

April 19, 2017

To Whom It May Concern:

Company Name : Sompo Holdings, Inc.

Representative : Kengo Sakurada, Group CEO

Representative Director, President and

Executive Officer

(Stock Code: 8630, the first section of Tokyo Stock Exchange, Inc.)

**Notice regarding Determination of the Terms of Domestic Unsecured Subordinated  
Bonds with Interest Deferrable Clause Issued by Consolidated Subsidiary  
(Sompo Japan Nipponkoa Insurance Inc.)**

Sompo Holdings, Inc. hereby announces that its consolidated subsidiary, Sompo Japan Nipponkoa Insurance Inc., has determined the terms of domestic unsecured subordinated bonds with interest deferrable clause as shown in the attached document.

(End of Document)

April 19, 2017

Sompo Japan Nipponkoa Insurance Inc.

**Notice regarding Determination of the Terms of Domestic Unsecured  
Subordinated Bonds with Interest Deferrable Clause**

Sompo Japan Nipponkoa Insurance Inc. (“SJNK”) hereby announces that it has determined the terms of domestic unsecured subordinated bonds with interest deferrable clause (the “Bonds”). Summary terms of the Bonds are described below.

The Bonds with a subordination provision as well as a long maturity term until redemption, an early redeemable option and optional and mandatory interest deferrable clauses, are expected to be given the regulatory capital status under the domestic solvency margin regulations and a certain level of equity credit based on the relevant criteria of rating agencies. Through the issuance of the Bonds, SJNK intends to enhance the financial strength in order to carry out the medium-term management plan.

|                                |  |
|--------------------------------|--|
| 1. Issuer:                     | Sompo Japan Nipponkoa Insurance Inc.   |
| 2. Name of bond:               | The third series of unsecured subordinated bonds with interest deferrable clause and early redeemable option.  |
| 3. Aggregate principal amount: | JPY 100.0 billion  |
| 4. Denomination:               | JPY 100 million  |
| 5. Issue price:                | JPY 100 per amount of JPY 100 of each bond   |
| 6. Redemption price:           | JPY 100 per amount of JPY 100 of each bond   |
| 7. Maturity date:              | April 26, 2077 (60-year bonds)<br>SJNK may, at its discretion, redeem the bonds (i) on any interest payment date on or after April 26, 2027 or (ii) upon the occurrence and continuation of a regulatory event, a tax deductibility event or a rating agency event on or after April 26, 2017, subject to a prior approval of the regulatory authority and other conditions. |
| 8. Interest rate:              | From the day following April 26, 2017 until April 26, 2027 : 1.06% per annum   |

|                             |   |
|-----------------------------|---|
|                             | From the day following April 26, 2027 : 6-month Japanese yen LIBOR plus 1.81%   |
| 9. Offering term:           | April 19, 2017  |
| 10. Payment date:           | April 26, 2017  |
| 11. Interest payment dates: | April 26 and October 26 of each year  |
| 12. Subordination:          | As to the payment of debt in SJNK's liquidation or other bankruptcy proceedings, the Bonds shall be subordinated to SJNK's senior indebtedness, ranking substantially <i>pari passu</i> with its most preferred stock (if issued) and the outstanding U.S. dollar-denominated subordinated bonds issued by SJNK in 2013 and the outstanding Japanese yen-denominated subordinated bonds issued by SJNK in 2016 and senior to SJNK's common stock. |
| 13. Use of funds:           | Reimbursement for payables under securities lending transactions, long-term investment funds such as securities investment and working capital.   |
| 14. Joint lead managers:    | Mizuho Securities Co., Ltd.<br>Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.<br>Daiwa Securities Co. Ltd.<br>Nomura Securities Co., Ltd.<br>SMBC Nikko Securities Inc.   |
| 15. Underwriter:            | Shinkin Securities Co., Ltd.  |
| 16. Fiscal agent:           | Mizuho Bank, Ltd.   |
| 17. Credit rating:          | AA- (Japan Credit Rating Agency, Ltd.)  |
| 18. Securities depository:  | Japan Securities Depository Center, Incorporated  |

(End of Document)

This document has been prepared for the purpose of publicly announcing the issuance of SJNK third series of unsecured subordinated bonds with interest deferrable clause and early redeemable option, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan.