## STANCORP TO BE ACQUIRED BY MEIJI YASUDA

## STANCORP TO BECOME MEIJI YASUDA'S PRIMARY U.S. PRESENCE AND PARTNER

Unites two strong companies with similar corporate goals and values to create a leading global insurer with total combined total assets of \$327 billion<sup>1</sup>

- Strong brands, management teams and employee bases
- Common long-term vision and shared roots in the mutual business
- Similar track records of financial performance and disciplined growth
- Demonstrated commitment to the broader community

Accelerates Meiji Yasuda's diversification and international growth while maintaining StanCorp's strong franchise and operations

- StanCorp to operate under The Standard brand within Meiji Yasuda's global structure
- StanCorp to maintain current operations, headquarters, management team, employees and community support
- Brings together two market leaders in group insurance to significantly expand the scope and quality of Meiji Yasuda's offerings in the U.S. market

All-cash transaction provides substantial and immediate value for StanCorp shareholders

 50% premium over StanCorp's one-day prior closing share price



Founded 1881

Headquarters Tokyo, Japan
Employees Over 40,000

Footprint Japan, U.S., Poland, China,

Indonesia, Thailand

**Key Products** Group and individual life insurance,

bancassurance, group annuity

**Assets** USD \$303 billion at 03/31/2015\*

Total Premiums USD \$28 billion in FY2014\*

» Oldest and 3<sup>rd</sup> largest private Japanese insurance company

» Largest share of group insurance in the Japanese market



Founded 1906

Headquarters Portland, Oregon

Employees Approximately 2,800

**Footprint** Active operations in all 50 U.S.

states

**Key Products** Group and individual insurance,

retirement and investment products

and services

**Assets** USD \$22.7 billion at 12/31/2014

Total Premiums USD \$2.1 billion in FY2014

NYSE Ticker Symbol SFG

- » Market leader in group long and short term disability, group life, and individual disability insurance
- » Strong franchise under "The Standard" brand

<sup>&</sup>lt;sup>1</sup> Includes ¥36,469 billion for Meiji Yasuda as of March 31, 2015, converted at a ¥120.17:\$1 FX rate, plus StanCorp's assets of \$23.4 billion as of June 30, 2015

<sup>\*</sup> USD1=JPY120.17

## STRATEGICALLY AND FINANCIALLY **COMPELLING TRANSACTION**

TRANSACTION SUMMARY		
Terms	»	Meiji Yasuda will acquire all outstanding shares of StanCorp for \$115.00 per share in cash
Transaction Value	»	Total transaction value is approximately \$5.0 billion
Premium +	»	50% premium over StanCorp's one-day prior closing price on July 23, 2015
	»	49.9% premium to StanCorp's 1-month volume weighted average price
	»	All-cash transaction provides substantial and immediate value for StanCorp shareholders while creating growth opportunities for both companies
	»	Subject to approval by majority vote of outstanding StanCorp shares, regulatory approvals in Japan and the U.S., and other customary closing conditions
Timing/Closing Conditions	<b>»</b>	25-day go-shop period, with additional 20-day period to negotiate an agreement if expected to result in superior proposal
	»	Merger agreement allows StanCorp to pay out a regular annual cash dividend prior to the closing of the transaction, in an amount up to \$1.40 per share
	»	Expected closing during 1Q 2016

## POST-TRANSACTION FOOTPRINT



