

(Security Code: 8308)

June 4, 2014

To Our Shareholders

Resona Holdings, Inc.

1-5-65 Kiba, Koto-ku, Tokyo

Kazuhiro Higashi

Director, President and Representative Executive Officer

NOTICE OF CONVENTION OF THE 13TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby notify you that the 13th Ordinary General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

If it is inconvenient for you to attend the meeting, you are able to exercise your voting rights by either in writing (via Voting Right Exercise Form) or by electronic method (via the Internet, etc.). You are sincerely requested to examine the reference documents for the Meeting below and to exercise your voting rights by 5:30 p.m. Thursday, June 19, 2014.

1. Date: 10:00 a.m. Friday, June 20, 2014 (open at 8:50 a.m.)
2. Place: Convention Hall, Second Basement Floor, Resona Osaka Headquarters Building
2-2-1 Bingo-machi, Chuo-ku, Osaka

(Please refer to the "Access Map for the Place of the Meeting" at the end of this document. Please note that you will be led to the second place of the meeting, etc. if the convention hall described above is full.)

3. Purposes:

- Matters to be Reported: Report on business report, consolidated financial statements, financial statements and audit results of consolidated financial statements by the Independent Accounting Auditors and the Audit Committee for the 13th fiscal year (from April 1, 2013 to March 31, 2014)

– Matters to be Resolved:

Agenda: Election of 10 Directors

4. Guidance Notes on the Exercise of Voting Rights

(1) If you attend the Meeting in person, please submit to the receptionist at the place of the meeting the enclosed Voting Right Exercise Form as evidence of your attendance. You are sincerely requested to also bring this notice with you to refer at the meeting, for the purpose of saving resources. Please note that any person other than a shareholder may not attend the Meeting. If you attend the Meeting by proxy, you may delegate your voting rights to one shareholder holding voting rights at the Meeting. The proxy is required to submit a document certifying the authority of such proxy to attend the Meeting.

(2) If you are not able to attend the Meeting, you are sincerely requested to exercise your voting rights in either of the following ways:

(i) Exercise of voting rights in writing (via Voting Right Exercise Form)

Please indicate your approval or disapproval for the agenda on the Voting Right Exercise Form enclosed herewith and send it back to us on or before the deadline described in the preceding page. Voting Right Exercise Form without indication of approval or disapproval for the agenda will be treated as if there were indication of approval thereof.

(ii) Exercise of voting rights by electronic method (via the Internet, etc.)

If you exercise your voting rights via the Internet, etc., please refer to the "Guidance Notes on the Exercise of the Voting Rights via the Internet, etc." on pages 4 and 6 and exercise your voting rights on or before the deadline described in the preceding page.

(3) If you exercise your voting rights more than once by electronic method (via the Internet, etc.), only the last vote will be considered to be valid.

(4) If you exercise your voting rights both in writing (via Voting Right Exercise Form) and by electronic method (via the Internet, etc.), only the vote you have exercised by electronic method (via the Internet, etc.) will be considered to be valid.

Among the documents to be provided in conjunction with this notice, the notes to the financial statements and the notes to the consolidated financial statements are provided through the Company's website (<http://www.resona-gr.co.jp/>) pursuant to the laws and Article 23 of the Company's Articles of Incorporation, and they are not stated in the documents accompanying this notice. The financial statements and the consolidated financial statements audited by the Audit Committee or the Independent Accounting Auditors include the notes to the financial statements and the notes to the consolidated financial statements provided through the Company's website described above.

Any modification made to the reference documents for the Meeting, the business report, the financial statements and the consolidated financial statements will be notified through the Company's website (<http://www.resona-gr.co.jp/>).

Results of the voting will be notified through the Company's website (<http://www.resona-gr.co.jp/>) later.

The Company plans to webcast the Meeting on the Company's website above later.

<Guidance Notes on the Exercise of the Voting Rights via the Internet, etc.>

If you exercise your voting rights via the Internet, etc., please be aware of the following in advance.

1. Website for Exercising Voting Rights

The exercise of your voting rights via the Internet is available only by accessing the following designated website.

URL of the website to exercise your voting rights: <http://www.web54.net>

Image of
QR Code



*You may also access the website for exercising voting rights by scanning the "QR Code ®" set forth on the right with the bar-code scanner of your cellular phone. Please refer to the instruction manual of your cellular phone to check how to use your cellular phone to scan the "QR code". ("QR Code" is a registered trademark of DENSO WAVE INCORPORATED.)

2. Handling of Voting Rights

- (1) When you exercise your voting rights via the Internet, please enter your approval or disapproval for each agenda, by using the "Voting Rights Exercise Code" and "Password" shown on the enclosed Voting Right Exercise Form and by following the directions on the screen.
- (2) You can exercise your voting rights until 5:30 p.m. Thursday, June 19, 2014. Please exercise your voting rights as soon as possible.
- (3) If you exercise your voting rights both in writing and via the Internet, etc. redundantly, only the vote you have exercised via the Internet, etc. will be considered to be valid. If you exercise your voting rights more than once via the Internet, etc., or exercise your voting rights both via a personal computer and a cellular phone redundantly, only the last vote will be considered to be valid.
- (4) Any fees to Internet service providers and telecommunication carriers (such as access fees, etc.) for the usage of the website for exercising voting rights shall be borne by the shareholders.

3. Handling of Password and Voting Rights Exercise Code

- (1) Password is important information to verify whether the person exercising voting rights is a legitimate shareholder. Please maintain the password as strictly confidential in the same manner as a seal or a personal identification number.
- (2) In case you commit more errors than a certain number of tries to input your password, you will not be allowed to use the password. If you would like your password to be reissued, please follow the screen guide and follow the procedures.

- (3) Voting Rights Exercise Code described in the Voting Right Exercise Form is valid only for the Meeting.

4. Conditions Relevant to Systems

If you exercise your voting rights via the Internet, please confirm the following system environment.

(1) Website for personal computers

a. Display monitor with resolution of greater than 800×600 (SVGA)

b. Following applications installed

(a). Microsoft® Internet Explorer v. 5.01 SP2 or more recent version, as web browser

(b). Adobe® Acrobat® Reader® v. 4.0 or more recent version or Adobe® Reader® v. 6.0 or more recent version, as PDF file browser

* Internet Explorer is a registered trademark, trademark and product name of Microsoft Corporation of the United States, and Adobe® Acrobat® Reader® and Adobe® Reader® are registered trademarks, trademarks and product names of Adobe Systems Incorporated of the United States, in the United States and other countries.

* These softwares are available at the website of each company for free.

c. If the pop-up blocker function is enabled on your web browser or the relevant add-in tool, etc., please disable (or temporarily disable) the function, and enable "Cookies" for the aforementioned website on the privacy settings.

d. If you are not able to access to the aforementioned website, the Internet communications are probably limited by a firewall, proxy server or security software settings, etc., so please confirm the relevant settings.

(2) Website for cellular phones

Type of cellular phone with the function allowing 128 bit SSL (Secure Socket Layer) encrypted communications and compatible with any of the following services.

(i) i-mode, (ii) EZweb or (iii) Yahoo! Keitai

* i-mode is a trademark, registered trademark or service name of NTT DOCOMO, INC., EZweb is a trademark, registered trademark or service name of KDDI CORPORATION, Yahoo! is a trademark, registered trademark or service name of Yahoo! Incorporated of the United States, and Yahoo! Keitai is a trademark, registered trademark or service name of SoftBank Mobile Corp.

* If you access to the website using a full browser application of a cellular phone, access to the website from a personal computer via a cellular phone under which the cellular phone is used only as communication tool, or access to the website from a smart phone,

your vote will be considered to be exercised on the website for personal computers even if the above conditions are satisfied.

5. In Case You Need Instructions to Operate Your Personal Computer, etc.

In case you need instructions for how to operate your personal computer, cellular phone, etc. in order to exercise your voting rights on the aforementioned website, please call the following number:

Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agent Web Support

Dedicated number, 0120-652-031 (9:00 a.m. to 9:00 p.m.), toll free

6. Use of Electronic Voting Platform (To Institutional Investors)

Institutional investors may use the electronic voting platform operated by ICJ Inc. as an electronic method to exercise their voting rights at the Meeting.

Agenda : Election of Ten (10) Directors

As the terms of office of all nine (9) Directors will expire at the close of this General Meeting of Shareholders, the Company proposes to elect ten (10) Directors based on the decision by the Nominating Committee. The candidates for the Directors are as follows. With regard to the candidates for Outside Directors, the Company has been notified by the Nominating Committee that the candidates meet the conditions for Outside Directors set forth in the "Standards for Election of Candidates for Outside Directors" defined by the Committee.

Candidate No.	Name	Current positions, etc. at the Company
1	Kazuhiro Higashi (Reappointment)	Director, President and Representative Executive Officer
2	Tetsuya Kan (Reappointment)	Director and Representative Executive Officer
3	Yuji Furukawa (New candidate)	Representative Executive Officer
4	Kaoru Isono (Reappointment)	Director
5	Shusai Nagai (Reappointment)	Outside Director, Independent director
6	Emi Osono (Reappointment)	Outside Director, Independent director
7	Toshio Arima (Reappointment)	Outside Director, Independent director
8	Yoko Sanuki (Reappointment)	Outside Director, Independent director
9	Mitsudo Urano (Reappointment)	Outside Director, Independent director
10	Tadamitsu Matsui (New candidate)	New candidate for Outside Director, Independent director (plan)

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
1	Kazuhiro Higashi (April 25, 1957) <Number of the Company's shares owned> Ordinary shares: 24,400 shares	[Biography] April 1982 Joined The Saitama Bank, Ltd. October Executive Officer, General Manager of Financial 2003 Accounting Division of the Company and Executive Officer, in charge of Planning Division (financial accounting) of Resona Bank, Ltd. June 2005 Outside Director of Resona Trust & Banking Co., Ltd. June 2007 Managing Executive Officer, in charge of Corporate Administration Office of Resona Bank, Ltd. June 2009 Director, Deputy President and Executive Officer of the Company April 2011 Director, Deputy President and Representative Executive Officer April 2012 Representative Director, Deputy President and Executive Officer of Resona Bank, Ltd. April 2013 Director, President and Representative Executive Officer of the Company (incumbent) April 2013 Representative Director, President and Executive Officer of Resona Bank, Ltd. (incumbent) [Status of key concurrent position] Representative Director, President and Executive Officer of Resona Bank, Ltd.

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
2	<p data-bbox="464 501 635 568">Tetsuya Kan (April 3, 1961)</p> <p data-bbox="448 618 651 707"><Number of the Company's shares owned></p> <p data-bbox="456 719 643 786">Ordinary shares: 19,000 shares</p>	<p data-bbox="699 277 826 300">[Biography]</p> <p data-bbox="699 315 1182 338">April 1984 Joined The Daiwa Bank, Ltd.</p> <p data-bbox="699 353 1410 421">April 2008 Executive Officer, in charge of Osaka area (out-of city north block) of Resona Bank, Ltd.</p> <p data-bbox="699 427 1410 495">June 2009 Executive Officer, in charge of Osaka area (out-of city south block)</p> <p data-bbox="699 501 1378 568">June 2011 Managing Executive Officer, in charge of Area Support Division</p> <p data-bbox="699 575 1433 642">April 2012 Managing Executive Officer, in charge of Corporate Administration Division</p> <p data-bbox="699 649 1442 716">April 2013 Representative Executive Officer, in charge of Group Strategy Division and Purchasing Strategy Division of the Company</p> <p data-bbox="699 741 1433 831">April 2013 Director and Executive Officer, in charge of Corporate Administration Division of Resona Bank, Ltd. (incumbent)</p> <p data-bbox="699 837 1410 927">June 2013 Director and Representative Executive Officer, in charge of Group Strategy Division and Purchasing Strategy Division of the Company (incumbent)</p> <p data-bbox="699 943 1070 965">[Status of key concurrent position]</p> <p data-bbox="699 981 1262 1003">Director and Executive Officer of Resona Bank, Ltd.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
3 New candidate	Yuji Furukawa (September 24, 1961) <Number of the Company's shares owned> Ordinary shares: 8,500 shares	<p>[Biography]</p> <p>April 1984 Joined The Kyowa Bank, Ltd.</p> <p>March 2009 Executive Officer, General Manager of Corporate Administration Division and in charge of Corporate Administration Division (special mission) of Resona Bank, Ltd.</p> <p>June 2010 Executive Officer, in charge of Corporate Administration Division</p> <p>April 2012 Managing Executive Officer, in charge of Pension Business Division and Trust Business Planning Division</p> <p>April 2013 Representative Director, Deputy President and Executive Officer, in charge of East Japan area, metropolitan area and Trust Division</p> <p>April 2014 Representative Executive Officer; in charge of Human Resources Division of the Company (incumbent)</p> <p>April 2014 Director and Executive Officer, in charge of Human Resources Division and Personal Training Division of Resona Bank, Ltd. (incumbent)</p> <p>April 2014 Executive Officer, vice in charge of Human Resources Division of Saitama Resona Bank, Ltd. (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Director and Executive Officer of Resona Bank, Ltd.</p> <p>Executive Officer of Saitama Resona Bank, Ltd.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
4	<p data-bbox="440 383 659 456">Kaoru Isono (February 21, 1956)</p> <p data-bbox="448 501 651 589"><Number of the Company's shares owned></p> <p data-bbox="456 600 643 665">Ordinary shares: 14,700 shares</p>	<p data-bbox="699 275 831 304">[Biography]</p> <p data-bbox="699 315 1305 344">April 1978 Joined Long-Term Credit Bank of Japan</p> <p data-bbox="699 356 1390 421">October Manager, Market Risk Management Division of 2000 Shinsei Bank, Limited</p> <p data-bbox="699 432 1422 497">April 2004 Executive Officer, in charge of Risk Management Division and Compliance Division of the Company</p> <p data-bbox="699 508 1430 595">April 2004 Executive Officer, in charge of Risk Management Division and Compliance Division of Resona Bank, Ltd.</p> <p data-bbox="699 607 1201 636">June 2004 Outside Director of Nara Bank</p> <p data-bbox="699 647 1382 676">June 2007 Outside Director of Kinki Osaka Bank, Limited</p> <p data-bbox="699 687 1369 752">June 2009 Director, Chairman of Audit Committee of the Company</p> <p data-bbox="699 763 1422 792">June 2010 Director, Member of Audit Committee (incumbent)</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
5	<p>Shusai Nagai (May 29, 1946) Outside Director (Independent director)</p> <p><Number of the Company's shares owned> Ordinary shares: 17,500 shares</p> <p><Period in office as director> 8 years (as of the close of this General Meeting of Shareholders)</p> <p><Attendance at meetings of board of directors > 19 / 19 meetings (FY 2013)</p>	<p>[Biography]</p> <p>April 1970 Joined the Industrial Bank of Japan, Limited</p> <p>March 1993 General Manager, Atlanta Branch</p> <p>June 1996 General Manager, Los Angeles Branch</p> <p>June 1999 Corporate Auditor</p> <p>September 2000 Corporate Auditor of Mizuho Holdings, Inc.</p> <p>March 2002 Managing Executive Officer, Chief Compliance Officer</p> <p>June 2003 Corporate Auditor of Nippon Soda Co., Ltd.</p> <p>June 2005 Outside Director of Resona Bank, Ltd.</p> <p>June 2006 Outside Director of Saitama Resona Bank, Ltd. (incumbent)</p> <p>June 2006 Outside Director, Chairman of Nominating Committee of the Company</p> <p>April 2008 Professor, Faculty of Business Administration of Toyo Gakuen University (incumbent)</p> <p>April 2010 Professor, Faculty of Business Administration of Toyo Gakuen University Graduate School (incumbent)</p> <p>June 2012 Outside Director, Chairman of Audit Committee of the Company (incumbent)</p> <p>November 2012 Member of Nominating Committee (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Outside Director of Saitama Resona Bank, Ltd.</p> <p>Professor, Faculty of Business Administration of Toyo Gakuen University Graduate School</p> <p>[Reasons for election of the candidate for outside director]</p> <p>Mr. Shusai Nagai has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of comprehensive risk management and earnings management based on his extensive knowledge and experience as an expert in finance. He is independent of the management team and there is no risk of any conflict of interest arising with the general shareholders. The Company believes Mr. Nagai will continue to be highly capable of utilizing his experience and expertise in supervising the management and appoints him as a candidate for an outside director.</p> <p>* Independence of Mr. Shusai Nagai</p> <p>There is no donation to Toyo Gakuen University for which Mr. Shusai Nagai serves concurrently.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
6	<p>Emi Osono (August 8, 1965) Outside Director (Independent director)</p> <p><Number of the Company's shares owned> Ordinary shares: 4,400 shares</p> <p><Period in office as director> 3 years (as of the close of this General Meeting of Shareholders)</p> <p><Attendance at meetings of board of directors > 15 / 19 meetings (FY 2013)</p>	<p>[Biography]</p> <p>April 1988 Joined The Sumitomo Bank, Limited</p> <p>September 1992 Master of Business Administration, The George Washington University School of Business</p> <p>March 1997 Obtained credits of doctoral course of Hitotsubashi University Graduate School of Commerce and Management; left the Graduate School</p> <p>March 1998 Received Ph.D. from Hitotsubashi University</p> <p>April 2000 Assistant Professor of Hitotsubashi University Graduate School, International Corporate Strategy</p> <p>October 2002 Associate Professor</p> <p>June 2004 Outside Director of Nisshin Fire and Marine Insurance Co., Ltd.</p> <p>June 2006 Outside Director of Resona Bank, Ltd.</p> <p>April 2010 Professor of Hitotsubashi University Graduate School of International Corporate Strategy (incumbent)</p> <p>June 2011 Outside Director, Member of Compensation Committee of the Company</p> <p>May 2012 Outside Director of LAWSON, INC. (incumbent)</p> <p>June 2012 Outside Director, Member of Nominating Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Professor of Hitotsubashi University Graduate School of International Corporate Strategy</p> <p>Outside Director of LAWSON, INC.</p> <p>[Reasons for election of the candidate for outside director]</p> <p>Ms. Emi Osono has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of business strategies and organization reform based on her extensive knowledge and experience as an expert in business management. Although her past involvement in managing a corporation has only been as an outside director or an outside audit & supervisory board member, she is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Ms. Osono will continue to be highly capable of utilizing her experience and expertise in supervising the management and appoints her as a candidate for an outside director.</p> <p>* Independence of Ms. Emi Osono</p> <p>There is no donation to Hitotsubashi University for which Ms. Emi Osono serves concurrently.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
7	<p>Toshio Arima (May 31, 1942) Outside Director (Independent director)</p> <p><Number of the Company's shares owned> Ordinary shares: 6,500 shares</p> <p><Period in office as director> 3 years (as of the close of this General Meeting of Shareholders)</p> <p><Attendance at meetings of board of directors > 17 / 19 meetings (FY 2013)</p>	<p>[Biography]</p> <p>April 1967 Joined Fuji Xerox Co., Ltd.</p> <p>January 1992 Director, and General Manager, General Corporate Planning, Business Planning, Logistics Support, and Affiliates Business Support</p> <p>January 1996 Managing Director, and General Manager, General Corporate Planning, Business Planning, Development Planning, and Manufacturing Planning</p> <p>April 1996 Managing Director, Fuji Xerox Co., Ltd. and President & CEO, Xerox International Partners</p> <p>June 2002 President and Representative Director of Fuji Xerox Co., Ltd.</p> <p>October 2006 Director of FUJIFILM Holdings Corporation</p> <p>June 2007 Board Director and Executive Advisor of Fuji Xerox Co., Ltd.</p> <p>June 2007 Outside Director of Resona Bank, Ltd.</p> <p>June 2008 Executive Corporate Advisor of Fuji Xerox Co., Ltd.</p> <p>March 2011 Outside Director of Kirin Holdings Company, Limited. (incumbent)</p> <p>June 2011 Outside Director of Fuji Heavy Industries Ltd. (incumbent)</p> <p>June 2011 Outside Director, Member of Nominating Committee of the Company</p> <p>October 2011 Chairman of the Board, Global Compact Japan Network (incumbent)</p> <p>June 2012 Outside Director, Chairman of Nominating Committee of the Company (incumbent)</p> <p>November 2012 Member of Compensation Committee (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Chairman of the Board, Global Compact Japan Network Outside Director of Kirin Holdings Company, Limited. Outside Director of Fuji Heavy Industries Ltd.</p> <p>[Reasons for election of the candidate for outside director]</p> <p>Mr. Toshio Arima has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of customer service and CSR based on his extensive idea and experience as a manager of manufacture business and sales business. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Arima will continue to be highly capable of utilizing his idea and experience in supervising the management and appoints him as a candidate for an outside director.</p> <p>* Independence of Mr. Toshio Arima</p> <p>There is no donation to Global Compact Japan Network for which Mr. Toshio Arima serves concurrently.</p> <p>[Legal violation, etc. by other companies in which outside director holds executive positions]</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>Fuji Heavy Industries Ltd. for which Mr. Toshio Arima, a candidate for an outside director, serves as an outside director, received an indication from the Tokyo Regional Taxation Bureau on August 10, 2011 for inappropriate accounting in the Clean Robot Division.</p> <p>Mr. Arima had no involvement in the case, and he carried out his duties duly by confirming whether the measures to prevent recurrence were functioning adequately, at the meetings of the Board of Directors and other occasions. Hence, the Company has concluded that Mr. Arima is qualified to be a candidate for an outside director.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
8	<p data-bbox="459 443 639 618">Yoko Sanuki (April 3, 1949) Outside Director (Independent director)</p> <p data-bbox="459 667 651 757"><Number of the Company's shares owned> Ordinary shares: 4,000 shares</p> <p data-bbox="443 882 660 1070"><Period in office as director> 2 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="437 1122 667 1279"><Attendance at meetings of board of directors > 18 / 19 meetings (FY 2013)</p>	<p data-bbox="699 275 826 304">[Biography]</p> <p data-bbox="699 315 1366 412">April 1981 Registered as Attorney-at-law November 2001 Representative of NS Law Office (incumbent)</p> <p data-bbox="699 427 1437 483">June 2003 Outside Auditor of KURAYA SANSEIDO Inc. (current, MEDIPAL HOLDINGS CORPORATION)</p> <p data-bbox="699 499 1358 528">June 2007 Outside Auditor of Meiji Dairies Corporation</p> <p data-bbox="699 539 1350 595">April 2009 Outside Director of Meiji Holdings Co., Ltd. (incumbent)</p> <p data-bbox="699 607 1283 636">June 2011 Outside Director of Resona Bank, Ltd.</p> <p data-bbox="699 647 1406 703">June 2012 Outside Director, Member of Audit Committee of the Company (incumbent)</p> <p data-bbox="699 719 1078 748">[Status of key concurrent positions]</p> <p data-bbox="699 759 1174 815">Representative of NS Law Office Outside Director of Meiji Holdings Co., Ltd.</p> <p data-bbox="699 831 1326 860">[Reasons for election of the candidate for outside director]</p> <p data-bbox="699 871 1430 1330">Ms. Yoko Sanuki has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of legal risk and compliance based on her extensive knowledge and experience as an expert in law. Although her past involvement in managing a corporation has only been as an outside director or an outside audit & supervisory board member, she is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Ms. Sanuki will continue to be highly capable of utilizing her experience and expertise in supervising the management and appoints her as a candidate for an outside director.</p> <p data-bbox="699 1346 1086 1375">* Independence of Ms. Yoko Sanuki</p> <p data-bbox="699 1386 1430 1442">Although Ms. Yoko Sanuki is a lawyer, there is no advisory contract with the Company and any of its subsidiary banks.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
9	<p>Mitsudo Urano (March 20, 1948) Outside Director (Independent director)</p> <p><Number of the Company's shares owned> Ordinary shares: 3,000 shares</p> <p><Period in office as director> 1 year (as of the close of this General Meeting of Shareholders)</p> <p><Attendance at meetings of board of directors > 12 / 14 meetings (FY 2013)</p>	<p>[Biography]</p> <p>April 1971 Joined Nippon Reizo Co. Ltd. (current, Nichirei Corporation)</p> <p>April 1997 General Manager of Strategic Planning Division</p> <p>June 1999 Director and General Manager of Strategic Planning Division</p> <p>June 2001 Representative Director and President</p> <p>January 2005 Representative Director and President of Nichirei Foods Inc.</p> <p>June 2007 Director and Chairman</p> <p>June 2007 Representative Director and Chairman of Nichirei Corporation</p> <p>May 2008 Chairman of Japan Frozen Food Association</p> <p>June 2008 Outside Corporate Auditor of Nippon Mining Holdings, Inc.</p> <p>June 2009 Outside Director of Mitsui Fudosan Co., Ltd. (incumbent)</p> <p>June 2009 Outside Corporate Auditor of NSD CO., LTD.</p> <p>June 2010 Outside Corporate Auditor of JX Holdings, Inc. (incumbent)</p> <p>June 2011 Outside Director of Yokogawa Electric Corporation (incumbent)</p> <p>June 2013 Outside Director, Member of Compensation Committee of the Company (incumbent)</p> <p>June 2013 Senior Advisor of Nichirei Corporation (incumbent)</p> <p>June 2013 Outside Director of HOYA CORPORATION (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Senior Advisor of Nichirei Corporation</p> <p>Outside Director of Mitsui Fudosan Co., Ltd.</p> <p>Outside Corporate Auditor of JX Holdings, Inc.</p> <p>Outside Director of Yokogawa Electric Corporation</p> <p>Outside Director of HOYA CORPORATION</p> <p>[Reasons for election of the candidate for outside director]</p> <p>Mr. Mitsudo Urano has contributed proactively by offering opinions and advice especially from the perspective of management reforms and organizational climate reforms based on his extensive idea and experience as a manager of manufacture business and logistics business. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Urano will be highly capable of utilizing his idea and experience in supervising the management and appoints him as a candidate for an outside director.</p> <p>* Independence of Mr. Mitsudo Urano</p> <p>Although Mr. Mitsudo Urano is Senior Advisor of Nichirei Corporation, there is no loan transaction with the Company's subsidiary banks.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
10 New candidate	<p>Tadamitsu Matsui (May 13, 1949) Outside Director (Independent director (plan))</p> <p><Number of the Company's shares owned> Ordinary shares: 5,700 shares</p>	<p>[Biography]</p> <p>June 1973 Joined THE SEIYU Co., Ltd. (current, Seiyu GK)</p> <p>May 1993 Director of Ryohin Keikaku Co., Ltd.</p> <p>May 1997 Managing Director</p> <p>March 1999 Senior Managing Director</p> <p>January 2001 President and Representative Director</p> <p>May 2001 Director of RK Truck Co., Ltd. (incumbent)</p> <p>January 2008 Chairman and Representative Director and Executive Officer of Ryohin Keikaku Co., Ltd. (incumbent)</p> <p>May 2009 President and Representative Director of MUJI.net Co., Ltd. (current, MUJI House Co., Ltd.) (incumbent)</p> <p>June 2013 Outside Director of Resona Bank, Ltd. (incumbent)</p> <p>September 2013 Outside Director of Adastria Holdings Co., Ltd. (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Chairman and Representative Director and Executive Officer of Ryohin Keikaku Co., Ltd.</p> <p>Outside Director of Adastria Holdings Co., Ltd.</p> <p>Outside Director of Resona Bank, Ltd. (scheduled to resign as of June 20, 2014)</p> <p>[Reasons for election of the candidate for outside director]</p> <p>The Company expects Mr. Tadamitsu Matsui to contribute proactively by offering opinions and advice especially from the perspective of promotion of management reforms and service reforms based on his extensive idea and experience as a manager of retail business. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Matsui will be highly capable of utilizing his idea and experience in supervising the management and appoints him as a candidate for an outside director.</p> <p>* Independence of Mr. Tadamitsu Matsui</p> <p>Although Mr. Tadamitsu Matsui is Chairman and Representative Director and Executive Officer of Ryohin Keikaku Co., Ltd., there is no loan transaction with the Company's subsidiary banks.</p>

(Notes)

1. There are no special conflicts of interest between any of the candidates for directors and the Company.
2. Among the candidates for directors, Shusai Nagai, Emi Osono, Toshio Arima, Yoko Sanuki, Mitsudo Urano and Tadimitsu Matsui are candidates for outside directors as set out in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
3. Among the candidates for outside directors, Shusai Nagai, Emi Osono, Toshio Arima, Yoko Sanuki and Mitsudo Urano are candidates for independent directors under the provisions of the Tokyo Stock Exchange. As Tadimitsu Matsui satisfies the requirements of independent director under the provisions of the Tokyo Stock Exchange, the Company will report him as independent director to the Tokyo Stock Exchange.
4. Views on the nomination of candidates for outside directors

In light of the public fund injection to Resona Bank, Ltd. in June 2003, the Company became the first company with committees among the Japanese banking groups, and in order to ensure further management transparency and objectivity, not only maintains the committees — the Nominating Committee, Compensation Committee and Audit Committee — but also nominates candidates for directors so that outside directors account for the majority of the Board of Directors. In order to increase the corporate value of the Group for full repayment of public funds, the Company will continue to maintain the structure in which outside directors account for the majority of the Board of Directors so that the transparency and objectivity of the management of the Company are adequately secured. The Nominating Committee of the Company nominates individuals suitable for the supervision of management by adequately validating the independence and qualifications and taking into account the significance in contributing to the creation of sustainable corporate value, in accordance with the "Standards for Election of Candidates for Outside Directors" defined by the Committee.

Outline of the "Standards for Election of Candidates for Outside Directors"

- We have verified that there is no issue in respect of the independence of outside directors from the following aspects in addition to the criteria for independent directors required by laws and financial instruments exchanges:
"Major shareholder", "Working experience as an officer or an employee of affiliated companies of the Company including in the past", "Important business relations including in the past", "Receipt of considerable amount of compensation including in the past", "Closest family members", "Inter-directorship relations" and "Term of office".
- Eligibility of outside directors are verified from the following aspects:
"Personality", "Knowledge", "Honesty" and "Wide variety of backgrounds and experiences".
- The standards require that due consideration should be given to the number of outside directors in order to secure their proper influence at the meeting of the Board of Directors, thereby improve the efficiency of governance by outside directors.

In accordance with the standards above, the candidates for outside directors are selected at the Nominating Committee.

5. The Company concludes limited liability agreement with each of the current outside directors to limit liabilities stipulated in Article 423, Paragraph 1 of the Companies Act up to the total of the amount defined in each of the items in Article 425, Paragraph 1 of the Companies Act. The Company will conclude the same limited liability agreement with each of the outside directors in case they are elected at the Meeting.