# Summary of Non-Consolidated Interim Financial Results (September 30, 2004/Unaudited)

November 25, 2004

## Resona Holdings, Inc.

#### 1. Financial Highlights (April 1, 2004 – September 30, 2004)

(1) Operating Results

|                    | Operating   | income | Operatin    | g profit | Ordinary    | y profit |
|--------------------|-------------|--------|-------------|----------|-------------|----------|
|                    | Million yen | %      | Million yen | %        | Million yen | %        |
| September 30, 2004 | 26,194      | 1.4    | 17,145      | (15.8)   | 17,126      | (5.2)    |
| September 30, 2003 | 25,842      | 289.7  | 20,367      | -        | 18,061      | -        |
| March 31, 2004     | 32,566      | 149.0  | 19,415      | 779.8    | 16,464      | 821.0    |

|                    | Net income (loss) |   | Net income (loss) per share |
|--------------------|-------------------|---|-----------------------------|
|                    | Million yen       | % | Yen                         |
| September 30, 2004 | 5,080             | - | 0.44                        |
| September 30, 2003 | (1,480,757)       | - | (201.04)                    |
| March 31, 2004     | (1,463,902)       | - | (156.34)                    |

Note: (1) Average number of common stock issued:

September 30, 2004: 11,372,769,108 shares September 30, 2003: 7,365,278,601 shares March 31, 2004: 9,363,576,010 shares

- (2) There were no changes in accounting policies.
- (3) Percentages in operating income, operating profit, ordinary profit and net income (loss) show the changes from the previous interim period.

#### (2) Dividend Payment

|                    | Cash dividends per share |          |  |
|--------------------|--------------------------|----------|--|
|                    | Interim                  | Term-end |  |
|                    | Yen                      | Yen      |  |
| September 30, 2004 | 0.00                     | -        |  |
| September 30, 2003 | 0.00                     | -        |  |
| March 31, 2004     | -                        | 0.00     |  |

Note: As for dividends paid for preferred stock, please refer to the following page.

#### (3) Financial Position

| Tillaliciai i Ositioli |              |                      |                      |                      |
|------------------------|--------------|----------------------|----------------------|----------------------|
|                        | Total assets | Shareholders' equity | Shareholders' equity | Shareholders' equity |
|                        |              | 1 3                  | ratio                | per share            |
|                        | Million yen  | Million yen          | %                    | Yen                  |
| September 30, 2004     | 1,349,074    | 699,231              | 51.8                 | (161.66)             |
| September 30, 2003     | 1,246,515    | 677,405              | 54.3                 | (164.35)             |
| March 31, 2004         | 1,345,960    | 694,212              | 51.6                 | (162.10)             |

Note: (1) Issued number of common stock:

September 30, 2004: 11,372,623,431 shares September 30, 2003: 11,352,501,091 shares March 31, 2004: 11,372,909,543 shares

(2) Treasury stock:

 September 30, 2004:
 2,486,712 shares

 September 30, 2003:
 1,835,327 shares

 March 31, 2004:
 2,160,302 shares

2. Forecast of Fiscal Year's Performance (April 1, 2004 - March 31, 2005)

| Operating | Operating income | Ordinary profit | Net income (loss) | Cash dividends per share |     |
|-----------|------------------|-----------------|-------------------|--------------------------|-----|
|           | Operating income | Ordinary profit | Net income (1088) | Term-end                 |     |
|           | Million yen      | Million yen     | Million yen       | Yen                      | Yen |
| Full year | 74,000           | 56,000          | 44,000            | 0.0                      | 0.0 |

(Reference) Forecasted net income (loss) per share (full year)

2.10 yen

Note: As for dividends paid for preferred stock, please refer to the following page.

#### **Appendixes**

**Average Number of Preferred Stock** 

| Average Number of Treferred Stock |                    |                    |                |
|-----------------------------------|--------------------|--------------------|----------------|
|                                   | Six months ended   | Six months ended   | Year ended     |
|                                   | September 30, 2004 | September 30, 2003 | March 31, 2004 |
|                                   | shares             | shares             | shares         |
| Class A, No.1 Preferred Stock     | 5,970,000          | 10,970,000         | 9,822,459      |
| Class B, No.1 Preferred Stock     | 680,000,000        | 680,000,000        | 680,000,000    |
| Class C, No.1 Preferred Stock     | 120,000,000        | 120,000,000        | 120,000,000    |
| Class D, No.1 Preferred Stock     | 151,245            | 339,934            | 295,382        |
| Class E, No.1 Preferred Stock     | 240,000,000        | 240,000,000        | 240,000,000    |
| Class F, No.1 Preferred Stock     | 80,000,000         | 80,000,000         | 80,000,000     |
| Class one, No.1 Preferred Stock   | 2,750,000,000      | 826,502,732        | 1,788,251,366  |
| Class two, No.1 Preferred Stock   | 2,817,807,861      | 846,882,144        | 1,832,345,002  |
| Class three, No.1 Preferred Stock | 2,750,000,000      | 826,502,732        | 1,788,251,366  |

## **Issued Number of Preferred Stock**

|                                   | Six months ended   | Six months ended   | Year ended     |
|-----------------------------------|--------------------|--------------------|----------------|
|                                   | September 30, 2004 | September 30, 2003 | March 31, 2004 |
|                                   | shares             | shares             | shares         |
| Class A, No.1 Preferred Stock     | 5,970,000          | 10,970,000         | 5,970,000      |
| Class B, No.1 Preferred Stock     | 680,000,000        | 680,000,000        | 680,000,000    |
| Class C, No.1 Preferred Stock     | 120,000,000        | 120,000,000        | 120,000,000    |
| Class D, No.1 Preferred Stock     | 146,000            | 338,000            | 156,000        |
| Class E, No.1 Preferred Stock     | 240,000,000        | 240,000,000        | 240,000,000    |
| Class F, No.1 Preferred Stock     | 80,000,000         | 80,000,000         | 80,000,000     |
| Class one, No.1 Preferred Stock   | 2,750,000,000      | 2,750,000,000      | 2,750,000,000  |
| Class two, No.1 Preferred Stock   | 2,817,807,861      | 2,817,807,861      | 2,817,807,861  |
| Class three, No.1 Preferred Stock | 2,750,000,000      | 2,750,000,000      | 2,750,000,000  |

**Number of Preferred Shares, Treasury stock** 

|                                   | Six months ended<br>September 30, 2004 | Six months ended<br>September 30, 2003 | Year ended<br>March 31, 2004 |
|-----------------------------------|--|--|------------------------------|
|                                   | shares                                 | shares                                 | shares                       |
| Class A, No.1 Preferred Stock     | -                                      | -                                      | -                            |
| Class B, No.1 Preferred Stock     | -                                      | 1                                      | -                            |
| Class C, No.1 Preferred Stock     | 1                                      | 1                                      | -                            |
| Class D, No.1 Preferred Stock     | 1                                      | 1                                      | -                            |
| Class E, No.1 Preferred Stock     | -                                      | 1                                      | -                            |
| Class F, No.1 Preferred Stock     | -                                      | 1                                      | -                            |
| Class one, No.1 Preferred Stock   | -                                      | ı                                      | -                            |
| Class two, No.1 Preferred Stock   | -                                      | 1                                      | -                            |
| Class three, No.1 Preferred Stock | -                                      | 1                                      | -                            |

## **Cash Dividends Declared on Preferred Shares**

|                                   | Six months ended<br>September 30, 2004 | Six months ended<br>September 30, 2003 | Year ended<br>March 31, 2004 |
|-----------------------------------|--|--|------------------------------|
|                                   | Interim                                | Interim                                | Year-end                     |
|                                   | Yen                                    | Yen                                    | Yen                          |
| Class A, No.1 Preferred Stock     | 0.0                                    | 0.0                                    | 0.0                          |
| Class B, No.1 Preferred Stock     | 0.0                                    | 0.0                                    | 0.0                          |
| Class C, No.1 Preferred Stock     | 0.0                                    | 0.0                                    | 0.0                          |
| Class D, No.1 Preferred Stock     | 0.0                                    | 0.0                                    | 0.0                          |
| Class E, No.1 Preferred Stock     | 0.0                                    | 0.0                                    | 0.0                          |
| Class F, No.1 Preferred Stock     | 0.0                                    | 0.0                                    | 0.0                          |
| Class one, No.1 Preferred Stock   | 0.0                                    | 0.0                                    | 0.0                          |
| Class two, No.1 Preferred Stock   | 0.0                                    | 0.0                                    | 0.0                          |
| Class three, No.1 Preferred Stock | 0.0                                    | 0.0                                    | 0.0                          |

## Cash Dividends on Preferred Shares For Year Ended March 31, 2005 (Forecast)

| easi Bividenas on Freierrea sina  | led for fear Enaca win | 1010 (1010    |
|-----------------------------------|------------------------|---------------|
|                                   | Annual divide          | nds per share |
|                                   | Year-end               |               |
|                                   | Yen                    | Yen           |
| Class A, No.1 Preferred Stock     | 24.75                  | 24.75         |
| Class B, No.1 Preferred Stock     | 6.36                   | 6.36          |
| Class C, No.1 Preferred Stock     | 6.80                   | 6.80          |
| Class D, No.1 Preferred Stock     | 10.00                  | 10.00         |
| Class E, No.1 Preferred Stock     | 14.38                  | 14.38         |
| Class F, No.1 Preferred Stock     | 18.50                  | 18.50         |
| Class one, No.1 Preferred Stock   | 1.178                  | 1.178         |
| Class two, No.1 Preferred Stock   | 1.178                  | 1.178         |
| Class three, No.1 Preferred Stock | 1.178                  | 1.178         |

(Reference)

## Formulas for computing ratios for the interim period September 30, 2004

| Net Income (loss) per Share:  |
|---|
| Net income (loss) on common Stock   |
| Average number of shares of common stock during the term  |
| Shareholders' Equity per Share:   |
| Total shareholders' equity at term end – Issued number of shares of preferred stock× Amount per share |
| Issued number of shares of common stock at term end   |

## Formulas for computing ratios for the year ending March 31, 2005

| Net Inco | ome (loss) per Share (Fiscal 2004 Forecast) |  |
|----------|---|--|
|          |   |  |
| _        | Net income (loss) on common stock           |  |

Issued number of shares of common stock at term end (September 30,2004)

# Non-Consolidated Interim Balance Sheets

(Millions of yen)

| Items  | As of Septen    | nhor 30 | As of Septen    | nhor 30  | As of Mar      | of yen)  |
|--|-----------------|---------|-----------------|----------|----------------|----------|
| items  | 2004            |         | 2003            |          | 2004           |          |
| Aggeta                                       | 2001            | %       | 2002            | %        | 2001           | %        |
| Assets Current assets:                       |                 | 70      |                 | 70       |                | 70       |
|  | V 15 404        |         | V 17 002        |          | V C 024        |          |
| Cash and due from banks                      | ¥ 15,424<br>416 |         | ¥ 17,002<br>286 |          | ¥ 6,024<br>285 |          |
| Prepaid expenses                             |                 |         |                 |          |                |          |
| Accrued income                               | 1,306           |         | 1,307           |          | 1,317          |          |
| Other  | 1,596           | 1.00    | 1,849           |          | 1,981          | 0.51     |
| Total current assets                         | 18,744          | 1.39    | 20,444          | 1.64     | 9,609          | 0.71     |
| Non-current assets:                          | 20              |         | 10              |          | 25             |          |
| Tangible fixed assets                        | 28              |         | 18              |          | 25             |          |
| Furniture and fixtures                       | 27              |         | 18              |          | 24             |          |
| Other  | 0               |         | 0               |          | 0              |          |
| Intangible fixed assets                      | 116             |         | 110             |          | 121            |          |
| Trademark                                    | 94              |         | 103             |          | 98             |          |
| Software                                     | 21              |         | 6               |          | 22             |          |
| Investments and other assets                 | 1,330,014       |         | 1,225,657       |          | 1,335,976      |          |
| Investments in subsidiaries                  | 1,030,007       |         | 925,652         |          | 1,035,952      |          |
| Long-term loans to subsidiaries              | 300,000         |         | 300,000         |          | 300,000        |          |
| Long-term prepaid expenses<br>Other          | - 7             |         | -               |          | 22             |          |
|  | 1,330,158       | 00.00   | 1 225 786       | 00.24    | 1              | 99.27    |
| Total Non-current assets                     | 1,330,138       | 98.60   | 1,225,786       | 98.34    | 1,336,123      | 99.27    |
| Deferred charges:                            | 171             |         | 205             |          | 220            |          |
| Organization costs                           | 171             | 0.01    | 285             | 0.02     | 228            | 0.02     |
| Total deferred charges                       | 171             | 0.01    | 285             | 0.02     | 228            | 0.02     |
| Total assets                                 | ¥ 1,349,074     | 100.00  | ¥ 1,246,515     | 100.00   | ¥ 1,345,960    | 100.00   |
|  |                 |         |                 |          |                |          |
| Liabilities                                  |                 |         |                 |          |                |          |
| Current liabilities:                         |                 |         |                 |          |                |          |
| Annual maturities of long-term debt from     | ¥ -             |         | ¥ -             |          | ¥ 1,500        |          |
| subsidiaries                                 |                 |         |                 |          |                |          |
| Accrued expenses                             | 3,751           |         | 1,454           |          | 4,122          |          |
| Income tax payable                           | 63              |         | 4               |          | 9              |          |
| Consumption tax payable                      | -               |         | 64              |          | 76             |          |
| Reserve for possible losses on restructuring | -               |         | 220,056         |          | -              |          |
| subsidiaries                                 |                 |         | 10              |          | 10             |          |
| Other  | 7               | 0.20    | 10              | 15.50    | 19             | 0.42     |
| Total current liabilities                    | 3,823           | 0.28    | 221,590         | 17.78    | 5,728          | 0.42     |
| Non-current liabilities:                     |                 |         | 4.7.000         |          | 4.5.000        |          |
| Bonds  | 65,020          |         | 15,020          |          | 15,020         |          |
| Long-term debt                               | 331,000         |         | 332,500         |          | 331,000        |          |
| Long-term debt from subsidiaries             | 250,000         |         | -               |          | 300,000        |          |
| Total non-current liabilities                | 646,020         | 47.89   | 347,520         | 27.88    | 646,020        | 48.00    |
| Total liabilities                            | ¥649,843        | 48.17   | ¥ 569,110       | 45.66    | ¥ 651,748      | 48.42    |
|  |                 |         |                 |          |                |          |
| Shareholders' equity                         |                 |         |                 |          |                |          |
| Capital                                      | ¥327,201        | 24.25   | ¥ 1,288,473     | 103.36   | ¥ 1,288,473    | 95.72    |
| Capital surplus                              | 367,203         | 27.22   | 869,829         | 69.78    | 869,830        | 64.63    |
| Capital reserve                              | 327,201         |         | 829,829         |          | 829,829        |          |
| Other capital surplus                        | 40,002          |         | 40,000          |          | 40,001         |          |
| Deduction of capital and capital reserve     | 40,000          |         | 40,000          |          | 40,000         |          |
| Gain from disposal of treasury stock         | 2               | 0.20    | 0               | (110.70) | 1              | (100.75) |
| Earned surplus (deficit)                     | 5,080           | 0.38    | (1,480,757)     | (118.79) | (1,463,902)    | (108.76) |
| Unappropriated gain (undisposed loss)        | 5,080           | (0.00)  | (1,480,757)     | (0.01)   | (1,463,902)    | (0.01)   |
| Treasury stock                               | (253)           | (0.02)  | (141)           | (0.01)   | (190)          | (0.01)   |
| Total shareholder' equity                    | 699,231         | 51.83   | 677,405         | 54.34    | 694,212        | 51.58    |
| Total liabilities and shareholders' equity   | ¥ 1,349,074     | 100.00  | ¥ 1,246,515     | 100.00   | ¥ 1,345,960    | 100.00   |

# Non-Consolidated Interim Statements of Operations

(Millions of yen)

|   | T / 1 2004                       |        | T / 1 2002                       |           | (Millions of yen)           |            |
|---|----------------------------------|--------|----------------------------------|-----------|-----------------------------|------------|
| Items                                     | Interim 2004<br>From Apr 1, 2004 |        | Interim 2003<br>From Apr 1, 2003 |           | FY 2003<br>From Apr 1, 2003 |            |
|   |                                  |        |                                  |           |                             |            |
|   | To Sep 30                        |        | To Sep 3                         |           | To Mar 3                    |            |
|   |                                  | %      |                                  | %         |                             | %          |
| Operating income:                         | ¥ 26,194                         | 100.00 | ¥ 25,842                         | 100.00    | ¥ 32,566                    | 100.00     |
| Dividends from subsidiaries               | 20,596                           |        | 19,119                           |           | 19,119                      |            |
| Fees from subsidiaries                    | 2,335                            |        | 3,451                            |           | 6,903                       |            |
| Interest on loans to subsidiaries         | 3,262                            |        | 3,271                            |           | 6,543                       |            |
| <b>Operating expenses:</b>                | 9,049                            | 34.55  | 5,475                            | 21.18     | 13,151                      | 40.38      |
| Interest expenses                         | 6,721                            |        | 3,271                            |           | 8,901                       |            |
| Interest on bond                          | 357                              |        | -                                |           | -                           |            |
| Amortization of bond issuance costs       | 253                              |        | -                                |           | -                           |            |
| General and administrative expenses       | 1,717                            |        | 2,204                            |           | 4,249                       |            |
| Operating profit                          | 17,145                           | 65.45  | 20,367                           | 78.82     | 19,415                      | 59.62      |
| Non-operating profits:                    | 76                               | 0.29   | 34                               | 0.13      | 117                         | 0.35       |
| Interest income                           | 2                                |        | 0                                |           | 0                           |            |
| Commission received                       | 73                               |        | 32                               |           | 115                         |            |
| Other                                     | 0                                |        | 1                                |           | 2                           |            |
| Non-operating expenses:                   | 95                               | 0.36   | 2,340                            | 9.06      | 3,068                       | 9.42       |
| Interest expenses                         | _                                | 0.00   | 425                              | ,         | 829                         | ,          |
| Interest on bonds                         | _                                |        | 272                              |           | 539                         |            |
| Stock issuance costs                      | _                                |        | 1,554                            |           | 1,554                       |            |
| Amortization of organization cost         | 57                               |        | 57                               |           | 114                         |            |
| Other                                     | 38                               |        | 30                               |           | 30                          |            |
| Ordinary profit                           | 17,126                           | 65.38  | 18,061                           | 69.89     | 16,464                      | 50.55      |
| -   |                                  |        |                                  |           |                             |            |
| Extraordinary losses:                     | 12,045                           | 45.99  | 1,498,815                        | 5799.84   | 1,480,358                   | 4545.71    |
| Devaluation of investment in subsidiaries | 12,045                           |        | 1,278,758                        |           | 1,480,358                   |            |
| Provision for restructuring               |                                  |        |                                  |           |                             |            |
| subsidiaries                              | -                                |        | 220,056                          |           | -                           |            |
| Income (loss) before income taxes         | 5,081                            | 19.39  | (1,480,753)                      | (5729.95) | (1,463,894)                 | (4,495,16) |
| Income taxes:                             |                                  |        |                                  |           |                             |            |
| Income taxes – current                    | _                                | 2.2-   | _                                | 0.01      | _                           | 2.25       |
|   | 0                                | 0.00   | 3                                | 0.01      | 8                           | 0.02       |
| Income taxes – deferred                   | _                                | -      | -                                | -         | -                           | -          |
| Net income (loss)                         | 5,080                            | 19.39  | (1,480,757)                      | (5729.96) | (1,463,902)                 | (4,495.18) |
| Loss carried forward from previous        | 921,272                          |        | 372,025                          |           | 372,025                     |            |
| year                                      | <u> </u>                         |        |                                  |           | ·                           |            |
| Transfer from capital to cover deficit    | 921,272                          |        | 372,025                          |           | 372,025                     |            |
| Unappropriated gain (undisposed           | ¥5,080                           |        | ¥ (1,480,757)                    |           | ¥(1,463,902)                |            |
| loss) at end of the period                | ,000                             |        | ( , , )                          |           | (,:==,> 0=)                 |            |

#### Significant accounting policies

1. Valuation basis and method of securities

Investments in subsidiaries: Cost (determined by moving average basis)

- 2. Depreciation of fixed assets
  - (1) Furniture and fixtures are depreciated by the declining balance method over the useful lives of  $2 \sim 20$  years.
  - (2) Trademark is depreciated for 10 years by the straight-line method.
  - (3) Software used by the Company is being amortized by the straight-line method based on an estimated useful life (5 years) determined by the Company.
- 3. Organization cost is being amortized by the straight-line method over 5 years in accordance with the Japanese Commercial Code Enforcement Regulations.

Bond issuance costs are charged to operations as incurred.

- 4. Noncancelable lease transactions are accounted for as operating leases regardless of whether such leases are classified as operating leases or finance leases except for lease agreements that stipulate the transfer of ownership of the leased property to the lessee, they are accounted for as finance leases.
- 5. The Company accounts for consumption tax and local consumption tax by the tax-exclusion method.

#### Notes to interim balance sheets

- 1. Amounts of less than one million yen have been rounded down.
- 2. Liabilities for subsidiaries are included as follows:

Bonds ¥ 15,020 million

Long-term debt from subsidiaries ¥250,000 million

- 3. "Long-term debt from subsidiaries", which was included in "Long-term debt" is presented in a separate line effective this interim period.
- 4. Accumulated depreciation of tangible fixed assets: ¥28 million
- 5. Some of bonds are subordinated bonds that are subordinated to other debt in repayment:

¥15,020 million

- 6. Long-term debt of ¥314,000 million are subordinated liabilities, which by special covenants, are subordinated to other obligations in the order of their performance.
- 7. Total number of shares to be issued by the Company

Common stock 73,000,000,000 shares Preferred stock 9,443,923,861 shares

Total number of shares issued

Common stock 11,375,110,143 shares Preferred stock 9,443,923,861 shares

8. The Company's Article of Incorporation states that preferred dividends to preferred shareholders would never be paid in excess of the following according to the class of preferred stock:

| No. 1 Preferred Stock   | 24.75 yen per share   |
|-------------------------|---|
| No. 1 Preferred Stock   | 6.36 yen per share  |
| No. 1 Preferred Stock   | 6.80 yen per share  |
| No. 1 Preferred Stock   | 10.00 yen per share   |
| No. 1 Preferred Stock   | 14.38 yen per share   |
| No. 1 Preferred Stock   | 18.50 yen per share   |
| No. 1 Preferred Stock   | 1.178 yen per share   |
| No. 1 Preferred Stock   | 1.178 yen per share   |
| e No. 1 Preferred Stock | 1.178 yen per share   |
|                         | No. 1 Preferred Stock<br>No. 1 Preferred Stock |

## Notes to interim statements of operations

- 1. Amounts of less than one million yen have been rounded down.
- 2. Transactions with subsidiaries in operating income

Dividends from subsidiaries \$\ \text{\tinite\text{\te}\text{\texi}\text{\text{\text{\text{\text{\text{\text{\text{\text{\texi{\text{\text{\text{\text{\text{\text{\text{\text{\texi}\text{\texi{

3. Major items in general and administrative expenses.

| Salaries and allowances | ¥673 million |
|-------------------------|--------------|
| Service expenses        | ¥379 million |
| Rent                    | ¥144 million |
| Fees                    | ¥134 million |
| Tax and public charge   | ¥92 million  |

4. Depreciation of fixed assets

Tangible assets ¥6 million Intangible assets ¥8 million

#### Securities

Investment securities in subsidiaries and affiliated companies had no fair value.