



# Resona Holdings, Inc.

## Consolidated Financial Results for the Third Quarter of Fiscal Year 2013 (Nine months ended December 31, 2013/Unaudited) <Under Japanese GAAP>



Code number: 8308

Stock exchange listings: Tokyo

URL: <http://www.resona-gr.co.jp>

Representative: Kazuhiro Higashi, President and Representative Executive Officer

Quarterly securities report issuing date: February 7, 2014 Trading accounts: Established

Dividend payment date: -

Supplemental information for quarterly financial statements: Available

Quarterly investor meeting presentation: Scheduled (for institutional investors and analysts)

Note: Amounts less than 1 million yen are rounded down.

### 1. Consolidated Financial Results for the Third Quarter of Fiscal Year 2013 (April 1, 2013- December 31, 2013)

(1) Consolidated Operating Results (% represents the change from the same period in the previous fiscal year)

	Ordinary Income		Ordinary Profits		Net Income	
	Million yen	%	Million yen	%	Million yen	%
1Q-3Q of FY2013	637,220	2.9	257,362	18.2	173,667	(24.2)
1Q-3Q of FY2012	619,407	(2.9)	217,762	2.5	229,206	45.4

Note: Comprehensive Income: 1Q-3Q of FY2013: 249,898 million yen (+0.4%)

1Q-3Q of FY2012: 249,001 million yen (+69.6%)

	Net Income per Common Share	Diluted Net Income per Common Share
	Yen	Yen
1Q-3Q of FY2013	74.47	51.74
1Q-3Q of FY2012	93.83	62.69

### (2) Consolidated Financial Conditions

	Total Assets	Net Assets	Net Assets Attributable to Stockholders to Total Assets Ratio	Net Assets per Common Share
	Million yen	Million yen	%	Yen
December 31, 2013	44,175,057	2,288,558	4.9	577.01
March 31, 2013	43,110,629	2,189,304	4.8	490.48

(Reference) Net Assets Attributable to Stockholders: December 31, 2013: 2,148,224 million yen

March 31, 2013: 2,063,232 million yen

Note: "Net Assets Attributable to Stockholders to Total Assets Ratio" is (Net assets at period-end minus Stock option at period-end minus Minority interests at period-end) divided by Total assets at period-end.

### 2. Dividends on Common Stock

	Dividends per Share				
	1st Quarter-end	2nd Quarter-end	3rd Quarter-end	Fiscal Year-end	Total
	Yen	Yen	Yen	Yen	Yen
FY2012	-	0.00	-	12.00	12.00
FY2013	-	0.00	-		
FY2013 (Forecast)				15.00	15.00

Notes: 1. Revision of forecasts for dividends for FY2013: None

2. The figure above shows dividends on common stock. Please refer to following "Dividends on Classified stock" with regard to the details of dividends on classified stock (unlisted) whose legal rights differ from common stock.

### 3. Earnings Forecasts for Fiscal Year 2013 (April 1, 2013 - March 31, 2014, Consolidated)

(% represents the change from the same period in the previous fiscal year)

	Ordinary Profits		Net Income		Net Income per Common Share
	Million yen	%	Million yen	%	Yen
FY2013 (Full year)	270,000	(5.3)	185,000	(32.8)	75.47

Note: Revision of earnings forecast from the latest announcement: None

Resona Holdings revises its non-consolidated full-year earnings forecast as detailed in a separate press release announced today titled "Announcement Regarding the Revision of Non-Consolidated Earnings Forecasts for Fiscal Year 2013 (Full Year)".

#### 4. Other

(1) Changes in significant subsidiaries during the period : No

(2) Adoption of any particular accounting methods for quarterly consolidated financial statements: No

(3) Changes in Accounting Policies, Changes in Accounting Estimates and Restatements

- A) Changes due to revision of accounting standards : No
- B) Changes due to other reasons : No
- C) Changes in accounting estimates : No
- D) Restatements : No

(4) Number of common shares outstanding

- A) Total outstanding shares including treasury stock at the end of the period
  - December 31, 2013: 2,324,118,091
  - March 31, 2013: 2,514,957,691
- B) Treasury shares at the end of the period
  - December 31, 2013: 70,749,929
  - March 31, 2013: 71,812,990
- C) Average outstanding shares during the period
  - 3Q of FY2013: 2,331,952,540
  - 3Q of FY2012: 2,442,673,419

Note: Treasury shares at the end of the period include the company's shares held by the ESOP-type Stock Benefit Trust for the Employee Shareholding Association:

December 31, 2013:	6,548,000
March 31, 2013:	7,618,400

Note: Status of the quarterly review process

At the time when this "Consolidated Financial Results for the Third Quarter of Fiscal Year 2013" is disclosed, the quarterly review process based on "Financial Instruments and Exchange Act" has been in process.

Note: Disclaimer regarding Forward-looking Statements

This report contains forward-looking statements, which are based on the information currently available and certain assumptions the Company considers to be reasonable. Risks, uncertainties and other factors may cause actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. Resona Holdings revises its non-consolidated full-year earnings forecast that was announced in November 2013 but leaves the consolidated full-year forecast unchanged.

**Dividends on Classified Stock**

Dividends per share on classified stock whose legal rights differ from common stock are as follows:

		Dividends per Share				
		1st Quarter-end	2nd Quarter-end	3rd Quarter-end	Fiscal Year-end	Total
Class C No. 1 preferred stock	FY2012	Yen -	Yen 0.00	Yen -	Yen 68.00	Yen 68.00
	FY2013	-	0.00	-		
	FY2013 (Forecast)				68.00	68.00
Class F No. 1 preferred stock	FY2012	-	0.00	-	185.00	185.00
	FY2013	-	0.00	-		
	FY2013 (Forecast)				185.00	185.00
Class three No. 1 preferred stock	FY2012	-	0.00	-	21.04	21.04
	FY2013	-	0.00	-		
	FY2013 (Forecast)				19.02	19.02
Class four preferred stock	FY2012	-	0.00	-	992.50	992.50
	FY2013	-	0.00	-		
	FY2013 (Forecast)				992.50	992.50
Class five preferred stock	FY2012	-	0.00	-	918.75	918.75
	FY2013	-	0.00	-		
	FY2013 (Forecast)				918.75	918.75
Class six preferred stock	FY2012	-	0.00	-	1,237.50	1,237.50
	FY2013	-	0.00	-		
	FY2013 (Forecast)				1,237.50	1,237.50

Note: For Class C and Class F Preferred Shares, Resona Holdings plans to distribute the special preferred dividends utilizing other capital surplus (totaling Y12 billion and Y20 billion per annum, respectively). These special preferred dividends will be appropriated to the repayment in installments of public funds in accordance with the contract signed between the Deposit Insurance Corporation of Japan and the Company on June 21, 2013.

**(Reference)****Formula for Forecasted Net Income per Common Share**

$$\frac{\text{Forecasted net income} - \text{Forecasted total dividend for preferred stock}}{\text{Forecasted average number of common shares (excluding treasury stock)}}$$

- Forecasted average number of shares of common stock (excluding treasury stock): 2,265,223,104 shares<sup>\*1</sup>

- Forecasted total dividend for preferred stock: Y14,048 million<sup>\*2</sup>

*1.	Forecasted net income per share of common stock is calculated based on the number of shares outstanding which reflects the acquisition of own shares to be implemented in February 2014 with an upper limit of the number of shares to be acquired being 320 million shares.
*2.	Forecasted total dividend for preferred stock is calculated taking into account the repurchase and cancellation of a part of the outstanding Class 3 No.1 Preferred Shares to be implemented in February 2014. Forecasted total dividend for preferred stock does not include the special preferred dividends which the Company plans to distribute.

**Formula for Forecasted Net Income per Common Share**

	Operating Income		Operating Profit		Ordinary Profits		Net Income		Net Income per Common Share
	Million yen	%	Million yen	%	Million yen	%	Million yen	%	Yen
Fiscal year 2013	453,000	85.2	445,000	87.4	443,000	86.3	443,000	86.3	189.36

Note: Revision of earnings forecast from the latest announcement: None

《Contents of Attachment》

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[Reference Sheet]

Statements of Trust Assets and Liabilities

**1. Information Regarding "4. Other"**

(1) Changes in important subsidiaries during the period

None

(2) Changes in accounting policies, changes in accounting estimates and restatements

None

[Additional Information]

The Company executed an agreement with the Deposit Insurance Corporation of Japan on June 21, 2013, which specifies that the aggregate amount of the public funds pursuant to the Act on Emergency Measures for Early Strengthening of Financial Functions that Resona Holdings must repay is 160 billion yen and the repayment will be made in installments with the special preferred dividends. The outstanding amount to be repaid for Class C and Class F Preferred Shares as of December 31, 2013 is Y160 billion.

## 2. Consolidated Financial Statements

## (1) Consolidated Balance Sheets

(Millions of yen)

	March 31, 2013	December 31, 2013
<b>Assets</b>		
Cash and due from banks	¥ 3,386,146	¥ 5,782,089
Call loans and bills bought	183,822	257,342
Monetary claims bought	376,537	359,642
Trading assets	787,139	750,200
Monetary claims trusts	200	341
Securities	10,181,599	9,281,554
Loans and bills discounted	26,490,121	26,097,495
Foreign exchange assets	67,782	71,934
Other assets	876,023	836,871
Tangible fixed assets	307,328	305,588
Intangible fixed assets	43,498	41,523
Deferred tax assets	176,269	130,175
Customers' liabilities for acceptances and guarantees	539,855	522,556
Reserve for possible loan losses	(305,532)	(262,124)
Reserve for possible losses on investments	(161)	(134)
<b>Total assets</b>	<b>¥43,110,629</b>	<b>¥44,175,057</b>
<b>Liabilities</b>		
Deposits	¥35,384,871	¥34,989,596
Negotiable certificates of deposit	1,301,400	1,960,750
Call money and bills sold	250,602	640,886
Payables under repurchase agreements	38,992	-
Payables under securities lending transactions	-	19,835
Trading liabilities	346,073	291,518
Borrowed money	671,869	1,083,111
Foreign exchange liabilities	1,463	4,686
Bonds	716,429	700,889
Due to trust account	448,793	601,230
Other liabilities	1,126,413	983,493
Reserve for employees' bonuses	18,182	8,212
Reserve for employees' retirement benefits	12,940	12,926
Other reserves	39,504	42,819
Deferred tax liabilities	240	297
Deferred tax liabilities for land revaluation	23,690	23,690
Acceptances and guarantees	539,855	522,556
<b>Total liabilities</b>	<b>40,921,325</b>	<b>41,886,498</b>
<b>Net assets</b>		
Capital stock	340,472	50,472
Capital surplus	237,082	707,387
Retained earnings	1,315,470	1,122,810
Treasury stock	(89,596)	(49,520)
<b>Total stockholders' equity</b>	<b>1,803,428</b>	<b>1,831,150</b>
Net unrealized gains on available-for-sale securities	186,573	255,870
Net deferred gains on hedges	36,319	23,649
Revaluation reserve for land	41,260	41,260
Foreign currency translation adjustments	(4,350)	(3,707)
<b>Total accumulated other comprehensive income</b>	<b>259,803</b>	<b>317,073</b>
Minority interests in consolidated subsidiaries	126,072	140,334
<b>Total net assets</b>	<b>2,189,304</b>	<b>2,288,558</b>
<b>Total liabilities and net assets</b>	<b>¥43,110,629</b>	<b>¥44,175,057</b>

## (2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income

**[Consolidated Statements of Income]**

(Millions of yen)

	For the nine months ended December 31, 2012	For the nine months ended December 31, 2013
<b>Ordinary income</b>	¥619,407	¥637,220
Interest income	369,708	353,760
Interest on loans and bills discounted	315,755	296,874
Interest and dividends on securities	40,549	38,536
Trust fees	15,987	17,874
Fees and commissions	127,665	139,187
Trading income	3,777	922
Other operating income	38,059	32,939
Other ordinary income	64,218	92,536
<b>Ordinary expenses</b>	401,645	379,858
Interest expenses	37,238	32,668
Interest on deposits	18,163	14,312
Fees and commissions	38,333	39,320
Trading expenses	1,484	5,237
Other operating expenses	7,520	12,094
General and administrative expenses	262,313	259,847
Other ordinary expenses	54,753	30,689
<b>Ordinary profits</b>	217,762	257,362
<b>Extraordinary gains</b>	675	2,709
Gains on disposal of fixed assets	675	2,709
<b>Extraordinary losses</b>	1,124	2,171
Losses on disposal of fixed assets	752	951
Losses on impairment of fixed assets	371	1,220
<b>Net income before income taxes and minority interests</b>	217,313	257,900
Income taxes – current	44,954	47,801
Income taxes – deferred	(59,962)	30,465
<b>Total income taxes</b>	(15,008)	78,266
<b>Net income before minority interests</b>	232,321	179,633
<b>Minority interests in net income</b>	3,115	5,965
<b>Net income</b>	¥229,206	¥173,667

**[Consolidated Statements of Comprehensive Income]**

(Millions of yen)

	For the nine months ended December 31, 2012	For the nine months ended December 31, 2013
<b>Net Income before minority interests</b>	¥232,321	¥179,633
<b>Other comprehensive income</b>	16,679	70,264
Net unrealized gains (losses) on available-for-sale securities	8,265	69,322
Net deferred gains (losses) on hedges	4,839	(12,669)
Foreign currency translation adjustments	3,584	13,610
Share of other comprehensive income of affiliates accounted for using equity method	(8)	0
<b>Total comprehensive income</b>	249,001	249,898
Comprehensive income attributable to:		
Owners of the parent	241,639	230,937
Minority interests	¥ 7,362	¥ 18,960

**(3) Note on Going-Concern Assumption**

Not applicable

**(4) Note for Significant Changes in the Amount of Stockholders' Equity**

3rd Quarter of FY2013 (from April 1, 2013 to December 31, 2013)

(Millions of yen)

	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of the term	340,472	237,082	1,315,470	(89,596)	1,803,428
Changes during the term (cumulative)					
Dividends paid			(46,327)		(46,327)
Net income (cumulative)			173,667		173,667
Acquisition of own shares (Note 2)				(100,003)	(100,003)
Disposal of treasury shares		(0)		386	385
Cancellation of treasury shares (Note 2)		(139,694)		139,694	
Transfer from retained earnings to capital stock (Note 1)	320,000		(320,000)		-
Transfer from capital stock to capital surplus (Note 1)	(610,000)	610,000			-
Changes in total during the term (cumulative)	(290,000)	470,305	(192,659)	40,076	27,722
Balance at the end of the term	50,472	707,387	1,122,810	(49,520)	1,831,150

Notes: 1. Due to the transfer from retained earnings to capital stock, the amount of retained earnings decreased by Y320,000 million and the amount of capital stock increased by the same amount, effective on June 24, 2013. On the same day, the capital stock was reduced by Y610,000 million to make a transfer to capital surplus.

2. Within the upper limits for acquisition of own shares which were established based on the resolutions of the board of directors meetings held on May 10 and June 21, 2013, the Company repurchased 190,839,600 ordinary shares of its own with the total acquisition price of Y99,999 million and cancelled all of them on July 25, 2013.



**(5) Per Common Share Information****1. Net assets per share of common stock and its calculation base***(Millions of yen, except "Net assets per common share" and number of shares)*

	<b>As of March 31, 2013</b>	<b>As of December 31, 2013</b>
Net assets per common stock (yen)	¥490.48	¥577.01
(Calculation base)		
Total net assets	2,189,304	2,288,558
Deductions from total net assets	990,991	988,334
Minority interests	126,072	140,334
Preferred stock	848,000	848,000
Preferred dividends	16,918	-
Net assets attributable to common stock at the end of the period	1,198,313	1,300,224
Number of shares of common stock at the end of the period used for the calculation of net assets per share of common stock (shares in thousands)	2,443,144	2,253,368

Note: The number of shares of common stock at the end of the period used for the calculation of net assets per share of common stock is after deductions of 1) the number of treasury shares and 2) the number of shares held by the ESOP Trust (7,618 thousands shares as March 31, 2013 and 6,548 thousands shares as December 31, 2013).

**2. Net income per share of common stock and diluted net income per share of common stock and those calculation base***(Millions of yen, except "Net income per share of common stock" and number of shares)*

	<b>For the nine months ended December 31, 2012</b>	<b>For the nine months ended December 31, 2013</b>
Net income per share of common stock (yen)	¥93.83	¥74.47
(Calculation base)		
Net income	229,206	173,667
Amounts not attributable to common stockholders	-	-
Net income attributable to common stock	229,206	173,667
Average number of common shares during the period (shares in thousand)	2,442,673	2,331,952
Diluted net income per share of common stock (yen)	62.69	51.74
(Calculation base)		
Adjustments in net income	-	-
Increase in number of shares (shares in thousands)	1,213,298	1,024,394

Note: Average number of common shares during the period is after deductions of 1) the number of treasury shares and 2) the number of shares held by the ESOP Trust (8,096 thousands shares for the period ended December 31, 2012 and 7,079 thousands shares for the period ended December 31, 2013).

**(6) Significant subsequent events****1. Acquisition of Own Shares (Ordinary Shares)**

Resona Holdings has resolved at the meeting of the Board of Directors held on January 31, 2014 to implement the acquisition of its own shares (ordinary shares) as described below pursuant to the provision of Article 53 of the Articles of Incorporation of Resona Holdings, pursuant to Article 459, Paragraph 1 of the Companies Act.

The Acquisition of Own Shares is implemented for purposes such as to securely progress the “Public Funds Full Repayment Plan” formulated on May 10, 2013, and to secure the flexibility of the capital policy of Resona Holdings by realizing an early repayment of the public funds it received pursuant to the Deposit Insurance Act, without causing a burden on citizens.

(1) Total number of shares to be purchased	320,000,000 shares (ceiling) (Note 1) The total number of shares to be purchased shall not be changed. Depending on the market trends, etc., part or all of the acquisition may not be conducted. (Note 2) The shares for which sale orders have been placed shall be purchased up to the total number of shares to be purchased stated above.
(2) Total amount of the acquisition price of the shares	174,720,000,000 yen (ceiling)
(3) Period and manner of the acquisition	Resona Holdings shall make an order to purchase its own shares (ordinary shares) through the Closing Price Trading (ToSTNeT-2) on the Tokyo Stock Exchange from 8:20 a.m. to 8:45 a.m. on February 3, 2014, at the closing price of 546 yen per share of January 31, 2014. (The trading system and the trading time period for such purchase shall not be changed to other trading systems or trading time periods.) The relevant purchase order shall be effective only at such trading time period. It was confirmed by the Deposit Insurance Corporation of Japan that in response to the Acquisition of Own Shares, it intends to place a sale order for all of the ordinary shares of Resona Holdings totaling 312,422,900 shares it holds pursuant to the Deposit Insurance Act.

**2. Acquisition of Own Shares (First Series Class Three Preferred Shares)**

Resona Holdings has decided on January 31, 2014 to acquire part of the First Series Class Three Preferred Shares held by the Deposit Insurance Corporation of Japan in relation to the injection of public funds in the past as its own shares as part of the “Public Funds Full Repayment Plan”, based on the threshold for acquisition of own shares established pursuant to the resolution of the Board of Directors on May 10, 2013, and approval therefor has been obtained from the relevant authorities.

The Acquisition of the Preferred Shares is implemented for purposes such as to securely progress the “Public Funds Full Repayment Plan” by realizing an early repayment of the public funds it received pursuant to the Deposit Insurance Act, without causing a burden on citizens. Resona Holdings has made a request to the Deposit Insurance Corporation of Japan to sell a part of the First Series Class Three Preferred Shares (127,000,000 shares) held by it pursuant to the Deposit Insurance Act, and Resona Holdings has received approval on the same day.

(1) Total number of shares to be acquired	127,000,000 shares
(2) Amount of the acquisition price of the shares	2,347.20 yen per share
(3) Total amount of the acquisition price of the shares	298,094,400,000 yen (total)
(4) Expected date of the acquisition	February 6, 2014

Resona Holdings’ own shares (the First Series Class Three Preferred Shares) to be acquired through the Acquisition of Preferred Shares will be cancelled immediately after the acquisition.

**[Reference Sheet]****Statement of Trust Assets and Liabilities**

	<b>Mar 31, 2013</b>		<b>December 31, 2013</b>	
	<i>Million yen</i>	<i>%</i>	<i>Million yen</i>	<i>%</i>
<b>Assets</b>				
Loans and bills discounted	¥53,412	0.23	¥46,876	0.19
Securities	63	0.00	120	0.00
Beneficiary rights	21,969,982	93.98	23,681,269	94.32
Security held in custody account	5,578	0.02	7,014	0.03
Monetary claims	372,080	1.59	307,174	1.22
Tangible fixed assets	500,550	2.14	440,448	1.75
Intangible fixed assets	2,024	0.01	2,004	0.01
Other claims	7,052	0.03	6,382	0.03
Due from banking account	448,793	1.92	601,230	2.39
Cash and due from banks	17,817	0.08	14,813	0.06
<b>Total assets</b>	<b>¥23,377,357</b>	<b>100.00</b>	<b>¥25,107,335</b>	<b>100.00</b>
<b>Liabilities</b>				
Money trusts	¥7,030,744	30.08	¥7,234,507	28.81
Pension trusts	3,502,401	14.98	3,647,831	14.53
Property formation benefit trusts	1,120	0.01	1,128	0.01
Securities investment trusts	11,205,133	47.93	12,814,127	51.04
Money entrusted, other than money trusts	325,836	1.39	352,481	1.40
Securities trusts	166,568	0.71	29,055	0.12
Monetary claims trusts	382,789	1.64	317,368	1.26
Land and fixtures trusts	118,844	0.51	111,730	0.45
Land and fixtures lease trusts	2,814	0.01	2,859	0.01
Composite trusts	641,104	2.74	596,245	2.37
<b>Total liabilities</b>	<b>¥23,377,357</b>	<b>100.00</b>	<b>¥25,107,335</b>	<b>100.00</b>

Notes: 1. Figures in the above table exclude trusts whose monetary value cannot be reliably estimated.

2. A consolidated subsidiary to be added up is Resona Bank, Ltd.