

June 7, 2024

Sompo Holdings, Inc.

RIZAP GROUP, Inc.

**Sompo Holdings and RIZAP GROUP Enter into
Capital and Business Alliance Agreement
~Toward the Realization of a Society Where
Everyone Can Experience Wellbeing~**

Sompo Holdings, Inc. (Group CEO and President: Mikio Okumura; Head office: Shinjuku-ku, Tokyo) (hereinafter, "Sompo Holdings") and RIZAP GROUP, Inc. (Representative Director, President: Takeshi Seto; Head office: Shinjuku-ku, Tokyo) (hereinafter, "RIZAP GROUP") have entered into a capital and business alliance agreement on June 7, 2024, with the aim of realizing a society where everyone can realize a feeling of wellbeing, which is a common goal of both companies. The two companies plan to hold a joint press conference on July 1, 2024 to announce the details of the capital and business alliance (attendees: Sompo Holdings: Group CEO Mikio Okumura, RIZAP GROUP: Representative Director, President Takeshi Seto).



■ Objectives and Reason for Partnership

This capital and business alliance is a business partnership between Sompo Holdings, which provides insurance products and services that contribute to security, health, and wellbeing as a group with a solid customer base and sales network cultivated through its insurance and nursing care businesses, and RIZAP GROUP, which has strengths in solutions that promote health through integrated fitness and medical coordination services. In addition to creating a business structure environment in which customers of both companies can easily access the services of the other, the long-term goal is to utilize each company's data to provide new products and services that leverage our respective strengths, thereby extending healthy lifespans, creating a society in which aging is viewed positively, and expanding the business of both companies.

■ Diagram Illustrating the Goal of “A Society Where Everyone Can Experience Wellbeing” That Both Companies Are Aiming For



■ Details of the Capital and Business Alliance

(1) Details of the Capital Alliance

RIZAP GROUP will issue 29,069,767 units of new common stock (4.87% of the total number of shares issued) to Sampo Holdings by way of third-party allotment. In addition, the RIZAP GROUP subsidiary RIZAP, Inc. (“RIZAP”) will, in exchange for 20 billion yen, also issue new common stock to Sampo Holdings by way of third-party. Sampo Holdings’ investment ratio in RIZAP will be 23%.

(2) Details of the Business Alliance

Sampo Holdings and RIZAP GROUP will form the following business alliance to achieve the objectives of the Capital and Business Alliance.

- (i) Implementation of various measures to expand RIZAP GROUP’s company products and services, including introduction of chocoZAP to the domestic customer base (approximately 25 million people) of Sampo Holdings and its group companies (Sampo Group).
- (ii) Implementation of various measures to promote the products and services of Sampo Group to the RIZAP GROUP’s customer base (approximately 1.2 million chocoZAP members), including the introduction of Sampo Group companies’ services to chocoZAP users

- (iii) Research, development, and provision of new services and products tailored to customer needs and health conditions by combining the Sampo Group's customer base and data base from its P&C insurance, life insurance, and nursing care businesses with RIZAP GROUP's life log data and instructional know-how, in compliance with laws, regulations, and guidelines, and subject to customer consent.
- (iv) Promotion of collaboration, including the use of RIZAP's business in Sampo's nursing care business and healthcare field, etc.

■ Going Forward

Through this capital and business alliance, Sampo Holdings and RIZAP GROUP will promote collaboration in many fields with the aim of realizing a society where everyone can lead safe and healthy lives, both physically and mentally.

In addition, by leveraging the data, assets, and know-how of both companies and by researching, developing, and providing services and products tailored to the needs of each customer's environment and life stage, the two companies will support their customers throughout their lives, aiming to realize a society where everyone can experience wellbeing.

For details regarding this capital and business alliance and the issuance of new shares through third-party allotment, please refer to the following:

■ Notice of Capital and Business Alliance with Sampo Holdings, Inc. and Issuance of New Shares through Third-Party Allotment (in Japanese)

<https://ssl4.eir-parts.net/doc/2928/tdnet/2458288/00.pdf>

■ Growth Scenario through the Capital and Business Alliance pdf (in Japanese)

https://ssl4.eir-parts.net/doc/2928/ir_material5/231053/00.pdf

■ Company Overview

Company name : Sompo Holdings, Inc.

Address : 26-1, Nishi-Shinjuku 1-chome, Shinjuku-ku, Tokyo 160-8338, Japan

Representative : Mikio Okumura, Group CEO and President

Major businesses:

SOMPO is engaged in various wellbeing businesses centered on its Domestic P&C Insurance Business with a history of around 130 years, as well as in its Overseas Insurance and Reinsurance Business, Domestic Life Insurance Business, and Nursing Care Business. Based on SOMPO's Purpose, "For a future full of health, wellbeing, and financial protection," SOMPO aims to solve social issues in Japan through its business activities to realize a society in which all people can enjoy their lives in health and abundance.

URL : <https://www.sompo-hd.com/en/> Securities code : 8630

Company name : RIZAP GROUP, Inc.

Established : April 10, 2003

(Company name changed from Kenkou Corporation, Inc. on July 1, 2016)

Address : Sumitomo Fudosan Shinjuku Grand Tower 36F, 8-17-1 Nishi-Shinjuku,
Shinjuku-ku, Tokyo 160-0023, Japan

Representative : Takeshi Seto, Representative Director, President

Major businesses:

RIZAP GROUP plans and executes the Group's medium- and long-term management strategies, supports business strategy implementation by group companies and manages their business activities. It also operates businesses such as RIZAP personal training gyms and chocoZAP convenience gyms through its consolidated subsidiary, RIZAP, Inc. Launched in July 2022, chocoZAP has rolled out services not only in exercise but also in various other fields such as beauty, lifestyle, and entertainment. It currently has over 1,500*1 gyms nationwide with more than 1.2 million*1 members, making it Japan's No. 1 fitness gym in number of members*2.

By utilizing the management resources of the entire group centered on RIZAP and chocoZAP and working to address social issues such as the optimization of healthcare costs and regional development, it aims to realize a society in which everyone can lead healthy and radiant lives.

URL : <https://www.rizapgroup.com> Securities code : 2928

*1 As of May 15, 2024

*2 As of August 15, 2023, according to research by RIZAP, Inc.