

To: All Concerned

Company Name	Sony Financial Holdings Inc.
Name of the Representative	Shigeru Ishii, President and Representative Director (Code: 8729; TSE First Section)

Company Name	Sony Life Insurance Co., Ltd.
Name of the Representative	Tomoo Hagimoto, President and Representative Director

**Announcement of Execution of Final Agreement on Acquisition of Shares of Two Equity-method Affiliate Companies (Conversion into Wholly-owned Subsidiaries) by Sony Life Insurance Co., Ltd., a Wholly-owned Consolidated Subsidiary of Sony Financial Holdings Inc.**

Tokyo, June 28, 2019—We announce that Sony Life Insurance Co., Ltd. (President and Representative Director: Tomoo Hagimoto; headquartered in Chiyoda-ku, Tokyo; hereinafter “Sony Life”), a wholly-owned consolidated subsidiary of Sony Financial Holdings Inc. (President and Representative Director: Shigeru Ishii; headquartered in Chiyoda-ku, Tokyo; hereinafter “Sony Financial Holdings”), today concluded with AEGON International B.V. (hereinafter “AEGON International”), a subsidiary of the Netherlands-based insurance group AEGON N.V. (CEO: Alexander R. Wynaendts; headquartered in the Netherlands; hereinafter “AEGON”), the final agreement (hereinafter the “Final Agreement”) on the acquisition of shares of two joint ventures established by Sony Life and AEGON International: AEGON Sony Life Insurance Co., Ltd. (hereinafter “AEGON Sony Life”), and SA Reinsurance Ltd., a reinsurer (hereinafter “SA Re”; and AEGON Sony Life and SA Re hereinafter collectively referred to as the “two Joint Ventures”).

The Final Agreement was concluded after Sony Life conferred with AEGON International pursuant to the agreement they entered into on May 17, 2019.

Going forward, Sony Life will acquire the remaining 50% of the issued shares in each of the two Joint Ventures from AEGON International (hereinafter the “Additional Acquisition of Equity Shares”), raising its ownership ratio for each to 100%, in accordance with the Final Agreement. As a result, the two Joint Ventures will become wholly-owned subsidiaries of Sony Financial Holdings and Sony Life. This Additional Acquisition of Equity Shares is subject to approvals from the relevant authorities.

With respect to the detailed description below, underlined text in Sections 1–3 indicates changes from our press release of May 17, 2019, titled “Announcement of Execution of an Agreement on Acquisition of Shares of Two Equity-method Affiliate Companies (Conversion into Wholly-owned Subsidiaries) by Sony Life Insurance Co., Ltd., a Wholly-owned Consolidated Subsidiary of Sony Financial Holdings Inc.” Additionally, AEGON Sony Life’s and SA Re’s updated operating results and financial status are presented in “Operating results and financial status of the company over the last three years” under “1. Outline of the Subsidiaries to be Converted.”

## Detailed Description

### 1. Outline of the Subsidiaries to be Converted

#### Outline of AEGON Sony Life

(1) Name	AEGON Sony Life Insurance Co., Ltd.		
(2) Address	5-52-2, Jingumae, Shibuya-ku, Tokyo, Japan		
(3) Title and name of the representatives	Executive Chairman and Representative Director: Thomas Grondin President and Representative Director: <u>Akira Nishino</u>		
(4) Business	Life insurance business		
(5) Capital	<u>21,500 million yen (as of June 28, 2019)</u>		
(6) Established	August 29, 2007		
(7) Major shareholders and ownership percentage	Sony Life Insurance Co., Ltd. : 50% AEGON International B.V. : 50%		
(8) Relationship between the listed company and this company	Capital relationship	AEGON Sony Life is an equity-method affiliate company, 50% owned by Sony Life, a wholly-owned consolidated subsidiary of Sony Financial Holdings.	
	Personnel relationship	There are four (4) board members who also serve on the board of Sony Life, a wholly-owned consolidated subsidiary of Sony Financial Holdings.	
	Business relationship	AEGON Sony Life has entered into an agency agreement with Sony Life, a wholly-owned consolidated subsidiary of Sony Financial Holdings.	
	Related party or not	AEGON Sony Life is an equity-method affiliate company of Sony Financial Holdings.	
(9) Operating results and financial status of the company over the last three years			
For the years ended March 31 (Millions of yen)	2017	2018	2019
Net assets	5,738	8,261	5,002
Total assets	478,199	496,730	494,931
Ordinary revenues	124,700	96,150	63,635
Ordinary profit (losses)	(4,797)	(4,668)	(4,110)
Net income (losses)	(4,497)	(4,377)	(3,906)

#### Outline of SA Re

(1) Name	SA Reinsurance Ltd.		
(2) Address	Milner Place, 32 Victoria Street, Top Floor, Hamilton, Bermuda		
(3) Title and name of the representatives	Director and Co-Managing Director: Katsuki Yoshimoto Director and Co-Managing Director: Andrew Kanelos		
(4) Business	Reinsurance business		
(5) Capital	15,900 million yen (as of March 31, 2019)		
(6) Established	October 29, 2009		
(7) Major shareholders and ownership percentage	Sony Life Insurance Co., Ltd. : 50% AEGON International B.V. : 50%		

(8) Relationship between the listed company and this company	Capital relationship	SA Re is an equity-method affiliate company, 50% owned by Sony Life, a wholly-owned consolidated subsidiary of Sony Financial Holdings.		
	Personnel relationship	There are four (4) board members who also serve on the board of Sony Life, a wholly-owned consolidated subsidiary of Sony Financial Holdings.		
	Business relationship	No particular business relationship to mention		
	Related party or not	SA Re is an equity-method affiliate company of Sony Financial Holdings.		
(9) Operating results and financial status of the company over the last three years				
For the years ended March 31 (Millions of yen)	2017	2018	2019	
Net assets	16,824	16,316	16,716	
Total assets	75,235	79,876	97,150	
Premium income	8,638	9,382	9,438	
Net income (losses)	(2,604)	(507)	399	

## 2. Outline of the Counterparty in the Share Acquisition

### Outline of AEGON International

(1) Name	AEGON International B.V.		
(2) Address	Aegonplein 50, 2591 TV The Hague, The Netherlands		
(3) Relationship between the listed company and this company	Capital relationship	No particular capital relationship to mention	
	Personnel relationship	No particular personnel relationship to mention	
	Business relationship	No particular business relationship to mention	
	Related party or not	The company is not deemed a related party.	

We do not present the full description of AEGON International, the counterparty in the share acquisition, as the company does not disclose its financial documents. AEGON, which is the parent company of AEGON International, is outlined as follows:

### Outline of AEGON

(1) Name	AEGON N.V.
(2) Address	Aegonplein 50, 2591 TV, The Hague, The Netherlands
(3) Representative	CEO: Alexander R. Wynaendts
(4) Business	Financial services business
(5) Capital	322 million euros (as of December 31, 2018)
(6) Established	1844
(7) Net assets	22,885 million euros (as of December 31, 2018)
(8) Total assets	393,031 million euros (as of December 31, 2018)

(9) Major shareholders	Vereniging AEGON : 14%	
(10) Relationship between the listed company and this company	Capital relationship	No particular capital relationship to mention
	Personnel relationship	No particular personnel relationship to mention
	Business relationship	There are business transactions involving financial instruments, etc. between SA Re and AEGON group companies.
	Related party or not	The company is not deemed a related party.

### 3. Number of Shares to Acquire, the Purchase Price, and Shareholding before and after the Acquisition

(1) Number of shares held before the change	AEGON Sony Life: <u>21,500,000 shares</u> (Voting right ratio: 50%) SA Re: 7,950,000 shares (Voting right ratio: 50%)
(2) Number of shares to acquire	AEGON Sony Life: <u>21,500,000 shares</u> SA Re: 7,950,000 shares
(3) Purchase price	<p>Total (approximation) <u>19,000 million yen<sup>1,2</sup></u> (of that, approximate advisory cost, etc.) 250 million yen</p> <p><u>Notes:</u></p> <p>1. <u>This value is the sum of the following items: the purchase price agreed upon in the May 17, 2019 agreement (16,000 million yen [net of advisory cost, etc.]); and the amount AEGON International paid to AEGON Sony Life when AEGON Sony Life carried out a capital increase on June 28, 2019 (2,750 million yen). The addition of this amount to the said purchase price was made in accordance with a price adjustment clause contained in the May 17, 2019 agreement. The price adjustment clause stipulates that, if AEGON International subscribes to a capital increase carried out by the two Joint Ventures during the period after the execution of the May 17, 2019 agreement and before the completion of the share transfer, Sony Life shall pay AEGON International the same amount as that paid by AEGON International for the capital increase of the two Joint Ventures, in addition to the purchase price of the two Joint Ventures payable by Sony Life to AEGON International.</u></p> <p>2. <u>The purchase price broken down for each of the two Joint Ventures is as shown below.</u></p> <p style="padding-left: 40px;"><u>AEGON Sony Life: 6,000 million yen</u> <u>SA Re: 12,750 million yen</u></p>
Number of shares to hold after the change	AEGON Sony Life: <u>43,000,000 shares</u> (Voting right ratio: 100%) SA Re: 15,900,000 shares (Voting right ratio: 100%)

#### 4. Schedule

(1) Execution date of the agreement	May 17, 2019
(2) Date of resolution of the Boards of Directors' meeting (approving the final agreement)	June 28, 2019 (Sony Financial Holdings and Sony Life)
(3) Execution date of the final agreement	June 28, 2019
(4) Date of transferring shares	November 2019–January 2020 (planned)

#### 5. Future Plans and Outlook

##### (1) Conversion into wholly-owned subsidiaries

The completion of the Additional Acquisition of Equity Shares will be expected to be from November 2019 to January 2020, subject to approvals from the relevant authorities. This will be immediately followed by necessary procedures, such as changing the trade names of the two Joint Ventures.

##### (2) Impact on financial results

The impact of the Additional Acquisition of Equity Shares on consolidated financial results of Sony Financial Holdings for the fiscal year ending in March 31, 2020 is currently under careful evaluation. Going forward, any matters that require disclosure will be promptly disclosed.

#### 6. Handling of Policies of AEGON Sony Life

The Additional Acquisition of Equity Shares will not affect the terms of contracts for policyholders of AEGON Sony Life.

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[https://www.sonyfh.co.jp/index\\_en.html](https://www.sonyfh.co.jp/index_en.html)