

(English Translation of the Japanese Original)

Appendix to the Notice of Convention of the Ordinary General Meeting of Shareholders

## Business Report for the 16<sup>th</sup> Term (from April 1, 2016 to March 31, 2017)

### 1. Current Status of the Company

#### (1) Business Developments and Results of the Corporate Group

##### (A) Principal Business Activities of the Corporate Group

The Group is a financial service provider centered on banking and trust banking business with a capacity also to provide services in other finance-related businesses such as factoring, credit card administration, venture capital operations and investment trust entrustment business.

##### (B) Financial and Economic Environment

Japan's economy during the fiscal year ended March 31, 2017 followed a moderate recovery track, which was underpinned by solid personal consumption, supported by steady improvements in employment and income, as well as an uptrend in capital spending amid improving corporate earnings. On the price front, the year-on-year rate of change in the consumer price index (excluding fresh food) turned positive in January 2017 for the first time since December 2015, supported by an improvement in the output gap amid economic recovery, as well as a slower decline in energy prices.

The U.S. economy continued to recover led by the household sector. A positive employment and income environment, evidenced by a decline in the unemployment rate to 4.5% in March 2017, and strong stock prices underpinned consumption as they boosted consumer confidence. European economy also remained on a moderate recovery track led by the household sector. The Chinese economy grew steadily overall, supported by the effects of policies such as increased public spending.

In the financial markets, risk aversion increased after the "leave" camp won a majority of votes in the UK's referendum held in June 2016 on whether to leave the European Union. The dollar declined to around 99 yen and the Nikkei Stock Average dipped temporarily below 15,000 yen on the news, but rebounded as excessive fears subsided. After Donald Trump won the U.S. presidential election in November 2016, U.S. stocks were bought on policy expectations such as for tax cuts, sending the Dow Jones Industrial Average to a record high, temporarily hitting the 21,000 dollars mark. U.S. Treasuries were sold as the Federal Reserve Board raised rates and there was speculation about a decline in tax revenues, sending U.S. long-term interest rates temporarily to the 2.6% level. Reacting to the rise in U.S. long-term interest rates, the dollar rose to the 118-yen level at one point; the Nikkei Stock Average rose to the 19,000 yen level; and, Japan's long-term interest rate shifted from negative to positive territory (temporarily reaching 0.15%). The yen's depreciation and rises in stock prices and interest rates came to a halt toward the end of March 2017.

##### (C) Business Developments and Results of the Corporate Group and Issues to Be Addressed by the Corporate Group

In line with the Medium-term Management Plan established and announced in February 2015, the Group has been implementing business strategies based on basic scenarios comprising "cultivating strategic business areas

even further" and "challenging to create new profit opportunities", while working on four basic strategies as new reform measures that look ahead to changes in the business environment.

Speaking of specific business developments, amid diversifying financial needs, the Group has developed a framework for providing comprehensive support in financial areas such as asset formation and life planning focusing on retail customers by, for example, launching "Resona Fund Wrap (discretionary investment contract)" (February 2017), which is easy to understand even for investment beginners, and establishing "Seven-Days Plaza" branches, which operate 365 days a year in response to diversified lifestyles (14 branches as of March 2017). For corporate customers, in order to provide multifaceted added value through the provision of solutions, the Group launched the "start-up support package" (August 2016) for customers in the start-up phase, and built a "M&A business-related platform" (November 2016) that enables multiple regional financial institutions to work interactively on M&A projects for corporate customers. In response to the heightening needs of customers for overseas expansion, we strove to further strengthen our support for customers by expanding business alliances with leading banks in North America and ASEAN, and entering into a share subscription agreement (January 2017) to convert AFC Merchant Bank (ASEAN FINANCE CORPORATION LIMITED), a Singapore finance company, into our subsidiary.

In the Kansai region, we have reached a basic agreement with the relevant parties to proceed with discussions and considerations on the business integration of The Minato Bank, Ltd., Kansai Urban Banking Corporation and The Kinki Osaka Bank, Ltd. with the aim of contributing to the further stimulation and vigorous growth of the Kansai economy, while making best use of the strengths and characteristics that each of these banks has cultivated as regional financial institution.

In April 2017, the Group announced the new Medium-term Management Plan covering the period up to the fiscal year ending March 31, 2020, taking into consideration an increasingly severe business environment.

#### Medium-term Management Plan

In the Plan, we have established the basic strategies of (A) evolving the "Omni-channel", (B) developing 26,000 "Omni-advisors", and (C) establishing an "Omni-regional" platform, providing a road map for the future of retail financial services envisaged by the Group beyond changes and for the sustainable growth of the Group.

We aim to become the "No. 1 retail bank" as the "financial service group" most trusted by regional customers, and to develop together with those customers in the future, while remaining committed to upholding our basic philosophy that "customers' joy and happiness are Resona's".

#### (a) Basic Strategies

The Group will develop a "next-generation retail financial services model" supported by a broad base of retail customers in Japan that makes it possible to approach "customers with whom the Group has not had effective contacts", address "customers' needs which the Group has not been able to grasp", and find "profit opportunities that the Group has not been able to reach (e.g., expansion of functions that are highly compatible with the banking business)".

#### (i) Evolution of "Omni-channel"

- Best solutions anytime and anywhere for more customers (corporate and retail)

#### a) Expansion of customer base

- Transformation to a business model dealing not only with "accessible" customers but also with customers with whom the Group was unable to have effective contacts

b) Expansion of customer contacts

- Further strengthening face-to-face solutions and establishing digital interactive communication methods (non-face-to-face)

- Seamless integration of face-to-face and digital approaches

c) Sophistication of marketing

- Sophistication of marketing model based on financial and non-financial customer information

(ii) Development of 26,000 "Omni-advisors"

a) All Resona staffs are providing solutions

- Being sure to understand the true latent needs of customers (culture transformation)

- Development and expansion of employees providing solutions

a) Diversification of solutions

- Wider variety of solutions areas based on customer needs and segments (Enhancement of advanced solutions capabilities through face-to-face services and provision of simple, convenient solutions that deliver the perception of good value for money through digital services)

(ii) Establishment of "Omni-regional" Platform

- "Community-based relationship banking" and "high efficiency of Resona's Open Platform"

a) Open platform expansion

- Expansion of customer base through the creation of "Win-Win" relationships via various tie-ups with regional financial institutions (economies of scale for the Group and fine-tuned community-based operations)

- Further enhancement of a highly efficient, outstanding business operation framework through operational reforms and other measures

- Creation of "new revenue opportunities" from expansion of functions that are highly compatible with the banking business

b) Full-scale introduction of "Smart Store" (Internet Branch)

- Nationwide customer base expansion through the development of smart store strategy

(b) Business Strategies

We will rigorously implement "growth, turnaround, succession solutions" and "total life solutions" closely adapted to customers' growth stages and life stages.

We will expand the SME business and the loans business by enhancing the capability of assessing clients' business, diversifying solutions, and providing high-value-added products. In addition, we aim to build a lasting and stable revenue-generating base (substantially increasing recurring fee income) by reinforcing initiatives on asset formation support and succession solutions that leverage the strength of having under its umbrella Japan's largest commercial bank with trust capabilities and an asset management company, as well as initiatives on advanced, highly convenient settlement services that respond to rapid technological innovation.

(i) Growth, turnaround, succession solutions

We will strive to make Resona "the financial services group most trusted by SME customers" by rigorously implementing a solutions-driven sales style of providing, with optimal timing, optimal solutions to various business challenges that arise according to the growth stages of companies and further deepening medium- to long-term win-win relationships with SME customers.

(ii) Total life solutions

Amid the diversifying lifestyles of individual customers as times change, we will strive to make Resona "the financial services group most trusted by individual customers" by meeting wide-ranging needs of customers such as for asset formation according to their life stages and for asset management, settlement, borrowing, and succession by rigorously implementing a solutions-driven sales style closely adapted to customers' day-to-day lives through continuous communication via optimal channels.

(c) Foundation Reforms in Four Areas

We will implement foundation reforms in four areas to, among other objectives, realize both stronger sales capabilities and higher productivity.

(i) HR management reform

We will reinforce the development of personnel who support a solutions-driven sales style closely adapted to customers' growth stages and life stages, and promptly recruit and develop specialists in anticipation of an era of discontinuous unpredictable change, such as the rapidly evolving and spreading Information and Communication Technologies (ICT) sector.

In addition, in anticipation of changes in the business environment, we will transition to a lean structure by adding 1,000 staff for providing solutions, while holding down the total headcount.

(ii) Network reform

To expand customer contacts, we will undertake expansion of holiday sales bases, development of new non face-to-face channels through smartphones and other digital devices, and use of call centers as strategic channels, while endeavoring to further enhance customer convenience by means such as improving branch locations through a review of the roles of branches and optimizing the branch network on a Group-wide basis.

(iii) Organizational reform

We will develop an organizational structure that supports a new business model, such as establishment of systems that emphasize customer experience (\*) and the strengthening of solutions capabilities to cope with the diversification and sophistication of customer needs.

In addition, we will strive to achieve both sophisticated Group business management functions and a streamlined and simplified headquarters organization by further pressing ahead with the integrated Group operation of headquarters planning and administrative tasks.

\*Not only prices and functions of products and services but also psychological and sensory value experienced by customers through the use of those products and services.

(iv) Business processing reform

We will enhance customer convenience dramatically through exhaustive digitization to realize "simplicity and convenience" (such as entirely web-based and smartphone-based services) based on a customer-oriented way of thinking.

Besides, we will realize further business processing efficiencies by promoting transformations of existing business processes through the steady execution of the "Operational Reform 3rd Stage", including seal-less transactions and undertaking fundamental efficiency improvements in headquarters operations using ICT.

(d) Direction for Capital Management Policy

Our basic policy is to pursue an optimal balance among financial soundness, profitability and shareholder returns, and endeavor to enhance corporate value.

(i) Reinforcement of financial soundness

With regard to the target level of the capital adequacy ratio in the final year of the Plan, in the light of the three points described below, we will secure sufficient equity capital under the Japanese standard currently applied and aim for a common equity Tier 1 ratio (excluding net unrealized gains on available-for-sale securities) of approximately 9.0% under the international standard.

a) Further contributing to local communities and economic development through steady supplies of funds and the provision of services, etc.;

b) Securing capital as a trusted financial institution from a global perspective and realizing sustainable growth;

c) Securing strategic flexibility in preparation for responding to investment opportunities and financial regulations.

(ii) Reinforcement of profitability

We will continuously engage in financial management that reflects consciousness of capital efficiency and risk, cost, and return and continue to aim to secure ROE exceeding 10%.

(iii) Reinforcement of shareholder returns

The Company's policy is to proceed with acquisition and cancellation of the preferred shares and to increase returns to ordinary shareholders, by applying the dividends for those preferred shares to ordinary shareholders.

Based on this policy, the Company increased annual dividends on ordinary shares for the fiscal year ended March 31, 2017 by 2 yen from the previous fiscal year to 19 yen per share (interim dividend of 9.5 yen and year-end dividend of 9.5 yen), based upon the decreased dividends for preferred shares after acquisition of the Class 6 Preferred Shares in the amount of 75.0 billion yen.

During the fiscal year ending March 31, 2018, subject to approval of the regulatory authorities, the Company will aim to acquire and cancel the Class 5 Preferred Shares in the amount of 100.0 billion yen. Regarding annual dividends on ordinary shares for the fiscal year ending March 31, 2018, the Company plans to increase them by 1 yen from the previous fiscal year to 20 yen per ordinary share (interim dividend of 10 yen and year-end dividend of 10 yen), regardless of the timing of acquisition and cancellation of the Class 5 Preferred Shares.

After implementing the dividend increase, the Company will endeavor to continue to make stable dividend distributions and will consider further enhancing shareholder returns, taking into account the balance between financial soundness and profitability, as well as opportunities of investment for growth.

#### Business Integration of Three Regional Banks in the Kansai Region

On March 3, 2017, the Company entered into a basic agreement with the relevant parties to proceed with discussions and considerations toward business integration of The Minato Bank, Ltd., Kansai Urban Banking Corporation and The Kinki Osaka Bank, Ltd. (collectively, the "Integrated Group" and individually, the "Integrating Party").

An integration preparation committee was established promptly after concluding the basic agreement and we have been proceeding with concrete discussions and considerations with the aim of concluding a definitive agreement by around the end of September 2017.

The Integrated Group aims to deepen long-term relationships with customers and local communities, which each Integrating Party has established over the years, and strive to create a "New Retail Financial Services Model

that is in Step with the Future of the Kansai Region" as one of the leading regional financial groups in Japan and the largest in the Kansai region, where its employees will work with great motivation and pride.

(a) Basic Concepts to Be Considered for the Business Integration

We will proceed with discussions and considerations for business integration based on the following seven basic concepts:

- The discussions and considerations will be proceeded on the basis that each Integrating Party will be integrated in the spirit of an equal footing;
- Resona Holdings, Inc. will have a majority of the voting rights of the holding company of the Integrated Group (the "Holding Company"), which will be a consolidated subsidiary of Resona Holdings;
- The Holding Company will be an equity method affiliate of Sumitomo Mitsui Financial Group, Inc.;
- The Holding Company will maintain its independence in line with the requirements for publicly listed companies in Japan;
- The Integrated Group will aim to create a new retail financial services model while respecting the strengths and regional characteristics that each Integrating Party has cultivated;
- The Holding Company and each Integrating Party will establish a governance structure that is adequate for a listed group of companies, in order to maximize the effects of the business integration under Resona Holdings' governance of the group;
- With respect to Kansai Urban Banking Corporation and The Kinki Osaka Bank, Ltd., ways of optimizing their business structures to maximize the effects of the business integration will be examined, including a potential merger of the two banks, before a definitive agreement concerning the business integration is executed.

(b) Structure of the Business Integration

We plan to integrate The Minato Bank, Ltd., Kansai Urban Banking Corporation and The Kinki Osaka Bank, Ltd. through a holding company structure, whereby these banks will become wholly-owned subsidiaries of the intermediate holding company to be incorporated under the umbrella of Resona Holdings, Inc.

(c) Timetable

We will proceed with the discussions and considerations for the business integration in accordance with the following timetable:

Date	Description
By around the end of September 2017	Execution of the definitive agreement
By around the end of November 2017	Extraordinary general meeting of shareholders for approval of the business integration
Around April 2018	Date of delisting from the Tokyo Stock Exchange (The Minato Bank, Ltd. and Kansai Urban Banking Corporation) Completion date of the business integration Listing date of the Holding Company

(Results for Consolidated Fiscal Year Ended March 31, 2017)

Consolidated gross profit for the fiscal year ended March 31, 2017 declined 56.4 billion yen from the previous fiscal year to 563.1 billion yen, as a result of a decrease in interest income due mainly to a decrease in loan-deposit interest margins, as well as a decrease in bond-related income, despite an increase in loans and bills discounted and an increase in loan-related fees and commissions. Net income before income taxes declined 22.3 billion yen

from the previous fiscal year to 228.2 billion yen, due mainly to an improvement in stock-related income and losses and reversal of credit costs. Net income attributable to owners of parent declined 22.3 billion yen from the previous fiscal year to 161.4 billion yen.

Consolidated total assets decreased 670.3 billion yen from the end of the previous fiscal year to 48,456.1 billion yen. On the asset side, securities decreased 50.9 billion yen from the end of the previous fiscal year to 5,295.7 billion yen, but loans and bills discounted increased 521.7 billion yen from the end of the previous fiscal year to 28,186.7 billion yen. On the liabilities side, deposits increased 2,446.5 billion yen from the end of the previous fiscal year to 40,675.3 billion yen. Net assets increased 113.3 billion yen from the end of the previous fiscal year to 1,946.7 billion yen, due mainly to the accumulation of net income and an increase in net unrealized gains on available-for-sale securities, despite a decline due to the acquisition and cancellation of the Class 6 Preferred Shares. Trust assets declined 3,159.9 billion yen from the end of the previous fiscal year to 26,608.9 billion yen.

## (2) Operating Performance of the Corporate Group and the Company

### A. Operating performance of the Corporate Group

	FY2013	FY2014	FY2015	FY2016
Ordinary income (Billions of yen)	826.9	861.2	817.4	757.9
Ordinary profit (Billions of yen)	312.1	333.3	251.7	226.2
Net income attributable to shareholders of parent company (Billions of yen)	220.6	211.4	183.8	161.4
Comprehensive income (Billions of yen)	286.6	416.8	91.6	237.7
Net assets (Billions of yen)	1,956.4	2,143.3	1,833.4	1,946.7
Total assets (Billions of yen)	44,719.4	46,586.5	49,126.4	48,456.1

Note: Amounts less than one hundred million yen have been rounded down.

### B. Operating performance of the Company

	FY2013	FY2014	FY2015	FY2016
Operating income (Billions of yen)	453.4	128.3	196.7	146.3
Dividends from subsidiaries and affiliates (Billions of yen)	447.3	122.6	190.5	140.4
Subsidiaries in the banking business (Billions of yen)	447.3	122.6	190.5	140.3
Other subsidiaries (Billions of yen)	0	0	0	0
Net income (Millions of yen)	445,456	121,722	190,036	139,710

Net income per share (Yen)	187.34	50.15	78.40	57.51
Total assets (Billions of yen)	1,561.5	1,458.1	1,379.3	1,384.6
Shares of subsidiaries in the banking business, etc. (Billions of yen)	1,092.3	1,092.3	1,092.3	1,092.3
Shares of other subsidiaries, etc. (Billions of yen)	23.8	23.8	24.8	24.8

Notes:

1. Amounts less than the specified unit have been rounded down.
2. Net income per share was derived by deducting from net income, the amount of dividends on preferred shares for the period, etc. and dividing the result by the average number of ordinary shares issued during the period (excluding treasury shares and shares of the Company held by ESOP-type Stock Benefit Trust for the Employee Shareholding Association).

### (3) Employees of the Corporate Group

#### A. Number of employees of the Corporate Group

	As of March 31, 2017		As of March 31, 2016	
	Banking and trust business	Other banking businesses	Banking and trust banking business	Other businesses
Number of employees	16,468	392	16,302	372

Note: Figures represent the number of employees on duty.

#### B. Number of employees of the Company

	As of March 31, 2017	As of March 31, 2016
Number of employees	997	936
Average age	46 years and 9 months	46 years and 7 months
Average number of years of employment	19 years and 5 months	19 years and 5 months
Average monthly salary	531 thousand yen	529 thousand yen

Notes:

1. All employees of the Company have been seconded from Resona Bank, Ltd., Saitama Resona Bank, Ltd., The Kinki Osaka Bank, Ltd. and three other companies.
2. "Average age" and "average monthly salary" do not include data on employees seconded from companies other than Resona Bank, Ltd., Saitama Resona Bank, Ltd. and The Kinki Osaka Bank, Ltd. "Average number of years of employment" include the average number of years of employment also at Resona Bank, Ltd., Saitama Resona Bank, Ltd. and The Kinki Osaka Bank, Ltd. respectively prior to the seconding.
3. "Average age", "average number of years of employment" and "average monthly salary" are presented with amounts less than the specified unit respectively rounded down.
4. "Average monthly salary" represents the average salary for March including overtime and does not include bonus.

### (4) Principal Sales Offices of the Corporate Group

#### A. Principal sales offices of the Corporate Group

##### (i) Banking and trust banking business

Resona Bank, Ltd.

Osaka Office, Tokyo Office and 347 other offices (355 offices as of

March 31, 2016)

Saitama Resona Bank, Ltd. Saitama Office and 130 other offices (131 offices as of March 31, 2016)

The Kinki Osaka Bank, Ltd. Head Office and 117 other offices (120 offices as of March 31, 2016)

(ii) Other businesses

Resona Kessai Service Co., Ltd. Head Office and three other offices

Resona Card Co., Ltd. Head Office and one other office

Resona Capital Co., Ltd. Head Office

Resona Asset Management Co., Ltd. Head Office

B. Offices of the Company

Name of Office	Location	Date Established
Tokyo Head Office	Fukagawa Gatharia W2 Bldg. 5-65, Kiba 1-Chome, Koto-ku, Tokyo	May 6, 2010
Osaka Head Office	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	December 12, 2001

(5) Capital Investment by the Corporate Group

A. Total capital investment

	Banking and trust banking business	Other businesses
Total capital investment	27,391 million yen	329 million yen

Note: Amounts less than 1 million yen have been rounded down.

B. Principal new establishments

	Description	Amount
Banking and trust banking business	Installation and renewal of software	8,733 million yen
	Renewal and renovation of head office (Osaka Headquarters Building of Resona Bank and others)	3,893 million yen
	Establishment of new branch office (Nakano branch of Resona Bank and others)	2,483 million yen
	Sale and disposal of offices, head office facilities and others (Honmachi Center Building of Resona Bank and others)	

Note: Amounts less than 1 million yen have been rounded down.

## (6) Status of Principal Subsidiaries and Affiliates

Name of Company	Location	Principal Operations	Date Established	Capital (Millions of yen)	Company's Voting Rights Ratio in Subsidiary/Affiliate (%)	Dividends to the Company (Millions of yen)
Resona Bank, Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Banking and trust banking business	May 15, 1918	279,928	100.00	100,829
Saitama Resona Bank, Ltd.	4-1, Tokiwa 7-Chome, Urawa-ku, Saitama	Banking business	August 27, 2002	70,000	100.00	39,520
The Kinki Osaka Bank, Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Banking business	November 24, 1950	38,971	100.00	36
Resona Guarantee Co., Ltd.	13-10, Tokiwa 10-Chome, Urawa-ku, Saitama	Credit guarantee	May 8, 1975	14,000	100.00 (49.02)	—
Daiwa Guarantee Co., Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Credit guarantee	July 23, 1969	6,000	100.00 (100.00)	—
Kinki Osaka Shinyo Hosho Co., Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Credit guarantee	March 17, 1995	6,397	100.00 (100.00)	—
Resona Kessai Service Co., Ltd.	10-5, Nihonbashi Kayabacho 1-Chome, Chuo-ku, Tokyo	Factoring business	October 25, 1978	1,000	100.00	—
Resona Card Co., Ltd.	2-20, Toyo 2-Chome, Koto-ku, Tokyo	Credit card administration and credit guarantee	February 12, 1983	1,000	77.58	28
Resona Capital Co., Ltd.	10-5, Nihonbashi Kayabacho 1-Chome, Chuo-ku, Tokyo	Venture capital business	March 29, 1988	5,049	100.00	—
Resona Asset Management Co., Ltd.	5-65, Kiba 1-Chome, Koto-ku, Tokyo	Investment trust entrustment business	August 3, 2015	490	100.00	—
Resona Research Institute Co., Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Consulting business	October 1, 1986	100	100.00	—
Resona Business Service Co., Ltd.	25-11, Ueno 5-Chome, Taito-ku, Tokyo	Back office and other entrusted operations, paid job-placement service	October 2, 1987	60	100.00	—
Japan Trustee Services Bank, Ltd.	8-11, Harumi 1-Chome, Chuo-ku, Tokyo	Banking and trust banking business	June 20, 2000	51,000	33.33 (33.33)	—

P.T. Bank Resona Perdana	5th & 6th Floor, Menara Mulia, Jl. Jenderal Gatot Subroto, Kav. 9-11, South Jakarta, 12930, Jakarta, Indonesia	Banking business	February 15, 1956	405 billion Indonesia n Rupiah (¥3,402 million)	43.41 (43.41)	—
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Notes:

1. Amounts less than 1 million yen have been rounded down.
2. The yen amount of capital was computed using the foreign exchange rate as of the fiscal closing date.
3. "Company's voting rights ratio in subsidiary/affiliate" is presented with the figure rounded down to the nearest two decimal points.
4. The figure in parenthesis under "Company's voting rights ratio in subsidiary/affiliate" is inclusive and represents the ratio of voting rights indirectly held by the Company.
5. Resona Guarantee Co., Ltd. and Daiwa Guarantee Co., Ltd., subsidiaries of the Company, merged on April 1, 2017, with Resona Guarantee Co., Ltd. as the surviving entity.
6. Resona Bank, Ltd. plans to acquire shares of AFC Merchant Bank (registered name: ASEAN FINANCE CORPORATION LIMITED) located in Singapore, to make AFC a subsidiary of Resona Bank. Completion of acquisition of the AFC shares is expected in the early part of fiscal year 2017, subject to obtaining the necessary approvals from related authorities and others.

(7) Principal Lenders

Lender	Loan Balance	Investment in the Company	
		Number of Shares in Holding	Voting Rights Ratio
Resona Bank, Ltd.	260,000 million yen	—	—

Note: Amounts less than 1 million yen have been rounded down.

(8) Other Important Matters Relating to the Current Status of the Corporate Group

On March 3, 2017, the Company entered into a basic agreement with the relevant parties to proceed with discussion and consideration for the purpose of business integration of The Minato Bank, Ltd., Kansai Urban Banking Corporation and The Kinki Osaka Bank, Ltd.

The contents of the forgoing basic agreement are as described in the section 1(1)(C) "Business Integration of Three Regional Banks in the Kansai Region" above.

## 2. Matters Relating to Directors and Executive Officers of the Company

### (1) Directors and Executive Officers

Of the total 21 Directors and Executive Officers, 17 are male and 4 are female, and the ratio of female Directors and Executive Officers is 19 per cent.

#### Directors (as of March 31, 2017)

Name	Role	Key Concurrent Responsibilities
Kazuhiro Higashi		Representative Director, President and Executive Officer of Resona Bank, Ltd.
Tetsuya Kan		Director and Executive Officer of Resona Bank, Ltd.
Yuji Furukawa		Director and Executive Officer of Resona Bank, Ltd.; Executive Officer of Saitama Resona Bank, Ltd.
Kaoru Isono	Member of Audit Committee	
*Emi Osono	Member of Nominating Committee	Professor of Hitotsubashi University Graduate School of International Corporate Strategy; Outside Director of Lawson, Inc.
*Toshio Arima	Chairperson of Nominating Committee; member of Compensation Committee	Chairman of the Board, Global Compact Network Japan; Outside Director of Kirin Holdings Company, Limited
*Yoko Sanuki	Chairperson of Audit Committee	Attorney-at-law (Representative of NS Law Office); Outside Director of Meiji Holdings Co., Ltd.
*Mitsudo Urano	Chairperson of Compensation Committee	Senior Advisor of Nichirei Corporation; Outside Director of Yokogawa Electric Corporation; Outside Director of HOYA CORPORATION; Outside Director of Hitachi Transport System, Ltd.
*Tadamitsu Matsui	Member of Nominating Committee; member of Compensation Committee	Representative Director and President of MATSUI office corporation; Outside Director of Adastria Co., Ltd.; Outside Director of NEXTAGE Co., Ltd.; Outside Director of SADAMATSU Company Limited
*Hidehiko Sato	Member of Audit Committee	Attorney-at-law (Hibiki Law Office); Outside Director of LIXIL Group Corporation; Outside Director of Sumitomo Dainippon Pharma Co., Ltd.

#### Notes:

- \* denotes outside director as set out in Article 2, Item 15 of the Companies Act.
- The Company has designated Kaoru Isono as Standing Member of the Audit Committee. The Standing Member of the Audit Committee collects information on a daily basis through attendance at important meetings, hearing from the management of regular reporting on business and others, share such information with all members of the Audit Committee and thereby ensures effectiveness of the audit.
- Yoko Sanuki's name on her family register is Yoko Itazawa.

## Executive Officers (as of March 31, 2017)

Name	Position & Role	Key Concurrent Responsibilities
*Kazuhiro Higashi	President	As described in the previous page.
*Tetsuya Kan	In charge of Group Strategy Division and Purchasing Strategy Division	As described in the previous page.
*Yuji Furukawa	In charge of Human Resources Division and Corporate Governance Office	As described in the previous page.
Kazuyoshi Ikeda	In charge of Group Strategy Division (corporate management of Saitama Resona Bank, Ltd.)	Representative Director and President of Saitama Resona Bank, Ltd.
Koji Nakamae	In charge of Group Strategy Division (corporate management of The Kinki Osaka Bank, Ltd.)	Representative Director, President and Executive Officer of The Kinki Osaka Bank, Ltd.
Yasushi Nakao	In charge of Institute for Financial Marketing and Omni Channel Strategy Division	Managing Executive Officer of Resona Bank, Ltd.
Makoto Nomura	In charge of Financial Accounting Division	Director of Saitama Resona Bank, Ltd.
Takashi Yoshimoto	In charge of Treasury Planning Division	Executive Officer of Resona Bank, Ltd.
Tetsuya Shiratori	In charge of Operational Reform Division and Information Technology Planning Division	Managing Executive Officer of Resona Bank, Ltd.; Executive Officer of Saitama Resona Bank, Ltd.
Shinji Nakano	In charge of Compliance Division	Managing Executive Officer of Resona Bank, Ltd.; Director of The Kinki Osaka Bank, Ltd.
Takahiro Kawashima	In charge of Internal Audit Division	Executive Officer of Resona Bank, Ltd.
Takayuki Torii	In charge of Risk Management Division and Credit Risk Management Division	Executive Officer of Resona Bank, Ltd.
Kazuyo Shinya	Manager of Human Resources Division	Executive Officer of Resona Bank, Ltd.
Mikiko Ariake	In charge of Corporate Communications Division	

## Notes:

- \* denotes Representative Executive Officer.
- Kazuhiro Higashi, Tetsuya Kan and Yuji Furukawa each serve concurrently as a Director.
- Mikiko Ariake's name on her family register is Mikiko Yoshida.

(For reference)

Directors and Executive Officers of the Company as of April 1, 2017 are as described below.

Of the total 25 Directors and Executive Officers, 21 are male and 4 are female, and the ratio of female Directors and Executive Officers is 16 per cent.

Directors (as of April 1, 2017)

Name	Role	Key Concurrent Responsibilities
Kazuhiro Higashi		Chairman of the Board, President and Representative Director of Resona Bank, Ltd.
Tetsuya Kan		Deputy President and Representative Director, Executive Officer of Resona Bank, Ltd.
Yuji Furukawa		Representative Director and President of Resona Kessai Service Co., Ltd.
Kaoru Isono	Member of Audit Committee	
*Emi Osono	Member of Nominating Committee	Professor of Hitotsubashi University Graduate School of International Corporate Strategy; Outside Director of Lawson, Inc.
*Toshio Arima	Chairperson of Nominating Committee; member of Compensation Committee	Chairman of the Board, Global Compact Network Japan; Outside Director of Kirin Holdings Company, Limited
*Yoko Sanuki	Chairperson of Audit Committee	Attorney-at-law (Representative of NS Law Office); Outside Director of Meiji Holdings Co., Ltd.
*Mitsudo Urano	Chairperson of Compensation Committee	Senior Advisor of Nichirei Corporation; Outside Director of Yokogawa Electric Corporation; Outside Director of HOYA CORPORATION; Outside Director of Hitachi Transport System, Ltd.
*Tadamitsu Matsui	Member of Nominating Committee; member of Compensation Committee	Representative Director and President of MATSUI office corporation; Outside Director of Adastria Co., Ltd.; Outside Director of NEXTAGE Co., Ltd.; Outside Director of SADAMATSU Company Limited
*Hidehiko Sato	Member of Audit Committee	Attorney-at-law (Hibiki Law Office); Outside Director of LIXIL Group Corporation; Outside Director of Sumitomo Dainippon Pharma Co., Ltd.

Notes:

- \* denotes outside director as set out in Article 2, Item 15 of the Companies Act.
- The Company has designated Kaoru Isono as Standing Member of the Audit Committee. The Standing Member of the Audit Committee collects information on a daily basis through attendance at important meetings, hearing from the management of regular reporting on business and others, share such information with all members of the Audit Committee and thereby ensures effectiveness of the audit.

Executive Officers (as of April 1, 2017)

Name	Position & Role	Key Concurrent Responsibilities
*Kazuhiro Higashi	President	As described in the previous page.
*Tetsuya Kan	In charge of Group Strategy Division	As described in the previous page.
*Toshiki Hara	In charge of Human Resources Division and Corporate Governance Office	Director and Executive Officer of Resona Bank, Ltd. Executive Officer of Saitama Resona Bank, Ltd.
Kazuyoshi Ikeda	In charge of Group Strategy Division (corporate management of Saitama Resona Bank, Ltd.)	Representative Director and President of Saitama Resona Bank, Ltd.
Koji Nakamae	In charge of Group Strategy Division (corporate management of The Kinki Osaka Bank, Ltd.)	Representative Director, President and Executive Officer of The Kinki Osaka Bank, Ltd.
Takashi Yoshimoto	In charge of Treasury Planning Division	Managing Executive Officer of Resona Bank, Ltd.
Takahiro Kawashima	In charge of Internal Audit Division	Executive Officer of Resona Bank, Ltd.
Takayuki Torii	In charge of Transaction Services Division	Managing Executive Officer of Resona Bank, Ltd.
Yoichi Hishiya	In charge of Risk Management Division and Compliance Division	Executive Officer of Resona Bank, Ltd.
Kazuyo Shinya	Manager of Human Resources Division	Executive Officer of Resona Bank, Ltd.
Mikiko Ariake	In charge of Corporate Communications Division	
Shoichi Iwanaga	In charge of Facility Management Division	Executive Officer of Resona Bank, Ltd.
Tomoo Yoshizaki	In charge of Digitalized Operations Division and Operations Support Division	Executive Officer of Resona Bank, Ltd. Executive Officer of Saitama Resona Bank, Ltd.
Mikio Noguchi	In charge of Information Technology Planning Division	Executive Officer of Resona Bank, Ltd.
Satoshi Fukuoka	In charge of Finance and Accounting Division	
Masahiro Minami	In charge of Omni Channel Strategy Division, Manager of Group Strategy Division	Executive Officer of Resona Bank, Ltd.

Shigeki Ishida	In charge of Credit Risk Management Division	Executive Officer of Resona Bank, Ltd.
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Notes:

1. \* denotes Representative Executive Officer
2. Kazuhiro Higashi and Tetsuya Kan each serve concurrently as a Director.

(2) Remuneration of Directors and Executive Officers

A. Remuneration of Directors and Executive Officers for the fiscal year ended March 31, 2017

Classification	Number of Officers	Total Amount of Remuneration (Millions of yen)		
		Basic Compensation	Performance-Based Compensation	Share-Based Compensation
Director	7	106	5	—
Executive Officer	12	226	47	39
Total	19	332	53	39

Notes:

1. Amounts less than 1 million yen have been rounded down.
2. The above includes five Executive Officers who resigned as of March 31, 2017.
3. There were 10 Directors and 14 Executive Officers as of March 31, 2017, with 3 individuals holding concurrent positions as Director and Executive Officer.
4. Individuals holding concurrent positions as Director and Executive Officer are not paid the portion of compensation for the Director. Two Executive Officers holding concurrent positions as representative director and president of subsidiary banks, Saitama Resona Bank, Ltd. and The Kinki Osaka Bank, Ltd. are not given the portion of compensation for Executive Officer.
5. Basic compensation includes the fixed compensation based on position and the additional fixed portion based on duty.
6. No Director receives 100 million yen or more in total consolidated remuneration.

B. Policy for determination of individual remuneration, etc. for Directors and Executive Officers

[Basic Approach]

- (1) Remuneration for Directors and Executive Officers is determined by the Compensation Committee following objective and transparent procedures.
- (2) Compensation systems for Directors are focused on rewarding their performance of their primary duty of providing the sound supervision of Executive Officers.
- (3) Compensation systems for Executive Officers are designed to maintain and boost their motivation to carry out their business execution duties, with the performance-based variable portion accounting for a significant proportion of their total compensation. In addition, with the aim of promoting the Group's sustainable growth and strengthening incentive systems for Executive Officers on a medium- to long-term basis to enhance its corporate value, the Company has adopted share-based compensation.

[Compensation systems for fiscal 2016]

The compensation systems for Directors and Executive Officers during fiscal 2016 were as follows:

(a) Compensation system for Directors

Compensation for Directors consists of a position-based fixed portion, a performance-based variable portion and a duty-based additional fixed portion. In order to ensure sound supervision over Executive

Officers, the ratio of position-based fixed compensation and performance-based variable compensation (standard amount) is set at 95 to 5, with higher weight placed on position-based compensation.

Position-based fixed portion	Performance-based variable portion	Total	+	Duty-based additional fixed portion
Cash compensation	Cash compensation (standard amount) (annual incentive)			Cash compensation
95%	5%	100%		Compensation for Outside Directors serving as committee members

(i) Position-based fixed portion

The position-based fixed portion is determined by the nature and scope of responsibilities held by each individual.

(ii) Performance-based variable portion

The performance-based variable portion is determined after taking into consideration the results of the previous fiscal year. The amount allocated to this portion may decrease to zero or increase as much as twofold in an amount commensurate with the Company's operating results. Specifically, the Compensation Committee determines the amount by examining total consolidated income before income taxes and minority interests, the profitability, soundness and efficiency of operations, and the Company's annual growth rate vis-à-vis annual performance targets for these factors.

(iii) Duty-based additional fixed portion

The duty-based additional fixed portion is determined by the nature and scope of responsibilities held by each Outside Director who serves as a member of the Nominating Committee, Compensation Committee and Audit Committee.

(b) Compensation system for Executive Officers

Compensation for Executive Officers consists of a position-based fixed portion and a performance-based variable portion. The latter portion comprises cash compensation determined on the basis of the Company's annual operating results as well as share-based compensation that reflects its medium- to long-term results. In order to maintain and increase motivation to fully carry out business, a significant ratio of compensation is accounted for by the performance-based variable portion (details follow). Furthermore, the composition of compensation paid to Executive Officers who take senior positions has a greater emphasis on the performance-based variable portion.

Executive Officers having concurrent position as Director is paid only compensation as Executive Officer.

Position-based fixed portion	Performance-based variable portion		Total
Cash compensation	Cash compensation (standard amount) (annual incentive)	Share-based variable portion (medium- to long-term incentive)	
50-60%	20-25%	20-25%	100%

Notes:

The percentage figures for the performance-based variable portion stated above are standard amounts presented as ratios to total compensation.

The "standard amount" means an amount, in case of cash component of the performance-based variable portion, an amount paid when the annual performance targets for the previous fiscal year are by and large met and, in case of share-based component of said portion, an amount paid when all of the prescribed conditions for payment are fulfilled.

(i) Position-based fixed portion

The position-based fixed portion is determined by the nature and scope of responsibilities held by each individual.

(ii) Performance-based variable portion

The performance-based variable portion consists of cash compensation (annual incentive) and share-based compensation (medium- to long-term incentives).

1) Cash compensation (annual incentive):

The cash component is determined based on the Company's annual operating results and individual achievements for the previous fiscal year.

The amount allocated to this portion may decrease to zero or increase as much as 1.5 times the standard amount.

Specifically, the Compensation Committee determines the portion allocable to the Company's result by examining total consolidated income before income taxes and minority interests, the profitability, soundness and efficiency of operations, and the Company's annual growth rate vis-à-vis annual performance targets for these factors.

The Compensation Committee determines achievement of each Executive Officer based upon the performance of such Executive Officer and other factors.

2) Share-based compensation (medium- to long-term incentives):

As an incentive for sustainably enhancing corporate value of the Group and securing greater shareholder value over medium- to long-term, the share-based component is paid for the purpose of Executive Officers' acquiring shares of the Company. The amount allocated to this component may decrease down to zero. The conditions for payment of share-based compensation include whether or not consolidated total income before income taxes and minority interest and other performance indicators have satisfied the projected levels in the Company's medium-term management plan, and the Compensation Committee determines the level of satisfaction of such conditions.

[Compensation systems for fiscal 2017]

Starting from July 2017, the performance-based variable portion of Directors' compensation and the share-based variable portion (medium- to long-term incentive) of Executive Officers' compensation will be revised so that the compensation systems will be as follows:

(a) Compensation system for Directors

Compensation for Directors will consist of a position-based fixed portion and a duty-based additional fixed portion in cash. In order to further ensure sound supervision over Executive Officers, a performance-based variable portion will be abolished as of June 2017.

(i) Position-based fixed portion

The position-based fixed portion will be determined by the nature and scope of responsibilities held by each individual.

(ii) Duty-based additional fixed portion

The duty-based additional fixed portion will be determined by the nature and scope of responsibilities held by each Outside Director who serves as a member of the Nominating Committee, Compensation Committee and Audit Committee.

(b) Compensation system for Executive Officers

Compensation for Executive Officers will consist of a position-based fixed portion and a performance-based variable portion. The latter portion will comprise cash compensation determined on the basis of the Company's annual operating results as well as performance share unit compensation that reflects its medium- to long-term results. In order to maintain and increase motivation to fully carry out business, a significant ratio of compensation will be accounted for by the performance-based variable portion (details follow). Furthermore, the composition of compensation paid to Executive Officers who take senior positions will have a greater emphasis on the performance-based variable portion.

Executive Officers having concurrent position as Director will be paid only compensation as Executive Officer.

Position-based fixed portion	Performance-based variable portion (standard amount)		Total
	Cash compensation (annual incentive)	Performance share units (medium- to long-term incentive)	
50-60%	20-25%	20-25%	100%

Notes:

The percentage figures for the performance-based variable portion stated above are standard amounts presented as ratios to total compensation.

The "standard amount" means an amount, in case of cash component of the performance-based variable portion, an amount paid when the annual performance targets for the previous fiscal year are by and large met and, in case of performance share units of said portion, an amount paid per year when the ROE for the last fiscal year of the medium-term management plan substantially (approximately 15%) exceeds the targeted amount.

(i) Position-based fixed portion

The position-based fixed portion will be determined by the nature and scope of responsibilities held by each individual.

(ii) Performance-based variable portion

The performance-based variable portion will consist of cash compensation (annual incentive) and performance share unit compensation (medium- to long-term incentives).

1) Cash compensation (annual incentive):

The cash component will be determined based on the Company's annual operating results and individual achievements for the previous fiscal year.

The amount allocated to this portion may decrease to zero or increase as much as 1.5 times the standard amount.

Specifically, the Compensation Committee will determine the portion allocable to the Company's result by examining total consolidated income before income taxes and minority interests, the profitability, soundness and efficiency of operations, and the Company's annual growth rate vis-à-vis annual performance targets for these factors.

The Compensation Committee will determine achievement of each Executive Officer based upon the performance of such Executive Officer and other factors.

2) Performance share unit compensation (medium- to long-term incentives):

The Company will abolish the share-based compensation as of June 2017 and will introduce as from July 2017 the performance share units with the aim of giving Executive Officers greater incentives for achieving the Company's medium-term management plan and to linking the compensation system more closely to shareholder value.

The term of the performance share unit plan is for the term of the medium-term management plan, and shares of the Company and other compensation will be delivered after the delivery ratio is fixed in one lump sum. The delivery ratio may change from 0% to 100%, depending upon the ROE for the last fiscal year of the medium-term management plan. Shares will account for 60% of the overall value of performance share units and cash compensation will account for the remaining 40% of the value of performance share units, considering the income taxes borne by the recipients.

C. Liability limitation agreement

The Company has entered into an agreement with Outside Directors, Emi Osono, Toshio Arima, Yoko Sanuki, Mitsudo Urano, Tadamitsu Matsui and Hidehiko Sato respectively, which limits the Outside Directors' indemnity liability under Article 423, Paragraph 1 of the Companies Act to the aggregated amounts provided for in each of the items of Paragraph 1 in Article 425 of the Companies Act.

### 3. Matters Relating to Outside Directors

#### (1) Concurrent Positions and Other Status of Outside Directors

Name	Concurrent Positions and Other Status
Emi Osono	Professor of Hitotsubashi University Graduate School of International Corporate Strategy Outside Director of Lawson, Inc.
Toshio Arima	Chairman of the Board, Global Compact Network Japan Outside Director of Kirin Holdings Company, Limited
Yoko Sanuki	Attorney-at-law (Representative of NS Law Office) Outside Director of Meiji Holdings Co., Ltd.
Mitsudo Urano	Senior Advisor of Nichirei Corporation; Outside Director of Yokogawa Electric Corporation; Outside Director of HOYA CORPORATION; Outside Director of Hitachi Transport System, Ltd.
Tadamitsu Matsui	Representative Director and President of MATSUI office corporation; Outside Director of Adastria Co., Ltd.; Outside Director of NEXTAGE Co., Ltd.; Outside Director of SADAMATSU Company Limited
Hidehiko Sato	Attorney-at-law (Hibiki Law Office); Outside Director of LIXIL Group Corporation; Outside Director of Sumitomo Dainippon Pharma Co., Ltd.

#### Notes:

1. There are no business relationships to note between the above companies in which the Directors hold concurrent positions, and the Company.
2. The above six Outside Directors are not related to officers or other persons of managerial position of the Company or the specified related business operators of the Company.
3. The above six Outside Directors are independent director(s)/auditor(s) under the provisions of the Tokyo Stock Exchange.

(2) Principal Activities of Outside Directors

Outside Directors provide timely and appropriate comments on the management of the Company based on broad perspectives at meetings of the Board of Directors, etc.

Name	Period in Office	Attendance at Meetings of Board of Directors, etc. (FY2016)	Comments at the Meetings of Board of Directors and Other Activities
Emi Osono	5 years and 9 months	Board of Directors: 17 of the 18 meetings Nominating Committee: 8 of the 8 meetings	As an expert in business management with a wealth of knowledge and experience, Emi Osono proactively offers opinions and advice across a wide spectrum of areas focusing particularly on business strategies and business reform.
Toshio Arima	5 years and 9 months	Board of Directors: 14 of the 18 meetings Nominating Committee: 8 of the 8 meetings Compensation Committee: 9 of the 10 meetings	As a manager of manufacturing business and sales business with his extensive idea and experience, Toshio Arima proactively offers opinions and advice across a wide spectrum of areas focusing particularly on customer service and CSR.
Yoko Sanuki	4 years and 9 months	Board of Directors: 18 of the 18 meetings Audit Committee: 13 of the 13 meetings	As an expert in law with a wealth of knowledge and experience, Yoko Sanuki proactively offers opinions and advice across a wide spectrum of areas focusing particularly on legal system and compliance.
Mitsudo Urano	3 years and 9 months	Board of Directors: 16 of the 18 meetings Compensation Committee: 10 of the 10 meetings	With a wealth of insights and experience as a business manager in manufacturing and logistics sectors, Mitsudo Urano proactively offers opinions and advice across a wide spectrum of areas, focusing particularly on management reforms and organizational climate reforms.
Tadamitsu Matsui	2 years and 9 months	Board of Directors: 16 of the 18 meetings Nominating Committee: 8 of the 8 meetings Compensation Committee: 10 of the 10 meetings	With a wealth of insight and experience as management in the retail sector, Tadamitsu Matsui proactively offers opinions and advice across a wide spectrum of areas focusing particularly on promotion of management reforms and service innovation.
Hidehiko Sato	1 year and 9 months	Board of Directors: 18 of the 18 meetings Audit Committee: 13 of the 13 meetings	With a wealth of professional knowledge in legal affairs and experience in public administration, Hidehiko Sato proactively offers opinions and advice across a wide spectrum of areas focusing particularly on compliance and organizational management.

Notes:

1. "Period in office" represents the period from the day on which the Outside Director assumed office to March 31, 2017, with any period of less than one month omitted.
2. There is no written resolution that is deemed to be a Board resolution based on Article 370 of the Companies Act.

(3) Remuneration for Outside Directors

Number of Directors	Total Amount of Remuneration	
	Basic Compensation	Performance-Based Compensation
6	75 million yen	4 million yen

Notes:

1. Amounts less than 1 million yen have been rounded down.
2. "Basic compensation" includes fixed compensation based on position and the additional fixed portion based on duty.

4. Information on Shares of the Company

(1) Number of Shares

Total number of authorized shares

Ordinary Shares	6,000,000 thousand shares
Preferred Shares	27,000 thousand shares
(including Class 5 Preferred Shares:	4,000 thousand shares)
(including Class 6 Preferred Shares:	3,000 thousand shares)
(including First Series of Class 7 Preferred Shares:	10,000 thousand shares)
(including Second Series of Class 7 Preferred Shares:	10,000 thousand shares)
(including Third Series of Class 7 Preferred Shares:	10,000 thousand shares)
(including Fourth Series of Class 7 Preferred Shares:	10,000 thousand shares)
(including First Series of Class 8 Preferred Shares:	10,000 thousand shares)
(including Second Series of Class 8 Preferred Shares:	10,000 thousand shares)
(including Third Series of Class 8 Preferred Shares:	10,000 thousand shares)
(including Fourth Series of Class 8 Preferred Shares:	10,000 thousand shares)

Notes:

1. Numbers of shares less than 1 thousand have been rounded down.
2. The total number of authorized shares in each class with respect to the First through Fourth Series of Class 7 Preferred Shares shall not exceed 10,000 thousand shares in the aggregate and the total number of authorized shares in each class with respect to the First through Fourth Series of Class 8 Preferred Shares shall not exceed 10,000 thousand shares in the aggregate, respectively.

Total number of issued shares

Ordinary Shares	2,324,118 thousand shares
Preferred Shares	4,000 thousand shares
(including Class 5 Preferred Shares:	4,000 thousand shares)

Notes:

1. Numbers of shares less than 1 thousand have been rounded down.
3. The Company acquired 3,000 thousand shares of Class 6 Preferred Shares on December 8, 2016 and cancelled all of them on the same date.

(2) Number of Shareholders as of March 31, 2017

Ordinary Shares	255,875 shareholders
Class 5 Preferred Shares	1 shareholder

Note: The number of shareholders of Ordinary Shares above includes 17,184 shareholders who only hold shares less than one unit.

(3) Principal Shareholders

(i) Ordinary Shares (top 10 shareholders)

	Investment in the Company
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Name of Shareholder	Number of Shares in Holding (Thousand shares)	Shareholding Ratio (%)
The Dai-ichi Life Insurance Company, Limited	125,241	5.39
The Master Trust Bank of Japan, Ltd. (trust account)	102,343	4.40
Japan Trustee Services Bank, Ltd. (trust account)	97,170	4.18
Japan Trustee Services Bank, Ltd. (trust account No. 9)	68,312	2.94
Nippon Life Insurance Company	65,488	2.81
AMUNDI GROUP	45,133	1.94
Japan Trustee Services Bank, Ltd. (trust account No. 5)	42,418	1.82
STATE STREET BANK AND TRUST COMPANY 505225	34,068	1.46
STATE STREET BANK WEST CLIENT - TREATY 505234	33,892	1.45
GOLDMAN, SACHS & CO. REG	32,804	1.41

Notes:

1. Numbers of shares less than 1 thousand have been rounded down in the column of "number of shares in holding".
2. "Shareholding ratio" was calculated by deducting treasury shares (962 thousand shares) and rounding down to the nearest two decimal points. The number of treasury shares does not include 1,410 thousand shares of the Company held by ESOP-type Stock Benefit Trust for the Employee Shareholding Association.
3. Of the shareholders above, 340 thousand or 33.33% of shares of Japan Trustee Services Bank, Ltd. are held by Resona Bank, Ltd.

(ii) Class 5 Preferred Shares

Name of Shareholder	Investment in the Company	
	Number of Shares Held	Shareholding Ratio
The Dai-ichi Life Insurance Company, Limited	4,000 thousand	100.00%

(4) Other Important Matters Relating to Shares

A. Acquisition, disposal and holding, etc. of own shares

(i) Acquisition of own shares

Class of share	Total number of shares	Total acquisition price
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Ordinary Shares	10 thousand shares	5 million yen
Class 6 Preferred Shares	3,000 thousand shares	75,706 million yen

(ii) Disposal of own shares

Class of share	Total number of shares	Total amount of disposal
Ordinary Shares	0 thousand shares	0 million yen

(iii) Cancellation of own shares

Class of share	Total number of shares	Total amount of cancellation
Class 6 Preferred Shares	3,000 thousand shares	75,706 million yen

(iv) Own shares held as of March 31, 2017

Class of share	Total number of shares
Ordinary Shares	962 thousand shares

Notes:

1. Numbers of shares less than 1 thousand and amounts less than 1 million yen have been rounded down.
2. The number of own shares above does not include shares of the Company that were acquired or disposed of, etc. by ESOP-type Stock Benefit Trust for the Employee Shareholding Association.
3. The amount of disposal of shares is calculated based on the average acquisition price of own shares of each relevant class at the time of disposition.
4. The Company implemented the acquisition of own shares (Class 6 Preferred Shares) pursuant to the provision of Paragraph 2 of Article 16 of the Articles of Incorporation of the Company, as described below. The Company cancelled all own shares (Class 6 Preferred Shares) acquired effective as of the date of the acquisition.

- 1 Reason for acquisition of own shares: To effect repurchase and cancellation of bond-type preferred shares as part of the measures to improve the quality of regulatory capital.

2 Date of acquisition: December 8, 2016

#### B. Contents of the employee stock ownership plan

With the purpose of giving an incentive to enhance corporate value on a medium-to-long term basis, the Company has adopted an employee incentive plan, "ESOP-type Stock Benefit Trust for the Employee Shareholding Association" (hereinafter, the "ESOP Trust").

An outline of the ESOP Trust is as provided below. The own shares indicated on this section do not include 1,410 thousand shares of the Company held by the ESOP Trust as of the end of the fiscal year ended March 31, 2017.

The Company has set up a trust whose beneficiaries are the employees who belong to the Employee Shareholding Association of Resona Holdings, Inc. (hereinafter, "the Company's Shareholding Association") and fulfill certain conditions (the Company's subsidiary, Resona Bank, Ltd., is the trustee of the trust). The trust acquires the number of shares of the Company that the Company's Shareholding Association is expected to acquire during the trust period, within the purchase period determined in advance.

Subsequently, the trust sells the shares of the Company to the Company's Shareholding Association at a certain date of every month.

If as of the end of the trust period, a trust profit is recognized as a result of a rise in the stock price and other factors, the profit is distributed in cash to the employees and others who are beneficiaries of the trust in proportion to the number of shares purchased during the period and other factors.

If a transfer loss arises due to a decline in the stock price and a liability on the trust assets remains, the Company is responsible for fully settling the liability based on the indemnity clause stipulated in the non-recourse loan agreement.

##### Outline of the trust agreement

- (i) Trustor: The Company
- (ii) Trustee: Resona Bank, Ltd.
- (iii) Beneficiaries: Persons who belong to the Company's Shareholding Association and fulfill the conditions for beneficiaries
- (iv) Date of trust agreement: April 9, 2012
- (v) Trust period: April 9, 2012 to March 31, 2017
- (vi) Exercise of voting rights: The trustee exercises the voting rights of the shares of the Company in accordance with the custodian's instruction, which reflects the status of exercise of voting rights by the Company's Shareholding Association.

Scope of persons who can receive the beneficiary right under the employee stock ownership plan and other rights:

Persons who are participants in the Company's Shareholding Association and who fulfill the conditions for beneficiaries

\* The trust period under the foregoing trust agreement expired on March 31, 2017. The trust profit on the trust assets will be distributed in cash to the employees and others who are beneficiaries of the trust in proportion to the number of shares purchased as participants in the Company's Shareholding Association.

Following the expiration of the foregoing trust agreement, the Company has entered into a new trust agreement.

Outline of the trust agreement

- (i) Trustor: The Company
- (ii) Trustee: Resona Bank, Ltd.
- (iii) Beneficiaries: Persons who belong to the Company's Shareholding Association and fulfill the conditions for beneficiaries
- (iv) Date of trust agreement: May 15, 2017
- (v) Trust period: May 15, 2017 to May 31, 2022 (plan)
- (vi) Exercise of voting rights: The trustee exercises the voting rights of the shares of the Company in accordance with the custodian's instruction, which reflects the status of exercise of voting rights by the Company's Shareholding Association.

\* If as a result of the sale of the shares to the Company's Shareholding Association the trust contains no shares of the Company, any trust profit is distributed to the beneficiaries of the trust prior to the end of the trust period, and the trust is closed before the end of the trust period.

Total amount of shares scheduled to be purchased by the employee shareholding association:

5,444 million yen

Scope of persons who can receive the beneficiary right under the employee stock ownership plan and other rights:

Persons who are participants in the Company's Shareholding Association and who fulfill the conditions for beneficiaries

## 5. Matters Relating to the Accounting Auditor

### (1) Status of the Accounting Auditor

Name	Remuneration, etc. Associated with the Fiscal Year Ended March 31, 2017	Other
Deloitte Touche Tohmatsu LLC Mitsuo Kimura, designated limited liability partner Keisuke Yamaguchi, designated limited liability partner Kenji Ota, designated limited liability partner	307 million yen	<ul style="list-style-type: none"> <li>• Reason for approval under Paragraph 1 of Article 399 of the Companies Act (Note 3)</li> <li>• Services other than those provided in Paragraph 1 of Article 2 of the Certified Public Accountants Act (Note 4)</li> </ul>

#### Notes:

1. Amounts less than 1 million yen have been rounded down.
2. Money and other economic benefit to be paid by the Company and its subsidiaries amount to a total of 815 million yen.
3. The Audit Committee approved the amount of the remuneration, etc. of the accounting auditor upon examination of the number of days spent and the allocation of staff for the audit under the accounting audit plan for this fiscal year explained by the accounting auditor, examination and evaluation of the audit results for the previous fiscal year, appropriateness of performance of the audit by the accounting auditor, the basis of calculation of a quote forming the basis of the remuneration and others.
4. Advices and guidance, etc. concerning preparation for IFRS application.

### (2) Other Matters Relating to the Accounting Auditor

#### A. Policy on determining dismissal or non-reappointment of the accounting auditor

In the event that the accounting auditor is recognized to fall under any of the items in Paragraph 1 of Article 340 of the Companies Act, the Audit Committee will dismiss the accounting auditor based on unanimous consent from members of the Audit Committee.

In addition to the above, we will primarily review the qualifications of the accounting auditor, the status of a system to ensure that the duties of the accounting auditor are carried out properly, and the eligibility as the accounting auditor of the Group and determine the proposal concerning dismissal or non-reappointment of the accounting auditor to be submitted to the general meeting of shareholders by also taking into account the report made by the accounting auditor and the Executive Officers of the Company and mutual understanding between the accounting auditor and the management of the Group including auditors of subsidiaries.

#### B. Audit of financial documents of principal subsidiaries and affiliates of the Company by certified public accountants or an audit firm other than the accounting auditor of the Company

The accounting auditor of P.T. Bank Resona Perdania for the fiscal year ended December 31, 2016 was Satrio Bing Eny & Rekan (member of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee).

## 6. Other

Policies concerning the exercise of the authorities granted to the Board of Directors pursuant to the provisions of the Company's Articles of Incorporation based upon Paragraph 1 of Article 459 of the Companies Act

Regarding the dividends on the Company's ordinary shares, as stated in (d) "Direction for Capital Management Policy" of the section 1(1)(C) "Medium-term Management Plan" above, the Company plans to increase the annual dividends for fiscal 2017 by 1 yen from the previous fiscal year to 20 yen per ordinary share (interim dividend of 10 yen and year-end dividend of 10 yen). After such increase, the Company will continue to make stable dividend distributions and consider further enhancement of return to shareholders, paying attention to balance among soundness, profitability and others and opportunities for investments for growth.

(Items disclosed via the Internet pursuant to the laws and regulations and the Articles of Incorporation)

The following items are disclosed on the website of the Company (<http://www.resona-gr.co.jp/>) via the Internet pursuant to the laws and regulations and the provision of Article 20 of the Articles of Incorporation of the Company:

"System to Ensure Appropriateness of Operations"; "Matters Concerning Specified Wholly-owned Subsidiaries"

(Items omitted because there are no matters to be described)

"Status of business transfers, etc. (Current Status of the Company)"; "Opinions from outside directors (Matters Relating to Outside Directors)"; "Matters relating to the Company's share subscription rights"; "Liability limitation agreement (Matters Relating to the Accounting Auditor)"; "Basic policies regarding the party who controls decisions on the Company's financial and business policies"; "Matters concerning transactions with the parent company"; and "Matters concerning accounting advisors".