



Tokyo, May 14, 2024

To whom it may concern,

Resona Holdings, Inc.
(Code 8308: Prime Market of Tokyo Stock Exchange)

**Announcement Regarding Partial Amendment
to the Articles of Incorporation**

Resona Holdings, Inc. (President: Masahiro Minami) ("Resona HD") hereby announces that it has resolved, at a meeting of the Board of Directors held on May 14, 2024, to submit a proposal for partial amendment to the Articles of Incorporation to the 23rd Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2024, as described below.

1. Purpose of the Amendment to the Articles of Incorporation

As publication of LIBOR was permanently stopped at the end of June 2023 and the market practice related to benchmark rates used in financial products is expected to be changing, Resona HD proposes to amend the provision for calculation of the rate of dividends for preferred shares.

At present, Resona HD has no concrete plan to issue new preferred shares.

2. Contents of the Amendment to the Articles of Incorporation

The contents of the amendment are as shown in the attached.

3. Schedule (Planned)

Date of the ordinary general meeting of shareholders	June 26, 2024 (Wednesday)
Effective date of the amendment to the Articles of Incorporation	June 26, 2024 (Wednesday)

End

Current Articles	Amended Articles
<p style="text-align: center;">Chapter III Preferred Shares Article 11. (Preferred Dividends)</p> <p>1. In the event that the Company pays dividends of surplus set forth in Article 51 (excluding the interim dividends provided for in Paragraph 1 of Article 51), the Company shall pay to shareholders of preferred shares (hereinafter referred to as the “Preferred Shareholders”) or registered share pledgees of preferred shares (hereinafter referred to as the “Registered Pledgees of Preferred Shares”), prior to the payment to shareholders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or registered share pledgees of ordinary shares (hereinafter referred to as the “Registered Pledgees of Ordinary Shares”), dividends of surplus in the respective amounts described below (hereinafter referred to as the “Preferred Dividends”); provided, however, that if the Preferred Interim Dividends provided for in Article 12 were paid during the business year immediately preceding the payment of dividends of surplus, the amounts of the Preferred Dividends shall be reduced by the amounts of such Preferred Interim Dividends.</p> <p>First through Fourth Series of Class 7 Preferred Shares:</p> <p>An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 7 Preferred Shares (which shall not exceed JPY 35,000 per share for the First through Fourth Series of Class 7 Preferred Shares) multiplied by the rate of dividends to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares shall be paid. Provided, the rate of dividends shall not exceed, in case of a fixed rate of dividends, 10% per annum, or, in case of a variable rate of dividends, <u>LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities</u> plus 5% per annum.</p> <p>First through Fourth Series of Class 8 Preferred Shares:</p> <p>An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 8 Preferred Shares (which shall not exceed JPY 35,000 per share for the First through Fourth Series of Class 8 Preferred Shares) multiplied by the rate of dividends to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares shall be</p>	<p style="text-align: center;">Chapter III Preferred Shares Article 11. (Preferred Dividends)</p> <p>1. In the event that the Company pays dividends of surplus set forth in Article 51 (excluding the interim dividends provided for in Paragraph 1 of Article 51), the Company shall pay to shareholders of preferred shares (hereinafter referred to as the “Preferred Shareholders”) or registered share pledgees of preferred shares (hereinafter referred to as the “Registered Pledgees of Preferred Shares”), prior to the payment to shareholders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or registered share pledgees of ordinary shares (hereinafter referred to as the “Registered Pledgees of Ordinary Shares”), dividends of surplus in the respective amounts described below (hereinafter referred to as the “Preferred Dividends”); provided, however, that if the Preferred Interim Dividends provided for in Article 12 were paid during the business year immediately preceding the payment of dividends of surplus, the amounts of the Preferred Dividends shall be reduced by the amounts of such Preferred Interim Dividends.</p> <p>First through Fourth Series of Class 7 Preferred Shares:</p> <p>An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 7 Preferred Shares (which shall not exceed JPY 35,000 per share for the First through Fourth Series of Class 7 Preferred Shares) multiplied by the rate of dividends to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares shall be paid. Provided, the rate of dividends shall not exceed, in case of a fixed rate of dividends, 10% per annum, or, in case of a variable rate of dividends, <u>a benchmark interest rate used in financial products</u> plus 5% per annum.</p> <p>First through Fourth Series of Class 8 Preferred Shares:</p> <p>An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 8 Preferred Shares (which shall not exceed JPY 35,000 per share for the First through Fourth Series of Class 8 Preferred Shares) multiplied by the rate of dividends to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares shall be</p>

(The amended sections are underlined)

Current Articles	Amended Articles
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2. (Omitted)	2. (Same as at present)
3. (Omitted)	3. (Same as at present)