

February 3, 2014

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)

**Announcement Regarding the Results of the Acquisition of Own Shares (Ordinary Shares) Through Closing Price Trading (ToSTNeT-2), the Partial Repayment of Public Funds, and Change of Major and Largest Shareholder**

Resona Holdings, Inc. ("Resona Holdings") hereby announces that Resona Holdings conducted the purchase below regarding the acquisition of its own shares (ordinary shares) announced on January 31, 2014 (the "Acquisition of Own Shares"). With the completion of the settlement of the Acquisition of Own Shares (scheduled to be on February 6) and the acquisition of the First Series Class Three Preferred Shares announced on January 31, 2014 (the "Acquisition of Preferred Shares"), repayment of 416.4 billion yen (based on the injected amount) that is part of the public funds pursuant to the Deposit Insurance Act will be implemented, and the outstanding total amount of the public funds (based on the injected amount) shall be 356.0 billion yen in total.

With this acquisition, the acquisition of own shares for the ordinary shares based on the resolution of the meeting of the Board of Directors held on January 31, 2014, was completed.

Resona Holdings was informed by the Deposit Insurance Corporation of Japan that as a result of the Acquisition of Own Shares, all of the ordinary shares of Resona Holdings held by the Deposit Insurance Corporation of Japan pursuant to the Deposit Insurance Act have been sold. Resona Holdings also announces that due to the above sale and the Acquisition of Preferred Shares, the major and largest shareholder of Resona Holdings will change.

Note

**I. The Results of the Acquisition of Own Shares (Ordinary Shares)**

**1. Reasons for the Acquisition of Own Shares**

The Acquisition of Own Shares was implemented as part of the "Public Funds Full Repayment Plan" formulated as of May 10, 2013 (for details of this plan, please see the "On Formulation of the 'Public Funds Full Repayment Plan'" disclosed on the same day (May 10, 2013)).

**2. Details of the Acquisition**

(1) Class of shares subject to acquisition	Ordinary shares
(2) Total number of shares acquired	66,726,000 shares
(3) Total amount of the acquisition price of the shares	36,432,396,000 yen (total amount)
(4) Date of acquisition	February 3, 2014
(5) Manner of acquisition	By way of placing an order to purchase its own shares through the Closing Price Trading (ToSTNeT-2) on the Tokyo Stock Exchange from 8:20 a.m. to 8:45 a.m. today, at the closing price of 546 yen per share on January 31, 2014

### 3. Others

In consideration of various factors, such as its financial conditions, including the status of its equity capital, its business environment, and the market conditions, Resona Holdings plans to give considerations to various options regarding the ordinary shares it has acquired as a result of the Acquisition of Own Shares, including the possibility to utilize them to implement its capital policy in an expeditious and flexible manner.

(Reference)

1. Details of the resolution regarding the acquisition of own shares (ordinary shares) on January 31, 2014

(1) Class of shares subject to acquisition	Ordinary shares
(2) Total number of shares available for acquisition	320,000,000 shares (ceiling)
(3) Total amount of the acquisition price of the shares	174.72 billion yen (ceiling)
(4) Date of acquisition	February 3, 2014
(5) Manner of acquisition	By way of placing an order to purchase its own 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 on January 31, 2014

2. Table of the outstanding amount of public funds (based on the injected amount)  
(Billions of yen)

	As of the end of March 2003 (Actual)	After the Acquisition of Own Shares and the Acquisition of Preferred Shares (Estimated)	The amount repaid	Note
Total amount of public funds	3,128.0	356.0	(2,772.0)	
Preferred shares	2,531.5	356.0	(2,177.5)	
Act on Emergency Measures for Early Strengthening of Financial Functions	868.0	160.0	(708.0)	
Class B	408.0	-	(408.0)	Fully repaid in March 2009
Class C	60.0	60.0	-	
Class E	300.0	-	(300.0)	Fully repaid in March 2009
Class F	100.0	100.0	-	
Deposit Insurance Act	1,663.5	196.0	(1,467.5)	
Class One	550.0	-	(550.0)	Fully repaid in March 2011
Class Two	563.5	-	(563.5)	Fully repaid in March 2011
Class Three	550.0	196.0	(354.0)	Repaid 100.0 billion yen in March 2011 <b>Repaid 254.0 billion yen in February 2014 (note)</b>
Subordinated loan	300.0	-	(300.0)	
Financial Stabilization Act	200.0	-	(200.0)	Fully repaid in October 2005
Act on Emergency Measures for Early Strengthening of Financial Functions	100.0	-	(100.0)	Fully repaid in March 2009

Ordinary Shares	296.4	-	(296.4)	Repaid 2.7 billion yen in February 2005 Repaid 14.4 billion yen in June 2008 Repaid 17.5 billion yen in December 2008 Repaid 99.2 billion yen in July 2013 <b>Fully repaid in February 2014 (note)</b>
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(note) Repayment will be completed as of the settlement date which is scheduled to be February 6, 2014.

## **II. Change of Major and Largest Shareholder**

### **1. Background of Change**

Change of the major and largest shareholder is expected due to the sale of ordinary shares by the Deposit Insurance Corporation of Japan as a result of the Acquisition of Own Shares, and due to the Acquisition of Preferred Shares.

### **2. Information about Shareholder Subject to the Change**

(1) Name:	Deposit Insurance Corporation of Japan
(2) Address:	1-12-1 Yurakucho, Chiyoda-ku, Tokyo
(3) Name and Title of Representative :	Masanori Tanabe, Governor
(4) Description of Business:	<ol style="list-style-type: none"> <li>1. Business regarding collection of insurance premiums, reimbursement of insured deposits and other monies, financial assistance, and purchase of deposits and other claims</li> <li>2. Business regarding public management by financial administrators or deputy financial administrators to manage the operations of failed financial institutions, the operation of bridge banks, and response to financial crisis</li> <li>3. Business regarding on-site inspections of financial institutions and subscription for shares, etc. of financial institutions</li> <li>4. Business regarding guidance and advice to the Resolution and Collection Corporation and investigation and accusations in pursuit of managerial liability</li> <li>5. Business regarding procedures for rescuing bank transfer fraud victims</li> </ol>
(5) Capital: (as of March 31, 2013)	General Account: JPY 455 million Regional Economy Vitalization Corporation Account: JPY 13,000 million Revitalizing Earthquake-Affected Business Account: JPY 18,680 million

**3. Number of the Voting Rights (Number of Shares) Held by the Shareholder and Percentage of the Shareholder of Voting Rights Held by All Shareholders before and after the Change**

	Number of voting rights (number of shares held)	Percentage of the number of voting rights held by all shareholders (Note 3)	Major shareholder ranking
Before the Change (Note 1) (as of February 3, 2014)	5,374,229 (Ordinary Shares : 312,422,900 Shares) (First Series Class Three Preferred Shares 225,000,000 Shares)	21.63%	1st
After the Change (Note 2)	980,000 (First Series Class Three Preferred Shares : 98,000,000 Shares)	4.27%	2nd

Note 1 Percentage of the number of voting rights held by all shareholders before the change is calculated with the denominator being the number of voting rights held by all shareholders as of September 30, 2013 (24,839,545).

Note 2 Percentage of the number of voting rights held by all shareholders after the change is calculated with the denominator being the figure calculated by the following formula of (a) - ((b) + (c)), where (a) is the number of voting rights held by all shareholders as of September 30, 2013 (24,839,545), (b) is the number of voting rights regarding ordinary shares acquired through the Acquisition of Own Shares (667,260), and (c) is the number of voting rights regarding shares acquired through the Acquisition of Preferred Shares (1,270,000).

Note 3 The voting rights holding ratio is rounded to the second decimal place.

**4. Expected Date of Change**

February 6, 2014

**5. Future Prospects**

There will be no impact on Resona Holdings' business results due to such change in its controlling shareholder.

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