



Press Release

AIG 175 Water Street New York, NY 10038 www.aig.com 本稿は2018年1月22日、AIG米国本社が発表した英文プレスリリース(原文)の参考訳です。

本稿と原文との間で解釈に相違が生じた際には、原文が優先します。 原文の発信日付で、AIGジャパンのホームページに掲載しています。

AIG、ヴァリダス社を現金55.6億ドルで買収

- 本買収は、AIG の戦略において利益を伴う成長を遂げる大きな前進であり、 特殊商品、展開地域を通じて多様かつ相互補完的で魅力的な事業基盤の拡 充につながります。
- 本買収により、業界をリードする再保険の引き受け、ロイズでの評判が高い事業活動、米国の国内市場におけるより充実した商品ラインアップ、そして保険関連の有価証券のアセットマネージャーを加えることによって AIG の損害保険部門の能力を大幅に強化させることになります。
- 本買収は、AIGの利益、株主資本利益率(ROE)を直ちに高めるものと予想されます。
- ヴァリダス社は、確固たる引受実績を有し、大変評価の高い経営チームおよび引受チームを持っています。
- ヴァリダス社 1 株当たり 68.00 ドルという現金取引は、ヴァリダスの株主 各位にとっても現金支給されるという魅力的な価値があります。

ニューヨーク/バミューダ諸島ペンブローク、2018年1月22日―アメリカン・インターナショナル・グループ(ニューヨーク証券取引銘柄: AIG)は本日、再保険、元受保険およびアセットマネージメントサービスのリーディング・カンパニーであるヴァリダス・ホールディングス・リミテッド(以下「ヴァリダス」、ニューヨーク証券取引銘柄: VR)の全発行済株式を取得する正式契約に至ったことを発表しました。本取引は、再保険の最高クラスの事業基盤、保険関連の有価証券のアセットマネージャー、ロイズにおける確かなプレゼンス、そして米国の農作物保険およびエクセス・サープラス(超過額)保険における補完的能力を加えることによって AIG の損害保険部門の事業を拡充させることになります。ヴァリダスの普通株の保有者は、一株当たり 68.00 ドルの対価が現金支給されることとなり、取引の合計額は 55.6 億ドルとなります。

「ヴァリダスは、AIG にとって戦略的に非常に合致するものであり、私たちの 損害保険事業の運営に新たなビジネスと能力をもたらし、私たちの経営チーム の人材を拡充し、アンダーライティング(保険引受)の知見も深めます」と AIG の社長兼 CEO ブライアン・デュパロウは語っています。「私たちのグロ ーバルなスケールと財務の強さがあれば、ヴァリダスが AIG グループ内で繁栄



し、AIG の未来に向けての戦略的な位置取りを行う中で株主に利益を伴う成長を提供する私たちの能力を高めるという自信があります。|

ヴァリダスの会長兼 CEO エド・ヌーナンは「私たちは、この取引が株主の皆様にとって納得のいく価値をもたらすものであって世界中の優秀なグループメンバーとともに作り上げてきた事業の実力を反映していると確信しています。 AIG に加わってより大きくかつ多様な組織の一部となることによってグループメンバーおよび事業基盤に新たな機会が直ちにもたらされることになります。ヴァリダスは、クライアントや保険ブローカーの皆さんに新しい、躍動感のある方法でサービスを提供することができるようになります」と語っています。

AIG の損害保険部門の CEO ピーター・ザフィーノは、「私は、その設立以来 ヴァリダスとともに仕事をし、ヴァリダスを高く評価してきましたし、その経 営陣の実績に対して最高の敬意を払っています。彼らは、AIG の損害保険事業 部門ととても高い補完関係にある事業を構築してきました。両社のブローカー および顧客が本買収から利益を受けることになるのであって、私は、ヴァリダスを AIG に迎えることによって実現できる様々なことに期待しています」と述べています。

戦略的意義

ヴァリダスの買収は、利益を伴う成長を実現するという AIG の戦略における大きな一歩前進となります。本買収は、様々な特殊商品、地域にわたる多様かつ相互補完的で魅力的な事業基盤を提供します。

- ヴァリダス・リインシュアランスは、財物の自然災害リスク、海上および特殊保険を中心に展開する代表的な再保険会社で、ブローカーおよびクライアントとの緊密な関係を提供する一方で、AIG のより多様な事業の一部となること、そしてそのさらに大きく強力な財務力によって利益を受けることになります。
- アルファキャットは、保険関連の有価証券への投資を通じて 32 億ドルの資産を管理しているが、ヴァリダス・リインシュアランスの再保険についての知見を活かしてさらに柔軟なリスク管理を提供することになります。
- タルボットは、ロンドンのロイズ保険組合における短期の特殊商品に絞った シンジケートで、AIG の引受についての技術的知見を広げるとともに世界最大 の特殊保険市場における販売へのアクセスを提供することになります。タルボ ットのブローカーおよびクライアントは、AIG にグローバルリーダーの地位を もたらした一連の能力すべて、そしてロイズ市場の内外におけるソリューショ ンへのアクセスを享受することになります。



• ウェスタンワールドは、小規模な商業向けのエクセス・サープラス市場および認可制保険市場を中心とする米国の特殊財物・災害保険の引受会社であって、拘束力のある保険引受限度額についての技術的知見を AIG に加えることになります。さらに、AIG は、クロップ・リスク・サービシズを取得することになるが、これは、北米の農作物保険市場へのアクセスをもたらすことになります。

また、ヴァリダスの、確固たる引受実績を有し、高い評価を受けている経営チームおよび引受チームが AIG に加わることによって AIG の人材および引受能力を高めることにもなります。

AIG、ヴァリダス双方にとっての財務的意義

本取引は、AIGの一株当たりの利益と株主資本利益率(ROE)を直ちに高めるものと予想されます。ヴァリダスは、AIGに相互補完的でマーケットの最先端を行く能力をもたらし、AIGの事業基盤を高め、両社に長期的な成長機会をもたらすことになります。取引の多様化効果は、時が経つにつれて資本効率の大幅な向上をもたらすことにもつながります。

クロージングに向けての手順

本取引は、AIG およびヴァリダスそれぞれの取締役会で全員一致により受け入れが勧奨されました。本取引は、ヴァリダスの株主の承認ならびに関連の管轄における規制上の承認およびハート・スコット・ロディノ反トラスト改善法の規定により適用される待機期間の完了または終了を含むその他の通常の実行条件の充足を条件に 2018 年半ばに実行される予定です。

アドバイザー

本件取引について AIG には、シティグループ・グローバル・マーケッツ・インク、ペレラ・ワインバーグ・パートナーズ LP およびデビボイス&プリンプトン LLP、ヴァリダスには、JP モルガン・セキュリティーズ LLC およびスカッデン・アープス・スレート・ミーガー・フロム LLP がそれぞれアドバイザーを務めました。



AIG グループは、世界の保険業界のリーダーであり、80 以上の国や地域でお客さまにサービスを提供しています。1919年に創業し、現在では、損害保険、生命保険、退職給付およびその他の金融サービスを幅広く提供しています。AIGグループの商品・サービスを通じた多岐にわたるサポートは、法人および個人のお客さまの資産を守り、リスクマネジメントおよび確かなリタイヤメント・セキュリティをお届けします。持株会社 AIG, Inc.はニューヨークおよび東京の証券取引所に上場しています。

AIGの追加情報についてはwww.aig.com | You Tube: www.youtube.com/aig | Twitter: @AIGinsurance www.twitter.com/AIGinsurance |LinkedIn: http://www.linkedin.com/company/aig を参照ください。AIGに関する追加情報を記載しているこれら参照先は便宜上提供されており、かかるウェブサイトに記載されている情報は、参照することにより本プレスリリースに組み込まれていません。

AIGとは、AIG, Inc.傘下の全世界の損害保険、生命保険、リタイヤメント・サービス事業ならびに一般的な保険事業のマーケティング名です。より詳細な情報については当社のホームページ(www.aig.com)を参照ください。全ての商品およびサービスはAIG, Inc.傘下の子会社または関連会社により引き受けまたは提供されています。これらの商品およびサービスは一部の国では利用できない可能性があり、実際の契約に準拠します。保険以外の商品・サービスは、独立した第三者によって提供されることがあります。一部の損害保険の補償については、サープラス・ラインの保険会社によって提供される可能性があります。サープラス・ラインの保険会社は、一般的に米国州政府保証基金に加入しないため、当該基金による保証は行われません。





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AIG TO ACQUIRE VALIDUS FOR \$5.56 BILLION IN CASH

Acquisition is significant step forward in AIG's strategy for profitable growth and brings a diverse and complementary set of attractive franchises across specialized products and regions

Acquisition significantly enhances AIG's General Insurance capabilities, adding a leading reinsurance underwriter, a highly regarded operation at Lloyd's, an enhanced offering in the U.S. domestic market, and an insurance-linked securities asset manager

Acquisition expected to be immediately accretive to AIG's earnings and return on equity (ROE)

Validus brings well-respected management and underwriting teams with an established track record of underwriting performance

All-cash transaction of \$68.00 per Validus share represents attractive value for Validus shareholders, to be funded by cash on hand

NEW YORK and PEMBROKE, Bermuda, January 22, 2018 – Leading global insurer American International Group, Inc. (NYSE: AIG) today announced it has entered into a definitive agreement to acquire all outstanding common shares of Validus Holdings, Ltd. ("Validus," NYSE: VR), a leading provider of reinsurance, primary insurance, and asset management services. The transaction enhances AIG's General Insurance business, adding a leading reinsurance platform, an insurancelinked securities asset manager, a meaningful presence at Lloyd's and complementary capabilities in the U.S. crop and excess and surplus (E&S) markets.





Holders of Validus common shares will receive cash consideration of \$68.00 per share, for an aggregate transaction value of \$5.56 billion, funded by cash on hand.

"Validus is an excellent strategic fit for AIG, bringing new businesses and capabilities to our General Insurance operation, expanding the bench of our management team and deepening our underwriting expertise," said Brian Duperreault, President and Chief Executive Officer of AIG. "With our global scale and the strength of our balance sheet, I am confident that Validus will thrive within AIG and strengthen our ability to deliver profitable growth for our shareholders as we strategically position AIG for the future."

Ed Noonan, Validus' Chairman and Chief Executive Officer, said, "We believe this transaction offers compelling value for our shareholders and reflects the strength of the business we've built together with our talented global team. Joining AIG and becoming part of a larger, more diversified organization immediately opens new opportunities for our people and our franchise. Validus will be able to serve clients and brokers in new and exciting ways, which will enhance our ability to grow profitably."

Peter Zaffino, AIG's Chief Executive Officer, General Insurance, said, "I have worked with and admired Validus since its formation and have the utmost respect for what the management team has achieved. They have built a business that is highly compatible with AIG's General Insurance business. Brokers and customers of both companies will benefit from this acquisition, and I look forward to all that we will be able to accomplish by bringing Validus into AIG."

Strategic Rationale

The acquisition of Validus represents a significant step forward in AIG's strategy to deliver profitable growth. The acquisition brings a diverse and complementary set of attractive franchises across specialized products and regions:

- Validus Re, a leading treaty reinsurer with a focus on property catastrophe, marine and specialty, brings deep relationships with brokers and clients and will benefit from being part of a more diversified business, along with the additional size and strength of AIG's balance sheet.
- AlphaCat, which manages \$3.2 billion on behalf of clients by investing in insurance-linked securities products, will leverage the underwriting expertise within Validus Re and provide greater risk management flexibility.
- Talbot, a Lloyd's of London syndicate focused on short-tail specialty lines, will broaden AIG's technical underwriting expertise and provide access to distribution in the largest specialty insurance market in the world. Talbot's





brokers and clients will benefit from the complete suite of capabilities that has made AIG a global leader, along with access to solutions both within and outside of the Lloyd's market.

Western World, a U.S. specialty property and casualty underwriter focused on the small commercial E&S and admitted markets, will add technical expertise in binding authority. In addition, AIG gains Crop Risk Services, which provides access to the North American crop insurance market.

Validus also adds to AIG's talent and underwriting capabilities with the addition of well-respected management and underwriting teams with a consistent record of strong underwriting results.

Compelling Financial Benefits for AIG and Validus

The transaction is expected to be immediately accretive to AIG's earnings per share and return on equity (ROE). Validus brings complementary, market-leading capabilities to AIG, enhancing AIG's platform and long-term growth opportunities for both companies. The diversification benefits of the transaction also provide significant additional capital efficiencies over time.

Steps to Closing

The transaction has been unanimously recommended by the boards of directors of AIG and Validus. The transaction is expected to close mid-2018, subject to approval by Validus shareholders and other customary closing conditions, including regulatory approvals in relevant jurisdictions and the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

Advisors

Citigroup Global Markets Inc., Perella Weinberg Partners LP and Debevoise & Plimpton LLP advised AIG on the transaction. Validus was advised by J.P. Morgan Securities LLC and Skadden, Arps, Slate, Meagher & Flom LLP.

Analyst and Investor Call

AIG will host a conference call on Monday, January 22, 2018, at 8:00 a.m. EST to discuss the proposed transaction. The call is open to the public and can be accessed via a live listen-only webcast in the Investor Relations section of www.aig.com. For domestic callers, the number is 800-239-9838. For international callers, the number is +1-323-794-2551. The confirmation code is 5199391. A replay will be available at the same URL link as well as by telephone. For domestic callers, the number is





888-203-1112 and for international callers, 719-457-0820 with the same confirmation code.

About AIG

American International Group, Inc. (AIG) is a leading global insurance organization. Founded in 1919, today AIG member companies provide a wide range of property casualty insurance, life insurance, retirement products, and other financial services to customers in more than 80 countries and jurisdictions. These diverse offerings include products and services that help businesses and individuals protect their assets, manage risks and provide for retirement security. AIG common stock is listed on the New York Stock Exchange and the Tokyo Stock Exchange.

Additional information about AIG can be found at www.aig.com | YouTube: www.youtube.com/aig | Twitter: @AIGinsurance www.twitter.com/AIGinsurance | LinkedIn: www.linkedin.com/company/aig. These references with additional information about AIG have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release.

AIG is the marketing name for the worldwide property-casualty, life and retirement, and general insurance operations of American International Group, Inc. For additional information, please visit our website at www.aig.com. All products and services are written or provided by subsidiaries or affiliates of American International Group, Inc. Products or services may not be available in all countries, and coverage is subject to actual policy language. Non-insurance products and services may be provided by independent third parties. Certain property-casualty coverages may be provided by a surplus lines insurer. Surplus lines insurers do not generally participate in state guaranty funds, and insureds are therefore not protected by such funds.

About Validus Holdings, Ltd.

Validus Holdings, Ltd. is a leading global provider of reinsurance, insurance, and asset management services, delivering its premier solutions through four diversified yet complementary operating companies: Validus Reinsurance, Ltd., a global reinsurance group focused primarily on treaty reinsurance; Talbot Underwriting Ltd., a specialty (re)insurance group operating within the Lloyd's market through Syndicate 1183; Western World Insurance Group, Inc., a U.S. specialty lines organization; and AlphaCat Managers, Ltd., a Bermuda-based investment advisor managing capital for third parties and Validus through insurance-linked securities and other property catastrophe and specialty reinsurance investments.

Research and analytics are at the core of Validus' operations and provide its team of expert practitioners with the knowledge and insight required to effectively model





and interpret risk – an approach that consistently benefits clients and ensures their needs are met. Validus maintains a worldwide presence with more than 1,000 employees in 19 offices across all major regions and is listed on the New York Stock Exchange under the ticker symbol VR.

More information about the Validus group of companies can be found at validusholdings.com.

Forward-Looking Statements

Certain statements in this press release may include projections, goals, assumptions and statements that may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and AIG and Validus may make related oral, forward-looking statements on or following the date hereof. These projections, goals, assumptions and statements are not historical facts but instead represent only AIG's and Validus' belief regarding future events, many of which, by their nature, are inherently uncertain and outside AIG's and Validus' control. These projections, goals, assumptions and statements include statements preceded by, followed by or including words such as "will," "believe," "anticipate," "expect," "intend," "plan," "focused on achieving," "view," "target," "goal," or "estimate." It is possible that AIG's or Validus' actual results and financial condition will differ, possibly materially, from the results and financial condition indicated in these projections, goals, assumptions and statements.

The proposed transaction is subject to risks and uncertainties and factors that could cause AIG's or Validus' actual results to differ, possibly materially, from those in the specific projections, goals, assumptions and statements include, but are not limited to (i) that AIG and Validus may be unable to complete the proposed transaction because, among other reasons, conditions to the closing of the proposed transaction may not be satisfied or waived; (ii) uncertainty as to the timing of completion of the proposed transaction; (iii) the inability to complete the proposed transaction due to the failure to obtain Validus shareholder approval for the proposed transaction or the failure to satisfy other conditions to completion of the proposed transaction, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the failure to realize the expected synergies from the transaction or delay in realization thereof; (v) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (vi) risks related to disruption of management's attention from Validus' ongoing business operations due to the proposed transaction; (vii) the effect of the announcement of the proposed transaction on Validus' relationships with its clients, operating results and business generally; (viii) the outcome of any legal proceedings to the extent initiated against AIG, Validus or others following the announcement of the proposed transaction, as well as AIG's and Validus' management's response to any of the aforementioned





factors; (ix) industry conditions; and (x) other factors that can be found in AIG's press releases and Securities and Exchange Commission ("SEC") filings.

AIG and Validus are not under any obligation (and expressly disclaim any obligation) to update or alter any projections, goals, assumptions or other statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

In connection with the proposed transaction, Validus plans to file relevant materials with the SEC, including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, Validus will mail the definitive proxy statement to each stockholder entitled to vote at the special meeting relating to the transaction. INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO AND ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE TRANSACTION THAT VALIDUS WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION AND THE PARTIES TO THE TRANSACTION. The definitive proxy statement, the preliminary proxy statement, and other relevant materials in connection with the transaction (when they become available) and any other documents filed by Validus with the SEC, may be obtained free of charge at the SEC's website (www.sec.gov).

Participants in the Solicitation

Validus and its directors and executive officers are deemed to be participants in any solicitation of Validus' shareholders in connection with the proposed transaction. Information about Validus' directors and executive officers is available in Validus' definitive proxy statement for its 2017 annual general meeting of shareholders, which was filed with the SEC on March 16, 2017.