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CORPORATE GOVERNANCE

Resona Holdings, Inc.

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The corporate governance policies, structure, systems and initiatives of Resona Holdings, Inc. ("Resona Holdings" or "the Company") are presented as follows.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Fundamentals

1. Basic Views

Resona Holdings, Inc. (hereinafter the "Company") has established the "Basic Corporate Governance Policy" to clarify its basic approach to and framework and operation policy for corporate governance, with the aim of facilitating the sustained growth and improvement of the corporate value of the Resona Group (hereinafter the "Group") over the medium and long terms.

(Basic Approach to Corporate Governance)

- The Company, as the holding company of the financial services group, including Resona Bank, Ltd., Saitama Resona Bank, Ltd. and The Kinki Osaka Bank, Ltd. (hereinafter the "Group Banks"), shall maximize the corporate value of the Group.
- The Company shall respect all stakeholders, including shareholders, and aim at achieving excellent corporate governance so that the Company can make decisions rapidly and decisively in response to environmental changes, including economic and social changes.
- The Company shall establish the "Corporate Mission (Resona Group Management Philosophy)," a general philosophy of management of the Group, and the "Resona Way (Resona Group Code of Conduct)," a specific form of the philosophy, under which the Group shall implement business operations in a concerted manner.

(The Company's Corporate Governance System)

- Based on the above-mentioned basic approach to corporate governance, the Company shall clearly separate the management supervision function from the business execution function, and adopt the form of "company with a nominating committee, etc." as a corporate governance system because the Company determines that this system can enhance the supervision and decision-making functions of the Board of Directors.
- The Company shall fully utilize external views in its business management and secure transparency and fairness in management by making the Board of Directors, on which highly independent outside directors constitute a majority, and the three committees (the Nominating Committee, the Compensation Committee and the Audit Committee) fulfill their functions.
- The Company shall ensure the autonomy of its subsidiaries and instruct the subsidiaries to manage their business activities based on the above-mentioned basic approach to corporate governance so that the Group will grow together with local communities.

The Resona Group Corporate Mission, the Resona Way (Group Corporate Promises)

(1) The Resona Group Corporate Mission

The Resona Group aims at becoming a true "financial services group full of creativity." Toward this goal, the Resona Group will:

- live up to customers' expectations

- renovate its organization
- implement transparent management, and
- develop further with regional societies

(2) The *Resona Way* (Resona Group Corporate Promises)

a. Customers and "Resona"

Resona cherishes relationships with customers.

- The Resona Group offers its customers services with integrity for their joy and happiness, placing the highest priority on winning their confidence in Resona.
- The Resona Group makes every effort to respond fully to the needs of customers by offering high-quality services.
- The Resona Group always welcomes customers with gratitude.

b. Shareholders and "Resona"

Resona cherishes relationships with shareholders.

- The Resona Group aims at maximizing its corporate value by implementing sound management based on a long-term perspective.
- The Resona Group returns an appropriate amount of sound profits to its shareholders.
- The Resona Group leaves nothing unresolved in all situations, endeavors to create transparent management and actively upgrades its disclosure.

c. Society and "Resona"

Resona places importance on its ties with society.

- The Resona Group makes every effort for an extensive number of citizens to acknowledge the significance of Resona's existence.
- The Resona Group observes every rule of society.
- The Resona Group contributes to regional societies as a good corporate citizen.

d. Employees and "Resona"

Resona highly regards each employee's dignity and personality.

- The Resona Group creates a workplace where employees can take pride in being a member of Resona.
- The Resona Group thinks highly of its employees' mind-set and endeavors to make the Group's business atmosphere challenging and creative.
- The Resona Group cherishes each employee's dignity and personality and evaluates ability and achievement in a fair manner.

Please also visit the Company's website featuring "Basic Corporate Governance Policy."
http://www.resona-gr.co.jp/holdings/english/about/governance/pdf/bcg_policy.pdf

Reasons for Non-Compliance with the Principles of the Corporate Governance Code

Not applicable, since the Company adopts all principles set forth by the Corporate Governance Code.

Disclosure Based on the Principles of Corporate Governance Code

The status of the implementation of the Company's measures based on the principles set forth in the Corporate Governance Code is presented in the Basic Corporate Governance Policy and this report.

Principle 1.4: Cross-Shareholdings

The Company has established the "Policy for Holding Policy-Oriented Stocks" for the purpose of Holding Policy-Oriented Stocks and the "Policy for the Voting Right Exercise Standards of Holding Policy-Oriented Stocks" in relation to such stocks. These policies and standards are disclosed through the following media.

Outline of "Policy for Holding Policy-Oriented Stocks"
Outline of "Policy for the Voting Right Exercise Standards of Holding Policy-Oriented Stocks"
http://www.resona-gr.co.jp/holdings/english/about/governance/pdf/related_policies2.pdf

Note: As of March 31, 2015, policy-oriented stocks held by the Company have been verified for their appropriateness in light of the "Policy for Holding Policy-Oriented Stocks." The results follow.

- The burden of holding these policy-oriented stocks is not in excess of the Company's financial strength.
- The purpose of all the policy-oriented stock holding is in compliance with the "Policy for Holding Policy-Oriented Stocks."

In addition, this stockholding verification was conducted on both a quantitative and qualitative basis. The former was verified by examining the profitability* of investees with consideration given to the cost of stockholding. The latter was verified by assessing their medium- and long-term credit risk. Also, the Company regularly monitors the status of investees whose stockholding performance falls short of its in-house standards while periodically checking on the progress of negotiations aimed at selling the stocks of underperforming investees.

*The verification confirmed that the overall profitability of stockholdings, including unlisted companies, surpassed capital costs. On an individual basis, approximately 80% of investees satisfied the Company's in-house standards for profitability.

Principle 1.7: Related Party Transactions

The Company set forth procedures that should be followed prior to making business transactions with related parties and presented said procedures on Article 5 of the Basic Corporate Governance Policy (Approval of Transactions with Parties Concerned).

Principle 3.1: Full Disclosure

1. Company objectives (e.g., business principles), business strategies and business plans

The Company formulated the "Corporate Mission (Resona Group Management Philosophy)," a general philosophy of management of the Group, and the "Resona Way (Resona Group Code of Conduct)," a specific form of the philosophy, under which the Group shall implement business operations in a concerted manner. These are presented under I. 1. "Basic Views" of this report.

In addition, the Company announced its "New Medium-term Management Plan" (Business Revitalization Plan) in February 2015.
http://www.resona-gr.co.jp/holdings/english/about/strategy/

2. Basic views and guidelines on corporate governance

Presented under I. 1. "Basic Views" of this report.

3. Board policies and procedures in determining the remuneration of the senior management and directors

Policies and procedures adopted by the Company's Compensation committee to determine the remuneration of the Company's Directors and Executive Officers are presented under II. 1. "Remuneration for Directors and

Executive Officers" "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" of this report and Articles 13 (Compensation Committee) and 14 (Compensation System) of the Basic Corporate Governance Policy.

4. Board policies and procedures in the appointment of the senior management and the nomination of directors

Policies and procedures adopted by the Company's Nominating Committee to appoint candidates for the Company's Directors and those adopted by the Board of Directors to appoint candidates for Executive Officers (including Representative Executive Officer) are presented under II. 1. "Independent Directors" "Matters Relating to Independent Directors" "Outline of the 'Standards for Electing Director Candidates"' of this report and Articles 11 (Election of Executive Officers, etc.) and 12 (Nominating Committee) of the Basic Corporate Governance Policy.

5. Reasons for the election of director candidates, including those who will concurrently serve as Representative Executive Officers

Reasons for the election of such director candidates are presented in reference documents attached to the Notice of Convention of the 14th Ordinary General Meeting of Shareholders.
http://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/pdf/notice20150601.pdf

Supplementary Principle 4.1.1: The Scope and Content of Matters Delegated to the Management

The scope of matters delegated to Executive Officers is defined by the Company's Board of Directors and presented under Article 3 (System and Role of the Board of Directors) of the Basic Corporate Governance Policy.

Principle 4.8: Effective Use of Independent Directors

The Company's policies on the number of its directors, including independent directors, and the minimum proportion of independent directors in the Board are presented under Article 3 (System and Role of the Board of Directors) of the Basic Corporate Governance Policy.

As of the date of the announcement of this report, the Company's Board of Directors consists of 10 members, six of whom are independent directors.

Principle 4.9: Independence Standards and Qualification for Independent Directors

The independence standards and qualification for outside directors set forth by the Company are presented under II. 1. "Independent Directors" "Matters Relating to Independent Directors" "Outline of the 'Standards for Election Director Candidates"' "Independence of Outside Directors" of this report.

Supplementary Principle 4.11.1: Views on the Balance, Diversity and Size of the Board

The Company's views on the knowledge and experience of members of its Board of Directors as well as the balance, diversity and size of the Board as a whole are presented under Article 3 (System and Role of the Board of Directors) of the Basic Corporate Governance Policy.

Supplementary Principle 4.11.2: The Status of Directors' Concurrent Positions

The status of concurrent director positions held by the Company's outside directors is presented under II. 1. "Outside Directors" "Outside Directors' Relationship with the Company (2)" of this report.

None of other directors holds concurrent position as a senior executive or a director at listed companies.

Supplementary Principle 4.11.3: Analysis and Self-Evaluation of the Board's Overall Effectiveness

As presented in Article 9 (Self-Assessment) of the Basic Corporate Governance Policy, the Company's Board of Directors analyzes and evaluates its effectiveness as a whole based on the opinions of each director with regard to their assessment of the operations and functionality of the Board as well as matters discussed at the Board of Directors meetings, with the aim of making improvements in its operations. The evaluation of the Board for its operations during fiscal 2014 concluded that there was a need for improving methods of selecting agendas and preparing meeting materials to further invigorate discussions at the Board meetings. However, the operations of

the Board were deemed appropriate as a whole and the overall effectiveness of the Board of Directors was confirmed.

Drawing on the results of the evaluation, the Company will strive to enhance its management oversight and decision-making functions.

Supplementary Principle 4.14.2: Training Policies for Directors

The Company's policies for the training of its directors are presented under Articles 6 (Qualifications and Roles of Directors) and 8 (Acquisition of Information by Outside Directors and Information Sharing) of the Basic Corporate Governance Policy.

Principle 5.1 Policy for Constructive Dialogue with Shareholders

The Company established the "Basic Policy for Promoting Constructive Dialogues with Shareholders, Investors, etc." and discloses the policy through the following medium.

Outline of "Basic Policy for Promoting Constructive Dialogues with Shareholders, Investors, etc."
http://www.resona-gr.co.jp/holdings/english/about/governance/pdf/related_policies1.pdf
For more details on the Company's IR activities, please also refer to III. 2. "IR Activities" of this report.

2. Capital Structure

Percentage of Foreign Shareholders:	More than 30%

[Status of Major Shareholders]

Shareholder	Number of Shares Held	Percentage of Shares Held
The Dai-ichi Life Insurance Company, Ltd.	129,241,900	5.54
Japan Trustee Services Bank, Ltd. (Trust Account)	82,764,700	3.55
Nippon Life Insurance Company	67,488,195	2.89
The Master Trust Bank of Japan, Ltd. (Trust Account)	66,722,600	2.86
THE BANK OF NEW YORK MELLON SA/NV 10	49,306,413	2.11
STATE STREET BANK AND TRUST COMPANY 505225	43,122,114	1.84
AMUNDI GROUP	39,883,700	1.71
GOLDMAN, SACHS & CO. REG	37,140,081	1.59
Japan Trustee Services Bank, Ltd. (Trust Account No. 4)	36,726,800	1.57
JP MORGAN CHASE BANK 380055	35,419,826	1.51

Controlling shareholder (except for parent company)	None
Parent company	None

Supplementary Explanation

None

3. Corporate Profile

Listed Stock Market and Market Section:	First Section, Tokyo Stock Exchange

Fiscal Year-End:	March 31

Type of Business:	Bank

Number of Employees (consolidated) as of the End of the Previous Fiscal Year:	More than 1000

Sales (consolidated) as of the End of the Previous Fiscal Year:	¥100 billion to less than ¥1 trillion

Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year:	10 to less than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

None

5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

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II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form:	Company with a nominating committee, etc.

[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation:	15

Term of Office Stipulated in Articles of Incorporation:	1 year

Chairman of the Board of Directors:	President

Number of Directors:	10

[Outside Directors]

Number of Outside Directors:	6

Number of Outside Directors Designated as Independent Directors Pursuant to the Securities Listing Regulations of the Tokyo Stock Exchange	6

Outside Directors' Relationship with the Company (1)

Name	Status	Relationship with the Company (Note)								
		a	b	c	d	e	f	g	h	i
Emi Osono	Academic									
Toshio Arima	Appointed from another company									
Yoko Sanuki	Lawyer									
Mitsudo Urano	Appointed from another company									
Tadamitsu Matsui	Appointed from another company									
Hidehiko Sato	Lawyer									

Note: Nature of the relationship with the Company is indicated using the following symbols:
○: Indicates the situation described below applies at present or in the recent past
△: Indicates the situation described below applied in the past
●: Indicates the situation described below applies to a close family member of the individual at present or in the recent past
▲: Indicates the situation described below applied to a close family member of the individual in the past

a. Engages in business execution at the listed company or its subsidiary
b. Engages in business execution at the listed company's parent company or serves as a non-executive director
c. Engages in business execution at a fellow subsidiary of the listed company
d. Engages in business transactions with the listed company as his/her main business partner or engages in business execution at a company that engages in such transactions
e. Acts as a main business partner of the listed company or engages in business execution at a company that acts as a main business partner of the listed company
f. Serves as a consultant, accounting specialist or attorney-at-law for the listed company and receives a considerable amount of remuneration or compensation other than executive remuneration

g. Holds considerable equity in the listed company or engages in business execution at a company that holds such equity
h. Engages in business execution at a company that has business transactions with the listed company (excluding the above "d," "e" or "f"; this clause does not apply to family members of outside directors)
i. Engages in business execution at a company that is in an inter-directorial relationship with the listed company (this clause does not apply to family members of outside directors)
j. Engages in business execution at a company that is a beneficiary of the listed company (this clause does not apply to family members of outside directors)
k. Other

Outside Directors' Relationship with the Company (2)

Name	Membership of Committees (Nominating, Compensation or Audit committees)	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Emi Osono	Nominating Committee	Independent Director	<Important Concurrent Positions> Professor at Hitotsubashi University Graduate School of International Corporate Strategy Outside director of Lawson, Inc.	As a specialist in the field of corporate management with a wealth of knowledge and experience, Ms. Osono brings to the Board of Directors and other committees invaluable insight and advice spanning a wide spectrum of areas but focusing particularly on management strategy and organizational reforms. Ms. Osono has not participated in the management of a corporate entity in the past other than to serve as an outside director or corporate auditor. However, leveraging her knowledge and experience as well as her independent status vis-à-vis the management of the Company's daily business, Resona Holdings anticipates Ms. Osono will continue to oversee the affairs of the Company without causing conflicts of interest with general shareholders. Ms. Osono attended 15 of the 17 Board of Directors meetings and all five Nominating Committee meetings held during fiscal 2014. Ms. Osono had held her position as an outside director of Resona Holdings for a period of four years as of the close of the Company's General Meeting of Shareholders held in June 2015.
Toshio Arima	Nominating and Compensation committees	Independent Director	<Important Concurrent Positions> Chairman of the board, Global Compact Japan Network (General Incorporated Association) Outside director of Kirin Holdings Co., Ltd. Outside director of Fuji Heavy Industries Ltd.	Mr. Arima brings to the Board of Directors and other committees his invaluable opinions and advice across a wide spectrum of areas focusing on customer service and corporate social responsibility. He draws on concept building capabilities and experience that he has nurtured through his service as the manager of manufacturing and sales businesses. Leveraging such capabilities and experience as well as independent status vis-à-vis management applied to the execution of the Company's daily business, Resona Holdings anticipates Mr. Arima will continue to oversee the affairs of the Company without causing conflicts of interest with general shareholders. Mr. Arima attended all 17 Board of Directors meetings, all five Nominating Committee meetings, and all three Compensation

				Committee meetings held during fiscal 2014. Mr. Arima had held his position as an outside director of Resona Holdings for a period of four years as of the close of the Company's General Meeting of Shareholders held in June 2015.
Yoko Sanuki	Audit Committee	Independent Director	<Important Concurrent Positions> Lawyer; Representative of NS Law Office Outside director of Meiji Holdings Co., Ltd.	Based on her knowledge and experience as an expert in law, Ms. Sanuki proactively brings to the Board of Directors and other committees sound opinions and advice, especially from the perspective of preventing legal risk as well as ensuring compliance. Ms. Sanuki has not participated in the management of a corporate entity in the past other than to serve as an outside director or corporate auditor. However, leveraging her knowledge and experience as well as her independent status vis-à-vis the management of the Company's daily business, Resona Holdings anticipates Ms. Sanuki will continue to oversee the affairs of the Company without causing conflicts of interest with general shareholders. Ms. Sanuki attended 16 of the 17 Board of Directors meetings and all 14 Audit Committee meetings held during fiscal 2014. Ms. Sanuki had held her position as an outside director of Resona Holdings for a period of three years as of the close of the Company's General Meeting of Shareholders held in June 2015.
Mitsudo Urano	Compensation Committee	Independent Director	<Important Concurrent Positions> Advisor of Nichirei Corporation Outside director of Yokogawa Electric Corporation Outside director of HOYA CORPORATION Outside director of Hitachi Transport System, Ltd.	Mr. Urano proactively brings to the Board of Directors and other committees sound opinions and advice, especially from the perspective of facilitating reforms in management and corporate culture. He draws on concept building capabilities and experience that he has nurtured through his service as a chief executive officer in the fields of manufacturing and logistics. Leveraging such capabilities and experience as well as his independent status vis-à-vis the management of the Company's daily business, Resona Holdings anticipates that Mr. Urano will continue to oversee the affairs of the Company without causing conflicts of interest with general shareholders. Mr. Urano attended 15 of the 17 Board of Directors meetings and all three Compensation Committee meetings held during fiscal 2014. Mr. Urano had held his position as an outside director of

				Resona Holdings for a period of two years as of the close of the Company's General Meeting of Shareholders held in June 2015.
Tadamitsu Matsui	Nominating and Compensation committees	Independent Director	<Important Concurrent Positions> Representative Director and President of MATSUI office corporation. Outside director of Adastria Co., Ltd. Outside director of OOTOYA Holdings Co., Ltd. Outside director of NEXTAGE Co., Ltd.	Mr. Matsui proactively brings to the Board of Directors and other committees sound opinions and advice, especially from the perspective of facilitating reforms in management and customer services, employing his concept building capabilities and experience that he has nurtured through his service as a chief executive officer in the retailing business. Leveraging such capabilities and experience as well as his independent status vis-à-vis the management of the Company's daily business, Resona Holdings anticipates that Mr. Matsui will continue to oversee the affairs of the Company without causing conflicts of interest with general shareholders. Mr. Matsui attended 11 of the 13 Board of Directors meetings and both of the two Compensation Committee meetings held since he took office. Mr. Matsui had held his position as an outside director of Resona Holdings for a period of one year as of the close of the Company's General Meeting of Shareholders held in June 2015.
Hidehiko Sato	Audit Committee	Independent Director	<Important Concurrent Position> Lawyer; Hibiki Law Office Outside director of LIXIL Group Corporation Outside director of Sumitomo Dainippon Pharma Co., Ltd.	Based on his knowledge as an expert in law and experience as a government official, Mr. Sato is expected to bring valuable comments and opinions to the Board of Directors and other committees, especially from the perspectives of legal compliance and organization management. Leveraging his knowledge and experience as well as his independent status vis-à-vis the management of the Company's daily business, Resona Holdings anticipates Mr. Sato will oversee the affairs of the Company without causing conflicts of interest with general shareholders.

[Committees]

Committee Composition and Chairman

	Total Number of Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairman
Nominating Committee	3	0	0	3	Outside Director
Compensation Committee	3	0	0	3	Outside Director
Audit Committee	3	1	1	2	Outside Director

[Executive Officers]

Number of Executive Officers:	14

Status of Concurrent Positions Update

Name	Representative Authority	Concurrent Position Held (Director)	Nominating Committee	Compensation Committee	Concurrent Position Held (Employee)
Kazuhiro Higashi	Yes	Yes	X	X	No
Tetsuya Kan	Yes	Yes	X	X	No
Yuji Furukawa	Yes	Yes	X	X	No
Kazuyoshi Ikeda	No	No	X	X	No
Koji Nakamae	No	No	X	X	No
Yasushi Nakao	No	No	X	X	No
Makoto Nomura	No	No	X	X	No
Takashi Yoshimoto	No	No	X	X	No
Tetsuya Shiratori	No	No	X	X	No
Shinji Nakano	No	No	X	X	No
Takahiro Kawashima	No	No	X	X	No
Takayuki Torii	No	No	X	X	No
Kazuyo Shinya	No	No	X	X	No
Mikiko Ariake	No	No	X	X	No

[Auditing Structure]

Appointment of Directors and/or Staff to Support the Audit Committee:	Yes

Matters Related to the Independence of Such Directors and/or Staff from Executive Officers

Established under the direct control of the Audit Committee, the Office of the Audit Committee is comprised of specialist personnel, who support the Audit Committee in the execution of its duties. In order to ensure strict independence of such specialist personnel from executive officers, the Board of Directors stipulates that all relevant appointments and personnel transfers require prior consultation.

Cooperation among Audit Committee, Accounting Auditors and Internal Audit Departments

The Internal Audit Division regularly reports audit results and the status of improvements made in response to recommendations aimed at solving problems and issues to the Audit Committee. The Internal Audit Division maintains a collaborative relationship with the accounting auditors. Specifically, the Internal Audit Division regularly receives reports from the accounting auditors regarding audit progress status, results and other related matters in addition to frequently exchanging information with them in order to maintain an equivalent level of knowledge on issues affecting the Resona Group's internal control.

The Audit Committee maintains a collaborative relationship with the Internal Audit Division. The Audit Committee receives reports from the Internal Audit Division regarding basic audit plans and other related matters while promoting information exchange between the two parties. At the same time, the Audit Committee regularly receives reports from accounting auditors regarding audit plans, progress status and other related matters while promoting information exchange. Furthermore, the Audit Committee holds interviews with applicable accounting auditors on an as-required basis to enhance collaboration.

As explained above, at Resona Holdings, the Audit Committee, accounting auditors and the Internal Audit Division maintain collaborative relationships with each other to ensure management transparency and objectivity and thereby improve the effectiveness of corporate governance through the Resona Group.

[Independent Directors]

Number of Independent Directors:	6

Matters Relating to Independent Directors

Outline of the "Standards for Electing Director Candidates"

Resona Holdings ensures that director and outside director candidates are chosen from among persons who have sufficient competencies for the supervision of management by having its Nominating Committee conduct thorough assessments based on "Standards for Electing Director Candidates" formulated by said committee. In addition, the eligibility of outside director candidates is also carefully examined in light of their independence from the Company in accordance with requirements set forth in said standards.

Summary of Standards

(Director Candidates)
The director candidates under these Standards shall meet the following conditions:
(1) The person is suitable for the duty of supervising management from the viewpoint of facilitating the sustainable creation of Resona Group's corporate value;
(2) The person has the personality and knowledge required of a director, and has the willingness and ability required for faithfully performing his/her duties;
(3) The person can secure the time necessary for faithfully performing his/her duties; and

(4) The person meets the requirements of a director as specified by laws and regulations.

(Independence of Outside Directors)
1. The independent outside directors under these Standards shall meet the requirements for an outside director as specified by laws and regulations and shall fall under none of the following subparagraphs:
(1) The person is an operating director, executive officer or other employee (hereinafter "operating person") of the Company or its affiliate, or has been an operating person of the Company or its affiliate during the period of 10 years before assuming the office of a director;
(2) The person is a large shareholder having voting rights of 5% or more of all voting rights of the Company, or the person is an operating person of a corporation, organization, etc. which has voting rights of 5% or more of all voting rights of the Company;
(3) The person is an operating person of a company which has an important business relationship (Note 1) with the Company or its affiliate, or of its parent company or of its important subsidiary;
(4) The person has received compensation or other property benefits in the amount of ¥10 million or more (the annual average over the past three years) as attorney, consultant, etc. of the Company or its affiliate, in addition to officer's compensation of the Company; or the person is an operating person of a corporation, organization, etc. of which sales to the Company or its affiliate account for 2% or more of the consolidated sales of the corporation, organization, etc.;
(5) The person is an accounting auditor of the Company or its affiliate, or an employee, etc. of the accounting auditor;
(6) The person is an operating person of a corporation, organization, etc. which received a donation from the Company or its affiliate in the amount of ¥10 million or more (the annual average over the past three years), or 30% of the annual total expenses of the corporation, organization, etc., whichever is the larger;
(7) The person falls under any of the subparagraphs (2) through (6) during the period of past five years;
(8) The spouse or a relative within the second degree of the person falls under any of the subparagraphs (1) through (6);
(9) The person is an operating person of a corporation, organization, etc. which receives a director from the Company or its affiliate, or of its parent company, subsidiary, etc.;
(10) A person whose term of office of outside director exceeds eight years in total; and
(11) A person for whom a substantive conflict of interest could arise constantly in connection with general shareholders of the Company for any reasons other than those specified in above subparagraphs (1) through (10).

(Note 1) Important business relationship shall mean transactions, etc. which fall under any of the following:
(i) Usual transaction is 2% or more of the consolidated operating gross profit of the Company, or of consolidated gross sales of the client.
(ii) The balance of loans payable to the Company or its affiliate is specified in the business report of the client, and it is determined that such loan balance cannot be paid by other fund procurement means in a short period of time.

2. Even in the case that the person falls under any of the subparagraphs (1) through (11), if the Nominating Committee comprehensively judges his/her independence and determines that the person is qualified as an independent outside director, the person can be elected as an independent outside director candidate. In such case, the Nominating Committee shall explain the reasons, etc. for determining that the person is qualified as an independent outside director.

(Determination of director candidates)
1. When determining director candidates, the Nominating Committee shall select those director candidates who meet the requirements of director candidates as specified in these Standards and have various backgrounds and experience.
2. In addition to the above, when determining director candidates, the Nominating Committee shall ensure, in principle, that a majority of the Board of Directors are independent outside directors as specified in these Standards.

[Incentives]

Incentive Policies for Directors and/or Executive Officers:	Resona Holdings has adopted a performance-based compensation system

Supplementary Explanation

Please see the section, "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods," below.

Recipients of Stock Options:

Supplementary Explanation

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[Remuneration for Directors and Executive Officers]

Disclosure of Individual Director Remuneration:	Individual amounts are not disclosed

Disclosure of Individual Executive Officer Remuneration:	Individual amounts are not disclosed

Supplementary Explanation

[Total Amounts of Compensation for Directors and Executive Officers]
(Period covered: April 1, 2014 to March 31, 2015)

(Units: Number of individuals, Millions of yen)

	No. of Individuals	Compensation Paid			
		Total	Basic	Performance-Based	Share-based variable portion
Directors (excluding Outside Directors)	1	23	20	2	—
Executive Officers	10	148	75	56	16
Outside Directors	7	66	61	5	—

Notes:

1. Amounts of compensation paid are rounded down to the nearest million yen.
2. The amounts presented above include one director appointed on June 20, 2014, one director retired on the same day and one executive officer who stepped down from his position on March 31, 2015.
3. As of March 31, 2014, the number of directors and executive officers was 10 and 12, respectively. Of this number, three officers held the concurrent positions of director and executive officer.
4. For officers that held the concurrent positions of director and executive officer, compensation as a director was not paid. Furthermore, compensation as an executive officer was not paid to two executive officers who held the concurrent position of President and Representative Director at Group subsidiaries, namely, Saitama Resona Bank, Limited and The Kinki Osaka Bank, Ltd.
5. Basic compensation paid includes the position-based fixed portion and the duty-based additional fixed portion.
6. None of the directors or executive officers received, in aggregate, compensation totaling ¥100 million or more.
7. Compensation paid from subsidiaries to outside directors is as follows:
   The number of individuals: One; The amount of compensation paid: ¥7 million
8. The retirement benefit system applicable to directors and executive officers was abolished, effective June 25, 2004. Resona Holdings does not have a pension system for directors and executive offices.

Policy on Determining Remuneration Amounts and Calculation Methods:	Yes

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

In order to strengthen its incentive systems for directors and executive officers while at the same time clarifying responsibilities, Resona Holdings has adopted a performance-based compensation system.

In addition, with the aim of promoting the Group's sustainable growth and strengthening incentive systems for executive officers on a medium- to long-term basis to enhance its corporate value, Resona Holdings has adopted a stock purchase-based compensation system (introduced in June 2010).

1. Compensation Systems for Directors

Compensation systems for directors consist of a position-based fixed portion, a performance-based variable portion and a duty-based additional fixed portion. The ratio of compensation paid to directors under this position- and performance-based system is 95:5, respectively.

(1) Position-based fixed portion
The position-based fixed portion is determined by the nature and scope of responsibilities held by each individual.

(2) Performance-based variable portion
The performance-based variable portion is determined after taking into consideration the results of the previous fiscal year.

(3) Duty-based additional fixed portion
The duty-based additional fixed portion is determined by the nature and scope of responsibilities held by each outside director who also serves as a member of the Nominating Committee, Compensation Committee and Audit Committee.

2. Compensation Systems for Executive Officers

Compensation systems for executive officers consist of a position-based fixed portion, a performance-based variable portion and a share-based portion. In order to maintain and enhance its incentive systems for executive officers, the ratio of compensation paid to executive officers under this position- and performance-based system is 60:40, respectively, enhancing the percentage of performance-based benefit correspondingly.

(1) Position-based fixed portion
The position-based fixed portion is determined by the nature and scope of responsibilities held by each individual.

(2) Performance-based variable portion
The performance-based variable portion is determined after taking into consideration the results of the Company as well as the performance of each individual in the previous fiscal year.

(3) Share-based variable portion (introduced in June 2010)
The share-based variable portion is determined for the purpose of acquiring Company shares when income before income taxes and minority interest in the previous fiscal year has surpassed a certain level in the Company's medium-term management plan. Executive officers who receive this share-based variable portion shall acquire Company shares by disbursing a certain amount of this portion to the Directors' Shareholding Association every month. They possess such shares for up to one year after retirement from a position such as director or executive officer.

A certain amount of each benefit is paid monthly by cash.

The retirement benefit system applicable to directors and executive officers was abolished, effective June 25, 2004.

Resona Holdings does not have a stock option and related financing scheme.

[Support System for Outside Directors]

As part of the support structure and system, specialist personnel (Corporate Governance Office) are appointed to provide information to outside directors. The Corporate Governance Office assists in the affairs and operations of the Board of Directors, the Nominating Committee and the Compensation Committee. The Office is charged

with the responsibility of supporting directors in the execution of their supervisory and decision-making functions. Corporate Governance Office personnel provide outside directors with prior explanations of matters to be discussed at scheduled Board of Directors' meetings. Through prior explanation, questions and requirements of outside directors can be appropriately relayed to the relevant and responsible divisions and related departments and later reflected in deliberations of the Board of Directors. Through these means, Resona Holdings strives to ensure that Board of Directors' meetings are conducted in an efficient and effective manner. The appropriate executive officers and personnel of responsible divisions and departments provide direct explanations to outside directors in the cases of urgent and specific items.

Opinions or requests made at meetings of the Board of Directors are acted on by the Corporate Governance Office and the status and results of steps taken based on such opinions and requests are reported to outside directors and the Board of Directors.

In addition, seminars are held for newly appointed outside directors on particular aspects of the highly specialized banking business, with lectures presented by Executive Officers from the supervising sections of such directors.

2. Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

Overview of the current management structure is as follows. Please see "3. Reasons for Adoption of Current Corporate Governance System" as described hereinafter for the rationale underlying the current management structure.

Board of Directors

The Board of Directors fully ensures that management engages in substantial discussion in fulfilling its responsibilities of making decisions about important Group management issues and supervising the execution of business activities by executive officers and directors. The Board of Directors consists of ten directors, six of whom are outside directors, and the numbers of male and female directors are eight and two, respectively. One of the specific features of the Committees Governance Model as a company with a nominating committee, etc. is that while the Board of Directors makes decisions regarding important management issues and supervises the execution of operations, clearly defined roles give executive officers responsibility for the execution of operations, thus strengthening the Board of Directors' supervisory and decision-making functions. In June 2005, the presidents of all subsidiary banks became executive officers of Resona Holdings in order to ensure enhanced supervisory functions of the holding company vis-à-vis subsidiary banks. In fiscal 2014, the Board of Directors met 17 times, with an average attendance rate among the directors of 95.5%. The individual attendance rate varied from 84.6% to 100.0%.

Nominating Committee

The Nominating Committee comprises three committee members, with one member serving as the committee chairman and all of the members being outside directors. The committee makes decisions regarding proposals for the selection and dismissal of directors that are submitted to the shareholders meeting, based on the specific qualities that the Group should seek in its directors as well as the "Standards for Electing Director Candidates" both of which have been discussed and decided at the committee's meetings. This committee met five times in fiscal 2014. In June 2007, The Nominating Committee decided to introduce a succession plan that serves as a mechanism to ensure that the most appropriate candidates fill top management roles and responsibilities with the aim of accelerating the Group's management reform and realizing the enhancement of corporate value on a sustainable basis. The status of the implementation of the succession plan is examined by the Nominating Committee and reported to the Board of Directors.

Audit Committee

The Audit Committee comprises three directors, including two outside directors, one of whom serves as the chairman. In addition to auditing the execution of duties by executive officers and directors, this committee makes decisions regarding proposals for the selection and dismissal of accounting auditors, which are submitted to the General Meeting of Shareholders. Furthermore, the committee works with the Internal Audit Division, the

Compliance Division, the Risk Management Division, the Finance and Accounting Division, and other divisions to supervise and verify internal control systems and make the necessary responses, urging executive officers and other responsible personnel to make essential improvements. This committee met 14 times in fiscal 2014.

Compensation Committee

The Compensation Committee comprises three committee members, with one member serving as the committee chairman and all of the members being outside directors. This committee makes decisions about policies regarding benefits for individual directors and executive officers as well as the actual benefits for specific individuals. In addition, the committee considers the role a director compensation system should play in enhancing the Group's corporate value. In fiscal 2014, the committee met three times. The committee abolished the directors' retirement benefit system and introduced a performance-based compensation system in fiscal 2004. In addition, the committee adopted a compensation system that includes a share-based variable portion in fiscal 2010.

There is no committee member who is mutually appointed through the auspices of another company.

Executive Committee

Resona Holdings set up the Executive Committee as a body to deliberate and report on generally important management items and important matters in the execution of operations to support the decision-making process in the execution of operations. The Executive Committee consists of representative executive officers as well as executive officers and employs serious debate to ensure the transparency of decisions regarding significant management issues. In fiscal 2014, this committee met 47 times. Important issues related to the execution of the Company's business are reported to and discussed at this committee.

Internal Auditing Council

As a body to deliberate and report on important matters related to internal audits, Resona Holdings has established an Internal Auditing Council that is independent from the Executive Committee, which serves as a body for the execution of business. The council is composed of all representative executive officers, the executive officer in charge of the Internal Audit Division, the general manager of the Internal Audit Division and other personnel involved with internal auditing. Contents of deliberations and reports are conveyed to both the Board of Directors and the Audit Committee. The council met 15 times in fiscal 2014 and, in addition to discussing the internal auditing plan, it reported on the results of internal audits.

The Status of Audits

As a part of its audit structure and system, Resona Holdings established the Internal Audit Division. This division maintains strict independence from divisions in charge of the execution of the Group operations and is headed by an executive officer whose exclusive role is to oversee the audit function. As of March 31, 2015, the Internal Audit Division was composed of a general manager and 73 support staff, 49 of whom hold concurrent positions within the internal audit divisions of the Group's subsidiary banks. The Internal Audit Division conducts internal audits encompassing business operations and all operating divisions and departments excluding the Office of Audit Committee. This division strives to ensure healthy and appropriate business operations and to enhance corporate value through recommendations aimed at resolving problems and issues. Specifically, taking into consideration the degree of inherent risk present within individual operations at such internal control divisions as the Compliance Division, the Risk Management Division and the Financial Accounting Division, the risk management framework of each operating division and department and the efficacy and efficiency of internal audits, the Internal Audit Division prepares a basic policy and plan for internal auditing for each fiscal year. After obtaining opinions of the Audit Committee and the Company's accounting auditor, the Internal Audit Division submits this policy and plan to the Board of Directors for approval. Deloitte Touche Tohmatsu LLC was appointed as the Company's accounting auditor for fiscal 2014. The relevant accounting audit was conducted by the following certified public accountants.

Deloitte Touche Tohmatsu LLC
Shigeru Omori (Four years)
Mitsuo Kimura (Four years)

Ayako Makino (Six years)
(28 other support staff)
Note: Figures in parentheses are the number of consecutive accounting audit years.

3. Reasons for Adoption of Current Corporate Governance System

In June 2003, Resona Holdings has adopted the Committees Governance Model (currently known as the company with a nominating committee, etc. governance model) based on its recognition that said model is best suited for the Company's goal of securing a clear separation between functions for supervision and execution of business operations and strengthening the ability of its Board of Directors as a management oversight and decision-making body. Since then, the Company has maintained a corporate governance system under this governance model.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Promote the Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholder Meeting:	Distributed convocation notices 16 days prior (June 3) to the General Meeting of Shareholders date (June 19)
Scheduling Annual General Shareholder Meetings Avoiding the Peak Day:	Held the Annual General Meeting of Shareholders five business days prior (June 19) to the peak shareholder meeting date.
Allowing Electronic Exercise of Voting Rights:	Electronic exercise of voting rights was implemented from the fiscal 2006 Annual General Meeting of Shareholders.
Participation in Electronic Voting Platform:	A voting rights electronic exercise platform for institutional investors has been established for use from the fiscal 2007 Annual General Meeting of Shareholders. For the Company's 14th Ordinary General Meeting of Shareholders, the notice of convention was posted on the website of the Tokyo Stock Exchange and the Company's website on May 28, 2015, four business days prior to the shipment of such notice.
Providing Convocation Notice in English:	Prepared convocation notices, reference materials and business reports in English and posted them on the voting rights electronic exercise platform for institutional investors and on Resona Holding's Website from the fiscal 2011 Annual General Meeting of Shareholders.
Other	The Company recognizes shareholder meetings as an important forum for communication with its shareholders. Accordingly, Resona Holdings is making sincere efforts to present its various reports and information in an easy-to-understand format by significantly increasing the use of visual aids. As a part of these efforts, the Company has posted copies of its convocation notice and related reference materials as well as its Articles of Incorporation and Stock Handling Regulations on its Website. These documents are available in Japanese only.

2. IR Activities

	Presentation by the Representative Director	Supplementary Explanations
Preparation and Publication of Disclosure Policy	—	Resona Holdings has formulated basic guidelines for information disclosure and financial reporting. These policies are posted on disclosure materials as well as the Company's Website. (http://www.resona-gr.co.jp/holdings/english/investors/ir/guideline/)
Periodic Investor Briefings for Individual Investors:	Yes	The Company provides briefings on the Group's business, financial performance and business strategies as well as other important information through the following initiatives. ● Participation in the Tokyo Stock Exchange's IR Festa 2015, with the Representative Executive Officer giving presentations ● Corporate briefings using live broadcasting via the Internet, with the Representative Executive Officer giving presentations; The content of briefings was also made available on demand. ● Corporate briefings at securities companies' branch offices, with the Representative Executive Officer and the Executive Officer in charge of financial accounting giving presentations (annually 10 occasions)

Periodic Investor Briefings for Analysts and Institutional Investors:	Yes	The Company holds biannual presentation meetings, each following the close of the six-month and full-year operating periods. The meetings target sell-side analysts and institutional investors, with the Representative Executive Officer and the Executive Officer in charge of financial accounting giving presentations on the Company's business strategies and financial performance. On the dates of disclosure for its quarterly financial statement, the Company holds earnings conference calls, with the Executive Officer in charge of financial accounting giving a presentation on financial performance. In addition, the Company holds presentation meetings to discuss individual business strategies. The Company also holds individual and joint meetings inviting sell-side analysts and institutional investors.

Periodic Investor Briefings for Overseas Investors:	Yes	The Company participates in domestic conferences hosted by securities companies for overseas investors, providing briefings on details of the Group's business and financial performance, business strategies and other important information. Video recordings of briefings made to domestic institutional investors covering the Company's full-year and six-month operating results are accessible through the Company's Website, with simultaneous translation into English provided for overseas viewers. In addition to the above, the Representative Executive Officer and the Executive Officer in charge of financial accounting undertakes individual visits to overseas investors while holding individual meetings with such investors in Japan on numerous occasions.

Posting of IR Materials on Website	Yes	IR presentation materials, financial results reports, securities reports, disclosure materials, annual reports and Resona Today (the Resona Group's bulletin report) as well as the Company's credit rating and information and financial disclosure guidelines are posted on the Company's Website: http://www.resona-gr.co.jp/holdings/english/investors/ir/presentation/ Presentation materials used at the aforementioned briefings on its operating results and the video recordings of such briefings are available through the Company's website.

Establishment of Department and/or Manager in Charge of IR	—	(IR Department): Financial Accounting Division; (IR Executive Officer): Makoto Nomura (IR Inquiries): Financial Accounting Division, Satoshi Fukuoka General Manager

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The Resona Group's Corporate Mission defines a set of core values shared by all officers and employees and provides guidelines for their business conduct. The *Resona Way* (the Resona Group's Corporate Promises) determines the fundamental stance of the Group in its pursuit of the Corporate Mission. Based on these values, the Company formulated *Resona Group CSR Policies* aimed at addressing material issues defined by ISO 26000 standards and clarifying its approach to initiatives aimed at fulfilling its corporate social responsibility. In this way, the Resona Group will strive to contribute to the development of a sustainable society in line with these policies.
Implementation of Environmental Activities, CSR Activities, etc.	For the Resona Group to be accepted by society and realize sustainable growth, it must act in line with the Resona Group's Corporate Mission and the *Resona Way* to maintain the support of all stakeholders. With this in mind, the Group is committed to building the relationship of trust with customers, working hard to make social contributions, and paying high regard for the personality of each employee. Based on this philosophy, a Group CSR Committee has been formed with the mission of putting CSR management into practice. The president of Resona Holdings heads the committee, and its members are the presidents of subsidiary banks and executive officers in charge of corporate management divisions. To guide its effort aimed at better responding diverse social needs in a detailed way, the Group has formulated *Resona Group CSR Policies* that identifies seven material issues* while adopting a structure to promote initiatives to address the CSR Targets set forth for each of such issues. *Corporate governance, respect for human rights, diversity promotion, compliance, consumer and customer services, contribution for community and environmental protection In addition to the Company's Website and disclosure materials, Resona Holdings' CSR report and other materials. The following are a few examples of the Group's CSR activities. * Local Communities' Programs < "Re: Heart Club" > To mark the 10th year since the inauguration of the Resona Group, in October 2012 the Group established the "Re: Heart Club" to show its gratitude to local communities, which have supported the Group up to the present. The Club is intended to provide solutions for issues currently besetting local communities. To this end, voluntary activities are now being planned and implemented by the Club to revive local communities, nurture future generations and protect the environment. <Service Reforms> In its efforts to continuously enhance customer services, the Resona Group continues to implement a variety of measures. These measures include the "shorter waiting time" campaign, "extended business hours" and the establishment of "Seven-Days Plaza" counters that are open seven days a week until 7 p.m. As part of strengthened initiatives for improving accessibility, the Group puts its emphasis on making its branches more convenient for the elderly and people with disabilities. To that end, the Group has set up Priority ATMs that preferentially offer ATM service to such individuals, along with Priority Seats for their convenience. At the same time, for those who use wheelchairs, the Group introduced lower desks and set up the booths for viewing safety deposit boxes with accessibility in mind. Moreover, employees of all Group banks have participated in the "Ninchishō (Dementia) Supporter" training program sponsored by Japan's Ministry of Health, Labour and Welfare. In these ways, the Resona Group is working to create a bank branch that guarantees usability and peace of mind for all visitors. <CSR Initiatives through the Provision of Financial Services> In addition to these initiatives, the Resona Group undertakes various activities in response to an aging society with declining birthrates. These activities include developing products and services to accommodate customer needs relating to asset inheritance. Moreover, the Resona Group promotes various other activities aimed at help solving issues in communities through financial services—the Group's field of expertise—such as providing support for regional corporations through various orientations and business matchmaking events, implementing plans to support new product development and the recruiting activities of regional corporations. * Programs for Next Generations <Resona Kids' Money Academy>

As part of efforts to contribute to local communities and society at large, since 2005 the Resona Group has been active in helping children learn financial and economic subjects. During the summer vacation period in 2015, events were held at 210 locations nationwide. The approximately 4,500 children who participated were introduced to the importance of money and how it links to realizing future dreams. Since the program's inception, the cumulative total of participants has exceeded 25,000.

<Supporting Human Resource Nurturing Overseas>

To help nurture human resources capable of serving as a bridge between Japan and other countries, The Resona Group maintains an overseas scholarship program. In 2012, Bank Resona Perdania in Indonesia granted scholarships for the first time to students studying at the Japanese Language Department, Faculty of Humanities, at Universitas Indonesia. Moreover, in 1989 Resona Bank made an endowment to the Japanese Studies Department of the University of Hong Kong, and has continued to provide support through the "Resona Bank Scholorship System" ever since.

<Children 110 Activities>

The Resona Group identified approximately 600 manned subsidiary bank branches to serve as emergency help centers for children. With a lot of the Resona Bank's branches offering extended hours past 5:00 p.m. on weekdays, they have proven to be of help to children on their way home after school.

<Table for Two and Other Activities>

The Resona Group participates in the "Table for Two Campaign" at several of its Group bank head office buildings. Participants include Resona Bank (Osaka and Tokyo), Saitama Resona Bank and The Kinki Osaka Bank. For each purchase of a low-calorie meal at respective Group bank staff cafeterias, the Resona Bank donates ¥20 to provide school catering to children around the world suffering from famine. In addition, the Group supports the nationwide "school festival for the Special Needs School," a student contest encompassing paintings, photographs, calligraphy and other artworks.

* Diversity Management

With the aim of realizing greater corporate value through the creation of a working environment that encourages women to aim for success, the Resona Women's Council, an advisory group, was formed to directly reflect women's perspectives and opinions in the Group's top management. The Council focuses on developing a comfortable workplace for women, suggesting and carrying out a variety of initiatives aimed at raising female workers' awareness of career development opportunities and assisting those in their child-rearing years in their efforts to strike a work-life balance.

For example, the Council spearheaded the establishment of the "Mentoring System" and the provision of such training sessions as the "Women's Training Workshops on Leadership" and the "Female Employees' Networking Seminar" while hosting a gathering aimed at facilitating exchange between Group female employees and external participants from different business sectors. By doing so, the Council is assisting female workers with their career development.

Also, initiatives aimed at helping women strike a balance between child rearing and work included the "Pre-Mama Seminar" aimed at helping expectant mothers get a clearer picture of how to strike a work-life balance through briefings on the Company's support systems and lectures by employees who have gone through similar experiences; "Staff Conversion," a program aimed at assisting those who are confronting childcare and nursing care issues by allowing them to temporarily convert their employment status to "partner staff" status and vice versa; and "Job Return" systems, which assist women who have resigned from the Group in gaining reinstatement. In these ways, the Group provides diversified working styles for employees.

Other examples included "Resona Reinstating Support Seminar" aimed at providing employees on childcare leave with information regarding how to strike a balance between work and childcare after their reinstatement and thereby clearing the anxiety they often have. Also, "Nursing Care Seminars" are held periodically to aid those who are struggling to balance work and nursing care.

In recognition of these and other activities aimed at helping women succeed, the Resona Group was selected to bear the Fiscal 2014 Nadeshiko Label, a stock label awarded to listed companies with an excellent track record in facilitating women's career development under a joint initiative of Japan's Ministry of Economy, Trade and Industry and the Tokyo Stock Exchange.

In addition, Resona Bank won a 2010 Minister of Health, Labour and Welfare Prize in the Corporate Equal Employment Promotion Category at the Equal Employment and Work-Life Balance Promotion Awards. Saitama Resona Bank received a 2007 Director of Saitama Labour Bureau Prize in the Corporate Equal Employment Promotion Category and a 2008 Director of Saitama Labour Bureau Prize in the Family-Friendly Category. The Kinki Osaka Bank received a 2008 Director of Osaka Labour Bureau Prize in the Corporate Equal Employment Promotion Category.

<Current Status and Future Target for Promoting Female Workers>

By implementing and further enhancing initiatives aimed at aiding female workers' career development, the Company will increase their representation among managerial personnel in line with the following target.

	<table><tr><td></td><td>Fiscal 2014 result</td><td>Fiscal 2020 target</td></tr><tr><td>Indicator: Proportion of female workers in managerial or higher positions</td><td>21.9%</td><td>30.0%</td></tr></table> Extending beyond support for women, the Resona Group actively promotes the use of partner staff as well as middle-aged staff. The Resona Group is committed to creating a corporate culture that enables diverse human resources reach their full potential. As a result, Resona Bank has won prizes for four consecutive years in the Diversity Awards organized by NPO J-WIN. Also, in 2013 Resona Bank was commended as one of the "Winners of the Diversity Management Selection 100," a commendation program cosponsored by the Ministry of Economy, Trade and Industry. * Environmental Protection Activities With the aim of clarifying its approach to environmental initiatives, the Resona Group has formulated the *Resona Group Environmental Policies* and is thus giving appropriate consideration to environmental preservation in the course of its corporate activities. The Resona Group works to ensure that each officer and employee can maintain a clear perception of their mission of making best efforts to preserve the global environment as a community member. Specifically, Resona Bank (Osaka and Tokyo), Saitama Resona Bank and The Kinki Osaka Bank have acquired ISO14001 environmental management system certification for their head office buildings. As such, the Resona Group is working to establish an effective environmental management system. Also, through its mainstay activities, the Resona Group offers a variety of products including eco housing and other environmental protection-related loans, SRI funds and community trusts to help finance environmental protection-related activities. In 2011, the Group introduced Environmental Accounting and, in 2012, began disclosing its results by posting them in a CSR report. This report enables the Group to visualize the cost and effectiveness of its environmental preservation efforts to promote more efficient and effective environmental activities.

Development of Policies on Information Provision to Stakeholders	The Resona Group formulated its *Basic Policy on Information Disclosure and Financial Reporting* with the aims of promoting open, fair and timely disclosure of relevant information, the reliability of financial reports and the efficacy of information disclosure control. Important matters regarding information disclosure and information disclosure control are reported to and discussed at the Executive Committee. The Group goes beyond the mandatory disclosure items set forth in the timely disclosure rules of the stock exchanges and provides shareholders, investors and customers with timely and up-to-date management information through a wide range of media. These disclosure activities include briefings and press conferences conducted by the top management of the Group and a full program of investor relations activities.

IV. Matters Related to the Internal Control Systems

I. Basic Views on Internal Control Systems and the Progress of System Development

To enhance its corporate value, Resona Holdings has determined its Basic Policies for Group Internal Control Systems at its Board of Directors meeting with the aim of realizing the most suitable internal control system for the Resona Group. In addition, a resolution to revise part of the aforementioned policies was made at the Board of Directors meeting held on April 30, 2015. The revised policies are described below.

Basic Policies for Group Internal Control Systems

(1) Statement

Driven by sincerest apologies for a major injection of public funds, Resona Holdings and Group companies* have determined the following the *Basic Policies for Group Internal Control Systems* in order to prevent a recurrence of such serious matters.

Based on these basic policies, we aim to create Internal Control Systems that befit the Resona Group, and through their optimal operation and maintenance, ensure the effectiveness of such internal controls to increase the corporate value of all Group companies.

*Companies stipulated by Article 2, Paragraph 3 of Japan's Companies Act and Article 3 of Ordinance for Enforcement of the Companies Act, hereinafter the same shall apply.

(2) Purpose of Internal Control Systems (Basic Principles)

In accordance with generally accepted evaluation standards for internal control systems, the Resona Group shall adopt as the Group's basic principles on internal controls the fulfillment of the following four goals.

a. Improve efficacy and efficiency of operations
b. Assure reliability of financial disclosure
c. Comply with legislation
d. Maintain the soundness of assets

(3) Constructing Internal Control Systems (Basic Guidelines)

Resona Holdings shall develop internal control systems composed of the basic elements required for the systems to fulfill their purposes, including a control framework, risk evaluation and response system, internal control activities, information and communication systems, monitoring standards and IT systems. Upon establishment of the *Corporate Mission* shared throughout the Group and based on these policies, Resona Holdings shall determine the following basic guidelines in constructing systems to ensure that the Group's operations are conducted in an appropriate manner.

a. Guidelines to ensure that business operations of Resona Holdings' Executive Officers and employees as well as Directors, Executive Officers and employees at each Group company are executed in compliance with legislation and Group regulations

b. Guidelines to store and manage information related to the execution of operations by Executive Officers

c. Guidelines to govern the management of loss risk that may arise at Resona Holdings or its Group companies and related systems

d. Guidelines to ensure that the responsibilities of Resona Holdings' Executive Officers and each Group company's Directors and Executive Officers are carried out effectively

e. Guidelines to ensure that operations of the corporate group, consisting of Resona Holdings and all Group companies, are conducted appropriately (including a system to ensure that the execution of operations by Directors and Executive Officers at each Group company is reported to Resona Holdings)

f. Guidelines concerning assistants to the operations of the Audit Committee

g. Guidelines to ensure the independence of the specialist personnel mentioned above in relation to Executive Officers and that instructions to said personnel are carried out effectively

h. Guidelines concerning a reporting system for Resona Holdings' Directors (excluding those concurrently serving as members of the Audit Committee), Executive Officers and employees and each Group company's Directors, Corporate Auditors, Executive Officers and employees as well as persons who received report from the foregoing personnel to report to the Audit Committee

i. Guidelines concerning a system to ensure that a person who made the abovementioned reporting is not treated

disadvantageously
j. Guidelines concerning the treatment of expenses occurred in connection with the execution of duties by the members of the Audit Committee
k. Guidelines to ensure that audits by the Audit Committee are conducted effectively

2. Status of Internal Control Systems

The Resona Group is making every effort to properly develop and manage sound internal control systems, in accordance with the provisions of the *Basic Policy for Group Internal Control Systems*. The Resona Group is also working to ensure the efficacy of these systems.

(1) Status of Group Management Systems

The Resona Group strives to continuously strengthen its corporate governance by establishing responsible management systems and strengthening its supervision as well as surveillance functions, while working to improve the transparency of management. In June 2003, Resona Holdings became the first banking institution in Japan to adopt the Committees Governance Model (currently known as the company with a nominating committee, etc. governance model) with outside directors representing a majority of its Board of Directors, to stimulate debate. The Group also assigned decision-making on crucial business matters and management surveillance to the Board of Directors and the execution of operations to the Executive Officers, aiming to reinforce the surveillance and decision-making functions of the Board of Directors.

We unified the Group's basic approach to corporate governance, integrating the auditing companies of Group banks and other companies. The presidents of Group banks also serve as Executive Officers of Resona Holdings in order to centralize group governance. Within this structure, we manage Group companies in order to enhance the corporate value of the Group.

(2) Status of Internal Auditing Systems

The Resona Group's *Basic Policy on Group Internal Auditing* aims to improve the framework of its internal auditing system and secure the efficacy of internal audits. Based on this policy, the Group has established internal auditing divisions that are independent from divisions in charge of business execution. Under the leadership of an Executive Officer specially appointed for internal auditing, these internal auditing divisions evaluate and examine the business and management activities of Resona Holdings and Group companies from objective and unbiased standpoints while closely cooperating with the Audit Committee. When necessary, the divisions make proposals for the improvement of problems and issues.

Every year, Resona Holdings' Internal Audit Division formulates the *Basic Plan for Internal Auditing*, which comprises the Group's policies on internal auditing, a statement of issues subject to auditing and other major items, and obtains the approval of the Board of Directors. Each Group company's own Internal Audit Division formulates a *Basic Plan for Internal Auditing* for that company, drawing on the guidance of and discussions with its counterpart at Resona Holdings, and obtains approval of the board of directors of its company. The results of internal audits are discussed at the Internal Auditing Council and important findings are directly reported to the Board of Directors.

If a major issue arises concerning management at Group companies, Resona Holdings' Internal Audit Division performs audits with the internal auditing departments of each Group company.

(3) Compliance Systems

Regretting the necessity of receiving an injection of public funds, and to restore the Group's finances, the Resona Group has established the *Corporate Mission*, which forms the basis for the judgments and behavior of directors and employees; the *Resona Way* (Resona Group Corporate Promises), which outlines the basic stance, based on the *Corporate Mission*, that directors and employees should take toward all stakeholders; and the *Resona Standards* (the Resona Group's Behavior Guidelines), which are specific guidelines about behavior expected from directors and employees under the *Corporate Mission* and the *Resona Way*.

Resona Holdings and the Group companies have prepared a *Basic Compliance Policy*, which makes clear, from a compliance point of view, the roles of directors and employees as well as a basic framework for organizational systems and training programs based on the *Corporate Mission* and other statements. Each Group company formulates and implements its own *Compliance Program* every fiscal year as an action plan for

strengthening its compliance posture. This approach allows Group companies to take the initiative in enhancing their own compliance structures.

Meanwhile, the *Resona Legal Counsel Hotline* and the *Resona Compliance Hotline* are available for employees seeking advice and wishing to report on compliance issues. We are constantly striving to strengthen these internal reporting systems. More specifically, we have clarified internal rules to make the systems safe for Group employees to use.

Moreover, the *Resona Accounting Audit Hotline* is in place and open to reports from external persons regarding fraudulent or inappropriate employee conduct in the course of settling accounts, accounting-related internal control activities and accounting audits.

Run by external law firms, the *Resona Legal Counsel Hotline* and the *Resona Accounting Audit Hotline* are independent from the Company's management. However, all incidents reported to these hotlines are directly reported to an outside director who serves as the chairman of the Audit Committee. In these ways, we are striving to improve the reliability and transparency of these systems.

With regard to our compliance structure, we have established a Compliance Division at Resona Holdings and Group companies while appointing Compliance Officers at each bank branch, division and department within the Group. We have also established a Group Compliance Committee, which is composed of members from Resona Holdings and Group companies. The Group Compliance Committee deliberates on compliance issues within the Group.

In addition, we have clearly defined the specific responsibilities of management divisions at Resona Holdings and each Group bank for handling customer relations, such as safeguarding customers, improving convenience, explaining our services clearly, consulting, responding to customer complaints and securely handling customer information. If operations are outsourced to a third party, the management divisions in charge are responsible for ensuring the appropriate handling of customer data and the quality of services provided. The Service Quality Management Committee is composed of members from these management divisions. Through the implementation of cross-organizational initiatives based on the deliberation and management conducted by the Group Compliance Committee and the Service Quality Management Committee, the Resona Group is taking on the challenge of becoming the most-trust banking group.

(4) Status of Risk Management Systems

Resona Holdings has established the *Group Risk Management Policy* as its basic policy to conduct risk management within the Group. This policy clarifies types and definitions of various risks, organizations and structures required for effective risk management and the basic risk management framework to create a robust risk management system. Specifically, Resona Holdings has established a Risk Management Division in charge of comprehensive risk management as well as category-specific risk management divisions based on the policy to develop a risk management structure. Together with this, all of these divisions are working to strengthen Groupwide risk management through: (1) the presentation of risk management policies and standards to Group companies; (2) preparatory discussions on important matters concerning risk management at Group companies; and (3) the receipt of periodical reports on the status of Group companies' risk management and exposure. Meanwhile, individual Group companies formulate their own risk management policies that coincide with the *Group Risk Management Policy*, factoring in their business scale, operations involved, business characteristics and risk management and exposure status in order to achieve the most efficient and appropriate risk management system for each company.

In particular, credit risk is a major risk category for banking operations. We define credit risk as "a risk that arises when the value of assets (including off-balance sheet assets) declines or disappears as a result of the deterioration of the financial position of obligors." Having established a unified *Group Credit Policy*, which lays out a standard set of basic principles for credit management for the Group as a whole, the Resona Group conducts strict credit risk management. An overconcentration of credit extended to certain obligors and industries, as well as an inadequate framework for individual credit in the past, put Resona Holdings in a situation where we had to receive an injection of public funds. Based on this experience, the *Group Credit Policy* focuses on two facets of credit risk management: stringent credit score management and portfolio management that emphasizes risk diversification.

Also, we endeavor to manage market, liquidity, operational, reputational and other risks by: (1) setting necessary limits; (2) creating applicable guidelines; (3) assessing risks; (4) formulating contingency plans; and (5)

employing other measures required according to the nature of each risk category.

Moreover, Resona Holdings and its Group companies have taken preparatory measures for cases where a risk materializes due to a disaster, system failure or other cause and is of such significance that it cancels out all their risk management efforts and develops into a crisis. In more specific terms, we have established a comprehensive crisis management structure, including the formulation of a basic crisis management policy, so that we will be able to counter the crisis efficiently and effectively and to ensure continued operations during such crisis, effecting quick operational recovery to normal conditions.

2. Basic Views on Eliminating Anti-Social Forces

[Basic Approach to Elimination of Anti-Social Forces]

The Resona Group believes that preventing and eradicating transactions with anti-social forces are critically important to its public mission and social responsibility as a financial institution. Our basic approach is to intervene in and nullify transactions that would support anti-social forces through the corporate activities of Resona Holdings and Group companies.

[Status of Measures to Eliminate Anti-Social Forces]

a. Internal Rules and Regulations

The *Resona Standards* (the Resona Group's *Behavior Guidelines*) declare that the Resona Group will take resolute measures to deal with anti-social forces. Specific internal rules and regulations exist based on the *Basic Compliance Policy*.

b. Divisions and Managers Responsible for Preventing Illicit Demands

Resona Holdings and Group companies have designated their compliance divisions as the departments responsible for countering anti-social forces. The compliance divisions take appropriate measures to prevent and nullify transactions with anti-social forces.

Group banks have managers at each business base in charge of preventing illicit demands. These managers are registered at the nearest police station and receive special training by the Public Safety Commission, and they are responsible for preventing and resolutely resisting illicit demands from anti-social forces.

c. Cooperation with External Professional Organizations

The compliance divisions at Resona Holdings and Group companies have formed cooperative relationships with law enforcement agencies, law firms and other professional organizations, and branch offices communicate and consult with nearby police stations on safety issues.

d. Collecting and Managing Information on Anti-Social Forces

The compliance divisions of Resona Holdings and Group companies collect, analyze and uniformly manage internal and external information about anti-social forces.

e. Compliance Manual

Resona Holdings and Group companies have sections of the *Compliance Manual* dedicated to resolutely acting as an organization to counter anti-social forces.

f. Training

The *Basic Compliance Policy* of Resona Holdings and Group companies clearly describes the crucial importance of preventing and eliminating transactions with anti-social forces. We provide ongoing training and education on these compliance issues for directors and employees, spreading awareness throughout the organization.

g. Introduction of Terms of Crime Syndicate Elimination

Resona Holdings has introduced "terms of crime syndicate elimination" at its subsidiary banks. Prior to entering into transactional or other kind of relationships with customers, we require those potential customers to declare and ensure that they are not, nor will not become, antisocial forces. If a customer violates his/her commitment or is deemed to be an antisocial force, we use the terms of commitment as a legal ground to terminate transactions with this customer. Through the use of the terms, Resona Holdings is working to prevent any transactions with antisocial forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures:	No

Supplementary Explanation

Resona Holdings has not prepared any specific defense takeover measures, such as by issuing new stock or stock options for reasons other than raising capital for business purposes. Resona Holdings aims to enhance corporate value and shareholder returns without having to resort to such measures.

2. Other Matters Concerning the Corporate Governance System

[Overview of Internal System for Timely Disclosure]

1. Deliberation and Reporting concerning Timely Disclosure

With the aim of ensuring the reliability of the Group's financial reporting and the appropriateness of its information disclosure, important matters regarding information disclosure and information disclosure control are reported to and discussed at the Executive Committee.

2. Formulation of Internal Rules Concerning Timely Disclosure

To ensure the appropriateness of its timely disclosure, Resona Holdings and its Group companies have formulated guidelines for timely disclosure.

3. Assignment of Dedicated Departments Responsible for Timely Disclosure

Resona Holdings has assigned certain departments to be responsible for timely disclosure. To promote timely disclosure, these departments enter into discussions with the relevant department once they obtain information to be disclosed, and they follow prescribed procedures to ensure that the disclosure of such information is done in an appropriate manner. These departments are also responsible for amending internal rules and regulations concerning timely disclosure and for reviewing, and revising when necessary, items and standard monetary amounts for consideration before making decisions concerning disclosure. These amendments and revisions are disseminated through the Group by these departments.

The Succession Plan for the Resona Group's Management Personnel

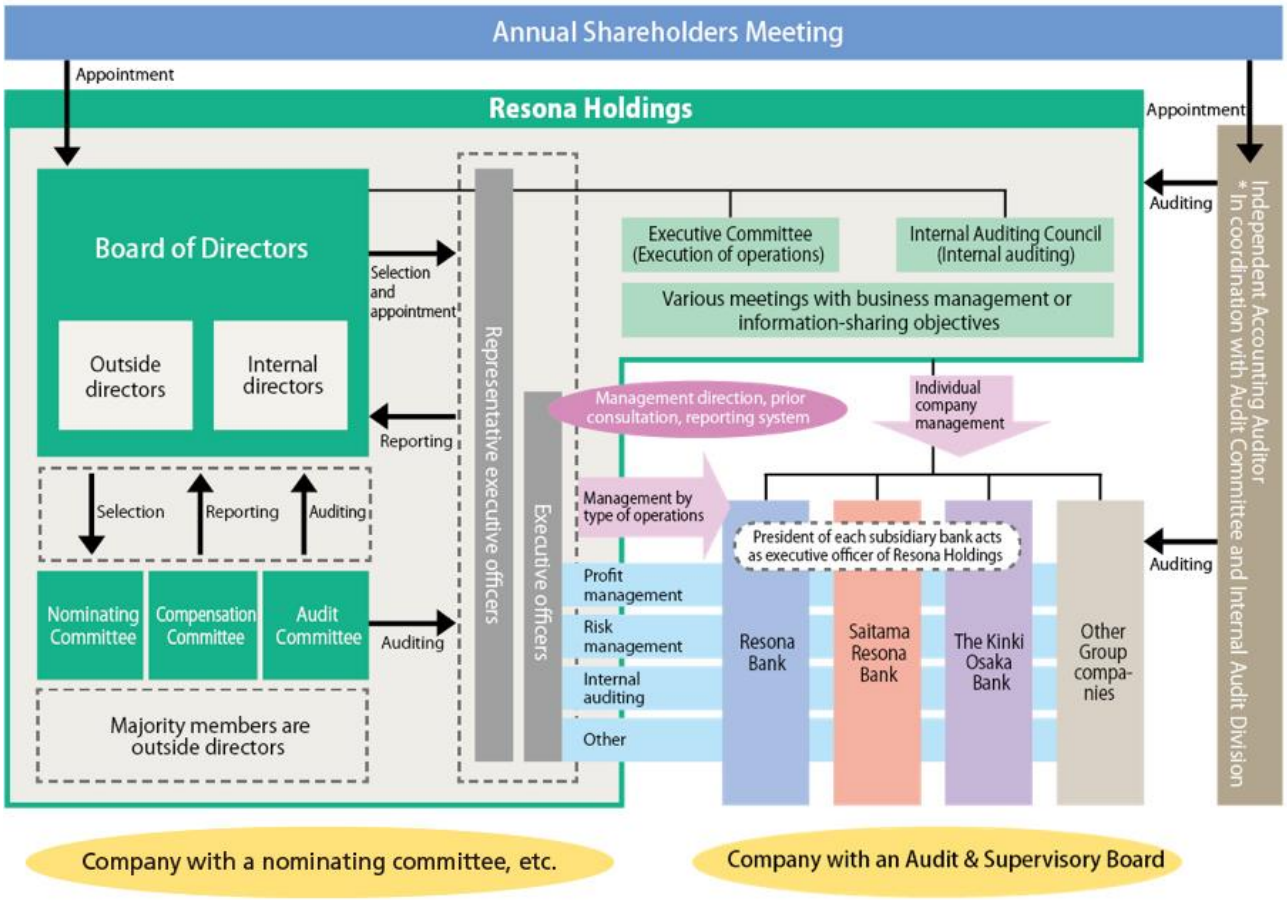
Aiming for sustained improvements in corporate value, the Group introduced a succession plan in June 2007 that serves as a mechanism to ensure the successions of the top management roles and responsibilities at the Company and each Group bank and secure the transparency of the process of selecting and nurturing directors.

The scope of the succession plan covers various candidates, from those who are candidates for the next generation of top leadership to those who are new candidates for directorships. The process of selection and nurturing successors is carried out steadily according to a schedule, matching qualified candidates to the appropriate rank. The Group retains the objectivity of this process by drawing on the advice of external consultants. Evaluations of candidates undergoing the process are reported to the Nominating Committee. In addition to receiving reports on candidate evaluations, members of the Nominating Committee come into direct contact with candidates as part of the process, evaluating candidates' characters from various aspects.

The activities of the Nominating Committee are reported to the Board of Directors, of which outside directors are the majority, and are discussed from diverse perspectives. Through the entire process, which is highly transparent, each potential director's capabilities and competencies are closely studied and enhanced where appropriate.

In addition, Resona Holdings has sets forth seven competencies that define the ideal candidate for the position of director. By ensuring that the directors in the Nominating Committee as well as the other directors share common ideals regarding candidates, the Company clarifies standards for the evaluation and nurturing of successors and thereby aims to realize impartiality during the entire process.

【Group Corporate Governance Framework】



【Resona Group Timely Disclosure System】

