

Security Code: 8308

June 6, 2018

To Our Shareholders

Resona Holdings, Inc.

1-5-65 Kiba, Koto-ku, Tokyo

Kazuhiro Higashi

Director, President and Representative Executive Officer

## NOTICE OF CONVENTION OF THE 17TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby notify you that the 17th Ordinary General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

If it is inconvenient for you to attend the Meeting, you are able to exercise your voting rights by either in writing (via Voting Right Exercise Form) or by electronic method (via the Internet, etc.). You are sincerely requested to examine the reference documents for the Meeting below and to exercise your voting rights by 5:30 p.m. Thursday, June 21, 2018.

1. Date: 10:00 a.m. Friday, June 22, 2018 (open at 9:00 a.m.)
2. Place: Convention Hall, Second Basement Floor, Resona Group Osaka Headquarters Building  
2-2-1 Bingomachi, Chuo-ku, Osaka

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

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

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

### 3. Purposes:

- Matters to be Reported: Report on business report, consolidated financial statements, financial statements and audit results of consolidated financial statements by the Independent Accounting Auditors and the Audit Committee for the 17th fiscal year (from April 1, 2017 to March 31, 2018)
- Matters to be Resolved:

Agenda No. 1: Partial Amendment to the Articles of Incorporation

## Agenda No. 2: Election of 10 Directors

---

Among the documents to be provided in conjunction with this notice, the "systems to ensure that operations are conducted in an appropriate manner" and the "matters regarding specified wholly-owned subsidiaries" in the business report as well as the "notes to the financial statements" and the "notes to the consolidated financial statements" are provided through the Company's website pursuant to the laws and Article 20 of the Company's Articles of Incorporation, and they are not stated in the documents accompanying this notice. The financial statements and the consolidated financial statements audited by the Audit Committee or the Independent Accounting Auditors include the notes to the financial statements and the notes to the consolidated financial statements provided through the Company's website.

Any modification made to the reference documents for the Meeting, the business report, the financial statements and the consolidated financial statements will be notified through the Company's website.

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

<Guidance Notes on the Method to Exercise Voting Rights>

(1) If you can attend the Meeting:

Ordinary General Meeting of Shareholders:

Date: 10:00 a.m. Friday, June 22, 2018 (open at 9:00 a.m.)

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

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

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

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

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

By post:

Deadline for Exercising Voting Rights: 5:30 p.m. Thursday, June 21, 2018 (must be received by that time)

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

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

Via the Internet:

Deadline for Exercising Voting Rights: Up to 5:30 p.m. Thursday, June 21, 2018

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

(Please refer to the next page for details)

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

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

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

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

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

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

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

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

(2) If you use smartphone:

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

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

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

Matters for Attention:

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

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

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

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

## Agenda and Reference Matters

### Agenda No. 1: **Partial Amendment to the Articles of Incorporation**

1. Reason for the proposal
  - (1) In relation to the cancellation of all of Class 5 Preferred Shares, delete the provision regarding the total number of authorized shares in each class with respect to such Preferred Shares as well as reduce the total number of authorized shares.
  - (2) In relation to the cancellation of all of Class 5 Preferred Shares, delete the provisions regarding such Preferred Shares.
2. Contents of amendment

The contents of the amendment are as follows (amended portions are underlined):

Current Articles	Amended Articles
Chapter II Shares	Chapter II Shares
Article 5. (Total Number of Authorized Shares and Total Number of Authorized Shares in Each Class)	Article 5. (Total Number of Authorized Shares and Total Number of Authorized Shares in Each Class)
The total number of shares that may be issued by the Company shall be <u>6,024,000,000</u> shares and the total number of shares in each class that may be issued by the Company shall be as described below; provided, however, that 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 10,000,000 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 10,000,000 shares in the aggregate, respectively.	The total number of shares that may be issued by the Company shall be <u>6,020,000,000</u> shares and the total number of shares in each class that may be issued by the Company shall be as described below; provided, however, that 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 10,000,000 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 10,000,000 shares in the aggregate, respectively.
Ordinary Shares: 6,000,000,000 shares	Ordinary Shares: 6,000,000,000 shares
<u>Class 5 Preferred Shares:</u> <u>4,000,000 shares</u>	<u>&lt;Deleted&gt;</u>
First Series of Class 7 Preferred Shares: 10,000,000 shares	First Series of Class 7 Preferred Shares: 10,000,000 shares
Second Series of Class 7 Preferred Shares: 10,000,000 shares	Second Series of Class 7 Preferred Shares: 10,000,000 shares
Third Series of Class 7 Preferred Shares: 10,000,000 shares	Third Series of Class 7 Preferred Shares: 10,000,000 shares
Fourth Series of Class 7 Preferred Shares: 10,000,000 shares	Fourth Series of Class 7 Preferred Shares: 10,000,000 shares
First Series of Class 8 Preferred Shares: 10,000,000 shares	First Series of Class 8 Preferred Shares: 10,000,000 shares
Second Series of Class 8 Preferred Shares: 10,000,000 shares	Second Series of Class 8 Preferred Shares: 10,000,000 shares
Third Series of Class 8 Preferred Shares: 10,000,000 shares	Third Series of Class 8 Preferred Shares: 10,000,000 shares
Fourth Series of Class 8 Preferred Shares:	Fourth Series of Class 8 Preferred Shares:

Current Articles	Amended Articles
10,000,000 shares	10,000,000 shares
<b>Chapter III Preferred Shares</b> <b>Article 11. (Preferred Dividends)</b>	<b>Chapter III Preferred Shares</b> <b>Article 11. (Preferred Dividends)</b>
<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><u>Class 5 Preferred Shares:</u>  <u>An amount of money per share equivalent to the amount paid in per share of the Class 5 Preferred Shares (JPY 25,000) multiplied by the rate of dividends of 3.675% per annum (JPY 918.75 per JPY 25,000 which is equivalent to the amount paid in).</u></p> <p>First through Fourth Series of Class 7 Preferred Shares:  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, LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities plus 5% per annum.</p> <p>First through Fourth Series of Class 8 Preferred Shares:</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 style="text-align: center;"><u>&lt;Deleted&gt;</u></p> <p>First through Fourth Series of Class 7 Preferred Shares:  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, LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities plus 5% per annum.</p> <p>First through Fourth Series of Class 8 Preferred Shares:</p>

Current Articles	Amended Articles
<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 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, LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities plus 5% per annum.</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 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, LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities plus 5% per annum.</p>
<p>2. (Omitted)</p>	<p>2. (Same as at present)</p>
<p>3. (Omitted)</p>	<p>3. (Same as at present)</p>
<p>Article 13. (Distribution of Residual Assets)</p>	<p>Article 13. (Distribution of Residual Assets)</p>
<p>1. If the Company distributes the residual assets, the Company shall pay to the Preferred Shareholders or the Registered Pledges of Preferred Shares, prior to the payment to the Ordinary Shareholders or the Registered Pledges of Ordinary Shares, the respective amounts of money specified below:</p>	<p>1. If the Company distributes the residual assets, the Company shall pay to the Preferred Shareholders or the Registered Pledges of Preferred Shares, prior to the payment to the Ordinary Shareholders or the Registered Pledges of Ordinary Shares, the respective amounts of money specified below:</p>
<p><u>Class 5 Preferred Shares:</u> JPY 25,000 per share</p>	<p>&lt;Deleted&gt;</p>
<p>First through Fourth Series of Class 7 Preferred Shares: 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 multiplied by the ratio 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. Provided the maximum of such ratio shall be 120% and the minimum of such ratio shall be 80%.</p>	<p>First through Fourth Series of Class 7 Preferred Shares: 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 multiplied by the ratio 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. Provided the maximum of such ratio shall be 120% and the minimum of such ratio shall be 80%.</p>
<p>First through Fourth Series of Class 8 Preferred Shares: 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 multiplied by the ratio 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. Provided the maximum of such ratio shall be 120% and the minimum of such ratio shall be 80%.</p>	<p>First through Fourth Series of Class 8 Preferred Shares: 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 multiplied by the ratio 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. Provided the maximum of such ratio shall be 120% and the minimum of such ratio shall be 80%.</p>
<p>2. (Omitted)</p>	<p>2. (Same as at present)</p>
<p>Article 16. (Call Provision of Preferred</p>	<p>Article 16. (Call Provision of Preferred</p>

Current Articles	Amended Articles
<p>Shares)</p> <p>1. <u>The Company may, on one or more days to be determined separately by the Representative Executive Officer pursuant to the provisions of Paragraph 1 of Article 168 of the Companies Act which shall be dates on or after August 28, 2014, acquire all or part of shares of the Class 5 Preferred Shares, and in such case the Company shall pay, in exchange for each share of the Class 5 Preferred Shares, the amount of money equal to JPY 25,000 plus the amount equivalent to the accrued dividends of surplus (which shall mean the amount of the Preferred Dividends prorated for the period from the first day of the business year in which the acquisition takes place through the day of acquisition (including such first day and the day of acquisition), less the amount of the Preferred Interim Dividends if the same was paid during the same business year).</u></p> <p>2. (Omitted)</p> <p>3. (Omitted)</p> <p>4. (Omitted)</p> <p>5. When pursuant to paragraphs 1 through 4 above the Company acquires part of shares of <u>the Class 5 Preferred Shares</u>, the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares, the Representative Executive Officer shall select shares to be acquired by drawing lots.</p>	<p>Shares)</p> <p style="text-align: center;"><u>&lt;Deleted&gt;</u></p> <p>1. (Same as at present)</p> <p>2. (Same as at present)</p> <p>3. (Same as at present)</p> <p>4. When pursuant to paragraphs 1 <u>and 2</u> above the Company acquires part of shares of the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares, the Representative Executive Officer shall select shares to be acquired by drawing lots.</p>
<p>Chapter IV Shareholders Meetings Article 24. (Class Meetings)</p> <p>1. (Omitted)</p> <p>2. (Omitted)</p> <p>3. In cases where the Company carries out an act listed in each Item of Paragraph 1 of Article 322 of the Companies Act, no resolution of class meetings of <u>the Class 5 Preferred Shares</u>, the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares shall be required.</p>	<p>Chapter IV Shareholders Meetings Article 24. (Class Meetings)</p> <p>1. (Same as at present)</p> <p>2. (Same as at present)</p> <p>3. In cases where the Company carries out an act listed in each Item of Paragraph 1 of Article 322 of the Companies Act, no resolution of class meetings of the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares shall be required.</p>



## Agenda No. 2: Election of Ten (10) Directors

As the terms of office of all nine (9) Directors will expire at the close of this General Meeting of Shareholders, the Company proposes to elect ten (10) Directors based on the decision by the Nominating Committee. The candidates for the Directors are as follows:

Candidate No.	Name	Current positions, etc. at the Company
1	Kazuhiro Higashi (Reappointment)	Director, President and Representative Executive Officer
2	Shoichi Iwanaga (New candidate)	Representative Executive Officer
3	Satoshi Fukuoka (New candidate)	Representative Executive Officer
4	Kaoru Isono (Reappointment)	Director
5	Toshio Arima (Reappointment)	Outside Director, Independent director
6	Yoko Sanuki (Reappointment)	Outside Director, Independent director
7	Mitsudo Urano (Reappointment)	Outside Director, Independent director
8	Tadamitsu Matsui (Reappointment)	Outside Director, Independent director
9	Hidehiko Sato (Reappointment)	Outside Director, Independent director
10	Chiharu Baba (Reappointment)	Outside Director, Independent director

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
1	<p data-bbox="467 712 663 786">Kazuhiro Higashi (April 25, 1957)</p> <p data-bbox="467 831 663 999">&lt;Number of the Company's shares owned&gt; Ordinary shares: 78,800 shares</p> <p data-bbox="456 1043 675 1234">&lt;Period in office as Director&gt; 9 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="451 1279 679 1447">&lt;Attendance at meetings of board of directors &gt; 18 / 18 meetings (FY 2017)</p>	<p data-bbox="711 275 842 304">[Biography]</p> <p data-bbox="711 315 1453 472">April 1982    Joined the Group October 2003    Executive Officer, General Manager of Financial Accounting Division of the Company and Executive Officer, in charge of Planning Division (financial accounting) of Resona Bank, Ltd.</p> <p data-bbox="711 483 1422 539">June 2005    Outside Director of Resona Trust &amp; Banking Co., Ltd.</p> <p data-bbox="711 551 1449 607">June 2007    Managing Executive Officer, in charge of Corporate Administration Office of Resona Bank, Ltd.</p> <p data-bbox="711 618 1449 674">June 2009    Director, Deputy President and Executive Officer of the Company</p> <p data-bbox="711 685 1385 741">April 2011    Director, Deputy President and Representative Executive Officer of the Company</p> <p data-bbox="711 752 1385 808">April 2012    Representative Director, Deputy President and Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="711 819 1414 875">April 2013    Director, President and Representative Executive Officer of the Company</p> <p data-bbox="711 887 1414 943">April 2013    Representative Director, President and Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="711 954 1453 1010">April 2017    Chairman of the Board, President and Representative Director of Resona Bank, Ltd.</p> <p data-bbox="711 1021 1437 1122">April 2018    Director, President and Representative Executive Officer, in charge of Corporate Governance Office, of the Company (incumbent)</p> <p data-bbox="711 1133 1445 1256">April 2018    Chairman of the Board, President, Representative Director and Executive Officer, in charge of Corporate Governance Office, of Resona Bank, Ltd. (incumbent)</p> <p data-bbox="711 1312 1086 1346">[Status of key concurrent position]</p> <p data-bbox="711 1357 1385 1413">Chairman of the Board, President, Representative Director and Executive Officer of Resona Bank, Ltd.</p> <p data-bbox="711 1424 1262 1458">[Reasons for election of the candidate for Director]</p> <p data-bbox="711 1469 1453 1738">Mr. Kazuhiro Higashi has wealth of business experience at finance divisions, corporate administration divisions and others as well as managerial experience as the President of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will continue to contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the person with ultimate responsibility over business operations, and to receive the continued benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="711 1749 1437 1805">* Special conflict of interest between Mr. Kazuhiro Higashi and the Company</p> <p data-bbox="711 1816 1390 1872">There are no special conflicts of interest between Mr. Kazuhiro Higashi and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
2	Shoichi Iwanaga (August 7, 1965)  <Number of the Company's shares owned> Ordinary shares: 8,400 shares	<p>[Biography]</p> <p>April 1989      Joined the Group</p> <p>April 2012      General Manager of Tokyo Sales Division No. 6 and Manager of Corporate Finance Office of Corporate Solutions Sales Division of Resona Bank, Ltd.</p> <p>April 2014      General Manager of Toranomon Branch and General Manager of Sales Division No. 1 of Toranomon Branch</p> <p>April 2016      Executive Officer and General Manager of Sales Support Division</p> <p>April 2017      Executive Officer, in charge of Facility Management Division of the Company</p> <p>April 2017      Executive Officer, in charge of Sales Support Division and Facility Management Division of Resona Bank, Ltd.</p> <p>April 2018      Representative Executive Officer, in charge of Group Strategy Division of the Company (incumbent)</p> <p>April 2018      Executive Officer, in charge of Corporate Administration Division of Resona Bank, Ltd. (incumbent)</p> <hr/> <p>[Status of key concurrent position]            Executive Officer of Resona Bank, Ltd.</p> <p>[Reasons for election of the candidate for Director]            Mr. Shoichi Iwanaga has wealth of business experience at sales divisions, sales planning divisions and others as well as managerial experience as the head of the sales planning divisions of Resona Bank, Ltd. The Company proposes him as a candidate for a Director, expecting that he will contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the head of the corporate administration divisions, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p>* Special conflicts of interest between Mr. Shoichi Iwanaga and the Company            There are no special conflicts of interest between Mr. Shoichi Iwanaga and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
3	<p style="text-align: center;">Satoshi Fukuoka (April 3, 1965)</p> <p style="text-align: center;">&lt;Number of the Company's shares owned&gt; Ordinary shares: 6,000 shares</p>	<p>[Biography]</p> <p>April 1989      Joined the Group</p> <p>July 2010      Group Leader at Corporate Administration Division of Saitama Resona Bank, Ltd.</p> <p>July 2013      General Manager of Sales Support Division</p> <p>April 2015      General Manager of Finance and Accounting Division of the Company</p> <p>April 2017      Executive Officer, in charge of Finance and Accounting Division</p> <p>April 2018      Representative Executive Officer, in charge of Finance and Accounting Division (incumbent)</p> <hr/> <p>[Reasons for election of the candidate for Director]</p> <p>Mr. Satoshi Fukuoka has wealth of business experience at finance and accounting divisions, corporate administration divisions and others as well as managerial experience as the head of the finance and accounting divisions of the Company. The Company proposes him as a candidate for a Director, expecting that he will contribute to continuous growth of the Group and increase in corporate value on a medium- to long-term basis as the head of the finance and accounting divisions, and to receive the benefit of his experience and expertise in supervising the operation of the Company.</p> <p>* Special conflicts of interest between Mr. Satoshi Fukuoka and the Company</p> <p>There are no special conflicts of interest between Mr. Satoshi Fukuoka and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
4	<p data-bbox="454 398 676 465">Kaoru Isono (February 21, 1956)</p> <p data-bbox="464 510 667 600">&lt;Number of the Company's shares owned&gt;</p> <p data-bbox="475 611 655 678">Ordinary shares: 32,500 shares</p> <p data-bbox="454 723 676 790">&lt;Period in office as Director&gt;</p> <p data-bbox="454 801 676 913">9 years (as of the close of this General Meeting of Shareholders)</p> <p data-bbox="454 969 676 1059">&lt;Attendance at meetings of board of directors &gt;</p> <p data-bbox="454 1070 676 1137">18 / 18 meetings (FY 2017)</p> <p data-bbox="464 1171 667 1261">&lt;Attendance at meetings of Audit Committee &gt;</p> <p data-bbox="454 1272 676 1339">13 / 13 meetings (FY 2017)</p>	<p data-bbox="710 275 842 309">[Biography]</p> <p data-bbox="710 320 1321 353">April 1978     Joined Long-Term Credit Bank of Japan</p> <p data-bbox="710 365 1406 421">October         Manager, Market Risk Management Division of 2000             Shinsei Bank, Limited</p> <p data-bbox="710 432 1437 488">April 2004     Executive Officer, in charge of Risk Management Division and Compliance Division of the Company</p> <p data-bbox="710 499 1445 577">April 2004     Executive Officer, in charge of Risk Management Division and Compliance Division of Resona Bank, Ltd.</p> <p data-bbox="710 589 1315 622">June 2004     Outside Director of Nara Bank, Limited</p> <p data-bbox="710 633 1398 667">June 2007     Outside Director of The Kinki Osaka Bank, Ltd</p> <p data-bbox="710 678 1410 734">June 2009     Director, Chairperson of Audit Committee of the Company</p> <p data-bbox="710 745 1437 779">June 2010     Director, Member of Audit Committee (incumbent)</p> <p data-bbox="710 790 1410 846">November     Director, Member of Audit Committee of Kansai 2017             Mirai Financial Group, Inc.</p> <p data-bbox="710 857 1110 891">April 2018     Director (incumbent)</p> <p data-bbox="710 902 1086 936">[Status of key concurrent position]</p> <p data-bbox="710 947 1214 981">Director of Kansai Mirai Financial Group, Inc.</p> <p data-bbox="710 992 1262 1025">[Reasons for election of the candidate for Director]</p> <p data-bbox="710 1037 1453 1317">Mr. Kaoru Isono has wealth of business experience at risk management divisions and ALM divisions and appropriate expertise on finance and accounting matters as well as wealth of experience in supervising the management as a member of the Audit Committee. He has proactively provided opinions and suggestions at various meetings of the Company and otherwise especially from the perspective of the enhancement of the Group's internal controls. The Company proposes him as a candidate for Director to receive the continued benefit of his experience and expertise in supervising the operation of the Company.</p> <p data-bbox="710 1328 1394 1384">* Special conflicts of interest between Mr. Kaoru Isono and the Company</p> <p data-bbox="710 1395 1426 1451">There are no special conflicts of interest between Mr. Kaoru Isono and the Company.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
5	<p>Toshio Arima (May 31, 1942) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 14,800 shares</p> <p>&lt;Period in office as Director&gt; 7 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 17 / 18 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Nominating Committee &gt; 11 / 12 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Compensation Committee &gt; 7 / 8 meetings (FY 2017)</p>	<p>[Biography]</p> <p>April 1967    Joined Fuji Xerox Co., Ltd.</p> <p>June 2002    President and Representative Director (Executive Officer)</p> <p>October 2006    Director of FUJIFILM Holdings Corporation</p> <p>June 2007    Board Director and Executive Advisor of Fuji Xerox Co., Ltd.</p> <p>June 2007    Outside Director of Resona Bank, Ltd.</p> <p>June 2008    Executive Corporate Advisor of Fuji Xerox Co., Ltd.</p> <p>March 2011    Outside Director of Kirin Holdings Company, Limited (incumbent)</p> <p>June 2011    Outside Director of Fuji Heavy Industries Ltd.</p> <p>June 2011    Outside Director, Member of Nominating Committee of the Company</p> <p>October 2011    Chairman of the Board, Global Compact Japan Network (currently, Global Compact Network Japan) (incumbent)</p> <p>June 2012    Outside Director, Chairperson of Nominating Committee of the Company</p> <p>November 2012    Member of Compensation Committee (incumbent)</p> <p>June 2017    Member of Nominating Committee (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Chairman of the Board, Global Compact Network Japan Outside Director of Kirin Holdings Company, Limited</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Toshio Arima has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of customer service and CSR based on his extensive idea and experience as a manager of manufacturing business and sales business. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Arima will continue to be highly capable of utilizing his idea and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Toshio Arima and the Company and independence of Mr. Toshio Arima There are no special conflicts of interest between Mr. Toshio Arima and the Company.</p> <p>There is no donation to Global Compact Network Japan for which Mr. Toshio Arima serves concurrently.</p> <p>[Legal violation, etc. by other companies in which the candidate for Outside Director served as an officer]</p> <p>Fuji Heavy Industries Ltd. (currently, Subaru Corporation) for which Mr. Toshio Arima, a candidate for an Outside Director, served as an outside director until June 2016, made a report to the Ministry of Land, Infrastructure, Transport and Tourism of the results of the investigation of actual state and study of countermeasures to prevent recurrence regarding inappropriate handling of final vehicle</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>inspection at the Gunma Manufacturing Division in December 2017. While Mr. Arima had no knowledge of this matter until this matter was uncovered, he duly carried out his duties during his term of office by expressing opinions from the perspective of compliance with law and calling for attention. Hence, the Company has concluded that Mr. Arima is qualified to be a candidate for an Outside Director.</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
6	<p>Yoko Sanuki (April 3, 1949) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 12,300 shares</p> <p>&lt;Period in office as Director&gt; 6 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 18 / 18 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Audit Committee &gt; 13 / 13 meetings (FY 2017)</p>	<p>[Biography]</p> <p>April 1981 Registered as Attorney-at-law</p> <p>November 2001 Representative of NS Law Office (incumbent)</p> <p>June 2003 Outside Auditor of KURAYA SANSEIDO Inc.</p> <p>June 2007 Outside Auditor of Meiji Dairies Corporation</p> <p>April 2009 Outside Director of Meiji Holdings Co., Ltd. (incumbent)</p> <p>June 2011 Outside Director of Resona Bank, Ltd.</p> <p>June 2012 Outside Director, Member of Audit Committee of the Company</p> <p>June 2015 Chairperson of Audit Committee (incumbent)</p> <p>[Status of key concurrent positions] Attorney-at-law (Representative of NS Law Office) Outside Director of Meiji Holdings Co., Ltd.</p> <p>[Reasons for election of the candidate for Outside Director] Ms. Yoko Sanuki has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of legal risk and compliance based on her extensive knowledge and experience as an expert in law. Although her past involvement in managing a corporation has only been as an outside director or an outside audit &amp; supervisory board member, she is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Ms. Sanuki will continue to be highly capable of utilizing her experience and expertise in supervising the management and appoints her as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Ms. Yoko Sanuki and the Company and independence of Ms. Yoko Sanuki There are no special conflicts of interest between Ms. Yoko Sanuki and the Company.</p> <p>Although Ms. Yoko Sanuki is a lawyer, there is no advisory contract with the Company or any of its subsidiary banks.</p> <p>* Ms. Yoko Sanuki's name on her family register is Yoko Itazawa.</p>



Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
7	<p>Mitsudo Urano (March 20, 1948) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 3,000 shares</p> <p>&lt;Period in office as Director&gt; 5 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 18 / 18 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Compensation Committee &gt; 8 / 8 meetings (FY 2017)</p>	<p>[Biography]</p> <p>April 1971      Joined Nippon Reizo Co. Ltd. (currently, Nichirei Corporation)</p> <p>April 1997      General Manager of Strategic Planning Division</p> <p>June 1999      Director and General Manager of Strategic Planning Division</p> <p>June 2001      Representative Director and President</p> <p>January 2005      Representative Director and President of Nichirei Foods Inc.</p> <p>April 2007      Director and Chairman</p> <p>June 2007      Representative Director and Chairman of Nichirei Corporation</p> <p>May 2008      Chairman of Japan Frozen Food Association</p> <p>June 2008      Outside Corporate Auditor of Nippon Mining Holdings, Inc.</p> <p>June 2009      Outside Director of Mitsui Fudosan Co., Ltd.</p> <p>June 2009      Outside Corporate Auditor of NSD CO., LTD.</p> <p>June 2010      Outside Corporate Auditor of JX Holdings, Inc.</p> <p>June 2011      Outside Director of Yokogawa Electric Corporation (incumbent)</p> <p>June 2013      Outside Director, Member of Compensation Committee of the Company</p> <p>June 2013      Senior Advisor of Nichirei Corporation</p> <p>June 2013      Outside Director of HOYA CORPORATION (incumbent)</p> <p>June 2014      Outside Director, Chairperson of Compensation Committee of the Company (incumbent)</p> <p>June 2014      Outside Director of Hitachi Transport System, Ltd. (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Outside Director of Yokogawa Electric Corporation</p> <p>Outside Director of HOYA CORPORATION</p> <p>Outside Director of Hitachi Transport System, Ltd.</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Mitsudo Urano has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of management reforms and organizational climate reforms based on his extensive idea and experience as a manager of manufacturing business and logistics business. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Urano will be highly capable of utilizing his ideas and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Mitsudo Urano and the Company and independence of Mr. Mitsudo Urano</p>

Candidate No.	Name (Date of birth), etc.	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		There are no special conflicts of interest between Mr. Mitsudo Urano and the Company.

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
8	<p>Tadamitsu Matsui (May 13, 1949) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 15,700 shares</p> <p>&lt;Period in office as Director&gt; 4 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 18 / 18 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Nominating Committee &gt; 12 / 12 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Compensation Committee &gt; 8 / 8 meetings (FY 2017)</p>	<p>[Biography]</p> <p>June 1973      Joined THE SEIYU Co., Ltd.</p> <p>May 1993      Director of Ryohin Keikaku Co., Ltd.</p> <p>May 1997      Managing Director</p> <p>March 1999    Senior Managing Director</p> <p>January 2001    President and Representative Director</p> <p>May 2001      Director of RK Truck Co., Ltd.</p> <p>February 2008   Chairman and Representative Director and Executive Officer of Ryohin Keikaku Co., Ltd.</p> <p>May 2009      President and Representative Director of MUJI.net Co., Ltd.</p> <p>April 2010     President and Representative Director of T&amp;T Corporation (currently, MATSUI office corporation) (incumbent)</p> <p>June 2013      Outside Director of Resona Bank, Ltd.</p> <p>September 2013   Outside Director of Adastria Holdings Co., Ltd. (currently, Adastria Co., Ltd.) (incumbent)</p> <p>June 2014      Outside Director, Member of Compensation Committee of the Company (incumbent)</p> <p>June 2014      Outside Director of OOTOYA Holdings Co., Ltd.</p> <p>May 2015      Outside Director of NEXTAGE Co., Ltd. (incumbent)</p> <p>June 2015      Outside Director, Member of Nominating Committee of the Company</p> <p>November 2016   Outside Director of SADAMATSU Company Limited (currently, Festaria Holdings Co., Ltd.) (incumbent)</p> <p>June 2017      Outside Director, Chairperson of Nominating Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Representative Director and President of MATSUI office corporation</p> <p>Outside Director of Adastria Co., Ltd.</p> <p>Outside Director of NEXTAGE Co., Ltd.</p> <p>Outside Director of Festaria Holdings Co., Ltd.</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Tadamitsu Matsui has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of promotion of management reforms and service reforms based on his extensive idea and experience as a manager of retail business. He is independent of the</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Matsui will be highly capable of utilizing his ideas and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Tadamitsu Matsui and the Company and independence of Mr. Tadamitsu Matsui There are no special conflicts of interest between Mr. Tadamitsu Matsui and the Company.</p> <p>Although Mr. Tadamitsu Matsui is President and Representative Director of MATSUI office corporation, there is no loan transaction with the Company's subsidiary banks.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
9	<p>Hidehiko Sato (April 25, 1945) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 6,300 shares</p> <p>&lt;Period in office as Director&gt; 3 years (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 15 / 18 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Nominating Committee &gt; 9 / 10 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Audit Committee &gt; 13 / 13 meetings (FY 2017)</p>	<p>[Biography]</p> <p>April 1968    Joined National Police Agency</p> <p>August 1986    Counselor of the Cabinet Legislation Bureau</p> <p>April 1992    Manager of Criminal Investigation Bureau, Metropolitan Police Department</p> <p>February 1995    General Manager of Saitama Prefectural Police</p> <p>December 1996    Director General of Criminal Investigation Bureau, National Police Agency</p> <p>January 1999    General Manager of Osaka Prefectural Police</p> <p>August 2002    Commissioner General of National Police Agency</p> <p>August 2004    Advisor to National Police Agency</p> <p>February 2005    Managing Director of Mutual Aid Association of National Police</p> <p>June 2011    Attorney-at-law (member of the Dai-ichi Tokyo Bar Association) (incumbent)</p> <p>June 2011    Outside Director and Member of Audit Committee of JS Group Corporation</p> <p>June 2011    Outside Audit and Supervisory Board Member of Sumitomo Dainippon Pharma Co., Ltd.</p> <p>June 2013    Outside Director of Sumitomo Dainippon Pharma Co., Ltd. (incumbent)</p> <p>June 2013    Outside Director, Member of Nomination Committee and Member of Audit Committee of LIXIL Group Corporation</p> <p>June 2014    Outside Director of Resona Bank, Ltd.</p> <p>June 2015    Outside Director, Member of Audit Committee of the Company (incumbent)</p> <p>June 2016    Outside Director, Chairperson of Nomination Committee and Member of Audit Committee of LIXIL Group Corporation</p> <p>June 2017    Outside Director, Member of Nominating Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Attorney-at-law (Hibiki Law Office)</p> <p>Outside Director of Sumitomo Dainippon Pharma Co., Ltd.</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Hidehiko Sato has contributed proactively in the meetings of the Board of Directors and others by offering opinions and advice especially from the perspective of compliance and organizational management based on his professional knowledge in legal affairs and his experience in public administration. Although his past involvement in managing a corporation has only been as an outside director or an outside audit &amp; supervisory board member,</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
		<p>he is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Sato will continue to be highly capable of utilizing his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Hidehiko Sato and the Company and independence of Mr. Hidehiko Sato</p> <p>There are no special conflicts of interest between Mr. Hidehiko Sato and the Company.</p> <p>Although Mr. Hidehiko Sato is a lawyer, there is no advisory contract with the Company or any of its subsidiary banks.</p>

Candidate No.	Name (Date of birth)	Brief profile, position, responsibility at the Company and status of key concurrent positions, etc.
10	<p>Chiharu Baba (November 15, 1950) Outside Director (Independent director)</p> <p>&lt;Number of the Company's shares owned&gt; Ordinary shares: 6,000 shares</p> <p>&lt;Period in office as Director&gt; 1 year (as of the close of this General Meeting of Shareholders)</p> <p>&lt;Attendance at meetings of board of directors &gt; 14 / 14 meetings (FY 2017)</p> <p>&lt;Attendance at meetings of Audit Committee &gt; 10 / 10 meetings (FY 2017)</p>	<p>[Biography]</p> <p>April 1973    Joined The Industrial Bank of Japan, Limited</p> <p>June 2001    Executive Officer and General Manager of Consolidated Risk Management Division</p> <p>April 2002    Managing Executive Officer of Mizuho Bank, Ltd.</p> <p>April 2004    Senior Managing Executive Officer of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>June 2004    Executive Managing Director</p> <p>April 2005    Deputy President and Representative Director</p> <p>June 2007    Standing Audit &amp; Supervisory Board Member of Japan Energy Corporation</p> <p>July 2010    Standing Audit &amp; Supervisory Board Member of JX Nippon Oil &amp; Energy Corporation</p> <p>June 2012    Standing Audit &amp; Supervisory Board Member of JX Nippon Mining &amp; Metals Corporation</p> <p>June 2014    Advisor of JX Nippon Mining &amp; Metals Corporation</p> <p>June 2015    Outside Director of Saitama Resona Bank, Ltd.</p> <p>June 2015    Outside Audit &amp; Supervisory Board Member of Tohoku Electric Power Co., Inc. (incumbent)</p> <p>June 2017    Outside Director, Member of Audit Committee of the Company (incumbent)</p> <p>[Status of key concurrent positions]</p> <p>Outside Audit &amp; Supervisory Board Member of Tohoku Electric Power Co., Inc.</p> <p>[Reasons for election of the candidate for Outside Director]</p> <p>Mr. Chiharu Baba has contributed proactively by offering opinions and advice especially from the perspective of profit management and risk management based on his knowledge and experience as an expert in finance area. He is independent of the management team and there is no threat of any conflict of interest arising with the general shareholders. The Company believes Mr. Baba will continue to be highly capable of using his knowledge and experience in supervising the management and appoints him as a candidate for an Outside Director.</p> <p>* Special conflicts of interest between Mr. Chiharu Baba and the Company and Independence of Mr. Chiharu Baba</p> <p>There are no special conflicts of interest between Mr. Chiharu Baba and the Company.</p>