



Capital Policies and ERM

By ensuring financial soundness and improving capital efficiency through the optimal allocation of capital, we aim for sustainable enhancement of corporate value and further improvement of shareholder returns.

Toshiaki Sumino
Managing Executive Officer
Corporate Planning Unit

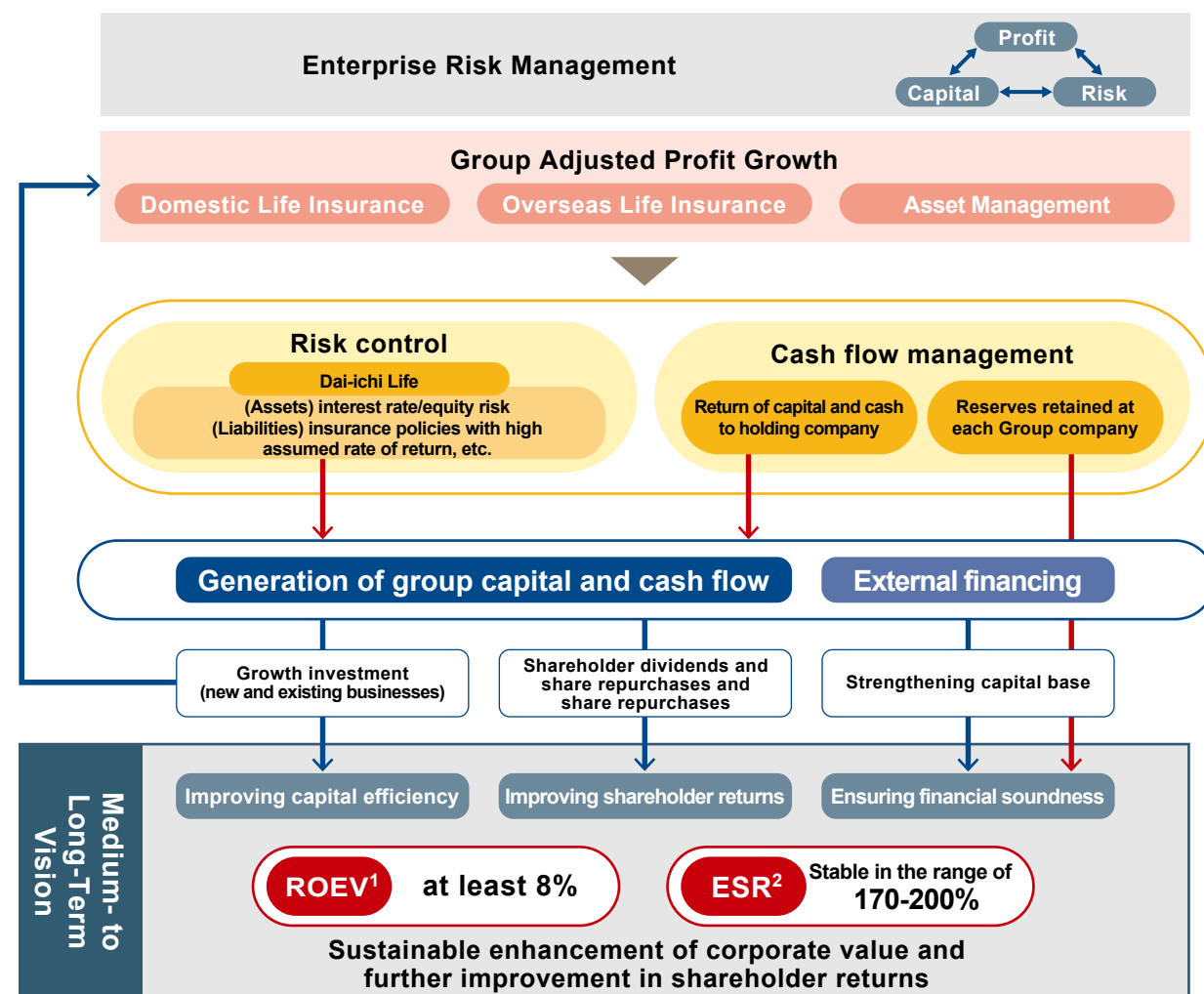
Basic Approach to Capital Policies

The Dai-ichi Life Group bases its capital policy on the enterprise risk management (ERM) framework, aiming for sustainable enhancement of corporate value and further improvement of shareholder returns.

While the Group appropriately controls risks surrounding the Group's businesses, we have Group companies return their

profits to the Company, and/or retain them as internal reserves in accordance with their respective growth stage, and we also use external fund procurement as necessary. By carrying out balanced capital allocation between investments for the growth of the Group and the strengthening of the capital base, we ensure financial soundness and increase the Group's profit through enhanced capital efficiency.

Our Capital Policies and Medium- to Long-Term Vision



1. Return on EV (Embedded Value), indicating growth of corporate value

2. Economic Solvency Margin Ratio, indicating level of capital adequacy based on market value approach for assets and liabilities

Ensuring Growth Investment and Financial Soundness

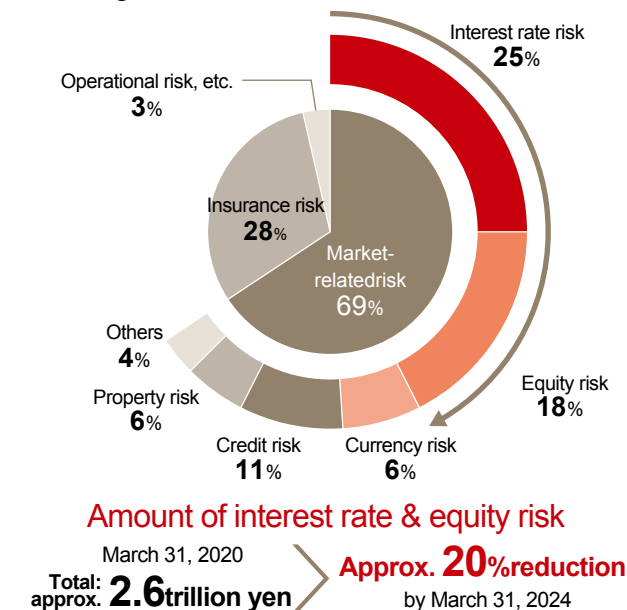
In terms of growth investment, we strengthened the competitiveness of our existing businesses as well as expanded and diversified our business portfolio by investing in, with capital efficiency in mind, superior targets such as Great West acquired through Protective. In terms of financial soundness, as a result of steadily strengthening our capital base through an increase in internal reserves from profits and issuance of perpetual subordinated debt, economic solvency ratio (ESR) at the end of fiscal 2019 improved to 195% (according to the new standard criteria; 178% by the previous standard), holding within the 170-200% range that the Group is targeting over the medium- to long-term.

Risk Control Initiatives

While insurance risk makes up 28% of the Group's 3.7 trillion yen of integrated risk, market-related risk (mainly interest and equity risk) makes up 69%, which creates a financial structure that is sensitive to financial market fluctuations. As the financial market is expected to remain uncertain going forward, we will continue to reduce sensitivity to market-related risks to stably maintain an ESR within 170-200%.

Specifically, with regard to interest rate and equity risk, which constitute the majority of our market-related risk, we are aiming to reduce it by approximately 20% by March 31, 2024 compared to the March 31, 2020 level. For interest rate risk reduction, we are continuing to consider purchasing ultra-long bonds to lengthen the duration of the asset side and using reinsurance, and the like, while with regard to equity risk, we will bolster efforts to systematically reduce equity holdings.

Reducing market-related risk



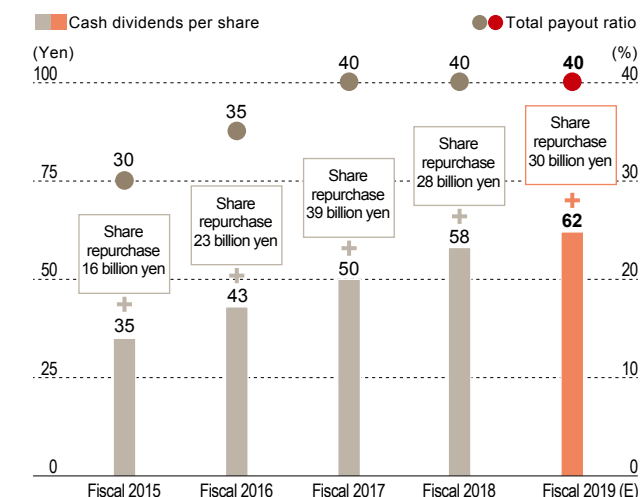
Aiming for Attractive Shareholder Return

Under the current medium-term management plan, the Dai-ichi Life Group has a basic policy of providing shareholder returns that matches profit growth with a target total payout ratio³ of 40% of Group adjusted profit through stable shareholder dividends and share repurchases.

In line with initial forecast for fiscal 2019, shareholder dividends increased to 62 yen per share, an increase of 4 yen from the previous fiscal year. Additionally, through share repurchases (up to 30.0 billion yen announced on August 12, 2020), we expect to maintain a total payout ratio of 40%.

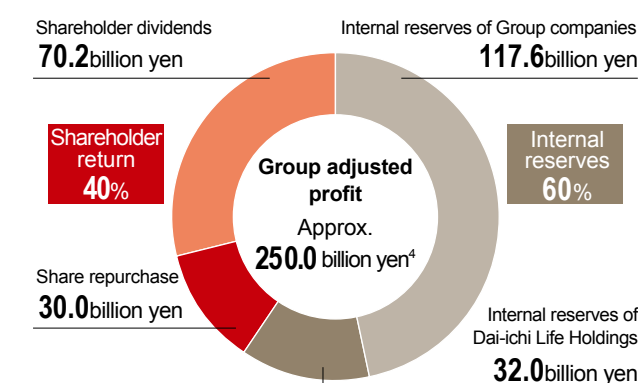
Going forward, we aim to further improve shareholder returns as we get the business base in Japan and overseas, which we have been expanding and diversifying up until now, onto a growth trajectory, thereby strengthening the sustainable growth of Group profit and the ability to generate capital and cash.

Shareholder Return History



3. Total payout ratio = (total dividends to shareholders + total amount of the Company's share repurchase) / Group adjusted profit (consolidated adjusted net income up to Fiscal 2015)

Cash Flow of the Dai-ichi Life Group (Fiscal 2019)



4. Actual profit level for fiscal 2019 for shareholder return calculation, excluding extraordinary unrealized gains on derivative transactions at Dai-ichi Life



Risk Management / Compliance

We engage in forward-looking risk management that is integrated with management strategies to improve financial soundness and enhance corporate value.

Ichiro Okamoto
Managing Executive Officer
Risk Management Unit, Legal and Compliance Unit

Risk Management

Implementation of ERM and Risk Management

The Dai-ichi Life Group practices enterprise risk management (ERM), which is an approach to improve financial soundness and enhance corporate value simultaneously. As part of these efforts, we believe that the role of the Risk Management Department is to comprehensively grasp not only current risks but future ones as well, while avoiding and suppressing losses by reinforcing responses to those risks. The Department also promotes initiatives to appropriately and proactively accept risks as the source of profit and capital.

Specifically, we aim to maintain financial soundness by maintaining the risk amount within the amount of capital as we boost corporate value by improving returns against risk, which is achieved by efficiently allocating capital based on more accurate risk-related information.

Risk Management Integrated with Management Strategies

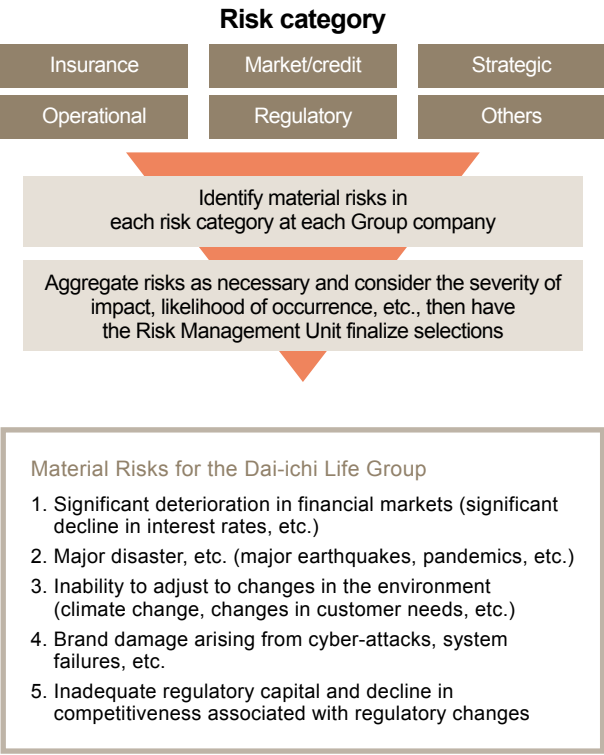
The Dai-ichi Life Group promotes the development and upgrading of a risk management framework that is integrated with management strategies in close collaboration with Group companies so as to facilitate the appropriate identification and control of Group-wide risks. For example, in important projects with a material impact on the Group, such as M&A or development of new products, we cooperate with the department that is responsible for the project and take a risk management approach from the planning stage. We manage risks in parallel with the consideration and progress of the project.

Furthermore, in the rapidly changing environment surrounding the insurance business and ever higher customer expectations and intensified social demands, we strive for forward-looking, proactive awareness and risk control to facilitate an appropriate response to the changes in the business environment and intensified social demands based on the recognition that failure to respond will result in damage to the Group's corporate value.

Identifying Material Risks

The Dai-ichi Life Group engages in appropriate risk management that begins from early signs of risks by identifying foreseeable risks that could have a major impact on our business and formulating business plans that take those risks into account. Additionally, with the enactment of the 2016 Paris Agreement, there has been a rising recognition of environmental problems, and climate change in particular, as issues that must be addressed by international society as a whole. As a group that conduct life insurance and asset management businesses globally, the Dai-ichi Life Group sees our response to climate change as an essential management issue that can have a major impact on the lives and health of customers, corporate activities, the possibility of sustaining society, and so on. In fiscal 2019, we identified risk related to climate change as a material risk and are strengthening risk management accordingly.

Process for Identifying Material Risks



Promoting Risk Management Based on Economic Value

At Dai-ichi Life Group, we control financial soundness by integrating the various risks on economic value, accounting, and regulatory bases respectively, and comparing the amount of risk with our amount of capital. In internal risk control, we put high emphasis on the economic-value basis approach to exercise ERM, while sufficiently considering future risks.

For example, every year, we are enhancing our measurement models for calculation of capital and risk amounts on an economic value basis, in light of the Insurance Capital Standard (ICS), scheduled for adoption in 2025, and the discussions for economic valued-based regulation in Japan. Furthermore, we have also incorporated an economic-value basis approach in the Dai-ichi Life Group's allocation of capital and product design as we pursue management that is consistent with risk measurement principles.

At the same time, when we identify and assess risk phenomena that cannot be entirely quantified with our models, we use past events, such as financial market turmoil and large-scale disasters, as well future scenario analysis to estimate worst cases, and then carry out stress tests. We report results of stress tests along with an analysis of the impact on financial soundness to the Board of Directors, and consider strengthening our monitoring, management, and financial responses.

Risk Management during the COVID-19 pandemic

The Dai-ichi Life Group is exposed to risks such as unpredictable insurance claims in the event of widespread infectious diseases like COVID-19 and new strains of influenza. Consequently, we have identified such pandemic-related risks as material risks.

Moreover, given the current global spread of COVID-19, we carried out stress tests as part of risk management from a forward-looking perspective. The tests were based on a pandemic scenario where there was major stress on each Group company's insurance revenue and expenditures as well as financial markets. We referred to the various conditions of COVID-19 infections in countries around the world, and with assumptions such as 10% of the Japan's population contracting the disease and a case fatality rate (no. of deaths ÷ no. of infections) above 10%, test results confirmed an absence of danger to overall Group financial soundness.

However, paying attention to the spread of COVID-19 we will update the test scenarios as necessary.

Compliance

Promotion of Compliance

Although there are variations in the regulatory frameworks of the countries where the Dai-ichi Life Group does business, as globalization has advanced, anti-money laundering, anti-bribery, and anti-corruption regulations have become applicable regardless of the location. Likewise, social demands for safeguarding personal and customer information have increased and regulations have spread to many countries. As we expand our business inside and outside of Japan, it has become more important to ensure the appropriateness of legal compliance supporting and enhancing sound operations and corporate value.

In this environment, the Dai-ichi Life Group adheres to laws, regulations, and the Articles of Incorporation, while following social norms, and market rules. At the same time, we work to identify potential conduct risks.*

In various countries, changes in society—such as new lifestyles—are accelerating and it is expected that there will be changes how business is conducted is conducted. In the insurance business as well, contactless and remote interaction is garnering attention and we are working on strengthening our capabilities to ensure adequate consulting for customers, checking customer identities and managing customer information. To maintain our fine-tuned responses to customer expectations and social demands, we will continue pursuing forward-looking risk-based compliance.

Promotion framework for Compliance

The Legal and Compliance Unit identifies material risks related to compliance, and monitors and guides Group companies. Important matters related to compliance are reported to the Board of Directors, the president, the Executive Management Board, and the Audit & Supervisory Committee following deliberation at the Group Compliance Committee. Additionally, we established a Group Initiative Task Force (GITF) that facilitates discussions among compliance officers of each Group company. By considering solutions to various issues and sharing information on initiatives, we are endeavoring to strengthen our stance toward compliance.

Furthermore, we have established a desk for whistleblowing at an outside law firm that is independent from management, through which officers and employees of Group companies can directly report and consult on compliance. And systems are in place for reporting to the Board of Directors, the president, the Executive Management Board, and the Audit & Supervisory Committee depending on the severity of such matters. In August 2019, Dai-ichi Life Holdings' whistleblowing system was registered under the Consumer Affairs Agency's Whistleblowing Compliance Management System (a registration system based on self-declaration of conformity). This certification indicates the appropriate establishment and implementation of an internal whistleblowing system that helps ensure trust from customers and society, and contributes to elevating the Company's brand.



Human Resource Strategies

To overcome environmental changes, we revised the Company's human resources system, which seeks to further develop the diverse talents and characters of our employees, while also enhancing our strength in human resources.

Masamitsu Nambu
Senior Managing Executive Officer
Human Resources Unit

Background of the Human Resource System Revision

Seizing the opportunity from our transition to a publicly listed company, the Dai-ichi Life Group has used the past 10 years to rapidly grow our business fields, by accelerating global expansion and building a domestic business framework around three life insurance companies. In a quickly and dramatically changing business environment, with diversifying customer values and market characteristics, raising the competitiveness of the Group's human capital—our greatest asset—is indispensable for remaining the preferred choice by customers and society. Consequently, we undertook a full-fledged revision of our human resources system and put it into play in July 2020 as a framework for encouraging personal transformation, and supporting the performance and growth of each and every employee.

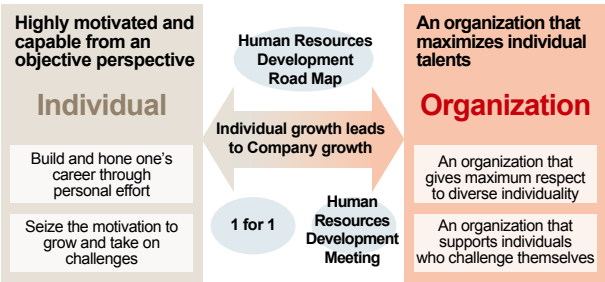
The Aim of the Human Resource System Revision

To continue meeting the expectations of our diverse customers, we believe that it is important for the Group's human resources to have diverse values and individualities and that they are able to exercise them to the greatest extent possible. Our goal is to fully leverage individuality while fostering growth for employees.

We are committed to enabling diverse individuals to grow and maximize their expertise as we build an organization that leverages those unique abilities.

Our Ideal Human Resources Development

- Going from homogenous human resources development to human resources development that makes use of individual strengths
- Improving organizational strength by fully leveraging individual strengths



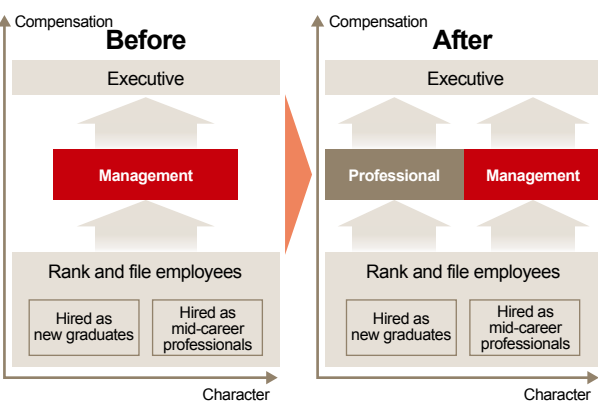
Highlights of the Revised Human Resource System

Under the new system, we established multiple work grades (in place of the previous single-grade system) to sufficiently compensate employees with exemplary knowledge and experience. In addition to the career planning we have emphasized to date which focused on attaining management positions, we have added paths for career development that will let employees hone their skills in a specialized area and be active players on a wider stage. The ideal we are targeting is a work force of managers and professionals in a specialized field who engage in mutually beneficial competition that boosts the level of human capital for both sides.

Furthermore, we created a Human Resources Development Road Map that helps outline and guide the process. To elevate the value of our human capital by socially relevant criteria, we redefined and more clearly specified our ideal vision for our human resources. Through dialogue between superiors and subordinates, we would like to inspire each and every employee to challenge themselves in a way that raises their value as human capital.

With this revision to the human resources system, we will strive for a Dai-ichi Life Group where employees have individuality and achieve robust growth.

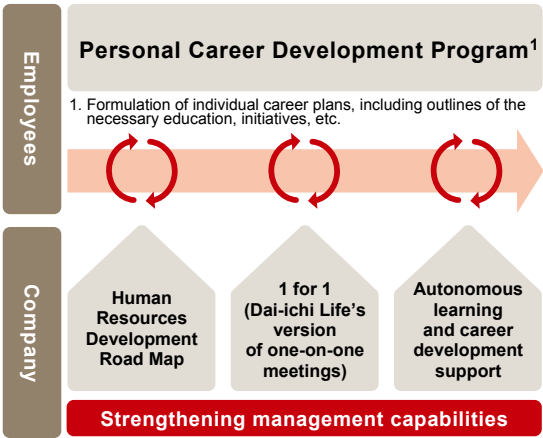
Work grades that acknowledge the specialized knowledge and experience of employees



Human Resource Development Reform

With the new human resources system launched in July 2020, our objective is a reform in human resource development. We are proceeding to build an environment and organization that allows every employee to reach new levels of autonomous and fast-paced growth and imagine diverse types of careers. Specifically, we introduced a Human Resources Development Road Map that visually depicts required skills and specialties, in addition to "1 for 1," which is Dai-ichi Life's version of one-on-one meetings. By strengthening support for career development and autonomous learning, we will continue encouraging the growth of every employee.

Personal Career Development Program



Respect for Human Rights

In April 2020, we adopted the Human Rights Policy of Dai-ichi Life Group, which promotes initiatives that respect human rights across all of our business activities, including in our supply chain. To have all officers and employees correctly understand and deepen their awareness of human rights issues, and reflect that understanding in their daily activities, we are carrying out various types of training related to human rights based on the belief that it is important to repeatedly carry out human rights education initiatives.

Improving Employee Satisfaction

We conduct an employee satisfaction survey to identify issues in our organization and workplace to help us create a more work-friendly environment for employees by proposing and implementing solutions to the raised issues.

	FY 2018	FY 2019	Difference
Comprehensive indicator ²	3.62	3.62	±0

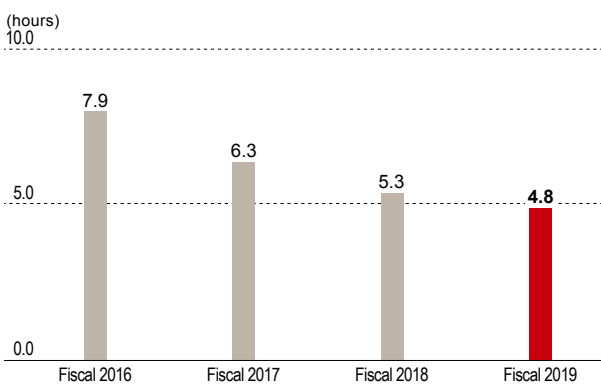
2. Average value, based on a 5-point scale. Combined score for Dai-ichi Life Holdings and the three life insurance companies in Japan (Dai-ichi Life Insurance, Dai-ichi Frontier Life, Neo First Life)

Promoting Work-style Reform

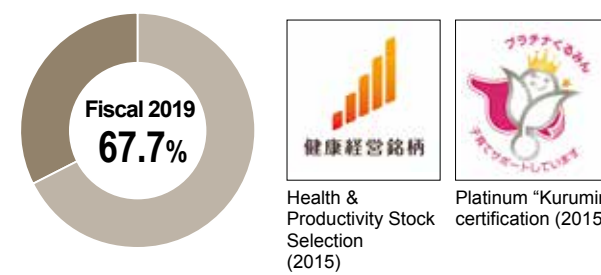
For the Dai-ichi Life Group, work-style reform is not only positioned as an initiative for reducing work volume and the number of work hours, but also as reform for shifting toward higher value-added work. To achieve this objective, we established a special committee in fiscal 2017 and shift human resources to growth areas by radically enhancing the efficiency of work by utilizing ICT solutions such as AI and robotics. At the same time, we are working to prioritize tasks from a customer-centric perspective, review work processes, and reassess products and services. In addition, in fiscal 2019, we switched to PCs that enable working from outside the office, established satellite work spaces, to create an environment conducive to telecommuting as part of efforts to improve ease of work and job satisfaction.

Going forward, we will continue to use telecommuting and the flextime system to allow employees to freely choose where and when they work, aiming for workplace environments with more flexible workstyles. At the same time, we are promoting initiatives that translate these efforts to higher productivity and added value for the organization and for individuals.

Average monthly overtime hours³



Average use of annual paid leave⁴



Use of childcare leave by male employees⁵

	Fiscal 2018	Fiscal 2019	Difference
Rate of use	75.6%	79.8%	+4.2%pt

3. Total for Dai-ichi Life Holdings and Dai-ichi Life Insurance (administrative personnel)
4. Total for Dai-ichi Life Holdings and Dai-ichi Life Insurance
5. Total for Dai-ichi Life Holdings and Dai-ichi Life Insurance (including those subject to "career rotation")



Diversity and Inclusion

By respecting each other, learning from each other, and growing together, we will innovate and create new value through the efforts of 70,000 employees.

Sumie Watanabe
Executive Officer
Human Resources Unit

The Dai-ichi Life Group must have human resources and an organization with plenty of diversity to anticipate diversifying customer values and needs as well as various local challenges in order to deliver products and services that truly delight customers and contribute to local communities. In this sense, the Group promotes diversity and inclusion to improve job satisfaction of each employee. Thus, implementing systems and work-style reforms that enable diverse work styles to be integrated with corporate culture and working environment to allow every single employee to leverage his/her uniqueness with good health and vitality.

Every employee will benefit from work-style reform,

human capital development, and promotion of diversity and Inclusion, making them a part of their daily work, and mutual respect. A single step of progress of an individual employee could be relatively small, but the steps forward of 70,000 employees can create an impact that leads to innovation and new value creation.

Respecting each other, learning from each other, growing together—We will aim to be a global insurance group that continues to be chosen in Japan and globally while growing into a corporate group with value-creating synergies and where diverse individualities shine.

Reform and New Value Creation with Diversity & Inclusion of Human Resources as the Driving Force behind Sustainable Growth

Each company in the Dai-ichi Life Group shares the philosophy of “respecting each other, learning from each other, and growing together,” and works to increase value-creating synergies by sharing and mutually using their expertise.



Greater individuality,
organizational productivity,
competitiveness

Achieve management
objectives

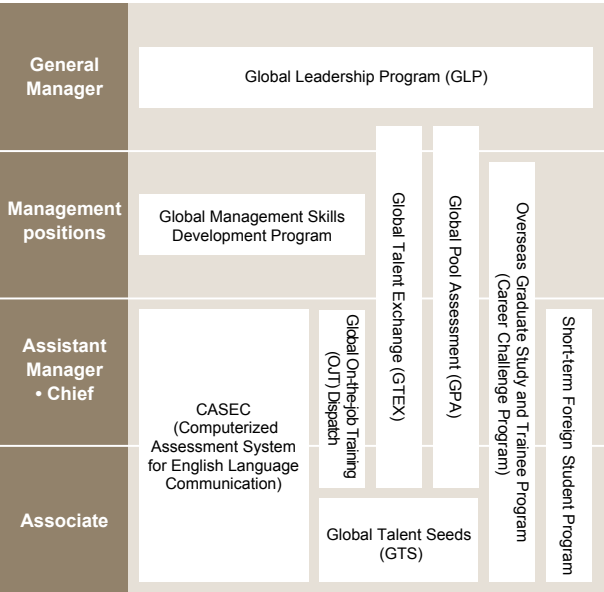
Achieve sustainable
growth

Global Diversity

The Group is strengthening various initiatives such as, capacity development through the Global Human Capital Development Programs and the hiring of foreign students to secure and develop highly competitive human capital from a global perspective. In addition, we regularly hold conferences and training where overseas Group companies come together to engage in level- and function-specific networking and share best practices to create Group-wide synergies.



Global Human Capital Development Programs



Promoting Understanding of LGBT

As we endeavor to be an LGBT-friendly company, we continue to hold seminars to widen the circle of LGBT ‘allies’ who understand and support LGBT individuals, in addition to training sessions that emphasize human rights awareness. Simultaneously, we are promoting the establishment of a framework, including a consultation desk, as we work to encourage employee understanding.

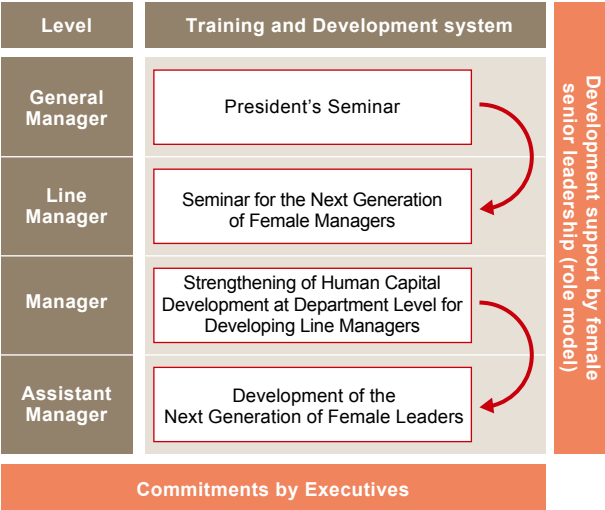


Promoting the Achievements of Female Employees

The Group promotes initiatives based on themes: “transforming awareness and culture,” “enhancing skill development,” and “promoting work-life management.” The Group makes particular effort to develop the next generation of female leaders and strives to transform the awareness of female management candidates through directly involving executives in development and providing female role models who are in senior positions. Additionally, in December 2019, we joined the 30% Club Japan. We are proactively working to foster and promote female executive officers and promote females in decision-making roles, such as general managers and line managers.

Going forward, we have established a target to increase the percentage of female employees in managerial positions to “more than 25% of all managerial positions during the term of the medium-term management plan” and to “30% by the 2020s,” and we will continue to promote development and establishment of female leaders.

Training and Development System for the Next Generation of Female Leaders



Promoting Active Participation of Employees with Disabilities

As one part of initiatives to achieve normalization of working with employees with disabilities, we established Dai-ichi Life Challenged as a special subsidiary company of Dai-ichi Life. Within this subsidiary, and also within Group companies, we are increasingly hiring and allocating work to employees with disabilities as we strive to create a workplace and culture imbued with meaningful, satisfying engagement.



Initiatives for Promoting Diversity and Inclusion
https://www.dai-ichi-life-hd.com/sustainability/important/initiatives/pdf/employee_001.pdf

Climate Change Initiatives— Response to TCFD



Issue Awareness

The awareness that environmental concerns, climate change in particular, are issues for the international community as a whole has been increasing since the Paris Agreement went into effect in 2016. The Dai-ichi Life Group, which operates life insurance and asset management businesses globally, also recognizes climate change as an important management issue that could significantly affect not only the lives and health of its customers, corporate activities, and the possibility of sustaining society, but also the management strategy and sustainability of the Group.

The Group has long been committed to environmental protection as a part of the Group's Dai-ichi Social Responsibility Charter (DSR Charter), and has been continually engaged in environmental protection activities on a daily basis. The medium-term management plan, CONNECT 2020¹, which has been in effect from fiscal 2018, sets out climate change as one of the material issues² for the Group based on its recognition of the above problems. The plan systematically promotes a number of specific initiatives that are consistent with the Group's vision of a management strategy for sustainable growth through solving social issues. The Dai-ichi Life Group will continue to strengthen its efforts to tackle climate change through its business from the next fiscal year onward, improving the sustainability of the Group and society as a whole.

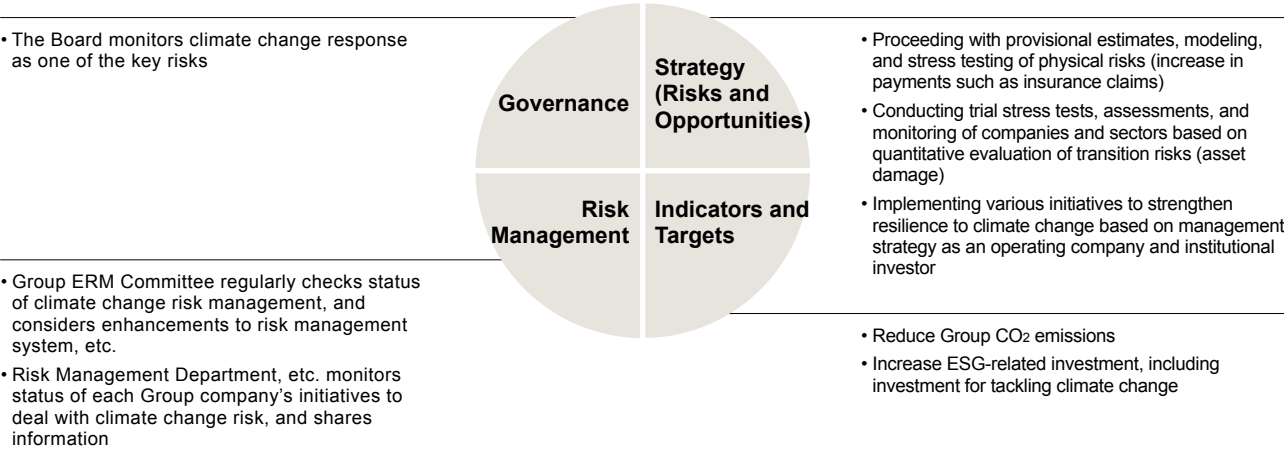
1. Determined by the Dai-ichi Life Holdings Board of Directors (March 2018)
2. See P.15 for the Group's Material Issues

Information Disclosures based on TCFD Recommendations

The Group announced its endorsement of the TCFD³ Recommendations in September 2018 to strengthen its business resilience through an assessment of the risks and opportunities posed by climate change. The endorsement also contributes to improving corporate value through sound dialogue with stakeholders by disclosing those risks and opportunities, and improves the resilience of society as a whole by encouraging efforts to tackle climate change through engagement with companies the Group invests in and lends to. Dai-ichi Life Holdings disclosed information based on TCFD³ recommendations for the first time in its 2019 Annual Report, published last year.

3. Task Force on Climate-related Financial Disclosures

Group Response to TCFD Recommendations



Stance on Governance/Risk Management

The Dai-ichi Life Group promotes enterprise risk management (ERM) with the aim of enhancing capital efficiency and corporate value, based on strategies that are in accordance with the status of profit, capital, and risk. As a part of this ERM, the Group is implementing risk management that takes appropriate measures at an early stage by specifying foreseeable risks that could have a significant impact on its business as "material risks" and formulating business plans that take these risks into account.

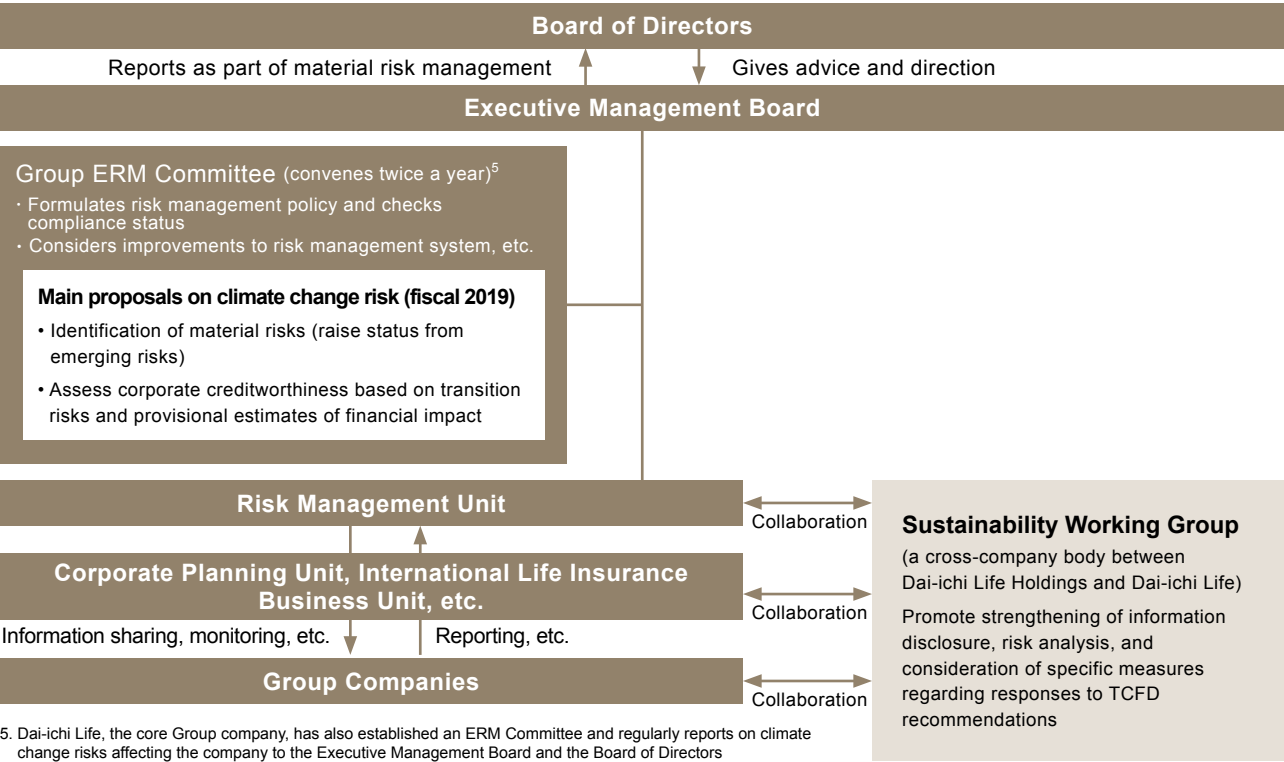
Climate-related risks have been named as one of these material risks since 2019, based on analysis and assessments carried out by the Group ERM Committee, which is composed of the officers in charge of the Risk Management Department and the Corporate Planning Department, among others. In line with this, regular reports on the status and outlook of climate-related risks, and the direction of measures to be taken, are made to the Executive Management Board and the Board of Directors. Advice and direction are received from the Board of Directors thereby strengthening the overall risk management stance⁴.

Furthermore, Group-wide efforts to tackle climate-related risks are being promoted, led by the Risk Management Unit, which examines initiatives being taken by all Group companies and provides them with information on the initiatives being taken by Dai-ichi Life, a core Group company.

In addition, the Executive Management Board and the Board of Directors lead the way in formulating business plans that take climate-related risks into account, thereby forming the stance which incorporates climate-related risks into the Group's business.

4. For more information on risk management, see https://www.dai-ichi-life-hd.com/en/about/control/in_control/administer.html

Governance/Risk Management System relating to Climate Change



5. Dai-ichi Life, the core Group company, has also established an ERM Committee and regularly reports on climate change risks affecting the company to the Executive Management Board and the Board of Directors

Strategies

(1) Climate-Related Risks and Opportunities and the Impact on Our Group’s Business

(Results of Trial Scenario Analysis at Dai-ichi Life, a core Group company)

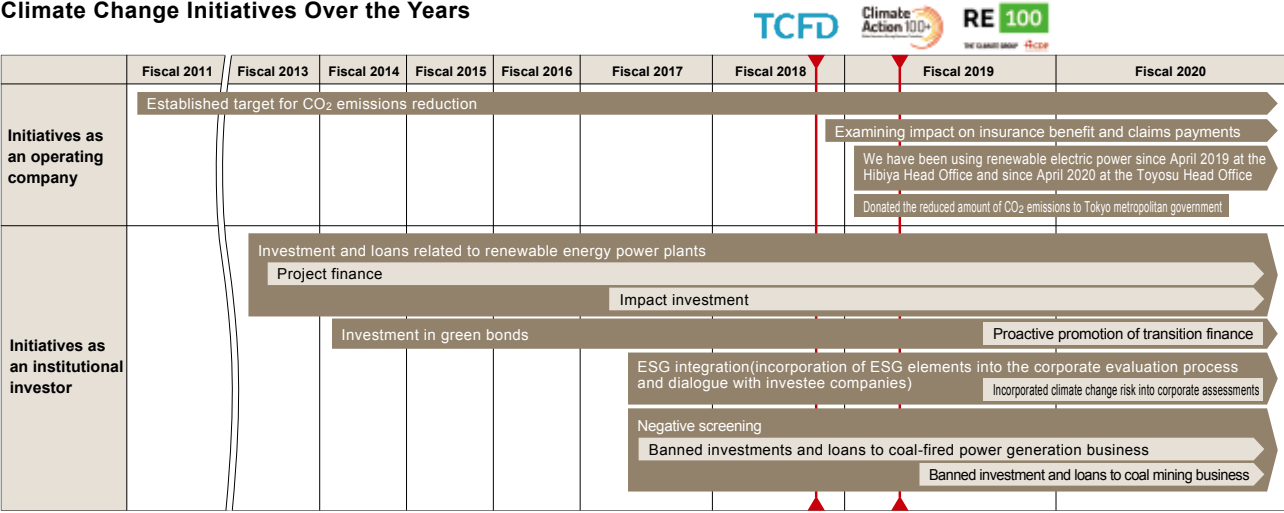
Climate-related risks	Main impacts on business	Term	Initiatives to increase resilience and control measures based on future risks
Physical risks <ul style="list-style-type: none">Risks that consist of chronic physical risks (rise in average temperatures and sea levels, etc.) and acute physical risks (increase in abnormal weather, such as typhoons and flooding, etc.) which are associated with physical changes due to climate changeImpacts could increase under the scenario of significant long-term increase in temperatures due to inadequate climate change countermeasures by each country	<ul style="list-style-type: none">Increase in insurance claims and benefits paid due to increase in heat strokes and infectious diseases associated with global warmingIncrease in insurance claims and benefits paid associated with increase in flooding due to typhoons, etc. Assumed scenario Business-as-usual	Long term	<ul style="list-style-type: none">Promote initiatives for quantifying by building a risk management model that analyzes the impact on insurance earnings and expenses from global warming due to various factors, such as the effects of heat stroke, infectious diseases, and wind and flood disasters.Start research and studies on the relationship between climate and health in countries inside and outside Japan.Investigate trends of regulators in each country and consider applying the findings in businessPromote initiatives that lead to contributions to customers and society using the knowledge from the above efforts
Transition risks <ul style="list-style-type: none">Risks that include market and technology risks (changes in consumption behavior, failure of investments in new technologies, etc.), policy and regulatory system risks (tightening of regulations on greenhouse gas emissions, etc.), and reputational risks (criticism of industry, changes in consumer choices, etc.), which are associated with the transition to a low carbon societyImpacts could increase under the scenario of reductions in long-term increase in temperatures due to adequate climate change countermeasures, such as the development of new technologies and utilization of carbon recovery and storage technology	<ul style="list-style-type: none">Decrease in corporate value of companies with inadequate responses to environmental change, including the introduction of carbon taxes, damage to assets due to market and social environment changes, development of new technologies, response to changes in consumer behavior, etc. Assumed scenario 2°C scenario	Short- to Medium-term	<ul style="list-style-type: none">Incorporate transition risks, such as carbon tax and stranded assets, into the evaluation standards for the companies to invest in and loan to.Conduct trial stress tests referring to various documentation and disclosed information from national and international regulators

Climate-related opportunities	Main impacts on business	Term	Initiatives that increase resilience to capture future opportunities
<ul style="list-style-type: none">Corporate revenue opportunities associated with climate change, such as an expansion of the market contributing to solving climate change problems	<ul style="list-style-type: none">Increase in investment and loan opportunities, such as renewable energy business, that contribute to solving climate change issuesReduction in operating costs due to the introduction of infrastructure with high resource efficiency	Short- to Long-term	<ul style="list-style-type: none">Actively promote “transition finance” to support loans and investment, and decarbonization, in assets that contribute to solving climate change issuesSupport corporate initiatives and behavioral changes that solve social issues through dialogue with companies the Group invests inLook for opportunities to provide products and services related to good health and disease prevention in anticipation of climate change, etc.

(2) Specific Initiatives

As an operating company and an institutional investor, Dai-ichi Life is boosting the resilience of its business against climate change as well as promoting the resilience of society as a whole, including the financial markets.

Climate Change Initiatives Over the Years



Major initiatives as an Operating Company (Fiscal 2019)

Dai-ichi Life will strengthen resilience in the life insurance business through measures such as examining the impact of climate change on the life insurance business. Dai-ichi Life will also contribute to solving problems related to climate change through initiatives to reduce CO₂ emissions, etc.

Impact Study on the Life Insurance Business	<ul style="list-style-type: none">Carried out provisional estimates based on research institution papers about the impact on insurance claims paid due to increases in heat strokes and infectious diseases associated with global warmingStarted initiatives to quantify the financial impact using the analysis results of in-house dataStarted research and studies on the relationship between climate and health in countries, both in Japan and overseas, where Group companies operateInvestigated research content carried out by research institutions in different countries and conducted stress tests with reference to information disclosed by regulators in each country
Initiatives to Reduce CO₂ Emissions	<ul style="list-style-type: none">Established a CO₂ emission reduction target in 2011. Promoting reductions in energy consumption associated with business site activities through introduction of energy-saving equipment, etc. to achieve targetIntroduced renewable energy (switched all electricity for the Hibiya Head Office building in Tokyo in April 2019, and the Toyosu Head Office building in April 2020, to renewable energy derived from hydro-electricity with an expected annual reduction in CO₂ emissions of approximately 5,700t)Donated a total 63,602t credit for excess CO₂ emission reductions to Tokyo Metropolitan Government under the Cap-and-Trade Program to help with Tokyo Metropolitan Government efforts aiming for a Zero Emission Tokyo, a sustainable city with no CO₂ emissions

Major initiatives as an Institutional Investor (Fiscal 2019)

Dai-ichi Life focusses on solving climate change issues through responsible investment activities (ESG investment and stewardship activities) and aims to strengthen the resilience of its portfolio over the medium- to long-term by improving its analysis of climate-related risks to reduce such risks and obtain opportunities for profit.

ESG Integration	<ul style="list-style-type: none">Introduced climate change factors into corporate evaluation processes to increase resilience of assets we own against climate changePromoted disclosure of information based on TCFD Recommendations and approval of TCFD through dialogue with companies the Group invests in, and actively participates in collaborations such as Climate Action100+Dai-ichi Life has a policy of not investing in, or loaning to, coal-fired power generation business, or coal mining business, given the risk that the asset value of companies invested in will decline due to the transition to a low carbon society
ESG-Themed Investment	Expanded loans and investments in assets that help solve climate change problems (Invested in growth companies and venture companies to create innovations, and invested in and loaned to green bonds and renewable energy business)

Responsible Investment Report

<https://www.dai-ichi-life.co.jp/english/dsr/investment/ri-report.html>

Indicators and Targets

(1) Indicators and Targets as an Operating Company

- The Group as a whole is working to reduce CO₂ emissions by 1% year-on-year. Emissions in fiscal 2019 were approximately 138,900t (Scope 1: 10,800t and Scope 2: 128,100t), a reduction of approximately 10% year-on-year.
- Dai-ichi Life, which operates a large-scale business, has established medium- to long-term CO₂ emission reduction targets of 40% by fiscal 2030 and 70% by fiscal 2050 (both compared to fiscal 2013), and in fiscal 2019, progress toward achieving these targets was on track.

(2) Indicators and Targets as an Institutional Investor

Dai-ichi Life created and published¹ a basic ESG investment policy in April 2020 in order to commit itself to strongly encouraging ESG investment initiatives for a sustainable society so as to fulfill its fiduciary duty to its customers. The Group set out the following goals:

- Incorporate ESG into the management policy and management process of all assets (target completion by 2023)
- Increase investment and loans to solve priority social issues set out by Dai-ichi Life (by 2023, more than double the amount of cumulative investments compared to the end of fiscal 2019²)

1. https://www.dai-ichi-life.co.jp/english/news_release/2020/pdf/index_006.pdf

2. End of fiscal 2019 results: 550 billion yen

External Directors' Roundtable Discussion



Maintaining a Healthy Relationship between Members with Supervision and Execution Roles while Preparing for Future Developments

In 2016, the Dai-ichi Life Group transitioned to a holding company structure and also became a company with an Audit & Supervisory Committee. All seven of our external directors gathered to reflect on governance initiatives since then. They also examined the state of governance going forward and covered the challenges we face in further strengthening governance.

Clockwise from top left: Mr. Yasushi Shingai, Ms. Yuriko Inoue, Mr. Koichi Maeda, Dr. George Olcott, Ms. Rieko Sato, Mr. Ungyong Shu, Mr. Koichi Masuda

Topic 1: Governance after transitioning to a holding company structure

Sato When we became a company with an Audit & Supervisory Committee, at our transition to a holding company in 2016, there was considerable debate at the Board of Directors (the “Board”) and I strongly opposed the plan to become a company with an Audit & Supervisory Committee.

Initially, I thought it was better to stay as a company with a board of company auditors, where each auditor has independent authority, rather than an Audit & Supervisory Committee that functions as a group. Looking back now, however, I do not see such a great difference. Also, I think that our Audit & Supervisory Committee has evolved in these four years as we have faced various challenges and have responded with improvement efforts. It seems to me that we are functioning very well even when compared with other companies. However, in terms of what we must do, or where we must focus, as a holding company, there have been occasional suggestions from other external directors and myself as well, but I feel they are yet to become apparent or still in the process of becoming clear.

Olcott As far as what has changed since we became a company with an Audit & Supervisory Committee, to be frank, I have not noticed any significant changes. However, serving as an external director at several Japanese companies, I have noticed that the authority of a corporate auditor is limited than that of an Audit & Supervisory Committee member; while the former may have independent authority, he or she is not a director.

As a company with an Audit & Supervisory Committee, all Dai-ichi Life Holdings (the “Company”) directors are on the same plane, which creates a sense of reassurance in that Audit & Supervisory Committee members can carry out their tasks with authority. This does not imply that such a sense of reassurance was previously lacking, but rather that matters deliberated by the Audit & Supervisory Committee now have a higher degree of importance. In the five years since I was appointed, looking at the overall transition in corporate governance not only at the Company, but also at other companies in Japan, the ratio of external directors and

the level of debate have risen. At the Company, I think, the quality of the board members has also risen, and that the healthy tension supporting Board discussions has greatly increased.

Shu We switched to a holding company and at the same time became a company with an Audit & Supervisory Committee. And in these last few years we made various organizational adjustments with respect to governance, among which the largest change and evolution has been our progress in enhancing the essential elements of governance subject matters, rather than the establishment of organizational frameworks, which is where we started from. The most obvious example here is the qualitative and quantitative increase in communication between internal and external directors, with that communication being more than a formality. Our debates are becoming, or maybe already have become, more straight up.

Furthermore, thinking of the past 5 years, or the 10 years since our public listing, we have not really seen a favorable business environment. Rather, some challenging aspects have been present, meaning that it is becoming increasingly difficult to maintain a relaxed approach and live up to performance obligations as a business entity. It seems, that our governance is beginning to function with a rigorous awareness of our responsibility for results.

Inoue It has been two years since I was appointed an external director and I feel that there has been a significant change in what is expected of external directors. If I were to put it in a single sentence, initiatives set forth by external directors have been launched more intensively than before and this has become common. While I can praise the Company’s long-standing and robust information-sharing with external directors, in addition to providing training and site visits by external directors, I felt that external directors were a somewhat passive presence - although this may have been because it was soon after I was appointed. Even if individual directors brought constructive issues before the Board, it seemed that they ended as single comments, the conditions were



not so conducive for launching into debate.

In our case, we have seven external directors, each with their own field of specialization, diverse experiences, and individual characters that contribute to building a balanced group. I thought that we could come together and create synergies, and leverage our presence as a group. We have had various opportunities, such as last year sometime around February or March when we started voluntarily gathering together for discussions, initially with the intention of sharing a meal and communicating, but then, with repeated meetings, leading to discussions on specific topics that members supplemented with reference material. Since the business challenges faced by life insurance companies are quite technical, we have also invited external experts to join us for study sessions. This process has effected great leaps in the quality and quantity of communication among external directors, creating cohesive understanding and giving us a shared awareness of the Company's challenges. Furthermore, even if opinions differ among external directors, I think we have built relationships where we can debate candidly.

In this age of volatility, uncertainty, complexity and ambiguity (VUCA), the Company is under pressure to transform significantly. For such transformation to be realized, strong leadership from President Inagaki backed by solid support from us, the external directors, is expected. I trust that we external directors all agree on this point. We started

out with exchanging opinions just among external directors, but this year we have worked to enhance our communication with internal directors. Namely, we added meetings with President Inagaki, and when covering specific topics, we held discussion sessions with key executives, in addition to exchanging opinions between internal and external directors. This year being the year for formulating our next medium-term management plan, I feel that this team gives us a great environment for discussing the plan.

Shingai Including the Company, I have experience in serving as an external director at four companies. Also, when I was responsible for business execution at a manufacturing company, I brought in external directors to improve corporate governance. When I was appointed as a Dai-ichi Life Holdings external director in June of last year, I felt that the external directors had relationships that encouraged candid discussions. At the same time, however, I felt that the recommendations the external directors provided were not necessarily reaching those responsible for execution to full effect. When I conveyed this to President Inagaki, he was very proactive in setting aside time to discuss the matter. Additionally, in order to make Board discussions as fruitful as possible, explanations of proposed resolutions have been received ahead of time from directors-in-charge and general managers. Since the life insurance industry – financially and in other ways – are entirely different from other industries, receiving explanations ahead of time is an extremely helpful practice. Recently, President Inagaki has tried as much as possible to be present for these Q&A sessions, which has made the exchanges more informative for us. Getting rudimentary discussions out of the way ahead of time is extremely significant because it allows more focused discussion at Board meetings and is leading to higher quality discussions as a whole. I plan to leverage these dialogues to make future Board discussions even more meaningful. It is my hope that when discussions become too placid, I can toss a stone in the water to create some ripples that help members think, “Oh, that’s another important angle to consider.”

Overall, I think that governance is headed in a good direction right now. For example, Board materials and many other documents were previously presented in hefty volumes that made it difficult to

know, as a monitoring board, where we should focus our attention and aim our discussions. However, because several external directors, including myself, pointed this out, changes were made. In light of my experience as an external director at other companies, it seems that changes at the Company are happening more rapidly. Challenges do still exist and I am not yet satisfied. However, I can tell that both the team of external directors and the management team have a shared mindset toward changing our governance quickly.

Maeda I became an external director when we transitioned to a holding company. Regarding the Board meetings, my first impression was that they were more like an extension of the operating company Dai-ichi Life's Board meetings rather than those of the holding company. But I think that in the last four years, the Board has subsequently improved its workings considerably – the Audit & Supervisory Committee is functioning soundly and two additional external directors with different backgrounds have joined us. Also, regular surveys on the effectiveness of the Board have been conducted, which have produced many critical opinions. The management team has taken such feedback seriously and, among other issues, given thought to an ideal holding company board. Examples include increasing the opportunities for external directors to meet with the president before Board meetings to enhance discussion of the bigger picture in terms of business direction. I think that our role is to qualitatively strengthen this productive atmosphere and foundation, while building even more constructive ties with executives.

Masuda I was also appointed external director and Audit & Supervisory Committee member when the Company transitioned to a holding company. Over the 10 years prior to that, I was an external director and audit committee member at a company with committees (currently: a company with nominating committee, etc.) and as an auditor or external director at a company with a board of company auditors. Dai-ichi Life has chosen a structure of having an Audit & Supervisory Committee. This was a new hybrid structure of companies with a board of auditors and companies with a nominating committee, etc. I was

not sure what the legal authority and responsibility would be for an external director and Audit & Supervisory Committee member fulfilling the dual role of auditor and external director, and likewise was not sure how this would differ from being an audit committee member at a company with a nominating committee, etc. In my capacity as an Audit & Supervisory Committee member, the position entails auditing the execution of duties by directors, while simultaneously, in my capacity as a Board member I having responsibility for supervision and oversight of execution of duties. This means having dual authorities and responsibilities.

At a time when, initially, there was no established assessment for these companies with an Audit & Supervisory Committee, I felt that the Company was ahead of the pack in its efforts to strengthen corporate governance and was actually outpacing the other companies I was involved with. However, in my six years (up to June of last year) of working as a director at Japan Exchange Regulation, I saw that more than 1,000 companies had already become companies with an Audit & Supervisory Committee, which showed me that the governance mindset was also evolving at other companies and governance structures were becoming substantive rather than mere formalities. In contrast, there was a time when I thought that the Company was starting to slow down. But over the past two years the level of our discussions has become more substantive and now I feel that our governance structure is getting stronger.



Topic 2: The dialogue between members with supervision and execution roles

Olcott Compared to the other companies I am involved with, none have more communication among external directors, and none have more interaction between external directors and the management outside the board meetings. This roundtable discussion is actually the second meeting today bringing together the external directors. The day before yesterday, we also met for about five hours. Life insurance is an extremely complex business and has many differences from other industries in terms of how we handle accounting and draft our balance sheets, so I am very appreciative that we, as members of the Board, are dedicated to mutually informing and supporting each another. And to respond to important management issues, we need to increase such opportunities to meet and engage in more frequent dialogue with management outside the Board meetings. Fortunately, President Inagaki and other executives have a very positive attitude in this regard. I think there has been an encouraging trend toward more dialogue, which should help us clear these hurdles.

As far as other issues to mention, I personally think that, compared to other companies, we have a large number of people on our Board. Also, there is still a tendency on the Board for executive directors to speak as representatives of the units and

departments that they are in charge of, while I would prefer for them to give more broad-based input as company directors.

Sato I agree with what Dr. Olcott just said. I am also involved as an external director with companies of all governance types stipulated in the Companies Act, ranging from companies with nominating committee, etc. to companies with Audit & Supervisory Committees. So, I feel that I am well acquainted with these and that this company structure seems, in a sense, to be on the very cutting edge. Since we are auditor-like directors with voting rights, the amount of information held by Audit & Supervisory Committee members is immense. For my part, I am currently determined to share as much of that information as possible with the other external directors.

Both qualitatively and quantitatively, there have been improvements with regard to sharing information and forming a coordinated awareness among external directors, as well as in our communication with the president. At the same time, however, my personal impression is that there is still some distance between internal directors other than the president and external directors. As we proceed, I would like this team of external directors together with the president to proactively involve internal directors as well, to make our discussions even more substantive. The president has also voiced his wish for us to join executive officers and actively exchange opinions, which we have started doing by choosing various themes and gathering together to share ideas after Board meetings. Still, there have been inevitable restrictions in the number of participants and hours available, which has limited discussions to specific executive officers and limited each person's speaking time. So, we will have to be creative in our approach. However, handling various business issues provided discussion opportunities and I think it boosted motivation on both sides for greater communication between the external directors and both the internal directors and officers. Consequently, I think it would be great if we seize this trend, or sentiment, and allow ourselves to utilize such opportunities to exchange



opinions.

Shu Regardless of being an internal or external director, in order to fulfill our responsibility as a Board member, we will need to change many things and avoid thinking of matters by merely extending conventional approaches. This calls for transformational initiatives. I think resistance to changing something that in the past had yielded reasonable results, or was extremely comfortable, is what a human would typically feel. And, if an external director makes such a suggestion for change, the natural response would be an emotional reaction of disapproval, questioning the validity of a suggestion coming from an external director who was not born and bred in the life insurance industry to an industry expert with 40 years of contributing to their company.

When I was appointed external director in 2015, it seemed to me that management would tend to avoid expressing their views, and politely say, "Duly noted" while letting the matter end there. And the new mindset is not to let the matter end there – but rather to allow frank discussion and ask what is actually



happening on the frontlines of business and how we can address those challenges and hurdles as we move forward. It is a very positive improvement enabling us to have serious and candid discussions.

Topic 3: Issues discussed at recent Board of Directors meetings

Inoue Doing business with a clear awareness of the cost of capital is currently one of our important management issues. We are reviewing the fundamental position of a public company aiming to achieve ROE that exceeds cost of capital, and we are discussing how we should monitor business management.

Given the Company's relationship with the operating company Dai-ichi Life, it was not clear enough as to what, and from what perspective, the Company's Board should discuss matters. At present, however, from the perspective of achieving overall Group optimization, the Board has a shared understanding regarding the reallocation of management resources and clarification of business strategies, and the need to establish an environment for leveraging the strengths of each group company. Now, we are at the stage of deepening discussion on each individual matter.

We are now at a once in a half-century or once

in a century turning point for social structures. In the midst of such transformation, the Company must not merely extend the conventional life insurance business model, but rather must think from scratch as to what type of value to deliver to our customers going forward. Designing a future plan from a long-term perspective is also a topic being discussed including digital transformation.

Shingai I am a supporter of the shareholders model, rather than the shareholders model. Although that does not change the extreme importance of recognizing that returns must exceed capital costs in our approach to business. So, we will continue our dialogue with the Company's management to address what is needed to improve returns in relation to cost of capital.

One item to mention is a reduction in market risk. It is very important to find out how to mitigate the interest rate risk that life insurance companies face



due to the nature of their business. Likewise, mitigation of equity risk is also critical. We have to discuss these matters thoroughly. In mitigating these market risks, we first need to lower our cost of capital. Furthermore, we cannot neglect efforts to solidify our foundation for generating profits. In Japan, we are seeing total population shrink. In addition, we have had deflation for the past 25 years, though it is finally turning into disinflation. This has been a headwind not just for specifically to the life insurance industry. And now, uncertainty looms over the economy due to COVID-19. What this means is a reduction in P (price) multiplied by Q (quantity), signaling lower revenue. On the macro level, we are in a country where it is extremely difficult to grow revenue. To expand profit in this kind of business environment will require thinking beyond conventional wisdom, delivering products and services that customers truly need, and rebuilding a sales framework optimized for that objective. At the same time, a similarly critical challenge will be to ceaselessly reassess our cost structure and make it as streamlined as possible.

This task is something we must constantly pursue in management, whether we are living with COVID-19 or post-COVID-19, and before we even launch into discussion on a digital transformation. Through these efforts, we must solidify our profit-generating platform, secure investment capital for the future, allocate investments into growth areas, then

earn further returns from those investments, and enable our business to reproduce them on a larger scale. Among Japanese life insurance companies, our Group's aggressive overseas expansion is one of the pillars of such a growth strategy. In order to accelerate this, external directors and executive directors are starting discussions on what type of internal governance is needed for the Group. We must boost the level of governance if we are to develop and grow our overseas business.

As external directors, we are called upon to deliberate these topics in a fair and unbiased approach while supporting the management. Life insurance is a difficult industry to understand, but we must hold fast to these business fundamentals.

Sato As was mentioned earlier, just after we transitioned into a holding company, I do not think it was exactly clear what each of us should focus on; when questions were asked about various Board resolutions – the answers tended to be more applicable to Dai-ichi Life as an operating company. More recently, our focus has become clearer, discussing the cost of capital, governance for overseas subsidiaries, and similar topics. However, I think there is still room for improvement to have a common understanding between internal and external members regarding perspectives and KPIs we should focus on as a holding company.

Olcott As an external director for a publicly listed company, I must always keep in mind what the shareholders are expecting. This matter is applicable not only for this company alone, but I feel that there is still a lot of distance between the board of directors and shareholders of Japanese firms. When discussing company business strategies, it is necessary to consider such aspects as long-term sustainable growth. So, we need to carefully consider what is needed to create an organization that is competitive over the long-term and what resources this will require.

Unfortunately, the Company's stock, in a sense, seems to lack specific appeal as an investment because its price tends to fluctuate depending on interest rates and the stock market. Are investors buying it simply because it responds to market movements, or are they investing because there are

other factors that they expect of us? After five years of being a director, I honestly still do not have a clear answer to this. Again, it is not only applicable to this company. It is a question that relates to all Japanese companies and I think it is extremely important to deepen our dialogue with all shareholders.

Maeda I think that the time has come once again when we must return to our roots as a company and align our efforts and ideas regarding what kind of sustainable development we want as a group. As a mutual insurance company, our primary stakeholders were policyholders, but with our transition to a publicly listed company and then to a holding company structure, the importance of managing business with shareholders in mind has risen. Upon ensuring the basics such as the relationship between cost of capital and ROE, about which we have recently been having deep discussions, our next obvious step as a corporation is to achieve sustainable growth for Group businesses and to return profits to each stakeholder. To that end, we, external directors, would like to sincerely commit to thinking about issues such as risk-taking policies and the direction of risk reduction reported on and advised on last year by the Asset Liability Management Committee, which has outside experts among its members.

Masuda I agree with the opinion that we should manage with an awareness of shareholders. Vis-a-vis the stock market, the Company, as a holding company, is called upon to do business while remaining firmly aware of the cost of capital, which is the rate of return expected by shareholders. The central role of the Company's Board is supervision and oversight of whether life insurance companies and asset management and other operating companies inside and outside Japan, under the holding company umbrella, are posting results and boosting the Group's overall corporate value, while the Audit & Supervisory Committee has the role of auditing the execution of duties by directors. In auditing the duties of directors and executives, Audit & Supervisory Committee members have many sources of information, including the independent auditor, the Internal Audit Unit, and the employees of many other business units and departments

interviewed by the Audit & Supervisory Committee. At external director meetings, discussion sessions, and the like, we can engage in close communication with external directors who are not Audit & Supervisory Committee members and I feel that these forms of information sharing have enlivened deliberations and discussions, making them more effective. In the two years since I was appointed, there has been steady progress in this regard and recently I have the sense that there have been major changes.

Previously, I served as chairperson of the Audit Committee at a company with a nomination committee, etc. and I felt that it was quite difficult for external directors to have substantive discussions among themselves. So, in that sense, I can see that Dai-ichi Life Holdings' governance structure is taking shape and gaining in efficacy as a result of having responded to a number of issues. As already mentioned, I think that, going forward, we will have close communication between internal directors—including President Inagaki—and external directors, and we will also achieve an even greater level of efficacy and active discussion on the Board as we address the medium-term management plan and other important management issues. Since the number of Board members is rather large, I think that we may also need to consider creating some kind of arrangement for comparatively small group discussions of predetermined topics, because such an approach would allow for deeper, more engaging exchanges.



Topic 4: Expectations for executive officers

Shu In terms of encouraging the management team and expressing expectations for business execution, my first expectation, which I think could be defined as the bare minimum responsibility of performance, is: How can we produce returns that exceed the cost of capital in an industry where profits do not increase without effort? The answer to this, I think, will require an equal commitment across the Board, by both internal directors and external directors.

Second, as far as how to fulfill that responsibility of performance, we must strive to be “number one in the world,” even if that expression may sound a bit unrealistic. If we do not build our business with that sort of outlook and vision, I think, we will not be able to generate the necessary earnings. Currently, while the majority of companies in North America and Europe are definitely producing higher earnings than Japan, they are not fulfilling the minimum duty of exceeding the cost of capital. So, not just in terms of expanding our market on a global scale, but also in terms of our business model, it will be difficult to succeed if we do not set our sights on delivering the world’s best safety and security to the customer as the world’s number one insurance company.

Consequently, my third expectation is for us to go beyond simply outlining or drafting this optimistic huge ambition and instead to prioritize the actions to take now, which can be identified through ‘backcasting,’ to ensure we realize this ambition. As a company with a long history and an extraordinary track record of success, we have a great corporate culture of putting our heads down and earnestly taking on the tasks in front of us. However, we have not necessarily had a substantial amount of discussion on building from scratch, adopting a lofty, ambitious outlook, and reverse planning our tasks to bring us to that destination. If we clarify the pertinent steps needed to turn an ambitious road map into reality, I think that our priorities might rearrange themselves, which is a direction we should try to pursue. I know that this has the potential for being a long and challenging path. However, I feel that external directors are true partners of the

management. I would like to convey to management that we are by their side as partners committed to the process of boldly exchanging opinions to make a company that shines on the global stage.

Inoue I would like to make two points here. First, I hope that we can enhance the quality of dialogue with investors and stakeholders. Being a publicly listed company makes dialogue with shareholders undoubtedly important, and also makes us a public institution, which adds the responsibility to explain our business to policyholders and our many other stakeholders. It has been a recurring comment today, but the life insurance business is extremely complicated and is different from other typical businesses that buy and sell products. I really want to find some good ways to convey the Company’s business in a more accessible manner. I want to communicate the Company’s current status to investors and stakeholders in a way that is conducive to comparison and comprehension, which can lead to constructive dialogue.

My second point has to do with corporate culture and workplace environment. It has been said that a company’s corporate culture is in the background of its problems. For example, work-style reforms are an issue that Japanese companies need to tackle today. The Company’s initiatives to date, such as efforts for diversity and inclusion, have received praise from society, though I hope we can take them to an even higher level. In light of the spirit of the recently enacted Anti-Power Harassment Law, I hope that we can pause and make a self-assessment of whether we are sufficiently respecting personal dignity and providing an environment that allows all employees to exercise their individuality and talent. The brand message at the foundation of Dai-ichi Life’s business principles is “People First.” This represents the essential value that we have inherited and must carry forward. I hope that we can proceed with reforms suited to this new imperial era (a new emperor was enthroned in 2019) and foster a corporate culture and spirit of “People First.”

Shingai First, I would like us to grasp the future and

act today. I think this is a must for our management team. To date, Japan’s life insurance industry in particular has pursued business within demographic trends. Demographic factors actually represent a future that is already set in motion because we can see how that future will play out by looking at the number of people who are being born. As far as other factors, I think we need to discern ultra-long term megatrends and business conditions (such as digitalization and AI) and carefully consider what products, services, and business models will allow the Company to continue and grow in the distant future. Starting with an idea of that future, we can work our way backwards and determine what we must engage in today. At the same time, however, no matter how much we examine the business environment, there is no guarantee that events will play out as we expect, given VUCA. Our examination must be on-going; we must have the energy to basically reassess megatrends every year.

So, what must we focus on with our new strategies? From the outset, the life insurance business is very close to society and its issues, so one could argue that we should pause and reacquaint ourselves with the fundamentals – solving social issues and generating new social value can be translated into economic value. Japan stands out in the world as a hyper-aging society, a trend that continues to progress. Consequently, various challenges will emerge going forward and if we can create new social value that we translate into economic value, we will have made a Japanese model that could be extremely vital elsewhere in the world. Since this is a truly timely chance, I would like us to use it to full advantage.

Second, is the type of leadership needed to make this happen. I would like to call upon the management to have inclusiveness for diversity, an abundance of insight, as well as the intellectual curiosity and strength to transform - in other words, the courage to make a decision and see it through.

Third, for not only the top management team, but for the Company as a whole, I hope that we can take the time to contemplate our definition of organizational strength. To be sure, there are two types of organizational strength. One is the capacity



to aggregate diverse knowledge and conceive of superior strategies. The other is the capacity, once strategies have been so conceived, to execute them precisely. Up until 30 years ago, when the Japanese economic bubble burst, I think that domestic companies enjoyed a business model that was clear-cut and had the characteristics of a monoculture. For most companies - including the Company - the latter was their forte, but the former was not. This was the downside of monoculture. It lacked diversity. I think that it has been deficient at the Company, too. Let us find the drive and energy to seize both these forms of organizational strength. In order to do so, I think we need a culture that is more and more accepting of different kinds of people. First of all, I think that we would benefit if we made it second nature to consistently question conventional wisdom. As an external director, one of my roles is to thoroughly intuit the surrounding environment, while also being willing to speak frankly without worrying about disrupting the status-quo.

Maeda Though a slightly different topic, but I have had the chance to visit the Company’s innovation laboratory in Shibuya. I felt reassured when seeing that the Company has a cohort of multi-skilled, young employees who are branching out from conventional insurance business and devoting daily effort to tackling new challenges in the way that one might find at a business incubator. By further

combining this kind of internal development team with external, cutting-edge technology, we have the potential to generate new ideas and infuse new value into today's mature insurance market. Hopefully, this approach will be reflected in the growth strategies of our next medium-term management plan.

Olcott Looking at the composition of the Group's executive officers, my impression is that we are still a domestic-type company. Since we have devised a medium-term management plan that targets approximately half of earnings from overseas by 2025, I think that the Executive Management Board and Board of Directors need more of a global tone in their discussions. Rather than taking hints from our competitors inside Japan, we need to refer to the global expansion of overseas competitors such as Allianz and AXA when considering our own strategies.

Recently, the Company has finally started such initiatives, but if we approach discussions as a team of people who have done business within the Japanese market, our only benchmark will be the Japanese life insurance industry. To truly become a global player, I think we need to bring in the voices of others in our community, such as talents and leadership from subsidiaries in the U.S., Australia, and Vietnam, so that we build our strategies from a global perspective. Additionally, since Japan has elements that are extremely advanced, we can take these domestic best practices and deploy them overseas just as we use overseas best practices at home. These types of global synergies have not yet been fully leveraged, so I would like to communicate such a request to the management team.

Masuda I would like to make two points. First, like the organizations we see in Japan that are large and have long histories, Dai-ichi Life, with more than 100 years of traditions and a good reputation, seems to

be catching the so-called "big company disease." However, the Company directors are directors for the Dai-ichi Life group as a whole and have the authority and responsibility to manage the entire group. It would be a dire situation if we reach a state in the future where directors attend to the duties within their area of responsibility, but lack interest in the areas handled by other directors. Since directors of the Company must take into consideration matters for the entire Dai-ichi Life group, we cannot be in a situation where we focus only on optimizing particular areas without optimizing for the Group as a whole. I would like us to make progress in transforming this approach.

My second point has to do with fostering talents to handle management of units and departments that will be strategic 10 or 20 years from now. While globally competent employees, IT professionals and other specialized personnel, are needed to shoulder our core businesses (the domestic life insurance business, overseas life insurance business, and asset management business) going forward, I hope that we will also give thought to succession plans for developing those who will take over Group management. I think that this is the responsibility and duty of the current management team.

Sato I just have one thing that I would like to add. Let us strive to forget the success we have had so far, and, on top of that, act as if our historical legacy and assets do not exist. If we cannot manage that, I think we may not have a future. Assuming the absence of our past successes and legacy, what is it that our greatest stakeholders – policyholders and shareholders – expect and seek from us? We should fully understand those needs, then build and execute strategies that will allow us to meet them.

Basic Approach to Corporate Governance

The Company has developed a system of corporate governance as stipulated in the Basic Corporate Governance Policy to ensure transparent, fair, prompt and bold decision-making while balancing supervision and management, in order to respond to the entrustment of its multiple stakeholders, such as customers, shareholders, society and employees, and to

achieve sustainable growth and enhancement of corporate value over the medium- to long-term.

 **Basic Corporate Governance Policy/ Corporate Governance Report**
<https://www.dai-ichi-life-hd.com/en/about/control/governance/basic.html>

Initiatives to Strengthen Corporate Governance

The Dai-ichi Life Insurance Company, Limited

Fiscal 2010

- Listed its stock on the Tokyo Stock Exchange (First Section)

Fiscal 2011

- Introduced share remuneration-type stock options

Fiscal 2013

- Established an Advisory Board

Fiscal 2014

- Established Independence Standards for Outside Directors
- Established an Internal Control Policy for the Dai-ichi Life Group
- Commenced self-assessment of effectiveness of the Board of Directors

Fiscal 2015

- Established a Basic Corporate Governance Policy

Dai-ichi Life Holdings, Inc.

Fiscal 2016

- Transitioned to a holding company structure (October 2016)
- Transitioned to a company with an Audit & Supervisory Committee (October 2016)
- Commenced self-assessment of the effectiveness of the Audit & Supervisory Committee

Fiscal 2017

- Commenced self-assessment of the effectiveness of the Nominations Advisory Committee and Remuneration Advisory Committee

Fiscal 2018

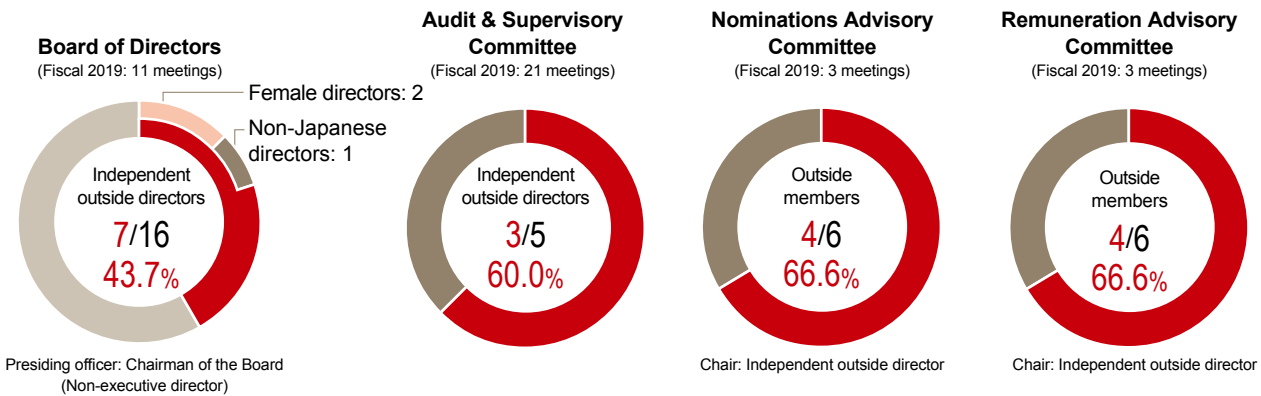
- Introduced a restricted stock remuneration scheme

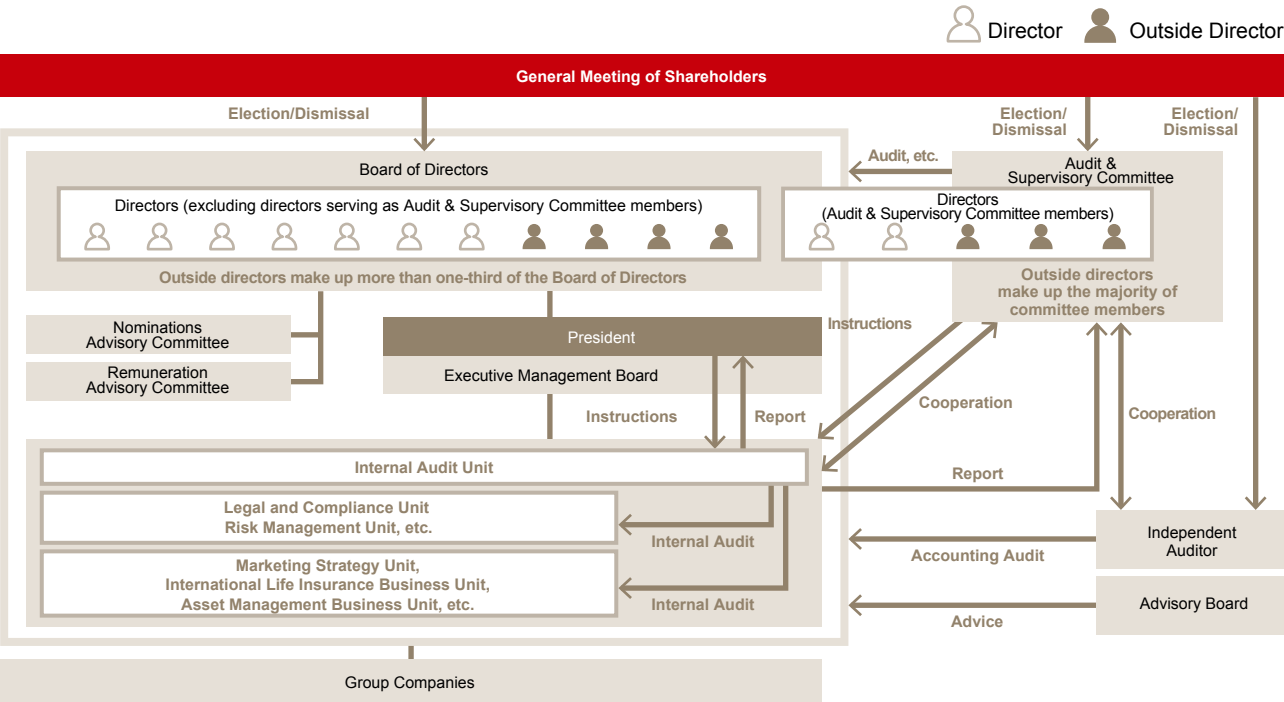
Corporate Governance Structure

Overview of the Corporate Governance Structure

As of June 22, 2020

Corporate Governance Model	Company with an Audit & Supervisory Committee
Term of office for directors	1 year (2 years for Audit & Supervisory Committee members)
Voluntary advisory bodies for the Board of Directors	Nominations Advisory Committee, Remuneration Advisory Committee
Remuneration systems for directors and officers	(1) Basic remuneration, (2) Performance-linked remuneration, (3) Restricted stock remuneration (see p. 89)
Independent auditor	KPMG AZSA LLC





Board of Directors

The Board of Directors is responsible for making important decisions on the Group's management strategy, management plan, etc. and supervises business operations execution. The Board of Directors consists of internal directors with knowledge and experience necessary to manage in an accurate, fair, and efficient manner and outside directors with the deep insight, rich experience, and independence necessary to fully demonstrate supervisory functions. In principle, outside directors make up more than one-third of the board. The diversity of the Board of Directors is also taken into consideration.

Audit & Supervisory Committee

As an independent body from the Board of Directors, the Audit & Supervisory Committee audits the execution of duties by directors and the development and implementation status of Group internal control systems from a legal and appropriateness standpoint. It is also responsible for supervisory functions over the Board of Directors by expressing opinions on their appointment and remuneration. The Audit & Supervisory Committee includes at least one member with sufficient knowledge about finance, accounting, and legal matters. It consists of internal members with knowledge related to the life insurance business and outside members with excellent insight, rich experience, and independence.

Nominations Advisory Committee/
Remuneration Advisory Committee

To further enhance management transparency, these committees are established as voluntary advisory committees for the Board of Directors to refer proposals to the Board of Directors after deliberating and deciding on the following.

- Nominations Advisory Committee: election and dismissal

of directors

- Remuneration Advisory Committee: issues related to remuneration
- These committees are made up of the chairman of the Board, president, and outside directors, who constitute a majority of the committee members.
- The establishment of the Nominations Advisory Committee and the Remuneration Advisory Committee are stipulated in the Articles of Incorporation.

Executive Management Board

The Executive Management Board, consisting of the president and executive officers appointed by the president, meets to consider important management and executive matters.

Advisory Board

To further strengthen and enhance governance the Company has established an Advisory Board to seek extensive advice from outside experts on a medium- to long-term perspective regarding general management matters.

Nominations Advisory Committee

Title	Name
Outside Director	Koichi Maeda*
Outside Director	George Olcott
Outside Director	Yuriko Inoue
Outside Director (Audit & Supervisory Committee Member)	Rieko Sato
Director, Chairman of the Board	Koichiro Watanabe
Representative Director, President	Seiji Inagaki

Remuneration Advisory Committee

Title	Name
Outside Director	Koichi Maeda*
Outside Director	Yasushi Shingai
Outside Director (Audit & Supervisory Committee Member)	Ungyong Shu
Outside Director (Audit & Supervisory Committee Member)	Koichi Masuda
Director, Chairman of the Board	Koichiro Watanabe
Representative Director, President	Seiji Inagaki

* The chairman of the Nominations Advisory Committee and the Remuneration Advisory Committee.

Framework Supporting Corporate Governance

Election Standard of Directors

The Company's Board of Directors elects internal directors based on the knowledge and experience that would enable appropriate and effective management of the Dai-ichi Life Group in a fair manner, as well as considering sufficient social credibility of the candidate. In addition, candidates for outside director are elected from those who generally satisfy the following conditions to fully demonstrate their supervisory function.

- Candidates shall have superior views and extensive experience in any of the following fields: corporate management, risk management, internal control including legal compliance, corporate ethics, management quality control, global management, macroeconomic policy, etc.
- Based on the "Independence Standards for Outside Directors" candidates shall be judged as being independent from the management of the Company.

Independence Standards for Outside Directors

When an outside director of the Company does not fall under any of the following cases, she or he is judged independent from the Company.

1. An outside director is or was a person responsible for the operations of the Company or any of the Company's subsidiaries or affiliates.
2. An outside director is a spouse or a relative within three degrees of a person responsible for the operations of the Company or any entity that has a special relationship with the Company (other than persons of low importance).
3. An outside director is a person responsible for the operations of a company whose officers include a person responsible for the operations of the Company or any of its subsidiaries.
4. An outside director is a shareholder ranked in the top ten on the Company's latest register of shareholders, or a person responsible for the operations of any entity which is such a major shareholder.
5. An outside director is a person responsible for the operations of a business partner of the Company and said business partner's consolidated subsidiaries, and the Company and its consolidated subsidiaries (consolidated subsidiaries specified in its Securities Report) have paid an annual amount equivalent to 2% or more of the said business partner's consolidated net sales to said business partner and its consolidated subsidiaries (consolidated subsidiaries specified in its Securities Report) in the last three fiscal years.
6. An outside director is a person responsible for the operations of a business partner of the Company and said business partner's consolidated subsidiaries, and the Company and its consolidated subsidiaries (consolidated subsidiaries specified in its Securities Report) have received an annual amount equivalent to 2% or more of the Company's consolidated net sales from said business partner and its consolidated subsidiaries (consolidated subsidiaries specified in its Securities Report) in the last three fiscal years.
7. An outside director has served as an accounting auditor of the Company or any of its subsidiaries in the last three fiscal years (in the case of a corporation, a partner of said corporation or other person responsible for its operations).
8. An outside director is a consultant, an accounting professional, or a legal professional who has received economic benefits equal to 10 million yen or more per year on average from the Company or any of its subsidiaries in the last three fiscal years, other than as compensation as a director or an audit and supervisory board member of the Company (including as a partner or other person responsible for the operations of a corporation, an association or any other organization which falls under any of the preceding professionals).
9. An outside director is a person responsible for the operations of a not-for-profit organization that has received donations equal to 2% or more of its gross revenue or ordinary income from the Company or any of its subsidiaries in the last three fiscal years.
10. An outside director was formerly a person responsible for the operations of an organization, company or business partner stated in the preceding paragraphs 4 through 9, and it is within five years since she or he retired from said organization, company, or business partner.

Term of Office

The term of office for the Company's directors, excluding those who also serve as members of the Audit & Supervisory Committee, shall be until the close of the ordinary general meeting of shareholders with respect to the last business term ending within one year after election in accordance with the provisions set forth in the Articles of Incorporation.

Moreover, from the perspective of securing independence, the maximum term of office for outside directors, excluding those who also serve as members of the Audit & Supervisory Committee, shall be eight years.

On the other hand, the term of office for directors who serve as a member of the Audit & Supervisory Committee shall be until the close of the ordinary general meeting of shareholders with respect to the last business term ending within two years after election in accordance with the provisions set forth in the Articles of Incorporation. Moreover, from the perspective of securing independence, the maximum term of office for directors who serve as a member of the Audit & Supervisory Committee shall be 12 years.

Evaluating the Effectiveness of the Board of Directors

To strengthen corporate governance, the Board of Directors has self-evaluated its effectiveness each year since fiscal 2014 to ensure the effectiveness of the Board of Directors decision-making. The results of each year's assessment are used to improve operation in the following fiscal year and beyond. Furthermore, the Board of Directors evaluates not only itself, but also the overall governance system, including the Audit & Supervisory Committee, the Nominations Advisory Committee, and the Remuneration Advisory Committee.

Self-assessment of the Board of Directors

<https://www.dai-ichi-life-hd.com/en/about/control/governance/structure.html>

Support to Outside Directors

To secure effective deliberations at Board of Directors meetings, outside directors are provided with related materials prior to the meetings and briefed on important matters in advance.

Also, when a new outside director is appointed, various initiatives are implemented such as lectures to provide the necessary knowledge on the Dai-ichi Life Group's business, financial situation, and corporate structure, as well as visits to business sites in Japan and overseas and discussions on important matters with the executive officer in charge to deepen understanding of the Group's business.

▶ **P. 87,88** For details, please see pp.87 and 88.

Measures based on Effectiveness Evaluation

Survey Overview

1 Conduct self-assessment survey

- Respondents
All directors
- Response style
Anonymous
- Main items assessed
- Operation of the Board of Directors and initiatives aimed at enhancing deliberations
 - Composition of the Board of Directors
 - Role and state of operation of each committee
 - Encouragement of communication among directors
 - General effectiveness of governance system and Board of Directors

2 Results analysis and improvement plan formulation

- Collection and analysis of survey responses by a third party
- Create a draft assessment of effectiveness and improvement plan based on the analysis results
- Exchange of opinions between the third party and outside directors, etc.

3 Report to Board of Directors and disclosure of results

- The results of the assessment and the improvement plan are disclosed on the Company's website after being reported to the Board of Directors

Initiatives to Enhance Effectiveness

Main Issues

- Strengthening information sharing between the Board of Directors and each committee
- Promoting outside directors' understanding of the Group's business

Improvement measures

- Reporting or sharing information on the points discussed at each of the committees by the chairman (outside director) to the Board of Directors
- Visits to business sites in Japan and overseas to exchange opinions with management executives
- Expansion of discussions on important matters with the executive officer in charge
- Provision of materials and minutes from the Board of Directors and Executive Management Board, including materials from past meetings on a tablet device

1. Reporting to the Board of Directors on the points discussed at meetings of the Nominations and Remuneration Advisory Committees

- Nominations Advisory Committee
- Officer composition for the new fiscal year
 - Issues and deliberation points regarding future officer composition, etc.
- Remuneration Advisory Committee
- Issues and deliberation points regarding officer remuneration systems, etc.

2. Visits by outside directors to business sites in Japan and overseas

October 2019: Visits to North America Regional Headquarters and Protective (U.S.)



An exchange of opinions with the management team

January 2020: Visit to Neo First Life



Visit to an insurance agent Insurance Clinic (physical shop)

In addition to the above, there were three visits to Dai-ichi Life branch offices in fiscal 2019

3. Discussions on important matters with the executive officer in charge

Primarily discussions about the strategy of each business between outside directors and the executive officer in charge before these matters were brought up at Board of Directors meetings.

Matters discussed in fiscal 2019: Group management strategy, Business strategy in Japan, Asset management business strategy, Business strategy overseas, IT strategy

Fiscal 2019

Main Issues

- Clarification of matters such as content of agenda and reporting items, deliberation and discussion points, etc.
- Further deepening of discussions on important matters

Improvement measures

- Be sure to clarify matters such as content of agenda and reporting items, and deliberation and discussion points in the summary of Board meeting materials and provide only a summary as explanation
- Be sure to provide supplementary oral information on discussion points at executive departments, such as the Executive Management Board
- Share and follow up on items for consideration and separate reports at Board meetings
- Provide opportunities for exchanges of opinions involving only outside directors

4. Following up on items for consideration and separate reports brought up in discussions at Board meetings

Response and progress regarding issues recognized at Board meetings to be confirmed at the start of each meeting

5. Exchanges of opinions involving only outside directors

Held six times since September 2019 following Board meetings and at other opportunities (inside directors also attended when appropriate at the request of outside directors)

Main Issues

- Strengthening of supervisory functions and further enhancement of discussions on important matters
- Enhancement of communication between inside and outside directors

Improvement measures

- Further scrutiny of agenda to secure time for more discussion on particularly important matters such as business strategy and M&A
- Hold opinion exchange meetings attended by all directors to provide information on important matters to be discussed and discuss business strategy direction, etc.

Fiscal 2020

Officer Remuneration

We recognized the remuneration system for directors and officers to be a critical component of “fair treatment” for directors and officers responsible for the development of the Group. Therefore, we set up the basic policy and basic principles for director and officer remuneration as well as the decision process as follows.

Basic Policy

- Based on fair treatment
- Evaluate and rewards directors and officers for their contributions to the achievement of sustainable value creation for the Group
- Offer proper structure and competitive level remuneration

Basic Principles

1. Remuneration according to responsibilities and expectations

2. Consistency with strategies on which the Group focuses

3. Linked to Company and individual performance
4. Shares interests with all stakeholders

5. Proper level of remuneration

6. Ensures objectivity and transparency

Decision Process

Remuneration for directors (excluding outside directors and directors who are Audit & Supervisory Committee members) consists of basic remuneration, performance-linked remuneration (company performance and individual performance), and restricted stock remuneration. Outside directors and directors who are Audit & Supervisory Committee members receive basic remuneration only. The amount of these remuneration portions are established using third party research on remuneration for management roles at Japanese companies. Moreover, the aforementioned Basic Policy for Remuneration of Directors and Officers and Basic Principles for Remuneration of Directors and Officers were determined by the Board of Directors following deliberation by the Remuneration Advisory Committee where outside directors make a majority of committee members.

Director Remuneration Structure

	Directors (excluding directors serving as Audit & Supervisory Committee members)		Directors (Audit & Supervisor Committee members)	Remarks
	Internal	Outside		
Basic amount	○	○	○	Remuneration according to duties and responsibilities
Performance-linked amount (company performance and individual performance) (short-term incentive)	○	—	—	Linked to level of achievement of the performance indicators
Restricted stock amount (long-term incentive)	○	—	—	Set as an incentive to achieve management objectives and enhance corporate value in the medium- to long-term

Key Performance Indicators (KPIs)¹ for Performance-linked Amounts

Business Perspective	KPI	Business Perspective	KPI
Capital efficiency	Average EEV growth (Group ROEV)	Profit indicators	Group adjusted profit
	Consolidated operating ROE ² , consolidated ROE		Dividends received from subsidiaries
Financial soundness	Economic solvency ratio (ESR)	Market evaluation	Value of new business ³
	Margin of improvement in ESR (excluding factors due to economic changes)		Share price (against benchmark)

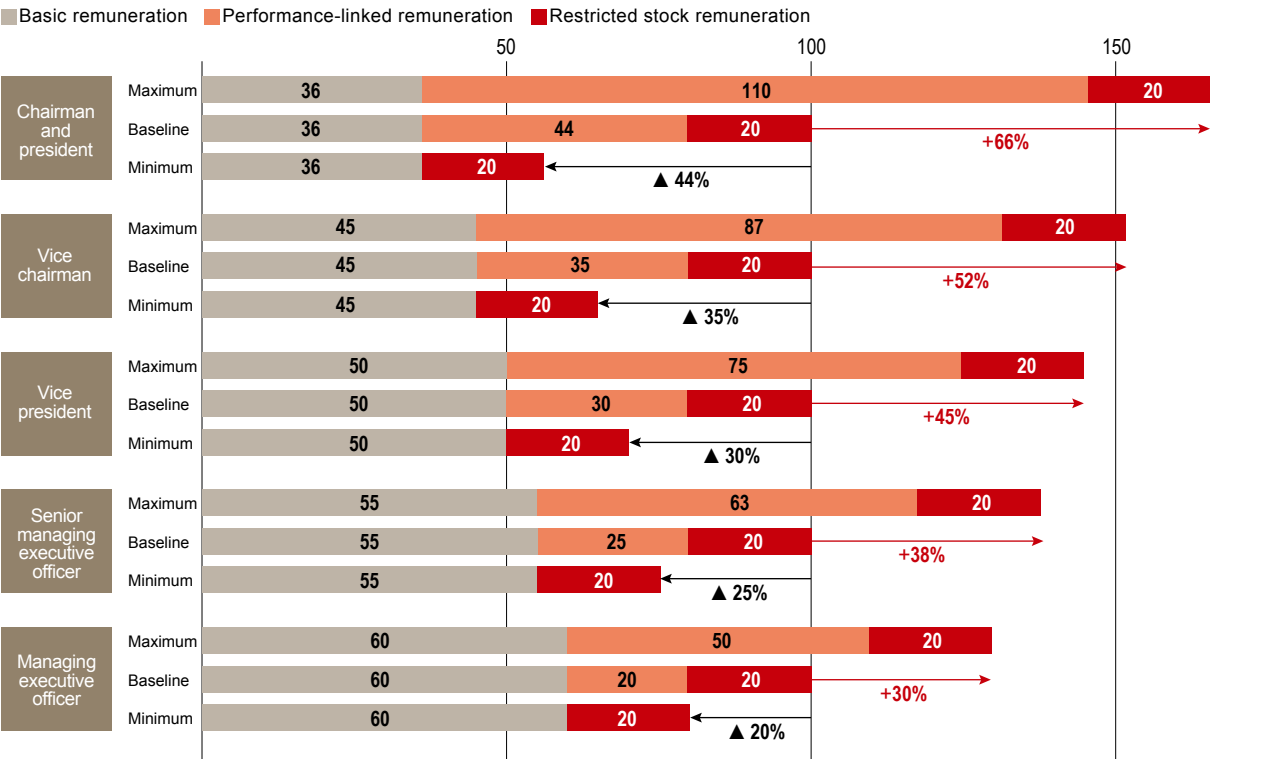
1. The above are company performance KPIs included in performance-linked remuneration.
2. Operating ROE is a core profitability indicator for life insurance business and derived after certain adjustments to ROE.
3. The value of new business is an indicator representing the value of new business at the time of acquisition for a fiscal 2019.

Total Remuneration Details for Fiscal 2019

Officer Type	Total remuneration (Millions of yen)	Remuneration components (Millions of yen)					Number of board members
		Basic remuneration	Performance-linked remuneration		Stock remuneration	Others	
			Company performance amount	Individual performance amount			
Directors (excluding members of Audit & Supervisory Committee and outside directors)	257	123	73	12	48	0	7
Members of Audit & Supervisory Committee (excluding outside directors)	78	78	—	—	—	0	2
Outside directors	112	112	—	—	—	—	7

Variations in Remuneration for Each Position

The chart below shows how the composition of remuneration for each position would vary if theoretical minimum, baseline, and maximum levels of KPIs were achieved. Higher positions have a larger ratio of performance-linked pay, so the potential variation is greater, resulting in a system that encourages commitment to achieving business performance.



(Note) Average achievement of KPIs for each position has been set as 100.

Shares Held for Strategic Purposes

Because insurance companies steadily fulfill insurance policies over long periods of time, they are required to build policy reserves from premiums and investment earnings under the Insurance Business Act.

Dai-ichi Life believes that its policy reserve essentially belongs to policyholders and that it should be used in asset management from a long-term perspective.

While, in principle, each of the Group's life insurance companies practice asset liability management focused on fixed income assets, for Dai-ichi Life in particular, which has long-term, stable, large-scale insurance liabilities, there is not a sufficiently developed ultra-long-term bond market to meet its ultra-long-term liabilities. Therefore, it is practicing balanced asset management that incorporates equities and other assets into its portfolio, in an approach that fully considers factors such as company analysis, diversifying industries and companies, and risk management, with a focus on realizing a diversifying effect through different assets.

In this way, in principle, Group companies engaged in the life insurance business hold equities for pure investment purposes as a part of their asset management function, there are also equities invested in and managed, and held for

strategic purposes other than pure investment, such as strengthening relationships through business alliances and making sales strategies more effective through collaboration.

Each year, the Board of Directors of each Group company examines each individual listed stock held for purposes other than pure investment by the purpose¹ of the investment and use indicator² based on profitability compared to cost of capital. If the appropriateness or rationale of holding such stock in terms of strategic holding is not confirmed, and there is no meaning to hold it for investment purposes, it is sold.

1. Examining collaboration contributing to business advancement such as over-the-counter insurance product sales, status of joint ventures and other initiatives, and profitability in terms of pure investment (growth potential, dividend yields)
2. This assesses profitability compared to invested capital at the beginning of the fiscal year. Specifically, it examines whether financial effects, such as those realized through partnerships, and investment income exceed 8% of the cost of invested capital at the beginning of the fiscal year. Financial effects, such as those realized through partnerships, are calculated using factors including the value of new policies realized through sales of products at each Group life insurance company in Japan.

 Shares Held for Strategic Purposes

<https://www.dai-ichi-life-hd.com/en/about/control/governance/reference.html>

Establishment and Operation of the Internal Control System

The Dai-ichi Life Group has an internal control policy that stipulates the core philosophies for the establishment and operation of internal control to ensure the integrity and appropriate conduct of business activities at the Dai-ichi Life Group and to maintain and build corporate value.

In addition to this, we implement internal control self-assessments to raise the effectiveness of internal controls. These assessments promote appropriate business operations by identifying major risks in each business process, evaluating the importance of each risk in terms of impact and size of losses incurred if it were to manifest, and then advancing further risk controls or business improvement measures.

 Details of the Internal Control Policy for the Dai-ichi Life Group

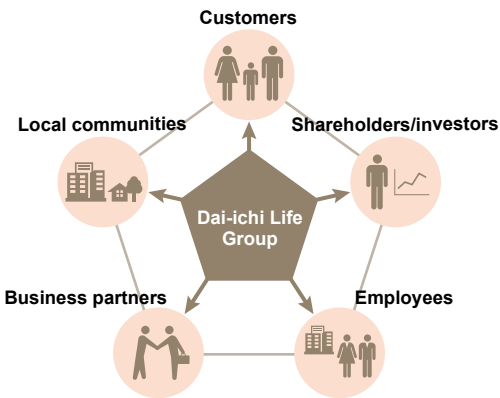
https://www.dai-ichi-life-hd.com/en/about/control/in_control/index.html

Internal Control Policy for the Dai-ichi Life Group

1. System for Ensuring Proper Operations within the Group
2. System for Ensuring Execution of Professional Duties in Accordance with Applicable Laws, Regulations and the Articles of Incorporation
3. System for Risk Management
4. System for Ensuring Efficient Execution of Professional Duties
5. System for Ensuring Appropriateness and Reliability of Financial Reporting
6. System for Preserving and Managing Information Concerning Execution of Directors' and Executive Officers' Duties
7. System for Ensuring Effective Internal Audits
8. System for Execution of Duties of the Audit & Supervisory Committee

For Stakeholders

At Dai-ichi Life Group, we recognize our customers, local communities, shareholders and investors, business partners, and employees as stakeholders who are deeply involved in our business activities. Based on opinions and evaluations obtained through active communication with various stakeholders, we aim to promote higher-quality activities and enhance corporate value by reflecting to business activities our understanding of issues.



Specific examples of activities

- Prompt dispatch of convocation notices (three weeks prior to the Meeting) and website publication (five weeks prior to the Meeting, including an English version)
- Holding the Meeting on days and at times that avoid conflicting with shareholders' meetings of other companies
- Adopting an electronic voting rights execution platform for institutional investors
- Accepting questions in advance through the website
- Simultaneous streaming of the Meeting over the Internet
- Prompt disclosure of summary minutes of the Meeting and the voting results

 General Meeting of Shareholders

<https://www.dai-ichi-life-hd.com/en/investor/share/meeting/index.html>

Securing Appropriate Information Disclosure and Transparency

In an effort to ensure management transparency, Dai-ichi Life Group discloses information in a fair, timely and appropriate manner following its Basic Information Disclosure Policy. In addition to statutory disclosure, we proactively disclose information on management, quantitative financial information, and non-financial information such as governance and medium- to long-term corporate strategy in both Japanese and English.

 IR Library

Japanese:
<https://www.dai-ichi-life-hd.com/investor/library/index.html>
English:
<https://www.dai-ichi-life-hd.com/en/investor/library/index.html>

 Information Disclosure

<https://www.dai-ichi-life-hd.com/en/about/control/governance/disclosure.html>

Dialogue with Shareholders and Investors

We are working to enhance dialogue with shareholders and investors through investor relations activities led by our executive management team. Opinions and requests obtained through investor relations activities are shared with the Executive Management Board and Board of Directors in an effort to enhance corporate value.

Securing the Rights and Equal Treatment of Shareholders at the General Meeting of Shareholders (the "Meeting")

We recognize that the Meeting serves as a place for productive dialogue, and we are taking measures to develop an environment in which the rights of shareholders are ensured and appropriately exercised.

Specific Examples of Ensuring Information Disclosure and Transparency (Fiscal 2019)

- Results briefings for institutional investors and analysts (2)
- Financial results teleconferences (4)
- Interviews for domestic institutional investors (individual interviews and conferences) (71)
- Interviews for overseas institutional investors (individual interviews and conferences) (81)
- Company briefings and seminars for individual investors (7)



Annual General Meeting of Shareholders



Directors

Koichiro Watanabe

Director, Chairman of the Board

Assumed office in July 2001
Age: 67
Number of shares held: 101,681
Board of Directors meetings attended: 11/11
Other major occupations:
• Director, Chairman of the Board, The Dai-ichi Life Insurance Company, Limited
• Outside Director, Japan Tobacco Inc.
• Chairman, Central Council for Education, Ministry of Education, Culture, Sports, Science and Technology, Government of Japan
• Vice Chair, Subdivision on Universities, Central Council for Education, Ministry of Education, Culture, Sports, Science and Technology, Government of Japan
• Vice Chair, Director of Japan Business Federation
• Chair of Committee on Education Reform, Japan Business Federation
• Chair of Committee on Consumer Affairs, Japan Business Federation
• Vice President, The Japan Quality Award Council, Japan Productivity Center



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including corporate planning, human resources management, public relations and government relations, and he has deep experience and knowledge in the life insurance business. He has duly performed his duties as a member of the Board of Directors since July 2001 by making use of his abundant experience and insight. He has promoted business strategy for the growth of the Group through his service as a representative director and president since 2010. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1976 Joined The Dai-ichi Mutual Life Insurance Company
Jul. 2001 Director
Apr. 2004 Managing Director
Jul. 2004 Managing Executive Officer
Jul. 2007 Director, Managing Executive Officer
Apr. 2008 Director, Senior Managing Executive Officer
Apr. 2010 Representative Director, President, The Dai-ichi Life Insurance Company, Limited
Oct. 2016 Representative Director, President, Dai-ichi Life Holdings, Inc.
Apr. 2017 Representative Director, Chairman of the Board
Jun. 2020 Director, Chairman of the Board (to present)

Shigeo Tsuyuki

Representative Director, Vice Chairman
Assumed office in July 2003
Age: 65
Number of shares held: 56,556
Board of Directors meetings attended:11/11
Other major occupations: Not applicable



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including overseas life insurance business management, domestic corporate life insurance business and asset management business, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties as a member of the Board of Directors since July 2003. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1977 Joined The Dai-ichi Mutual Life Insurance Company
Jul. 2003 Director
Jul. 2004 Executive Officer
Apr. 2005 Managing Executive Officer
Jul. 2008 Director, Managing Executive Officer
Apr. 2010 Director, Managing Executive Officer, The Dai-ichi Life Insurance Company, Limited
Apr. 2011 Director, Senior Managing Executive Officer
Apr. 2014 Representative Director, Vice President
Oct. 2016 Representative Director, Vice President, Dai-ichi Life Holdings, Inc.
Apr. 2017 Representative Director, Vice Chairman (to present)

Seiji Inagaki

Representative Director, President

Assumed office in June 2016
Age: 57
Number of shares held: 59,565
Board of Directors meetings attended: 11/11
Other major occupations:
• Representative Director, President, The Dai-ichi Life Insurance Company, Limited
• Chair of Business and Industry Advisory Committee to the OECD Japan, Japan Business Federation
• Vice Chair of Executive Board, Business at OECD (BIAC)



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including corporate planning and investment planning, and he has deep experience and knowledge in the life insurance business. He played a central role in the demutualization of the Company in 2010 and led the development of a system to implement the Group's growth strategy. In addition, he has duly performed his duties as a member of the Board of Directors since June 2016 and as a representative director and president since April 2017. He has developed a growth strategy to further strengthen and expand the Group's business foundation. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1986 Joined The Dai-ichi Mutual Life Insurance Company
Apr. 2012 Executive Officer, The Dai-ichi Life Insurance Company, Limited
Apr. 2015 Managing Executive Officer
Jun. 2016 Director, Managing Executive Officer
Oct. 2016 Director, Managing Executive Officer, Dai-ichi Life Holdings, Inc.
Apr. 2017 Representative Director, President (to present)

Hideo Teramoto

Director, Vice Chairman
Assumed office in June 2012
Age: 60
Number of shares held: 40,566
Board of Directors meetings attended:11/11
Other major occupations: Not applicable



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including corporate planning and marketing planning, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties as a member of the Board of Directors since June 2012. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1983 Joined The Dai-ichi Mutual Life Insurance Company
Apr. 2009 Executive Officer
Apr. 2010 Executive Officer, The Dai-ichi Life Insurance Company, Limited
Apr. 2011 Managing Executive Officer
Jun. 2012 Director, Managing Executive Officer
Apr. 2015 Director, Senior Managing Executive Officer
Oct. 2016 Director, Senior Managing Executive Officer, Dai-ichi Life Holdings, Inc.
Apr. 2017 Director
Apr. 2020 Director, Vice Chairman (to present)

Satoru Tsutsumi

Representative Director, Vice President

Assumed office in June 2015
Age: 64
Number of shares held: 35,748
Board of Directors meetings attended: 11/11
Other major occupations: Not applicable



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including asset management business and domestic corporate life insurance business, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties as a representative director and president of The Dai-ichi Frontier Life Insurance Co., Ltd. since June 2010 and as a member of the Board of Directors of the Company since June 2015. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1978 Joined The Dai-ichi Mutual Life Insurance Company
Apr. 2005 Executive Officer
Jul. 2005 Senior Managing Executive Director, DLIBJ Asset Management Co., Ltd. (presently Asset Management One Co., Ltd.)
Apr. 2010 Advisor, The Dai-ichi Frontier Life Insurance Co., Ltd.
Jun. 2010 Representative Director, President
Apr. 2015 Vice President, The Dai-ichi Life Insurance Company, Limited
Jun. 2015 Representative Director, Vice President
Oct. 2016 Representative Director, Vice President, Dai-ichi Life Holdings, Inc. (to present)

Tetsuya Kikuta

Director, Managing Executive Officer
Assumed office in June 2020
Age: 55
Number of shares held: 19,262
Other major occupations:
• Director, Managing Executive Officer, The Dai-ichi Life Insurance Company, Limited



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including asset management business, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties in overseas life insurance companies as a member of the Board of Directors of Dai-ichi Life Vietnam and Tower (currently TAL), and as a member of the Board of Directors of The Dai-ichi Life Insurance Company, Limited since April 2018. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1987 Joined The Dai-ichi Mutual Life Insurance Company
Jun. 2014 Executive Officer, The Dai-ichi Life Insurance Company, Limited*
Oct. 2016 Executive Officer, The Dai-ichi Life Insurance Company, Limited*
Apr. 2017 Managing Executive Officer
Apr. 2018 Managing Executive Officer, Dai-ichi Life Holdings, Inc.
Jun. 2020 Director, Managing Executive Officer (to present)

* Due to the transition to a holding company structure on October 1, 2016, The Dai-ichi Life Insurance Company, Limited until September 30, 2016 and that from October 1, 2016 are different companies.

Kenji Sakurai

Director, Vice President

Assumed office in June 2020
Age: 60
Number of shares held: 39,709
Other major occupations: Not applicable



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including domestic individual life insurance business, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties as a member of the Board of Directors of the Company since June 2014 and as a member of the Board of Directors of The Dai-ichi Life Insurance Company, Limited since October 2016. The Company believes he is qualified to be a member of the Board of Directors.

Apr. 1982 Joined The Dai-ichi Mutual Life Insurance Company
Apr. 2008 Executive Officer
Apr. 2010 Executive Officer, The Dai-ichi Life Insurance Company, Limited
Apr. 2011 Managing Executive Officer
Jun. 2014 Director, Managing Executive Officer
Apr. 2015 Director and Senior Managing Executive Officer
Oct. 2016 Senior Managing Executive Officer, Dai-ichi Life Holdings, Inc.
Apr. 2017 Vice President
Jun. 2020 Director, Vice President (to present)

George Olcott

Outside Director
Assumed office in June 2015
Age: 65
Number of shares held: 6,689
Board of Directors meetings attended: 11/11
Other major occupations:
• Outside Director, Kirin Holdings Company, Limited
• Outside Director, Member of the Board, DENSO CORPORATION
• Outside Director, Hitachi Chemical Company, Ltd.



He is an expert on human resources management and corporate governance of global companies, based on the knowledge he gained through a wide range of experiences, such as acting as managing director of financial institutions and as outside director of other corporations. He has also brought significant benefits to the Company by supervising and advising on various matters of corporate management based on his global and objective viewpoint at the Board of Directors meetings and other occasions. The Company believes he will continue to share his experience and expertise on oversight of management of the Group, and therefore appointed him as an outside director.

Jul. 1986 Joined S.G. Warburg & Co., Ltd.
Nov. 1991 Director
Sep. 1993 Executive Director, Equity Capital Market Group, S.G. Warburg Securities London
Apr. 1997 Head of Tokyo Office, SBC Warburg
Apr. 1998 Vice President, LTCB-UBS-Brinson Asset Management
Feb. 1999 President, UBS Asset Management (Japan)
President, Japan UBS Brinson
Jun. 2000 Managing Director, Equity Capital Market, SBC Warburg Tokyo
Sep. 2001 Judge Business School, University of Cambridge
Mar. 2005 FME Teaching Fellow
Mar. 2008 Senior Fellow
Sep. 2010 Project Professor, Research Center for Advanced Science and Technology, The University of Tokyo
Apr. 2014 Guest Professor, Keio University, Faculty of Business and Commerce (to present)
Jun. 2015 Outside Director, The Dai-ichi Life Insurance Company, Limited
Oct. 2016 Outside Director, Dai-ichi Life Holdings, Inc. (to present)

Directors

Koichi Maeda

Outside Director

Assumed office in October 2016
Age: 68
Number of shares held: 5,026
Board of Directors meetings attended: 11/11
Other major occupations: Not applicable



He has deep experience and insight gained through acting as business executive of highly public enterprises. He has also brought significant benefits to the Company by supervising and advising on various matters of corporate management based on his global and objective viewpoint at the Board of Directors meetings and other occasions. The Company believes he will continue to share his experience and expertise on oversight of management of the Group, and therefore appointed him as an outside director.

Apr. 1975 Joined Nippon Telegraph and Telephone Public Corporation
Jul. 1999 General Manager, Kagoshima Branch, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION
Jul. 2000 General Manager, Planning Department, Consumer & Office Division, NTT Communications Corporation
Jun. 2002 General Manager, Consumer & Office Division
Jun. 2004 Director, Senior Vice President, General Manager, Consumer & Office Division
Aug. 2006 Director, Senior Vice President, Deputy General Manager, Net Business Division
Jun. 2008 Director, Executive Vice President, Deputy General Manager, Net Business Division
Jun. 2009 Representative Director, Senior Executive Vice President, General Manager, Consumer Business Promotion Division, NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION;
Representative Director, President, NTT EAST PROPERTIES, INC.
Jun. 2012 Representative Director, President, NTT FINANCE CORPORATION
Jun. 2016 Director, Chief Executive Counselor
Oct. 2016 Outside Director, Dai-ichi Life Holdings, Inc. (to present)
Jul. 2017 Chief Executive Counselor, NTT FINANCE CORPORATION
Jul. 2018 Advisor to the President, NTT FINANCE CORPORATION

Yasushi Shingai

Outside Director

Assumed office in June 2019
Age: 64
Number of shares held: 300
Board of Directors meetings attended: 9/9
Other major occupations:
• Outside Director, Asahi Group Holdings, Ltd.
• Member of the Board of Directors (Outside Director), Mitsubishi UFJ Financial Group, Inc.



In addition to his deep experience and insight gained through acting as a business executive of a global company, he has rich experience and sophisticated and expert knowledge of corporate finance and mergers & acquisitions as the finance officer. The Company believes that he brings significant benefits to the Company by supervising management and advising on various matters of corporate management based on his global and objective viewpoint at Board of Directors meetings and other occasions. The Company believes he will continue to share his experience and expertise on oversight of management of the Group, and therefore appointed him as an outside director.

Apr. 1980 Joined the Japan Tobacco and Salt Public Corporation (presently Japan Tobacco Inc.)
Jul. 2001 Vice President, Finance Planning Division
Jul. 2004 Senior Vice President, Chief Financial Officer
Jun. 2005 Member of the Board, Senior Vice President, and Chief Financial Officer
Jun. 2006 Member of the Board of Japan Tobacco Inc., Executive Vice President, JT International S.A.
Jun. 2011 Representative Director and Executive Vice President, Japan Tobacco Inc.
Jan. 2018 Member of the Board
Jun. 2019 Director, Dai-ichi Life Holdings, Inc. (to present)

Yuriko Inoue

Outside Director

Assumed office in June 2018
Age: 57
Number of shares held: 2,546
Board of Directors meetings attended: 11/11
Other major occupations:
• Outside Director, NIPPON SIGNAL CO., LTD.



She is an experienced and trusted professor specialized in intellectual property law, and she has had a wide range of knowledge about IT-related systems and policies backed by her expertise. She brings significant benefits to the Company by supervising management and advising on various legal matters and data governance in IT strategies of the Company based on her objective viewpoint. The Company believes she will continue to share her experience and expertise on oversight of management of the Group, and therefore appointed her as an outside director.

Nov. 1993 Lecturer, University of Tokyo Graduate Schools for Law and Politics
Apr. 1995 Associate Professor, University of Tsukuba Graduate School of Business Administration & Public Policy
Apr. 2001 Associate Professor, University of Tsukuba Graduate School of Business Sciences
Sep. 2002 Associate Professor, Kobe University Graduate School of Law
Apr. 2004 Professor
Oct. 2010 Professor, Hitotsubashi University Graduate School of International Corporate Strategy
Apr. 2018 Professor, Business Law Department of Graduate School of Law (to present)
Jun. 2018 Outside Director, Dai-ichi Life Holdings, Inc. (to present)

Morinobu Nagahama

Director
(Audit & Supervisory Committee Member (Full-Time))

Assumed office in June 2014
Age: 63
Number of shares held: 18,027
Board of Directors meetings attended: 11/11
Audit & Supervisory Committee meetings attended: 21/21
Other major occupations:
• Director, The Dai-ichi Life Insurance Company, Limited
• Outside Corporate Auditor, Sekisui Plastics Co., Ltd.



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including compliance, internal audits, legal affairs, secretarial administration and general affairs, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties in the auditing work as an Audit & Supervisory Committee member (full-time) since October 2016. The Company believes he has the qualifications necessary to strengthen the effectiveness of the supervisory and auditing function over the management of the Group by making use of his experience and knowledge. Therefore, the Company appointed him as a director serving as Audit & Supervisory Committee member.

Apr. 1979 Joined The Dai-ichi Mutual Life Insurance Company
Sep. 2008 Executive Officer
Apr. 2010 Executive Officer, The Dai-ichi Life Insurance Company, Limited
Apr. 2013 Managing Executive Officer
Jun. 2014 Director, Managing Executive Officer
Apr. 2016 Director, Senior Managing Executive Officer
Oct. 2016 Director (Audit & Supervisory Committee Member (full-time)), Dai-ichi Life Holdings, Inc. (to present)

Fusakazu Kondo

Director
(Audit & Supervisory Committee Member (Full-Time))

Assumed office in October 2016
Age: 59
Number of shares held: 17,561
Board of Directors meetings attended: 11/11
Audit & Supervisory Committee meetings attended: 21/21
Other major occupations: Not applicable



His experiences as a member of the Group have covered a wide range of engagements in the Company's businesses, including profit management and finance, and he has deep experience and knowledge in the life insurance business. In addition, he has duly performed his duties in the auditing work as a Senior Audit and Supervisory Board member (full-time) of The Dai-ichi Life Insurance Company, Limited from June 2012 to September 2016 and as an Audit & Supervisory Committee member (full-time) of the Company since October 2016. The Company believes he has the qualifications necessary to strengthen the effectiveness of the supervisory and auditing function over the management of the Group by making use of his experience and knowledge. Therefore, the Company appointed him as a director serving as Audit & Supervisory Committee member.

Apr. 1983 Joined The Dai-ichi Mutual Life Insurance Company
Jun. 2012 Senior Audit and Supervisory Board Member (full-time), The Dai-ichi Life Insurance Company, Limited
Oct. 2016 Director (Audit & Supervisory Committee Member (full-time)), Dai-ichi Life Holdings, Inc. (to present)

Ungyong Shu

Outside Director
(Audit & Supervisory Committee Member)

Assumed office in June 2015
Age: 57
Number of shares held: 3,343
Board of Directors meetings attended: 11/11
Audit & Supervisory Committee meetings attended: 21/21
Other major occupations:
• President & CEO, Core Value Management, Co., Ltd.



He has a wide range of experiences as a managing director of financial institutions. He has also brought significant benefits to the Company by supervising and auditing management as well as advising on various matters of corporate management based on his global and objective viewpoint at the Board of Directors meetings and other occasions. The Company believes he uses his experience to good advantage in conducting audits and supervision of the Group's management, and therefore appointed him as an outside director serving as Audit & Supervisory Committee member.

Apr. 1986 Joined Morgan Guaranty Trust Company of New York, a subsidiary of J.P. Morgan & Company, Inc.
May. 2001 Managing Director, JP Morgan Securities
Jul. 2005 Head of Financial Institutions Division
May. 2007 Managing Director and Chairman of Financial Institutions Group, Merrill Lynch Japan Securities Ltd.
Jul. 2010 Co-Head of Investment Banking Division
Jul. 2011 Vice Chairman
Nov. 2013 President & CEO, Core Value Management, Co., Ltd. (to present)
Jun. 2015 Outside Director, The Dai-ichi Life Insurance Company, Limited
Oct. 2016 Outside Director (Audit & Supervisory Committee Member), Dai-ichi Life Holdings, Inc. (to present)

Executive Officers (excluding those who are directors)

Senior Managing Executive officer

Masamitsu Nambu
Masao Taketomi

Managing Executive Officer

Hideo Hatanaka
Yuji Tokuoka
Munehiro Uryu
Hiroshi Shoji
Tatsusaburo Yamamoto
Norimitsu Kawahara
Ichiro Okamoto
Mamoru Akashi

Executive Officer

Sumie Watanabe
Tsuyoshi Kawamoto
Hidehiko Sogano

Rieko Sato

Outside Director
(Audit & Supervisory Committee Member)

Assumed office in June 2015
Age: 63
Number of shares held: 6,689
Board of Directors meetings attended: 11/11
Audit & Supervisory Committee meetings attended: 21/21
Other major occupations:
• Partner, Ishii Law Office
• Outside Director, J. FRONT RETAILING Co., Ltd.
• Outside Corporate Auditor, NTT DATA CORPORATION
• Outside Audit & Supervisory Board Member, Mitsubishi Corporation



She is an experienced and trusted attorney, and she has had a wide range of experiences serving as outside Audit and Supervisory Board member of various corporations. She has also brought significant benefits to the Company by supervising and auditing management as well as advising on various legal matters of the Company based on her objective viewpoint at the Board of Directors meetings and other occasions. The Company believes she uses her experience to good advantage in conducting audits and supervision of the Group's management, and therefore appointed her as an outside director serving as Audit & Supervisory Committee member.

Apr. 1984 Registered as Attorney-at-Law
Jun. 1989 Shearman & Sterling LLP
Jul. 1998 Partner, Ishii Law Office (to present)
Jun. 2015 Outside Director, The Dai-ichi Life Insurance Company, Limited
Oct. 2016 Outside Director (Audit & Supervisory Committee Member), Dai-ichi Life Holdings, Inc. (to present)

Koichi Masuda

Outside Director
(Audit & Supervisory Committee Member)

Assumed office in October 2016
Age: 76
Number of shares held: 7,240
Board of Directors meetings attended: 10/11
Audit & Supervisory Committee meetings attended: 20/21
Other major occupations:
• Director (Outside), Audit and Supervisory Committee Member, Daishi Hokuetsu Financial Group, Inc.
• Outside Audit and Supervisory Board Member, Sumitomo Riko Company Limited



He is an experienced and trusted certified public accountant, and he has had a wide range of experiences serving as Outside Director (Audit and Supervisory Committee member) and Outside Audit & Supervisory Board member of various corporations. He has also brought significant benefits to the Company by supervising and auditing management and advising on various financial matters of the Company based on his objective viewpoint at the Board of Directors meetings and other occasions. The Company believes he uses his experience to good advantage in conducting audits and supervision of the Group's management, and therefore appointed him as an outside director serving as Audit & Supervisory Committee member.

Apr. 1966 Yoshiji Tanaka CPA Office
Jan. 1970 Otemachi Kaikei Jimusho Audit Corporation
Jan. 1975 Shinwa Audit Corporation *
Sep. 1978 Partner
Jul. 1992 Representative Partner, Asahi Shinwa Audit Corporation *
Oct. 1993 Representative Partner, Asahi Audit Corporation *
Jan. 2004 Representative Partner, KPMG AZSA & Co. *
Jul. 2007 Chairman and President, The Japanese Institute of Certified Public Accountants
Jul. 2010 Advisor (to present)
Oct. 2016 Outside Director (Audit & Supervisory Committee Member), Dai-ichi Life Holdings, Inc. (to present)
* Presently, KPMG AZSA LLC