

May 10, 2013

To whom it may concern,

Resona Holdings, Inc.  
Kazuhiro Higashi  
Director, President and Representative Executive Officer  
(Code No.: 8308, 1st Section of the Tokyo Stock Exchange  
and the Osaka Securities Exchange)

**Announcement Regarding the Establishment of the Threshold for Acquisition of Own Shares (Ordinary Shares and First Series Class Three Preferred Shares) (Acquisition of Own Shares pursuant to the Provisions of the Articles of Incorporation pursuant to Article 459, paragraph 1 of the Companies Act)**

Resona Holdings, Inc. ("Resona Holdings") hereby announces that, at the meeting of the Board of Directors held on May 10, 2013, it resolved to implement the acquisition of own shares (ordinary shares and the First Series Class Three Preferred Shares) (the "Acquisition of Own Shares") as described below pursuant to the provisions of Article 53 of the Articles of Incorporation of Resona Holdings pursuant to Article 459, paragraph 1 of the Companies Act. The ordinary shares and the First Series Class Three Preferred Shares to be acquired are planned to be cancelled immediately after the acquisition.

Note

**1. Grounds for Implementation of the Acquisition of Own Shares**

The Acquisition of the Own Shares is being implemented as a part of the "public funds full repayment plan" formulated today (the "Plan," for the details of the Plan, please see the "On Formulation of the 'Public Funds Full Repayment Plan'" separately disclosed today). The Acquisition of the Own Shares aims for the early repayment of the public funds pursuant to the Deposit Insurance Act, and the details are as set forth below.

**(1) Ordinary Shares**

Resona Holdings considers that the acquisition of the ordinary shares in the Acquisition of the Own Shares contributes to enhance the share value and so forth as a result of the improvement of the financial indices per share through reduction of the number of issued shares, in addition to the purpose of the early repayment of the public funds.

The acquisition of the ordinary shares is planned to be implemented subject to the approval of the proposals regarding the Plan at the annual shareholders' meeting of Resona Holdings (the "Annual Shareholders' Meeting"), and at each of the class meetings of the Ordinary Shareholders, Class C Preferred Shareholders, Class F Preferred Shareholders, Class Three Preferred Shareholders, Class Four Preferred Shareholders, Class Five Preferred Shareholders and Class Six Preferred Shareholders (the "Class Shareholders' Meetings") scheduled to be held on June 21, 2013 (for details, please see 3 below).

**(2) First Series Class Three Preferred Shares**

The acquisition of the First Series Class Three Preferred Shares in the Acquisition of the Own Shares is considered to contribute to (i) convergence of share valuation and (ii) reduction of the potential shares, in addition to the purpose of the early repayment of public funds.

## (i) Convergence of Share Valuation

With the progress of the “Resona Capital Reconstruction Plan” announced in November 2010, the repayment of the public funds regarding the preferred shares pursuant to the Deposit Insurance Act (specifically, Class 1 Preferred Shares, Class 2 Preferred Shares and Class 3 Preferred Shares) (the “Deposit Insurance Act Preferred Shares”) was accelerated and a significant reduction of the potential shares regarding the Deposit Insurance Act Preferred Shares was realized. As of today, out of the Deposit Insurance Act Preferred Shares, about 900,000,000 shares of the potential shares regarding the First Series Class Three Preferred Shares are outstanding (calculated on the basis of the exchange price of 484 yen as of today. The number of potential shares when calculating it on the basis of the minimum exchange price of 154 yen as of today will be about 2,900,000,000 shares).

The Deposit Insurance Act Preferred Shares includes a characteristic that complicates the investment decision by Resona Holdings’ shareholders and other investors, such as causing a large gap in the current valuation due to the differences in the level of dilution risk that they consider regarding its potential shares. In this respect, with the implementation of the repayment of the Deposit Insurance Act Preferred Shares in accordance with the Plan, it is expected that the valuation indices may be easier to calculate, and the investment decisions regarding Resona Holdings’ ordinary shares by the Resona Holdings’ shareholders and investors will be easier to make.

## (ii) Reduction of Potential Shares

If the repayment of public funds regarding the First Series Class Three Preferred Shares in the amount of 300.0 billion yen (on the basis of acquisition amount) is realized in the manner of acquisition of own shares, the potential shares regarding the First Series Class Three Preferred Shares are expected to be reduced by a considerable extent.

The remaining public funds regarding the First Series Class Three Preferred Shares are planned to be repaid through the accumulation of future profits (surplus) pursuant to the previous repayment policy. Therefore, the dilution of the value of the ordinary shares through the conversion of the relevant shares into ordinary shares is not expected in the future.

## 2. Details of the Matters Regarding the Acquisition

### (1) Ordinary Shares

(1) Class of shares subject to acquisition	Ordinary shares
(2) Total number of shares available for acquisition	To be determined <sup>(Note 1)</sup>
(3) Total amount of the acquisition price of the shares	100.0 billion yen (ceiling)
(4) Period of acquisition	June 24, 2013 ~ March 31, 2014 <sup>(Note 2)</sup>
(5) Manner of acquisition	Off-auction own share repurchase transactions at ToSTNeT market (ToSTNeT-3)

<sup>(Note 1)</sup> The total number of ordinary shares available for acquisition is planned to be disclosed promptly as determined.

<sup>(Note 2)</sup> The acquisition of the ordinary shares is planned to be implemented after the approval of the proposals regarding the Plan at the Annual Shareholders’ Meeting and the Class Shareholders’ Meetings, and as of the time of confirmation with the relevant

authorities that the conditions allowing repayment without incurring a burden on citizens have been met.

## (2) First Series Class Three Preferred Shares

(1) Class of shares subject to acquisition	First Series Class Three Preferred Shares
(2) Total number of shares available for acquisition	225,000,000 shares <sup>(Note 3)</sup>
(3) Total amount of the acquisition price of the shares	300.0 billion yen (ceiling)
(4) Period of acquisition	June 24, 2013 ~ March 31, 2014 <sup>(Note 4)</sup>

<sup>(Note 3)</sup> The total number of First Series Class Three Preferred Shares available for acquisition is the same as the total number of issued shares of the relevant shares.

<sup>(Note 4)</sup> The acquisition of the First Series Class Three Preferred Shares is planned to be implemented after the approval of the proposals regarding the Plan at the Annual Shareholders' Meeting and the Class Shareholders' Meetings, and as of the time of confirmation with the relevant authorities that the conditions allowing repayment without incurring a burden on citizens have been met.

## 3. Other

The Acquisition of Own Shares (ordinary shares and First Series Class Three Preferred Shares) shall be implemented subject to (a) the approval as originally proposed of the proposal regarding the partial amendment to the articles of incorporation regarding the Plan (as stated in the "Announcement Regarding the Partial Amendment to the Articles of Incorporation Regarding the 'Public Funds Full Repayment Plan'" separately disclosed), and the proposals regarding the capitalization of retained earnings, and the reduction in the amount of capital stock and capital reserve (as stated in the "Announcement Regarding the Capitalization of Retained Earnings (Other Retained Earnings) and the Reduction of the Amount of Capital Stock and Capital Reserve" separately disclosed) at the Annual Shareholders' Meeting, and (b) the approval as originally proposed of the proposal regarding the partial amendment to the articles of incorporation at the Class Shareholders' Meetings, and (c) the acquisition of approvals of the relevant authorities.

(Reference) Status of the Holding of Treasury Shares (Ordinary Shares) as of March 31, 2013

Total number of issued shares (including treasury shares): 2,514,957,691 shares  
 Number of treasury shares: 71,812,990 shares <sup>(Note 5)</sup>

<sup>(Note 5)</sup> The number of treasury shares includes the Ordinary Shares (7,618,400 shares) held by the stock benefit trust for employee shareholding association (employee stock ownership plan).

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