



# Resona Holdings, Inc.

Consolidated Financial Results for the First Quarter of Fiscal Year 2014  
(Three months ended June 30, 2014/Unaudited)  
<Under Japanese GAAP>



Code number: 8308

Stock exchange listings: Tokyo

URL: <http://www.resona-gr.co.jp>

Representative: Kazuhiro Higashi, President and Representative Executive Officer

Quarterly securities report issuing date: August 8, 2014 Trading accounts: Established

Dividend payment date: -

Supplemental information for quarterly financial statements: Available

Quarterly investor meeting presentation: Scheduled (for institutional investors and analysts)

Note: Amounts less than 1 million yen are rounded down.

## 1. Consolidated Financial Results for the First Quarter of Fiscal Year 2014 (April 1, 2014- June 30, 2014)

(1) Consolidated Operating Results (% represents the change from the same period in the previous fiscal year)

	Ordinary Income		Ordinary Profits		Net Income	
	Million yen	%	Million yen	%	Million yen	%
1Q of FY2014	189,117	(10.4)	74,318	(13.7)	53,394	(14.1)
1Q of FY2013	211,047	0.6	86,097	24.9	62,180	43.7

Note: Comprehensive Income: 1Q of FY2014: 91,076 million yen (+103.5%)

1Q of FY2013: 44,748 million yen (+72.1%)

	Net Income per Common Share	Diluted Net Income per Common Share
	Yen	Yen
1Q of FY2014	24.41	20.16
1Q of FY2013	25.45	17.68

(2) Consolidated Financial Conditions

	Total Assets	Net Assets	Net Assets Attributable to Stockholders to Total Assets Ratio	Net Assets per Common Share
	Million yen	Million yen	%	Yen
June 30, 2014	44,960,890	1,971,445	4.1	579.68
March 31, 2014	44,719,434	1,956,412	4.1	552.89

(Reference) Net Assets Attributable to Stockholders: June 30, 2014: 1,829,988 million yen

March 31, 2014: 1,817,180 million yen

Note: "Net Assets Attributable to Stockholders to Total Assets Ratio" is (Net assets at period-end minus Stock option at period-end minus Minority interests at period-end) divided by Total assets at period-end.

## 2. Dividends on Common Stock

	Dividends per Share				
	1st Quarter-end	2nd Quarter-end	3rd Quarter-end	Fiscal Year-end	Total
	Yen	Yen	Yen	Yen	Yen
FY2013	-	0.00	-	15.00	15.00
FY2014	-	-	-	-	-
FY2014 (Forecast)	-	0.00	-	15.00	15.00

Notes: 1. Revision of forecasts for dividends for FY2014: None

2. The figure above shows dividends on common stock. Please refer to following "Dividends on Classified stock" with regard to the details of dividends on classified stock (unlisted) whose legal rights differ from common stock.

## 3. Earnings Forecasts for Fiscal Year 2014 (April 1, 2014 - March 31, 2015, Consolidated)

(% represents the change from the same period in the previous fiscal year)

	Ordinary Profits		Net Income		Net Income per Common Share
	Million yen	%	Million yen	%	Yen
1st half of FY2014	1165,00	(33.2)	74,000	(39.4)	33.83
FY2014 (Full year)	231,500	(25.8)	150,000	(32.0)	63.21

Note: 1. Revision of earnings forecast from the latest announcement: None

2. For calculation of forecasted net income per common share, please refer to "Formula for Forecasted Net Income per Common Share" which appears on page 3.

**4. Other**

(1) Changes in significant subsidiaries during the period : No

(2) Adoption of any particular accounting methods for quarterly consolidated financial statements: No

(3) Changes in Accounting Policies, Changes in Accounting Estimates and Restatements

- A) Changes due to revision of accounting standards : Yes
- B) Changes due to other reasons : No
- C) Changes in accounting estimates : No
- D) Restatements : No

(4) Number of common shares outstanding

- A) Total outstanding shares including treasury stock at the end of the period
  - June 30, 2014 : 2,324,118,091
  - March 31, 2014 : 2,324,118,091
- B) Treasury shares at the end of the period
  - June 30, 2014 : 136,743,283
  - March 31, 2014 : 137,204,297
- C) Average outstanding shares during the period
  - 1Q of FY2014: 2,187,027,608
  - 1Q of FY2013: 2,443,256,731

Note: Treasury shares at the end of the period include the company's shares held by the ESOP-type Stock Benefit Trust for the Employee Shareholding Association:

- June 30, 2014 : 5,810,100
- March 31, 2014 : 6,273,200

Note: Status of the quarterly review process

At the time when this "Consolidated Financial Results for the First Quarter of Fiscal Year 2014" is disclosed, the quarterly review process based on "Financial Instruments and Exchange Act" has been in process.

Note: Disclaimer regarding Forward-looking Statements

This report contains forward-looking statements, which are based on the information currently available and certain assumptions the Company considers to be reasonable. Risks, uncertainties and other factors may cause actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. Resona Holdings does not revise the full year forecasts announced in May 2014, at this point in time.

**Dividends on Classified Stock**

Dividends per share on classified stock whose legal rights differ from common stock are as follows:

		Dividends per Share				
		1st Quarter-end	2nd Quarter-end	3rd Quarter-end	Fiscal Year-end	Total
Class C No. 1 preferred stock	FY2013	Yen -	Yen 0.00	Yen -	Yen 68.00	Yen 68.00
	FY2014	-				
	FY2014 (Forecast)		0.00	-	54.40	54.40
Class F No. 1 preferred stock	FY2013	-	0.00	-	185.00	185.00
	FY2014	-				
	FY2014 (Forecast)		0.00	-	148.00	148.00
Class three No. 1 preferred stock	FY2013	-	0.00	-	19.02	19.02
	FY2014	-				
	FY2014 (Forecast)		-	-	-	-
Class four preferred stock	FY2013	-	0.00	-	992.50	992.50
	FY2014	-				
	FY2014 (Forecast)		0.00	-	992.50	992.50
Class five preferred stock	FY2013	-	0.00	-	918.75	918.75
	FY2014	-				
	FY2014 (Forecast)		0.00	-	918.75	918.75
Class six preferred stock	FY2013	-	0.00	-	1,237.50	1,237.50
	FY2014	-				
	FY2014 (Forecast)		0.00	-	1,237.50	1,237.50

Note: For Class C and Class F Preferred Shares, Resona Holdings has distributed the special preferred dividends utilizing other capital surplus (totaling Y12 billion and Y20 billion per annum, respectively) for the fiscal year-end of FY2013. These special preferred dividends were appropriated to the repayment in installments of public funds in accordance with the contract signed between the Deposit Insurance Corporation of Japan and the Company on June 21, 2013. The same amount of special preferred dividends will be distributed for the year-end of FY2014.

**(Reference)****Formula for Forecasted Net Income per Common Share**

$$\frac{\text{Forecasted net income} - \text{Forecasted total dividend for preferred stock}}{\text{Forecasted average number of common shares (excluding treasury stock)}}$$

- Forecasted average number of shares of common stock (excluding treasury stock): 2,187,374,808 shares
- Forecasted total dividend for preferred stock
 

2nd Quarter	:	-
Full Year	:	Y11,725 million*1

Note: Forecasted total dividend for preferred stock is calculated taking into account the repurchase and cancellation of a part of the outstanding Class Three No.1 Preferred Shares implemented in July 2014. Forecasted total dividend for preferred stock does not include the special preferred dividends which the Company plans to distribute.

《Contents of Attachment》

1. Information Regarding "4. Other"
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Statements of Trust Assets and Liabilities

**1. Information Regarding "4. Other"**

(1) Changes in important subsidiaries during the period  
None

(2) Changes in accounting policies, changes in accounting estimates and restatements  
Change in Accounting Policies

The Group adopted ASBJ Statement No. 26 "Accounting Standard for Retirement Benefits" (hereinafter, the "Accounting Standard") and ASBJ Guidance No. 25 "Guidance on Accounting Standard for Retirement Benefits" (hereinafter, the "Guidance"), which were issued on May 17, 2012, for the main clause of Article 35 of the Accounting Standard and the main clause of Article 67 of the Guidance, from the three-month period ended June 30, 2014.

Accordingly, the Group reviewed the calculation method of defined benefit obligation and service cost, and changed the method of attributing expected benefit to periods from the straight-line basis to the benefit formula basis. The Group also changed the way to determine the discount rate, from the use of the period approximate to the expected average remaining working lives of employees as bond maturity to the use of a single weighted average discount rate reflecting the estimated timing and amount of benefit payment.

The transitional treatment stated in Article 37 of the Accounting Standard was applied at the adoption. The impact from the change in calculation method of defined benefit obligation and service cost was recognized as "retained earnings" at the beginning of the three-month period ended June 30, 2014.

As a result, "asset for retirement benefits" was increased by ¥ 636 million, "liability for retirement benefits" was decreased by ¥ 1,110 million and "retained earnings" was increased by ¥ 1,483 million at the beginning of the three-month period ended June 30, 2014. The impact to "ordinary profits" and "net income before income taxes and minority interests" for the three-month period ended June 30, 2014 is immaterial.

[Additional Information]

The Company executed an agreement with the Deposit Insurance Corporation of Japan on June 21, 2013, which specifies that the aggregate amount of the public funds pursuant to the Act on Emergency Measures for Early Strengthening of Financial Functions that Resona Holdings must repay is 160 billion yen and the repayment will be made in installments with the special preferred dividends. The outstanding amount to be repaid for Class C and Class F Preferred Shares as of June 30, 2014 is Y128.0 billion (Y160.0 billion as of March 31, 2014).

## 2. Consolidated Financial Statements

## (1) Consolidated Balance Sheets

(Millions of yen)

	March 31, 2014	June 30, 2014
<b>Assets</b>		
Cash and due from banks	¥ 6,471,899	¥ 8,075,250
Call loans and bills bought	154,318	277,717
Monetary claims bought	332,671	333,653
Trading assets	616,571	682,948
Money held in trust	193	541
Securities	8,698,464	7,605,047
Loans and bills discounted	26,701,668	26,086,483
Foreign exchange assets	72,757	60,393
Other assets	934,781	1,108,814
Tangible fixed assets	307,887	306,868
Intangible fixed assets	40,475	39,838
Net defined benefit asset	24,548	24,274
Deferred tax assets	128,970	110,362
Customers' liabilities for acceptances and guarantees	490,552	491,514
Reserve for possible loan losses	(256,192)	(242,710)
Reserve for possible losses on investments	(133)	(107)
<b>Total Assets</b>	<b>44,719,434</b>	<b>44,960,890</b>
<b>Liabilities and Net Assets</b>		
<b>Liabilities</b>		
Deposits	35,745,906	35,548,821
Negotiable certificates of deposit	1,949,860	1,747,970
Call money and bills sold	854,793	1,232,223
Payables under repurchase agreements	38,994	—
Payables under securities lending transactions	49,891	91,491
Trading liabilities	305,542	321,445
Borrowed money	1,081,701	1,021,699
Foreign exchange liabilities	1,173	3,088
Bonds	696,418	673,345
Due to trust account	533,844	586,806
Other liabilities	902,887	1,177,621
Reserve for employees' bonuses	18,070	3,869
Net defined benefit liability	26,978	24,933
Other reserves	42,418	40,544
Deferred tax liabilities	290	373
Deferred tax liabilities for land revaluation	23,696	23,696
Acceptances and guarantees	490,552	491,514
<b>Total Liabilities</b>	<b>42,763,022</b>	<b>42,989,445</b>
<b>Net Assets</b>		
Capital stock	50,472	50,472
Capital surplus	409,293	377,293
Retained earnings	1,169,785	1,177,717
Treasury stock	(85,855)	(85,689)
<b>Total stockholders' equity</b>	<b>1,543,696</b>	<b>1,519,793</b>
Net unrealized gains on available-for-sale securities	244,166	275,041
Net deferred gains on hedges	28,110	32,323
Revaluation reserve for land	41,254	41,254
Foreign currency translation adjustments	(4,081)	(2,670)
Remeasurements of defined benefit plans	(35,965)	(35,753)
<b>Total accumulated other comprehensive income</b>	<b>273,484</b>	<b>310,195</b>
Minority interests in consolidated subsidiaries	139,231	141,456
<b>Total Net Assets</b>	<b>1,956,412</b>	<b>1,971,445</b>
<b>Total Liabilities and Net Assets</b>	<b>¥ 44,719,434</b>	<b>¥ 44,960,890</b>

**(2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income****[Consolidated Statements of Income]***(Millions of yen)*

	First Quarter of FY2013 From April 1, 2013 to June 30, 2013	First Quarter of FY2014 From April 1, 2014 to June 30, 2014
<b>Ordinary income</b>	¥ 211,047	¥ 189,117
Interest income	118,380	112,748
Interest on loans and bills discounted	99,845	94,003
Interest and dividends on securities	12,866	11,590
Trust fees	5,655	5,594
Fees and commissions	45,615	42,887
Trading income	157	1,462
Other operating income	19,173	5,929
Other ordinary income	22,065	20,494
<b>Ordinary expenses</b>	124,950	114,798
Interest expenses	11,886	10,050
Interest on deposits	5,448	3,955
Fees and commissions	9,348	8,396
Trading expenses	4,529	441
Other operating expenses	4,574	3,427
General and administrative expenses	86,839	86,745
Other ordinary expenses	7,772	5,737
<b>Ordinary profits</b>	86,097	74,318
<b>Extraordinary gains</b>	3,090	0
Gains on disposal of fixed assets	3,090	0
<b>Extraordinary losses</b>	445	965
Losses on disposal of fixed assets	336	359
Impairment losses on fixed assets	108	605
<b>Net income before income taxes and minority interests</b>	88,743	73,353
Income taxes – current	23,686	18,641
Income taxes – deferred	(624)	453
Total income taxes	23,061	19,095
<b>Net income before minority interests</b>	65,681	54,258
<b>Minority interests in net income</b>	3,500	863
<b>Net income</b>	¥ 62,180	¥ 53,394

**[Consolidated Statements of Comprehensive Income]***(Millions of yen)*

	First Quarter of FY2013 From April 1, 2013 to June 30, 2013	First Quarter of FY2014 From April 1, 2014 to June 30, 2014
<b>Net income before minority interests</b>	¥ 65,681	¥ 54,258
<b>Other comprehensive income</b>	(20,932)	36,818
Net unrealized gains (losses) on available-for-sale securities	(13,745)	30,867
Net deferred gains (losses) on hedges	(14,622)	4,213
Foreign currency translation adjustments	7,443	1,527
Remeasurements of defined benefit plans	–	210
Share of other comprehensive income of affiliates accounted for using the equity method	(7)	0
<b>Total comprehensive income</b>	44,748	91,076
<b>Comprehensive income attributable to:</b>		
Owners of the parent	35,250	90,104
Minority interests	¥ 9,498	¥ 971

**(3) Note on Going-Concern Assumption**

Not applicable

**(4) Note for Significant Changes in the Amount of Stockholders' Equity**

1st Quarter of FY2014 (from April 1, 2014 to June 30, 2014)

*(Millions of yen)*

	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total stockholders' equity
Balance at the beginning of the term	50,472	409,293	1,169,785	(85,855)	1,543,696
Cumulative effect of the changes in accounting policies			1,483		1,483
Balance at the beginning of the term after reflecting the effect of the changes in accounting policies	50,472	409,203	1,171,268	(85,855)	1,545,179
Changes during the term (cumulative)					
Dividends paid (other capital surplus)		(32,000)			(32,000)
Dividends paid			(46,946)		(46,946)
Net income (cumulative)			53,394		53,394
Acquisition of own shares				(1)	(1)
Disposal of treasury shares		(0)		166	166
Changes in total during the term (cumulative)	-	(320,000)	6,448	165	(25,385)
Balance at the end of the term	50,472	377,293	1,177,717	(85,689)	1,519,793



**(5) Per Common Share Information****1. Net assets per share of common stock and its calculation base***(Millions of yen, except "Net assets per common share" and number of shares)*

	<b>As of March 31, 2014</b>	<b>As of June 30, 2014</b>
Net assets per share of common stock (yen)	¥ 552.89	¥ 579.68
(Calculation base)		
Total net assets	1,956,412	1,971,445
Deductions from total net assets	747,280	703,456
Minority interests	139,231	141,456
Preferred stock	594,000	562,000
Preferred dividends	14,048	-
Net assets attributable to common stock at the end of the period	1,209,132	1,267,988
Number of shares of common stock at the end of the period used for the calculation of net assets per share of common stock (shares in thousands)	2,186,913	2,187,374

Notes: 1. Regarding Class C No.1 preferred stock and Class F No.1 preferred stock, the right to receive the distribution of residual assets (total amount is ¥160.0 billion) is not decreased by the special preferred dividends as described in "additional information".

In order to represent the actual conditions of the repayment scheme (the repayment of public fund will be implemented by special preferred dividends funded by other capital surplus) based on "Public funds full repayment plan" announced on May 10, 2013, "Net assets attributable to common stock at the end of the fiscal year" was calculated after deducting the Public funds to be repaid for the preferred stocks (¥128.0 billion for this fiscal year) from "Total net assets"(specifically, included in "Preferred stock" of "Deductions from total net assets"). To avoid duplicated deduction of Public funds to be repaid impact described above, the special preferred dividends of ¥32.0 billion, which record date is at the end of this fiscal year and is funded by other capital surplus, is not deducted from "Total net assets".

2. The number of shares of common stock at the end of the period used for the calculation of net assets per share of common stock is after deductions of 1) the number of treasury shares and 2) the number of shares held by the ESOP Trust (6,273 thousands shares as March 31, 2014 and 5,810 thousands shares as June 30, 2014).

**2. Net income per share of common stock and diluted net income per share of common stock and those calculation base***(Millions of yen, except "Net income per share of common stock" and number of shares)*

	<b>For the three months ended June 30, 2013</b>	<b>For the three months ended June 30, 2014</b>
Net income per share of common stock (yen)	¥ 25.45	¥ 24.41
(Calculation base)		
Net income	62,180	53,394
Amounts not attributable to common stockholders	-	-
Net income attributable to common stock	62,180	53,394
Average number of common shares during the period (shares in thousands)	2,443,256	2,187,027
Diluted net income per share of common stock (yen)	17.68	20.16
(Calculation base)		
Adjustments in net income	-	-
Increase in number of shares (shares in thousands)	1,072,526	460,950

Note: Average number of common shares during the period is after deductions of 1) the number of treasury shares and 2) the number of shares held by the ESOP Trust (7,505 thousands shares for the period ended June 30, 2013 and 6,158 thousands shares for the period ended June 30, 2014).

**(6) Significant subsequent events**

At the meeting of the Board of Directors held on July 25, 2014, Resona Holdings, Inc. resolved to establish the threshold for acquisition of its own shares as described below, for all of the Class Three No. 1 preferred shares (the "Preferred shares") held by the Deposit Insurance Corporation of Japan in relation to the injection of public funds in the past, as part of the Public Funds Full Repayment Plan (the "Plan") formulated on May 10, 2013.

Further, the company acquired the Preferred Shares above as its own shares, and cancelled them immediately after the acquisition.

**(1) Details of the Establishment of the Threshold for Acquisition of Own Shares**

(1) Class of shares subject to acquisition	Class Three No.1 Preferred Shares
(2) Total number of shares available for acquisition	98,000,000 shares (ceiling)
(3) Total amount of the acquisition price of the shares	234,945,200,000 yen (ceiling)
(4) Description of the monies, etc., that will be delivered in exchange for the acquisition of the shares	Monies
(5) Period of acquisition	July 25, 2014 ~ July 30, 2014

The acquisition of the Preferred Shares was implemented as part of the Plan, and it aims for the early repayment of the public funds pursuant to the Deposit Insurance Act. The public funds regarding the Preferred Shares were planned to be repaid by March 2018 in accordance with the Plan, however, in light of favorable pace of accumulation of retained earnings, the Company acquired the Preferred Shares with a view to resolving the dilution risk in relation to the potential shares concerning the Preferred Shares and realizing the enhancement of the value of common shares at an early date.

**(2)Details of the Acquisition and Cancellation of Own Shares**

(1) Class of shares subject to acquisition	Class Three No.1 Preferred Shares
(2) Total number of shares to be acquired	98,000,000 shares
(3) Amount of the acquisition price of the shares	2,397.40 yen per share
(4) Total amount of the acquisition price of the shares	234,945,200,000 yen (total)
(5) Expected date of the acquisition	July 30, 2014

The Company acquired the Preferred Shares above as its own shares on July 30, 2014, and cancelled them on the same date.

## [Reference Sheet]

## Statements of Trust Assets and Liabilities

	Mar 31, 2014		June 30, 2014	
	Million yen	%	Million yen	%
<b>Assets</b>				
Loans and bills discounted	¥ 43,862	0.18	¥ 42,266	0.17
Securities	120	0.00	120	0.00
Beneficiary rights	22,563,199	94.35	22,721,948	94.23
Security held in custody account	7,895	0.03	7,678	0.03
Monetary claims	297,118	1.24	290,920	1.21
Tangible fixed assets	444,689	1.86	442,175	1.83
Intangible fixed assets	2,004	0.01	1,554	0.01
Other claims	7,371	0.03	6,397	0.03
Due from banking account	533,844	2.23	586,806	2.43
Cash and due from banks	15,701	0.07	14,584	0.06
<b>Total assets</b>	<b>¥ 23,915,807</b>	<b>100.00</b>	<b>¥ 24,114,452</b>	<b>100.00</b>
<b>Liabilities</b>				
Money trusts	¥ 7,022,390	29.36	¥ 7,096,460	29.43
Pension trusts	3,696,076	15.46	3,650,116	15.14
Property formation benefit trusts	1,109	0.01	1,117	0.01
Securities investment trusts	11,786,070	49.28	11,961,474	49.60
Money entrusted, other than money trusts	347,706	1.45	358,274	1.48
Securities trusts	33,736	0.14	30,519	0.13
Monetary claims trusts	317,816	1.33	310,793	1.29
Land and fixtures trusts	119,752	0.50	118,166	0.49
Land and fixtures lease trusts	2,810	0.01	—	—
Composite trusts	588,337	2.46	587,529	2.43
<b>Total liabilities</b>	<b>¥ 23,915,807</b>	<b>100.00</b>	<b>¥ 24,114,452</b>	<b>100.00</b>

Notes: 1. Figures in the above table exclude trusts whose monetary value cannot be reliably estimated.

2. A consolidated subsidiary to be added up is Resona Bank, Limited.