

June 24, 2013

Resona Holdings, Inc.

Kazuhiro Higashi

Director, President and Representative Executive Officer

(Security Code: 8308, First Section of the Tokyo Stock Exchange)

**RESULTS OF EXERCISE OF VOTING RIGHTS AT THE 12TH ORDINARY GENERAL MEETING OF SHAREHOLDERS AND THE CLASS MEETING OF HOLDERS OF ORDINARY SHARES**

We notify you of the results of exercise of voting rights at the 12<sup>th</sup> Ordinary General Meeting of Shareholders and the Class Meeting of Holders of Ordinary Shares held on June 21, 2013 as stated below.

1. Voting Rights

<The 12th Ordinary General Meeting of Shareholders>

The number of shareholders who have voting rights: 305,786

Total number of voting rights: 26,747,882

<The Class Meeting of Holders of Ordinary Shares>

The number of shareholders who have voting rights: 305,785

Total number of voting rights: 24,497,882

2. Results of Exercise of Voting Rights

<The 12th Ordinary General Meeting of Shareholders>

Matters	Approval	Disapproval	Abstention	Rate of approval	Voting results
Agenda No. 1 (Partial Amendment to the Articles of Incorporation Regarding the “Public Funds Full Repayment Plan”)	19,750,024	73,593	8,708	98.97%	Adopted

Agenda No. 2 (Capitalization of Retained Earnings (Other Retained Earnings) and the Reduction of the Amount of Capital Stock and Capital Reserve)	19,802,254	21,348	8,708	99.23%	Adopted
Agenda No. 3 (Partial Amendment to the Articles of Incorporation)	19,749,146	74,410	8,708	98.97%	Adopted
Agenda No. 4 (Election of Ten (10) Directors)					
Kazuhiro Higashi	19,687,007	136,591	8,708	98.65%	Adopted
Toshiki Hara	19,735,129	88,469	8,708	98.89%	Adopted
Tetsuya Kan	19,736,131	87,467	8,708	98.90%	Adopted
Kaoru Isono	19,641,468	182,130	8,708	98.43%	Adopted
Tsutomu Okuda	19,736,165	87,433	8,708	98.90%	Adopted
Shusai Nagai	19,733,377	90,221	8,708	98.89%	Adopted
Emi Osono	19,737,692	85,906	8,708	98.91%	Adopted
Toshio Arima	19,733,390	90,208	8,708	98.89%	Adopted
Yoko Sanuki	19,734,549	89,049	8,708	98.89%	Adopted
Mitsudo Urano	19,628,674	194,924	8,708	98.36%	Adopted

(Notes)

1. The requirements for adoption for each matter were as follows:

For Agenda No. 1, Agenda No. 2 and Agenda No. 3, attendance of shareholders who hold at least one-third of voting rights of the shareholders entitled to exercise voting rights, and approval by two-thirds of the voting rights of such shareholders present or represented at the meeting were required.

For Agenda No. 4, attendance of shareholders who hold at least one-third of voting rights of the shareholders entitled to exercise voting rights, and approval by a majority of the voting rights of such shareholders present or represented at the meeting were required.

2. Reason why a portion of the number of voting rights of the shareholders present or represented at the Meeting was not included in the number of voting rights exercised

By taking into account the number of voting rights exercised on or before the day before the Meeting and the number of voting rights of some shareholders present or represented at the Meeting whose intention of approval or disapproval was confirmed, the resolutions were legally made in accordance with the Companies Act. Therefore, the number of voting rights of other shareholders present or represented at the Meeting whose intention of approval, disapproval or abstention was not confirmed was not included in the calculation.

<The Class Meeting of Holders of Ordinary Shares>

Matters	Approval	Disapproval	Abstention	Rate of approval	Voting results
Agenda (Partial Amendment to the Articles of Incorporation Regarding the “Public Funds Full Repayment Plan)	17,472,443	81,029	24,561	98.71%	Adopted

(Notes)

1. The requirements for adoption for the matter were as follows:

Attendance of shareholders who hold at least one-third of voting rights of the shareholders entitled to exercise voting rights, and approval by two-thirds of the voting rights of such shareholders present or represented at the meeting were required.

2. Reason why a portion of the number of voting rights of the shareholders present or represented at the Meeting was not included in the number of voting rights exercised

By taking into account the number of voting rights exercised on or before the day before the Meeting and the number of voting rights of some shareholders present or represented at the Meeting whose intention of approval or disapproval was confirmed, the resolutions were legally made in accordance with the Companies Act. Therefore, the number of voting rights of other shareholders present or represented at the Meeting whose intention of approval, disapproval or abstention was not confirmed was not included in the calculation.