# Measures to be Implemented for FY 2005



**RESONA** 

May 25, 2005



# Dividend policy towards resumption of dividend

Resona Group continues efforts to strengthen its management by enhancing its financial soundness further and aims at achieving higher profits. Given the large amount of public funds injected, Resona HD regards it as a basic policy to prevent outflows of profits as much as it can so as to stabilize its financial structure through accumulation of retained earnings. In accordance with this basic policy, Resona HD will pay dividends on its preferred stocks for the fiscal year ended March 2005. However, the dividend on its common stock for the fiscal year ended March 2005 will not be paid.

- \*Dividends for preferred securities will be paid on predetermined dividend payment dates.
- \*Resona HD adopted a "company with corporate governance committees" system in June 2003. Such companies are allowed to distribute dividends with an approval obtained in their board meetings.

As Resona Group now enters a new "leap forward" stage, Resona HD aims at resuming its common dividends for the fiscal year ending March 2006.

Since Resona HD prioritizes repayments of public funds, Resona HD will resume common dividends only in such a circumstance where its retained earnings exceed the targets in the Business Revitalization Plan.

Details relating to a resumption of dividends including per share amount are supposed to be discussed and determined in a Resona HD's board meeting held for approving its settlement of accounts for the fiscal year ending March 2006. (Therefore, the dividend forecast at present is reported as "not determined".

# Outline of the reverse split of stocks

# Passed a corporate resolution to submit an genda to its general meeting of shareholders

### **Reverse split of stocks**

For all common and preferred stocks, every 1,000 share will be merged into one share.

Abolishment of current unit system
[Amendment to the Articles of Incorporation]
Current unit system (1,000 shares = 1 unit) will be abolished.

Introduction of fractional share system [Amendment to the Articles of Incorporation] Fractional share system (down to 1/1000 of one share) will be newly introduced.

## Reducing the number of shares to an appropriate level

[Outstanding number of common shares issued: 11.3 billion shares (No.1 among companies listed on the Tokyo Stock Exchange]

**Enhancing convenience of shareholders** by making one share a unit of investment

All those shares totaling less than one share will be treated as fractional shares.

=>This is the measure for fractional shareholders to continue to have certain shareholder rights including a right to claim distribution of dividends, etc.

Monitoring by Internal Audit Division

### Resona Bank becomes a company with auditors

To enhance effectiveness of consolidated group management

Intensive Revitalization Period Intensive activities aimed at Transition to next stage Resona Bank's management reform

Resona HD and Resona Bank have been managed as if they were a single entity

New stage for "leap forward"

Maximization of corporate value of the Group

Shift to consolidated group management centered around Resona HD

To strengthen the Group's corporate governance

To enhance effectiveness of consolidated group management

Resona HD continues to adopt "company with corporate governance committees" system

Subsidiary banks unanimously adopt auditor system (securing consistency among subsidiary banks)

### Formulation of **Disclosure Guideline** and Establishment of **Disclosure Committee**

To promote fair and proper information disclosure

disclosure in response to the requests to secure confidence of investors and transparency and Promotion of fair and proper information fairness of the securities markets

Organization

Review of the framework for corporate information disclosure

Formulation of basic policy Formulation of "Disclosure Guidelines" which sets forth the basic policies on corporate

> **Establishment of** "Disclosure Committee" as a place for discussing whole processes of corporate information

> > disclosure

information disclosure

**Image** Executive Committee, etc Reporting **Disclosure Committee** Roles

-Consider and discuss procedural and organizational framework for corporate information disclosure

-Verify appropriateness of the manner of corporate information disclosure

"Disclosure Guidelines,"

Members

Based on the

Chairperson: Executive officer in charge of corporate communication

Executive officers and general managers in charge of corporate communication division, Finance and accounting division, IR office, Internal operation division, risk management division, and compliance division.