

Security Code: 8308

June 5, 2019

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 18TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby notify you that the 18th 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 20, 2019.

1. Date: 10:00 a.m. Friday, June 21, 2019 (open at 9:00 a.m.)
2. Place: Convention Hall, Second Basement Floor, Resona Group Osaka Headquarters Building  
2-2-1 Bingomachi, Chuo-ku, Osaka

(Please note that you will be led to the second place of the meeting, etc. if the convention hall described above is full.)

In addition, we will have a relay venue in Tokyo as follows:

Resona Holdings, Inc. Tokyo Headquarters Building  
Fukagawa Gatharia W2 Building, 1-5-65, Kiba, Koto-ku, Tokyo

### 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 18th fiscal year (from April 1, 2018 to March 31, 2019)

– Matters to be Resolved:

<Company's Proposal (Agenda No. 1)>

The agenda proposed by the Board of Directors of the Company

Agenda No. 1: Election of 11 Directors

<Shareholder's Proposal (Agenda No. 2)>

The agenda proposed by one shareholder of the Company

Agenda No. 2: Partial Amendment to the Articles of Incorporation (Submission to the Bank of Japan of Written Request to Abandon Negative Interest Rate Policy)

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Among the documents to be provided in conjunction with this notice, the "systems to ensure that operations are conducted in an appropriate manner" and the "matters regarding specified wholly-owned subsidiaries" in the business report as well as the "notes to the financial statements" and the "notes to the consolidated financial statements" are provided through the Company's website pursuant to the laws and Article 20 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.

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.

The Company's website: <https://www.resona-gr.co.jp/>

<Guidance Notes on the Method to Exercise Voting Rights>

(1) If you can attend the Meeting:

Date: 10:00 a.m. Friday, June 21, 2019 (open at 9:00 a.m.)

Please bring the enclosed Voting Right Exercise Form and submit it to the receptionist at the place of the Meeting. Also bring this booklet as a reference material for the Meeting.

Please note that a person other than a shareholder may not attend the Meeting.

If you are going to attend the Meeting by proxy, you may delegate your voting rights to one of the other shareholders holding voting rights at the Meeting. The proxy is required to submit a document certifying authority of such proxy to attend the Meeting.

(2) If you are not able to attend the Meeting:

You can exercise your voting rights in advance by post or via the Internet.

By post:

Deadline for Exercising Voting Rights: 5:30 p.m. Thursday, June 20, 2019 (must be received by that time)

Please indicate your approval or disapproval of each agenda on the enclosed Voting Right Exercise Form and send it back to us.

A Voting Right Exercise Form without an indication of approval or disapproval of the agenda will be treated as indicating approval.

Via the Internet:

Deadline for Exercising Voting Rights: Up to 5:30 p.m. Thursday, June 20, 2019

Please enter approval or disapproval for each agenda by accessing the Company's designated website: <https://www.web54.net>

(Please refer to the next page for details)

The results of voting will be announced later through the Company's website ("To Shareholders and Investors" section).

The Company also plans to webcast the Meeting on its website later.

The Company website "To Shareholders and Investors" section: <https://www.resona-gr.co.jp/holdings/investors/>

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

(1) If you use personal computer or cellular phone:

Please access our designated website described below, log in by entering the Voting Rights Exercise Code and the password described in the Voting Right Exercise Form and indicate your approval or disapproval of each agenda following the instructions on the screen.

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

If you are using a smartphone or cellular phone with a bar-code scanner function, you may access using the "QR Code".

(2) If you use smartphone:

You can access our designated website for exercise of voting rights by scanning the "QR Code to log in the website for exercise of voting rights for smartphone" at the lower right of the enclosed Voting Right Exercise Form by a smartphone or tablet terminal, without using the Voting Rights Exercise Code or the password.

The exercise of voting rights in the foregoing manner will be limited to once.

If you would like to change approval or disapproval after you exercise your voting rights, you need to scan the "QR Code" again and enter the Voting Rights Exercise Code and the password described in the Voting Right Exercise Form.

Matters for Attention:

- (a) If the same shareholder exercises voting rights both in writing and by the electronic method, only the vote by the electronic method will be considered valid.
- (b) If the same shareholder exercises voting rights more than once via the electronic method, only the last exercise will be considered valid.
- (c) Any fees of Internet service providers and telecommunication carriers (such as access fees, etc.) for using the website to exercise voting rights shall be borne by shareholders.
- (d) The Voting Rights Exercise Code described in the Voting Right Exercise Form shall be valid only for the Meeting.

If you have any question concerning the exercise of voting rights via the Internet, please call the following dedicated telephone number:

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agent Web Support  
0120-652-031 (open hours: 9:00 a.m. to 9:00 p.m.)

The Company is a participant in the platform for electronic exercise of voting rights for institutional investors operated by ICJ, Inc.

## Agenda No. 1: Election of Eleven (11) Directors

The terms of office of all ten (10) Directors will expire at the close of this General Meeting of Shareholders. The Company proposes to increase the number of Directors by one (1) to further strengthen the management system and proposes to elect eleven (11) Directors based on the decision by the Nominating Committee. The candidates for the Directors are as follows:

Candidate No.	Name	Current positions, etc. at the Company	Expertise of Outside Director
1	Kazuhiro Higashi (Reappointment)	Director, President and Representative Executive Officer	—
2	Shoichi Iwanaga (Reappointment)	Director and Representative Executive Officer	—
3	Satoshi Fukuoka (Reappointment)	Director and Representative Executive Officer	—
4	Masahiro Minami (New candidate)	Executive Officer	—
5	Kaoru Isono (Reappointment)	Director	—
6	Yoko Sanuki (Reappointment)	Outside Director, Independent director	Legal
7	Mitsudo Urano (Reappointment)	Outside Director, Independent director	Company management
8	Tadamitsu Matsui (Reappointment)	Outside Director, Independent director	Company management
9	Hidehiko Sato (Reappointment)	Outside Director, Independent director	Legal
10	Chiharu Baba (Reappointment)	Outside Director, Independent director	Company management, Finance
11	Kimie Iwata (New candidate)	Candidate for Outside Director; Independent director (planned)	Company management

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
1	<p data-bbox="459 696 655 770">Kazuhiro Higashi (April 25, 1957)</p> <p data-bbox="459 815 655 904">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="469 913 646 981">Ordinary shares: 97,300 shares</p> <p data-bbox="451 1025 673 1218">&lt;Period in office as Director&gt; 10 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="445 1263 679 1429">&lt;Attendance at meetings of board of directors &gt; 16 / 16 meetings (FY 2018)</p>	<p data-bbox="703 277 831 304">[Biography]</p> <p data-bbox="703 315 1059 342">April 1982      Joined the Group</p> <p data-bbox="703 353 1437 472">October 2003    Executive Officer, General Manager of Financial Accounting Division of the Company and Executive Officer, in charge of Planning Division (financial accounting) of Resona Bank, Ltd.</p> <p data-bbox="703 483 1458 510">June 2005      Outside Director of Resona Trust &amp; Banking Co., Ltd.</p> <p data-bbox="703 521 1437 589">June 2007      Managing Executive Officer, in charge of Corporate Administration Office of Resona Bank, Ltd.</p> <p data-bbox="703 600 1437 667">June 2009      Director, Deputy President and Executive Officer of the Company</p> <p data-bbox="703 678 1374 723">April 2011      Director, Deputy President and Representative Executive Officer of the Company</p> <p data-bbox="703 734 1374 801">April 2012      Representative Director, Deputy President and Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="703 813 1401 857">April 2013      Director, President and Representative Executive Officer of the Company</p> <p data-bbox="703 869 1401 936">April 2013      Representative Director, President and Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="703 947 1445 1014">April 2017      Chairman of the Board, President and Representative Director of Resona Bank, Ltd.</p> <p data-bbox="703 1025 1458 1115">April 2018      Director, President and Representative Executive Officer, in charge of Corporate Governance Office, of the Company (incumbent)</p> <p data-bbox="703 1126 1437 1238">April 2018      Chairman of the Board, President, Representative Director and Executive Officer, in charge of Corporate Governance Office, of Resona Bank, Ltd. (incumbent)</p> <p data-bbox="703 1261 1070 1288">[Status of key concurrent position]</p> <p data-bbox="703 1299 1374 1344">Chairman of the Board, President, Representative Director and Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="703 1355 1270 1382">Number of concurrent position at listed companies: 0</p> <p data-bbox="703 1393 1246 1420">[Reasons for election of the candidate for Director]</p> <p data-bbox="703 1431 1445 1711">Mr. Kazuhiro Higashi has wealth of business experience at finance divisions, corporate administration divisions and others as well as managerial experience as the President of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will continue to contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the person with ultimate responsibility over business operations, and to receive the continued benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="703 1722 1426 1789">* Special conflict of interest between Mr. Kazuhiro Higashi and the Company</p> <p data-bbox="703 1800 1378 1845">There are no special conflicts of interest between Mr. Kazuhiro Higashi and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
2	<p>Shoichi Iwanaga (August 7, 1965)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 10,300 shares</p> <p>&lt;Period in office as Director&gt; 1 year (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 12 / 12 meetings (FY 2018)</p>	<p>[Biography]</p> <p>April 1989      Joined the Group</p> <p>April 2012      General Manager of Tokyo Sales Division No. 6 and Manager of Corporate Finance Office of Corporate Solutions Sales Division of Resona Bank, Ltd.</p> <p>April 2014      General Manager of Toranomom Branch and General Manager of Sales Division No. 1 of Toranomom Branch</p> <p>April 2016      Executive Officer and General Manager of Sales Support Division</p> <p>April 2017      Executive Officer, in charge of Facility Management Division of the Company</p> <p>April 2017      Executive Officer, in charge of Sales Support Division and Facility Management Division of Resona Bank, Ltd.</p> <p>April 2018      Representative Executive Officer, in charge of Group Strategy Division of the Company</p> <p>April 2018      Executive Officer, in charge of Corporate Administration Division of Resona Bank, Ltd. (incumbent)</p> <p>June 2018      Director and Representative Executive Officer, in charge of Group Strategy Division of the Company (incumbent)</p> <p>[Status of key concurrent position] Executive Officer of Resona Bank, Ltd.</p> <p>Number of concurrent position at listed companies: 0</p> <p>[Reasons for election of the candidate for Director] Mr. Shoichi Iwanaga has wealth of business experience at sales divisions, sales planning divisions and others as well as managerial experience as the head of the corporate administration divisions of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will continue to contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the head of the corporate administration divisions, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p>* Special conflicts of interest between Mr. Shoichi Iwanaga and the Company There are no special conflicts of interest between Mr. Shoichi Iwanaga and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
3	<p data-bbox="464 367 660 434">Satoshi Fukuoka (April 3, 1965)</p> <p data-bbox="464 483 660 573">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="464 584 660 651">Ordinary shares: 7,600 shares</p> <p data-bbox="464 701 660 768">&lt;Period in office as Director&gt;</p> <p data-bbox="464 779 660 891">1 year (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="464 940 660 1008">&lt;Attendance at meetings of board of directors &gt;</p> <p data-bbox="464 1032 660 1099">12 / 12 meetings (FY 2018)</p>	<p data-bbox="703 275 831 297">[Biography]</p> <p data-bbox="703 315 1458 349">April 1989      Joined the Group</p> <p data-bbox="703 353 1458 421">July 2010      Group Leader at Corporate Administration Division of Saitama Resona Bank, Ltd.</p> <p data-bbox="703 425 1458 459">July 2013      General Manager of Sales Support Division</p> <p data-bbox="703 463 1458 530">April 2015      General Manager of Finance and Accounting Division of the Company</p> <p data-bbox="703 535 1458 602">April 2017      Executive Officer, in charge of Finance and Accounting Division</p> <p data-bbox="703 607 1458 674">April 2018      Representative Executive Officer, in charge of Finance and Accounting Division</p> <p data-bbox="703 678 1458 768">June 2018      Director and Representative Executive Officer, in charge of Finance and Accounting Division (incumbent)</p> <p data-bbox="703 779 1251 801">[Reasons for election of the candidate for Director]</p> <p data-bbox="703 813 1458 1093">Mr. Satoshi Fukuoka has wealth of business experience at finance and accounting divisions, corporate administration divisions and others as well as managerial experience as the head of the finance and accounting divisions of the Company. The Company proposes him as a candidate for a Director, expecting that he will contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the head of the finance and accounting divisions, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="703 1104 1458 1160">* Special conflicts of interest between Mr. Satoshi Fukuoka and the Company</p> <p data-bbox="703 1171 1458 1227">There are no special conflicts of interest between Mr. Satoshi Fukuoka and the Company.</p>



Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
4	<p data-bbox="459 824 660 898">Masahiro Minami (June 6, 1965)</p> <p data-bbox="459 943 660 1137">&lt;Number of the Company's shares owned&gt; Ordinary shares: 6,300 shares</p>	<p data-bbox="703 275 831 304">[Biography]</p> <p data-bbox="703 315 1075 344">April 1989      Joined the Group</p> <p data-bbox="703 356 1406 416">October 2009    Group Leader at Group Strategy Division of the Company</p> <p data-bbox="703 427 1378 456">April 2013      General Manager of Group Strategy Division</p> <p data-bbox="703 468 1390 528">April 2013      General Manager of Corporate Administration Division of Resona Bank, Ltd.</p> <p data-bbox="703 539 1430 622">April 2017      Executive Officer, in charge of Omni Channel Strategy Division, and General Manager of Group Strategy Division of the Company</p> <p data-bbox="703 633 1390 752">April 2017      Executive Officer, in charge of Omni Channel Strategy Division, and General Manager of Corporate Administration Division of Resona Bank, Ltd.</p> <p data-bbox="703 763 1390 824">April 2018      Executive Officer, in charge of Omni Channel Strategy Division of the Company</p> <p data-bbox="703 835 1422 918">April 2018      Executive Officer, in charge of Sales Support Division and Omni Channel Strategy Division of Resona Bank, Ltd.</p> <p data-bbox="703 929 1430 1012">April 2019      Executive Officer, in charge of Omni Channel Strategy Division and vice in charge of Corporate Governance Office of the Company (incumbent)</p> <p data-bbox="703 1023 1430 1142">April 2019      Executive Officer, in charge of Sales Support Division and Omni Channel Strategy Division and vice in charge of Corporate Governance Office of Resona Bank, Ltd. (incumbent)</p> <p data-bbox="703 1153 1070 1182">[Status of key concurrent position]</p> <p data-bbox="703 1193 1126 1223">Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="703 1234 1270 1263">Number of concurrent position at listed companies: 0</p> <p data-bbox="703 1274 1246 1303">[Reasons for election of the candidate for Director]</p> <p data-bbox="703 1314 1461 1585">Mr. Masahiro Minami has wealth of business experience at corporate administration divisions and others as well as managerial experience as the head of the omni channel strategy divisions of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will continue to contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the head of the omni channel strategy divisions and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="703 1597 1445 1657">* Special conflicts of interest between Mr. Masahiro Minami and the Company</p> <p data-bbox="703 1668 1382 1729">There are no special conflicts of interest between Mr. Masahiro Minami and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
5	<p data-bbox="448 398 671 472">Kaoru Isono (February 21, 1956)</p> <p data-bbox="448 517 671 607">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="448 618 671 685">Ordinary shares: 37,600 shares</p> <p data-bbox="448 730 671 797">&lt;Period in office as Director&gt;</p> <p data-bbox="448 797 671 920">10 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="448 965 671 1088">&lt;Attendance at meetings of board of directors &gt;</p> <p data-bbox="448 1077 671 1144">16 / 16 meetings (FY 2018)</p> <p data-bbox="448 1178 671 1279">&lt;Attendance at meetings of Audit Committee &gt;</p> <p data-bbox="448 1279 671 1346">13 / 13 meetings (FY 2018)</p>	<p data-bbox="703 275 831 309">[Biography]</p> <p data-bbox="703 315 1310 349">April 1978      Joined Long-Term Credit Bank of Japan</p> <p data-bbox="703 356 1390 423">October 2000    Manager, Market Risk Management Division of Shinsei Bank, Limited</p> <p data-bbox="703 430 1422 497">April 2004      Executive Officer, in charge of Risk Management Division and Compliance Division of the Company</p> <p data-bbox="703 504 1422 593">April 2004      Executive Officer, in charge of Risk Management Division and Compliance Division of Resona Bank, Ltd.</p> <p data-bbox="703 600 1294 633">June 2004      Outside Director of Nara Bank, Limited</p> <p data-bbox="703 640 1422 674">June 2007      Outside Director of The Kinki Osaka Bank, Limited</p> <p data-bbox="703 680 1390 748">June 2009      Director, Chairperson of Audit Committee of the Company</p> <p data-bbox="703 754 1422 788">June 2010      Director, Member of Audit Committee (incumbent)</p> <p data-bbox="703 795 1437 862">November 2017    Director, Chairperson of Audit Committee of Kansai Mirai Financial Group, Inc.</p> <p data-bbox="703 869 1086 902">April 2018      Director (incumbent)</p> <p data-bbox="703 909 1070 943">[Status of key concurrent position]</p> <p data-bbox="703 949 1198 983">Director of Kansai Mirai Financial Group, Inc.</p> <p data-bbox="703 990 1374 1023">Number of concurrent position at listed companies: 1 company</p> <p data-bbox="703 1030 1246 1064">[Reasons for election of the candidate for Director]</p> <p data-bbox="703 1070 1453 1328">Mr. Kaoru Isono has wealth of business experience at risk management divisions and ALM divisions and appropriate expertise on finance and accounting matters as well as wealth of experience in supervising the management as a member of the Audit Committee. He has proactively provided opinions and suggestions at various meetings of the Company and otherwise especially from the perspective of the enhancement of the Group's internal controls. The Company proposes him as a candidate for Director to receive the continued benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="703 1335 1374 1402">* Special conflicts of interest between Mr. Kaoru Isono and the Company</p> <p data-bbox="703 1408 1453 1476">There are no special conflicts of interest between Mr. Kaoru Isono and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
6	<p>Yoko Sanuki (April 3, 1949) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 14,400 shares</p> <p>&lt;Period in office as Director&gt; 7 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 15 / 16 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Audit Committee &gt; 13 / 13 meetings (FY 2018)</p>	<p>[Biography]</p> <p>April 1981 Registered as Attorney-at-law November 2001 Representative of NS Law Office (incumbent) June 2003 Outside Auditor of KURAYA SANSEIDO Inc. June 2007 Outside Auditor of Meiji Dairies Corporation April 2009 Outside Director of Meiji Holdings Co., Ltd. June 2011 Outside Director of Resona Bank, Ltd. June 2012 Outside Director, Member of Audit Committee of the Company June 2015 Chairperson of Audit Committee (incumbent)</p> <p>[Status of key concurrent positions] Attorney-at-law (Representative of NS Law Office) Number of concurrent position at listed companies: 0</p> <p>[Reasons for election of the candidate for Outside Director] 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 &amp; 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>* Special conflicts of interest between Ms. Yoko Sanuki and the Company and independence of Ms. Yoko Sanuki There are no special conflicts of interest between Ms. Yoko Sanuki and the Company. Although Ms. Yoko Sanuki is a lawyer, there is no advisory contract with the Company or any of its subsidiary banks. * Ms. Yoko Sanuki's name on her family register is Yoko Itazawa.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
7	<p>Mitsudo Urano (March 20, 1948) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 3,000 shares</p> <p>&lt;Period in office as Director&gt; 6 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 14 / 16 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Compensation Committee &gt; 5 / 5 meetings (FY 2018)</p>	<p>[Biography]</p> <p>April 1971      Joined Nippon Reizo Co. Ltd.</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>April 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.</p> <p>June 2009      Outside Corporate Auditor of NSD CO., LTD.</p> <p>June 2010      Outside Corporate Auditor of JX Holdings, Inc.</p> <p>June 2011      Outside Director of Yokogawa Electric Corporation (incumbent)</p> <p>June 2013      Outside Director, Member of Compensation Committee of the Company</p> <p>June 2013      Senior Advisor of Nichirei Corporation</p> <p>June 2013      Outside Director of HOYA CORPORATION (incumbent)</p> <p>June 2014      Outside Director, Chairperson of Compensation Committee of the Company (incumbent)</p> <p>June 2014      Outside Director of Hitachi Transport System, Ltd. (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Outside Director of Yokogawa Electric Corporation</p> <p>Outside Director of HOYA CORPORATION</p> <p>Outside Director of Hitachi Transport System, Ltd.</p> <p>Number of concurrent position at listed companies: 3 companies</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Mitsudo Urano has contributed proactively in the meetings of the Board of Directors and others 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 manufacturing 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 ideas and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Mitsudo Urano and the Company and independence of Mr. Mitsudo Urano</p> <p>There are no special conflicts of interest between Mr. Mitsudo Urano and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
8	<p>Tadamitsu Matsui (May 13, 1949) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 19,800 shares</p> <p>&lt;Period in office as Director&gt; 5 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 16 / 16 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Nominating Committee &gt; 13 / 13 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Compensation Committee &gt; 4 / 5 meetings (FY 2018)</p>	<p>[Biography]</p> <p>June 1973      Joined THE SEIYU Co., Ltd.</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.</p> <p>February 2008 Chairman and Representative Director and Executive Officer of Ryohin Keikaku Co., Ltd.</p> <p>May 2009      President and Representative Director of MUJI.net Co., Ltd.</p> <p>April 2010    President and Representative Director of T&amp;T Corporation (currently, MATSUI office corporation) (incumbent)</p> <p>June 2013      Outside Director of Resona Bank, Ltd.</p> <p>September 2013    Outside Director of Adastria Holdings Co., Ltd. (currently, Adastria Co., Ltd.) (incumbent)</p> <p>June 2014      Outside Director, Member of Compensation Committee of the Company (incumbent)</p> <p>June 2014      Outside Director of OOTOYA Holdings Co., Ltd.</p> <p>May 2015      Outside Director of NEXTAGE Co., Ltd. (incumbent)</p> <p>June 2015      Outside Director, Member of Nominating Committee of the Company</p> <p>June 2016      Outside Director of New Constructor's Network Co., Ltd. (incumbent)</p> <p>November 2016    Outside Director of SADAMATSU Company Limited (currently, Festaria Holdings Co., Ltd.) (incumbent)</p> <p>June 2017      Outside Director, Chairperson of Nominating Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Representative Director and President of MATSUI office corporation</p> <p>Outside Director of Adastria Co., Ltd.</p> <p>Outside Director of NEXTAGE Co., Ltd.</p> <p>Outside Director of Festaria Holdings Co., Ltd.</p> <p>Outside Director of New Constructor's Network Co., Ltd.</p> <p>Number of concurrent position at listed companies: 4 companies</p> <p>[Reasons for election of the candidate for Outside Director]</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>Mr. Tadimitsu Matsui has contributed proactively in the meetings of the Board of Directors and others 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 ideas and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Tadimitsu Matsui and the Company and independence of Mr. Tadimitsu Matsui</p> <hr/> <p>There are no special conflicts of interest between Mr. Tadimitsu Matsui and the Company.</p> <p>Although Mr. Tadimitsu Matsui is President and Representative Director of MATSUI office corporation, there is no loan transaction with the Company's subsidiary banks.</p>

Candidate No.	Name (Date of birth),etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
9	<p>Hidehiko Sato (April 25, 1945) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 7,300 shares</p> <p>&lt;Period in office as Director&gt; 4 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 16 / 16 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Nominating Committee &gt; 13 / 13 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Audit Committee &gt; 12 / 13 meetings (FY 2018)</p>	<p>[Biography]</p> <p>April 1968      Joined National Police Agency</p> <p>August 1986    Counselor of the Cabinet Legislation Bureau</p> <p>April 1992      Manager of Criminal Investigation Bureau, Metropolitan Police Department</p> <p>February 1995    General Manager of Saitama Prefectural Police</p> <p>December 1996    Director General of Criminal Investigation Bureau, National Police Agency</p> <p>January 1999    General Manager of Osaka Prefectural Police</p> <p>August 2002    Commissioner General of National Police Agency</p> <p>August 2004    Advisor to National Police Agency</p> <p>February 2005    Managing Director of Mutual Aid Association of National Police</p> <p>June 2011      Attorney-at-law (member of the Dai-ichi Tokyo Bar Association) (incumbent)</p> <p>June 2011      Outside Director and Member of Audit Committee of JS Group Corporation</p> <p>June 2011      Outside Audit and Supervisory Board Member of Sumitomo Dainippon Pharma Co., Ltd.</p> <p>June 2013      Outside Director (incumbent)</p> <p>June 2013      Outside Director, Member of Nomination Committee and Member of Audit Committee of LIXIL Group Corporation</p> <p>June 2014      Outside Director of Resona Bank, Ltd.</p> <p>June 2015      Outside Director, Member of Audit Committee of the Company (incumbent)</p> <p>June 2016      Outside Director, Chairperson of Nomination Committee and Member of Audit Committee of LIXIL Group Corporation</p> <p>June 2017      Outside Director, Member of Nominating Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Attorney-at-law (Hibiki Law Office)</p> <p>Outside Director of Sumitomo Dainippon Pharma Co., Ltd.</p> <p>Number of concurrent position at listed companies: 1 company</p> <p>[Reasons for election of the candidate for Outside Director]</p>

Candidate No.	Name (Date of birth),etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>Mr. Hidehiko Sato has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of compliance and organizational management based on his professional knowledge in legal affairs and his experience in public administration. Although his past involvement in managing a corporation has only been as an outside director or an outside audit &amp; supervisory board member, 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. Sato will continue to be highly capable of utilizing his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Hidehiko Sato and the Company and independence of Mr. Hidehiko Sato There are no special conflicts of interest between Mr. Hidehiko Sato and the Company.</p> <p>Although Mr. Hidehiko Sato is a lawyer, there is no advisory contract with the Company or any of its subsidiary banks.</p>



Candidate No.	Name (Date of birth),etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
10	<p>Chiharu Baba (November 15, 1950) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 8,100 shares</p> <p>&lt;Period in office as Director&gt; 2 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 16 / 16 meetings (FY 2018)</p> <p>&lt;Attendance at meetings of Audit Committee &gt; 13 / 13 meetings (FY 2018)</p>	<p>[Biography]</p> <p>April 1973      Joined The Industrial Bank of Japan, Limited</p> <p>June 2001      Executive Officer and General Manager of Consolidated Risk Management Division</p> <p>April 2002      Managing Executive Officer of Mizuho Bank, Ltd.</p> <p>April 2004      Senior Managing Executive Officer of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>June 2004      Executive Managing Director</p> <p>April 2005      Deputy President and Representative Director</p> <p>June 2007      Standing Audit &amp; Supervisory Board Member of Japan Energy Corporation</p> <p>July 2010      Standing Audit &amp; Supervisory Board Member of JX Nippon Oil &amp; Energy Corporation</p> <p>June 2012      Standing Audit &amp; Supervisory Board Member of JX Nippon Mining &amp; Metals Corporation</p> <p>June 2014      Advisor</p> <p>June 2015      Outside Director of Saitama Resona Bank, Ltd.</p> <p>June 2015      Outside Audit &amp; Supervisory Board Member of Tohoku Electric Power Co., Inc.</p> <p>June 2017      Outside Director, Member of Audit Committee of the Company (incumbent)</p> <p>June 2018      Outside Director of MIRAIT Holdings Corporation (incumbent)</p> <p>June 2018      Outside Director, Member of Audit Committee of Tohoku Electric Power Co., Inc. (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Outside Director of Tohoku Electric Power Co., Inc.</p> <p>Outside Director of MIRAIT Holdings Corporation</p> <p>Number of concurrent position at listed companies: 2 companies</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Chiharu Baba has contributed proactively by offering opinions and advice especially from the perspective of profit management and risk management based on his knowledge and experience as an expert in finance area. 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. Baba will continue to be highly capable of using his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Chiharu Baba and the Company and Independence of Mr. Chiharu Baba</p> <p>There are no special conflicts of interest between Mr. Chiharu Baba and the Company.</p>

Candidate No.	Name (Date of birth),etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>[Legal violation, etc. by other companies in which the candidate for Outside Director served as an officer]</p> <p>Tohoku Electric Power Co., Inc. for which Mr. Chiharu Baba, a candidate for an Outside Director, serves as an outside director, received a business improvement recommendation from the Electricity and Gas Market Surveillance Commission of the Ministry of Economy, Trade and Industry on May 16, 2018 for mistaken settlements of construction fees for extra high pressure equipment works.</p> <p>Mr. Baba had no knowledge of the incidents until they were uncovered, and he duly carried out his duties by expressing opinions from the perspective of compliance with laws and calling for attention.</p> <p>Hence, the Company has concluded that Mr. Baba is qualified to be a candidate for an Outside Director.</p>

Candidate No.	Name (Date of birth),etc	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
11	<p style="text-align: center;">Kimie Iwata (April 6, 1947) Candidate for Outside Director (Independent director (planned))</p> <p style="text-align: center;">&lt;Number of the Company's shares owned&gt; Ordinary shares: 0 shares</p>	<p>[Biography]</p> <p>April 1971      Joined the Ministry of Labor (currently the Ministry of Health, Labour and Welfare)</p> <p>July 1996      Deputy Director General of Minister's Secretariat</p> <p>October 1998   Vice-Minister for Policy Coordination of Minister's Secretariat</p> <p>January 2001   Director General of Equal Employment, Children and Families Bureau of the Ministry of Health, Labor and Welfare</p> <p>June 2004      Director and Corporate Officer of Shiseido Company, Ltd.</p> <p>April 2007      Director and Executive Corporate Officer</p> <p>June 2008      Representative Director, Executive Vice President</p> <p>April 2011      Member of Management Council of University of Tokyo (incumbent)</p> <p>March 2012     <i>Outside Audit &amp; Supervisory Board Member of Kirin Holdings Company, Ltd.</i></p> <p>April 2012      Director of Shiseido Company, Ltd.</p> <p>June 2012      Advisor</p> <p>July 2012      Outside Director of Japan Airlines Co., Ltd.</p> <p>July 2012      President of Japan Institute for Women's Empowerment &amp; Diversity Management</p> <p>June 2013      Board Member of Tsuda University (incumbent)</p> <p>September 2013   Commissioner of Consumer Commission of Cabinet Office</p> <p>October 2015   Audit and Inspection Commissioner of Tokyo Metropolitan Government (incumbent)</p> <p>March 2016     Outside Director of Kirin Holdings Company, Ltd.</p> <p>April 2016      Outside Director of STRIPE INTERNATIONAL INC.</p> <p>April 2018      Member of Management Council of Niigata University (incumbent)</p> <p>June 2018      Outside Director of SUMITOMO CORPORATION (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Audit and Inspection Commissioner of Tokyo Metropolitan Government</p> <p>Outside Director of SUMITOMO CORPORATION</p> <p>Number of concurrent position at listed companies: 1 company</p> <p>[Reasons for election of the candidate for Outside Director]</p>

Candidate No.	Name (Date of birth),etc	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>The Company expects Ms. Kimie Iwata to contribute proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of customer service and diversity based on her idea and experience as a manager of manufacturing business and her experience in public administration. 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. Iwata will be highly capable of utilizing her ideas and experience in supervising the management and appoints her as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Ms. Kimie Iwata and the Company and independence of Ms. Kimie Iwata</p> <p>There are no special conflicts of interest between Ms. Kimie Iwata and the Company.</p> <p>[Legal violation, etc. by other companies in which the candidate for Outside Director served as an officer]</p> <p>Japan Airlines Co., Ltd. for which Ms. Kimie Iwata, a candidate for an Outside Director, served as an outside director until June 2018, leaked customer information by unauthorized access to the customer information system in September 2014.</p> <p>Ms. Iwata had no knowledge of this matter until this matter was uncovered, and she duly carried out her duties during her term of office by expressing opinions from the perspective of compliance with laws and calling for attention. In addition, after the matter was uncovered, she verified the matter as a chairman of the Investigation Commission composed of independent officers of the company (established in October 2014) and made efforts to prevent recurrence. Hence, the Company has concluded that Ms. Iwata is qualified to be a candidate for an Outside Director.</p>

(Notes)

1. Among the candidates for Directors, Yoko Sanuki, Mitsudo Urano, Tadimitsu Matsui, Hidehiko Sato, Chiharu Baba and Kimie Iwata are candidates for outside directors as set out in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
2. Among the candidates for Outside Directors, Yoko Sanuki, Mitsudo Urano, Tadimitsu Matsui, Hidehiko Sato, and Chiharu Baba are independent directors under the provisions of the Tokyo Stock Exchange. Kimie Iwata meets the requirements for independent director under the provisions of the Tokyo Stock Exchange, and the Company plans to file her as an independent director with the Tokyo Stock Exchange.
3. The Company selects at the Nominating Committee, persons suited for supervision of the management, upon examination of satisfaction of the requirements for candidates for Directors and independence of candidates for Outside Directors, based upon the "Standards for Selecting Candidates for Directors" adopted by the Nominating Committee.  
In addition, in order to ensure further management transparency and objectivity, the Company nominates candidates for Directors so that Outside Directors account for the majority not only of the Nominating Committee, the Compensation Committee and the Audit Committee, but also of the Board of Directors. In order to increase the corporate value of the Group, the Company intends to continue to maintain the transparency and objectivity of the management of the Company.
4. The Company has concluded a liability limitation 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 liability limitation agreement with each of the Outside Directors in case they are elected at the Meeting.

#### Outline of "Standards for Selecting Candidates for Directors"

##### [Requirements for Candidates for Directors]

Candidates for Directors under these Standards shall be persons satisfying the following requirements:

- (1) A person suitable for supervising the management from the perspective of contributing to creation of continuing corporate value of the Resona Group;
- (2) A person who has the personality and knowledge required of a Director, as well as motivation and capabilities to faithfully perform his/her duties;
- (3) A person who can secure the necessary time to faithfully perform his/her duties as a Director;
- (4) A person who satisfies the qualifications of a director as required by laws and regulations.

##### [Requirements for Independence of Candidates for Outside Directors]

1. An Outside Director who is independent under these Standards shall mean a person who satisfies the requirements as an outside director under laws and regulations, and at the same time does not fall under any of the following items:
  - (1) A person who is an executive director, executive officer, or employee (hereinafter referred to as an "Executive") of the Company or an affiliated company of the Company, or was an Executive of the Company or an affiliated company of the Company during the 10-year period prior to the date of the assumption of office;
  - (2) A person who is a major shareholder holding 5% or more of the Company's total voting rights, or if such shareholder is a legal entity or association, a person who is an Executive of such shareholder;
  - (3) A person who is an Executive of a company having material business relationship (Note 1) with the Company or an affiliated company of the Company, or the parent company or an important subsidiary of such company;
  - (4) A person who has received compensation or other economic benefits (other than remuneration as the Company's Director) in an average amount of 10 million yen or more for the past three years as an attorney-at-law or consultant or other of the

Company or affiliated companies of the Company; or in case of a legal entity or association falling in such criteria, an Executive of a legal entity or association 2% or more of consolidated sales of which is from the Company or affiliated companies of the Company;

- (5) A person who is an accounting auditor of the Company or its affiliated company, or an partner, employee or the like of such accounting auditor;
- (6) A person who is an Executive of a legal entity or association receiving donations or the like from the Company or its affiliated companies in an amount exceeding the greater in average for the past three years of 10 million yen per annum or an amount equivalent to 30% of annual total expenses of such legal entity or association;
- (7) A person who fell within any of the items from (2) to (6) above during the past five years;
- (8) A person whose spouse or relative within the second degree of kinship falls within any of the items from (1) through (6) above;
- (9) A person who is an Executive of a company that has one or more directors sent from the Company or an affiliated company of the Company, or the parent company or a subsidiary or the like of such company;
- (10) A person who has served as an Outside Director for more than eight years in total;
- (11) A person who may constantly pose a threat of a substantial conflict of interest with general shareholders of the Company as a whole, for reasons other than the matters considered in the items from (1) to (10) above.

(Note 1) "Material business relationship" means transactions and the like that fall under any of the following:

- (i) In case of ordinary business transactions, 2% or more of the consolidated gross operating profit of the Company or the consolidated gross sales of the counterparty;
- (ii) In case where balance of loans from the Company or its affiliated companies is stated in the business report of the counterparty and is considered difficult to be replaced by alternative means of funding in the short term.

2. Even if any of the items from (1) to (11) above applies, if the Nominating Committee examines independence of the subject person based upon the totality of circumstances and considers that he/she is suited as an Outside Director with independence, that person may be selected as a candidate for an Outside Director with independence. In such a case, an explanation shall be made about the reason why such person is considered to be appropriate as an Outside Director with independence.

[Determination of Candidates for Directors]

1. In determining candidates for Directors, the Nominating Committee shall secure persons who satisfy the requirements for candidates for Directors set forth in these Standards, with various backgrounds and experience.
2. In addition to the preceding paragraph, in determining candidates for Directors, the Nominating Committee shall in principle secure persons considered as Outside Directors with independence under these Standards for the majority of the Board of Directors.

<Shareholder's Proposal (Agenda No. 2)> Page 24  
The proposal made by one shareholder

The proposal for Agenda No. 2 has been made by one (1) shareholder (ratio of voting right: 0.003%).

Pursuant to the laws and regulations, we have described the details of and reason for the proposal for the Agenda item as stated in the document submitted by the shareholder, regardless of their truth or falsity.

Regarding "Shareholder's Proposal":

The Companies Act permits the exercise of a shareholder's proposal right where certain conditions are met.

For this meeting, as one shareholder made a proposal, the Company has described such proposal herein. However, the Board of Directors of the Company **opposes** such proposal.

Please exercise your voting rights after reading the details of and reason for the proposal for the Agenda item proposed by the shareholder as well as the opinion of the Board of Directors of the Company to such proposal, described in the next page.

[The details of and reason for the proposal are described as stated in the document submitted by the shareholder, regardless of their truth or falsity]

<Shareholder's Proposal>

**Agenda No. 2: Partial Amendment to the Articles of Incorporation (Submission to the Bank of Japan of Written Request to Abandon Negative Interest Rate Policy)**

1. Details of the proposal

It is proposed that the following provision be added to the Articles of Incorporation:

"The presidents of the banks within the Group shall deliver by hand to the Governor of the Bank of Japan a written request to abandon the negative interest rate policy."

2. Reason for the proposal

The negative interest rate policy adopted by the Bank of Japan (the "BOJ") is a policy that imposes risks only on financial institutions and their shareholders. It has much more side effects than benefits, including decreasing stock prices. Although loans have increased, loans of inferior credit with a high risk of becoming non-performing loans, such as real estate loans to lessors while vacant houses are increasing, are socially criticized, which led to the "Pumpkin Carriage case". This is just a tip of the iceberg. This case is a case where loans were made forcibly despite the knowledge of high risk of failure of business targeted solely at women with low income. The shareholder making the proposal also engages in real estate lease, but in principle refuses to lease to women only or fatherless families from the risk perspective. The Carriage case and the Leopalace case indicate that lessons from the past financial crisis are not being heeded at all. It is worried that if such policy is maintained, many of small- to medium-sized financial institutions and regional banks, which have weaker business base, may become insolvent. The proposing shareholder would like the presidents of the banks within the Group to deliver by hand to the Governor of the BOJ a written request to abandon the wrong policy.

Opinion of the Board of Directors of the Company

The Board of Directors of the Company opposes this proposal.

The Articles of Incorporation of a company are to set forth basic principles of a company and it is not appropriate to have in the Articles of Incorporation a provision concerning a fiscal policy, as proposed by the shareholder.

Therefore, we believe that there is no need to add the provision proposed by the shareholder to the Articles of Incorporation.