

July 25, 2014

To whom it may concern,

Resona Holdings, Inc.
Kazuhiro Higashi
Director, President and Representative Executive Officer
(Code No.: 8308, 1st Section of the Tokyo Stock Exchange)

Announcement Regarding the Establishment of the Threshold for Acquisition of Own Shares (First Series Class Three Preferred Shares), and the Acquisition and Cancellation of Own Shares
(Acquisition of Own Shares pursuant to the Provisions of the Articles of Incorporation pursuant to Article 459, Paragraph 1 of the Companies Act)

Resona Holdings, Inc. (“Resona Holdings”) hereby announces that at the meeting of the Board of Directors held today, it resolved to establish the threshold for acquisition of its own shares as described in 2. below, for all of the First Series Class Three Preferred Shares held by the Deposit Insurance Corporation of Japan in relation to the injection of public funds in the past (the “Preferred Shares”), pursuant to the provisions of Article 53 of the Articles of Incorporation of Resona Holdings pursuant to Article 459, Paragraph 1 of the Companies Act, as part of the “Public Funds Full Repayment Plan” formulated on May 10, 2013 (for details of this plan, please see the “On Formulation of the ‘Public Funds Full Repayment Plan’” disclosed on the same day (May 10, 2013)).

Further, Resona Holdings announces that based on the threshold for the acquisition of its own shares established by the resolution of the meeting of the Board of Directors above, Resona Holdings has decided to acquire the Preferred Shares above as its own shares, as described in 3. below (the “Acquisition of Preferred Shares”); accordingly, today, approval therefor has been obtained from the relevant authorities. The Preferred Shares to be acquired are planned to be cancelled immediately after the acquisition.

Note

1. Grounds for Implementation of the Acquisition of Own Shares

The Acquisition of the Preferred Shares is being implemented as part of the “Public Funds Full Repayment Plan,” and it aims for the early repayment of the public funds pursuant to the Deposit Insurance Act. Even though the public funds regarding the Preferred Shares were planned to be repaid by March 2018 in accordance with the “Public Funds Full Repayment Plan,” in light of favorable pace of accumulation of retained earnings, Resona Holdings will acquire the Preferred Shares with a view to resolving the dilution risk in relation to the potential shares concerning the Preferred Shares and realizing the enhancement of the value of ordinary shares at an early date.

(※) With the Acquisition of the Preferred Shares, the repayment of the public funds pursuant to the Deposit Insurance Act, which were injected at the end of June 2003 (total amount: 1,960,000,000,000 yen), will have been completed over the course of about 11 years. Resona Holdings will continue to make efforts for the repayment of the rest of the public funds involving the preferred shares pursuant to the Act on Emergency Measures for Early Strengthening of Financial Functions (amount required to be repaid: 128,000,000,000 yen).

2. Details of the Establishment of the Threshold for Acquisition of Own Shares

(1) Class of shares subject to acquisition	First Series Class Three Preferred Shares
(2) Total number of shares available for acquisition	98,000,000 shares (ceiling)
(3) Total amount of the acquisition price of the shares	234,945,200,000yen (ceiling)
(4) Description of the monies, etc., that will be delivered in exchange for the acquisition of the shares	Monies
(5) Period of acquisition	July 25, 2014 ~ July 30, 2014

3. Details of the Acquisition and Cancellation of Own Shares

(1) Class of shares subject to acquisition	First Series Class Three Preferred Shares
(2) Total number of shares to be acquired	98,000,000 shares
(3) Amount of the acquisition price of the shares	2,397.40 yen per share
(4) Total amount of the acquisition price of the shares	234,945,200,000 yen (total)
(5) Expected date of the acquisition	July 30, 2014

Resona Holdings' own shares (the First Series Class Three Preferred Shares) to be acquired through the Acquisition of Preferred Shares will be cancelled immediately after the acquisition.

(Reference)

1. Details of the shares (the First Series Class Three Preferred Shares) subject to acquisition

(1) Total amount of the issue price of the shares originally issued	550 billion yen
(2) Total amount of the issue price of the outstanding shares (Note 1)	196 billion yen
(3) Number of the shares originally issued (Note 2)	275,000,000 shares
(4) Number of the outstanding shares (Note 1, 2)	98,000,000 shares
(5) Issue price per share (Note 2)	2,000 yen
(6) Dividend per year	Variable
(7) Annual dividend yield	1 Year Yen Libor + 0.5%
(8) Voting right	Not restricted

(Note 1) As of July 25, 2014

(Note 2) Effective on August 2, 2005, each of 1,000 issued ordinary shares and each 1,000 shares of each class of the preferred shares were merged into one share of the respective class by the consolidation of shares. In addition, effective on January 4, 2009, each one share of the issued ordinary shares and one share of each class of the preferred shares was divided into 100 shares of the respective class by the split of shares.

2. Table of the outstanding amount of public funds (based on the injected amount)

(Billions of yen)

	As of the end of September 2003 (Actual)	After the Acquisition of Preferred Shares (Estimated)	The amount repaid	Note
Total amount of public funds	3,128.0	128.0	(3,000.0)	
Preferred shares	2,531.5	128.0	(2,403.5)	
Act on Emergency Measures for Early Strengthening of Financial Functions	868.0	128.0	(740.0)	
Class B	408.0	-	(408.0)	Fully repaid in March 2009
Class C	60.0	48.0	(12.0)	Repaid 12.0 billion yen in June 2014
Class E	300.0	-	(300.0)	Fully repaid in March 2009
Class F	100.0	80.0	(20.0)	Repaid 20.0 billion yen in June 2014
Deposit Insurance Act	1,663.5	-	(1,663.5)	
Class One	550.0	-	(550.0)	Fully repaid in March 2011
Class Two	563.5	-	(563.5)	Fully repaid in March 2011
Class Three	550.0	-	(550.0)	Repaid 100.0 billion yen in March 2011 Repaid 254.0 billion yen in February 2014 Fully repaid in July 2014 (Note)
Subordinated loan	300.0	-	(300.0)	
Financial Stabilization Act	200.0	-	(200.0)	Fully repaid in October 2005
Act on Emergency Measures for Early Strengthening of Financial Functions	100.0	-	(100.0)	Fully repaid in March 2009
Ordinary Shares	296.4	-	(296.4)	Repaid 2.7 billion yen in February 2005 Repaid 14.4 billion yen in June 2008 Repaid 17.5 billion yen in December 2008 Repaid 99.2 billion yen in July 2013 Fully repaid in February 2014

(Note) Repayment will be completed as of the settlement date which is scheduled to be July 30, 2014.

End