

# Management Plan of NKSJ Group

November 26, 2012

NKSJ Holdings, Inc.



- Upwardly revised the NKSJ Group's numerical management targets for fiscal 2015.
- Return the Group to a sustainable growth cycle by maximizing the benefits from the merger of Sompo Japan and Nipponkoa.
- Strive to enhance corporate value on a net assets basis by building an optimal business portfolio.

## Main points of strategies

- Domestic P&C insurance business
- Achieve the industry's highest level of business efficiency and profitability through the merger
  Strengthen measures to enhance profitability primarily in the mainstay automobile insurance business

## Overseas

insurance business

Accelerate the integration of overseas sites
Steadily increase profits by continuing to execute carefully selected investments

#### Domestic life insurance business

Allocate management resources to this business -

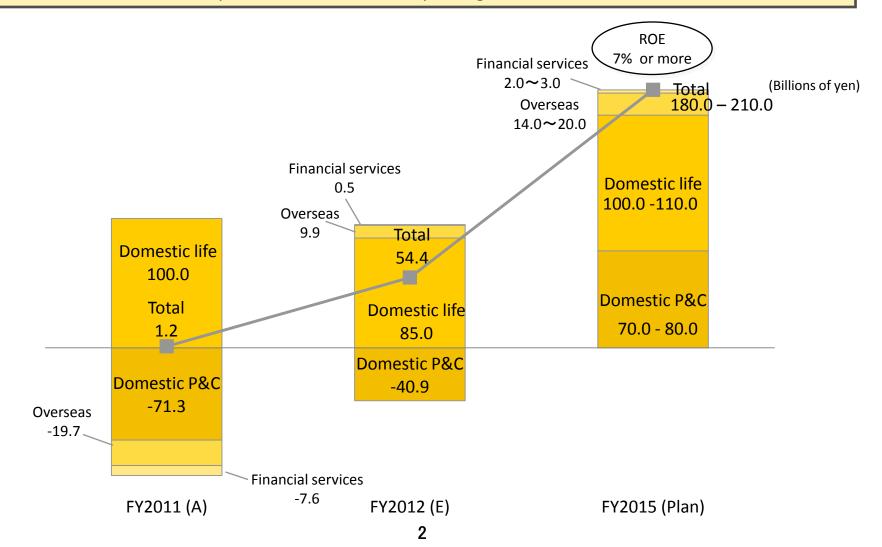
- the largest engine of growth
- Conduct management with emphasis on MCEV, a highly reliable and transparent indicator

# Capital management policy

Enhance capital efficiency while controlling risk
Conduct flexible stock buybacks under the basic policy of maintaining a stable dividend



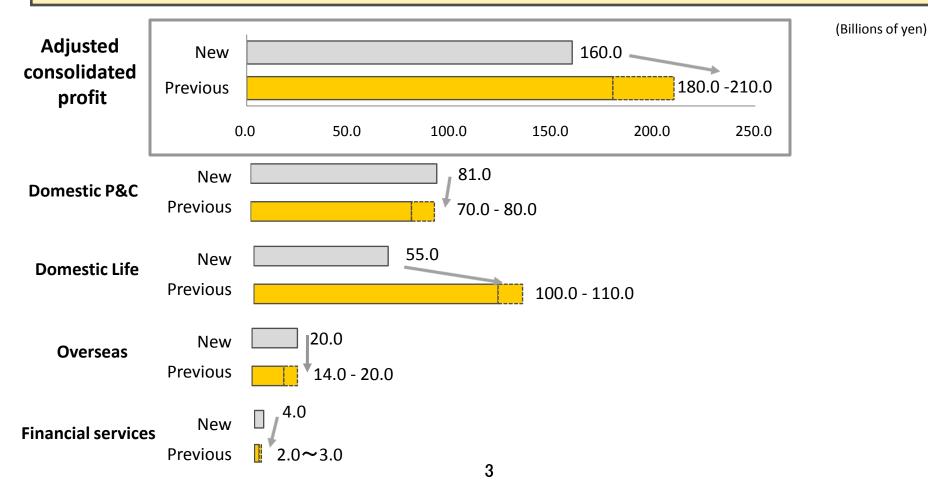
- Substantial improvement from current conditions across all businesses.
- Given that the domestic P&C insurance business will still be capturing merger benefits in fiscal 2015, there will still be potential for additional profit growth thereafter.





#### Upwardly revised numerical targets

- Domestic P&C : Revised down slightly, reflecting precise estimates of one-time merger costs along with the current business environment.
- Domestic life : Upwardly revised, reflecting the penetration of a strategy focused on highmargin products by the newly merged company.





# **Domestic P&C insurance business**

Achieve the industry's highest level of business efficiency and profitability through the merger
Strengthen measures to enhance profitability primarily in the mainstay automobile insurance business

## Summary of strategies

## - Domestic P&C Insurance Business



- Sompo Japan and Nipponkoa will merge in the first half of fiscal 2014, forming Sompo Japan Nipponkoa Insurance Inc.
- Provide services of the industry's highest level of quality, with the aim of earning the highest evaluation from customers.
- Achieve the industry's highest level of business efficiency and profitability by rapidly maximizing the benefits of higher efficiency through the merger.

Japan's Best / No.1 in terms of customer evaluations

- Further enhance the quality of customer service at the direct point of contact with customers.
- Timely provide community-focused, heartfelt services that offer peace of mind.

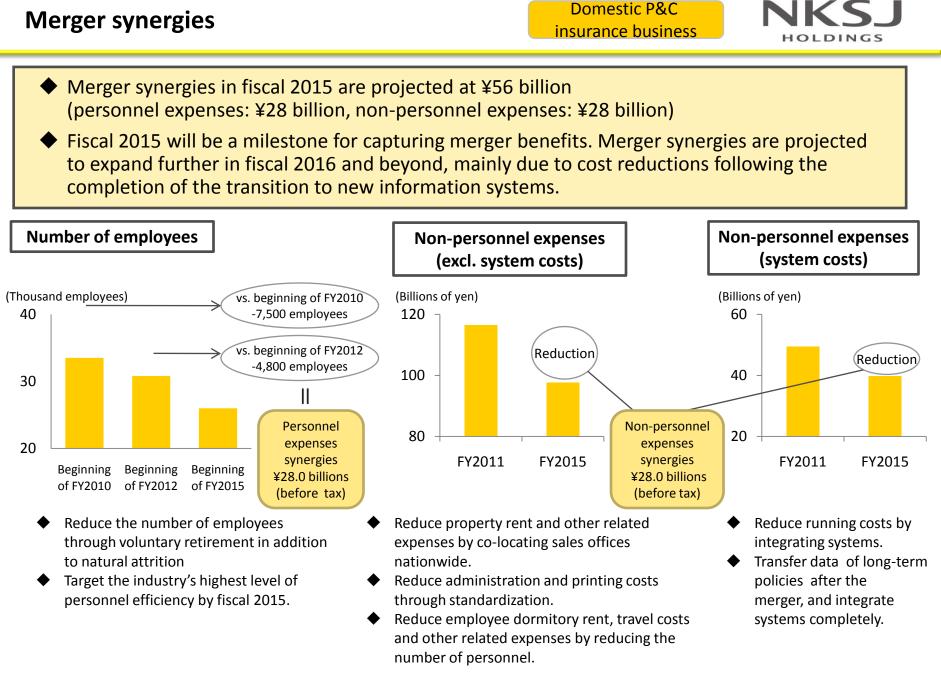
Achieve the industry's highest level of business efficiency and profitability

- Begin measures to effect the merger from fiscal 2013
- Improve profitability in the automobile insurance



Promote the Joint Head Office system, co-location of sales offices and standardization and streamlining of operations prior to the merger of the two P&C insurance companies.

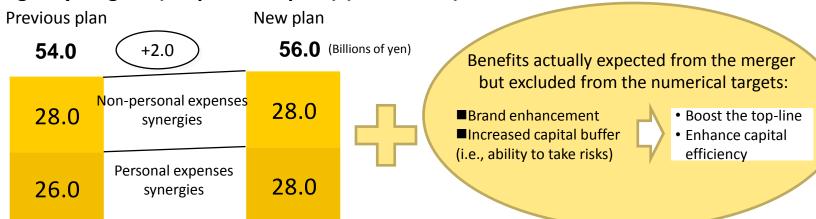
Items	Measures implemented	Measures to be implemented
Number of employees	A call for voluntary early retirement	
Joint Head Office	Began co-locating sites, and started concurrent posts system. Co-location of all sites planned for completion in the beginning of FY2013.	Transform all departments into integrated departments by April 2013, and commence the joint Head Office system.
Unification of officers of both companies	<ul> <li>Mutual participation of various officer- level meetings.</li> </ul>	Planned to unify officers of both companies by having officers holding concurrent posts at the two P&C insurance companies from April 2013
Sales office sites and claims payment office sites	Started co-locating sites. Co-location planned for completion by the end of September 2013.	<ul> <li>Unify the organization at the department and branch level from April 2013</li> <li>Unify all department and branch general manager posts, in principle, by October 2013.</li> </ul>
Personnel-related	<ul> <li>Commenced joint recruitment activities.</li> <li>Established a new overseas training base in Singapore.</li> </ul>	





- Adopt more conservative measurement standards that count only personnel and non-personnel expenses reduction as synergies. Projected synergies of ¥56 billion as numerical targets.
- In practice, we also expect brand enhancement and increased capital buffer from the merger to boost the top-line and enhance capital efficiency.

## Merger synergies (vs. previous plan) (before tax)

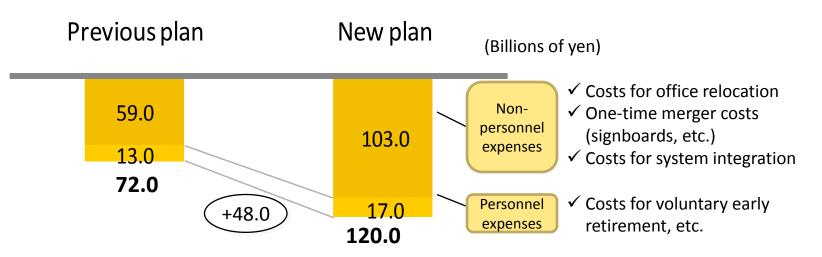


- The figure of ¥54 billion shown under previous plan in the above chart is based on the revised measurement standard.
- Under the new plan, we revised our standards for measuring synergies to conservative one. Specifically, we limited synergies to projected savings in personnel and non-personnel expenses on a financial accounting basis, while excluding the benefits of increased premiums and reduced payment of insurance claims.
- The followings are the main reasons for the difference of ¥16 billion between the projected synergies of ¥70 billion in the previous plan (September 2011) and ¥54 billion shown under previous plan in the above chart:
  - Exclusion of the positive impacts of increased premiums and reduced insurance claim payments projected previously (¥6 billion)
  - Change in the base year for comparison from the end of fiscal 2009 to the end of fiscal 2011 (¥10 billion)
  - \* Actual cost savings of ¥10 billion materialized from fiscal 2010 to fiscal 2011.



- One-time merger costs are projected at ¥120 billion (cumulative for fiscal 2012-2015)
- Following the switch in integration method to a merger, we precisely estimated the one-time costs. As a result, we now expect one-time costs to increase by a certain amount.

### **One-time merger costs (vs. previous plan (before tax))**



#### (Background of the increase)

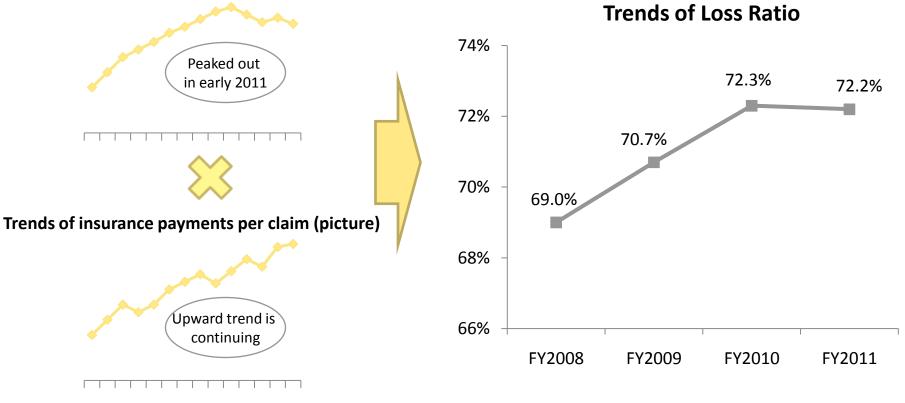
As a result of precise estimation of the one-time costs associated with the merger, we project the following additional costs:

Non-personnel expenses	: an increase of ¥44 billion mainly due to relocation of sales offices and
	change in company name (including information systems)
Personnel expenses	: an increase of ¥4 billion mainly due to an increase in the number of
	applicants for voluntary retirement



Although the number of accidents has peaked out, the insurance payments per claim have continued to increase, which has kept the loss ratio high.

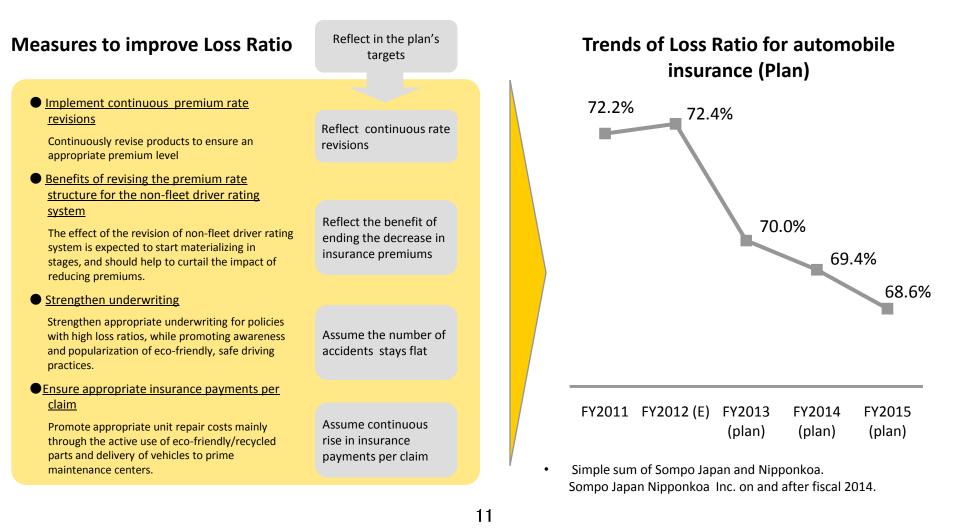
#### Trends of number of accidents (picture)



<sup>•</sup> Simple sum of Sompo Japan and Nipponkoa.



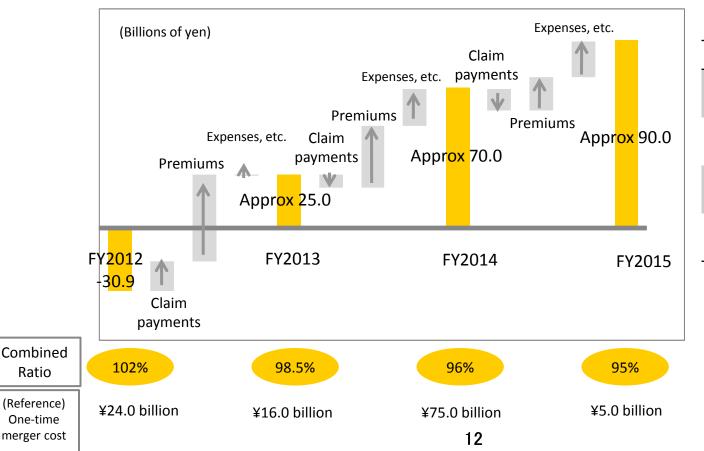
We aim to rapidly improve profitability through result-focused measures such as strengthening underwriting, in addition to amended driver rating systems, along with premium rate revisions.





Main factors for increase in underwriting balance in the domestic P&C insurance business are reduced operating expenses and improved profits in the automobile insurance business

Achieve a combined ratio of 95% in fiscal 2015



Underwriting balance (before tax) and factors behind changes

Accumulated benefits by element (impact on combined ratio)

Elements	Impact
Claim payments	±0pt
Increase in premiums	5pt improvement
Decrease in expenses, etc.	2pt improvement
Total	7pt improvement

\*Calculation standard of underwriting balance and combined ratio shown here are as follows:

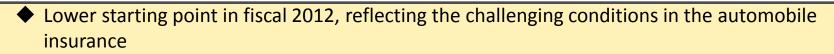
- One-time merger costs are excluded.
- Spread Impact of natural disasters evenly (annually ¥38.5 billion)

 Impact of the increase in Japan's consumption tax rate is not reflected

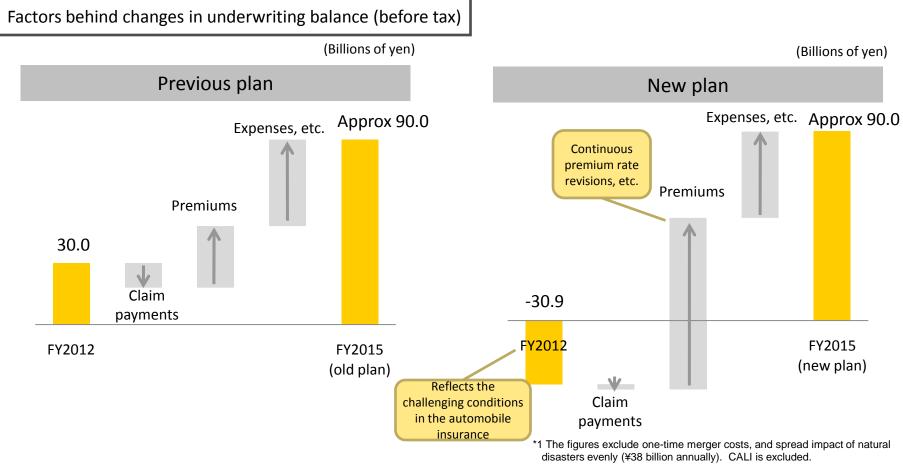
• CALI is excluded.

## versus previous plan





 Overcome negative factors through continuous premium rate revisions in the automobile insurance and expansion in the overseas reinsurance business

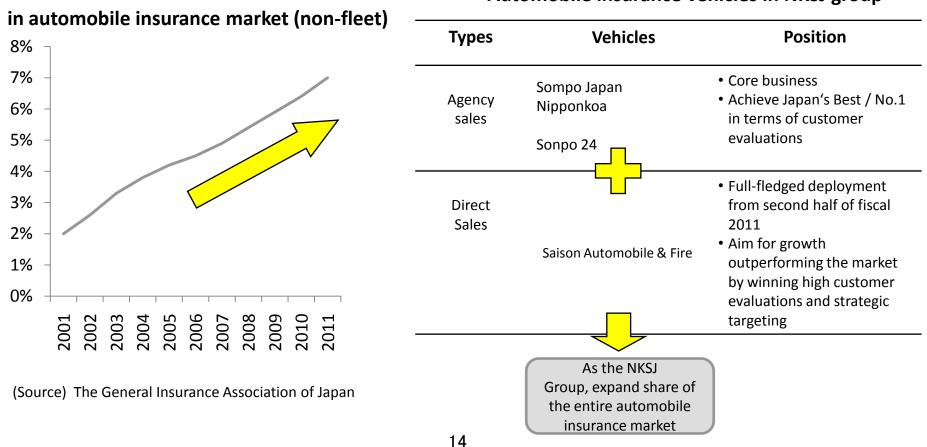


\*2 Impact of the increase in Japan's consumption tax rate is not reflected.

Market share of direct sales



- With a growing share in direct sales, strengthen this business to encourage growth to outperform the market
- As the NKSJ Group, aim to expand share of the entire automobile insurance market in Japan



#### Automobile insurance vehicles in NKSJ group

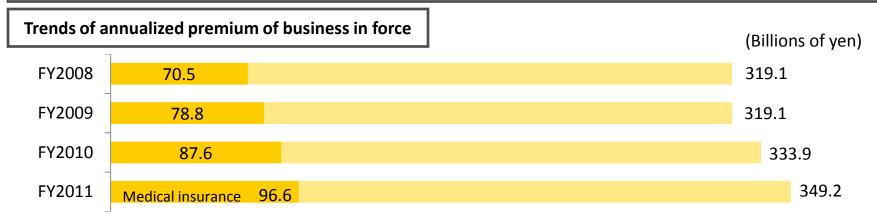


# **Domestic life Insurance business**

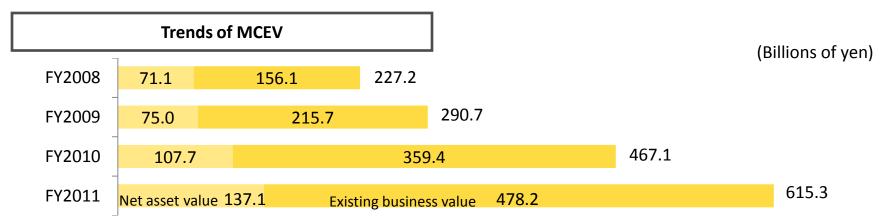
- Allocate management resources to this business the largest engine of growth
- Conduct management with emphasis on MCEV, a highly reliable and transparent indicator



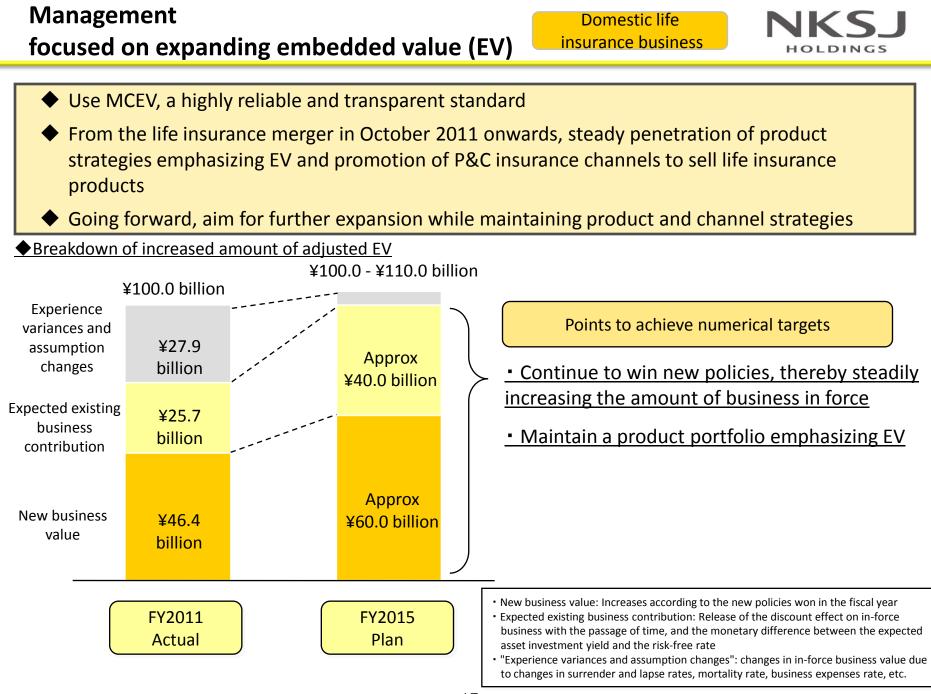
- In the contracting domestic life insurance market, grow steadily leveraging the strengths of having P&C distribution channels in the Group
- MCEV is expanding due to growth in highly profitable protection-type products (medical insurance, etc.)



\*FY2008-2009 : Sompo Japan Himawari Life FY2010 : Sum of Sompo Japan Himawari Life and Nipponkoa Life FY2011 : NKSJ Himawari Life



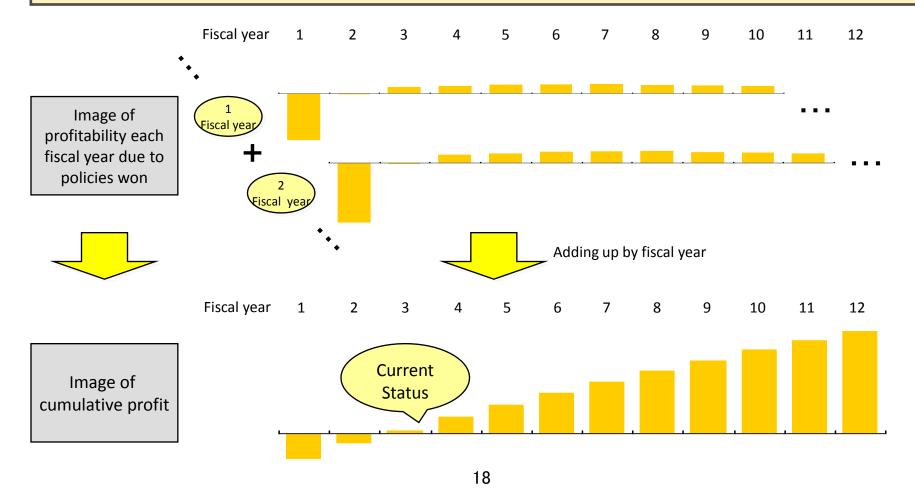
•FY2008-2009 : Sompo Japan Himawari Life FY2010 : Sum of Sompo Japan Himawari Life and Nipponkoa Life FY2011 : NKSJ Himawari Life Nipponkoa Life disclosed its TEV at the time of announcement of financial results for fiscal 2010 however its figures shown above are MCEV which was provisionally calculated afterward. 16



## (Reference) Image of MCEV profit contribution



- Looking at the cash flows, there is a loss in the fiscal year that policies are won mainly due to policy acquisition expenses, but from the third year there is a stable profit at about 1/10 of the value of the new business
- Net income will remain low during the term of this management plan, but will increase going forward due to expansion of the amount of business in force





#### There are 3 types of EV: TEV, EEV, and MCEV

Among these, we adopted MCEV because its assumptions are the most consistent with the market assumptions, enabling elimination of the arbitrariness of the company. The increase in adjusted EV\* is used as a management indicator.

\*The impact of interest-rate fluctuations, which is uncontrollable, is excluded.

#### 1. TEV (Traditional Embedded Value)

- Since the early 1990s, life insurance companies have announced EV information as well as financial information to the general public.
- In Europe and Asia, many listed insurance companies and mutual companies announce EV information.
- There are sizeable differences between companies as regards the methods and assumptions used in TEV, and so othercompany comparisons are difficult.

#### 2. EEV (European Embedded Value)

 In May 2004, the European Embedded Value (EEV) principles were announced (CFO Forum\*) 12 principles and additional guidelines

The CFO Forum member companies encouraged compliance up until December 31, 2005

\*In 2002, founded by the CFOs (Chief Financial Officers) of 19 major European life insurance companies

• In general, although oriented toward the EEV principles, various calculation methods are allowed

#### 3. MCEV (Market Consistent Embedded Value)

In June 2008, the MCEV principles were announced as an international standardization of EV disclosure standards (CFO Forum)

17 principles and additional guidelines

Ensures consistency with market prices of assets as one method of compliance with the EEV principle

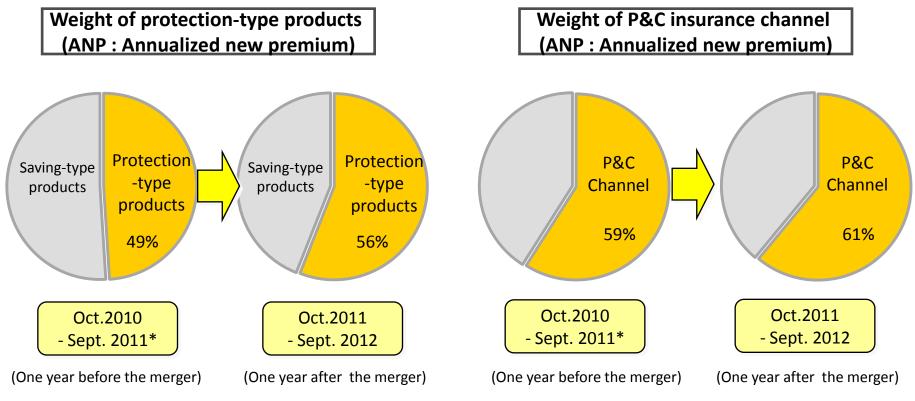
• In October 2009, part of the MCEV principles was reviewed (to reflect the liquidity premium in reference interest rates for non-liquid liabilities)

Moreover, the MCEV principles are continuously checked because they correspond to the market environment

# Taking advantage of the merger, accelerate product and channel strategies



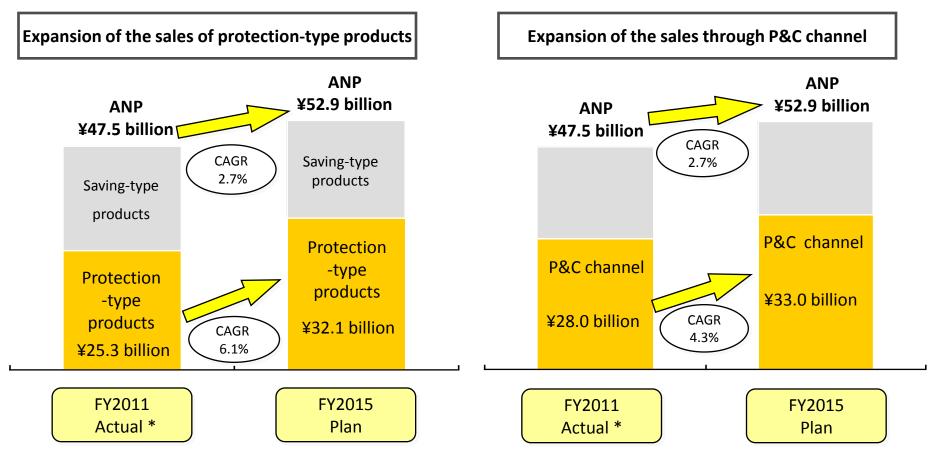
- Since the merger of the 2 life insurance companies in October 2011, sales centered on the highly profitable protection-type products have become well-established
- P&C channel weight is increasing due to the penetration of cross-selling to our P&C customer base of 20 million people



\* The figures for October 2010 – September 2011 are the simple sum of actual figures of Sompo Japan Himawari Life and Nipponkoa Life.



- Continue sales centered on the highly profitable protection-type products
- Strengthen approach to Japan's largest P&C customer base, and expand sales centered on P&C channel



\* Actual figures of 1<sup>st</sup> half of FY2011 is the simple sum of the actual figures of Sompo Japan Himawari Life and Nipponkoa Life.



# **Overseas insurance business**

- Accelerate integration of overseas sites
- Steadily increase profits by continuing to execute carefully selected investments



- Integration of overseas sites of the 2 P&C insurance companies to be essentially completed during fiscal 2013
- Aim for net income of ¥14-20 billion in fiscal 2015, including contributions from M&As

#### Examples of management integration of overseas sites

# Profit targets of overseas insurance business

Countries /Regions	Existing entities	Integration method (new company's name)	Time	BUSINESS (Billions of	f ven)
Europe	<ul><li>Sompo Japan Europe</li><li>Nipponkoa Europe</li></ul>	Consolidation (Sompo Japan Nipponkoa Europe)	Jan. 2014	14.0-20.	
China	<ul> <li>Sompo Japan Insurance (China)</li> <li>Nipponkoa Insurance (China)</li> </ul>	Merger (Sompo Japan Nipponkoa Insurance (China))	Jan. 2014	- Contributions from M&As are also expected	
Hong Kong	<ul><li>Sompo Japan Hong Kong</li><li>Nipponkoa Asia</li></ul>	Consolidation (Sompo Japan Nipponkoa Hong Kong)	Jan. 2013	9.9	
Singapore	<ul><li>Tenet</li><li>Sompo Japan Singapore</li><li>Nipponkoa Singapore branch</li></ul>	Consolidation (Tenet Sompo) after the merger of Tenet and Sompo Japan Singapore in Jan. 2013.	Jan. 2014		
Indonesia	<ul><li>Sompo Japan Indonesia</li><li>Nipponkoa Indonesia</li></ul>	Merger (Sompo Japan Nipponkoa Indonesia)	Apr. 2013	- FY2012 FY2015 (E) (Plan)	



- Avoid dispersion of management resources by focusing on and prioritizing regions targeted for investment
- Execute well-disciplined investments and achieve both growth and shareholder value improvement

_	Sectors	Basic policy		Regions/countries
		<ul> <li>Capture growth in emerging countries</li> <li>Centered on automobile</li> </ul>	Key regions	<ul> <li>Already achieved a certain rank (about 10<sup>th</sup> in the industry)</li> <li>Aim to be a major player</li> </ul>
	Retail	insurance business		Brazil Turkey Malaysia
	sector	Focus on regions and countries targeted for investment	Business platform development	<ul> <li>Anticipating future growth</li> <li>Developing retail business platform</li> </ul>
			regions	Thailand Indonesia India China
	Corporate sector	<ul> <li>Contribute to stable earnings</li> </ul>	* Markets whe	ds <sup>*</sup> in Western countries are highly specialized and individualized risk is in using advanced underwriting expertise.



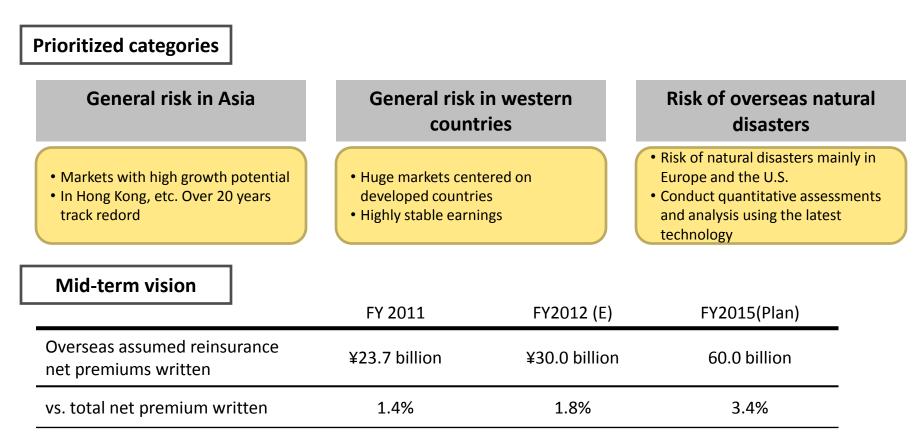
- Start to rebuild the aggregate risk management system for overseas natural disasters, following the floods in Thailand and the expansion of overseas insurance business
- Re-evaluate all the regions and risks for which we have exposures, and ensure that there are no large aggregate risks about which we are unaware
- Policy of continuously strengthening our risk management system for natural disasters



## **Concentration amount of overseas natural disasters (picture)**



To diversify global risk exposures, continue to develop the overseas reinsurance business
 Based on rigorous risk management, expand businesses with profit



• CALI is excluded from total net premium written.

• Overseas assumed reinsurance net premium written is included in domestic P&C insurance business as management numerical targets.

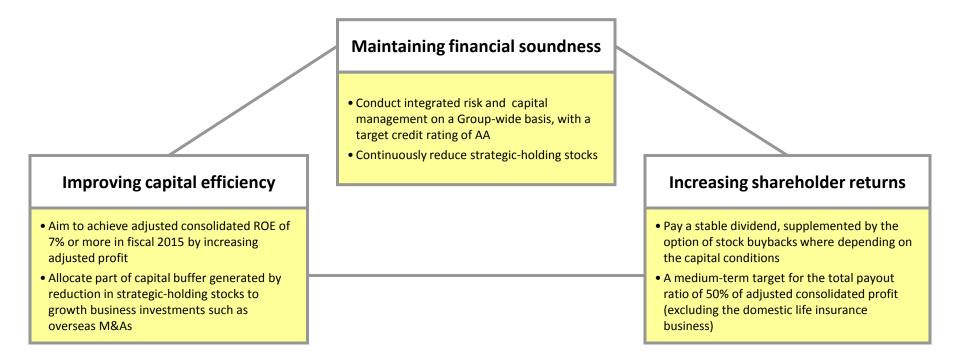


# **Capital Management Policy**

Enhance capital efficiency while controlling risk
Conduct flexible stock buybacks under the basic policy of maintaining a stable dividend



The NKSJ Group will balance three imperatives, namely "maintaining financial soundness," "improving capital efficiency," and "increasing shareholder returns," while aiming to increase corporate value.

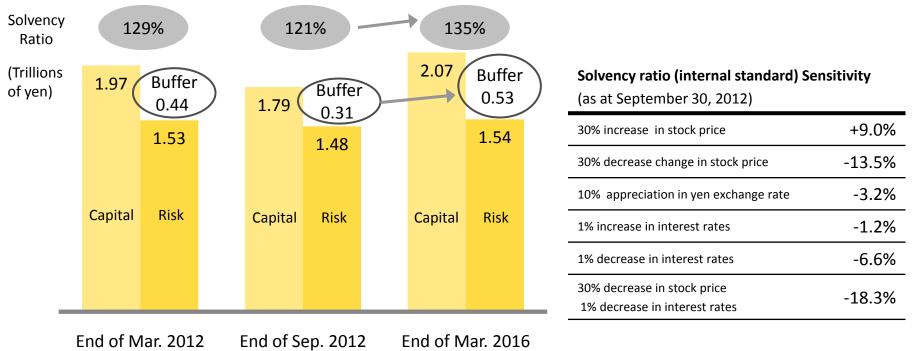


## **Financial soundness**

- Internal standard on Economic Value Basis



• Carrying out the management plan, the capital buffer increases as the profits are piled up.



(picture)

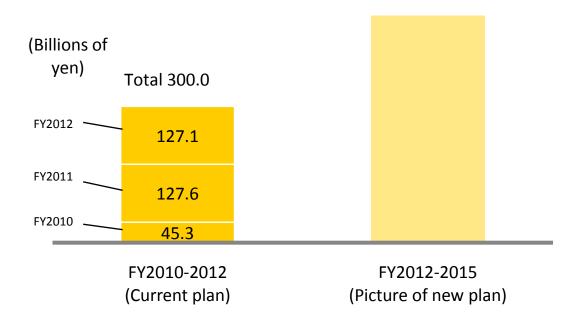
Definition, etc.

- Risk: 1 year holding period, 99.95% VaR (AA equivalent confidence level)
- Capital: Sum of net assets on the balance sheet, subordinated debt, catastrophe loss reserve, reserve for price fluctuations, etc.
- After-tax basis (calculated based on European Solvency II)
- Solvency margin ratio: Ratio of capital / risk
- \*We assume that amount of annual shareholder return (the sum of dividends and stock buybacks) is equivalent to 80 yen per share from fiscal 2012. However, an actual amount will be decided after considering the management environment, capital conditions, the level of the company's stock price and other factors at each time. 29



 Strategic-holding stocks are being reduced to an unprecedented extent during fiscal 2012–2015.

Scale image of reducing strategic-holding stocks

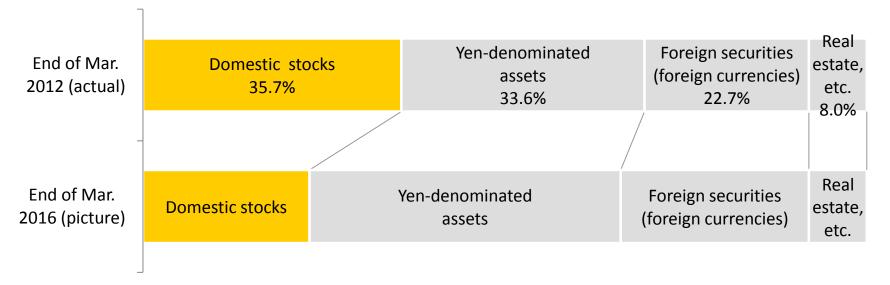




Greatly reduce domestic stocks and reallocate to investments in overseas insurance companies, as well as to fixed income assets.

#### Trends of general account composition ratio of P&C insurers

\* End of March 2012 : Simple sum of Sompo Japan and Nipponkoa End of March 2016: Sompo Japan Nipponkoa, Inc.

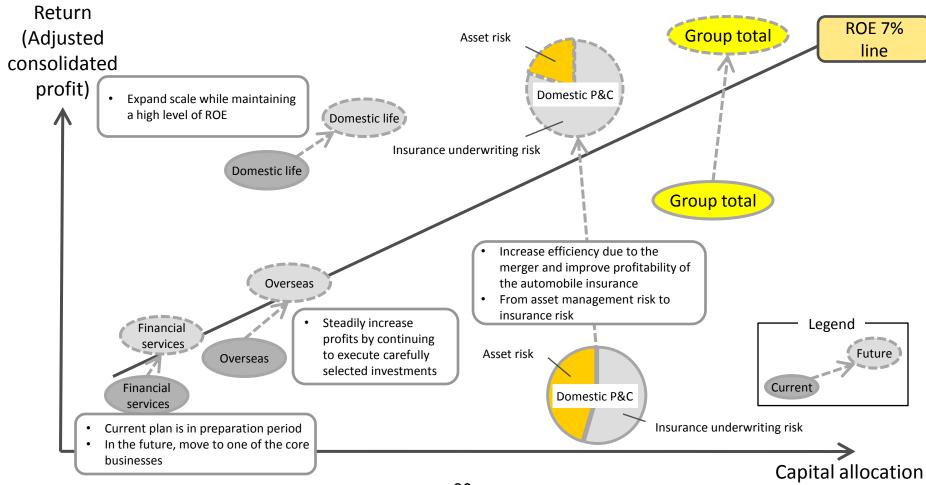


#### Saving type account of P&C insurers and assets of life insurers

Continue to conduct asset management focused mainly on yen fixed income assets, considering cash flow and duration of liabilities



- Allocate the capital buffer generated by reduction in strategic-holding shares to growth fields
- In the domestic P&C insurance business, increase profits without increasing allocated capital, and improve capital efficiency





Contributions by factors for accumulated

Expect 8% CAGR of adjusted consolidated net asset value (NAV) per share, due to achieving numerical targets

# Expected changes in adjusted consolidated net asset value (NAV)<sup>\*1</sup> per share (including dividend, approximate calculation)

			¥5,800 ¥1,200	NAV increase per share (appro calculation)	
	¥4,600		increase	Domestic P&C insurance adjusted profit cumulative total *2	¥170
		CAGR		Domestic Life insurance adjusted profit cumulative total	¥720
¥1,528 Stock		8%		Overseas insurance adjusted profit cumulative total	¥100
price				Financial services adjusted profit cumulative total	¥20
End of Sep.	End of Mar.		End of Mar.	Stock buybacks <sup>*3</sup>	¥190
2012	2013 (E)		2016 (Plan)	Sum of increased amount	¥1,200

\*1 adjusted consolidated net asset value (NAV) = consolidated net assets (excluding life insurance subsidiaries' net asset) + catastrophic loss reserve (after tax) + price fluctuation reserve (after tax) + life insurance subsidiaries' EV

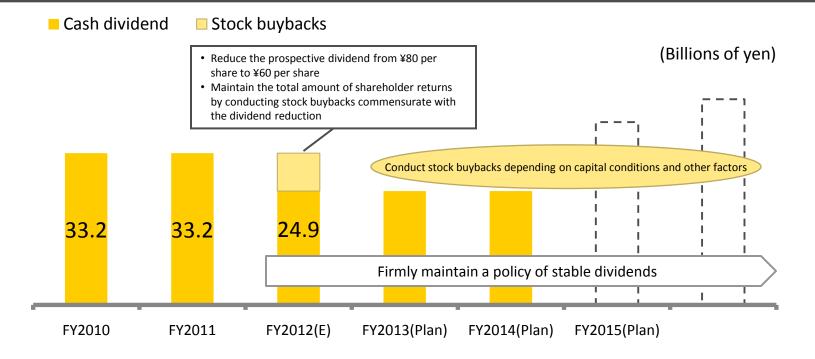
\*2Merger one-time costs are included.

\*3We assume we will maintain our dividend of ¥60 per share, while conducting the stock buybacks needed to maintain the level of shareholder returns in line with fiscal 2012. However, an actual amount will be decided after considering the management environment, capital conditions, the level of the company's stock price and other factors at each time.

### Shareholder returns



- While maintaining the stable dividend policy, aim at shareholder returns flexibly reflecting management environment, capital conditions, the level of the Company's stock price and other factors. A medium-term target for the total payout ratio of 50% of adjusted consolidated profit (excluding the domestic life insurance business). (No change.)
- Reduce our prospective dividend for fiscal 2012 from ¥80 per share to ¥60 per share. Meanwhile, buy back our own stock in an amount nearly equivalent to that of the dividend reduction, maintaining the total amount of shareholder returns.
- Commence payment of interim dividends from fiscal 2013



\* Stock buybacks shown under fiscal 2012 in the graph are scheduled to be conducted in fiscal 2013.



(Billions of yen)

			FY2011(A)	FY2012(E)	FY2015(Target)
Domestic P&C insurance business	Adjusted profit		-71.3	-40.9	70.0 -80.0
	Net premium		1,911.7	1,919.0	2,040.0
	written	(Exc. CALI)	1,654.0	1,651.8	1,740.0
	Loss ratio		81.9%	74.4%	65.6%
Loss ratioNumerical targets of two		(Exc. CALI/Fin. Guarantee)	79.7%	71.5%	62.8%
P&C insurers	Expense ratio		33.7%	33.9%	30.6%
		(Exc. CALI)	35.4%	35.8%	32.6%
			115.6%	108.3%	96.2%
		(Exc. CALI/Fin. Guarantee)	115.1%	107.3%	95.3%
Domestic life insurance business	Growth in embed	ded value (EV)	100.0	85.0	100.0 - 110.0
Overseas insurance business	Net income as rep	ported in financial statements	-19.7	9.9	14.0 - 20.0
Financial services, etc.	Net income as rep	ported in financial statements	-7.6	0.5	2.0 - 3.0
Group total	Adjusted consolid	ated profit	1.2	54.4	180.0 - 210.0

Adjusted ROE	0.1%	2.8%	7% or more



	Definition of business	Calculation of adjusted profit
Domestic P&C insuranc business	Sum of Sompo Japan Insurance Inc. , Nipponkoa Insurance Company, Limited (Sompo Japan Nipponkoa Insurance Inc. in FY2015), Saison Automobile & Fire Insurance Company, Limited and Sonpo 24 Insurance Company Limited. (non- consolidated)	Net income + provisions to catastrophic loss reserve (after tax) + provisions to price fluctuation reserve (after tax) - gains/losses on securities sales and securities impairment losses (after tax) - extraordinary items *One-time costs arising from the merger of the two P&C insurance companies are excluded because these costs are treated as special factors. (Approx. ¥24 billion in FY2012 and approx. ¥5 billion in FY2015)
Domestic life insurance business	NKSJ Himawari Life Insurance Inc.(non- consolidated)	Growth in embedded value (EV) - capital account transactions - changes in EV attributable to interest rate movements
Overseas insurance business	Overseas insurance subsidiaries of Sompo Japan Insurance Inc. and Nipponkoa Insurance Company, Limited (Sompo Japan Nipponkoa Insurance Inc. for FY2015)	Net income as reported in financial statements
Financial services, etc.	Sompo Japan DIY Life Insurance Co. Ltd., financial services, healthcare, etc.	Net income as reported in financial statements
-	latest revision of the management plan, Saison Automobile & Fir eclassified from financial and other services to the domestic P&C	
(Calculation of adjusted	ROE)	
Adjusted _	Adjusted consolidated profit	:
· _ ·	Consolidated net assets (excluding life insurance subsidiaries + reserve for price fluctuation (after tax) + life insurance sub	s' net assets) + catastrophic loss reserve (after tax) sidiaries' EV

Consolidated net assets (excluding life insurance subsidiaries' net assets) + catastrophic loss reserve (after tax) + reserve for price fluctuation (after tax) + life insurance subsidiaries' EV

\*All values in the denominator are the average of the fiscal-year opening and closing balances.



#### **Note Regarding Forward-looking Statements**

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.



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