



Resona Holdings, Inc.

Notice concerning Results of Tender Offer for Common Stock of The Minato Bank, Ltd. and Common Stock of Kansai Urban Banking Corporation

Tokyo, February 15, 2018

On December 26, 2017, Resona Holdings, Inc. (“Resona Holdings”) decided to commence a tender offer for the common stock of The Minato Bank, Ltd. (“Minato”) (the “Tender Offer for Minato’s Stock”), and a tender offer for the common stock of Kansai Urban Banking Corporation (“Kansai Urban”) (the “Tender Offer for Kansai Urban’s Stock”; collectively, the “Tender Offer”), and commenced the Tender Offer on December 27, 2017. Resona Holdings hereby announces that the Tender Offer was completed on February 14, 2018, as specified below.

1. Success or failure of the Tender Offer

In the Tender Offer, because the total number of tendered shares (24,649,034 shares) exceeded the maximum number of shares planned to be purchased (6,182,500 shares) for the Tender Offer for Minato’s Stock, and the total number of tendered shares (56,082,543 shares) exceeded the maximum number of shares planned to be purchased (11,029,200 shares) for the Tender Offer for Kansai Urban’s Stock, respectively, Resona Holdings shall not purchase all or a part of the tendered shares in excess of the maximum number of shares planned to be purchased, and shall acquire shares and effect other settlement procedures for their purchase using the pro rata method as set forth in Article 27-13, paragraph 5 of the Financial Instruments and Exchange Act (the “Act”), and Article 32 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (the “Cabinet Office Ordinance”).

2. Number of Tendered Shares and Number of Purchased Shares

(1) Tender Offer for Minato’s Stock

Tendered shares: 24,649,034 shares

Purchased shares: 6,182,500 shares (equivalent to 15% of the voting rights held by all shareholders of Minato as of the end of September 2017)

(2) Tender Offer for Kansai Urban’s Stock

Tendered shares: 56,082,543 shares

Purchased shares: 11,029,200 shares (equivalent to 15% of the voting rights held by all shareholders of Kansai Urban as of the end of September 2017)

3. Calculation if the Tender Offer is conducted by the pro rata method

(1) Tender Offer for Minato’s Stock

Because the total number of tendered shares (24,649,034 shares) exceeded the

maximum number of shares planned to be purchased (6,182,500 shares), Resona Holdings shall not purchase all or a part of the tendered shares in excess of the maximum number of shares planned to be purchased, and shall acquire shares and effect other settlement procedures for their purchase using the pro rata method as set forth in Article 27-13, paragraph 5 of the Act, and Article 32 of the Cabinet Office Ordinance. (If the respective number of tendered shares includes shares less than one (1) unit (100 shares), the maximum number of shares to be purchased, which is calculated using the pro rata method, shall be the respective number of tendered shares).

As there were shares less than one (1) unit resulting from the calculation using the pro rata method, and the total number of shares purchased from each of the tendering shareholders that was calculated by rounding off such number of shares less than one (1) unit exceeded the maximum number of shares planned to be purchased, Resona Holdings reduced, by one (1) unit (or, if the number of purchased shares, which is calculated using the pro rata method, includes shares less than one (1) unit, such number of shares less than one (1) unit), the number of shares purchased from each of the tendering shareholders in descending order, beginning with those tendering shareholders whose numbers of shares that were rounded up upon the said rounding off were the largest, within the extent that the number of purchased shares did not fall below the maximum number of shares planned to be purchased. However, if Resona Holdings reduced, by the above method, the number of shares purchased from all of the tendering shareholders whose numbers of shares that were rounded up were equal, then the number of purchased shares would fall below the maximum number of shares planned to be purchased; accordingly, Resona Holdings determined, by lottery, the tendering shareholders from whom Resona Holdings would reduce the number of shares purchased, within the extent not falling below the maximum number of shares planned to be purchased.

(2) Tender Offer for Kansai Urban's Stock

Because the total number of tendered shares (56,082,543 shares) exceeded the maximum number of shares planned to be purchased (11,029,200 shares), Resona Holdings shall not purchase all or a part of the tendered shares in excess of the maximum number of shares planned to be purchased, and Resona Holdings shall acquire shares and effect other settlement procedures for their purchase using the pro rata method as set forth in Article 27-13, paragraph 5 of the Act, and Article 32 of the Cabinet Office Ordinance. (If the respective number of tendered shares includes shares less than one (1) unit (100 shares), the maximum number of shares to be purchased, which is calculated using the pro rata method, shall be the respective number of tendered shares).

As there were shares less than one (1) unit resulting from the calculation using the pro rata method, and the total number of shares purchased from each of the tendering shareholders that was calculated by rounding off such number of shares less than one (1) unit did not reach the maximum number of shares planned to be purchased, Resona Holdings purchased one (1) unit of the tendered shares (or, if, after additionally purchasing the shares of one (1) unit, the total number of purchased shares exceeds the number of tendered shares, up to the number of tendered shares) from each of the tendering shareholders in descending order, beginning with those tendering shareholders whose numbers of shares that were discarded upon the said rounding off were the largest, until the number of purchased shares reached or exceeded the number of shares planned to be purchased. However, if shares were purchased by the above method from all of

the tendering shareholders whose numbers of shares that were discarded were equal, then the number of purchased shares would exceed the maximum number of shares planned to be purchased; accordingly, Resona Holdings determined, by lottery, the tendering shareholders from whom Resona Holdings would purchase the shares, within the extent not falling below the maximum number of shares planned to be purchased.

4. Settlement Method

- (1) Name and head office location of the financial instruments business operator handling the settlement of the purchase:

Daiwa Securities Co., Ltd.
9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

- (2) Commencement date of settlement

February 20, 2018 (Tuesday)

- (3) Settlement method

A notice of purchase through the Tender Offer shall be sent to the address or location of each tendering shareholder (or, in the case of a non-Japanese shareholder, to the address of its standing proxy), by postal mail, without delay after the Tender Offer period.

The purchase shall be made with cash. The purchase price for the shares purchased shall be remitted (remittance fees may be charged) by the tender offer agent to the place designated by each tendering shareholder (in the case of a non-Japanese shareholder, its standing proxy), or shall be paid into the tendering shareholder's account from which the tender was accepted by the tender offer agent, in accordance with the tendering shareholder's instructions, without delay following the commencement date of settlement.

- (4) Return method

On or after the second business day following the last day of the Tender Offer period, and without delay, the tender offer agent shall return the shares that need to be returned to the relevant tendering shareholder, by reverting the state of the tendering shareholder's account, having been opened with the tender offer agent, to the state at the time when the tendering shareholder tendered its shares.

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