

June 26, 2017

Resona Holdings, Inc.

Kazuhiro Higashi

Director, President and Representative Executive Officer

(Security Code: 8308, First Section of the Tokyo Stock Exchange)

**RESULTS OF EXERCISE OF VOTING RIGHTS AT THE 16TH ORDINARY  
GENERAL MEETING OF SHAREHOLDERS**

We notify you of the results of exercise of voting rights at the 16<sup>th</sup> Ordinary General Meeting of Shareholders held on June 23, 2017 as stated below.

1. Voting Rights

The number of shareholders who have voting rights: 238,689

Total number of voting rights: 23,222,581

2. Matters to be Resolved

<Company's Proposals (Agenda No. 1 and No. 2)>

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

Agenda No. 2: Election of 10 Directors

<Shareholders' Proposals (Agenda No. 3 through No. 20)>

Agenda No. 3: Partial Amendment to the Articles of Incorporation (Submission to the Bank of Japan of Written Request to Not Further Negative Interest Rate Policy)

Agenda No. 4: Partial Amendment to the Articles of Incorporation (Individual Disclosure of Remuneration of Officers)

Agenda No. 5: Partial Amendment to the Articles of Incorporation (Separation of Roles of Chairman of the Board of Directors and Chief Executive Officer)

Agenda No. 6: Partial Amendment to the Articles of Incorporation (Creation of System Permitting Reinstatement of Employee of the Company after Standing for National or Local Election)

Agenda No. 7: Partial Amendment to the Articles of Incorporation (Exercise of Voting Rights of Shares Held for Strategic Reasons)

Agenda No. 8: Partial Amendment to the Articles of Incorporation (Disclosure of Policy and Results of Officer Training)

Agenda No. 9: Partial Amendment to the Articles of Incorporation (Provision Regarding Communication between Shareholders and Directors and Relevant Handling)

Agenda No. 10: Partial Amendment to the Articles of Incorporation (Provision Regarding the Structure Allowing Shareholders to Recommend Candidates for Directors to the Nominating Committee and Equal Treatment)

Agenda No. 11: Partial Amendment to the Articles of Incorporation (Description in Convocation Notice, Etc. of Shareholder's Proposals with the Maximum of At Least 100)

Agenda No. 12: Partial Amendment to the Articles of Incorporation (Establishment of Contact Point within the Audit Committee for Whistle-blowing)

Agenda No. 13: Partial Amendment to the Articles of Incorporation (Holding of Management Meetings by Outside Directors Only Not Involving Representative Executive Officers)

Agenda No. 14: Partial Amendment to the Articles of Incorporation (Establishment of Special Positions and Quota for Promotion to Regular Positions and Managers for Previous Graduates for Women, Etc. Who Suffered Interruption of Business Career by Childbirth or Child Rearing)

Agenda No. 15: Partial Amendment to the Articles of Incorporation (Prohibition of Discrimination against Activist Investors)

Agenda No. 16: Partial Amendment to the Articles of Incorporation (Establishment of Special Committee Regarding the Company's Expressing Opinion on Series of Acts by Mr. Katsutoshi Kaneda, Minister of Justice)

Agenda No. 17: Partial Amendment to the Articles of Incorporation (Establishment of Special Investigation Committee Regarding Loans to Kabushiki Kaisha Kenko)

Agenda No. 18: Dismissal of Director Mitsudo Urano

Agenda No. 19: Partial Amendment to the Articles of Incorporation (Establishment of Special Investigation Committee Regarding Director Mitsudo Urano)

Agenda No. 20: Election of Director

### 3. Results of Exercise of Voting Rights

Matters	Approval	Disapproval	Abstention	Rate of approval	Voting results
Agenda No. 1	17,766,631	21,557	3,537	99.43%	Adopted
Agenda No. 2					
Kazuhiro Higashi	17,616,235	172,763	3,537	98.59%	Adopted
Tetsuya Kan	17,638,188	150,810	3,537	98.71%	Adopted
Toshiki Hara	17,638,216	150,782	3,537	98.71%	Adopted
Kaoru Isono	17,214,737	574,258	3,537	96.34%	Adopted
Toshio Arima	17,651,273	137,734	3,537	98.78%	Adopted
Yoko Sanuki	17,667,033	121,966	3,537	98.87%	Adopted
Mitsudo Urano	17,604,902	184,105	3,537	98.53%	Adopted
Tadamitsu Matsui	17,618,149	170,857	3,537	98.60%	Adopted
Hidehiko Sato	17,659,316	129,683	3,537	98.83%	Adopted
Chiharu Baba	17,754,717	34,292	3,537	99.36%	Adopted
Agenda No. 3	505,364	17,266,726	18,618	2.82%	Rejected
Agenda No. 4	7,671,788	10,115,325	3,545	42.94%	Rejected
Agenda No. 5	6,602,639	11,081,970	106,137	36.95%	Rejected
Agenda No. 6	495,857	17,275,895	18,794	2.77%	Rejected
Agenda No. 7	5,982,226	11,805,000	3,545	33.48%	Rejected
Agenda No. 8	685,656	17,086,445	18,618	3.83%	Rejected
Agenda No. 9	560,832	17,211,303	18,638	3.13%	Rejected
Agenda No. 10	506,000	17,265,546	18,638	2.83%	Rejected
Agenda No. 11	491,552	17,280,052	18,618	2.75%	Rejected
Agenda No. 12	529,301	17,242,281	18,638	2.96%	Rejected
Agenda No. 13	586,992	17,199,914	3,565	3.28%	Rejected
Agenda No. 14	511,766	17,253,381	25,087	2.86%	Rejected
Agenda No. 15	502,240	17,269,308	18,638	2.81%	Rejected
Agenda No. 16	475,307	17,296,395	18,725	2.66%	Rejected
Agenda No. 17	477,548	17,293,962	18,638	2.67%	Rejected
Agenda No. 18	484,837	17,279,176	26,149	2.71%	Rejected
Agenda No. 19	477,624	17,293,986	18,638	2.67%	Rejected
Agenda No. 20	703,349	17,082,881	3,565	3.93%	Rejected

(Notes)

- The requirements for adoption for each matter were as follows:

For Agenda No. 1, Agenda No. 3 through 17 and Agenda No. 19, attendance of shareholders who hold at least one-third of voting rights of the shareholders entitled to exercise voting rights, and approval by two-thirds or more of the voting rights of such shareholders present or represented at the meeting were required.

For Agenda No. 2, Agenda No. 18 and Agenda No. 20, attendance of shareholders who hold at least one-third of voting rights of the shareholders entitled to exercise voting rights, and approval by a majority of the voting rights of such shareholders present or represented at the meeting were required.

2. Reason why a portion of the number of voting rights of the shareholders present or represented at the Meeting was not included in the number of voting rights exercised

By taking into account the number of voting rights exercised on or before the day before the Meeting and the number of voting rights of some shareholders present or represented at the Meeting whose intention of approval or disapproval was confirmed, the resolutions for either adoption or rejection of each matter were legally made in accordance with the Companies Act. Therefore, the number of voting rights of other shareholders present or represented at the Meeting whose intention of approval, disapproval or abstention was not confirmed was not included in the calculation.