



November 5, 2009

T&D Holdings, Inc.  
Naoteru Miyato, President  
(Security Code: 8795)

## **Notice Regarding Filing of Shelf Registration Statement for Future Issuances of New Shares**

T&D Holdings, Inc. (the “Company”, President: Naoteru Miyato) of the T&D Life Group (the “Group”) hereby announces that its board of directors has resolved to file a Shelf Registration Statement (*hakkotorokusho*) in relation to the future issuances of new shares as set forth below.

### **I. Background of Shelf Registration Statement Filing**

Amid the financial crisis following September 2008 and the continuing stagnation of the real economy, the Group has been solidifying its base for the purpose of maintaining and reinforcing its business model, through such measures as reducing higher-risk assets such as equities on the financial front as well as providing products and services that respond to customer needs on the business front, in order to steadily implement the Group’s growth strategies.

Meanwhile, against the backdrop of global efforts to review regulatory framework for the stabilization of the financial system and initiatives for reinforcing the “capital quality” of financial institutions, the regulatory framework of life insurance companies is now going in the direction of importance being placed on both the amount and quality of the capital.

Under such circumstances, the Company has filed a Shelf Registration Statement for its common stock, considering it necessary, in terms of future business strategies to achieve its further growth by increasing the flexibility of the Group’s capital strategies and securing future investment ability through using the proceeds raised from capital increases to repay its debt, as well as to stabilize its financial base by enhancing its core equity capital.

Note: This document is prepared solely for the purpose of public disclosure regarding the filing of Shelf Registration Statement in relation to the issuance of new shares of the Company and does not constitute an offer to sell or the solicitation of an offer to buy any securities within or outside of Japan. Investors should carefully review the prospectus prepared by the Company and make investment decisions at their own risk. This document may not be published, distributed, diffused or otherwise sent into the United States of America (including its territories and possessions, every State in the United States and the District of Columbia). The securities referenced by this document has not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent applicable exemption from registration requirements.

## II. Particulars of Shelf Registration Statement

### 1. Type of Securities

Common stock of the Company

### 2. Planned Effective Period

Within one year commencing from the effective date of the Shelf Registration Statement  
(From November 13, 2009 until November 12, 2010)

### 3. Offering Method

Public offering

### 4. Planned Amount of Issuance

Up to JPY 120 billion

### 5. Use of Proceeds

The Company plans to allocate the amount of the proceeds raised from future issuances of new shares mainly to repay its debt.

**For inquiries regarding the above, please contact:**

Investor Relations, T&D Holdings, Inc.

Tel: +81-3-3434-9142

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