

(Translation)

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To Whom It May Concern

Company Name: Sompo Japan Nipponkoa Holdings, Inc.
Name of Representative: Kengo Sakurada, President & CEO (Stock
Code: 8630, TSE 1st Section)

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Full Acquisition of Shares in Watami No Kaigo Co., Ltd.

Sompo Japan Nipponkoa Holdings, Inc. hereby announces that it has entered into an agreement as of the date hereof with Watami Co., Ltd., the wholly-owning parent company of Watami no Kaigo Co., Ltd. (hereinafter "**Watami no Kaigo**"), a nursing care company, with respect to the acquisition of all outstanding shares of Watami no Kaigo subject to the completion of procedures with relevant authorities.

1. Reason of share acquisition

The management philosophy of Sompo Japan Nipponkoa Group (hereinafter "SOMPO HOLDINGS") is to provide services of the highest quality that contribute to the security, health and wellbeing of its customers, and thereby contribute to the society as a whole. SOMPO HOLDINGS has been proactively working to expand into various business sector based on the insurance sector, and its goal is to always be the best customer service provider both at home and abroad.

At present, the Japanese nursing care service market is expected to dramatically expand due to the increasing aging population. According to the future statistics issued by the Ministry of Health, Labour and Welfare, the population aged 75 and above, which comprises the main users of nursing care services, is expected to increase from 15.9million in 2014 to more than 20million in 2025. Especially, it is predicted that the elderly population in Tokyo and other metropolitan areas will increase rapidly, with an increasing demand for nursing care services.

Based on such social background, SOMPO HOLDINGS has been focusing on nursing care sector and has accumulated know-how on nursing care business by consolidating Cedar Co., Ltd. as its related

company in 2012 and by entering into capital and business alliance with Message Co., Ltd. in March 2015. SOMPO HOLDINGS decided to make a full-scale entry into the operation of nursing care business by acquisition of all shares of Watami no Kaigo.

Watami no Kaigo currently operates one hundred and eleven (111) pay nursing homes with long-term care that are mainly located in Tokyo metropolitan area (as of end of March 2015). For the future, SOMPO HOLDINGS intends to provide Watami no Kaigo's nursing care services that place importance on the dignity and independent living of the elderly and meals that values daily health and pleasure, together with the staffs of Watami no Kaigo, so that we can attain higher customer satisfaction.

SOMPO HOLDINGS will strive to build a new business model that contribute to the higher "security, health and wellbeing" in the nursing care business by leveraging its management resources and know-how obtained through SOMPO HOLDINGS' extensive network and group businesses, and will provide comprehensive services that fulfill various nursing care demands.

In Japan, which is now entering into a "super-aged society" unprecedented anywhere else in the world, SOMPO HOLDINGS will further enhance and accelerate its efforts in nursing care businesses and will provide nursing care services of the highest quality possible to many more elderly and their families in order to realize a rich aging society which we can be proud of in the world.

2. Overview of subsidiary to be acquired (Watami no Kaigo)

(1)	Company name	Watami no Kaigo Co., Ltd.		
(2)	Location	1-1-3 Haneda, Ota-ku, Tokyo		
(3)	Name and title of representative	Mitsuhiro Yoshida, President & CEO		
(4)	Line of business	Pay nursing homes with long-term care business; residential pay nursing homes business; day service business; home-visit care (home assistance service) business; home-visit nursing care business; in-home care support business; serviced rental housing for the elderly business.		
(5)	Stated capital	JPY 95 million		
(6)	Date of establishment	November 11, 1992		
(7)	Major shareholders and shareholding ratio	Watami Co., Ltd., 100.0%		
(8)	Relationship between Sampo Japan Nipponkoa Holdings, Inc. and Watami no Kaigo Co., Ltd.	Capital relationship	Not applicable.	
		Personnel relationship	Not applicable.	
		Business transactions	Not applicable.	
(9)	Consolidated operating results and consolidated financial position of Watami no Kaigo Co., Ltd. for the past three years			
	Accounting period	Fiscal year ended February 2013	Fiscal year ended March 2014	Fiscal year ended March 2015
	Net assets	JPY 3,046 million	JPY 2,334 million	JPY 1,157 million
	Total assets	JPY 75,380 million	JPY 78,594 million	JPY 82,291 million
	Net assets per share	JPY 47,272	JPY 36,225	JPY 17,953
	Net sales	JPY 33,695 million	JPY 37,878 million	JPY 35,405 million
	Operating income	JPY 5,058 million	JPY 3,699 million	JPY 2,224 million
	Ordinary profit	JPY 2,879 million	JPY 1,200 million	(JPY 18 million)
	Current net income	JPY 1,582 million	JPY 706 million	(JPY 1,177 million)
	Current net income per share	JPY 24,562	JPY 10,952	(JPY 18,271)
	Dividend per share	-	-	-

* As the fiscal year-end has been changed from February to March since the fiscal year ended March 2014, the fiscal year ended March 2014 has a 13-month period.

3. Outline of company from which subsidiary is acquired

(1)	Company name	Watami Co., Ltd.	
(2)	Location	1-1-3 Haneda, Ota-ku, Tokyo	
(3)	Name and title of representative	Kuniaki Shimizu, President & CEO	
(4)	Line of business	Management of Watami Group	
(5)	Stated capital	JPY 4,410 million	
(6)	Date of establishment	May 1, 1986	
(7)	Consolidated net assets	JPY 10,007 million	
(8)	Consolidated total assets	JPY 130,904 million	
(9)	Major shareholders and shareholding ratio	Arete Ltd.	25.09%
		Watami Co., Ltd.	10.41%
		Suntory Liquors Limited	8.01%
		Asahi Breweries, Ltd.	4.26%
		Watami Employee Stock Ownership	2.31%
		Bank of Yokohama, Ltd.	1.54%
		Sompo Japan Nipponkoa Insurance Inc.	1.41%
		Meiji Yasuda Life Insurance Company	0.92%
		Mizuho Bank, Ltd.	0.91%
		Shinichi Kurosawa	0.81%
(10)	Relationship between Sompo Japan Nipponkoa Holdings, Inc. and Watami Co., Ltd.	Capital relationship	Sompo Japan Nipponkoa Insurance Inc., a subsidiary of SOMPO HOLDINGS, owns 1.41% of the total outstanding shares of Watami Co., Ltd.
		Personnel relationship	Not applicable.
		Business transactions	Watami Co., Ltd. is an owner of insurance coverage sold by Sompo Japan Nipponkoa Insurance Inc., a subsidiary of SOMPO HOLDINGS.
		Applicability of related parties	Not applicable.

4. Number of shares to be acquired, price of acquisition, and number of shares owned before and after acquisition

(1) Number of shares owned before transfer	Nil (Number of voting rights: nil) (Percentage of voting rights owned: nil)
(2) Number of shares to be acquired	64,429 shares (Number of voting rights: 64,429)
(3) Price of acquisition	JPY 21,000 million (expected)*
(4) Number of shares owned after transfer	64,429 shares (Number of voting rights: 64,429) (Percentage of voting rights owned: 100.0%)

*Price of acquisition may be adjusted according to financial condition, etc. of Watami no Kaigo.

5. Schedule

(1) Date of board of directors resolution	October 2, 2015
(2) Execution of share transfer agreement	October 2, 2015
(3) Date of transfer of shares	December 1, 2015 (planned)

6. Future outlook

The acquisition of shares will have little impact on SOMPO HOLDINGS' operating results for this period.

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