

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 Capitalization of Retained Earnings (Other Retained Earnings) and the Reduction of the Amount of Capital Stock and Capital Reserve**

Resona Holdings, Inc. (“Resona Holdings”) hereby announces that, at the meeting of the Board of Directors held on May 10, 2013, it adopted a resolution to submit for deliberation the capitalization of other retained earnings and the reduction of the amount of capital stock and capital reserve (collectively, the “Reduction, etc.”) to the annual shareholders’ meeting scheduled to be held on June 21, 2013 (the “Annual Shareholders’ Meeting”).

Note

**1. Purpose of the Reduction, etc.**

The Reduction, etc. is implemented as a part of the “public funds full repayment plan” formulated today (the “Plan,” for the details of the Plan, please see the “Formulation of the ‘Public Funds Full Repayment Plan’” separately disclosed today), and purports to secure the source for repayment<sup>(Note)</sup> of 900.0 billion yen (other retained earnings) in advance and to ensure the execution of the Plan.

(Note) This means the source for (a) the special preferred dividend for preferred shares regarding the public funds pursuant to the Act on Emergency Measures for Early Strengthening of Financial Functions (total: 160.0 billion yen), and (b) the repayment of the consideration for the acquisition of shares regarding the public funds pursuant to the Deposit Insurance Act (for the details, please see the “Announcement of the Partial Amendment of the Articles of Incorporation regarding the Public Funds Full Repayment Plan” and the “Announcement on the Establishment of the Threshold for Acquisition of Own Shares (Ordinary Shares and First Series Class Three Preferred Shares)” separately disclosed today).

**2. Overview of the Reduction, etc.**

**(1) Capitalization of the Retained Earnings (Other Retained Earnings)**

Based on the resolution of the Annual Shareholders’ Meeting, the amount of other retained earnings of 320,000,000,000 yen shall be reduced and the full amount thereof shall be capitalized. Due to the above, the amount of capital stock shall be increased from 340,472,846,991 yen as of May 10, 2013 to 660,472,846,991 yen.

**(2) Reduction in the Amount of Capital Stock and the Capital Reserve**

(a) 660,472,846,991 yen, which is the amount of capital stock after the capitalization of the amount of other retained earnings of 320,000,000,000 yen based on the resolution of (1) above, and (b) 340,472,846,991 yen, which is the amount of capital reserve as of May 10, 2013, shall be respectively reduced by 610,000,000,000 yen

and 290,000,000,000 yen, and (a) and (b) shall both be 50,472,846,991 yen, and 900,000,000,000 yen, which is the total amount of the capital stock and the capital reserve to be reduced, shall be transferred to other capital surplus in full.

### **3. Schedule of the Reduction, etc. (Planned)**

- |   |   |                       |
|---|---|-----------------------|
| (1) Date of resolution at the meeting of the Board of Directors | : | Friday, May 10, 2013  |
| (2) Date of publishing the statutory public notice              | : | Monday, May 20, 2013  |
| (3) Last date for creditors to state objections                 | : | Friday, June 21, 2013 |
| (4) Date of resolution at the shareholders' meeting             | : | Friday, June 21, 2013 |
| (5) Effective date of the Reduction, etc.                       | : | Monday, June 24, 2013 |

### **4. Other**

The effectuation of the Reduction, etc. is subject to (a) the approval as originally proposed of the proposal regarding the partial amendment to the articles of incorporation regarding the Plan which has been separately announced (as stated in the "Announcement Regarding the Partial Amendment to the Articles of Incorporation Regarding the 'Public Funds Full Repayment Plan'" separately disclosed) at the Annual Shareholders' Meeting, in addition to the proposal regarding the Reduction, etc., and (b) the approval as originally proposed of the proposal regarding the partial amendment to the articles of incorporation 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.

### **5. Future Prospects**

The Reduction, etc. is only a change in the capital account (a transfer of the breakdown of "net assets") and therefore there is no effect on Resona Holdings' performance.

End