

DELPHI FINANCIAL GROUP INC/DE
Form DFAN14A
December 21, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

DELPHI FINANCIAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

TOKIO MARINE HOLDINGS, INC.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On December 21, 2011, (i) Tokio Marine Holdings, Inc. (Tokio Marine) and Delphi Financial Group, Inc. issued a joint press release; (ii) Tokio Marine issued a press release in Japanese; and (iii) Tokio Marine made a presentation to its investors. The text of the joint press release, the English language translation of the Japanese press release, and the presentation to Tokio Marine investors is as follows:

FOR IMMEDIATE RELEASE

TOKIO MARINE HOLDINGS TO ACQUIRE DELPHI FINANCIAL GROUP IN \$2.7 BILLION TRANSACTION

Continued Expansion of International Business by Tokio Marine

Complementary Addition to Existing U.S. Operations

Tokyo, Japan and New York, NY, December 21 Tokio Marine Holdings, Inc. (TMHD) and Delphi Financial Group, Inc. (Delphi) (NYSE:DFG) today announced that they have entered into a definitive agreement under which TMHD will acquire all outstanding shares of Delphi, a leading financial services holding company comprised of specialty life and property & casualty insurance and insurance-related businesses, for \$43.875 per Class A share and \$52.875 per Class B share in cash, through TMHD's wholly owned subsidiary, Tokio Marine & Nichido Fire Insurance Co., Ltd. (TMNF). In addition, Delphi shareholders will receive \$1.00 in cash per share pursuant to a one-time special dividend from Delphi for each share of Class A and Class B stock they own. The total transaction value is approximately U.S. \$2.7 billion and is expected to close in the second quarter of 2012.

The acquisition of Delphi further solidifies and effectively complements Tokio Marine's presence in the U.S. property & casualty market and marks its entrance into the U.S. life insurance market. Delphi, founded in 1987 by Robert Rosenkranz, has three main subsidiaries. Delphi's life insurance subsidiary, Reliance Standard Life Insurance Company, underwrites a diverse portfolio of group employee benefits and also markets asset accumulation products, primarily fixed annuities, to individuals. Its property & casualty subsidiary, Safety National Casualty Corporation, is the clear leader and longest tenured insurer in the excess workers' compensation market in the U.S. A third subsidiary, Matrix Absence Management, Inc. provides integrated disability and absence management services to the employee benefits market. Delphi and its primary subsidiaries are well positioned to benefit from Tokio Marine's financial strength and international market knowledge, to leverage the business relationships of Tokio Marine's existing U.S. operations, particularly Philadelphia Consolidated, and to expand and diversify the revenues and capabilities of Tokio Marine.

Shuzo Sumi, President of Tokio Marine, said, "The Tokio Marine Group has been seeking continued expansion of its international insurance business as a major driving force of its mid to long term growth strategy. The acquisition of Delphi is an important step in this development, serving to further diversify our business mix in the United States. Delphi is an outstanding insurance group with a strong focus on niche business lines in the employee benefits market. It has an experienced and excellent management team with strict underwriting discipline and a strong bottom line orientation.

Robert Rosenkranz, Chairman and Chief Executive Officer of Delphi, said, "I am particularly pleased with this transaction and that Delphi will be a strategically important part of the Tokio Marine group, whose transformation into a global insurance enterprise was spearheaded by the acquisitions of such outstanding companies as Philadelphia Consolidated and Kiln Group at Lloyd's. Tokio Marine has shown a great deal of respect for our corporate culture and expects us to operate with a high degree of autonomy. Merging with Tokio Marine is exciting because it will leverage our underwriting and investment expertise and give us access to substantial resources to take advantage of acquisitions and other new business opportunities.

Don Sherman, President & Chief Operating Officer of Delphi, said, "This is an excellent outcome for both our shareholders and Tokio Marine. I am very proud of our employees whose efforts created one of the most successful specialty insurance companies in the U.S. Our expertise in the employee benefits, excess workers' compensation, annuity and investment areas, coupled with Tokio Marine's global resources, should allow the company to realize growth and profitability superior to what we could achieve on a stand-alone basis."

President Sumi concluded, "Tokio Marine greatly respects the growth and profit record of Delphi achieved under the leadership of its strong management team, both at the holding company and at its principal subsidiaries. We are delighted that this management team is fully committed to the partnership with us, which is critical to the future of the combined business. We share common values and business philosophies and are confident that this will result in an outstanding future together."

Delphi marks Tokio Marine's first significant acquisition in the U.S. since it acquired Philadelphia Consolidated in December 2008. Delphi and Philadelphia Consolidated are complementary and provide a unique opportunity to leverage their respective strengths while further diversifying Tokio Marine's international business.

If Delphi were included in TMHD's fiscal 2011 earnings estimates (excluding the impact of Thai flood losses) on a pro forma basis, the contribution of international insurance business to TMHD's total adjusted earnings would increase from 37% to 46%.

Certain Transaction Terms:

Under the terms of the agreement, Tokio Marine will acquire 100% of the shares of Delphi for \$43.875 per Class A share and \$52.875 per Class B share in cash. In addition, Delphi shareholders will receive \$1.00 in cash per share pursuant to a one-time special dividend from Delphi to be paid shortly after closing. Delphi shareholders will also continue to receive their regular quarterly dividends until the transaction closes. The acquisition will be financed through the utilization of Tokio Marine Group cash on hand together with borrowings.

Approvals and Timing:

The Board of Directors of TMHD and a Special Committee of the independent directors of Delphi (Special Committee) have unanimously approved the transaction. The transaction was also approved by the Board of Directors of Delphi. In addition,

Robert Rosenkranz, who represents 49.9% of Delphi's votes, has agreed to vote in favor of the transaction. The Special Committee determined that the transaction is fair to and in the best interests of the Class A shareholders. The acquisition is subject to the approval of Delphi shareholders, including approval by the holders of a majority of the Class A shares, other than TMHD, Mr. Rosenkranz, Delphi's directors and officers and their affiliates, and the approval of various regulatory authorities in Japan and the U.S., as well as other customary closing conditions. The transaction is expected to close in the second quarter of 2012.

Macquarie Capital acted as financial advisor to Tokio Marine in this transaction and Sullivan & Cromwell LLP provided external legal counsel. Lazard acted as financial advisor to Delphi's Special Committee of Independent Directors of its Board of Directors and Cravath Swaine & Moore LLP provided external legal counsel to the Special Committee. Morris, Nichols, Arsht & Tunnell LLP provided external legal counsel to Delphi.

Enquiries:

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Delphi Financial Group, Inc. - Investors

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Delphi Financial Group, Inc. Press

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Brunswick Group LLC

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Press Conference:

TMHD will host a press conference at the 15th Floor Conference Room of the Tokio Marine Nichido Annex Building in Tokyo to discuss the transaction on December 21 at 4:00 P.M. Japan time (2:00 A.M. Eastern time).

Delphi will host a teleconference for the U.S. investment community today, December 21 at 10:00 P.M. Japan time (8:00 A.M. Eastern time) to discuss the announcement. The teleconference can be accessed by dialing +1-800-230-1951 (U.S. and Canada callers*) approximately ten minutes prior to the teleconference. There will also be a live webcast of the teleconference available at

www.delphifin.com. It is advisable to register at least 15 minutes prior to the webcast to download and install any necessary audio software. A replay of the call will be available at +1-800-475-6701 (U.S. and Canada callers*) access code 230493, and on Delphi's website at www.delphifin.com.

* For dial-in numbers of countries other than U.S. and Canada, please contact Bernard Kilkelly of Delphi by e-mail to bkilkelly@dlfi.com or by telephone at +1-212-303-4349.

About Tokio Marine Holdings, Inc.:

Tokio Marine Holdings, Inc., the ultimate holding company of the Tokio Marine Group, is incorporated in Japan and is listed on both the Tokyo and Osaka Stock Exchanges. The Tokio Marine Group operates in the property and casualty insurance, reinsurance and life insurance sectors globally with a presence in approximately 40 countries/areas. Consolidated net premiums written of the Group for the fiscal year 2010 was approximately Yen 2.3 trillion (approximately U.S. \$30 billion, based on exchange rates at the end of September 2011). The Group's main operating subsidiary, Tokio Marine & Nichido Fire, was founded in 1879 and is the oldest and largest property and casualty insurer in Japan. TMNF conducts business in the United States mainly through its U.S. branch and enjoys an A.M. Best rating of A++, which ranks among the highest in the industry.

About Delphi Financial Group, Inc.:

Delphi Financial Group, Inc. is a financial services company focused on specialty insurance and insurance-related businesses. Delphi is a leader in managing all aspects of employee absence to enhance the productivity of its clients and provides the related group insurance coverages: long-term and short-term disability, life, excess workers' compensation for self-insured employers, large casualty programs including large deductible workers' compensation, travel accident, dental and limited benefit health insurance. Delphi's asset accumulation business emphasizes individual annuity products. Delphi's common stock is listed on the New York Stock Exchange under the symbol DFG and its corporate website address is www.delphifin.com.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this press release may constitute forward-looking statements. Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include those referred to in Delphi's filings with the U.S. Securities and Exchange Commission (the SEC), as well as the following: operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers or suppliers) may be greater than expected following the announcement of the transaction; the retention of certain key employees at Delphi; the conditions to the completion of the transaction may not be satisfied, or the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; the parties may not be able to meet expectations regarding the timing, completion and accounting and tax treatments of the merger. TMHD assumes no obligation to update the information in this press release, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed acquisition of Delphi by TMHD. In connection with the proposed acquisition, Delphi intends to file relevant materials with the SEC, including a proxy statement on Schedule 14A. SECURITY HOLDERS OF DELPHI ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING DELPHI'S PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain the documents free of charge at the SEC's web site, www.sec.gov, and may obtain documents filed by Delphi free of charge from Delphi's website at www.delphifin.com. In addition, the proxy statement and other documents filed by Delphi with the SEC (when available) may be obtained from Delphi free of charge by directing a request to Delphi Financial Group, Inc., c/o Investor Relations, Bernard J. Kilkelly, Vice President - Investor Relations, bkilkelly@dfi.com, +1-212-303-4349.

Participants in Solicitation

TMHD, and Delphi and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of Delphi common stock in respect of the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of Delphi and its directors and executive officers in Delphi's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the SEC on March 1, 2011, and its definitive proxy statement for the 2011 Annual Meeting of Stockholders, which was filed with the SEC on April 14, 2011. To the extent holdings of Delphi securities have changed since the amounts contained in the definitive proxy statement for the 2011 Annual Meeting, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Investors may obtain additional information regarding the interest of such participants by reading the proxy statement regarding the acquisition when it becomes available.

(English Translation)

December 21, 2011

Tokio Marine Holdings, Inc.

Agreement to Acquire Delphi Financial Group

Tokio Marine Holdings, Inc. (TMHD) (President: Shuzo Sumi) today announced a definitive agreement to acquire 100% of the outstanding shares of Delphi Financial Group, Inc. (Delphi), a U.S. life and property & casualty (P&C) insurance group (hereinafter: the Acquisition), through TMHD 's wholly owned subsidiary, Tokio Marine & Nichido Fire Insurance Co., Ltd. (TMNF).

The Acquisition has been approved by the Board of Directors of Delphi.

1. Background

- (1) The Tokio Marine Group, aiming to be a global insurance group originating from Japan, has been seeking expansion of its international insurance business as a driving force for its mid to long term growth strategy. We are strengthening our M&A activities in addition to organic growth by pursuing a balanced growth strategy in markets of developed countries as well as high growth emerging countries.
- (2) Based on this initiative, for the markets of developed countries, we entered the Lloyd 's market through the acquisition of Kiln Ltd. (Kiln) in March, 2008, and the acquisition of Philadelphia Consolidated Holding Corp. (PHLY) in December, 2008. For high growth emerging markets, we achieved remarkable growth by actively expanding in both life and P&C in such countries as China, India and Brazil. Throughout our expansion, we have continued to look for quality acquisition opportunities to achieve further growth and capital efficiency.
- (3) As described in 2 and 3 below and in Appendix 1, Delphi is an outstanding insurance group in both the P&C and life insurance markets in the U.S. The life insurance subsidiary, Reliance Standard, was founded in 1907 and the P&C subsidiary, Safety National, was founded in 1942. Both companies have long and successful histories of operation. With its experienced management teams, the companies have consistently achieved superior growth and profitability since the founding of Delphi in 1987.
- (4) The Acquisition will allow the Tokio Marine Group to establish another excellent business operation in the U.S., the largest insurance market in the world, and to realize significant profit expansion, as well as reinforcing our operational platform which will lead to sustainable growth for the Tokio Marine Group.

2. Overview of Delphi (see Appendix 1 for further details)

- (1) Company name Delphi Financial Group, Inc.
- (2) Location 1105 North Market Street, Suite 1230, P. O. Box 8985, Wilmington, Delaware U.S.A.
- (3) Name of CEO Chairman & CEO Robert Rosenkranz
- (4) Nature of business Holding company (listed on the New York Stock Exchange) of an insurance group owning subsidiaries such as Reliance Standard Life, a life insurance company, and Safety National, a P&C insurance company.
- (5) Capital USD 625,000
- (6) Date of Establishment May 27, 1987
- (7) Major shareholders and investment rate Robert Rosenkranz 49.9% (voting rights basis)
- (8) TMHD's relationship with the company Capital and management Business
 No notable capital or management relationships between TMHD and the company or with our affiliates and the company's affiliates.
 Reinsurance transaction exists between company's affiliate and TMHD's affiliate.
- (9) Consolidated financial results of the past three years^(*)

Fiscal year	December 2008	December 2009	December 2010
Consolidated net assets	USD 821M	USD 1,359M	USD 1,595M
Consolidated total assets	USD 5,954M	USD 6,921M	USD 7,760M
Consolidated net assets per share	USD 17.48	USD 25.17	USD 29.28
Premium and fee income	USD 1,385M	USD 1,401M	USD 1,420M
Pre tax earnings	USD 35M	USD 119M	USD 226M
Consolidated net income	USD 39M	USD 99M	USD 174M
Consolidated net income per share	USD 0.76	USD 1.92	USD 3.13
Dividend per share	USD 0.39	USD 0.40	USD 0.42
Combined ratio ^(**)	92.2%	93.3%	94.8%

^(*) Adoption of FASB rule changes in 2011 on a retrospective basis are not reflected in the figures

^(**) A profitability index used by P&C insurance companies expressed as a percentage, by having the premium as a denominator and losses/expenses as the numerator. 100% is break even and the lower the number is below 100%, the higher the underwriting profitability.

3. Description of Delphi and its subsidiaries

Delphi and its subsidiaries focus on niche business lines^(***) of their expertise in the employee benefits insurance market. Delphi's strengths of experienced underwriting, strong relationships with distribution channels and expertise in investing, has made them leaders in their market, consistently achieving high growth and profitability outperforming their peer companies.

High growth: Average growth rate of premium and fees for the past ten years was 12.2%. Current year growth is also 9.7% year to date as of end of September.

Profitability: Combined ratio of the past ten years is 94.6% which is much lower than the U.S. P&C industry average of 101.3%. The ratio is also stable with minimal volatility.

^(***) Life insurance business lines: Group disability insurance, group life insurance, fixed annuities etc.

P&C insurance business lines: Excess workers' compensation, workers' compensation assumed treaty reinsurance etc.

Note: Excess workers compensation clients are companies and groups which self-insure workers compensation coverage. When the self-insured losses exceed a specified amount, excess workers compensation pays insurance claims for the portion exceeding that amount.

4. Overview of the Acquisition

(1) **Acquisition Target:** Delphi Financial Group, Inc. (TMHD intends to acquire 100% of Delphi's outstanding shares through TMNF.)

(2) **Shares to be acquired, acquiring price and shares owned before and after the transaction**

(a)	Number of shares held	0 shares (Ownership percentage: 0%)
	before the acquisition	
(b)	Number of shares to be	Class A Common Stock 49,056,362 shares ^{(*)4}
	acquired	Class B Common Stock 6,765,793 shares ^{(*)4} (percentage of outstanding shares: 100%) (acquisition price: USD 2,664 M (approx. JPY 205 billion))

^{(*)4} The number show above are outstanding as of September 30, 2011, and we will purchase all of the outstanding shares at the time of closing.

(3) **Acquisition terms:** USD \$43.875 per Class A Common Stock (approximately JPY 3,378) and \$52.875 per Class B Common Stock (approximately JPY 4,071).^{(*)5, (*)6} This price (relative to Class A Common Stock) constitutes an acquisition price to book ratio of x1.50 times Delphi's fully diluted book value per share of \$29.31 as of the end of September 2011 and after deduction of a \$1 special dividend^{(*)7}.

Furthermore, the acquisition premium for Class A Common Stock represents a 59% premium to the average share price of the past twelve months.

After careful analysis and review of Delphi's assets, business operations and prospects, TMHD considers that this price is fair and reasonable.

^{(*)5} Exchange rate is \$1 = JPY 77 unless otherwise noted.

^{(*)6} Class A Common Stock is stock owned by common shareholders. Class B Common Stock is principally equivalent to voting rights of 10 Class A Common Stock and owned by the Chairman and CEO Robert Rosenkranz and entities he controls.

^{(*)7} Delphi is scheduled to pay a special dividend of \$1 per share to existing shareholders shortly after closing of the Acquisition.

(4) **Financing:** The Acquisition will be financed through the utilization of Tokio Marine Group's cash on hand and borrowings.

5. Strategic Rationale

(1) **Continued expansion of revenues and profits of international insurance business through the acquisition of a quality insurance operation in the U.S.**

The U.S. insurance market is the largest in the world with a market volume of JPY 89 trillion (of which P&C is JPY 50 trillion and life is JPY 39 trillion), and we consider it to be an important market that is expected to continue growing in the medium to long term. With Delphi joining the Tokio Marine Group, we are able to further reinforce our business platform of our U.S. insurance operations and newly enter the U.S. life insurance market.

The Tokio Marine Group's international insurance business is expected to further expand in terms of both revenues and profits through the Acquisition. The impact of the Acquisition to our profits by simulating the pro forma based combined results based on 2011 forecasts (excluding the impact of flooding losses in Thailand) are as follows:

- > The proportion of international insurance business in Tokio Marine Group's adjusted earnings will increase from 37% to 46% as a result of the Acquisition.

(Please see Appendix 2 for further details)

(2) Further diversification of our business portfolio

Through the Acquisition, a high quality insurance operation which has limited exposures to U.S. nat cat risk and the P&C rating cycle will join our Group, enabling us to build a further diversified and more stable book of business. The Acquisition will also increase our capital efficiency.

- > Our entry into the U.S. life insurance market will vary our profit base and further diversify our risk exposure.

- > Delphi's core business lines have very limited exposure to nat cat risks and characteristically have minimal influence from the insurance rating cycle which P&C insurers of U.S. commercial lines are exposed to, and will contribute to further stabilizing the profits of the Tokio Marine Group.

(3) An ideal fit with our current U.S. operations- joint initiatives toward future growth

Our current business in the U.S., such as PHLTY, has very little overlap with Delphi's business, and will create an ideal fit. By combining Delphi's strengths and Tokio Marine's strengths such as superior credit rating, financial strength and large underwriting capacity, we will pursue the following business expansion measures.

- > The client base of the business lines which Delphi engages in is medium to small businesses, municipals, schools, hospitals etc. which is similar to PHLTY, and cross-selling through joint marketing and referrals could be anticipated.

- > Utilizing Delphi's workers' compensation expertise at TMNF's U.S. Branch will further improve our customer servicing levels.

- > Delphi and Tokio Marine North America, our U.S. holding company, will operate independently for the time being and pursue synergies and harmonized operations through such actions as the interchange of board representation.

- > We will utilize our superior credit rating and financial strength to provide growth opportunities for Delphi's workers' compensation (especially workers' compensation assumed treaty reinsurance) and fixed annuity business.

- > With Tokio Marine's large underwriting capacity, we will achieve efficiencies for Delphi's outwards treaty programs and increase profits and ROE.

6. Acquisition Process

Under and in accordance with applicable laws and regulations in the U.S., the Acquisition will be implemented by first establishing TMNF's special purpose company in Delaware, and then merging it with Delphi^(*). Through this process, TMNF will purchase the entire outstanding shares in return for consideration to Delphi's shareholders. The Acquisition is subject to approval of various regulatory authorities of Japan and the U.S. as well as the U.S. antitrust law authorities.

^(*) This process is called a reverse triangular merger under the related laws and regulations in the U.S., which is similar to a triangular merger in Japan. This is a common method used for acquisitions in the U.S.

As to closing, we intend to proceed expeditiously and expect to complete the process by the first quarter of Tokio Marine's fiscal year 2012 (April to June).

7. Schedule

- | | | |
|-----|----------------------------|--|
| (1) | Corporate resolution | December 21, 2011 |
| (2) | Date of delivery of shares | TBD (The acquisition is subject to approval of both the U.S. and Japanese regulatory authorities.) |

8. Impact on financial results of TMHD

The acquisition of Delphi will contribute to consolidated profit and loss statements of TMHD from fiscal 2012 and onwards.

Enquiries regarding this news release

Shusuke Kasahara, Manager

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Corporate Planning Dept. Corporate Communications and Investor Relations Group

Appendix 1

Overview of Delphi

1. Delphi was founded by Robert Rosenkranz (current Chairman and CEO) in 1987 with the acquisition of Reliance Standard Life. The life insurance subsidiary, Reliance Standard Life, was founded in 1907, the P&C subsidiary, Safety National, was founded in 1942, and the absence management company, Matrix Absence Management, was founded in 1987.

2. The registered headquarters are located in Wilmington, Delaware in the U.S.

3. Group structure

Delphi Financial Group, Inc. (listed on the NYSE: DFG) fully owns a life insurance subsidiary, Reliance Standard Life, a P&C insurance subsidiary, Safety National, and an absence management company, Matrix Absence Management, as well as other insurance related subsidiaries.

4. Main lines of business

- (1) Life insurance operations: Group disability insurance, group life insurance, fixed annuities, travel insurance, dental insurance, accident insurance, limited benefit health insurance etc.
 - (2) P&C insurance operations: Excess workers compensation, workers compensation assumed treaty reinsurance, large deductible workers compensation/general liability/auto liability etc.
 - (3) Absence management services: Providing absence management services and claims services for group disability insurance and workers compensation insurance.
5. Fiscal year: January - December
6. Financial ratings: S&P: A
A.M. Best: A
7. Management: Chairman & CEO Robert Rosenkranz
President & COO Don Sherman
8. Number of employees: Approximately 1,900

Appendix 2**<Provisional Calculation of the impact of the Acquisition on our profits based on FY2011 forecast ^(*)>**

1. Breakdown of Tokio Marine Group's adjusted earnings

	Before Delphi acquisition	After Delphi acquisition
Japanese operations	63%	54%
International operations	37%	46%
Total	100%	100%

2. Regional breakdown of Tokio Marine Group's International Insurance Business

	Before Delphi acquisition	After Delphi acquisition
North America	36%	48%
(PHLY	29%	23%)
(Delphi		19%)
Central/South America	12%	10%
Asia/Oceania(includes life)	24%	20%
Europe/Middle East	3%	2%
Reinsurance/Kiln	25%	21%
Total	100%	100%
Life operations	12%	24%
P&C operations	88%	76%
Total	100%	100%

^(*) Pro forma combination of 2011 forecasts of Delphi and the Tokio Marine Group. The effects such as increase of net written premiums and adjusted earnings as a result of the Acquisition (excluding the impact of flooding losses in Thailand on adjusted earnings) is only a provisional calculation, and Delphi's results will be included in Tokio Marine's results from fiscal year 2012. Delphi's net written premiums and adjusted income are based on forecasts provided by Delphi.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this presentation may constitute forward-looking statements. Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include those referred to in Delphi's filings with the U.S. Securities and Exchange Commission (the SEC), as well as the following: operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers or suppliers) may be greater than expected following the announcement of the transaction; the retention of certain key employees at Delphi; the conditions to the completion of the transaction may not be satisfied, or the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; the parties may not be able to meet expectations regarding the timing, completion and accounting and tax treatments of the merger. TMHD assumes no obligation to update the information in this presentation, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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Participants in Solicitation

TMHD, and Delphi and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of Delphi common stock in respect of the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of Delphi and its directors and executive officers in Delphi's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the SEC on March 1, 2011, and its definitive proxy statement for the 2011 Annual Meeting of Stockholders, which was filed with the SEC on April 14, 2011. To the extent holdings of Delphi securities have changed since the amounts contained in the definitive proxy statement for the 2011 Annual Meeting, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Investors may obtain additional information regarding the interest of such participants by reading the proxy statement regarding the acquisition when it becomes available.

Acquisition of
Acquisition of
Delphi Financial Group
Delphi Financial Group
December 21, 2011
Tokio Marine Holdings, Inc.
President: Shuzo Sumi

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employees at Delphi; the conditions to the completion of the transaction may not be satisfied, or the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; the parties may not be able to meet expectations regarding the timing, completion and accounting and tax treatments of the merger. TMHD assumes no obligation to update the information in this presentation, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed acquisition of Delphi by TMHD. In connection with the proposed acquisition, Delphi intends to file relevant materials with the SEC, including a proxy statement on Schedule 14A. SECURITY HOLDERS OF DELPHI ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING DELPHI'S PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain the documents free of charge at the SEC's website,

the proxy statement and other documents filed by Delphi with the SEC (when available) may be obtained from Delphi free of charge by directing a request to Delphi Financial Group, Inc., c/o Investor Relations, Bernard J. Kilkelly, Vice President Investor Relations, bkilkelly@dlfi.com, +1.212.303.4349.

Participants in Solicitation

TMHD, and Delphi and its directors and executive officers may be deemed to be participants in the solicitation of proxies from security holders of Delphi common stock in respect of the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of Delphi and its directors and executive officers in Delphi's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the SEC on March 1, 2011, and its definitive proxy statement for the 2011 Annual Meeting of Stockholders, which was filed with the SEC on April 14, 2011. To the extent holdings of Delphi securities have changed since the amounts contained in the definitive proxy statement for the 2011 Annual Meeting, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Investors may obtain additional information regarding the interest of such participants by reading the proxy statement regarding the acquisition when it becomes available.

www.sec.gov,

and

may

obtain

documents

filed

by

Delphi's

free

of

charge

from

Delphi's

website

at

www.delphifin.com.

In

addition,

2
Agenda
Agenda
1.
1.
Transaction summary
Transaction summary

2.

2.

Strategic rationale

Strategic rationale

3.

3.

Overview of Delphi

Overview of Delphi

4.

4.

Joint initiatives toward future growth

Joint initiatives toward future growth

5.

5.

Valuation

Valuation

Appendix: Financial Statements

Appendix: Financial Statements

The U.S. insurance market is the largest in the world and expected to continue growing over the medium to long term

Delphi
is
an

insurance
group
with
quality
operations
in
both
the
U.S.
life
and
P&C
markets

Delphi has an experienced management team and has consistently achieved high growth and profitability

Acquisition
will
contribute
to
the
further
expansion
in
revenues
and
profitability
of
the
international
insurance business

Entry into the U.S. specialty life insurance market will enable us to broaden our profit base and further diversify our risk exposure

Limited exposure to natural catastrophe risks

Minimal influence from the U.S. P&C insurance pricing cycle

Very little overlap with the business lines of our current U.S. operations

However, similar client base provides significant cross-selling opportunities

Further expansion of Delphi's business by combining with Tokio Marine's strengths

The U.S. insurance market is the largest in the world and expected to continue growing over the medium to long term

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3

Strategic Rationale of Delphi Acquisition

Strategic Rationale of Delphi Acquisition

1. Transaction summary

1. Transaction summary

Strategic rationale
Strategic rationale
An
ideal
fit
with
our
current
U.S.
operations-possibilities
of
new
business
opportunities
Further
diversification
of
our
business
portfolio
Continued
expansion
of
revenues
and
profits
of
international
insurance
business

4
1.
Transaction
summary
Delphi's strengths
Delphi's strengths
Consistently

achieving

high

growth

and

profitability,

outperforming

peer

companies

Delphi's strengths

Delphi's strengths

Strong focus on niche business lines of the employee benefits market

Experienced and excellent management team

Strict underwriting discipline and bottom line orientation

Superior investment performance

5

U.S. life and P&C insurance group focusing on niche business lines in the employee benefits insurance market and registered in Wilmington, Delaware. Delphi operates in fifty states and employs approx. 1,900 staff

Founded in 1987 when the current Chairman and CEO acquired Reliance Standard (founded in 1907),

a life insurance company. Listed on the NYSE in 1990 and acquired a P&C company, Safety National (founded in 1942) in 1996

Shareholders

equity of \$1.72B at September 30, 2011; estimates for 2011: Premiums: \$1.6B, Net Income: \$200M, ROE: 12.5%

Operating company financial strength ratings: A.M. Best: A, S&P: A

Delphi

basics

Transaction details

1. Transaction summary

1. Transaction summary

Delphi basics and transaction details

Delphi basics and transaction details

Expected closing date:

Second quarter of 2012. Subject to customary regulatory approvals and Delphi's shareholder votes

Transaction:

Tokio Marine intends to acquire all outstanding shares of Delphi stock and make Delphi a wholly-owned subsidiary

Consideration per share:

\$43.875 for

Class

A

Common

Stock

\$52.875

for

Class

B

Common

Stock

Delphi will also pay a special dividend of \$1 per share

Aggregate consideration:

Approx. \$2,664 million (approx. 205 billion yen*) financed through cash on hand

and

borrowings,

plus

\$1

per

share

special

dividend

(approx.

\$64

million),

for total aggregate consideration to shareholders of approx. \$2,728 million

(*exchange rate US\$1=Yen 77)

6
2000
2007
2011
Strengthening of non-
Japanese business
U.S. and

European
markets

Expansion in
emerging
markets

(~2000)

business
development
focused on

Japanese
clients

Further growth,
diversification
and capital efficiency

Re-
insurance

P&C
emerging
markets

Life
emerging
markets

Kiln
Philadelphia

Indian
life business

Delphi

2. Strategic

2. Strategic

rationale

rationale

History of international insurance business growth

History of international insurance business growth

Step by step expansion since the year 2000

International insurance business grew substantially after 2007 due to large scale acquisitions of
Kiln and Philadelphia

72.0
billion yen
Fiscal 2010
Fiscal 2010
Japan
66%
International

34%

143.2

billion yen

Fiscal 2007

Fiscal 2007

105.0

billion yen

Fiscal 2002

Fiscal 2002

Proportion of international business grew from just 3% in 2002 to 34% in 2010

Japan

97%

International

3%

Japan

79%

International

21%

7

2. Strategic

rationale

Accelerated growth of international insurance business

Accelerated growth of international insurance business

Proportion of international business of total adjusted earnings (2002-2010):

Approx.
\$1.8 trillion
8
Source:
Swiss Re SIGMA
Premium
breakdown

of
world
P&C
market
by
region
(2010)
Premium
growth
of
world
P&C
market
(\$'B)

U.S. is the world's largest insurance market where we aim to further strengthen our presence

First
entry
into
U.S.
life
insurance
market
(specialty
life
insurance
market
which
focuses
on
underwriting

profitability like P&C) achieves a more diversified insurance portfolio

Market volume of U.S. insurance market:

P&C: approx. \$660 billion

Life: approx. \$506 billion Total: approx. \$1.2 trillion

2.
Strategic
rationale

Expansion of revenues and profits in the world's largest insurance market

Expansion of revenues and profits in the world's largest insurance market

U.S. P&C market

World P&C market

10 year CAGR

4.1%

7.2%

0

200

400

600

800

1,000

1,200
1,400
1,600
1,800
2,000
2001
2002
2003
2004
2005
2006
2007
2008
2009
2010
U.S.
Non-U.S.
Other
7%
North
America
41%
Asia
11%
Japan
6%
Europe
36%

9

Contribution to adjusted earnings of
international insurance business

*1,2

Proportion of international insurance business
of total adjusted earnings

*3

Before acquisition

(91 billion yen)

After acquisition

(106 billion yen)

Achieve further increase of international insurance business through Delphi acquisition

2. Strategic

rationale

Increased

profitability

and

contribution

of

international

insurance

business

(Billion Yen)

International

37%

International

46%

34.0

15.0

76.5

20.8

29.7

28.6

24.8

-31.0

-60

-50

-40

-30

-20

-10

0

10

20

30

40

50

60

70

80

90

100

2006

2007

2008

2009

2010

2011(Est.)

: Kiln

acquisition

(+6.9bn)

: Philadelphia

acquisition

(+28.5bn)

Thai flood

loss

(65bn)

Japan

63%

Japan

54%

(*1) Negative impact of Thai flooding loss of 65 billion yen added back to the fiscal 2011 estimated adjusted loss of 31 billion

(*2) Exchange rate: End of September 2011 rate of 76.65 yen to the U.S. Dollar.

(*3) Loss estimates for the Thai flooding (65 billion for international insurance business and 10 billion yen for Japanese non-li

2011 estimated adjusted earnings.

Note: Increase in net written premium and adjusted earnings are simulations based on fiscal 2011 estimates and Delphi's profit

Tokio Marine's financial statements from fiscal 2012. Figures of Delphi are based on its own forecast.

Simulation using fiscal 2011 estimates

(pro forma combined basis)

Acquisition

benefit of 15

billion yen

10

(*1) Increase in net written premium and adjusted earnings due to the acquisition of Delphi are projections based on fiscal 2011 estimates and Delphi's profit /loss would be consolidated with Tokio Marine's financial statements from fiscal 2012.

(*2) Exchange rate: End of September 2011 rate of 76.65 yen to the U.S. Dollar.

2. Strategic rationale

Building a more diversified business portfolio

Philadelphia

29%
Kiln
15%
North America
6%
Central/South
America
12%
Asia(P&C)
12%
Asia(Life)
12%
Europe/Middle East
3%
Reinsurance
11%
Philadelphia
23%
Kiln
12%
North America
5%
Central/South
America
10%
Asia(P&C)
10%
Asia(Life)
10%
Europe/Middle
East
2%
Delphi
19%
Reinsurance
9%
Before acquisition
(526 billion yen)
Net written premium of international insurance business (by region / company)

Simulation based on fiscal 2011 estimates (combined pro forma basis)

*1,2

After acquisition
(650 billion yen)
(for reference only)

Founded: 1942

Head office: St. Louis, Missouri

Employees: approx. 280

Business lines:

.

Excess workers' compensation

.

Workers' compensation assumed treaty
reinsurance

.

Large
deductible
workers'
compensation

.

General liability insurance

.

Auto liability insurance etc.

Ranking:

.

Leading share in excess workers'
compensation
(27%)

Target clients:

.

Municipalities, schools and hospitals
which comprise 70% of client base

11

Founded: 1987

Head office: San Jose, California

Employees: approx. 600

Services provided:

.

Integrated disability services

.

Claims services for workers
compensation

.

Absence management services

Founded: 1907

Head office: Philadelphia, Pennsylvania

Employees: approx. 1,000

Business lines:

.

Group disability insurance

.

Group life insurance

.

Travel/accident insurance, limited
benefit health insurance, dental
insurance

.

Fixed annuities

Ranking:

.

11th in group disability insurance market

.

12th in group life insurance
(in-force
policy basis)

Target clients:

.
Small/medium companies with under
500 employees and some large cap
companies

3.

3.

Overview

Overview

of

of

Delphi

Delphi

Delphi's organization and business structure

Delphi's organization and business structure

Focusing on the niche insurance market of employee related benefits, Delphi is able to secure
high growth and profitability as a market leader

12

Pre-tax operating income

Source: Delphi

presentation material

A balanced business operation consisting of life, P&C and annuities

3.

Overview

of
Delphi
Delphi s
Delphi s
premium
premium
breakdown
breakdown
by
by
segment
segment
(2011Q3YTD)
(2011Q3YTD)
Life
53%
P&C
20%
Annuity
27%
Group Disability
29%
Excess Workers'
Comp
16%
Group Life
20%
Other Life
4%
Other P&C
4%
Fixed Annuities
27%
Life
42%
P&C
46%
Annuity
12%
Group Disability
23%
Excess Workers'
Comp
38%
Group Life
16%
Other Life
3%
Other P&C
8%

Fixed Annuities

12%

Premium and fee income

0.0%
3.0%
6.0%
9.0%
12.0%
Delphi
U.S. P&C industry

average

0

40

80

120

160

200

2001

2002

2003

2004

2005

2006

2007

2008

2009

2010

13

(\$' m)

CAGR

('01-

'10):

17.7%

10.2%

7.2%

Source: Delphi Annual report, A.M. Best (*)After tax net income less after tax realized investment gains/losses

0

400

800

1200

1600

2001

2002

2003

2004

2005

2006

2007

2008

2009

2010

(\$' m)

CAGR ('01-'10): 12.2%

(U.S. P&C market average:

3.0%)

Delphi has limited exposure to the U.S. P&C pricing cycle and has consistently increased insurance premiums and achieved stable profits for the past ten years

3. Overview

3. Overview

of

of
Delphi
Delphi
Consistent high growth and profitability
Consistent high growth and profitability
Annual
Operating
Earnings
(2001-2010)*
Return
on
Average
Equity
(2001-2010
average)
2011Q3 YTD
growth rate:
9.7%
Annual
Premium
and
Fee
Income
(2001-2010)

14

(*) Delphi manages their life insurance business by combined ratio similar to P&C so the above chart compares performance w average.

Source:

Delphi
annual
report

(U.S.
GAAP),
A.M.

Best

Average combined ratio is below 95% and achieves stable and excellent underwriting results

3.

Overview

of

Delphi

2001 - 2010 average C/R: 94.6%

(U.S. P&C market average C/R*: 101.3%)

80%

90%

100%

110%

120%

2001

2002

2003

2004

2005

2006

2007

2008

2009

2010

Delphi

U.S. P&C average

Annual combined ratio (C/R)

(2001-2010)

Stable

Stable

and

and

excellent

excellent

underwriting

underwriting

profitability

profitability

(combined

(combined

ratio)

ratio)

94.6%

15
Annual return
Volatility
Delphi
7.02%
7.02%
3.78%

3.78%

Benchmark

(Barclays

Aggregate)

5.84%

5.84%

3.81%

3.81%

Source: Delphi IR presentation

3.

Overview

of

Delphi

Superior investment performance

Superior investment performance

Municipals, 34%

Corporate

securities, 26%

RMBS, 21%

U.S. Gov. bonds,

2%

Other bonds, 4%

Short term

investments, 3%

Alternatives etc.,

10%

Delphi has consistently achieved returns above the market benchmark by mitigating volatility and managing cash flow and matching of assets and liabilities

Investment Asset Breakdown: \$7.3 billion

(as of September 30, 2011)

Ten Year Investment Return and Volatility

(2001

2010 monthly data)

16

Joint business with our current U.S. operations

Take advantage of overlapping client base with Philadelphia through cross-selling and marketing

Use of Delphi's expertise in workers' compensation to better service clients at TMNF's U.S. branch

A.M. Best

S&P

Moody's

A++
Tokio Marine
AAA
Aaa
A+
AA+
Aa1
A
Delphi
AA
Aa2
Tokio Marine
A-
AA-
Tokio Marine
Aa3
B++
A+
A1
B+
A
Delphi
A2
B
A-
A3
Delphi

Ratings of Tokio Marine and Delphi's operating companies
(as of December 21, 2011)

4.

Joint
initiatives
toward
future
growth
Utilize
our
superior
credit
rating
and
financial
strength
to
expand
Delphi's
business

Growth in Delphi's workers' compensation and fixed annuities business with our superior credit rating and financial strength

Achieve efficiencies for Delphi's outwards treaty programs and increase profits and ROE

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5. Valuation
5. Valuation
Valuation

Tokio
Marine s

valuation
based
on
calculation
of
Delphi's
intrinsic
value

Tokio
Marine s
fairness
opinion
obtained
from
our
financial
advisor
(Macquarie
Capital)

Acquisition
price
represents
a
transaction
price
to
book
ratio
of
1.50
times
fully
diluted
shares
as
of
September
30,
2011
and
after
deducting
a
special
dividend
of
\$1
upon

closing.
The
purchase
price
also
represents
a
premium
of
59%
when
compared
to
the
average
share
price
of
the
last
twelve
months

Tokio
Marine
also
expects
goodwill
of
approximately
60
billion
yen

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Delphi historical income statement
Delphi historical balance sheet
Appendix:
Appendix:
Financial
Financial

statements
statements

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Delphi historical income statement
Delphi historical income statement
Appendix:
Appendix:
Financial
Financial

statements

statements

(\$'M)

2006

2007

2008

2009

2010

Premium and fee income

1,157

1,304

1,385

1,401

1,420

1,160

Net investment income

256

271

135

318

351

256

Net realized investment losses and others

1

4

89

148

34

6

Total revenue

1,412

1,571

1,431

1,572

1,737

1,410

Benefits claims and interest credited to policyholders

847

945

989

991

1,005

834

Commissions

74

85

87

93

94

71

Amortization of cost of business acquired

81

81

80

101

111

59

Other operating expenses

176

200

208

239

258

235

Total benefits and expenses

1,178

1,311

1,364

1,425

1,468

1,200

Operating income

233

260

67

147

269

210

Interest expense

25

27

32

28

43

28

Income tax expense

63

68

4

19

52

40

Net income

142

165

39

99

174

142

Main Indicators

Return on beginning shareholders' equity (ROE)

13.7%

14.0%

3.4%

12.1%

12.8%

12.3%

Loss & LAE ratio

70.6%

70.3%

69.5%

68.5%

68.7%

69.6%

Expense ratio

22.6%

22.1%

22.7%

24.8%

26.1%

25.4%

Combined ratio

93.2%

92.4%

92.2%

93.3%

94.8%

95.0%

Note: The above figures are U.S. GAAP reported figures. Adoption of FASB rule changes on a retrospective basis are not reflected in the above figures.

2011Q3

YTD

20
Delphi historical balance sheet
Delphi historical balance sheet
(\$'M)
2006
2007
2008

2009

2010

Investments

4,483

4,988

4,655

5,749

6,550

7,336

Cash

48

51

64

65

73

91

Cost of business acquired

268

174

265

250

248

159

Reinsurance receivable

411

403

377

355

360

368

Goodwill

94

94

94

94

94

94

Others

366

385

500

407

435

489

Total assets

5,670

6,095

5,954

6,921

7,760

8,537
Future policy benefits
891
979
1,044
1,123
1,144
1,173
Unpaid claims and claims expenses
1,217
1,375
1,530
1,680
1,826
1,977
Policyholder account balances
1,119
1,083
1,357
1,454
1,754
2,030
Corporate debt
264
218
351
366
375
375
Other liabilities
1,005
1,299
848
936
1,062
1,254
Total liabilities
4,496
4,953
5,129
5,559
6,161
6,809
Total shareholders' equity
1,175
1,141
821
1,359
1,595
1,721

Noncontrolling interest

0

0

4

4

5

7

Total equity

1,175

1,141

825

1,363

1,599

1,728

Total liabilities and equity

5,670

6,095

5,954

6,921

7,760

8,537

Note: The above figures are U.S. GAAP reported figures. Adoption of FASB rule changes on a retrospective basis are not reflected.

2011Q3

YTD

Appendix:

Financial

statements

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Company contacts
Company contacts
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