

August 28, 2002  
Daiwa Bank Holdings, Inc.

## **Announcement Regarding Consolidation and Realignment of Resona Group's Subsidiary Banks and Appointment of Representatives**

Daiwa Bank Holdings, Inc. ("Daiwa Bank HD," President: Yasuhisa Katsuta) previously announced its plan to consolidate and realign the operations of its fully-owned subsidiaries, The Daiwa Bank, Ltd. ("Daiwa Bank," President: Yasuhisa Katsuta) and The Asahi Bank, Ltd. ("Asahi Bank," President: Yukio Yanase) to establish Resona Bank and Saitama Resona Bank, subject to the approvals from the competent government authorities. Daiwa Bank HD hereby announces that the parties concerned concluded "Contract for Corporate Separation and Merger" in relation to the planned reorganization.

In addition, representatives of Daiwa Bank HD (later the name will be changed to Resona Holdings, Inc. effective on October 1, 2002), Resona Bank and Saitama Resona Bank were informally appointed.

### **1. Outline of the Consolidation and Realignment of Subsidiary Banks**

In accordance with the "Contract for Corporate Separation and Merger," Asahi Bank will transfer the operations of its branch and other offices in Saitama Prefecture to Saitama Resona Bank, Ltd. on March 1, 2003 (planned).

(Notes)

- All of the Asahi Bank's branch and other offices in Saitama Prefecture (excluding certain off-premises ATM corners and one branch office to be established hereafter in Saitama Prefecture) and three other branch offices, which Asahi Bank plans to establish in the Tokyo metropolitan area, will be acquired by Saitama Resona Bank. The three branches in the Tokyo metropolitan area are to be newly opened for the sake of customer convenience.
- Acquiring institution was established on August 27, 2002 as a fully owned subsidiary of Daiwa Bank HD. It will obtain a banking license and after the acquisition of operations, it will commence operations as a bank.

Based on the same contract, Daiwa Bank and Asahi Bank will merge on March 1, 2003 with Daiwa Bank being a surviving institution. Simultaneously, the corporate name will be changed to Resona Bank, Ltd.

Daiwa Bank, Asahi Bank and Saitama Resona Bank plan to hold a general meeting of stockholders on September 27, 2002 to obtain approvals from their stockholders in relation to the "Contract for Corporate Separation and Merger."

### **2. Representatives**

Representatives of Resona Holdings, Resona Bank and Saitama Resona Bank were informally appointed as follows:

	Post	Appointee (Current post)	Assumption of Office
Resona Holdings, Inc	Chairman	Takashi Kaiho (Chairman of Daiwa Bank HD)	
	President	Yukio Yanase (Deputy President of Daiwa Bank HD) (President of Asahi Bank)	Late June, 2003 (Planned)
Resona Bank, Ltd.	President	Yasuhisa Katsuta (President of Daiwa Bank HD) (President of Daiwa Bank)	
	Deputy President	Tetsuo Morishige (Deputy President of Daiwa Bank) Akihiko Umeda (Deputy President of Asahi Bank)	March 1, 2003 (Planned)
Saitama Resona Bank, Ltd.	President	Tadahiro Tone (Director of Daiwa Bank HD) (Senior Managing Director of Asahi Bank)	August 27, 2002
	Deputy President	Takao Maruyama (Managing Director of Daiwa Bank)	March 1, 2003 (Planned)

- Daiwa Bank HD will change its name to Resona Holdings, Inc. on October 1, 2002.
- Daiwa Bank will be a surviving institution in the merger. However, it will change its name to Resona Bank, Ltd. when it merges with Asahi Bank.

### 3. Outline of Resona Bank and Saitama Resona Bank

Outline of Resona Bank and Saitama Resona Bank after the consolidation and realignment is as follows. Saitama Resona Bank will develop its business activities with all customer segments in Saitama Prefecture, building close ties with the local communities and responding to the needs of its customers with carefully tailored services.

Resona Bank will also develop its business activities, maintaining and strengthening its ties with local communities. Moreover, the specialized service capabilities, such as derivatives and real estate transactions, will be concentrated in Resona Bank, and the Resona Group will work to enhance these capabilities. This will provide one common platform for the Group as a whole and make it possible to offer these services to all the customers of the Group banks.

	Resona Bank, Ltd.	Saitama Resona Bank, Ltd.
Date of consolidation, realignment, etc.	<u>Mar. 1, 2003</u> • Merger of Daiwa Bank and Asahi Bank • Change of corporate name	<u>Aug. 27, 2002</u> • Establishment <u>Mar. 1, 2003</u> • Acquisition of Asahi Bank's operations in Saitama Prefecture
Head Office Address	2-1, Bingomachi 2-Chome, Osaka (Current location of Daiwa Bank's head office)	4-1, Tokiwa 7-Chome, Saitama (Current location of Asahi Bank's Saitama head quarter office)
Amount of Capital	443.1 billion yen • Capital increase on merger: nil	50.0 billion yen • Initial capital is 20 billion yen at establishment. Later at the time when it acquires operations, capital will be increased)
Shareholder	Resona Holdings, Inc. (100%)	Resona Holdings, Inc. (100%)
Representative	President: Yasuhisa Katsuta	President: Tadahiro Tone

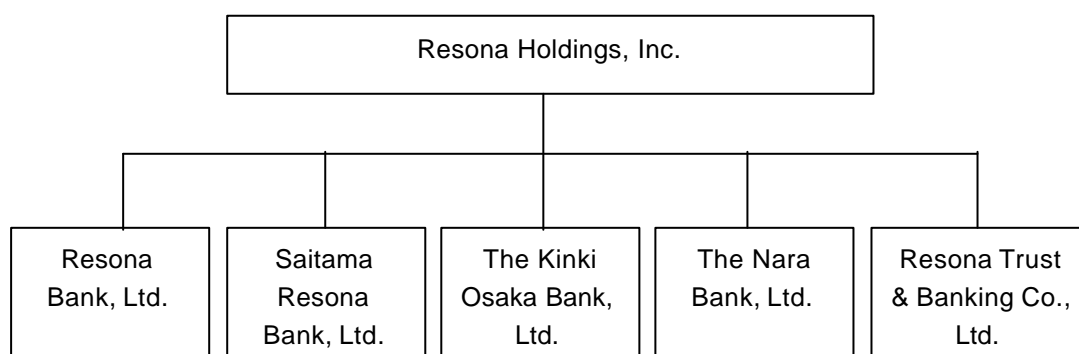
Number of Employees	Approx. 13,300	Approx. 3,000
Number of Manned Offices (includes agencies)	367 (of which, 3 offices are in Saitama Prefecture)	113 (of which, 110 offices are in Saitama Prefecture)
Number of off-premises ATMs	573 (of which, 3 locations are in Saitama Prefecture)	337 (of which 335 locations are in Saitama Prefecture)
Deposit and Loans	Deposit Approx. 21.6 trillion yen Loan Approx. 21.7 trillion yen	Deposit Approx. 8.2 trillion yen Loan Approx. 5.0 trillion yen

## [Reference]

### 1. Outline of the Parties Involved in the Corporate Separation and Merger

	The Daiwa Bank, Ltd.	The Asahi Bank, Ltd.
Date of establishment	May 1918	May 1945
Head office address	Chuo-ku, Osaka	Chiyoda-ku, Tokyo
Amount of capital	443.1 billion yen	605.3 billion yen
Shareholders	Daiwa Bank Holdings, Inc. (100%)	Daiwa Bank Holdings, Inc. (100%)
Representative	President: Yasuhisa Katsuta	President: Yukio Yanase
Number of employees	6,548	10,154
Number of manned offices (including agencies)	186 (of which, 2 offices are in Saitama Prefecture.)	301 (of which, 110 offices are in Saitama Prefecture.)
Number of off-premises ATM corners	259 (of which, 2 locations are in Saitama Prefecture.)	661 (of which, 332 locations are in Saitama Prefecture.)
Deposit and Loan (banking account only)	Deposit: 10,963.0 billion yen Loan: 9,612.7 billion yen	Deposit: 18,949.7 billion yen Loan: 17,148.7 billion yen

### 2. Structure of Resona Group after the Consolidation and Realignment



(Note)

Daiwa Trust & Banking Company will change its name to Resona Trust & Banking in October 2002.

*This material may contain important information, defined in the Japanese Securities and Exchange Law, concerning the business of Daiwa Bank Holdings and its subsidiaries. In case that a person who receives such information by viewing this web site conducts any sale, purchase or other certain transactions designated under the Law in respect of stocks or other certain securities or instruments issued by the Company, until 12 hours pass from the time when such information was disclosed to the designated media, such conducts may be deemed to be violation of the Law.*