “Temporary Treatment of Accounting and Auditing Concerning Policy Reserve Matching Bonds in the Insurance Industry” (Japanese Institute of Certified Public Accountants Industry Audit Practice Committee Report No.21).

The outline of risk management policy in relation to policy reserve matching bonds is as follows.

Certain domestic consolidated life insurance subsidiaries set up “policy reserve for single-premium whole-life” as a sub-category, and follow the management policy to match the duration of the policy reserve in the sub-category with the duration of policy reserve matching bonds corresponding to this sub-category within a certain range, to better manage the changes in the interest rate risk associated with the assets and liabilities.

- (d) Stocks of non-consolidated subsidiaries and affiliates that are not accounted for under the equity method are carried at cost based on the moving-average method.

- (e) Securities available for sale which have readily determinable fair value are carried at fair value based on the market price at the end of the fiscal year.

Changes in unrealized gains or losses, net of applicable income taxes, are directly included in net assets, and cost of sale is calculated based on the moving-average method.

- (f) Securities available for sale which are considered extremely difficult to figure out fair value are carried at cost based on the moving-average method.

- (g) Securities managed as trust assets in money trusts for trading purposes are carried at fair value.

- (h) Securities managed as trust assets in money trusts classified as other than trading purposes or held to maturity are carried on the same basis as that of securities available for sale.

(2) Valuation policies and methods for derivatives transactions

Derivatives transactions are carried at fair value.

(3) Depreciation methods of significant assets

(a) Tangible fixed assets (excluding leased assets)

Depreciation of tangible fixed assets (excluding leased assets) held by NKSJ Holdings, Inc. and its domestic consolidated subsidiaries is computed using the declining-balance method, except for buildings (excluding fixtures attached to buildings) acquired on or after April 1, 1998 on which depreciation is computed using the straight-line method.

Depreciation of tangible fixed assets (excluding leased assets) held by the foreign consolidated subsidiaries is mainly computed using the straight-line method.

(b) Intangible fixed assets

Capitalized software for internal use held by the consolidated subsidiaries is amortized using the straight-line method based on the estimated useful life.

(4) Accounting policies for significant reserves

(a) Allowance for possible loan losses

In order to provide for losses from defaults, the domestic consolidated insurance subsidiaries establish allowance for possible loan losses in accordance with the internal standards for self-assessment of assets and the policy of write-off and provision.

For claims on debtors that have legally, formally or substantially entered into bankruptcy, special liquidation or whose notes have been under suspension at clearing houses, allowances are provided based on the amount remaining after deduction of the estimated recoverable amounts from the disposal of collateral and from guarantees.

For claims on debtors that are highly probable that they would bankrupt in the future, allowances are provided based on the amount remaining after deduction of the estimated recoverable amounts from the disposal of collateral and from guarantees, considering the debtor's overall solvency assessment.

For claims other than those described above, allowances are provided based on the amount of claims multiplied by the default rate, which is computed based on historical loan loss experience.

The departments responsible for respective assets assess relevant claim in accordance with the in-house self-assessment criteria. The asset auditing department independently reviews the results and allowances are provided based on the said results.

The other consolidated subsidiaries determine the collectability of the receivables respectively to provide allowances based on the said results to cover the estimated future losses.

(b) Reserve for retirement benefits

In order to provide for employees' retirement benefits, the domestic consolidated subsidiaries record the amount based on the projected retirement benefit obligation and the estimated plan assets at the end of the fiscal year.

Prior service costs are amortized using the straight-line method over certain years within the average remaining service years of employees at the time of occurrence.

Actuarial gains and losses are amortized using the straight-line method over certain years within the average remaining service years of employees at the time of occurrence from the following fiscal year.

(c) Reserve for retirement benefits to directors

In order to provide for retirement benefits to directors, the domestic consolidated subsidiaries record the amount deemed accrued at the end of the fiscal year based on internal regulations.

(d) Reserve for bonus payments

In order to provide for employees' bonus payments, the estimated amounts to be paid at the end of the fiscal year are recorded.

(e) Reserve for price fluctuation

In order to provide for possible losses arising from price fluctuation of stock etc., the domestic consolidated insurance subsidiaries set aside reserves under Article 115 of the Insurance Business Act.

(5) Significant hedge accounting

Generally the domestic consolidated subsidiaries apply the deferred hedge accounting method to interest rate swaps to hedge cash flow fluctuation risk of floating-rate loans and bonds and interest rate fluctuation risk related to long-term insurance contracts based on “The Accounting and Auditing Treatment on the Application of the Financial Products Accounting Standard to the Insurance Industry” (Japanese Institute of Certified Public Accountants Industry Audit Practice Committee Report No.26, hereafter “Industry Audit Practice Committee Report No.26”). The exceptional treatment is applied to certain interest rate swaps to the extent that such transactions meet certain conditions required for the application of the exceptional treatment.

The domestic consolidated subsidiaries apply the fair value hedge accounting method to equity swaps for hedging the future stock price fluctuation risks.

The fair value hedge accounting method is applied to forward foreign exchanges, currency options and currency swaps in order to reduce foreign exchange rate fluctuation risk on foreign currency denominated assets. The exceptional treatment is applied to certain transactions to the extent that such transactions meet certain conditions required for application of the exceptional treatment.

Hedge effectiveness is judged by periodically comparing the accumulated fluctuations of the market value or cash flows of the hedged item to those of the related hedging instrument for the period from the commencement of the hedge to the date of judgment. However, when the material conditions are shared among the hedged item and the hedging instrument and its effectiveness is considered high, when interest rate swaps meet requirements for applying the exceptional treatment or when certain transactions fulfill the required conditions to apply the exceptional treatment, the judgment of the hedge effectiveness is omitted.

The hedge effectiveness based on Industry Audit Practice Committee Report No.26 is judged by monitoring the interest rates which impact the calculation of theoretical prices of both insurance liabilities as hedged item and interest rate swaps as hedging instrument which are grouped by different remaining periods.

(6) Amortization of goodwill

Goodwill is amortized over 20 years using the straight-line method. Insignificant amounts of goodwill are amortized at one time.

(7) Cash and cash equivalents in the consolidated statements of cash flows

Cash and cash equivalents in the consolidated statements of cash flows consist of cash on hand, demand deposits and short-term investments with original maturities or redemption of three months or less, which can be cashed easily and have few risks of fluctuation in value.

(8) Accounting for consumption taxes

NKSJ Holdings, Inc. and its domestic consolidated subsidiaries account for national and local consumption taxes using the tax-excluded method, except for the domestic consolidated insurance subsidiaries' expenses such as loss adjustment expenses and operating, general and administrative expenses for which the domestic consolidated insurance subsidiaries account using the tax-included method.

Non-deductible consumption taxes relating to assets are included in other assets and amortized in equal installments over five years.

(7) Notes to the Consolidated Financial Statements

(Notes to the consolidated balance sheets)

As of March 31, 2011

1. Accumulated depreciation of tangible fixed assets amounts to 396,437 million yen. Advance depreciation of tangible fixed assets amounts to 28,987 million yen.

2. Investments in non-consolidated subsidiaries and affiliates

| | | |
|-------------------------------|--------|-------------|
| Securities (stocks) | 37,122 | million yen |
| Securities (equity interests) | 6,003 | million yen |

3. (1) Loans to borrowers in bankruptcy and overdue loans amount to 591 million yen and 2,210 million yen, respectively.

Loans to borrowers in bankruptcy represent those loans (excluding the portion of the loans that were written off), on which accrued interest receivable is not recognized because repayments of principal or interest were overdue for considerable periods and they are regarded uncollectible and which met the events defined in Article 96-1-3 (the maximum amount transferable to allowance for possible loan losses) and 4 of the Corporate Income Tax Law Enforcement Regulation (Article 97 of 1965 Cabinet Order). Hereafter, those loans are referred to as "Non-accrual loans".

Overdue loans represent non-accrual loans other than (a) loans to borrowers in bankruptcy or (b) loans on which payments of interest are deferred in order to assist or facilitate the restructuring of borrowers in financial difficulties.

(2) Loans overdue for three months or more amount to 1 million yen.

Loans overdue for three months or more represent, among loans which are not included in loans to borrowers in bankruptcy or overdue loans, loans on which the payment of principal or interest has been delayed for three months or more from the date following the due date.

(3) Restructured loans amount to 963 million yen.

Restructured loans represent, among loans which are not included in any of the above categories, loans on which favorable terms for the benefit of borrowers such as interest exemption or reduction, grace on interest payments, grace on principal repayments or forgiveness of debts have been granted in order to assist or facilitate the restructuring of borrowers in financial difficulties.

(4) The total of loans to borrowers in bankruptcy, overdue loans, loans overdue for three months or more and restructured loans amount to 3,767 million yen.

4. Securities of 64,798 million yen, deposits of 2,330 million yen and tangible fixed assets of 5,177 million yen are pledged as collateral. The borrowings of 1,834 million yen, which are included in other liabilities, are secured debts.

Other than those mentioned above, stocks of affiliates of 2,794 million yen are pledged as collateral, but the entire amount is eliminated for the preparation of the consolidated financial statements.

5. Securities include 74,592 million yen of lending securities under loan agreements.

6. The amount of loan commitments outstanding is 10,940 million yen.

7. While the securities amounting to 34,071 million yen received under securities borrowing transactions are available for discretionary disposal through sale or re-hypothecation, all of them are held by the company.

(Notes to the consolidated statements of income)

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

1. Major components of operating expenses

| | | |
|--------------------------|---------|-------------|
| Agency commissions, etc. | 353,682 | million yen |
| Salaries | 221,632 | million yen |

Operating expenses represent the sum of loss adjustment expenses, operating, general and administrative expenses and net commissions and brokerage fees included in the consolidated statements of income.

2. Impairment losses are recognized on the following assets for the year ended March 31, 2011.

| Purpose of use | Category | Location, etc. | Impairment losses (millions of yen) | | | |
|---------------------|---------------------------|---|-------------------------------------|-----------|--------|-------|
| | | | Land | Buildings | Others | Total |
| Properties for rent | Land and buildings | 9 properties including a building for rent in Tokyo | 596 | 354 | — | 951 |
| Idle properties | Land, building and others | 11 properties including a parking lot in Ehime | 145 | 19 | 1 | 166 |
| Total | | | 742 | 374 | 1 | 1,118 |

The domestic consolidated insurance subsidiaries categorize properties used for the insurance business as a single asset group for the entire insurance business. Each property for rent, idle property and potential disposal property is categorized as a single asset group. The other consolidated subsidiaries categorize properties used for the business as a single asset group for each subsidiary.

When properties reduce profitability significantly for the year ended March 31, 2011, mainly due to a decline in the prices of land, the consolidated subsidiaries devalue the carrying amounts to the realizable value. These decreases in the carrying amounts are recorded as impairment losses in extraordinary losses.

The realizable value is calculated using the value in use or the net selling price for properties for rent and the net selling price for idle properties. The value in use is calculated by discounting the future cash flows at the discount rate of 5.2%. The net selling price is the appraisal value based on the Real Estate Appraisal Standard.

3. Other extraordinary gains are 1,785 million yen of gains on extinguishment of tie-in shares.

4. The major components of other extraordinary losses are 1,465 million yen of the disaster losses related to the Great East Japan Earthquake and 904 million yen of the impact related to the adoption of accounting standards for asset retirement obligations.

(Notes to the consolidated statements of changes in net assets)

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

1. Type and number of shares outstanding and type and number of treasury stock

| | Number as of March 31, 2010 (thousand shares) | Increase for the year ended March 31, 2011 (thousand shares) | Decrease for the year ended March 31, 2011 (thousand shares) | Number as of March 31, 2011 (thousand shares) |
|--------------------|---|---|---|---|
| Shares outstanding | | | | |
| Common stock | — | 1,661,409 | — | 1,661,409 |
| Total | — | 1,661,409 | — | 1,661,409 |
| Treasury stock | | | | |
| Common stock | — | 1,317 | 334 | 983 |
| Total | — | 1,317 | 334 | 983 |

Notes)

1. Breakdown of increase in shares outstanding of common stock of 1,661,409 thousand shares is as follows.

New stocks issued in the establishment of NKSJ Holdings, Inc. through share exchange of Sampo Japan Insurance Inc. and NIPPONKOA Insurance Co., Ltd.: 1,661,263 thousand shares

Increase due to exercise of stock acquisition rights: 145 thousand shares

2. Breakdown of increase in treasury stock of common stock of 1,317 thousand shares is as follows.

Increase due to acquisition of treasury stock in accordance with approval by board of directors: 1,000 thousand shares

Increase due to purchase of shares less than a full trading unit: 317 thousand shares

3. Breakdown of decrease in treasury stock of common stock of 334 thousand shares is as follows.

Decrease due to disposal of treasury stock related to exercise of stock acquisition rights: 299 thousand shares

Decrease due to sales of shares less than a full trading unit: 34 thousand shares

2. Stock acquisition rights

| Classification | Breakdown of stock acquisition rights | Balance as of March 31, 2011 (millions of yen) |
|---------------------|---|---|
| NKSJ Holdings, Inc. | Stock acquisition rights for stock option | 2,349 |
| Total | | 2,349 |

3. Dividends

(1) Dividends paid

NKSJ Holdings, Inc. is a joint holding company established through share exchange on April 1, 2010, so the amounts of dividends paid are the amounts approved at each general meeting of stockholders of wholly-owned subsidiaries mentioned below.

Sampo Japan Insurance Inc.

| Resolution | Type of share | Total amount of dividend | Dividend per share | Record date | Effective date |
|---|---------------|--------------------------|--------------------|----------------|----------------|
| General meeting of stockholders held on June 28, 2010 | Common stock | 19,681 million yen | 20 yen | March 31, 2010 | June 29, 2010 |

NIPPONKOA Insurance Co., Ltd.

| Resolution | Type of share | Total amount of dividend | Dividend per share | Record date | Effective date |
|---|---------------|--------------------------|--------------------|----------------|----------------|
| General meeting of stockholders held on June 28, 2010 | Common stock | 6,019 million yen | 8 yen | March 31, 2010 | June 29, 2010 |

(2) Of dividends with record date within the year ended March 31, 2011, dividends with the effective date after March 31, 2011

| Resolution | Type of share | Total amount of dividend | Source of dividend | Dividend per share | Record date | Effective date |
|---|---------------|--------------------------|--------------------|--------------------|----------------|----------------|
| General meeting of stockholders held on June 27, 2011 | Common stock | 33,208 million yen | Retained earnings | 20 yen | March 31, 2011 | June 28, 2011 |

(Notes to the consolidated statements of cash flows)

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

1. Reconciliation of cash and cash equivalents to the line items disclosed in the consolidated balance sheet as of March 31, 2011

| | | |
|--|-------------|-------------|
| Cash and deposits | 328,528 | million yen |
| Call loans | 78,399 | million yen |
| Receivables under resale agreements | 33,490 | million yen |
| Securities | 6,431,235 | million yen |
| Time deposit with an original maturity of more than 3 months | (46,402) | million yen |
| Securities other than cash equivalents | (6,426,338) | million yen |
| Cash and cash equivalents | 398,912 | million yen |

2. Major components of assets and liabilities of newly consolidated subsidiaries through the acquisition of shares

The major components of assets and liabilities of a newly consolidated subsidiary, Tenet Insurance Company Limited, at the commencement of the consolidation are as follows. The following also shows the acquisition cost of the shares and net expenditure for the acquisition of those shares.

| | | |
|--|---------|-------------|
| Assets: | 8,233 | million yen |
| Cash and deposits | 4,903 | million yen |
| Goodwill | 2,625 | million yen |
| Liabilities: | (4,183) | million yen |
| Underwriting funds | (3,706) | million yen |
| Acquisition cost of the shares of the subsidiary mentioned above | 6,674 | million yen |
| Cash and cash equivalents of the subsidiary mentioned above | (186) | million yen |
| Net: Expenditure for the acquisition of the subsidiary mentioned above | 6,488 | million yen |

The major components of assets and liabilities of a newly consolidated subsidiary, Sompo Japan Sigorta Anonim Sirketi, at the commencement of the consolidation are as follows. The following also shows the acquisition cost of the shares and net expenditure for the acquisition of those shares.

| | | |
|--|----------|-------------|
| Assets: | 21,489 | million yen |
| Cash and deposits | 14,473 | million yen |
| Goodwill | 21,234 | million yen |
| Liabilities: | (14,150) | million yen |
| Underwriting funds | (12,314) | million yen |
| Acquisition cost of the shares of the subsidiary mentioned above | 28,573 | million yen |
| Cash and cash equivalents of the subsidiary mentioned above | (6,651) | million yen |
| Net: Expenditure for the acquisition of the subsidiary mentioned above | 21,922 | million yen |

3. Significant non-cash transactions

None.

4. Cash flows from investing activities include cash flows from investment activities conducted as a part of insurance business.

(Segment information)

[Segment information]

1. Summary of reportable segments

The reportable segment of NKSJ Holdings, Inc. (NKSJ) is the component of our company, for which discrete financial information is available, and whose operating results are regularly reviewed by the board of directors to make decisions about resources to be allocated to the segment and assess its performance.

The respective group companies of NKSJ determine their comprehensive strategies for their operations as independent management unit and roll out their operations under the group-wide management policy of NKSJ.

Therefore, NKSJ is composed of the business segments which include the respective group companies as a minimum component, and “Property and casualty insurance business” and “Life insurance business” are determined as the reportable segments. NKSJ and other operations which are not covered by the reportable segments, are included in “Others”. The major companies which constitute each reportable segment and “Others” are listed below.

“Property and casualty insurance business” conducts underwriting of property and casualty insurance, investment and related activities. “Life insurance business” conducts underwriting of life insurance and investment activities.

| | Major companies |
|--|--|
| Reportable segments | |
| Property and casualty insurance business | Sompo Japan Insurance Inc. NIPPONKOA Insurance Co., Ltd. Sonpo 24 Insurance Company Limited Saison Automobile and Fire Insurance Company, Limited Sompo Japan Insurance Company of America Sompo Japan Insurance Company of Europe Limited Yasuda Seguros S.A. |
| Life insurance business | Sompo Japan Himawari Life Insurance Co., Ltd. NIPPONKOA Life Insurance Company, Limited Sompo Japan DIY Life Insurance Co., Ltd. |
| Others | NKSJ Holdings, Inc. Sompo Japan DC Securities Co., Ltd. Healthcare Frontier Japan Inc. SOMPO JAPAN NIPPONKOA ASSET MANAGEMENT CO., LTD. Yasuda Enterprise Development Co., Ltd. |

2. Calculation methods for the amount of sales, net income or loss, assets and other items by each reportable segment

The accounting methods of reportable business segments are the same methods as that mentioned in “Significant Accounting Policies for the Preparation of the Consolidated Financial Statements”. Net income or loss attributable to the reportable segments is the amounts based on net income in the consolidated statements of income.

Income arising from internal segment is based on the price of transactions among third parties.

3. Information related to the amount of sales, net income or loss, assets and other items by each reportable segment

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(Millions of yen)

| | Reportable segments | | | Others (Note 2) | Total | Adjustment (Note 3) | Carrying amount on the consolidated financial statements (Note 4) |
|--|--|-------------------------|-----------|--------------------|-----------|------------------------|---|
| | Property and casualty insurance business | Life insurance business | Total | | | | |
| Sales: (Note 1) | | | | | | | |
| Sales from transactions with external customers | 1,933,283 | 238,178 | 2,171,461 | 5,313 | 2,176,775 | 444,913 | 2,621,689 |
| Sales arising from internal segment | — | — | — | 3,109 | 3,109 | (3,109) | — |
| Total | 1,933,283 | 238,178 | 2,171,461 | 8,423 | 2,179,885 | 441,804 | 2,621,689 |
| Net income (loss) attributable to segment | (7,873) | (4,073) | (11,946) | (971) | (12,918) | — | (12,918) |
| Assets attributable to segment | 7,233,827 | 1,740,175 | 8,974,003 | 7,971 | 8,981,974 | — | 8,981,974 |
| Other items: | | | | | | | |
| Depreciation expenses | 18,464 | 1,405 | 19,870 | 262 | 20,132 | — | 20,132 |
| Amortization of goodwill | 349 | 1,872 | 2,221 | 0 | 2,221 | — | 2,221 |
| Interest and dividend income | 129,528 | 27,559 | 157,088 | 1 | 157,090 | (622) | 156,467 |
| Interest paid | 7,202 | 95 | 7,298 | 7 | 7,306 | (4) | 7,301 |
| Investment gains (losses) on the equity method | 509 | — | 509 | 2 | 511 | — | 511 |
| Extraordinary gains: | 3,547 | — | 3,547 | — | 3,547 | (6) | 3,540 |
| Gains on negative goodwill | 149 | — | 149 | — | 149 | — | 149 |
| Extraordinary losses: | 13,507 | 1,283 | 14,791 | 1 | 14,793 | (6) | 14,786 |
| Impairment losses | 1,118 | — | 1,118 | — | 1,118 | — | 1,118 |
| Income tax expense | (3,735) | (664) | (4,400) | 17 | (4,382) | — | (4,382) |
| Investment in affiliates accounted for under the equity method | 20,271 | — | 20,271 | 1,166 | 21,437 | — | 21,437 |
| Increase in tangible fixed assets and intangible fixed assets | 41,685 | 4,580 | 46,266 | 419 | 46,686 | — | 46,686 |

Notes)

1. The definitions of sales are as follows.

Property and casualty insurance business:

Net premiums written

Life insurance business:

Life insurance premiums written

"Others" and carrying amount on the consolidated financial statements:

Ordinary income

2. "Others" is business segments which are not included in reportable segments. It includes other operations.

3. Adjustments of sales are as follows.

Elimination of transactions arising from internal segment: (3,109) million yen

Ordinary income related to property and casualty insurance business and life insurance

business excluding net premiums written and life insurance premiums written: 444,913 million yen

4. Net income or loss attributable to segment is adjusted to net loss in the consolidated statements of income.

[Related information]

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

1. Information by products and services

(1) Property and casualty insurance business

(Millions of yen)

| | Fire and allied insurance | Marine insurance | Personal accident insurance | Voluntary automobile insurance | Compulsory automobile liability insurance | Others | Total |
|---|---------------------------|------------------|-----------------------------|--------------------------------|---|---------|-----------|
| Sales from transactions with external customers | 239,420 | 47,611 | 180,262 | 982,028 | 241,625 | 242,335 | 1,933,283 |

Note) Sales represent amounts of net premiums written.

(2) Life insurance business

(Millions of yen)

| | Individual insurance | Individual annuities | Group insurance | Group annuities | Total |
|---|----------------------|----------------------|-----------------|-----------------|---------|
| Sales from transactions with external customers | 215,929 | 10,780 | 11,468 | — | 238,178 |

Note) Sales represent amounts of life insurance premiums written.

2. Information by geographic area

(1) Sales

Geographic information is omitted because sales (net premiums written and life insurance premiums written) from transactions with external customers attributed to Japan constitute more than 90 percent of sales (net premiums written and life insurance premiums written) in the consolidated statements of income.

(2) Tangible fixed assets

Geographic information is omitted because tangible fixed assets located in Japan constitute more than 90 percent of tangible fixed assets in the consolidated balance sheets.

3. Information by major customers

None.

[Information related to impairment losses on fixed assets by reportable segments]

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(Millions of yen)

| | Reportable segments | | | Others | Unallocated amounts and eliminations | Total |
|-------------------|--|-------------------------|-------|--------|--------------------------------------|-------|
| | Property and casualty insurance business | Life insurance business | Total | | | |
| Impairment losses | 1,118 | — | 1,118 | — | — | 1,118 |

[Information related to amortization of goodwill and balance of goodwill by reportable segments]

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(Millions of yen)

| | Reportable segments | | | Others | Unallocated amounts and eliminations | Total |
|--|--|-------------------------|--------|--------|--------------------------------------|--------|
| | Property and casualty insurance business | Life insurance business | Total | | | |
| Amortization for the year ended March 31, 2011 | 349 | 1,872 | 2,221 | 0 | — | 2,221 |
| Balance as of March 31, 2011 | 22,604 | 19,352 | 41,956 | — | — | 41,956 |

[Information related to gains on negative goodwill by reportable segments]

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(Millions of yen)

| | Reportable segments | | | Others | Unallocated amounts and eliminations | Total |
|----------------------------|--|-------------------------|-------|--------|--------------------------------------|-------|
| | Property and casualty insurance business | Life insurance business | Total | | | |
| Gains on negative goodwill | 149 | — | 149 | — | — | 149 |

Outline of events resulting in recognition of gains on negative goodwill

Property and casualty insurance business:

As mentioned in "Business combinations", Sompo Japan Insurance Inc., which was defined as the acquirer, acquired NIPPONKOA Insurance Co., Ltd. through share exchange, and NKSJ Holdings, Inc. was established as a joint holding company as of April 1, 2010.

(Securities)

Fiscal year ended March 31, 2011

1. Trading securities (As of March 31, 2011)

(Millions of yen)

| | Carrying amount on balance sheet | Unrealized gains (losses) recognized in statements of income |
|--------------------|-------------------------------------|---|
| Trading securities | 16,289 | (517) |

2. Bonds held to maturity (As of March 31, 2011)

(Millions of yen)

| | | Carrying amount on balance sheet | Fair value | Unrealized gains (losses) |
|---|--------------------|-------------------------------------|------------|---------------------------|
| Securities whose fair value exceeds their carrying amount on balance sheet | Domestic bonds | 995,987 | 1,028,399 | 32,411 |
| | Foreign securities | 35,918 | 36,481 | 562 |
| | Subtotal | 1,031,906 | 1,064,881 | 32,974 |
| Securities whose fair value doesn't exceed their carrying amount on balance sheet | Domestic bonds | 137,065 | 134,472 | (2,592) |
| | Foreign securities | 13,644 | 13,601 | (42) |
| | Subtotal | 150,709 | 148,074 | (2,635) |
| Total | | 1,182,616 | 1,212,955 | 30,339 |

3. Policy reserve matching bonds (As of March 31, 2011)

(Millions of yen)

| | | Carrying amount on balance sheet | Fair value | Unrealized gains (losses) |
|---|----------------|-------------------------------------|------------|---------------------------|
| Securities whose fair value exceeds their carrying amount on balance sheet | Domestic bonds | 10,397 | 10,653 | 256 |
| Securities whose fair value doesn't exceed their carrying amount on balance sheet | Domestic bonds | 6,489 | 6,392 | (97) |
| Total | | 16,887 | 17,045 | 158 |

4. Securities available for sale (As of March 31, 2011)

(Millions of yen)

| | | Carrying amount on balance sheet | Cost | Unrealized gains (losses) |
|---|--------------------|-------------------------------------|-----------|---------------------------|
| Securities whose carrying amount on balance sheet exceeds their cost | Domestic bonds | 2,072,558 | 2,024,355 | 48,202 |
| | Domestic stocks | 1,048,158 | 549,193 | 498,965 |
| | Foreign securities | 427,681 | 395,039 | 32,641 |
| | Others | 54,348 | 50,963 | 3,385 |
| | Subtotal | 3,602,747 | 3,019,552 | 583,195 |
| Securities whose carrying amount on balance sheet doesn't exceed their cost | Domestic bonds | 354,765 | 360,520 | (5,755) |
| | Domestic stocks | 476,054 | 552,661 | (76,607) |
| | Foreign securities | 618,991 | 694,896 | (75,905) |
| | Others | 28,882 | 29,810 | (928) |
| | Subtotal | 1,478,692 | 1,637,889 | (159,196) |
| Total | | 5,081,440 | 4,657,441 | 423,998 |

Notes)

- Securities available for sale which are considered extremely difficult to figure out their fair value are not included in the above table.
- Certificate of deposit classified as cash and deposits and beneficial interests in the loan trusts classified as monetary receivables bought in the consolidated balance sheet are included in "Others" above.

5. Securities available for sale sold (April 1, 2010 to March 31, 2011)

(Millions of yen)

| | Proceeds from sales | Gains on sales | Losses on sales |
|--------------------|---------------------|----------------|-----------------|
| Domestic bonds | 271,796 | 4,875 | 1,512 |
| Domestic stocks | 60,320 | 18,711 | 2,338 |
| Foreign securities | 88,613 | 2,481 | 5,018 |
| Others | 217 | 70 | 126 |
| Total | 420,947 | 26,138 | 8,995 |

6. Securities for which impairment losses are recognized (April 1, 2010 to March 31, 2011)

For the fiscal year ended March 31, 2011, impairment losses on securities available for sale which have readily determinable fair value amount to 20,124 million yen (domestic stocks: 19,731 million yen, foreign securities: 393 million yen). Impairment losses on securities available for sale which are considered extremely difficult to figure out fair value amount to 381 million yen (domestic stocks: 333 million yen, foreign securities: 47 million yen).

Basically, NKSJ Holdings, Inc. and its domestic consolidated subsidiaries recognize impairment losses on securities which have readily determinable fair value if fair value declines by 30% or more of their cost at the end of the fiscal year.

(Derivatives transactions)

Fiscal year ended March 31, 2011 (As of March 31, 2011)

1. Derivatives transactions to which hedge accounting is not applied

(1) Currency derivatives

(Millions of yen)

| | Notional amount | Due after 1 year of notional amount | Fair value | Unrealized gains (losses) |
|--------------------------------|-----------------|-------------------------------------|------------|---------------------------|
| Over-the-counter transactions: | | | | |
| Forward foreign exchanges: | | | | |
| Short: | | | | |
| EUR | 36,566 | — | (1,187) | (1,187) |
| USD | 10,243 | — | (145) | (145) |
| GBP | 183 | — | (4) | (4) |
| Long: | | | | |
| USD | 7,398 | — | 73 | 73 |
| TRY | 2,598 | — | 38 | 38 |
| EUR | 183 | — | 3 | 3 |
| Currency options: | | | | |
| Short: | | | | |
| Call: | | | | |
| EUR | 5,911 | — | | |
| | 6* | —* | (7) | (1) |
| Long: | | | | |
| Put: | | | | |
| EUR | 5,300 | — | | |
| | 6* | —* | — | (6) |
| Total | — | — | (1,228) | (1,228) |

Notes)

1. Calculation methods for the fair value

(1) Forward foreign exchanges

The fair value is calculated using forward exchange rate.

As for forward foreign exchange transactions between foreign currency and the other foreign currency, the fair value is calculated using forward exchange rate of the other foreign currency and yen on the day of forward foreign exchange transactions.

(2) Currency options

The fair value is based on the price quoted by counterparties.

2. Amounts with an asterisk (*) represent the amount of the option premiums.

(2) Equity derivatives

(Millions of yen)

| | Notional amount | Due after 1 year of notional amount | Fair value | Unrealized gains (losses) |
|-----------------------|-----------------|-------------------------------------|------------|---------------------------|
| Market transactions: | | | | |
| Equity index futures: | | | | |
| Short | 6,546 | — | (773) | (773) |
| Total | — | — | (773) | (773) |

Note) Calculation methods for the fair value

The fair value is based on the closing price at major exchanges.

(3) Bond derivatives

(Millions of yen)

| | Notional amount | Due after 1 year of notional amount | Fair value | Unrealized gains (losses) |
|----------------------|-----------------|-------------------------------------|------------|---------------------------|
| Market transactions: | | | | |
| Bond futures: | | | | |
| Long | 1,730 | — | (2) | (2) |
| Total | — | — | (2) | (2) |

Note) Calculation methods for the fair value

The fair value is based on the closing price at major exchanges.

(4) Others

(Millions of yen)

| | Notional amount | Due after 1 year of notional amount | Fair value | Unrealized gains (losses) |
|--------------------------------|-----------------|-------------------------------------|------------|---------------------------|
| Over-the-counter transactions: | | | | |
| Credit derivatives: | | | | |
| Short | 9,000 | 9,000 | 17 | 17 |
| Long | 1,000 | — | (1) | (1) |
| Weather derivatives: | | | | |
| Short | 597 | 201 | | |
| | 21* | 7* | (9) | 12 |
| Earthquake derivatives: | | | | |
| Short | 3,560 | 10 | | |
| | 103* | 0* | (0) | 103 |
| Long | 3,195 | 2,610 | | |
| | 314* | 234* | 77 | (236) |
| Total | — | — | 83 | (104) |

Notes)

1. Calculation methods for the fair value

(1) Credit derivatives

The fair value is based on the price quoted by counterparties.

(2) Weather derivatives

The fair value is calculated based on the contract term and other elements of the contract.

(3) Earthquake derivatives

The fair value is calculated based on the contract term and other elements of the contract.

2. Amounts with an asterisk (*) represent the amount of the option premiums.

2. Derivatives transactions to which hedge accounting is applied

(1) Currency derivatives

(Millions of yen)

| Methods for hedge accounting | Type | Main hedged items | Notional amount | Due after 1 year of notional amount | Fair value |
|------------------------------|----------------------------|-------------------------------|-----------------|-------------------------------------|------------|
| Fair value hedge | Forward foreign exchanges: | Securities available for sale | | | |
| | Short: | | | | |
| | USD | | 142,409 | — | (2,094) |
| | EUR | | 115,637 | — | (4,989) |
| | CAD | | 7,899 | — | (397) |
| | GBP | 5,203 | — | (113) | |
| | AUD | 4,999 | — | (473) | |
| Total | | | — | — | (8,068) |

Note) Calculation methods for the fair value

The fair value is calculated using forward exchange rate.

(2) Interest rate derivatives

(Millions of yen)

| Methods for hedge accounting | Type | Main hedged items | Notional amount | Due after 1 year of notional amount | Fair value |
|---|---|-----------------------|-----------------|-------------------------------------|------------|
| Deferred hedge | Interest rate swaps: Receipt fix / Payment float | Insurance liabilities | 83,000 | 83,000 | 5,545 |
| The exceptional treatment for certain interest rate swaps | Interest rate swaps: Payment fix / Receipt float | Borrowings | 60 | 20 | (0) |
| Total | | | — | — | 5,545 |

Note) Calculation methods for the fair value

The fair value is based on the price quoted by counterparties or the fair value calculated by discounting future cash flow to the present value.

(Business combinations)

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

1. Business integration

(1) Summary of business integration

(a) The name of acquiree and its type of business

NIPPONKOA Insurance Co., Ltd. : Property and casualty insurance business

(b) Reason for business integration

In the face of the declining birthrate and aging society - the significant challenges Japan faces in the medium to long-term period - as well as of increased risks associated with depopulating society, deteriorating global climate change, and in response to the diversified consumer demands amidst the individuals' lifestyle changes, companies are urged to take proper actions and contribute to social safety and to customers' sense of security. Based on this shared perspective, Sompo Japan Insurance Inc. (Sompo Japan) and NIPPONKOA Insurance Co., Ltd. (Nipponkoa) decided to establish a - new solution service group which provides customers with security and service of the highest quality and contribute to social welfare, while sharing as a unitary group the strengths nurtured through 120 years of their respective history.

(c) Date of business integration

April 1, 2010

(d) Legal form of business integration

Share exchange

(e) Name of the entity after business integration

NKSJ Holdings, Inc.

(f) Percentage of voting rights acquired

100%

(g) The primary reason for defining the acquiror

Sompo Japan was defined as the acquiror based on relative ownership percentage of voting rights in general.

(2) The business term of the acquiree included in the consolidated financial statements

From April 1, 2010 to March 31, 2011

(3) Acquisition cost of the acquiree

| | | |
|------------------------------------|----------------|--------------------|
| Purchase price | 444,248 | million yen |
| Amount of stock acquisition rights | 713 | million yen |
| <u>Total</u> | <u>444,962</u> | <u>million yen</u> |

(4) Share exchange ratio, basis of calculation for the share exchange and the number of shares allotted

(a) Share exchange ratio

One share of common stock of NKSJ Holdings, Inc. (NKSJ) was allotted and delivered for each share of common stock of Sompo Japan, and 0.9 shares of common stock of NKSJ were allotted and delivered for each share of common stock of Nipponkoa.

(b) Basis of calculation for the allotment in relation to the share exchange

In order to ensure the fairness of the share exchange ratio to be used in the share exchange, Sompo Japan appointed Nomura Securities Co., Ltd., Mizuho Securities Co., Ltd. and Goldman Sachs Japan Co., Ltd., and Nipponkoa appointed Merrill Lynch Japan Securities Co., Ltd. and Mitsubishi UFJ Securities Co., Ltd. to calculate the share exchange ratio. Based on the calculation results and a comprehensive consideration of the financial conditions, asset conditions and future outlook of both companies, Sompo Japan and Nipponkoa engaged in careful deliberation concerning the share exchange ratio. Both companies concluded and agreed that the share exchange ratio mentioned above is appropriate.

(c) Number of shares allotted

| | | |
|-------------|-------------|--------|
| Sompo Japan | 984,055,299 | shares |
| Nipponkoa | 677,207,979 | shares |

(5) Amount of negative goodwill and reason for recognizing negative goodwill

(a) Amount of negative goodwill

149 million yen

(b) Reason for recognizing negative goodwill

The net amounts of assets acquired and liabilities assumed on the day of business integration exceeded the amount of investment based on evaluation of entity.

(6) Amounts of assets acquired and liabilities assumed on the day of business integration

| | | |
|--------------------|-----------|-------------|
| Total assets: | 3,064,910 | million yen |
| Securities | 2,180,871 | million yen |
| Total liabilities: | 2,619,450 | million yen |
| Underwriting funds | 2,482,288 | million yen |

2. Business integration

(1) Summary of business integration

(a) The name of acquiree and its type of business

Tenet Insurance Company Limited (Tenet) : Property and casualty insurance business

(b) Reason for business integration

Through the acquisition of Tenet, Sompo Japan Group plans to further strengthen its solid platform and expand its operations in Singapore and Southeast Asia.

(c) Date of business integration

May 31, 2010

(d) Legal form of business integration

Acquisition of shares by cash

(e) Name of the entity after business integration

Tenet Insurance Company Limited

(f) Percentage of voting rights acquired

100%

(g) The primary reason for defining the acquirer

Sompo Japan was defined as the acquirer because Sompo Japan acquired shares of Tenet by cash.

- (2) The business term of the acquiree included in the consolidated financial statements
From June 1, 2010 to December 31, 2010

- (3) Acquisition cost of the acquiree

| | | |
|---------------------------------|-----------|----------------------------------|
| Purchase price | 97 | million Singapore dollars |
| Direct cost for the acquisition | 2 | million Singapore dollars |
| <u>Total</u> | <u>99</u> | <u>million Singapore dollars</u> |

- (4) Amount of goodwill, reason for recognizing goodwill and method and term of amortization

- (a) Amount of goodwill

39 million Singapore dollars

- (b) Reason for recognizing goodwill

The acquisition cost exceeded the net amounts of assets acquired and liabilities assumed on the day of business integration.

- (c) Method and term of amortization

Straight-line amortization in 20 years

- (5) Amounts of assets acquired and liabilities assumed on the day of business integration

| | | |
|--------------------|-----|---------------------------|
| Total assets: | 122 | million Singapore dollars |
| Cash and deposits | 72 | million Singapore dollars |
| Total liabilities: | 62 | million Singapore dollars |
| Underwriting funds | 55 | million Singapore dollars |

3. Business integration

- (1) Summary of business integration

- (a) The name of acquiree and its type of business

Fiba Sigorta Anonim Sirketi (Fiba Sigorta) : Property and casualty insurance business

- (b) Reason for business integration

Through the acquisition of Fiba Sigorta, NKSJ plans to establish a strong platform to expand NKSJ's property and casualty insurance business in the fast-growing Turkish market.

- (c) Date of business integration

November 2, 2010

- (d) Legal form of business integration

Acquisition of shares by cash

- (e) Name of the entity after business integration

Fiba Sigorta Anonim Sirketi

Fiba Sigorta changed its company name to Sompo Japan Sigorta Anonim Sirketi as of February 25, 2011.

- (f) Percentage of voting rights acquired

90.0%

- (g) The primary reason for defining the acquiror

Sompo Japan and other 5 consolidated subsidiaries of NKSJ are defined as acquirors because they acquired shares of Fiba Sigorta by cash.

- (2) The business term of the acquiree included in the consolidated financial statements
From November 1, 2010 to December 31, 2010

- (3) Acquisition cost of the acquiree

| | | |
|---------------------------------|------------|------------------------------|
| Purchase price | 484 | million Turkish liras |
| Direct cost for the acquisition | 22 | million Turkish liras |
| Total | 507 | million Turkish liras |

- (4) Amount of goodwill, reason for recognizing goodwill and method and term of amortization

- (a) Amount of goodwill

377 million Turkish liras

- (b) Reason for recognizing goodwill

The acquisition cost exceeded the net amounts of assets acquired and liabilities assumed on the day of business integration.

- (c) Method and term of amortization

Straight-line amortization in 20 years

- (5) Amounts of assets acquired and liabilities assumed on the day of business integration

| | | |
|--------------------|-----|-----------------------|
| Total assets: | 381 | million Turkish liras |
| Cash and deposits | 256 | million Turkish liras |
| Total liabilities: | 251 | million Turkish liras |
| Underwriting funds | 218 | million Turkish liras |

4. Transactions under common control

- (1) Summary of transactions

- (a) The name of subject companies and its type of business

Sompo Japan Asset Management Co., Ltd. (SJAM) : Investment advisory business and mutual fund business
ZEST Asset Management Ltd. (ZEST) : Investment advisory business

- (b) Date of business integration

October 1, 2010

- (c) Legal form of business integration

Absorption-type merger in which SJAM (consolidated subsidiary of NKSJ) is the surviving company and ZEST (non-consolidated subsidiary of NKSJ) is the absorbed company.

- (d) Name of the entity after business integration

SOMPO JAPAN NIPPONKOA ASSET MANAGEMENT CO., LTD. (consolidated subsidiary of NKSJ)

- (e) Purpose of transactions

NKSJ plans to concentrate and enhance the investment operations of NKSJ Group.

- (2) Summary of accounting treatment

The transactions are accounted for as transactions under common control in accordance with the Accounting Standards Board of Japan Statement No. 21 "Accounting Standard for Business Combinations in Japan" (December 26, 2008) and the Accounting Standards Board of Japan Guidance No. 10 "Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (December 26, 2008).

(Per share information)

| | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) |
|----------------------------|--|
| Total net assets per share | 647.00 yen |
| Net loss per share - Basic | (7.77) yen |

Notes)

1. Diluted net income per share for the year ended March 31, 2011 is not shown due to basic net loss per share.

2. Calculation of basic net loss per share is based on the following figures.

(Millions of yen)

| | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) |
|--|--|
| Net loss | (12,918) |
| Net loss not attributable to common stockholders | — |
| Net loss attributable to common stocks | (12,918) |
| Average number of common stocks outstanding | thousand shares 1,660,618 |

3. Calculation of total net assets per share is based on the following figures.

(Millions of yen)

| | As of March 31, 2011 |
|---|------------------------------|
| Total net assets | 1,079,446 |
| Amount to be deducted from total net assets: | (5,142) |
| Stock acquisition rights | (2,349) |
| Non-controlling interests | (2,793) |
| Total net assets attributable to common stocks | 1,074,303 |
| Number of common stocks used for calculation of total net assets per share | thousand shares 1,660,425 |

(Significant subsequent events)

Fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(Acquisition of shares)

On May 9, 2011, Sompo Japan Insurance Inc. (Sompo Japan), which is a consolidated subsidiary of NKSJ Holdings, Inc. (NKSJ), has reached an agreement with Berjaya Capital Berhad (Berjaya Capital), the major shareholder of Berjaya Sompo Insurance Berhad (BSI), to additionally acquire 40% of the shares of BSI, which is an affiliate of NKSJ, through Sompo Japan's consolidated subsidiary, Sompo Japan Asia Holdings Pte. Ltd. (SJAH). This agreement will increase the shareholding ratio of SJAH in BSI from current 30% to 70% and subsequently make BSI be a subsidiary of NKSJ.

General information of BSI, purpose of the acquisition of shares, etc. are as follows:

1. General information of BSI

Company name: Berjaya Sompo Insurance Berhad

Head office: Kuala Lumpur, Malaysia

Description of business: Non-life insurance business

Net premiums written (Fiscal year ended April 30, 2010): 356 million Malaysian ringgits (9,550 million yen)

Total assets (As of April 30, 2010): 927 million Malaysian ringgits (24,862 million yen)

2. Purpose of the acquisition of shares

The size of the Malaysian non-life insurance market is the third biggest in Southeast Asia region after Singapore and Thailand, and it is expected that further stable market expansion would continue. This share acquisition would enable NKSJ to strengthen its insurance business operations and expand its earnings in the growing Malaysian non-life insurance market.

3. Acquisition date

The acquisition will be completed by the end of June 2011.

4. The price of the acquisition

The price of the acquisition is expected to be 496 million Malaysian ringgits (13,297 million yen).

Note) Yen amounts in the bracket () are translated by the exchange rate (1 Malaysian ringgit = 26.81 yen) as of March 31, 2011.

5. Other

(1) Summary of Results of Operations (Consolidated)

(Millions of yen)

| | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) |
|--|--|
| Ordinary income and expenses: | |
| Underwriting income: | 2,480,715 |
| Net premiums written | 1,933,283 |
| Deposits of premiums by policyholders | 153,723 |
| Life insurance premiums written | 238,178 |
| Underwriting expenses: | 2,144,942 |
| Net claims paid | 1,244,450 |
| Loss adjustment expenses | 129,526 |
| Net commissions and brokerage fees | 353,193 |
| Maturity refunds to policyholders | 350,406 |
| Life insurance claims paid | 58,318 |
| Investment income: | 129,136 |
| Interest and dividend income | 156,467 |
| Gains on sales of securities | 26,359 |
| Investment expenses: | 51,524 |
| Losses on sales of securities | 9,281 |
| Impairment losses on securities | 20,993 |
| Operating, general and administrative expenses | 419,925 |
| Other ordinary income and expenses: | 102 |
| Investment gains on the equity method | 511 |
| Ordinary loss | (6,437) |
| Extraordinary gains and losses: | |
| Extraordinary gains | 3,540 |
| Extraordinary losses | 14,786 |
| Net extraordinary losses | (11,246) |
| Loss before income taxes and non-controlling interests | (17,683) |
| Income taxes | 3,240 |
| Deferred income taxes | (7,623) |
| Total income taxes | (4,382) |
| Loss before non-controlling interests | (13,300) |
| Non-controlling interests | (382) |
| Net loss | (12,918) |

(2) Premiums Written and Claims Paid by Lines of Business (Consolidated)

Direct premiums written (including deposits of premiums by policyholders)

(Millions of yen)

| Business line | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) | | |
|---|--|-------------------|----------------|
| | Amount | % of total amount | Rate of change |
| Fire and allied insurance | 357,842 | 16.2 | — |
| Marine insurance | 56,864 | 2.6 | — |
| Personal accident insurance | 286,517 | 13.0 | — |
| Voluntary automobile insurance | 982,481 | 44.5 | — |
| Compulsory automobile liability insurance | 254,585 | 11.5 | — |
| Others | 271,789 | 12.3 | — |
| Total | 2,210,080 | 100.0 | — |
| Deposits of premiums by policyholders | 153,723 | 7.0 | — |

Net premiums written

(Millions of yen)

| Business line | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) | | |
|---|--|-------------------|----------------|
| | Amount | % of total amount | Rate of change |
| Fire and allied insurance | 239,420 | 12.4 | — |
| Marine insurance | 47,611 | 2.5 | — |
| Personal accident insurance | 180,262 | 9.3 | — |
| Voluntary automobile insurance | 982,028 | 50.8 | — |
| Compulsory automobile liability insurance | 241,625 | 12.5 | — |
| Others | 242,335 | 12.5 | — |
| Total | 1,933,283 | 100.0 | — |

Net claims paid

(Millions of yen)

| Business line | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) | | |
|---|--|-------------------|----------------|
| | Amount | % of total amount | Rate of change |
| Fire and allied insurance | 97,420 | 7.8 | — |
| Marine insurance | 22,844 | 1.8 | — |
| Personal accident insurance | 100,566 | 8.1 | — |
| Voluntary automobile insurance | 625,461 | 50.3 | — |
| Compulsory automobile liability insurance | 227,136 | 18.3 | — |
| Others | 171,020 | 13.7 | — |
| Total | 1,244,450 | 100.0 | — |

Note to the above three tables:

The above figures represent amounts before offsetting internal transactions among consolidated segments.

(3) Life Insurance Business (Consolidated)

Life insurance premiums

(Millions of yen)

| | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) | |
|-------------------------|--|----------------|
| | Amount | Rate of change |
| Life insurance premiums | 238,178 | — % |

Note) The above figures represent amounts before offsetting internal transactions among consolidated segments.

Total amount of policies in force

(Millions of yen)

| | As of March 31, 2011 | |
|----------------------|----------------------|----------------|
| | Amount | Rate of change |
| Individual insurance | 16,706,412 | — % |
| Individual annuities | 279,100 | — |
| Group insurance | 3,064,572 | — |
| Group annuities | — | — |

Notes)

1. The above figures represent amounts before offsetting internal transactions among consolidated segments.
2. Amount of "Individual annuities" represents the sum of annuity fund at the beginning of annuity payment of contracts before the beginning of annuity payment and policy reserves for the contracts after the beginning of annuity payment.

Total amount of new policies

(Millions of yen)

| | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) | | |
|----------------------|--|--------------|-------------------------------|
| | Net increase by new policies and conversion | New policies | Net increase by conversion |
| Individual insurance | 3,110,448 | 3,110,448 | — |
| Individual annuities | 14,472 | 14,472 | — |
| Group insurance | 37,309 | 37,309 | — |
| Group annuities | — | — | — |

Notes)

1. The above figures represent amounts before offsetting internal transactions among consolidated segments.
2. Amount of "Net increase by new policies and conversion" for "Individual annuities" represents the amount of annuity fund at the beginning of annuity payment.

Annualized premiums of new policies (individual insurance and individual annuities)

(Millions of yen)

| | Year ended March 31, 2011 (April 1, 2010 to March 31, 2011) | |
|-------------------------------------|--|----------------|
| | Amount | Rate of change |
| Annualized premiums of new policies | 38,367 | — % |

Note) The above figures represent amounts before offsetting internal transactions among consolidated segments.

(4) Risk-monitored Loans (Consolidated)

(Millions of yen)

| | As of March 31, 2011 |
|--|----------------------|
| Loans to borrowers in bankruptcy | 591 |
| Overdue loans | 2,210 |
| Loans overdue for three months or more | 1 |
| Restructured loans | 963 |
| Total | 3,767 |
| Percent of risk-monitored loans to total loans | 0.5% |

(Reference)

| | |
|-------------|---------|
| Total loans | 691,294 |
|-------------|---------|

Note) Please refer to "4. (7) Notes to the Consolidated Financial Statements (Notes to the consolidated balance sheets)" for the definitions of each loan.

(5) Changes of Directors (Scheduled as of June 27, 2011)

1. Candidates for directors

| | | |
|--------------------|---------------|---|
| [New position] | | [Current position] |
| Director (outside) | Akira Matsuda | Marubeni Corporation Associate Director Sompo Japan Insurance Inc. Auditor (outside) |

Note) Akira Matsuda will retire as Auditor of Sompo Japan Insurance Inc. as of June 23, 2011.

| | | |
|----------|-----------------|---|
| Director | Masaya Futamiya | NIPPONKOA Insurance Co., Ltd. Director, Senior Managing Executive Officer |
|----------|-----------------|---|

Note) Masaya Futamiya will be appointed to Representative Director, President and CEO of NIPPONKOA Insurance Co., Ltd. as of June 23, 2011. This appointment is subject to approval to concurrently hold this position with another director position.

| | | |
|--------------------------------------|--------------|--|
| Director, Managing Executive Officer | Shinji Tsuji | Sompo Japan Insurance Inc. Managing Executive Officer |
|--------------------------------------|--------------|--|

Note) Shinji Tsuji will retire as Managing Executive Officer of Sompo Japan Insurance Inc. as of June 23, 2011.

2. Scheduled retirement of directors

| | | |
|------------|---------------------|--------------------------------------|
| | | [Current position] |
| Retirement | Tsunehisa Katsumata | Director (outside) |
| Retirement | Yasuhide Fujii | Director, Managing Executive Officer |
| Retirement | Hiroyuki Yamaguchi | Director, Managing Executive Officer |

Note) Hiroyuki Yamaguchi will be appointed to Managing Executive Officer of Sompo Japan Insurance Inc. and President and Chief Executive Officer of Sompo Japan Insurance Company of America as of June 28, 2011.

3. Change of executive officer

| | | |
|----------------|----------------|-----------------------------|
| [New position] | | [Current position] |
| Director | Kengo Sakurada | Director, Executive Officer |