May 10, 2013
Resona Holdings, Inc.

Announcement Regarding Partial Amendment to the Articles of Incorporation

Resona Holdings, Inc. ("Resona HD") hereby announces that it has resolved, at a meeting of the Board of Directors held on May 10, 2013, to submit a proposal for the "Partial Amendment to the Articles of Incorporation" to the 12th Ordinary General Meeting of Shareholders scheduled to be held on June 21, 2013, as described below.

I. Purpose of the Amendment to the Articles of Incorporation

(1) Amend the current terms of the First through Fourth series of Class 8 Preferred securities in order to make it possible to issue the "debt-type" preferred shares in compliance with the new capital adequacy requirements (Basel III, international standard). While Resona Group currently expects to remain subject to the capital adequacy requirements for domestic operations, in order to secure reliable capital strength, the Group operates its business with a high capital adequacy ratio, taking reference to the international standard.

*This amendment does not make it possible for Resona HD to issue preferred shares convertible into Ordinary Shares.

(2) In order to modify the provisions in respect of a person who calls a shareholders meeting and acts as chairperson at the meeting, a person who calls a Board of Directors meeting and acts as chairperson at the meeting and an appointment of the Chairman, make the necessary amendments.

II. Contents of the Amendment

The contents of the amendment are as shown in the attached.

III. Schedule (Planned)

Date of the general meeting of shareholders for the purpose of the amendment to the Articles of Incorporation	June 21, 2013 (Friday)
Effective Date of the amendment described above	June 21, 2013 (Friday)

Draft of Amended Articles (Resona Holdings, Inc.)

Current Articles	Amended Articles
Chapter III Preferred Shares	Chapter III Preferred Shares
Article 19. (Call Provision of Class 4 Preferred Shares, Class 5 Preferred Shares, Class 6 Preferred Shares, First through Fourth Series of Class 7 Preferred Shares and First through Fourth Series of Class 8 Preferred Shares)	Article 19. (Call Provision of Class 4 Preferred Shares, Class 5 Preferred Shares, Class 6 Preferred Shares, First through Fourth Series of Class 7 Preferred Shares and First through Fourth Series of Class 8 Preferred Shares)
1. <Omitted>	<Same as at present>
2. <Omitted>	<Same as at present>
3. <Omitted>	<Same as at present>
4. <Omitted>	<Same as at present>
5. <Omitted>	<Same as at present>
<Added>	6. Upon occurrence of a certain event, as prescribed by a resolution of the Board of Directors prior to an issue of shares of the First through Fourth Series of Class 8 Preferred Shares, where, pursuant to the capital adequacy requirements, it is determined that the Company would become non-viable without (a) write-off or conversion into Ordinary Shares or (b) public sector injection of capital, or equivalent support, and it is also determined that such measures must be taken, the Company shall acquire all of such preferred shares without consideration (i) on a certain date, to be determined separately by the Representative Executive Officer pursuant to the provisions of Paragraph 1 of Article 168 of the Companies Act, that falls within a certain period (prescribed by the resolution of the Board of Directors mentioned above) after the occurrence of such event, or (ii) if such date does not exist, as of the last day of such period.

Draft of Amended Articles (Resona Holdings, Inc.)

Current Articles	Amended Articles
6. When pursuant to paragraphs 1 through 5 above the Company acquires part of shares of the Class 4 Preferred Shares, the Class 5 Preferred Shares, the Class 6 Preferred Shares, the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares, the Representative Executive Officer shall select shares to be acquired by drawing lots.	7. When pursuant to paragraphs 1 through 5 above the Company acquires part of shares of the Class 4 Preferred Shares, the Class 5 Preferred Shares, the Class 6 Preferred Shares, the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares, the Representative Executive Officer shall select shares to be acquired by drawing lots.
Chapter IV Shareholders Meetings	Chapter IV Shareholders Meetings
Article 21. (Calling)	Article 21. (Calling)
1. <Omitted>	<Same as at present>
2. <Omitted>	<Same as at present>
3. Unless otherwise provided in laws or regulations, a shareholders meeting shall be called by the Director and Chairman of the Company upon a resolution of the Board of Directors. If the Director and Chairman of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.	3. Unless otherwise provided in laws or regulations, a shareholders meeting shall be called by the Director and President of the Company upon a resolution of the Board of Directors. If the Director and President of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.
Article 26. (Chairperson)	Article 26. (Chairperson)
The Director and Chairman of the Company shall act as chairperson at the shareholders meeting. If the Director and Chairman of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.	The Director and President of the Company shall act as chairperson at the shareholders meeting. If the Director and President of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.

Draft of Amended Articles (Resona Holdings, Inc.)

Current Articles	Amended Articles
Chapter V Directors and Board of Directors	Chapter V Directors and Board of Directors
Article 32. (Decisions on Operations)	Article 32. (Decisions on Operations)
1. <Omitted>	<Same as at present>
2. <Omitted>	<Same as at present>
<Added>	Article 32-2. (Chairman) The Chairman may be appointed from among the Directors by a resolution of the Board of Directors.
Article 33. (Convenor and Chairperson of the Board of Directors Meeting)	Article 33. (Convenor and Chairperson of the Board of Directors Meeting)
1. Unless otherwise provided in laws or regulations, a Board of Directors meeting shall be called by the Director and Chairman of the Company and such Director shall act as chairperson at the meeting.	1. Unless otherwise provided in laws or regulations, a Board of Directors meeting shall be called by a Director designated by the Board of Directors and such Director shall act as chairperson at the meeting.
2. If the Director and Chairman of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.	2. If the Director designated pursuant to the preceding paragraph is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.
3. <Omitted>	<Same as at present>
Chapter VII Executive Officers	Chapter VII Executive Officers
Article 45. (Representative Executive Officers and Executive Officers with Title)	Article 45. (Representative Executive Officers and Executive Officers with Title)
1. <Omitted>	<Same as at present>
2. The Chairman may be appointed from among the Executive Officers by a resolution of the Board of Directors.	<Deleted>

Draft of Amended Articles (Resona Holdings, Inc.)

Current Articles	Amended Articles
3. The President shall be appointed from among the Executive Officers by a resolution of the Board of Directors.	2. The President shall be appointed from among the Executive Officers by a resolution of the Board of Directors.
4. One or more Vice Presidents, Senior Managing Executive Officers and Managing Executive Officers may be appointed from among the Executive Officers by resolutions of the Board of Directors.	3. One or more Vice Presidents, Senior Managing Executive Officers and Managing Executive Officers may be appointed from among the Executive Officers by resolutions of the Board of Directors.
5. The Board of Directors may decide matters regarding the interrelationship between the Executive Officers including the division of duties between the Executive Officers and hierarchy of commands of the Executive Officers, and shall promptly notify each Executive Officer of such determinations.	4. The Board of Directors may decide matters regarding the interrelationship between the Executive Officers including the division of duties between the Executive Officers and hierarchy of commands of the Executive Officers, and shall promptly notify each Executive Officer of such determinations.