

Acquisition of Resolution Life as a wholly owned subsidiary and related transactions

Nippon Life Insurance Company (President: Hiroshi Shimizu; hereinafter “Nippon Life”) hereby announces that it has reached an agreement on December 11, 2024 with the relevant parties^{*1} wherein it would make its equity affiliate, Resolution Life Group Holdings Ltd. (Founder, Chairman, and CEO: Sir Clive Cowdery; hereinafter “Resolution Life”), its wholly owned subsidiary (hereinafter the “Transaction”).

As part of the Transaction, Nippon Life announces that it reached an agreement on the same date with the relevant parties^{*2} wherein it would acquire the remaining 20% of the shares in MLC Life Insurance (“MLC”) that it does not already own from National Australia Bank Limited (“NAB”) and would enter into a business integration (the “Integration”) of MLC and Resolution Life Australasia Limited (“Resolution Australasia”).

*1 Nippon Life, Resolution Life, the investment limited partnership which invests in Resolution Life and the general partners of the investment limited partnership

*2 Nippon Life and NAB with regard to the acquisition of the issued shares held by NAB. Nippon Life, Resolution Life, the investment limited partnership which invests in Resolution Life and the general partners of the investment limited partnership with regard to the Integration

1. Background and Aims of the Transaction and the Integration

Nippon Life aims to become “a corporate group offering various types of reinsurance across diverse areas centering around life insurance, spanning out to asset management, healthcare, nursing care, childcare and others as a provider of multidimensional peace of mind”. Targeting 2035, Nippon Life will endeavor to double Group core operating profit and increase policyholder dividends. In the medium-term business plan (2024-2026) starting this fiscal year, Nippon Life has set expanding its global business as one of its strategic directions. Under this direction, Nippon Life plans to realize expansion in its global business through growth in existing business and new business investments.

Resolution Life is a global insurance group focusing on the acquisition and management of portfolios of life insurance policies. With the Transaction, Nippon Life aims to expand in the large and growing U.S. life insurance market as well as further enhancing its Australian life insurance business through the Integration. Through the strength of these overseas business subsidiaries, Nippon Life aims to achieve long-term stable growth in overseas business profit and, ultimately, to maximize benefits of its policyholders.

Resolution Life has formed a strategic partnership with global asset manager Blackstone Inc. (Chairman, CEO, and Co-Founder: Stephen Schwarzman; hereinafter “Blackstone”), in which Blackstone has been Resolution Life’s investment management partner for directly originated assets across the private credit, real estate and asset-based-finance markets - reflecting the significant value Blackstone’s origination platform has provided to the business and its policyholders. This strategic partnership will continue after the Transaction.

2. Overview of the Transaction and the Integration

(1) Acquisition of Resolution Life as a wholly owned subsidiary

In the Transaction, Nippon Life will consolidate control of its equity affiliate Resolution Life by acquiring the entirety of its issued shares from the investment limited partnership which currently holds the shares in Resolution Life, thereby consolidating the ownership interest Nippon Life already holds. Consequently, Resolution Life will become a wholly owned subsidiary of Nippon Life. The investment limited partnership will be dissolved following the Transaction.

The acquisition amount is expected to be approximately USD 8.2 billion (approximately JPY 1.2 trillion^{*3})*⁴.

*3 Exchange rate: 1 USD = 150 JPY

*4 The final acquisition amount will be determined by adjusting for shareholder dividends paid and other factors during the period leading up to the completion of the acquisition process.

The Transaction is subject to customary closing conditions, including required regulatory approvals, and is expected to take place in the second half of 2025.

(2) Additional investment in MLC

Nippon Life will acquire the remaining 20% of the issued shares in MLC that NAB holds. This transaction is expected to be executed on the business day following the completion of the Transaction.

The acquisition amount is expected to be approximately AUD 500 million (approximately JPY50 billion^{*5}).

*5 Exchange rate: 1 AUD = 100 JPY

(3) Business integration of Resolution Australasia and MLC

Nippon Life will make an in-kind contribution of the MLC shares^{*6} to Resolution Life NOHC Pty Ltd (hereinafter “Australian NOHC”), Resolution Life's Australian holding company. In exchange, Nippon Life will acquire the new shares issued by Australian NOHC. This transaction is expected to be executed on the business day following the completion of the Transaction.

As a result of this transaction, Nippon Life will directly hold 51% of the voting rights of Australian NOHC (Nippon Life will indirectly hold 49% through Resolution Life), and Australian NOHC will encompass both Resolution Australasia and MLC as its subsidiaries, thereby integrating the management of Resolution Australasia and MLC.

*6 This includes the 80% of shares already held by Nippon Life, plus an additional 20% to be newly acquired from NAB, totaling 100%

For the time being, both Resolution Australasia and MLC will coexist as subsidiaries under Australian NOHC; however, a future merger of the operations of these two entities^{*7} is under consideration.

*7 The name of the Australian NOHC is planned to be changed to "Nippon Life Australia and New Zealand NOHC Pty Ltd" after the Integration. Additionally, the name of the Australian life insurance company after the merger of the operations is planned to be "Nippon Life Insurance Australia and New Zealand Limited".

Both transactions mentioned in (1) and (2) will be funded by cash on hand.

For further detailed information, please refer to the attached document.

【Overview of the Companies】

< Resolution Life>

1. Company name	Resolution Life Group Holdings Ltd.
2. Establishment	2017
3. Business	Insurance holding company (business of acquisition and management of portfolios of life insurance policies and reinsurance business)
4. Location	Bermuda
5. Representative	Founder, Chairman, and CEO: Sir Clive Cowdery

< Resolution Australasia>

1. Company name	Resolution Life Australasia Limited
2. Establishment	2019 (The predecessor, AMP Life Limited, was established in 1849)
3. Business	Life insurance business (business of acquisition and management of portfolios of life insurance policies)
4. Location	Australia
5. Representative	CEO: Tim Tez

< MLC>

1. Company name	MLC Life Insurance
2. Establishment	1886
3. Business	Life insurance business
4. Location	Australia
5. Representative	CEO: Kent Griffin

< NAB>

1. Company name	National Australia Bank
2. Establishment	1858
3. Business	Banking business
4. Location	Australia
5. Representative	CEO: Andrew Irvine

< Australian NOHC>

1. Company name	Resolution Life NOHC Pty Ltd
2. Establishment	2019
3. Business	Insurance holding company (business of acquisition and management of portfolios of life insurance policies)
4. Location	Australia
5. Representative	Chairman: David Clarke