Acquisition of Protective Life Corporation The Dai-ichi Life Insurance Company, Limited By your side, for life Protective. By your side, for life Protective.

- Good afternoon. My name is Seiji Inagaki from Dai-ichi Life Insurance Company. I would like to thank all of you for attending the presentation today relating to our acquisition of Protective Life Corporation.
- Now, let me begin our presentation.
- Please turn to Page 2.

Today's Highlights



■ Transaction Rationale

- US life insurance market is the largest in the world and its growth expectation is high among developed countries
- Protective is a premier US life insurer with strong track record of high profitability based on its distinct business model
- Post acquisition, Protective will become Dai-ichi's growth platform in the US, accelerating profit growth of the group

■ Key Strengths of Protective

- Robust growth platform driven by a distinct business model, combining steady life insurance business with timely and flexible implementation of business strategies
- Experienced management team with significant industry experience
- Further accelerate earnings growth by leveraging established business platform and management capabilities

■ Transaction Benefits

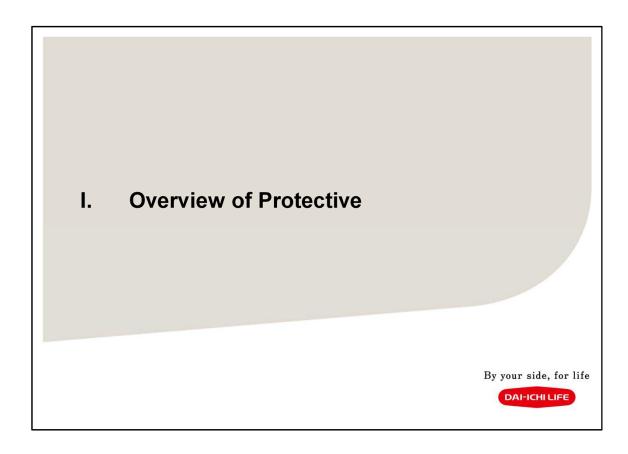
- Resources provided by Dai-ichi Group to act as a catalyst for acceleration of Protective's growth
- Protective's global management resources to create positive synergies Group-wide through the sharing of operational excellence
- Expected to be accretive to Dai-ichi's EPS and ROE

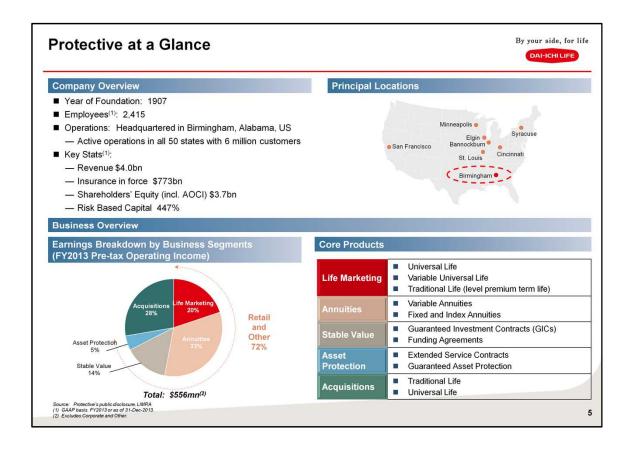
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- We would like to walk you through a few key highlights of this acquisition.
- First, let me explain the strategic rationale for this transaction. The US life insurance market is the largest in the world and is expected to grow faster than many other developed countries. Protective is a premier US life insurer with strong track record of high profit growth achieved by combining robust business operations and transformational changes to meet changing trends, amidst tough competition. Post acquisition, Protective will not only bring additional profit to our Group and diversify our business geographically, but also become Dai-ichi's growth platform in the US, further accelerating profit growth of the Group.
- Second, let me expand on Protective's premier franchise. The Company has more than 100 years of history and has innovatively developed traditional life insurance business. In addition, it has established a robust growth platform through the timely and flexible implementation of strategic initiatives, including 47 successful acquisitions. The experienced management team has been committed to Protective's operations historically and will remain with the company post-acquisition. We believe this strong commitment will provide further profit growth.
- Lastly, the transaction provides additional benefits to our Group. We have promoted the growth of our overseas life insurers, including TAL in Australia, by providing operational support from a long-term perspective. We will provide the same support to Protective. Interaction with Protective's experienced management team will create positive synergies Group-wide through the sharing of operational excellence. Furthermore, in the short term, the acquisition is expected to be accretive to Dai-ichi's EPS and ROE.
- This transaction represents a decisive step for Dai-ichi Life Insurance Group to become a global insurance group representing Asia.
- Please turn to Page 3.

ransaction Summary By your side, for	
Structure	 Acquisition of 100% of Protective Life Corporation ("Protective") outstanding share in cash through a reverse triangular merger Listed on NYSE (Ticker: PL)
Consideration per Share	■ \$70.00 per fully diluted share paid in cash
Aggregate Consideration	■ \$5,708 million — Transaction multiples: P/E 14.4x ⁽¹⁾ / P/B 1.29x ⁽²⁾
Source of Funding	 Cash on hand and planned equity offering Filing of Shelf Registration Statement for equity issuance Planned effective period: from Jun 12, 2014 to Jun 11, 2015 (1 year) Planned amount of issuance: up to JPY250 billion
Expected Schedule	 Apply for approvals from US authorities incl. HSR Act: June – July 2014 Obtain approval at Protective Shareholder Meeting: August – September 2014 Obtain approvals from Japanese and US regulatory authorities: November – December 2014 Closing: December 2014 – January 2015
Closing Conditions	■ Protective shareholder approval and customary regulatory approvals

- Here are more specifics surrounding this transaction.
- We are acquiring 100% of the outstanding shares of Protective through a reverse triangular merger. A merger subsidiary established in the U.S. will be merged into Protective and Protective will remain as the surviving entity.
- The purchase price is \$70.00 per share or approximately \$5,708 million in total consideration to be paid in cash. This is equivalent to a valuation of 14.4x P/E and 1.29x P/B.
- We are expecting to fund the transaction through a combination of cash on hand and new equity issuance. Specifically, we filed a shelf registration statement today in which the planned effective period is one year from June 12, 2014 and the expected amount of financing is up to JPY250 billion.
- The transaction is subject to various regulatory approvals in the US and Japan as well as a Protective shareholder vote. We expect Protective will become our whollyowned subsidiary in December 2014 or January 2015.
- Next, please see Page 5.

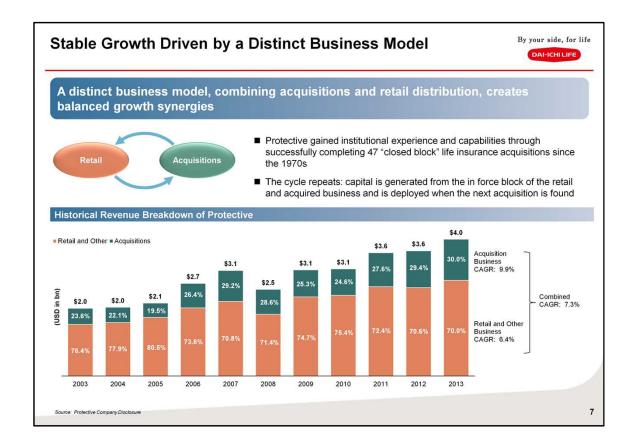




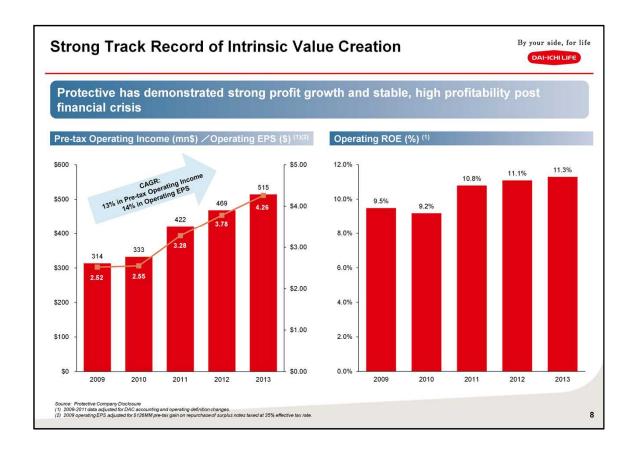
- I would like to discuss Protective's business in more detail.
- Protective is a U.S. life insurance company listed on the New York Stock Exchange. It was established in 1907 and is headquartered in Birmingham, Alabama. It operates throughout 50 states in the U.S. with approximately 2,400 employees and 6 million customers.
- Company's key products include traditional life, individual annuities and closed-block acquisitions. Through its acquisitions segment, Protective has executed 47 acquisition transactions and has an outstanding track record in the industry. Other than these businesses, it has a well-balanced business portfolio which consists of Asset Protection, a small-lot P&C and Stable Value, which deals with fixed income products.
- Please turn to Page 6.

By your side, for life **Key Strengths of Protective** DAI-ICHI LIFE ■ A distinct business model, combining acquisitions and retail distribution, Stable growth driven by a distinct creates balanced growth synergies ■ 2003-2013 revenue CAGR of 7.3% driven by accelerated growth from its business model acquisition business of 9.9% 4 year pre-tax operating income and EPS CAGR of 13% and 14%, Strong track record of intrinsic respectively ■ Operating ROE above 10% post-financial crisis Low-cost profitable operation Significant industry experience Experienced management team Key relationships in the life insurance market and with state regulators Proficient acquisition team that can identify and assess opportunities ■ Universal life insurance #8(1) Market leading positions Variable universal life #11(1) in core products Term life insurance #12(1) ■ Financial strength ratings of AA- (S&P) / A2 (Moody's) and risk based capital ratio of 447%(2) Strong balance sheet Conservative investment portfolio Moderate exposure to variable annuities Source: Protective Company Disclosure, LIMRA (1) Based on 2013 total premiums (2) As of 31-Dec-2013

- Here is our summary of Protective's key strengths.
- First, the company has a distinct and stable business model with a combination of acquisitions and retail businesses.
- Second, Protective also has a proven track record of achieving high profit growth and high profitability thereby increasing the intrinsic value of the company.
- Third, Protective has an experienced management team.
- Forth, the company has strong market presence in key products including universal life insurance.
- Additionally, Protective has a robust balance sheet with high credit ratings and risk-based capital ratio.
- Please turn to the next page.



- Protective has an outstanding track record of successfully integrating acquisitions. Since the 1970s, the Company has completed 47 "closed block" life insurance transactions.
- Acquisitions have been conducted through a repeated capital cycle. In this cycle, capital is generated from the in-force block of the retail and annuity businesses and is deployed to new acquisition opportunities, and capital generated from acquired businesses is deployed to further acquisition opportunities.
- The company has grown total revenue at a compound annual growth rate of 7%, driven by the acquisition businesses.
- Protective has recently engaged in a new business targeting middle-income earners and now planning to build distribution channels including direct channel, exclusive agents and alliance network from a long-term perspective.
- Please turn to the next page where we will expand on the strong financial performance of the company.

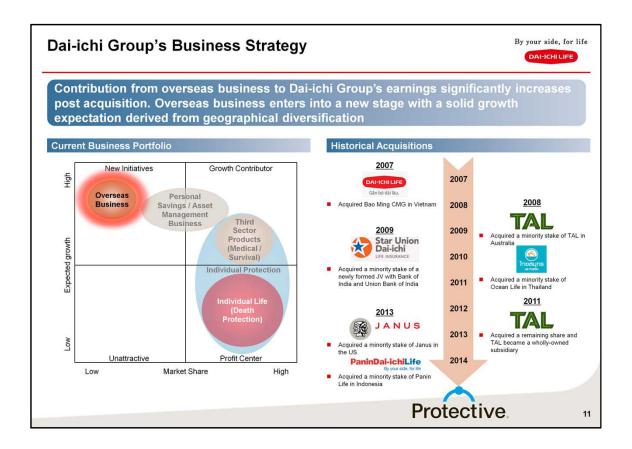


- Protective has been efficiently running its operations, enhancing profitability and managing costs. It has a strong track record of not only revenue generation but also enhancement of earnings and profitability.
- Pre-tax operating income has grown at an average annual rate of 13% for the last five years since the financial crisis to \$515 million in the latest fiscal year. EPS has expanded even more rapidly at 14% annually for the same period, steadily increasing value.
- Operating ROE has consistently exceeded 10% during the last three years, achieving superior performance relative to peers.
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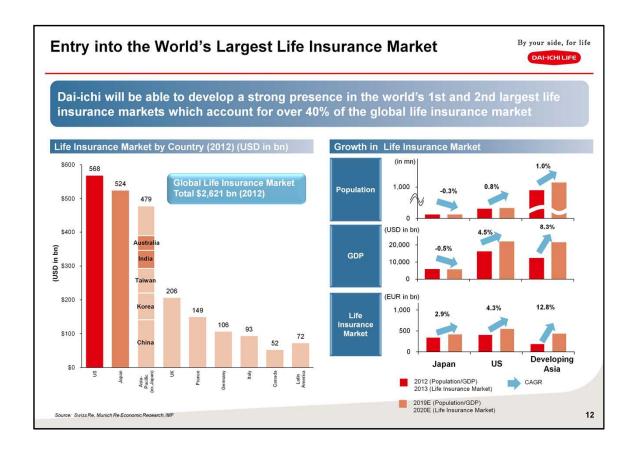


- Protective has a distinguished team with proven management capabilities that has continued to contribute to the Company's top-line growth and earnings generation. The team will remain with the company after the close of the transaction.
- Both John Johns, the CEO, and Richard Bielen, the CFO, have been with Protective for more than 20 years. They have strong relationships within the life insurance market as well as with relevant authorities and the CEO is currently Chairman of American Council-Life Insurers (ACLI).
- We have strong affinity for the management philosophy and believe we can achieve further growth through collaboration and exchange of people.
- Dai-ichi is scheduled to chair the Life Insurance Association of Japan beginning next month. Therefore, Dai-ichi group will have the chairing position of life insurance associations in both Japan and the U.S.
- Please turn to page 11. We would now like to discuss the strategic rationale for the transformational acquisition.

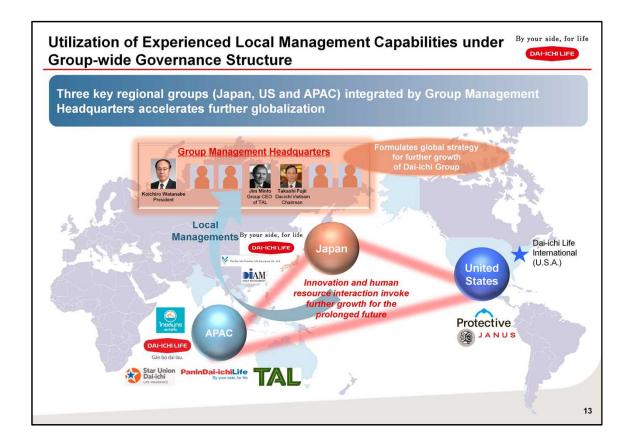
II. Strategic Rationale ~ Transformation into a Global Insurance Group representing Asia~ By your side, for life



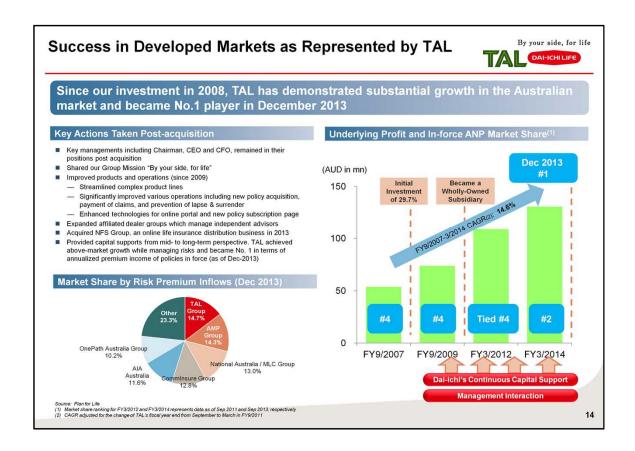
- This transaction represents a decisive step for Dai-ichi Life Insurance Group to become a global insurance group representing Asia.
- As you might recall from prior Dai-ichi presentations, we identified our overseas business as a growth area and have been actively looking to strengthen and grow this business.
- Historically, our past acquisitions demonstrate our steady expansion, starting with entry into Vietnam in January 2007. After we add the US insurance business to our overseas portfolio, we strongly believe we can achieve further geographical diversification as well as profit growth.
- Please turn to page 12.



- With the acquisition of Protective, we will enter the US life insurance market the largest life insurance market in the world thereby establishing a strong platform in the largest two countries, which in aggregate account for over 40% of the global life insurance market.
- The right chart shows growth rates of life insurance markets by region. As you can see, the US, a developed country, still has potential for further growth in the life insurance market, as demonstrated by positive population and economic growth.
- Please turn to page 13.



- Through this transaction, our business will be globally diversified in terms of revenues, profits and risks. Tangentially, we will also accelerate globalization of our Group governance structure. Specifically, we will consider concrete action toward establishing regional headquarters in the North America and Asia-Pacific regions.
- Back in May 2012, we established Group Management Headquarters to deal with group business management at the same level of a holding company. Since the establishment of this organization, we have improved our Group management expertise and functions and developed our Group infrastructure in line with our overseas expansion.
- The regional headquarters are part of our initiative to evolve our Group governance structure, taking into account a possible transition into a holding company structure in the future. From now on, we will establish the trilateral regional governance structure consisting of Japan, Asia-Pacific and North America, and operate our businesses as an integrated globalized group centered around the Group Management Headquarters in order to accelerate our globalization.
- Please turn to page 14.

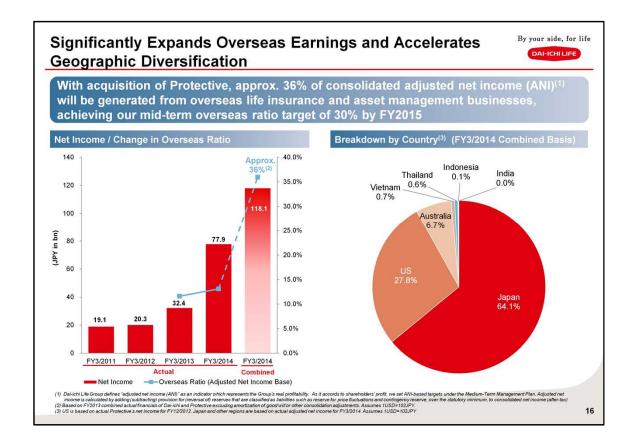


- To demonstrate Dai-ichi's expertise in acquiring and promoting overseas businesses, we would like to briefly touch on our successful investment in TAL.
- We have been closely collaborating with the local management team since our initial investment in 2008 through various actions including sharing our corporate philosophy with local management, improving products and operations, and providing continuous capital support. These factors have led to the steady increase in TAL's market share, which we are proud to say reached No.1 in December 2013.
- We believe that our successful experience with TAL will significantly help us manage business operations after the Protective acquisition.
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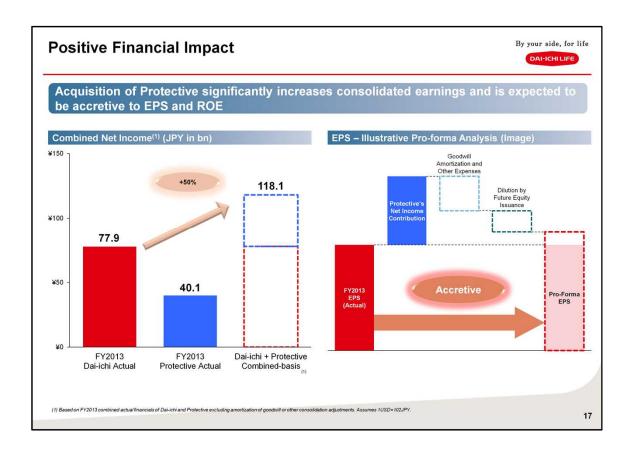
III. Financial Impacts and Post-Acquisition Growth Strategy

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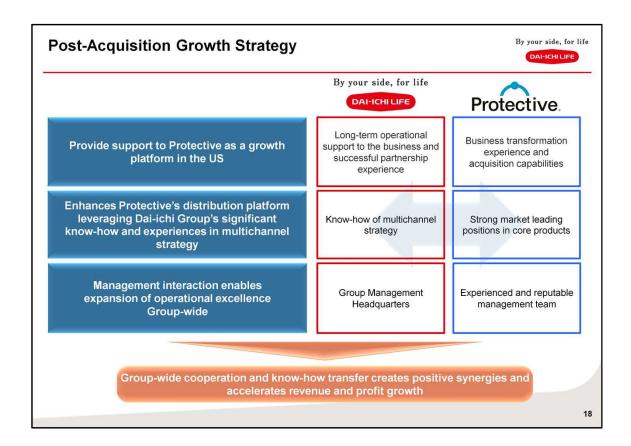




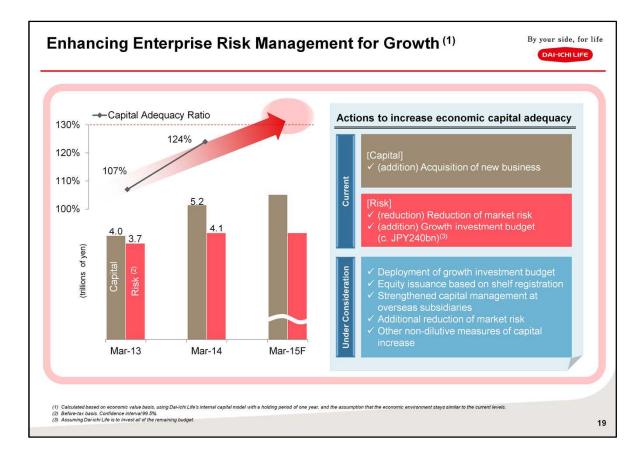
- As a result of this transaction, our globalization will significantly progress from a quantitative perspective.
- Please take a look at the chart on the left. As we explained in the past, our target contribution by overseas business to consolidated adjusted net income is 30% in FY2015. We expect this acquisition will increase our overseas earnings contribution to over 30%, achieving the target set out in our mid-term management plan.
- As we mentioned before, the transaction also significantly expands our overseas earnings and accelerates geographic diversification.
- Please turn to page 17.



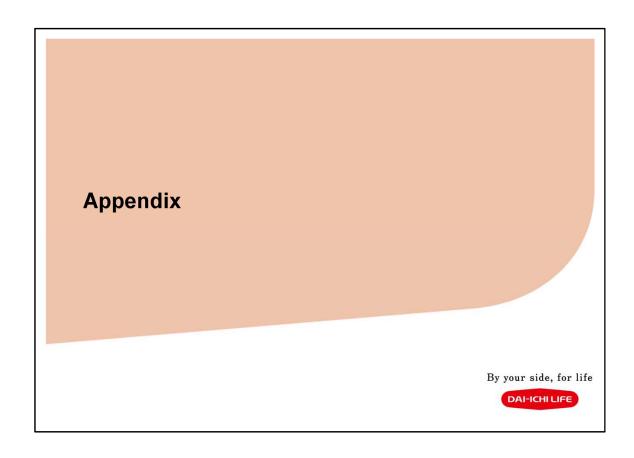
- The transaction is expected to have a positive impact on our financials.
- The chart on the left shows a combined net income without consolidation adjustment of the two companies for the latest fiscal year. Adding Protective's net income for FY2013 to our net income of JPY77.9 billion for FY3/2014 would result in a total of JPY118 billion, a roughly 50% increase.
- This transaction would make a large contribution to our bottom line. Therefore, we expect this transaction to be EPS accretive even considering goodwill amortization, other expenses, and potential dilution due to a new equity issuance.
- Please look at page 18.



- We have developed three key collaborative post acquisition growth partnership plans.
- First, as we mentioned, we intend to position Protective as our growth platform in the US and provide long-term operational support. For example, Dai-ichi will provide know-how and capital support to strengthen the outstanding business transformation ability and acquisition capabilities of Protective.
- Second, we aim to further enhance the distribution platform of Protective and promote sales of primary products, by leveraging Dai-ichi Group's significant knowhow and experience in multichannel strategy.
- Third, as we previously covered, Protective has a highly effective management team with extensive experience. We will share Protective's best practices within our Group through Group Management Headquarters which is responsible for formulating our global strategy.
- Please turn to page 19.

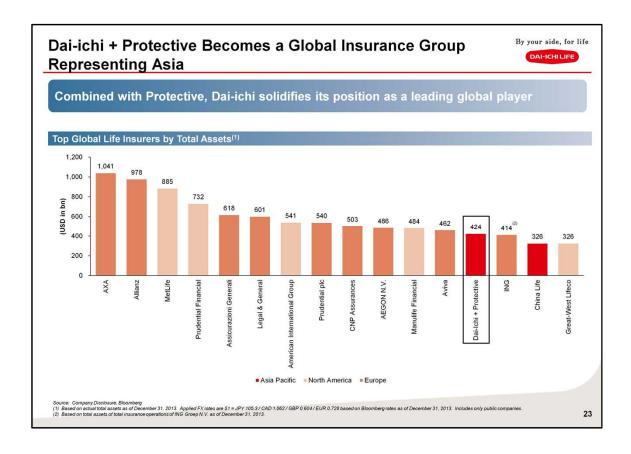


- Our economic value-based capital adequacy ratio was 124% as of March 2014. We recognize the need to allocate a certain level of capital to this transaction. We intend to maintain sufficient capital post transaction through deploying our growth investment budget, reducing market risks and adopting other non-dilutive capital increases. While we aim to control potential dilution for existing shareholders through these actions, to pursue strategic risk taking and achieve optimal capital structure, we filed a shelf registration statement for the issuance of common shares, as disclosed concurrently.
- We continue to target a capital adequacy ratio of 130% as of March 2015.
- With this, I would like to conclude this presentation.



By your side, for life **Protective Business Overview** DAI-ICHI LIFE **Business Overview by Segment** ■ Universal life ("UL"), Variable Universal Life ("VUL") as well as traditional term life insurance products Life Marketing ■ Distributed through a vast network of independent insurance agents and brokers ■ Various fixed and variable annuity products typically sold through financial institutions and broker-dealers ■ Extended vehicle service contracts and credit life mainly sold through car dealers **Retail and Other** Also offers a guaranteed asset protection ("GAP") product which provides coverage for the difference between the loan pay-off amount and an asset's cash value ■ Fixed and floating rate funding agreements directly with trustees of municipal bond proceeds, money market funds, bank trust departments and other institutional investors Stable Value ■ Guaranteed investment contracts ("GICs") to qualified retirement savings plans as well as issuing funding agreements to the Federal Home Loan Bank ("FHLB") ■ Specifically focuses on acquiring policies from other insurance companies and subsequently taking over the servicing on these policies ■ Generally prefer individual life insurance policies Acquisitions ■ Majority of policies acquired via this segment are "closed" blocks of business Has previously partnered with other investors to complete larger acquisitions 21

By your side, for life **Protective's Industry Leading Acquisition Capabilities** DAI-ICHI LIFE Having successfully completed 47 transactions including \$1.1bn MONY acquisition in 2013, Protective has gained strong institutional experience and capabilities Overview of Selected Key Transactions An Industry Leader in Acquisitions Initial Investment (USD) Institutional Experience and Knowledge ■ Management team expertise ■ Transaction structure and negotiation \$1.1bn Whole life, term, UL, AXA annuities MONY (2013) ■ Certainty of closing Innovative deal structures Post-closing service Relationships with regulators RBC \$325mn Whole life, term, UL Liberty Life (2011) Valuation Experience Actuarial ■ Tax Liberty National \$240mn Whole life, term, UL, (Torchmark) annuities United Investors (2010) Due Diligence ■ "Just in time" staffing Term, UL, fixed annuities, VA Leverage low cost operations JP Morgan \$580mn Unique Integration Capabilities Manage employees, distribution and communication Chase Insurance Group (2006) Experience with business and systems integration 22



By your side, for life **Protective Summary Financials** DAI-ICHI LIFE 31 December YE (\$ millions) 2011 2012 2013 Income Statement Premiums and policy fees \$2,800 \$2,814 \$2,982 Reinsurance ceded (1,395) (1,346) (1,377) Net investment income 1,820 1,862 1,918 Realized investment gains (losses): Derivative financial instruments (155) 188 (238) 235 231 (124) All other investments Net impairment losses recognized in earnings (47) (59) (22) Other income 308 359 394 Total revenues 3,566 3,623 3,959 Total benefits and expenses 3,095 3,170 3,369 Income tax expense 151 197 Net income 316 302 393 Total assets \$52,143 \$57,385 \$68,784 Total stable value products and annuity account balances 13,716 13,169 13,685 Non-recourse funding obligations 408 586 562 1,520 1,400 1,585 Subordinated debt securities 541 541 525 Other liabilities 32,264 37,074 48,696 Total liabilities 48,433 52,770 65,069 Total shareowners' equity 3,712 4,615 3,715 Non-controlling interest (0.75) (0.75) 68,784 Total liabilities and shareowner's equity 57,385 52,143 Source: Protective Company Disclosure 24



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With respect to the transaction involving the Company and Protective Life Corporation, important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, but are not limited to: risks and uncertainties relating to the ability to obtain the requisite Protective Life shareholders' approval; the risk that the Company may be unable to obtain governmental and regulatory approvals required for the transaction, or that required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could reduce the anticipated benefits from the transaction or cause the parties to abandon the transaction; the risk that a condition to closing of the transaction may not be satisfied; the length of time necessary to consummate the transaction; the risk that the businesses will not be integrated successfully; the risk that the strategic benefits from the transaction may not be fully realized or may take longer to realize than expected; disruption arising as consequence of the transaction making it more difficult to maintain existing relationships or establish new relationships with customers or employees; the diversion of management time on transaction-related issues; the ability of the Company, post-transaction, to retain and hire key personnel; the effect of future regulatory or legislative actions on the Company, post-transaction; and the risk that the credit ratings of the Company or its subsidiaries, post-transaction, may be different from what the Company expects.

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