



February 21, 2003
The Taiyo Mutual Life Insurance Company

Resolution of the Board of Directors in connection with the Stock Offering

The Board of Directors of The Taiyo Mutual Life Insurance Company (President: Masahiro Yoshiike) passed a resolution today authorizing an offering of stock of the new company (Taiyo Life Insurance Company) following the demutualization of The Taiyo Mutual Life Insurance Company.

February 21, 2003
The Taiyo Mutual Life Insurance Company

Notice of the Resolution of the Board of Directors on the Selling of Stock

We hereby notify you that the Company's board of directors resolved at its meeting on February 21, 2003 to sell its stock in connection with the listing of the Company on the Tokyo Stock Exchange. The details of the sale are shown below.

Details of the resolution

- | | | |
|-------|---|---|
| (1) | Type and number of stock to be sold | Common stock: 1,004,121 shares (portion to be sold through underwriting by the underwriters)
Our goal is the sale of 848,175 shares in Japan and 155,946 shares overseas. However, the final breakdown will be decided within the total number of 1,004,121 shares to be sold through underwriting subject to demand and other factors on Tuesday, March 18, 2003.
The number of shares to be sold may be changed in the future.

Common stock: Upper limit of 20,000 shares (portion to be sold through over allotment)
In addition to the stock to be sold or subscribed through the domestic offering and the sale referred to in above, Daiwa Securities SMBC Co. Ltd. shall sell additional common stock subject to a maximum of 20,000 shares according to demand. |
| (2) | Selling price | Not yet decided
(To be decided on March 18, 2003)
(Please refer to the matters noted below.) |
| (3) | Sellers and the number of shares to be sold | Portion to be sold through underwriting by the underwriters:
Policyholders of the Company who will be allotted a fractional number of shares less than one share when the Company changes from a mutual company to a listed joint stock company based on the provisions of the Insurance Business Law:
<p style="text-align: right;">1,004,121 shares</p> Portion to be sold through over allotment
1-3-5, Yaesu, Chuo-ku Tokyo
Daiwa Securities SMBC Co., Ltd.
<p style="text-align: right;">Upper limit: 20,000 shares</p> Total maximum of and : 1,024,121 shares |

(4) Selling method

The shares shall be sold simultaneously in Japan and overseas.

Daiwa Securities SMBC Co. Ltd. shall act as global coordinator for the offering.

Selling by the underwriters

(a) Selling in Japan

All the stock to be sold in Japan shall be underwritten by:

Daiwa Securities SMBC Co. Ltd., Nikko Solomon Smith Barney Ltd., Nomura Securities Co., Ltd., UFJ Tsubasa Securities Co., Ltd., JP Morgan Securities Tokyo Ltd., Mitsubishi Securities Co., Ltd., Okasan Securities Co., Ltd., Tokai Tokyo Securities Co., Ltd., Cosmo Securities Co., Ltd., Meiko National Securities Co., Ltd., HSBC Securities (Japan) Ltd., Takagi Securities Co., Ltd., Sakura Friend Securities Co., Ltd., Shinko Securities Co., Ltd., Marusan Securities Co., Ltd., Mizuho Securities Co., Ltd., and MONEX Securities Co., Ltd.

484,300 shares among the stock to be sold in Japan will be sold to long-term shareholders to be designated by the Company.

Daiwa Securities SMBC Co. Ltd. shall act as lead managing underwriter for the offering.

Period for application: From Monday, March 24, 2003 to Thursday, March 27, 2003

Minimum order for application: One share

Date of delivery of stock certificate: Tuesday, April 1, 2003

(b) Selling overseas

Stock will be sold overseas, with a focus on Europe. (In the United States, shares will only be sold to qualified institutional buyers based on Rule 144A of the U.S. Securities Law of 1933.) The total amount of stock to be sold overseas will be underwritten individually by the international joint bookrunners, Daiwa Securities SMBC Europe Limited and J.P. Morgan Securities Ltd.

Selling through over allotment in Japan

Daiwa Securities SMBC Co. Ltd. will sell the Company's common stock that will be borrowed from the head office of Daiwa Securities Co. Ltd. group on the same conditions that apply to the sale in Japan.

This transaction will be carried out through consultation with Daiwa Securities SMBC Co. Ltd. as necessary.

However, where either the domestic or the overseas sale is terminated, the sale of all the shares shall be terminated, including domestic sales, overseas sales and sales through over allotment.

- (5) Underwriters' fee No underwriting fee will be paid. Instead, the amount obtained by deducting the total underwriting amount to be paid by the underwriters to the sellers from the total selling price shall be the amount received by the underwriters.
- (6) Other matters requiring the approval of the board of directors for the sale of the stock will be approved at the board of directors' meeting to be held hereafter.
- (7) The preceding items concerning the domestic sale and the sale through over allotment are conditional on the Company's obtaining approval from the Tokyo District Court of Japan (scheduled for March 19, 2003) concerning the sale of the fractional shares based on the provisions of the Insurance Business Law. The sale through over allotment is also conditional on a notification becoming effective under the Securities and Exchange Law. The preceding items concerning the overseas sale are conditional on the Company's obtaining the above court approval.

Matters to be noted:

With respect to fractional stock of less than one share allotted to policyholders, where new shares to be issued are sold by methods other than bidding, the approval of a court is required as stipulated in Article 89 of the Insurance Business Law. The Company applied for the approval of the Tokyo District Court of Japan based on this provision on February 14, 2003. The Company also made preparations to facilitate obtaining approval quickly after the application, and believes that approval can be obtained on or around March 19, 2003. The selling price will be published on that date.

This is not an offer of securities for sales in the United States. Securities may not be offered or sold in the United States unless they are registered or exempt from registration. Any public offering of securities in the United State will be made by means of a prospectus that may be obtained from The Taiyo Mutual Life Insurance Company ("the Company") and will contain detailed information about the Company and its management, as well as financial statements of the Company. No public offering of securities will be made in the United States in connection with the above-mentioned transactions.