



December 19, 2018

To whom it may concern

Company Name Resona Holdings, Inc.
Representative Director, President and Representative
Executive Officer Kazuhiro Higashi
(Code 8308 1st section of Tokyo Stock Exchange)

Announcement Regarding the Conclusion of Merger Agreement between Consolidated Subsidiaries of Resona Holdings, Inc.

Kansai Mirai Financial Group, Inc. (“KMFG” hereafter, President: Tetsuya Kan), one of consolidated subsidiaries of Resona Holdings, Inc. (“RHD” hereafter), Kansai Urban Banking Corporation (“KU” hereafter, President: Kazumasa Hashimoto) and The Kinki Osaka Bank, Ltd. (“KO” hereafter, President: Koji Nakamae), wholly-owned subsidiaries of KMFG, have worked on concrete preparations and discussions toward the merger between KU and KO, subject to the approval and permission of the relevant authorities, as announced in the press release on 27 July, 2018 “Announcement Regarding the Merger Between Consolidated Subsidiaries of Resona Holdings, Inc.” RHD hereby announces that KU and KO have concluded the merger agreement today. Details are as follows.

1. Objectives of the Merger

Objectives of this merger is to maximize synergies from integration of KU, KO and The Minato Bank, Ltd. (President: Hiroaki Hattori) under KMFG and quickly realize “New Retail Financial Services Model” ,which KMFG is aiming at, and contribute to strengthening the Kansai economy.

2. Outline of the Merger

(1) Effective Date	April 1, 2019
(2) Merger Method	Absorption-type merger in which KO will be a surviving company and KU will be a disappearing company.
(3) Merger Consideration	KO will not distribute any shares or cash to KU’s existing shareholders.
(4) Amount of Capital and Capital reserve	No increase in the amount of capital and capital reserve of KO due to the merger.

3. Outline of the New Bank After the Merger

(1) Corporate Name	Kansai Mirai Bank, Limited.
(2) Description of Business	Banking Business
(3) Head Office Address	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka-shi (Current KO head office address)
(4) Paid-in Capital	JPY 38.9 billion
(5) Total Assets	JPY 8,240.1 billion (Simple sum of total assets of KU and KO as of March 31, 2018)

[Corporate Information of Related Companies as of March 31, 2018]

Corporate Name	Kansai Urban Banking Corporation	The Kinki Osaka Bank, Ltd
Head Office Address	2-4, Nishi-Shinsaibashi 1-chome, Chuo-ku, Osaka-shi	2-1, Bingomachi 2-chome, Chuo-ku, Osaka-shi
Representative	Kazumasa Hashimoto Representative Director and President	Koji Nakamae Representative Director and President
Description of Business	Banking business	Banking business
Paid-in Capital	JPY 47.0 billion	JPY 38.9 billion
Date of Incorporation	July 1, 1922	November 24, 1950
Number of Issued Shares	Common Stock 73,791 thousand shares	Common stock 1,827,196 thousand shares
Fiscal Year-end	March 31	March 31
Number of Employees	2,638	2,185
Major Shareholders and Ownership Ratio*	KMFG 100%	KMFG 100%

*As of April 1, 2018

[Performance and Financial Condition for FY2017 (consolidated)]

Net Assets	JPY 210.7 billion	JPY 158.9 billion
Total Assets	JPY 4,709.0 billion	JPY 3,538.0 billion
Deposits	JPY 4,063.1 billion	JPY 3,247.9 billion
Loans and Bills Discounted	JPY 3,939.1 billion	JPY 2,416.5 billion
Ordinary Income	JPY 90,268 million	JPY 56,963 million
Gross Operating Profit	JPY 66,243 million	JPY 44,869 million
Net Income	JPY 13,803 million	JPY 6,156 million

4. Potential Impact of the Merger on Profit Guidance Issued by RHD

The merger will not affect the RHD's profit guidance for fiscal year 2018.