

May 20, 2022

Company Name : Sompo Holdings, Inc.
Representative : Kengo Sakurada, Group CEO
Chairman and Representative
Executive Officer
(Stock Code: 8630, Prime Market of Tokyo Stock Exchange, Inc.)
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Notice Concerning Partial Amendment to the Articles of Incorporation

The Board of Directors of Sompo Holdings, Inc. (the “Company”) met on May 20, 2022, and passed a resolution to propose partial amendment to the Articles of Incorporation to the 12th General Meeting of Shareholders scheduled to be held on June 27, 2022.

1. Reasons for Amendment

- (1) As a result of the partial amendment to the Insurance Business Act, the scope of business of an insurance holding company, which was limited to management and administration of subsidiaries and incidental operations, has been revised. This amendment to the Articles of Incorporation is to partially change the provisions concerning the business purpose of the Company, in line with the aforementioned amendment to the Insurance Business Act.
- (2) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of documents for general shareholders meeting, the Articles of Incorporation of the Company shall be amended as follows.
 - 1) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for general shareholders meeting shall be provided electronically.
 - 2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
 - 3) The provisions related to the Internet disclosure and deemed provision of the reference documents for general shareholders meeting (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
 - 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Particulars of Amendment to the Articles of Incorporation

See the [Appendix](#).

3. Schedule

Date of General Meeting of Shareholders for amending the Articles of Incorporation

June 27, 2022 (Scheduled)

Effective Date of Amendment to Articles of Incorporation

June 27, 2022 (Scheduled)

(End)

Appendix (Particulars of Amendment to the Articles of Incorporation)

(Underlined sections represent amendments)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter I General Provisions</p> <p>Article 2 The purpose of the Company shall be to engage in the following business activities:</p> <p>(1) Management of P&C insurance companies, life insurance companies, and other companies controlled as subsidiaries pursuant to the Insurance Business Law; and</p> <p>(2) Any other businesses that are incidental to the business provided for in the preceding subparagraph.</p> <p style="text-align: center;"><Newly established></p>	<p>Chapter I General Provisions</p> <p>Article 2 The purpose of the Company shall be to engage in the following business activities:</p> <p>(1) Management of P&C insurance companies, life insurance companies, and other companies controlled as subsidiaries pursuant to the Insurance Business Law;</p> <p>(2) Any other businesses that are incidental to the business provided for in the preceding subparagraph; <u>and</u></p> <p>(3) <u>Business which an insurance holding company can operate as stipulated in the provisions in the Insurance Business Act other than the business provided for in subparagraph (2).</u></p>
<p><u>(Presentations of Reference Documents for General Shareholders Meeting Deemed to Have Been Provided by Disclosure on the Internet)</u></p> <p><u>Article 16 When convening a shareholders meeting, the Company may employ the method of using the Internet in the manner prescribed by the Ordinance of the Ministry of Justice to disclose the information in connection with the matters that are to be stated in the reference documents for general shareholders meeting, business reports, financial statements and consolidated financial statements. In this event, the Company shall deem the information to have been provided to shareholders.</u></p> <p style="text-align: center;"><Newly established></p>	<p style="text-align: center;"><Deleted></p> <p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 16 The Company shall, when convening a general shareholders meeting, provide information contained in the reference documents for general shareholders meeting electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
	Supplementary provisions
<Newly established>	<p data-bbox="810 250 1315 349"><u>(Transitional Measures for Electronic Provision, Etc. of Reference Documents for General Shareholders Meeting)</u></p> <p data-bbox="810 383 1353 651"><u>Article 2 The amended Article 16 of the current Articles of Incorporation shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) which is September 1, 2022 (the “Effective Date”).</u></p> <p data-bbox="810 660 1347 965"><u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 (Presentations of Reference Documents for General Shareholders Meeting Deemed to Have Been Provided by Disclosure on the Internet) of the current Articles of Incorporation shall remain in force with respect to a general shareholders meeting to be held on a date within six months from the Effective Date.</u></p> <p data-bbox="810 974 1347 1137"><u>3. These articles shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general shareholders meeting set forth in the preceding paragraph, whichever is later.</u></p>

(End)