

(English Translation of the Japanese Original)

Appendix to the Notice of Convention of the Ordinary General Meeting of Shareholders

Business Report for the 25th Term (from April 1, 2025 to March 31, 2026)

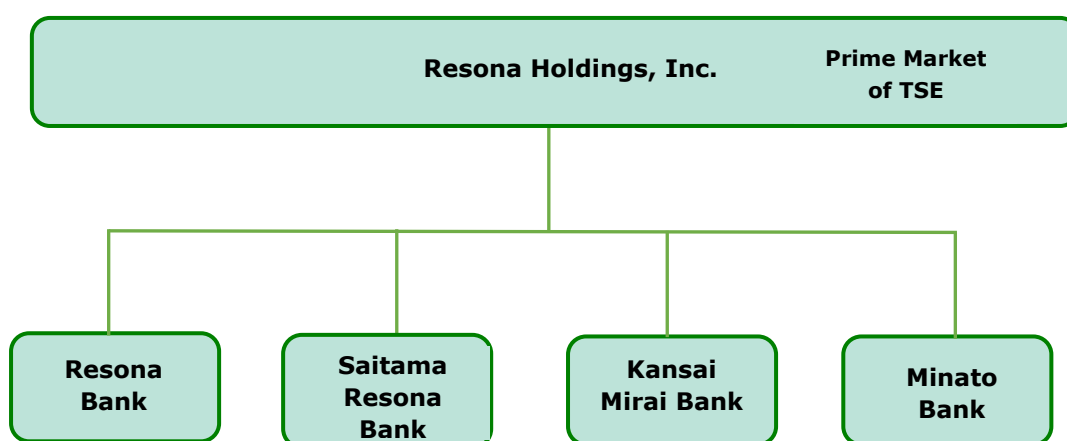
1. Current Status of the Company

(1) Business Developments and Results of the Corporate Group

(A) Principal Business Activities of the Corporate Group

The Group is a financial service provider centered on banking and trust banking business with a capacity also to provide services in other finance-related businesses such as factoring, credit card administration, venture capital operations, investment management, investment advisory and agency business and leasing.

<Resona Group Business Structure>



(B) Financial and Economic Environment

In the domestic economy, personal consumption showed signs of recovery, supported by improvements in the employment and income environment. Capital investment also continued on a moderate upward trend, underpinned by the resilience of corporate earnings and progress in investments in digitalization and labor-saving measures. As a result, the overall economy continued on a moderate recovery path. In the labor market, strong labor demand persisted against the backdrop of labor shortages, and wage increases continued. The wage increase rate in the first aggregated results of the 2026 spring labor negotiations was 5.26%, marking the third consecutive year in the 5% range, indicating the continued momentum of wage growth. In addition, increases in the minimum wage and progress in price pass-through were observed, and the flow of income distribution from corporations to households was maintained. However, rising prices, particularly for food, weighed on households, and real wages continued to stagnate compared with nominal wage growth, resulting in a gradual pace of recovery in consumption. Exports and production generally remained flat, affected by a slowdown in overseas economies and U.S. trade policies, with particular weakness observed in automobiles and capital goods.

In major overseas economies, uncertainty remained elevated, as developments surrounding tariff increases and trade policies affected corporate activities and trade. The U.S. economy maintained resilience, supported by

personal consumption and investment related to AI; however, growth slowed against the backdrop of the cumulative effects of monetary tightening, a deceleration in employment growth, and changes in the trade environment. The European economy was supported by domestic demand, including a recovery in personal consumption driven by improvements in real wages and lower interest rates; however, the pace of recovery remained moderate due to weak external demand, particularly in the manufacturing sector, as well as the impact of the trade environment. The Chinese economy remained sluggish overall. While exports provided some support, the prolonged adjustment in the real estate sector, weak domestic demand, deflationary pressures, and changes in the external environment weighed on economic activity.

In the financial markets, the Bank of Japan implemented gradual interest rate hikes, including raising the policy interest rate from 0.5% to 0.75% in December, following the rate increase in January 2025, thereby advancing the normalization of monetary policy after the lifting of negative interest rates. In response, in addition to an increase in short-term interest rates, upward pressure was observed in loan and deposit rates, indicating changes in the financial environment. Furthermore, against the backdrop of the Bank of Japan's policy rate hikes, expectations for economic growth, and changes in views on fiscal management, domestic long-term interest rates followed an upward trend, at one point rising to around 2.4%, the highest level in approximately 27 years since 1999. Overseas, in the United States, amid signs of an economic slowdown, the Federal Reserve (FRB) resumed interest rate cuts from the autumn of 2025. Meanwhile, long-term U.S. interest rates fluctuated due to uncertainties surrounding tariff policies and fiscal developments. In the stock markets, stock prices continued on an upward trend, supported by progress in corporate governance reforms, expectations for improvements in capital efficiency by companies, and capital inflows from both domestic and overseas investors. The Nikkei Stock Average reached new all-time highs, at one point approaching 60,000 yen. In the foreign exchange markets, the yen continued to depreciate, influenced by movements in overseas interest rates and rising import prices. The U.S. dollar/Japanese yen exchange rate temporarily rose to the 160-yen range, resulting in significant volatility.

(C) Business Developments and Results of the Corporate Group and Issues to Be Addressed by the Corporate Group

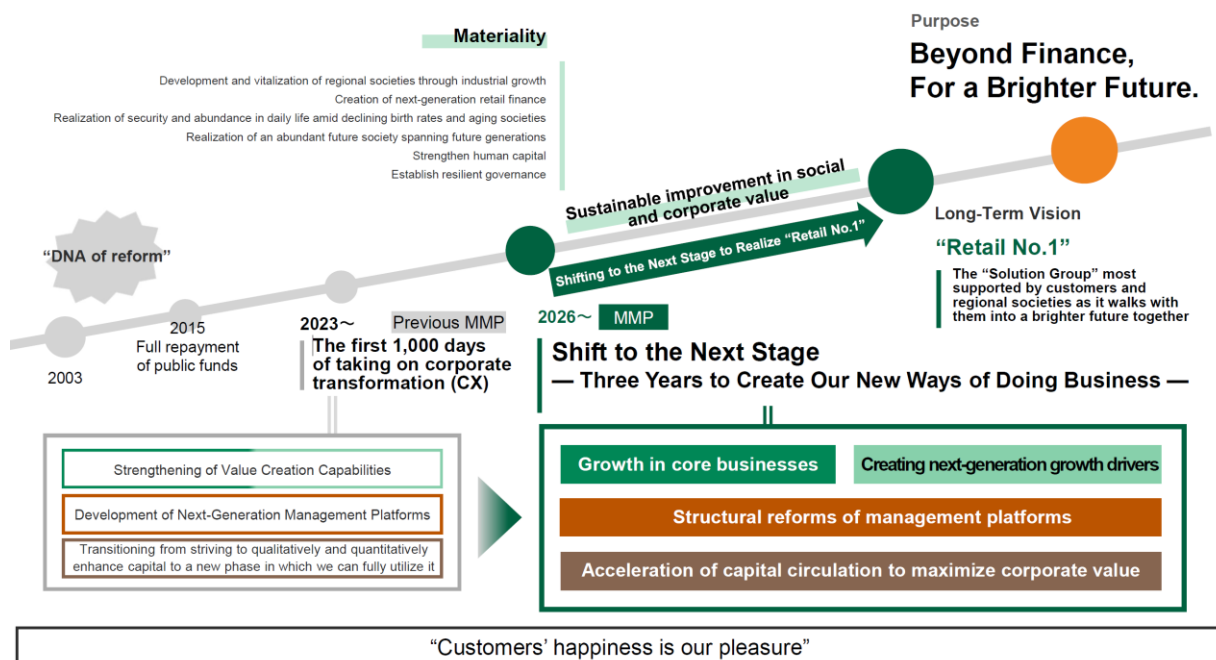
The global economy is currently undergoing structural changes against a backdrop of rising geopolitical risks, supply chain disruption and reorganization, as well as heightened uncertainty over prices and interest rates. Simultaneously, the ongoing revolution encompassing generative AI and other technologies is gaining momentum. In Japan as well, as the transition away from a deflationary environment advances, the issues confronting customers and local communities are expected to become increasingly diverse and sophisticated, and financial institutions are expected to make management decisions that are not reliant on existing frameworks.

Regardless of changes in society and the environment, the Resona Group will maintain its fundamental stance that “Customers’ happiness is our pleasure” and will contribute to society to a greater degree than ever before, thereby enjoying mutual growth with all stakeholders. To demonstrate its commitment to advancing to the next stage in achieving its Purpose, “Beyond Finance, for a Brighter Future,” and its long-term vision of “Retail No. 1,” the Company has formulated its new Medium-term Management Plan (the “MMP”), “Shift to the Next Stage—Three Years to Create Our New Ways of Doing Business.”

The Group will maintain and further develop advances made under the previous MMP, which focused on the “first 1,000 days of taking on corporate transformation (CX).” With an eye to accelerating capital circulation to maximize corporate value, the Group will establish an earnings structure that is resilient to changes in the external environment by further growing core businesses, creating next-generation growth drivers, and implementing structural reforms of management platforms.

1. Long-term ideals regarding what the Group should look like

- The Resona Group aims to continue fulfilling its role regardless of changes in society, while continuing to uphold the principles and fundamental stance it has cultivated to date. At the core of all these efforts is its Purpose, “Beyond Finance, for a Brighter Future.” This Purpose serves not only as the starting point for the Group’s thinking and actions, but also as the ultimate goal that Resona seeks to achieve.
- Amid rapid changes in social structures and the environment surrounding customers, the importance of the Group’s Purpose—to continue pursuing transformation and new challenges with a mindset that goes beyond the traditional boundaries of finance—has been increasing. In addition, the Group will continue to pursue the direction of its long-term vision, “Retail No. 1.”
- Based on the belief that supporting the future prosperity and growth of each individual customer is the way in which Resona can contribute most to Japan’s growth, the Group will uphold its fundamental stance that “Customers’ happiness is our pleasure” and will work to resolve issues confronting society and customers.
- In order to continue to be needed by society and customers and to enhance both social and corporate value over the medium to long term, the Group has newly identified priority areas (six materialities). Based on the “future society we hope to realize” as set out in the Purpose, these areas encompass priority areas for initiatives that are of high importance for the Group’s sustainable growth, as well as internal challenges that must be addressed to achieve them. By consistently integrating these new materialities into its strategies and business activities, the Group aims to achieve both the resolution of social issues and the enhancement of corporate value over the medium to long term.



2. Medium-Term Management Plan (MMP)

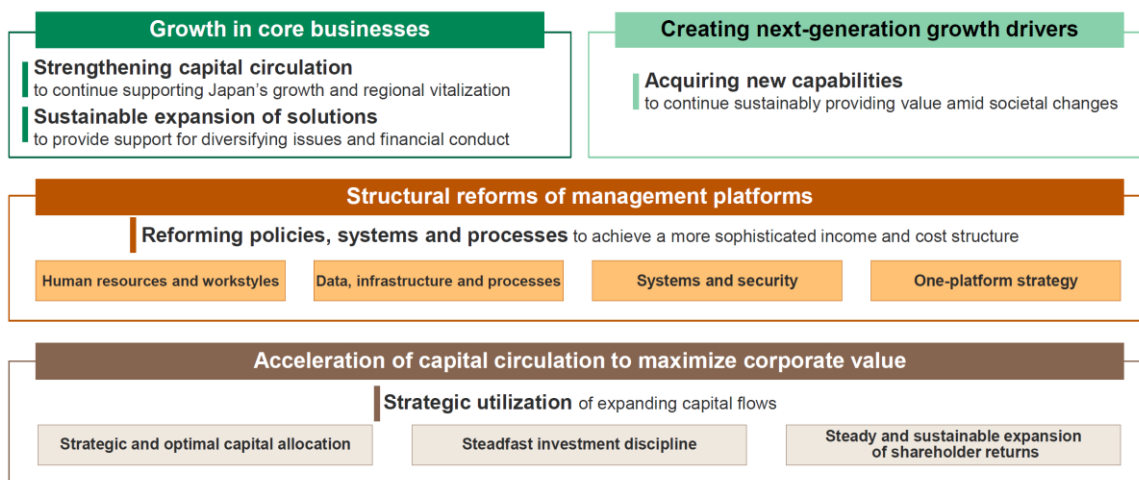
I. Period of the MMP

- FY2026 to FY2028 (April 1, 2026 to March 31, 2029)

II. Positioning of the MMP

- The MMP period is positioned as the "Shift to the Next Stage—Three Years to Create Our New Ways of Doing Business."
- Under the MMP, based on the acceleration of capital circulation to maximize corporate value, the Group aims to establish an earnings structure that is resilient to changes in the external environment by further growing core businesses, creating next-generation growth drivers, and implementing structural reforms of management platforms.

Shift to the Next Stage — Three Years to Create Our New Ways of Doing Business —



III. Outline of the MMP

(i) Growth in core businesses

- ✓ Strengthening capital circulation to continue supporting Japan's growth and regional vitalization
- With the normalization of higher interest rates, the quantitative expansion of deposits and loans as well as their qualitative improvement have become key factors that influence earnings power and financial soundness.
- The Group's strength springs from a high-quality balance sheet that has been cultivated over a long history specializing in retail operations. Under the previous plan, the Group enhanced its deposits and loans through both real-world and digital approaches. Offering ever more sophisticated unified ALM, the Group sustainably supplies funding to customers even amid rising interest rates and persistent inflation, thereby continuing to support Japan's growth and regional vitalization.
- ✓ Sustainable expansion of solutions to provide support for diversifying issues and financial conduct
- As customers' financial conduct and values continue to diversify, the Group will continue strengthening the solutions it provides to help solve their issues.
- The Group will consistently invest in new businesses as well as maintain and accelerate such initiatives as expanding daily contact points. Through these efforts, the Group will promote a transition to a stable earnings structure that is not easily swayed by the interest rate environment and strive to strengthen recurring income while diversifying income sources.

(ii) Creating next-generation growth drivers

- ✓ Acquiring new capabilities to continue sustainably providing value amid societal changes
- With financial functions at its core, the Group will continue expanding the breadth of the value it provides while enhancing the functions and capabilities that will be needed in the future in response to changing

societal and customer needs.

- The Group will accelerate the strategies undertaken under the previous MMP, such as financial digital platform development and the strengthening of partner alliances and create growth drivers to realize the best mix for income over the medium to long term while focusing on strategic relevance and capital efficiency.

(iii) Structural reforms of management platforms

- ✓ Reforming policies, systems and processes to achieve a more sophisticated income and cost structure
- The Group will fundamentally reform its policies, systems and processes in line with changes in social and industrial structures.
- The Group will continue to strategically conduct human capital and IT investment activities and maintain such initiatives as workstyle reforms. In addition, the Group will promote structural reforms to management platforms as it works to evolve toward its one-platform strategy based on diverse industries and capital relationships. The Group will continue establishing management platforms that sustainably support both core businesses and next-generation growth drivers while steadily maintaining disciplined cost controls.

(iv) Acceleration of capital circulation to maximize corporate value

- ✓ Strategic utilization of expanding capital flows
- Since the previous MMP, the Group has entered a phase of full-scale capital utilization, and there has been no change in the basic policy of maintaining financial soundness while expanding growth investment and shareholder returns. Going forward, the Group will continue to strategically allocate expanding capital flows and accelerate disciplined growth investment with the aim of maximizing sustainable corporate value.
- Specifically, in addition to strengthening organic investment based on the external environment, the Group will strategically promote inorganic investment with an eye toward next generation growth. Based on strict investment discipline, the Group aims to build an earnings structure not easily swayed by the external environment through the expansion of growth investment.
- Regarding shareholder returns, the Group has set a target total shareholder return ratio of 50% or higher. In addition, the Group has raised its dividend on equity (DOE) ratio target for fiscal 2029, which is set as a dividend-related target, from approximately 3% to approximately 3.5%. Going forward, the Group aims to further expand returns by steadily and sustainably increasing dividends and dynamically acquiring treasury shares.

IV. Financial Targets

- The financial targets for the final fiscal year of the MMP are detailed below. The income level is effectively the highest since its founding, and the Group will continue striving to further enhance corporate value going forward.



*1 Consolidated expense ratio

*2 Based on the full enforcement of the finalized Basel 3 regulations under the international standard; excluding net unrealized gains on available-for-sale securities

- These financial targets assume a policy interest rate of 1.0%, with net income attributable to owners of parent of 390.0 billion yen. Both were set as a business level that the Group needs to achieve in line with its own strategies. If the policy rate rises to 1.5% during the period of the MMP, the Group will aim for an ROE of 14%. Over the long term, the Group will conduct continuous reforms with the aim of achieving an even higher ROE.

3. Principal measures taken and results of this fiscal year

The Group has been striving to continuously increase social and corporate value, aiming to become the “Retail No. 1” solution group. The Group has set the “Long-Term Sustainability Targets” with the target year of fiscal 2030, and has been proceeding to take measures toward improvement in various values for multiple stakeholders.

Long-Term Sustainability Targets				
		FY2024	FY2025	Targets for FY2030
Value for customers and the society	Index for value creation capabilities Number of provision of solutions	12.9 million	(Results under compilation) To be disclosed in FY2025 integrated report	20 million
	Target for retail transition financing (Aggregate amount)	5.7 trillion yen	7.6 trillion yen	15 trillion yen
Environmental value	Declaration of net zero of green house gas emissions from investment and loan portfolio	-	-	(Net zero) in 2050
	Interim target for electricity sector (portfolio carbon strength)	145gCO ₂ e/kWh (FY2023)	(FY2024 results under compilation) To be disclosed in FY2025 integrated report	100~130gCO ₂ e/kWh
	Target for carbon neutral (Scope1, 2)	-69% from FY2013 (FY2023)	-76% from FY2013 (FY2024)	Net zero
Social value	Target for female promotions Ratio of female officers*1 Ratio of females in managerial position*2 Ratio of female line managers*2	11.7%*3 16.5% 34.4%	9.6%*4 17.6% 36.3%	30% or more 20% or more 40% or more
Value for employees	Well-being index Ratio of positive responses to “satisfaction of work and life” in employee questionnaire	72.1%	73.9%	To be improved

*1 Resona Holdings *2 Aggregate of Resona Holdings and four Group banks *3 As of April 1, 2025 *4 As of April 1, 2026

Under the previous “Medium-term Management Plan (Acceleration of Realization of Retail No. 1)” established and announced in May 2023, the Group has been proceeding with the enhancement of its value creation capabilities by pursuing the further development of business operations backed by the strengths of the Group and challenges for new value creation, as well as the development of the next-generation management platforms through the further enhancement of the consolidated management of the Group companies and the integral reforms of foundations.

As for the “enhancement of value creation capabilities,” the Group has been proceeding with the development and provision of the solutions to address issues confronting customers and societies. In July 2025, the Group launched “Ohitorisama Anshin Trust—My Trust Mirai Anshin-zu,” a trust product that supports property management and expense payments for single individuals, covering the period from during their lifetime through after their death. In addition, in September 2025, the Group established Japan’s first impact fund to support single parents in the affordable housing sector, aiming to provide housing in urban areas with high levels of comfort and commuting convenience at rents below market rates, thereby enabling single parents to work and raise children with peace of mind. Going forward, building on and further developing the previous Medium-term Management Plan, the Group will pursue growth in its core businesses based on the Medium-term Management Plan (“Shift to

the Next Stage—Three Years to Create Our New Ways of Doing Business”) established and announced in March 2026.

The “co-creation and expansion” of value through inorganic investments and the expansion of strategic alliances with regional financial institutions and companies in different industries also made steady progress. With the aim of strengthening and deepening efforts in the payment service business and new business development, the Group entered into a capital and business alliance with Digital Garage, Inc. and made it an affiliate accounted for by the equity method in September 2025. By leveraging Digital Garage, Inc.’s advanced capabilities and expertise in the payments business, as well as its knowledge in the fintech field and startup support, the Group will promote the provision of higher value-added services, the utilization of advanced technologies, and commercialization in growth areas.

The Group will also continue its efforts in the financial digital platform, and began providing its banking app to The Juroku Bank, Ltd. in April 2025 and to The Keiyo Bank, Ltd. in May 2025. Based on the new Medium-term Management Plan, in May 2026 the Group announced plans to provide banking and payment functions to West Japan Railway Company. Going forward, the Group will continue to strive to create next-generation growth drivers through inorganic investments and the expansion of strategic alliances with regional financial institutions and companies in other industries.

In addition to business initiatives, the Group also undertook efforts toward the “development of the next-generation management platform.” In April 2025, the Group entered into a strategic partnership agreement with Kyndryl Japan KK with the aim of achieving a 30% improvement in operational efficiency through collaborative automation of IT infrastructure operations. By leveraging Kyndryl Japan’s expertise and track record, the Resona Group will promote next-generation IT operations management utilizing AI, as well as the standardization and centralization of operational processes, with the aim of improving operational efficiency.

Furthermore, in May 2025, the Group entered into an agreement with Microsoft Japan Co., Ltd. regarding a strategic framework. Through the introduction of advanced solutions such as Microsoft 365 Copilot and the acceleration of corporate transformation (CX), the Group will enhance employee productivity while increasing the time available to address issues confronting customers and social challenges.

Based on the above business developments, the Resona Group achieved the following operating results for the fiscal year ended March 31, 2026.

Consolidated Results of Resona Holdings (in billions of yen)

	FY2024	FY2025
Net income attributable to owners of parent	213.3	258.7

Note: Amounts less than one hundred million yen have been rounded down.

Consolidated gross operating profit for this fiscal year increased by 117.2 billion yen from the previous fiscal year to 808.8 billion yen. Net interest income increased by 111.5 billion yen from the previous fiscal year to 592.0 billion yen. Net interest income from domestic loans and deposits increased by 57.8 billion yen from the previous fiscal year due to the increase in the balance of loans and the increase in loan rates. Fee income including trust

fees and fees and commissions increased by 2.5 billion yen from the previous fiscal year to 230.5 billion yen, driven by payment-related business and AUM, posting the record high for the five consecutive years in a row. Bond-related income and loss resulted in loss of 36.0 billion yen, an improvement of 2.6 billion yen from the previous fiscal year, reflecting portfolio maintenance centered on Yen bonds in light of the market environment. Operating expenses (excluding extraordinary expenses at banks) increased by 21.6 billion yen from the previous fiscal year to 465.7 billion yen. Of such increase, personnel expenses increased by 8.5 billion yen due to investments in human resources and non-personnel expenses increased by 10.9 billion yen due to systems-related investments and advertising expenses. As a result of the foregoing, net business income increased by 50.3 billion yen from the previous fiscal year to 298.2 billion yen. Consolidated core income (Note 1) increased by 54.0 billion yen from the previous fiscal year to 224.9 billion yen. Net gains on stocks (including futures) increased by 32.3 billion yen from the previous fiscal year to 120.0 billion yen due to the progress of sale of policy-oriented stocks. Credit costs (net) increased by 2.5 billion yen from the previous fiscal year to 14.0 billion yen. As a result, net income attributable to owners of parent increased by 45.3 billion yen from the previous fiscal year to 258.7 billion yen.

With regards to the financial standing, total assets on a consolidated basis decreased by 1,072.9 billion yen from the previous fiscal year-end to 76,297.8 billion yen. Among assets, loans and bills discounted increased by 3,100.1 billion yen from the previous fiscal year-end to 47,634.6 billion yen. Securities increased by 1,172.0 billion yen from the previous fiscal year-end to 11,479.5 billion yen due to increases in Japanese government bonds and others. Cash and due from banks decreased by 5,763.3 billion yen to 13,785.5 billion yen mainly due to decrease in dues from the Bank of Japan. Liabilities decreased by 1,248.4 billion yen from the previous fiscal year-end to 73,369.5 billion yen. Among them, deposits increased by 309.5 billion yen to 63,727.9 billion yen, call money and bills sold decreased by 951.1 billion yen to 727.5 billion yen, payables under securities lending transactions increased by 3.8 billion yen to 2,205.1 billion yen, borrowing decreased by 522.0 billion yen to 3,385.9 billion yen mainly due to decrease in borrowing from the Bank of Japan, and borrowed money from trust account decreased by 472.3 billion yen to 554.2 billion yen. Total net assets increased by 175.5 billion yen from the previous fiscal year-end to 2,928.3 billion yen, as a result of increases in retained earnings and other factors.

In addition, trust assets increased by 2,563.5 billion yen from the previous fiscal year-end to 30,902.8 billion yen.

The achievement of the Group's targets for principal management indexes under the Medium-term Management Plan (MMP) was as described below.

	Actual for FY2024	Actual for FY2025	FY2025 (Planned) (announced in May 2025)
Net income attributable to shareholders of parent company	213.3 billion yen	258.7 billion yen	240.0 billion yen
Consolidated core income (Note 1)	170.9 billion yen	224.9 billion yen	186.0 billion yen
Consolidated expense ratio	64.2%	57.5%	Around 59%
ROE (based on shareholders' equity) (Note 2)	9.3%	10.6%	10%
Common equity Tier 1 ratio (Note 3)	10.18%	10.08%	Around 10%
Total shareholder return	45.8%	50.5%	Around 50%
ESG Index (domestic stock) adopted by GPIF (Note 4)	Selected by all		

(Assumptions for FY 2025 under the MMP: Unsecured overnight call rate, (0.05)%; 10-year JGB, 0.40%; Nikkei Stock Average, 28,000 yen)

Notes:

1. Net interest income from domestic loans and deposits + Interest on Yen bonds and others (interest on Yen bonds and income from interest rate swaps) + Fee income + Operating expenses.
2. Net income attributable to shareholders of parent company / shareholders' equity (average of the beginning and end of the period).
3. Based on the full enforcement of the finalized Basel 3 regulations, under the international standard, excluding net unrealized gains on available-for-sale securities.
4. As of the end of March 2026: FTSE Blossom Japan Index, FTSE Blossom Japan Sector Relative Index, MSCI Japan ESG Select Leaders Index, S&P/JPX Carbon Efficient Index, MSCI Japan Empowering Women Index, Morningstar Japan ex-REIT Gender Diversity Tilt Index.

4. Toward Enhancement of Corporate Value

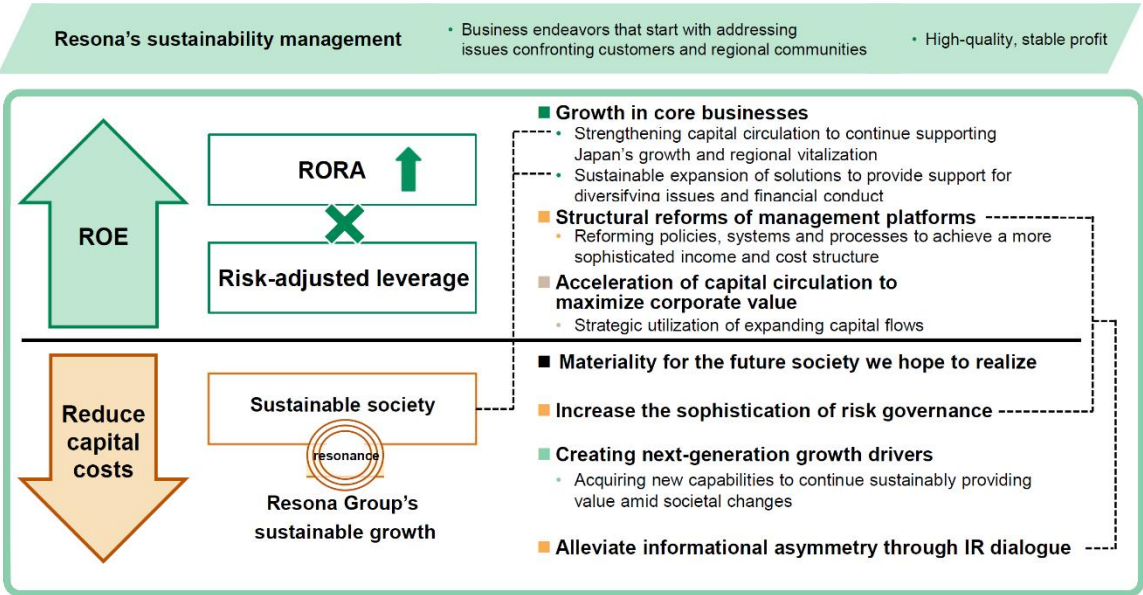
The Group has been taking both financial and non-financial measures to increase corporate value. The Group considers that approaches to both "improvement in ROE" and "reduction of capital cost" will lead to improvement of PBR which shows recognition of the market.

To improve ROE, the Group will utilize its capital efficiently and improve profitability and efficiency of assets. As the "world with interest rates" becomes increasingly established, the Group will seek to improve RORA through the growth of its core businesses while pursuing reductions in OHR through structural reforms of its management platforms. In addition, by accelerating capital circulation aimed at maximizing corporate value, the Group will expand growth investments while also working to enhance shareholder returns.

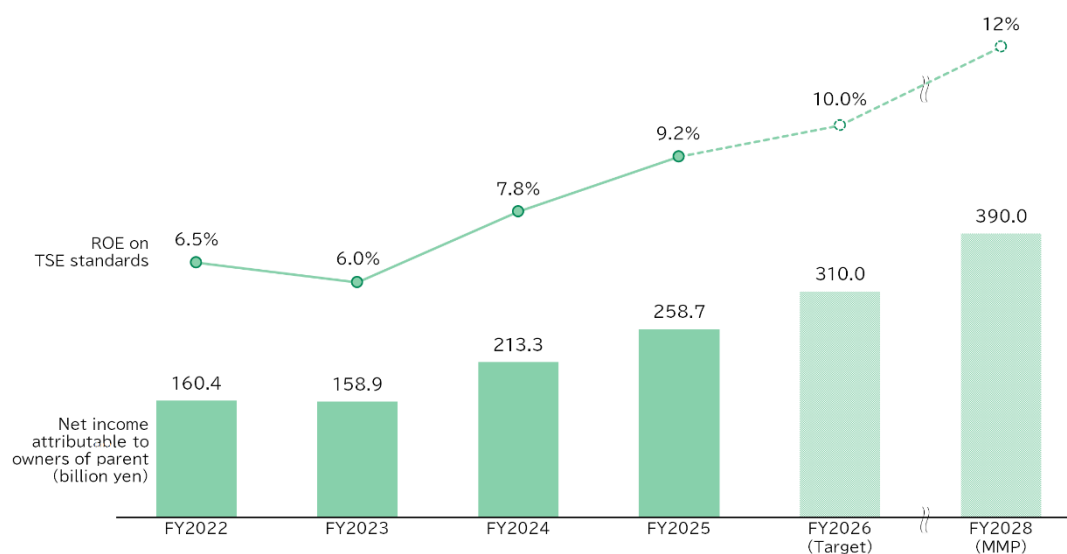
Through these initiatives, under the Medium-term Management Plan commencing with the fiscal year ending March 31, 2027 (the “Plan”), the Group targets a TSE-standard ROE of 12% in the final fiscal year (fiscal year ending March 31, 2029), assuming a policy interest rate of 1.0%. If the policy interest rate rises to 1.5% during the Plan period, the Group aims to achieve a TSE-standard ROE of 14%. Over the longer term, the Group will strive for even higher ROE levels through continuous reform initiatives. TSE-standard ROE for the fiscal year ended March 31, 2026 and the target for the fiscal year ending March 31, 2027 are 9.2% and 10.0%, respectively.

From the viewpoint of reduction of capital cost, together with business development aligned with its materiality issues and measures for ESG, the Group will proactively take measures such as creating next-generation growth drivers and alleviating information asymmetry through IR dialogue so that the Group’s sustainability would be understood. The Group will aim to establish a high-quality and stable income structure by managing risks appropriately in the era of heightened uncertainty.

Financial and Non-Financial Approaches to Improve Corporate Value



[Changes in ROE and Net Income Attributable to Owners of Parent]



5. Measures to Reduce Policy-oriented Stocks

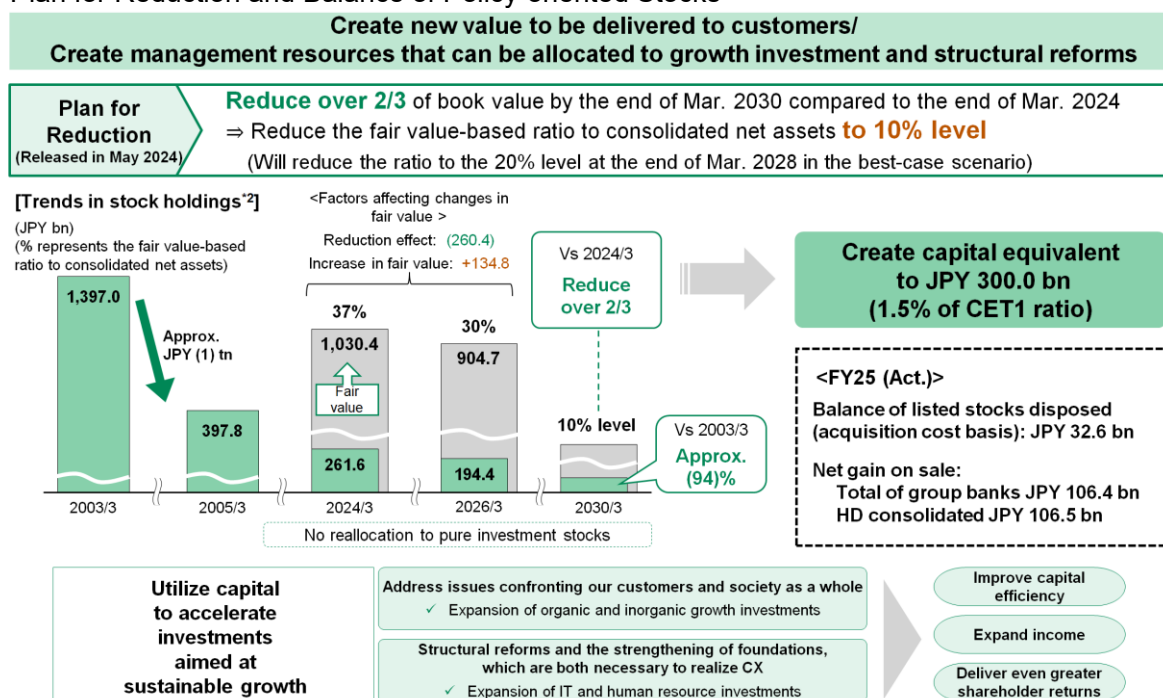
(a) Status of Reduction in Policy-oriented Stocks

- The basic policy of the Group toward the policy-oriented stocks is to reduce its balance.
- As part of the financial reforms since the injection of public funds in 2003, the Company has reduced the policy-oriented stocks by approximately 1 trillion yen ahead of other companies, and has proceeded with further reductions through negotiations with customers, thereby making efforts to lessen the risk of price volatility.
- In May 2022, the Company announced a plan to reduce 80.0 billion yen in book value of the policy-oriented stocks during four years, and has reduced 44.2 billion yen for the two years through March 2024. As it achieved 55% of the plan, the Company has been implementing a 6-year reduction plan (the “Current Plan”) including the remaining two years of the previous plan from the fiscal year ended March 2025.
- The Current Plan aims to secure management resources necessary to create new value for customers and achieve the Group’s continuous growth.
- By using funds to be generated through the reduction of the policy-oriented stocks, the Company will accelerate investments for the Group’s continuous growth and proceed with measures for solution of issues confronting customers and societies and structural reforms and enhancement of business foundations necessary for corporate transformation (CX). The Company further intends to continuously increase return to its shareholders with increases in profits resulting from better circulation of capital.
- Under the Current Plan, the Company aims to reduce two-thirds or more of the policy-oriented stock on a book value basis from the level as of March 31, 2024 by March 2030. The Company expects

approximately the same rate of reduction on a market value basis, and aims their market value to be approximately 10% of the consolidated net assets. In addition, the Company does not intend to reclassify such stocks as pure investment stocks.

- During the fiscal year ended March 31, 2026, the Company reduced its policy-oriented stocks by 32.6 billion yen on a book value basis. On a cumulative basis over the two years since March 31, 2024, which serves as the starting point of the Current Plan, the Company reduced such holdings by 67.2 billion yen, representing a 25% reduction on a book value basis. Progress against the plan remained solid, with the progress rate reaching 38%.
- On a market value basis, the Company reduced its policy-oriented stocks by 260.4 billion yen on a cumulative basis over the two-year period. However, due to the impact of rising share prices (up 134.8 billion yen), the market value balance decreased by only 125.6 billion yen. As of March 31, 2026, the ratio of market balance to consolidated net assets was 30%, and, at present, and the Company currently expects to reach and fall the 20% level at the earliest by the end of March 2028. The Group intends to continue reducing the balance in order to achieve the targets under the plan.

Plan for Reduction and Balance of Policy-oriented Stocks*1



*1. Policy-oriented stocks are classified into (i) policy investment stocks and (ii) strategic investment stocks, according to the purpose of holding. Of these (i) policy investment stocks are targeted for reduction of the balance. All listed shares held by group banks are (i) policy investment stocks.
 *2. Total of group banks. The presented figures include marketable securities only.

(b) Basic Concepts on Exercise of Voting Rights

- Voting rights associated with policy-oriented stocks are exercised in accordance with the policy described below. This is managed autonomously, including by reporting the state of exercise to the Board of Directors each year.

(i) Fundamental Concepts on the Exercise of Voting Rights

The Group will exercise voting rights of policy-oriented stocks based on the following policy:

- a) irrespective of interests of transactions with clients, make an effort to vote yes or no on an individual basis from the viewpoint of sustainably improving corporate value;
- b) not to exercise voting rights in a manner to resolve certain political or social problems; and
- c) if any scandal or an anti-social act is committed by a company or corporate manager, etc., exercise voting rights with the intention of contributing to the improvement of corporate governance.

(ii) Guidelines for the Exercise of Voting Rights

With the aim of exercising its voting rights in an appropriate and efficient manner, the Group will abide by the following guidelines:

- a) Base voting judgments on the following points:
 - (1) whether the way the vote is cast helps the Company and/or the investee achieve sustainable and long-term growth in corporate value;
 - (2) whether the way the vote is cast is consistent with the overall interest of shareholders.
- b) In particular, before casting a yes or no vote on one of the following types of agenda items, give due consideration to whether voting contributes to growth in the investee's corporate value:
 - (1) shareholder proposals;
 - (2) introduction or renewal of anti-takeover measures;
 - (3) agenda items proposed by a corporation that was found to be implicated in a scandal or an anti-social act;
 - (4) approval of financial statements not backed by an unqualified opinion issued by the accounting auditor;
 - (5) dismissal of directors, accounting auditors, etc.
- c) When a vote is cast in opposition to the Company's intention, the Board of Directors will review the status of the exercise of voting rights to confirm whether these guidelines were fully observed. The Company will also strive to increase the sophistication of its exercise of voting rights by, for example, revising these guidelines.

(2) Operating Performance of the Corporate Group and the Company

A. Operating performance of the Corporate Group

	FY2022	FY2023	FY2024	FY2025
Ordinary income (Millions of yen)	867,974	941,663	1,117,491	1,357,218
Ordinary profit (Millions of yen)	227,690	222,962	292,160	390,902
Net income attributable to shareholders of parent company (Millions of yen)	160,400	158,930	213,324	258,717
Comprehensive income (Millions of yen)	139,087	319,268	64,617	303,880
Net assets (Millions of yen)	2,534,052	2,778,173	2,752,815	2,928,363
Total assets (Millions of yen)	74,812,710	76,150,887	77,370,816	76,297,892

Note: Amounts less than the specified unit have been rounded down.

B. Operating performance of the Company

	FY2022	FY2023	FY2024	FY2025
Operating income (Millions of yen)	61,186	83,911	122,135	158,389
Dividends from subsidiaries and affiliates (Millions of yen)	57,332	78,914	114,304	149,284
Subsidiaries in the banking business (Millions of yen)	36,886	61,296	102,345	136,983
Other subsidiaries, etc. (Millions of yen)	20,446	17,617	11,958	12,301
Net income (Millions of yen)	55,382	76,014	263,048	98,972
Net income per share (Yen)	23.30	32.42	113.94	43.54
Total assets (Millions of yen)	1,334,510	1,326,565	1,510,211	1,566,821
Shares of subsidiaries in the banking business, etc. (Millions of yen)	993,916	993,916	1,360,390	1,360,390
Shares of other subsidiaries, etc. (Millions of yen)	215,349	233,193	42,806	42,973

Notes:

1. Amounts less than the specified unit have been rounded down.
2. Net income per share was derived by deducting from net income, the amount of dividends on preferred shares for the period, etc. and dividing the result by the average number of ordinary shares issued during the period

(excluding treasury shares and shares of the Company held by ESOP-type Stock Benefit Trust for the Employee Shareholding Association, the share benefit trust for officers, and the share benefit trust for employees).

(3) Employees of the Corporate Group

A. Number of employees of the Corporate Group

	As of March 31, 2026	
	Banking and trust banking business	Other businesses
Number of employees	19,787	1,026

Note: Figures represent the number of employees on duty. They include persons employed outside Japan, but do not include temporary workers.

B. Status of employees of the Company

	As of March 31, 2026
Number of employees	2,105
Average age	45 years and 1 month
Average number of years of employment	14 years and 5 months
Average monthly salary	580 thousand yen

Notes:

1. All employees of the Company have been seconded from Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Bank, Ltd., The Minato Bank, Ltd. and 27 other companies.
2. “Average age,” “average number of years of employment” and “average monthly salary” do not include data on employees seconded from companies other than Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Bank, Ltd. and The Minato Bank, Ltd. “Average number of years of employment” include the average number of years of employment also at Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Bank, Ltd. and The Minato Bank, Ltd. respectively prior to the seconding.
3. “Average age,” “average number of years of employment” and “average monthly salary” are presented with amounts less than the specified unit respectively rounded down.
4. “Average monthly salary” represents the average salary for March including overtime and does not include bonus.

(4) Principal Sales Offices of the Corporate Group

A. Principal sales offices of the Corporate Group

(i) Banking and trust banking business

Resona Bank, Ltd.	Osaka Office, Tokyo Office and 345 other offices
Saitama Resona Bank, Ltd.	Saitama Office and 132 other offices
Kansai Mirai Bank, Ltd.	Shinsaibashi Office and 273 other offices
The Minato Bank, Ltd.	Head Office and 105 other offices

(ii) Other businesses

Resona Leasing Co., Ltd.	Head Office and four other offices
Resona Kessai Service Co., Ltd.	Head Office and three other offices
Resona Card Co., Ltd.	Head Office and one other office
Resona Capital Co., Ltd.	Head Office and two other offices
Resona Asset Management Co., Ltd.	Head Office and one other office

B. Offices of the Company

Name of Office	Location	Date Established
Tokyo Head Office	Fukagawa Gatharia W2 Bldg. 5-65, Kiba 1-Chome, Koto-ku, Tokyo	May 6, 2010
Osaka Head Office	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	December 12, 2001

(5) Capital Investment by the Corporate Group

A. Total capital investment

	Banking and trust banking business	Other businesses
Total capital investment	43,532 million yen	2,527 million yen

Note: Amounts less than 1 million yen have been rounded down.

B. Principal new establishments

	Description	Amount
Banking and trust banking business	Installation and renewal of software	17,553 million yen
	Renewal and renovation of head office facilities and others (Resona Bank System Center and others)	3,041 million yen
	Establishment and renovation of new offices, etc. (Kamifukuoka branch of Saitama Resona Bank and others)	1,001 million yen
	Sale and removal of offices and head office facilities (Yamato Ueno Building of Resona Bank and others)	—

Note: Amounts less than 1 million yen have been rounded down.

(6) Status of Principal Subsidiaries and Affiliates

Name of Company	Location	Principal Operations	Capital (Millions of yen)	Company's Voting Rights Ratio in Subsidiary/ Affiliate (%)	Dividends to the Company (Millions of yen)
Resona Bank, Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Banking and trust banking business	279,928	100.00	92,649
Saitama Resona Bank, Ltd.	4-1, Tokiwa 7-Chome, Urawa-ku, Saitama	Banking business	70,000	100.00	28,120
Kansai Mirai Bank, Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	Banking business	38,971	100.00	11,809
The Minato Bank, Ltd.	1-1, Sannomiyacho 2-Chome, Chuo-ku, Kobe	Banking business	39,984	100.00	4,404
Resona Guarantee Co., Ltd.	13-10, Tokiwa 10-Chome, Urawa-ku, Saitama	Credit guarantee	14,000	100.00	9,499
Resona Kessai Service Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Factoring business	1,000	80.00	—
Resona Card Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Credit card administration and credit guarantee	1,000	77.58	28
Resona Capital Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Venture capital business	5,049	100.00	—
Resona Innovation Partners Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Corporate venture capital business	3,500	100.00	—
Resona Asset Management Co., Ltd.	5-65, Kiba 1-Chome, Koto-ku, Tokyo	Investment management business Investment advisory and agency business	1,000	100.00	1,926
Resona Research Institute Co., Ltd.	2-6, Tenjinbashi 2-Chome Kita, Kita-ku, Osaka	Consulting business	100	100.00	—

Name of Company	Location	Principal Operations	Capital (Millions of yen)	Company's Voting Rights Ratio in Subsidiary/ Affiliate (%)	Dividends to the Company (Millions of yen)
Resona Business Service Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Back office and other entrusted operations, paid job-placement service	60	100.00	—
Resona Corporate Investment Co., Ltd.	1-1, Nishi-shinbashi 1-Chome, Minato-ku, Tokyo	Administration and management of assets of investment partnerships	100	100.00 (0.05)	—
Resona Digital Hub Co., Ltd.	25-11, Ueno 5-Chome, Taito-ku, Tokyo	DX promotion support business	100	93.33	—
FinBASE Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Financial digital platform service business	100	80.00	—
Loco Door Co., Ltd.	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Sustainable regional future design business	400	100.00	—
Resona Leasing Co., Ltd.	9-1, Kanda-mitoshirocho, Chiyoda-ku, Tokyo	Leasing business	3,300	100.00	—
Resona Mi Rise Co., Ltd.	5-4, Chuo 4-Chome, Otsu-shi, Shiga	Support service for banks	10	100.00	—
Resona Real Estate Asset Management, Limited	5-25, Kiba 1-Chome, Koto-ku, Tokyo	Real estate investment corporation investment management business	300	100.00 (100.00)	—
Resona Technologies Co., Ltd.	5-65, Kiba 1-Chome, Koto-ku, Tokyo	System development, operation and maintenance	50	100.00	—
Regional Design Laboratory of Saitama Co., Ltd.	4-1, Tokiwa 7-Chome, Urawa-ku, Saitama	Regional issue solution business	100	100.00 (100.00)	—

Name of Company	Location	Principal Operations	Capital (Millions of yen)	Company's Voting Rights Ratio in Subsidiary/Affiliate (%)	Dividends to the Company (Millions of yen)
Mirai Reenal Partners Co., Ltd.	1-8, Bingomachi 2-Chome, Chuo-ku, Osaka	Management issue solution business	100	100.00 (100.00)	—
Kansai Mirai Lease Co., Ltd.	1-8, Bingomachi 2-Chome, Chuo-ku, Osaka	Leasing and loan business	100	100.00 (100.00)	—
Kansai Mirai Guarantee Co., Ltd.	2-1, Kashiwazato 2-Chome, Nishiyodogawa-ku, Osaka	Credit guarantee	6,397	100.00 (100.00)	—
Minato Lease Co., Ltd.	12-14, Tsutsuicho 3-Chome, Chuo-ku, Kobe	Leasing and installment sale business	30	100.00 (100.00)	—
Minato Card Co., Ltd.	35, Nishimachi, Chuo-ku, Kobe	Credit card administration and credit guarantee	350	100.00 (100.00)	—
Minato Guarantee Co., Ltd.	2-1, Kashiwazato 2-Chome, Nishiyodogawa-ku, Osaka	Credit guarantee	200	100.00 (100.00)	—
Minato Capital Co., Ltd.	1-2, Tamondori 2-Chome, Chuo-ku, Kobe	Investment business Consulting business	250	100.00 (100.00)	—
P.T. Bank Resona Perdania	Jakarta Mori Tower 30th, 31st, and 32nd Floor, Jl. Jend. Sudirman Kav. 40-41, Bendungan Hilir, Tanah Abang, Central Jakarta 10210, Indonesia	Banking business	405 billion Indonesian Rupiah (¥3,807 million)	48.43 (48.43)	—
Resona Merchant Bank Asia Limited	8 Marina View, #32-03 Asia Square Tower 1, Singapore 018960	Finance business, M&A business	194,845 thousand Singapore dollars (¥24,137 million)	100.00 (100.00)	—

Name of Company	Location	Principal Operations	Capital (Millions of yen)	Company's Voting Rights Ratio in Subsidiary/Affiliate (%)	Dividends to the Company (Millions of yen)
Custody Bank of Japan, Ltd.	8-12, Harumi 1-Chome, Chuo-ku, Tokyo	Securities processing business, trust business concerning asset management, banking business	51,000	16.66 (16.66)	—
NTT DATA SOFIA Corporation	24-12, Meguro 1-Chome, Meguro-ku, Tokyo	Data processing business	80	30.00	40
Resona Digital I Inc.	2-13, Shinsenri-nishimachi 1-Chome, Toyonaka-shi, Osaka	Data processing business	100	49.00	122
DACS Co., Ltd.	4-8, Kawaramachi 1-Chome, Chuo-ku, Osaka	Data processing business	100	30.00	13
Cotra Ltd.	8-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo	Planning and management of Payment Settlement Infrastructure	1,700	25.00 (25.00)	—
Digital Garage, Inc.	5-7, Ebisuminami 3-Chome, Shibuya-ku, Tokyo	Payment settlement and marketing services	8,014	30.90	668

Notes:

1. Amounts less than 1 million yen have been rounded down.
2. The yen amount of capital was computed using the foreign exchange rate as of the fiscal closing date.
3. “Company’s voting rights ratio in subsidiary/affiliate” is presented with the figure rounded down to the nearest two decimal points.
4. The figure in parenthesis under “Company’s voting rights ratio in subsidiary/affiliate” is inclusive and represents the ratio of voting rights indirectly held by the Company.
5. Minato System Co., Ltd. changed its corporate name to Resona Technologies Co., Ltd. on April 1, 2025 and Resona Holdings, Inc. came to hold 100% of the voting rights in it on the same date.
6. On September 22, 2025, the Company acquired additional shares of Digital Garage, Inc. and made it an affiliate accounted for by the equity method.

(7) Principal Lenders

Lender	Loan Balance	Investment in the Company	
		Number of Shares in Holding	Voting Rights Ratio
Resona Bank, Ltd.	125,000 million yen	—	—

Note: Amounts less than 1 million yen have been rounded down.

2. Matters Relating to Directors and Executive Officers of the Company

(1) Directors and Executive Officers

Of the total 31 Directors and Executive Officers, 27 are male and 4 are female, and the ratio of female Directors and Executive Officers is 12 per cent.

Directors (as of March 31, 2026)

Name	Role	Key Concurrent Responsibilities
Masahiro Minami		
Shigeki Ishida		
Yukinobu Murao	Member of Audit Committee	Director of Resona Bank, Ltd.
*Kimie Iwata	Chairperson of Nominating Committee	Outside Director of Ajinomoto Co., Inc.
*Fumihiko Ike	Chairperson of the Board of Directors	Outside Director of Eisai Co., Ltd.
*Sawako Nohara	Chairperson of Compensation Committee	President and Representative Director of IPSe Marketing, Inc.; Outside Director of Keikyu Corporation
*Masaki Yamauchi	Chairperson of Audit Committee; member of Nominating Committee	Outside Director of Persol Holdings Co., Ltd.; Outside Director of Seiko Epson Corporation
*Katsuyuki Tanaka	Member of Compensation Committee; member of Audit Committee	Attorney-at-law (Tokyo Seiwa Sogo Law Office); Outside Audit & Supervisory Board Member of Money Forward, Inc.
*Jiro Seguchi	Member of Nominating Committee; member of Audit Committee	Outside Director of Otsuka Holdings Co., Ltd.
*Shie Lundberg	Member of Compensation Committee	Outside Director of DIC Corporation

Notes:

- * denotes outside director as set out in Article 2, Item 15 of the Companies Act.
- Audit Committee Members, Katsuyuki Tanaka, Jiro Seguchi, and Yukinobu Murao have substantial knowledge in finance and accounting matters.
- The Company has designated Yukinobu Murao as Standing Member of the Audit Committee. The Standing Member of the Audit Committee collects information on a daily basis through attendance at important meetings, hearing from the management of regular reporting on business and others, share such information with all members of the Audit Committee and thereby ensures effectiveness of the audit.
- Shie Lundberg's name on her family register is Shie Saito.

Executive Officers (as of March 31, 2026)

Name	Position & Role	Key Concurrent Responsibilities
*Masahiro Minami	President and Group CEO	
Shigeki Ishida	Deputy President, Group CRO and Group CCO In charge of Risk Management Division, Credit Risk Management Division, Compliance Division and Group Strategy Division (corporate and lending business reform)	
Shoichi Iwanaga	In charge of Group Strategy Division (corporate management of Resona Bank, Ltd.)	Representative Director and President of Resona Bank, Ltd.
Satoshi Fukuoka	In charge of Group Strategy Division (corporate management of Saitama Resona Bank, Ltd.)	Representative Director and President of Saitama Resona Bank, Ltd.
Kazuhiro Nishiyama	In charge of Group Strategy Division (corporate management of Kansai Mirai Bank, Limited)	Representative Director and President of Kansai Mirai Bank, Limited
Hideki Mochimaru	In charge of Group Strategy Division (corporate management of The Minato Bank, Ltd.)	Representative Director and President of The Minato Bank, Ltd.
Hideki Tahara	In charge of Treasury Planning Division	Managing Executive Officer of Resona Bank, Ltd.
Gen Nakahara	In charge of Group Strategy Division (group international business planning)	Senior Managing Executive Officer of Resona Bank, Ltd.
Narunobu Ota	Group CFO In charge of Finance and Accounting Division	

Name	Position & Role	Key Concurrent Responsibilities
Shinichiro Isa	General Manager of Group Strategy Division In charge of Group Strategy Division (business development) General Manager of Group Strategy Division (in charge of special assignment)	Managing Executive Officer of Resona Bank, Ltd.
Koki Katayama	Group CIO In charge of Information Technology Planning Division, Information Technology Security Division and Group Strategy Division (systems reform)	
Kazuhiro Chida	In charge of Group Strategy Division (housing loan business process reform)	Managing Executive Officer of Resona Bank, Ltd.; Director of Saitama Resona Bank, Ltd. (part time)
Kazuki Mochida	Group CAO In charge of Internal Audit Division	Managing Executive Officer of Resona Bank, Ltd.
Nobuki Iwadate	Group CSO and Group CSuO In charge of Group Strategy Division	Managing Executive Officer of Resona Bank, Ltd.
Yoko Takaya	In charge of Corporate Governance Office	Executive Officer of Resona Bank, Ltd.
Satoki Funahara	Vice in charge of Group Strategy Division (group trust business planning)	Executive Officer of Resona Bank, Ltd.
Kan Itoh	In charge of Group Strategy Division (group trust business planning)	Executive Officer of Resona Bank, Ltd.; Director of Kansai Mirai Bank, Limited (part time)
Kunio Matsui	In charge of Corporate Communications Division	
Noritsugu Yamamoto	In charge of Credit Risk Management Division; vice in charge of Group Strategy Division (corporate and lending business reform)	Executive Officer of Resona Bank, Ltd.

Name	Position & Role	Key Concurrent Responsibilities
Toshiyuki Mizukawa	Group CPRO In charge of Business Process Reengineering Division and Group Strategy Division (business process reform)	
Hidefumi Kawabe	Group CDIO In charge of Digital Consumer Banking Division, Digital Corporate Banking Division and Data Science Division	Executive Officer of Resona Bank, Ltd.
Itaru Kuki	Group CHRO In charge of Human Resources Division and Facility Management Division	Executive Officer of Resona Bank, Ltd.
Tomokazu Yokoyama	In charge of Risk Management Division and Compliance Division	Executive Officer of Resona Bank, Ltd.

Notes:

1. * denotes Representative Executive Officer
2. Masahiro Minami and Shigeki Ishida serve concurrently as Directors.
3. Shinichiro Isa is in charge of the special assignment for business process reengineering.

(For reference)

Directors and Executive Officers of the Company as of April 1, 2026 are as described below.

Of the total 31 Directors and Executive Officers, 28 are male and 3 are female, and the ratio of female Directors and Executive Officers is 9 per cent.

Directors (as of April 1, 2026)

Name	Role	Key Concurrent Responsibilities
Masahiro Minami		
Shigeki Ishida		
Yukinobu Murao	Member of Audit Committee	Director of Resona Bank, Ltd.
*Kimie Iwata	Chairperson of Nominating Committee	Outside Director of Ajinomoto Co., Inc.
*Fumihiko Ike	Chairperson of the Board of Directors	Outside Director of Eisai Co., Ltd.
*Sawako Nohara	Chairperson of Compensation Committee	President and Representative Director of IPSe Marketing, Inc.; Outside Director of Keikyu Corporation
*Masaki Yamauchi	Chairperson of Audit Committee; member of Nominating Committee	Outside Director of Persol Holdings Co., Ltd.; Outside Director of Seiko Epson Corporation
*Katsuyuki Tanaka	Member of Compensation Committee; member of Audit Committee	Attorney-at-law (Tokyo Seiwa Sogo Law Office); Outside Audit & Supervisory Board Member of Money Forward, Inc.
*Jiro Seguchi	Member of Nominating Committee; member of Audit Committee	Outside Director of Otsuka Holdings Co., Ltd.
*Shie Lundberg	Member of Compensation Committee	Outside Director of DIC Corporation

Notes:

1. * denotes outside director as set out in Article 2, Item 15 of the Companies Act.
2. Audit Committee Members, Katsuyuki Tanaka, Jiro Seguchi, and Yukinobu Murao have substantial knowledge in finance and accounting matters.
3. The Company has designated Yukinobu Murao as Standing Member of the Audit Committee. The Standing Member of the Audit Committee collects information on a daily basis through attendance at important meetings, hearing from the management of regular reporting on business and others, share such information with all members of the Audit Committee and thereby ensures effectiveness of the audit.
4. Shie Lundberg's name on her family register is Shie Saito.

Executive Officers (as of April 1, 2026)

Name	Position & Role	Key Concurrent Responsibilities
*Masahiro Minami	President and Group CEO	
*Shinichiro Isa	Deputy President, Group CFO and Group CDO In charge of Finance and Accounting Division, Data Strategy Division, Group Strategy Division (business process reform), Group Strategy Division (business development) and Work Style Reform Office of Group Strategy Division	
*Nobuki Iwadate	Deputy President, Group CSO, Group CSuO, and Group CHRO In charge of Group Strategy Division, Human Resources Division and Corporate Governance Office	Representative Director, Deputy President and Executive Officer of Resona Bank, Ltd.
Kazuhiro Chida	In charge of Group Strategy Division (corporate management of Resona Bank, Ltd.)	Representative Director and President of Resona Bank, Ltd.
Shinichi Shinoto	In charge of Group Strategy Division (corporate management of Saitama Resona Bank, Ltd.)	Representative Director and President of Saitama Resona Bank, Ltd.
Shogo Harato	In charge of Group Strategy Division (corporate management of Kansai Mirai Bank, Limited)	Representative Director and President of Kansai Mirai Bank, Limited
Hideki Mochimaru	In charge of Group Strategy Division (corporate management of The Minato Bank, Ltd.)	Representative Director and President of The Minato Bank, Ltd.

Name	Position & Role	Key Concurrent Responsibilities
Hideki Tahara	In charge of Treasury Planning Division; vice in charge of Group Strategy Division	Managing Executive Officer of Resona Bank, Ltd.
Gen Nakahara	In charge of Group Strategy Division (group international business planning)	Senior Managing Executive Officer of Resona Bank, Ltd.
Koki Katayama	Group CIO In charge of Information Technology Planning Division and Information Technology Security Division	
Kazuki Mochida	Group CAO In charge of Internal Audit Division	Managing Executive Officer of Resona Bank, Ltd.
Kenji Sunaga	In charge of Group Strategy Division (group trust business planning)	Deputy President Executive Officer of Resona Bank, Ltd.
Kunio Matsui	In charge of Corporate Communications Division	
Noritsugu Yamamoto	In charge of Credit Risk Management Division	Executive Officer of Resona Bank, Ltd.
Toshiyuki Mizukawa	Group CPRO In charge of Business Process Reengineering Division; vice in charge of Group Strategy Division (business process reform)	
Hidefumi Kawabe	Group CDIO In charge of DX Division and Digital Consumer Banking Division	Executive Officer of Resona Bank, Ltd.
Itaru Kuki	In charge of Human Resources Division and Facility Management Division	Executive Officer of Resona Bank, Ltd.
Tomokazu Yokoyama	Group CRO and Group CCO In charge of Risk Management Division and Compliance	Executive Officer of Resona Bank, Ltd.

Name	Position & Role	Key Concurrent Responsibilities
	Division	

Name	Position & Role	Key Concurrent Responsibilities
Jungo Seki	In charge of Group Strategy Division (housing loan business process reform)	Executive Officer of Resona Bank, Ltd.
Masaru Yanagihara	Vice in charge of Group Strategy Division (group trust business planning)	Executive Officer of Resona Bank, Ltd. Director of Kansai Mirai Bank, Limited (part time)
Kenichi Sugano	General Manager of Finance and Accounting Division	
Yohei Ito	In charge of Digital Corporate Banking Division, General Manager of Digital Corporate Banking Division and General Manager of Group Strategy Division (in charge of special assignment)	Executive Officer of Resona Bank, Ltd.

Notes:

1. * denotes Representative Executive Officer
2. Masahiro Minami serves concurrently as Director.
3. Yohei Ito is in charge of the special assignment for business development.

(2) Remuneration of Directors and Executive Officers

A. Remuneration of Directors and Executive Officers for the fiscal year ended March 31, 2026

Classification	Number of Officers	Total Amount of Remuneration (Millions of yen)			
			Basic Compensation	Performance-Based Compensation	
				Cash Compensation (Annual incentive)	Non-cash Compensation (medium-to-long- term incentive)
Director	13 (13)	153 (181)	153 (181)	— (—)	— (—)
Executive Officer	20 (24)	652 (1,284)	267 (504)	182 (364)	201 (415)
Total	33 (37)	806 (1,465)	421 (685)	182 (364)	201 (415)

Notes:

1. Amounts less than 1 million yen have been rounded down.
2. The “Number of Officers” above indicates the number of Directors and Executive Officers who had the office during the fiscal year ended March 31, 2026 and received remuneration, and includes three Directors who assumed office on June 25, 2025, five Directors and one Executive Officer who left the office on the same date, and eight Executive Officers who left the office on March 31, 2026.
3. Compensation to individuals holding concurrent positions as Director and Executive Officer are posted as compensation to Executive Officers.
4. The basic compensation consists of the position-based compensation, the duty-based additional portion and allowances.
5. The amounts of non-cash compensation are the amounts accounted for as expenses during the fiscal year ended March 31, 2026 in respect of the share benefit trust for officers.
6. In addition to those described in the table above, there was an expense of 1 million yen recorded as provision by the Company for non-cash compensation for two Executive Officers who left the office on March 31, 2024 (3 million yen recorded as expenses on a group consolidated basis). In addition, on a group consolidated basis, 1 million yen in cash compensation was paid to seven Executive Officers who left the office on March 31, 2025, and an expense of 1 million yen was recorded as provision by the Company for non-cash compensation for one Executive Officer (1 million yen recorded as expenses on a group consolidated basis).
7. The amounts and numbers in parenthesis represent the total amounts of the compensation as officers of the Company and the compensation as officers (including executive officers) of the consolidated subsidiaries of the Company and the number of officers who received such compensation. Four Executive Officers of the Company holding the concurrent position as Representative Director and

President of Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Bank, Limited and The Minato Bank, Ltd., respectively, the Company's subsidiaries, are not given the portion of compensation for Executive Officer.

B. Overview of compensation policy

The compensation policy of the Company is determined by the Compensation Committee which consists only of independent Outside Directors. The outline of the compensation policy is as described below.

Compensation system for Directors

Name	Type	Calculation methods, etc.	Payment method
Position-based compensation	Fixed compensation Cash compensation	Determined based on responsibilities associated with the recipient's position and duties	Paid monthly

In addition to the compensation described above, certain officers are eligible to receive the following compensation:

Duty-based additional compensation: Fixed compensation paid to individuals who are appointed to act as members of the Nominating Committee, Compensation Committee or Audit Committee or concurrently serve as directors or corporate auditors at Group banks, etc., based on additional responsibilities associated with the recipient's duties

Additional allowances: Fixed compensation paid to Outside Directors who are appointed to chair the Board of Directors, the Nominating Committee, Compensation Committee or Audit Committee based on the burdens arising from these responsibilities

Compensation system for Executive Officers

Name	Type	Calculation methods, etc.	Payment method	Ratio
Position-based compensation	Fixed compensation	Determined based on responsibilities associated with the recipient's position and duties	Paid monthly	33 - 65 %
Annual incentive	Cash compensation Variable compensation (performance-based compensation)	- Calculated based on assessments of 1) the Group's financial and 2) non-financial performance as well as 3) individual achievements in the previous fiscal year If the standard amount is 100%, the payment rate varies from 0 to 170% (1) The Group's financial performance: Assessed based on the degree of achievement relative to the following assessment indices stipulated for annual plans - Resona Holdings' net income attributable to owners of parent - Resona Holdings' consolidated core profit Note: Allocable amount will be reduced to zero if the Common Equity Tier (CET) 1 ratio falls short of a certain level (2) The Group's non-financial performance: Assessed based on annual corporate achievements relative to Long-Term Sustainability Targets (3) Individual achievements: Assessed based on annual individual achievements and other factors - Medium- to long-term targets - Annual targets - Initiatives to foster and spread a risk culture (1) Financial performance assessments 50% + (2) Non-financial performance assessments 10% + (3) Individual performance assessments 40% = Annual incentive	Paid annually Paid based on assessments of corporate and individual performance achieved in the previous fiscal year	19 - 33 %
Medium- to long-term incentive	Non-cash compensation	Calculated in line with a performance-linked coefficient determined based on consolidated ROE, relative <u>TSR</u> and <u>ESG</u> indices in the final year of the medium-term management plan (<u>MMP</u>) The performance-linked coefficient varies from 0 to 170% Consolidated ROE × Relative TSR + ESG indices = Medium- to long-term incentive	Paid once every three years (In principle, upon the closure of the <u>MMP</u> period)	16 - 33 %

In addition to the compensation described above, certain officers are eligible to receive the following compensation:

Duty-based additional compensation: Paid in a fixed amount to executive officers who concurrently serve as directors at Resona Holdings or directors or corporate auditors at Group banks, etc., based on additional responsibilities associated with the recipient's duties

(a) Basic Approach

- (i) The compensation systems are designed to facilitate sound incentives and ensure appropriate supervisory functions toward continuous growth of the Resona Group and increases in its corporate value on a medium- to long-term basis.
- (ii) Remuneration for Directors and Executive Officers is determined by the Compensation Committee which in principle consists only of independent Outside Directors, following objective and transparent procedures.

(b) Policy for Determining Ratio of Remuneration of each Director and Executive Officer

(i) Position-based compensation

The position-based compensation is determined by the scope of responsibilities held by each individual. The ratio of the position-based compensation to the total remuneration of Executive Officers is as described in the “Compensation system for Executive Officers” above.

(ii) Annual incentive

Executive Officers are given annual incentives according to the performance of the Resona Group and the respective individuals for each fiscal year.

The ratio of the annual incentive to the total compensation is in principle higher for Executive Officers of higher rankings.

(iii) Medium-to-long-term incentive

Executive Officers are given medium-to-long-term incentives according to the performance of the Resona Group during the period of the Medium-term Management Plan.

The ratio of the medium-to-long-term incentive to the total compensation is in principle higher for Executive Officers of higher rankings.

(iv) Duty-based additional portion

The duty-based additional portion is paid based on additional responsibilities associated with the recipient’s duties, when Executive Officers concurrently serve as Directors of the Company, Directors are appointed to act as members of the Nominating Committee, Compensation Committee or Audit Committee or Directors and Executive Officers concurrently serve as directors or corporate auditors at Group banks, etc.

(v) Additional allowances

Additional allowances are paid to Outside Directors who are appointed to chair the Board of Directors, the Nominating Committee, Compensation Committee or Audit Committee based on the burdens arising from these responsibilities.

C. Performance-based compensation

- (i) Annual incentive (performance-based compensation, cash compensation)

Annual incentive is given in the total of the amounts calculated based upon the assessment of the status of achievement in the “financial performance,” “non-financial performance” and “individual performance” pursuant to the compensation table set for each position.

The assessment of each assessment item is discussed and determined at the Compensation Committee.

Assessment item (percentage)	Assessment indices
Financial performance assessment (50%)	Assessed based on the degree of achievement relative to the following assessment indices stipulated for annual plan (rate of payment is determined according to the degree of achievement) • Net income attributable to owners of parent • Consolidated core profit ※ Allocable amount will be reduced to zero if the Common Equity Tier (CET) 1 ratio (Note) falls short of 8% Each assessment index has been discussed and determined by the Compensation Committee as an index that is consistent with the Medium-term Management Plan and contributes to continuous growth of the Group and increase in its corporate value on a medium- to long-term basis
Non-financial performance assessment (10%)	Assessed based on annual corporate achievements relative to annual target under the Long-Term Sustainability Targets
Individual performance assessment (40%)	Assessed based on annual individual achievements and others of “medium- to long-term targets,” “annual targets” and “initiatives to foster and spread a risk culture” of each Executive Officer

Note: Based on the full enforcement of the finalized Basel 3 regulations, excluding net unrealized gains on available-for-sale securities

<Financial performance assessment>

The Compensation Committee determines the assessment of performance based upon the status of achievement of the indexes described below. These indices have been examined and determined by the Compensation Committee in terms of consistency with the medium-term management plan and vis-à-vis the status of the Resona Group’s initiatives aimed at securing sustainable corporate development and medium- to long-term growth in corporate value.

Index	Target for FY2025	Actual for FY2025
Net income attributable to shareholders of parent company	240.0 billion yen	258.7 billion yen
Consolidated core profit	196.2 billion yen	224.9 billion yen

Notes:

1. The Common Equity Tier (CET) 1 ratio is 10.08%.
2. Targets for FY2025 are based on the plan formulated in March 2025.

<Non-financial performance assessment>

The Compensation Committee determines the assessment of performance based upon the status of annual corporate achievements relative to annual target under the Long-Term Sustainability Targets and others.

<Individual performance assessment>

The President prepares a draft evaluation based upon the status of achievement of the “medium- to long-term targets,” “annual targets” and “initiatives to foster and spread a risk culture” of the business area of which each Executive Officer is in charge and others, and the Compensation Committee makes a decision on it.

(ii) Medium-to-long-term incentive (performance-based compensation, non-cash compensation)

From the fiscal year ended March 31, 2024, the Company has introduced as the mid-to-long-term incentive for Executive Officers the share benefit trust whose evaluation period is the period of the medium-term management plan (from fiscal 2023 to fiscal 2025). The outline of the share benefit trust is as described below.

Name	Share benefit trust for officers
Officers included	Executive Officers of the Company and officers with executive power of Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Financial Group, Inc., Kansai Mirai Bank, Ltd. and The Minato Bank, Ltd.
Indexes and method of calculation	Calculated by multiplying the total base points by the performance linked coefficient 1) Total base points Points given in accordance with the position and years of service of the relevant officer during the term of the medium-term management plan 2) Performance linked coefficient (common to all relevant officers) Determined within 0% to 170% in accordance with the consolidated ROE, relative TSR (total shareholder return) and the rate of changes in the ESG score for the fiscal year ended March 2026, the last fiscal year of the medium-term management plan *Relative TSR (total shareholder return) is determined by comparing the growth ratio of the Company’s TSR during the term of the medium-term management plan with the growth ratio of TOPIX stock price index (inclusive of dividends) (Banking), evaluating return from investment in the Company’s shares for the evaluation period in comparison with other companies in the same industry *The rate of changes in the ESG score evaluates the Company’s efforts for sustainability by calculating the rates of changes in the Company’s ESG scores by major ESG evaluation providers
Reason of selection of indexes	Each index is selected as appropriately reflecting the status of achievement of the medium-term management plan and linking increase in shareholder value of the Company to remuneration to Executive Officers

Results of the indexes	Consolidated ROE: 10.69% Relative TSR: 84.38% Rate of change in ESG Score: +14.35% Performance-linked coefficient: 130%
Other	Clawback clause and malus clause If the relevant Executive Officer is removed or the Compensation Committee determines that he/she has committed a material breach of compliance, he/she will lose the right to receive compensation under this plan and shall return the compensation already received.

In order to achieve the Medium-term Management Plan commencing in the fiscal year ending March 31, 2027 and to strengthen the function of incentives for officers toward the sustainable enhancement of social value and corporate value, the Company will continue the “share benefit trust for officers (RS delivery type)” with certain revisions to the plan.

In revising the plan, the Company will continue to adopt “consolidated ROE” and “relative TSR (total shareholder return),” which have been used under the previous plan, as financial and stock price indexes, while newly adopting “retail transition finance targets,” “carbon neutral targets (Scope 1 + 2),” “women’s empowerment,” and “human capital strategy,” which are also materiality KPIs of the Group, as non-financial indexes.

In addition, from the perspective of placing even greater emphasis on sustainability initiatives, the weighting of evaluation indexes has been set at 70% for financial and stock price indexes and 30% for non-financial indexes, thereby increasing the weighting of non-financial indexes compared with the previous plan.

D. Compensation Committee

(i) Contents of authority of the Compensation Committee

Under the rules of the Compensation Committee, the Company has set the matters to be determined by the Compensation Committee as follows:

- Policy for determining the contents of remuneration of each Director and Executive Officer.
- Contents of remuneration of each Director and Executive Officer.
- Establishment and amendment of the standards, procedures, etc. to determine the contents of remuneration of each Director and Executive Officer based upon the policy as set out above.

(ii) Reasons why the Compensation Committee has determined that the contents of remuneration of each Director and Executive Officer are in compliance with the policy for remuneration

The Compensation Committee considers that the contents of remuneration of each Director and Executive Officer are appropriate as they have been determined based upon the standards for remuneration that are

the standards to determine the concrete contents of each Director and Executive Officer in line with the remuneration policy.

(3) Liability limitation agreement

The Company has entered into an agreement with Outside Directors, Kimie Iwata, Fumihiko Ike, Sawako Nohara, Masaki Yamauchi, Katsuyuki Tanaka, Jiro Seguchi and Shie Lundberg respectively, which limits the Outside Directors' indemnity liability under Article 423, Paragraph 1 of the Companies Act to the aggregated amounts provided for in each of the items of Paragraph 1 of Article 425 of the Companies Act.

(4) Matters relating to contract of liability insurance for officers, etc.

The Company has executed with an insurance company a contract of liability insurance for officers, etc. set forth in Article 430-3 of the Companies Act under which Directors and Executive Officers of the Company and officers (including executive officers) of the subsidiary companies are insured.

The Company bears all insurance premiums including those related to special conditions, and the insured does not effectively bear insurance premiums.

The insurance will cover damages suffered by the insured officers coming from their liability for execution of duties or claims made against the insured officers for such liability. Provided, there are certain exclusions including those denying coverage of damages by acts committed with knowledge of violation of law.

The insurance contract sets forth the deductible amount and damages up to such deductible amount will not be covered by the insurance.

3. Matters Relating to Outside Directors

(1) Concurrent Positions and Other Status of Outside Directors

Name	Concurrent Positions and Other Status
Kimie Iwata	Outside Director of Ajinomoto Co., Inc.
Fumihiko Ike	Outside Director of Eisai Co., Ltd.
Sawako Nohara	President and Representative Director of IPSe Marketing, Inc.; Outside Director of Keikyu Corporation
Masaki Yamauchi	Outside Director of Persol Holdings Co., Ltd.; Outside Director of Seiko Epson Corporation
Katsuyuki Tanaka	Attorney-at-law (Tokyo Seiwa Sogo Law Office); Outside Audit & Supervisory Board Member of Money Forward, Inc.
Jiro Seguchi	Outside Director of Otsuka Holdings Co., Ltd.
Shie Lundberg	Outside Director of DIC Corporation

Notes:

1. There are no business relationships to note between the above companies in which the Directors hold concurrent positions, and the Company.
2. The above seven Outside Directors are not related to officers or other persons of managerial position of the Company or the specified related business operators of the Company.
3. The above seven Outside Directors are independent director(s)/auditor(s) under the provisions of the Tokyo Stock Exchange.

(2) Principal Activities of Outside Directors

Outside Directors provide timely and appropriate comments on the management of the Company based on broad perspectives at meetings of the Board of Directors, etc.

Name	Period in Office	Attendance at Meetings of Board of Directors, etc. (FY2025)	Comments at the Meetings of Board of Directors and Other Activities
Kimie Iwata	6 years and 9 months	Board of Directors: 17 of the 17 meetings Nominating Committee: 12 of the 12 meetings	The Company expects her to perform supervisory functions especially from the perspective of sustainability, diversity & inclusion, and corporate governance based on her experience as a national public servant, a manager in the cosmetics industry, and an outside director in diverse industries. She has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective and thus appropriately performed her role of supervising the execution of business as an Outside Director of the Company. As the chairperson of the Nominating Committee, she led discussions at the meetings of this Committee, and proactively offered her opinions, thus appropriately performed her role.

Name	Period in Office	Attendance at Meetings of Board of Directors, etc. (FY2025)	Comments at the Meetings of Board of Directors and Other Activities
Fumihiko Ike	4 years and 9 months	Board of Directors: 17 of the 17 meetings	The Company expects him to perform supervisory functions especially from the perspective of compliance, risk management, information technology and digitalization based on his ideas and experience as a manager of a manufacturing business operating globally. He has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective and thus appropriately performed his role of supervising the execution of business as an Outside Director of the Company. In addition, as the chairperson of the Board of Directors, he selected the agenda items for the meetings of the Board of Directors and has made efforts to vitalize the discussions at the meetings by asking the Directors to express their views, asking explanations by the Executive Officers and observers as needed and helping the Board come to its conclusions, and led discussions at the meetings of the Board of Directors.

Name	Period in Office	Attendance at Meetings of Board of Directors, etc. (FY2025)	Comments at the Meetings of Board of Directors and Other Activities
Sawako Nohara	3 years and 9 months	Board of Directors: 17 of the 17 meetings Compensation Committee: 10 of the 10 meetings	The Company expects her to perform supervisory functions especially from the perspective of information technology, digitalization, compliance and risk management based on her rich experience and high specialization in the information technology area. She has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective, as well as from the viewpoints of business expansion and customer centricity, and thus appropriately performed her role of supervising the execution of business as an Outside Director of the Company. As the chairperson of the Compensation Committee, she led discussions at the meetings of this Committee, and proactively offered her opinions, thus appropriately performed her role.
Masaki Yamauchi	3 years and 9 months	Board of Directors: 17 of the 17 meetings Nominating Committee: 12 of the 12 meetings Audit Committee: 14 of the 14 meetings	The Company expects him to perform supervisory functions especially from the perspective of organizational management and sustainability based on his ideas and experience as a manager of the logistics industry. He has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective and thus appropriately performed his role of supervising the execution of business as an Outside Director of the Company. As the chairperson of the Audit Committee, he led discussions at the meetings of this Committee, and attended all meetings of this Committee and the Nominating Committee as its member, and proactively offered his opinions, thus appropriately performed his role.

Name	Period in Office	Attendance at Meetings of Board of Directors, etc. (FY2025)	Comments at the Meetings of Board of Directors and Other Activities
Katsuyuki Tanaka	2 years and 9 months	Board of Directors: 17 of the 17 meetings Compensation Committee: 8 of the 8 meetings Audit Committee: 14 of the 14 meetings	The Company expects him to perform supervisory functions especially from the legal and compliance perspective based on his professional knowledge and experience concerning corporate legal matters. He has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective and thus appropriately performed his role of supervising the execution of business as an Outside Director of the Company. As a member of the Compensation Committee and the Audit Committee, he attended all meetings of these Committees and proactively offered his opinions, thus appropriately performed his role.
Jiro Seguchi	9 months	Board of Directors: 11 of the 12 meetings Nominating Committee: 10 of the 10 meetings Audit Committee: 10 of the 11 meetings	The Company expects him to perform supervisory functions especially from the perspective of organizational management and globalization based on his professional knowledge and experience in the financial sector and sufficient knowledge in finance and accounting. He has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective and thus appropriately performed his role of supervising the execution of business as an Outside Director of the Company. In addition, as a member of the Nominating Committee and the Audit Committee, he attended the meetings of these Committees and proactively offered his opinions, thus appropriately performed his role.

Name	Period in Office	Attendance at Meetings of Board of Directors, etc. (FY2025)	Comments at the Meetings of Board of Directors and Other Activities
Shie Lundberg	9 months	Board of Directors: 12 of the 12 meetings Compensation Committee: 8 of the 8 meetings	The Company expects her to perform supervisory functions especially from the perspective of management strategy utilizing information technology and digitalization based on her knowledge and experience as an expert in the field of information technology. She has contributed proactively in the meetings of the Board of Directors and others by offering opinions from such perspective and thus appropriately performed her role of supervising the execution of business as an Outside Director of the Company. In addition, as a member of the Compensation Committee, she attended all meetings of this Committee and proactively offered her opinions, thus appropriately performed her role.

Notes:

1. “Period in office” represents the period from the day on which the Outside Director assumed office to March 31, 2026 (in case of a Director who resigned during this fiscal year, to the date of resignation), with any period of less than one month omitted.
2. There was no written resolution that is deemed to be Board resolutions based on Article 370 of the Companies Act.

(3) Remuneration for Outside Directors

Number of Directors	Total Amount of Remuneration		
		Basic Compensation	Performance-Based Compensation
10	127 million yen	127 million yen	– million yen

Notes:

1. Amounts less than 1 million yen have been rounded down.
2. The “Number of Directors” above indicates the number of Directors who had the office during the fiscal year ended March 31, 2026 and received remuneration, and includes two Directors who assumed office on June 25, 2025 and three Directors who left the office on the same date.
3. “Basic compensation” includes the position-based compensation, the duty-based additional portion and allowances.

4. Information on Shares of the Company

(1) Number of Shares

Total number of authorized shares

Ordinary Shares	6,000,000 thousand shares
Preferred Shares	20,000 thousand shares
(including First Series of Class 7 Preferred Shares: 10,000 thousand shares)	
(including Second Series of Class 7 Preferred Shares: 10,000 thousand shares)	
(including Third Series of Class 7 Preferred Shares: 10,000 thousand shares)	
(including Fourth Series of Class 7 Preferred Shares: 10,000 thousand shares)	
(including First Series of Class 8 Preferred Shares: 10,000 thousand shares)	
(including Second Series of Class 8 Preferred Shares: 10,000 thousand shares)	
(including Third Series of Class 8 Preferred Shares: 10,000 thousand shares)	
(including Fourth Series of Class 8 Preferred Shares: 10,000 thousand shares)	

Notes:

1. Numbers of shares less than 1 thousand have been rounded down.
2. The total number of authorized shares in each class with respect to the First through Fourth Series of Class 7 Preferred Shares shall not exceed 10,000 thousand shares in the aggregate and the total number of authorized shares in each class with respect to the First through Fourth Series of Class 8 Preferred Shares shall not exceed 10,000 thousand shares in the aggregate, respectively.

Total number of issued shares

Ordinary Shares	2,307,136 thousand shares
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Note: Numbers of shares less than 1 thousand have been rounded down.

(2) Number of Shareholders as of March 31, 2026

Ordinary Shares	251,074 shareholders
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Note: The number of shareholders of Ordinary Shares above includes 44,258 shareholders who only hold shares less than one unit.

(3) Principal Shareholders

Ordinary Shares (top 10 shareholders)

Name of Shareholder	Investment in the Company	
	Number of Shares in Holding (Thousand shares)	Shareholding Ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	341,965	15.11
Custody Bank of Japan, Ltd. (trust account)	122,086	5.39
STATE STREET BANK AND TRUST COMPANY 505001	104,208	4.60
THE CHASE MANHATTAN BANK. N.A. LONDONSECS LENDING OMNIBUS ACCOUNT	102,160	4.51
The Dai-ichi Life Insurance Company, Limited	75,145	3.32
STATE STREET BANK AND TRUST COMPANY 505223	66,605	2.94
Nippon Life Insurance Company	54,355	2.40
JP MORGAN CHASE BANK 385642	49,371	2.18
CACEIS BANK FOR AMUNDI ACTIONS NON TREATY	45,283	2.00
JP MORGAN CHASE BANK 385781	41,446	1.83

Notes:

1. Numbers of shares less than 1 thousand have been rounded down in the column of “number of shares in holding.”
2. “Shareholding ratio” was calculated by deducting treasury shares (45,095 thousand shares) and rounding down to the nearest two decimal points. The number of treasury shares does not include 6,027 thousand shares of the Company held by ESOP-type Stock Benefit Trust for the Employee Shareholding Association, 634 thousand shares held by the share benefit trust for employees, and 2,518 thousand shares held by the share benefit trust for officers.
3. Of the shareholders above, Resona Bank, Ltd. owns 340 thousand or 16.66% of shares of Custody Bank of Japan, Ltd.

(4) Other Important Matters Relating to Shares

A. Acquisition, disposal and holding, etc. of own shares

(i) Acquisition of own shares

Class of share	Total number of shares	Total acquisition price
Ordinary Shares	45,018 thousand shares	65,016 million yen

(ii) Disposal of own shares

Class of share	Total number of shares	Total amount of disposal
Ordinary Shares	673 thousand shares	873 million yen

(iii) Cancellation of shares

Class of share	Total number of shares	Total amount of disposal
Ordinary Shares	– thousand shares	– million yen

(iv) Own shares held as of March 31, 2026

Class of share	Total number of shares
Ordinary Shares	45,095 thousand shares

Notes:

1. Numbers of shares less than 1 thousand and amounts less than 1 million yen have been rounded down.
2. The number of own shares above does not include shares of the Company that were acquired or disposed of, etc. by ESOP-type Stock Benefit Trust for the Employee Shareholding Association, the share benefit trust for employees, or the share benefit trust for officers.
3. The amount of disposal of shares is calculated based on the average acquisition price of own shares of each relevant class at the time of disposition.
4. The Company resolved, at its board of directors meeting held on May 13, 2025, to acquire its ordinary shares as treasury shares pursuant to Article 50 of the Company's Articles of Incorporation made under Article 459, Paragraph 1, Item 1 of the Companies Act, and implemented the acquisition of treasury shares as follows:

(1)	Reasons for acquisition of treasury shares	In order to enhance improve the capital efficiency and enable implementation of flexible capital policies
(2)	Method of acquisition	Market buying on the Tokyo Stock Exchange pursuant to the discretionary purchase agreement

(3)	Total number of shares acquired	23,146 thousand shares
(4)	Total acquisition cost	29,999,903 thousand yen
(5)	Date of acquisition	From May 14, 2025 to July 31, 2025 (on a trade date basis)

5. The Company resolved, at its board of directors meeting held on May 13, 2025, to dispose of its ordinary shares as treasury shares by way of a third-party allotment to Custody Bank of Japan, Ltd. (trust account), which acts as the re-trustee of Resona Bank, Ltd., the trustee of the trust, for the purpose of introducing a share benefit trust for employees of the Company's subsidiary banks, and implemented the disposal as follows:

(1)	Date of disposal	October 10, 2025
(2)	Total number of shares disposed of	634 thousand shares
(3)	Disposal price	1,540.5 yen per share
(4)	Total disposal amount	976,677 thousand yen
(5)	Allottee	Custody Bank of Japan, Ltd. (trust account)

6. The Company resolved, at its board of directors meeting held on November 11, 2025, to acquire its ordinary shares as treasury shares pursuant to Article 50 of the Company's Articles of Incorporation made under Article 459, Paragraph 1, Item 1 of the Companies Act, and implemented the acquisition of treasury shares as follows:

(1)	Reasons for acquisition of treasury shares	In order to improve the capital efficiency and enable implementation of flexible capital policies
(2)	Method of acquisition	Market buying on the Tokyo Stock Exchange pursuant to the discretionary purchase agreement
(3)	Total number of shares acquired	21,861 thousand shares
(4)	Total acquisition cost	34,999,947 thousand yen
(5)	Date of acquisition	From November 12, 2025 to January 30, 2026 (on a trade date basis)

B. Contents of the employee stock ownership plan

(i) ESOP-type Stock Benefit Trust for the Employee Shareholding Association

With the purpose of giving an incentive to enhance corporate value on a medium-to-long term basis, the Company has adopted an employee incentive plan, "ESOP-type Stock Benefit Trust for the Employee Shareholding Association" (hereinafter, the "ESOP Trust").

An outline of the ESOP Trust is as provided below. The treasury shares indicated in this section do not include 6,027 thousand shares of the Company held by the ESOP Trust as of the end of the fiscal year ended March

31, 2026.

The Company has set up a trust whose beneficiaries are the employees who belong to the Employee Shareholding Association of Resona Holdings (hereinafter, the “Company’s Shareholding Association”) and fulfill certain conditions (the trustee of that trust is Resona Bank, Ltd., a subsidiary of the Company). The trust acquires the number of shares of the Company that the Company’s Shareholding Association is expected to acquire during the trust period, within the purchase period determined in advance.

Subsequently, the trust sells the shares of the Company to the Company’s Shareholding Association at a certain date of every month.

If as of the end of the trust period, a trust profit is recognized as a result of a rise in the stock price and other factors, the profit is distributed in cash to the employees and others who are beneficiaries of the trust in proportion to the number of shares purchased during the period and other factors.

If a transfer loss arises due to a decline in the stock price and a liability on the trust assets remains, the Company is responsible for fully settling the liability based on the indemnity clause stipulated in the non-recourse loan agreement.

Outline of the trust agreement

(i)	Trustor:	The Company
(ii)	Trustee:	Resona Bank, Ltd.
(iii)	Beneficiaries:	Persons who belong to the Company’s Shareholding Association and fulfill the conditions for beneficiaries
(iv)	Date of trust agreement:	February 1, 2022
(v)	Trust period:	February 1, 2022 to January 31, 2027
(vi)	Exercise of voting rights:	The trustee exercises the voting rights of the shares of the Company in accordance with the custodian’s instruction, which reflects the status of exercise of voting rights by the Company’s Shareholding Association.

* If as a result of the sale of the shares to the Company’s Shareholding Association the trust contains no shares of the Company, any trust profit is distributed to the beneficiaries of the trust prior to the end of the trust period, and the trust is closed before the end of the trust period.

Total amount of shares scheduled to be purchased by the employee shareholding association:

3,273 million yen

Scope of persons who can receive the beneficiary right under the employee stock ownership plan and other rights:

Persons who are participants in the Company’s Shareholding Association and who fulfill the conditions for beneficiaries

(ii) Share benefit trust for employees

The Company has introduced a “share benefit trust for employees” as an incentive plan for employees of Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Bank, Limited and The Minato Bank, Ltd. (hereinafter collectively referred to as the “Group Banks”) who satisfy certain conditions (hereinafter the “Eligible Employees”).

An outline of the share benefit trust for employees is as provided below. The treasury shares indicated in this section do not include 634 thousand shares of the Company held by the share benefit trust for employees as of the end of the fiscal year ended March 31, 2026.

The Company sets up a trust with employees of the Group Banks who fulfill the conditions for beneficiaries set forth in the rules for grant of shares, and the trust acquires a certain number of the Company’s shares within the purchase period determined in advance. Points are granted to the Eligible Employees based on their rank and the level of achievement of the Company’s performance, pursuant to the rules for grant of shares. The Company’s shares corresponding to the points granted are delivered to the Eligible Employees who meet certain conditions for beneficiaries upon the completion of prescribed procedures. As all funds required to establish the trust are contributed by the Company, the Eligible Employees bear no financial burden.

Outline of the trust agreement

(i)	Trustor:	The Company
(ii)	Trustee:	Resona Bank, Ltd.
(iii)	Beneficiaries:	Eligible Employees who fulfill the conditions for beneficiaries set forth in the rules for grant of shares
(iv)	Date of trust agreement:	October 10, 2025
(v)	Trust period:	From October 10, 2025 to termination of the trust
(vi)	Exercise of voting rights:	The trustee exercises the voting rights of the shares of the Company in accordance with the custodian’s instruction.

Scope of persons who can receive the beneficiary right under the employee stock ownership plan and other rights:

Eligible Employees who fulfill the conditions for beneficiaries set forth in the rules for grant of shares

C. Contents of the stock ownership plan for officers

The Company has introduced the performance share unit plan using a trust scheme as the medium-to-long-term incentive for the Executive Officers of the Company and the representative directors and directors and executive officers with executive power of Resona Bank, Ltd., Saitama Resona Bank, Ltd., Kansai Mirai Financial Group, Inc., Kansai Mirai Bank, Ltd. and The Minato Bank, Limited (together with the Executive Officers of the Company, hereinafter, the “Group Officers”). Kansai Mirai Financial Group, Inc. merged with the Company as of April 1, 2024.

The outline of the plan and the relevant trust agreement are as described below.

(Outline of the plan)

This plan is a performance share unit plan under which a trust established by cash contribution by the Company will acquire shares of the Company and shares of the Company and cash equivalent to the market value of shares of the Company will be delivered from the trust corresponding to the number of points given to each Group Officer pursuant to the rules for grant of shares, as remuneration for the Group Officers.

The Group Officers will receive delivery of shares of the Company, etc. in principle after the results of the final fiscal year of the medium-term management plan (fiscal year ended in March 2026) will be fixed.

(Outline of the trust agreement)

(i)	Trustor:	The Company
(ii)	Trustee:	Resona Bank, Ltd.
(iii)	Beneficiaries:	Group Officers who fulfill the conditions for beneficiaries set forth in the rules for grant of shares
(iv)	Date of trust agreement:	August 7, 2020
(v)	Trust period:	From August 7, 2020 to termination of the trust (no fixed termination date is set, and the trust will terminate upon the occurrence of a termination event set forth in the agreement, including when the trustor, the trustee and the trust administrator agree on the termination).
(vi)	Exercise of voting rights:	No voting rights in respect of shares of the Company under this trust will be exercised during the trust period, in order to ensure neutrality to the management.

5. Matters Relating to the Accounting Auditor

(1) Status of the Accounting Auditor

Name	Remuneration, etc. Associated with the Fiscal Year Ended March 31, 2026	Other
Deloitte Touche Tohmatsu LLC Yukihiro Otani, designated limited liability partner Takeshi Ishizaka, designated limited liability partner Yasumasa Yabuhara, designated limited liability partner	182 million yen	• Reason for approval under Paragraph 1 of Article 399 of the Companies Act (Note 3) • Contents of services other than those provided in Paragraph 1 of Article 2 of the Certified Public Accountants Act (Note 4)

Notes:

1. Amounts less than 1 million yen have been rounded down.
2. Money and other economic benefit to be paid by the Company and its subsidiaries amount to a total of 992 million yen.
3. The Audit Committee approved the amount of the remuneration, etc. of the accounting auditor upon examination of the number of days spent and the allocation of staff for the audit under the accounting audit plan for this fiscal year explained by the accounting auditor, examination and evaluation of the audit results for the previous fiscal year, appropriateness of performance of the audit by the accounting auditor, the basis of calculation of a quote forming the basis of the remuneration and others.
4. Services to verify the implementation and operation of internal control under the entrusted services and others.
5. Money and other economic benefit to be paid by the Company and its subsidiaries to the network firms of the accounting auditor of the Company (excluding the accounting auditor of the Company) amount to 131 million yen. Main services include advisory service concerning accounting, non-financial matters, and taxation.

(2) Other Matters Relating to the Accounting Auditor

A. Policy on determining dismissal or non-reappointment of the accounting auditor

In the event that the accounting auditor is recognized to fall under any of the items in Paragraph 1 of Article 340 of the Companies Act, the Audit Committee will dismiss the accounting auditor based on unanimous consent from members of the Audit Committee.

In addition to the above, the Company will primarily review the qualifications of the accounting auditor, the status of a system to ensure that the duties of the accounting auditor are carried out properly, and the eligibility as the accounting auditor of the Group and determine the proposal concerning dismissal or non-reappointment of the accounting auditor to be submitted to the general meeting of shareholders by also taking into account the report made by the accounting auditor and the Executive Officers of the Company and mutual understanding between the accounting auditor and the management of the Group including auditors and others of subsidiaries.

B. Audit of financial documents of principal subsidiaries and affiliates of the Company by certified public accountants or an audit firm other than the accounting auditor of the Company

Among the principal subsidiaries and affiliates of the Company, P.T. Bank Resona Perdania and Resona Merchant Bank Asia Limited are audited by audit firms (including those who have equivalent status in countries outside Japan) other than the accounting auditor of the Company.

6. Other

Policies concerning the exercise of the authorities granted to the Board of Directors pursuant to the provisions of the Company's Articles of Incorporation based upon Paragraph 1 of Article 459 of the Companies Act
(For the fiscal year ended March 31, 2026)

While aiming for a total shareholder return ratio of around 50% and seeking to achieve stable and steady dividend increases, the Company set, as a dividend-related target, a dividend on equity ratio (DOE) of approximately 3% for fiscal 2029. Based on this policy, the annual dividend for fiscal 2025 was increased by 4 yen per ordinary share to 29 yen per share (interim dividend of 14.5 yen and year-end dividend of 14.5 yen). In addition, the Company effected the acquisition of treasury shares of approximately 30.0 billion yen from May 14, 2025 to July 31, 2025 and approximately 35.0 billion yen from November 12, 2025 to January 30, 2026. As a result, the total shareholder return ratio was 50.5%.

(For the fiscal year ending March 31, 2027 and thereafter)

Regarding the dividends on the Company's ordinary shares, in accordance with the policy on shareholder return stated in "III. (iv)" above, the Company plans to increase the annual dividends for fiscal 2026 by 8 yen and pay 37 yen per ordinary share (interim dividend of 18.5 yen and year-end dividend of 18.5 yen). In addition, the Company resolved to acquire its own shares as treasury shares up to the amount of 35.0 billion yen on May 12, 2026.

(Items not stated in the documents to be delivered upon request for delivery of written documents pursuant to the laws and regulations and the Articles of Incorporation)

The following items are disclosed on the website of the Company (<https://www.resona-gr.co.jp/>) via the Internet pursuant to the laws and regulations and the provision of Article 20 of the Articles of Incorporation of the Company:

"System to Ensure Appropriateness of Operations"; "Matters Concerning Specified Wholly-owned Subsidiaries"

(Items omitted because there are no matters to be described)

"Status of business transfers, etc. (Current Status of the Company)"; "Other important matters concerning status of the corporate group (Current Status of the Company)"; "Indemnity agreement (Matters Relating to Directors and Executive Officers of the Company)"; "Opinions from outside directors (Matters Relating to

Outside Directors)”; “Matters relating to the Company’s share subscription rights”; “Shares Held by Officers (Information on Shares of the Company)”; “Liability limitation agreement (Matters Relating to the Accounting Auditor)”; “Indemnity agreement (Matters Relating to Accounting Auditor)”; “Basic policies regarding the party who controls decisions on the Company’s financial and business policies”; “Matters concerning transactions with the parent company”; and “Matters concerning accounting advisors.”

System to Ensure Appropriateness of Operations

(1) Overview of “Basic Policies on Group Internal Control”

To establish a system that ensures appropriate operations and realize an internal control system befitting the Resona Group toward enhancement of the Group corporate value, the Company has established the basic policies on internal control, which has been approved by the Board of Directors.

(a) Statement

The Company and other companies of the Group (Note) seriously view the fact that the Group had to reinforce capital through injecting a massive amount of public funds. In order to prevent the recurrence of such a situation, the Group hereby formulates the Basic Policies on Group Internal Control.

In accordance with the Basic Policies, the Group aims to establish an internal control system most befitting the Group and strives to manage and maintain control systems in optimal condition to ensure their efficacy, with a view to enhancing the Group’s corporate value.

(Note) Refer to companies set forth under Article 2, item 3 of the Companies Act and Article 3 of the Ordinance for Enforcement of the Companies Act. Hereinafter the same.

(b) Purpose of internal control (basic principles)

The Company and other companies of the Group adopt as the Group’s basic principles, the fulfilling of the following four objectives in accordance with the generally accepted standards for evaluation of internal control systems.

(i) Enhancement of effectiveness and efficiency of operations

Promote enhancement of effectiveness and efficiency of operations for the purpose of ensuring soundness of business operations and improving corporate value.

(ii) Ensuring reliability of reporting

Exert efforts to ensure reliability of reports (including non-financial information) within the organization and to outside the organization for the purpose of attaining trust from investors and promoting transparency and fairness of information disclosure.

(iii) Legal and regulatory compliance

Adhere compliance with laws, regulations and other norms associated with the business activities in light of the public nature of the banking business and also with strong awareness for “Social Responsibility and Public Mission” of the Company and each of the Group companies. In addition, exert efforts to prevent and promptly detect any unauthorized actions.

(iv) Safeguarding of assets

Promote safeguarding of assets to ensure that acquisition, use and disposal of assets are appropriately performed and authorized, and pursue business activities based on the fundamental principles of exercising risk-taking suitable for management strength and earnings and promptly handling any inherent or expected losses, in light of the importance of managing risks in the banking business.

(c) Development of a framework of internal control systems (basic provisions)

In order to achieve the objectives of internal control, the Company shall develop a framework of internal control systems comprised of basic components: control environment, risk assessment and response, control activities, information and communication, monitoring, and response to information technology (IT), and make efforts to ensure the effectiveness of the framework. In accordance with this policy, the Company will ensure the “Resona Group Corporate Mission” is shared throughout the Group to serve as the foundation for the following basic guidelines, set forth to ensure appropriate operations of the Group.

(i) Guidelines concerning a system to ensure that duties of executive officers and employees of the Company and directors, executive officers and employees of each Group company are executed in compliance with laws, regulations and the Articles of Incorporation

In order to ensure compliance with not only laws and regulations but also social norm and to respond to expectations of customers and societies at large, the “Group Basic Compliance Policy” shall be defined, based on which the compliance system will be established and managed. In accordance with the Policy, a standard compliance structure is to be clearly identified and a compliance system is to be established by defining the roles of executive officers and employees of the Company and directors, executive officers and employees of each Group company.

A compliance division shall be put in place to oversee legal and regulatory compliance, and the division reviews any matters requiring a certain degree of important decision-making and verify the lawfulness and other aspects of the matter in advance to ensure that duties executed by executive officers and employees of the Company and directors, executive officers and employees of each Group company are appropriate.

Furthermore, in order to protect customers and enhance their convenience, the “Group Policy on Providing Explanations to Customers,” “Group Policy on Customer Service Quality Management,” “Group Policy on Handling of Information,” “Group Risk Management Policy,” and “Group Policy on Conflicts of Interest Management” shall be defined. Based on these policies, the Group shall establish and operate appropriate and adequate controls to manage responses to inquiries and complaints from customers, handle customer information, administer customer data and responses to customers when outsourcing operations, and manage conflicts of interest.

In addition, in order to comply with the duties and measures required by laws and regulations as well as international rules and to counter financial crimes by preventing abuse of financial services, the Group shall establish the “Group Policy on Countermeasures to Financial Crimes” and make efforts to enhance the system to prevent money laundering and financial support to terrorism.

- (ii) Guidelines concerning a system for retention and management of information relating to the execution of duties by executive officers

In order to ensure that information on execution of duties by executive officers is appropriately retained and managed, executive officers follow certain rules on areas including methods of retention and management of information under the “Regulations of Executive Officers,” and ensure that the rules are strictly enforced. In addition, the “Group Basic Policy on Handling of Information” shall be set forth to ensure that handling, retention and management of information associated with the execution of duties by executive officers and employees is properly performed.

- (iii) Guidelines concerning management of risk that may cause losses to the Company or each Group company and other related controls

In order to establish a risk management system for the Company and each of the Group companies, the “Group Risk Management Policy” shall be formulated and a risk management division shall be established for comprehensively managing various risks. The risk management division is to exercise comprehensive risk management by overseeing the category-specific risk management performed by each risk managing department.

In addition, to secure adequate levels of capital and capital adequacy ratio, the “Basic Policy on Group Capital Management” is to be formulated so as to establish an effective system to manage capital.

Furthermore, the “Basic Policy on Group Crisis Management” shall be established based on which proper crisis management controls are to be established and exercised even under normal conditions. In this way, even in the event any risk identified materializes due to a disaster, system failure or other cause and expands beyond the scope of risk management and develops into a crisis, it will be possible to promptly respond and take risk-mitigating measures to quickly restore the operations (continuation or recovery of operations).

- (iv) Guidelines concerning a system to ensure that duties of executive officers of the Company and directors and executive officers of each Group company are carried out efficiently

The “Regulations on Allocation of Duties” and “Regulations of Executive Officers” relating to executive officers of the Company and executive officers of each Group company and the organizational structure of the Company and each Group company shall be formulated to clearly define the scope of coverage, roles and authority, and responsibilities of each organ, and a system shall be put in place to ensure duties are executed properly and efficiently.

In addition, the “Regulations of the Board of Directors” and other internal regulations on important meetings are defined to secure a system to ensure that decisions are made properly and efficiently.

- (v) Guidelines concerning a system to ensure that operations of the Corporate Group, consisting of the Company and all Group companies, are executed appropriately (including a system concerning report to the Company of matters related to execution of duties by directors and executive officers of each Group company)

The Company and each company of the Group shall, based on the “Resona Group Corporate Mission,” endeavor to win trust from customers, accept challenges in pursuing innovation, secure transparency of management, and contribute to the development of local communities, and set forth the following policies, aiming to ensure appropriate operations of the corporate group.

(1) In accordance with the “Group Business Management Regulations” separately defined, the Company shall manage the businesses of Group companies, aiming to maximize the corporate value of the Group. Operationally, business management standards are to be established, and matters requiring adequate discussions in advance between the Company and each of the Group companies and those that must be reported by Group companies to the Company shall be defined.

(2) The Company shall set forth the “Basic Policy on Information Disclosure and Financial Reporting” and promote fair, timely and appropriate information disclosure and reliable financial reporting while also maintaining effectiveness of controls on information disclosure including internal control over financial reporting in the Company and each company of the Group.

(3) The Company shall formulate the “Basic Policy regarding IT,” which is the source of competitiveness that helps the Company and other Group companies enhance their corporate value, and exert efforts to ensure that IT functions including the effectiveness of internal control is continuously and appropriately maintained and that the practicability of IT strategies is secured.

(4) The departments executing business of the Company and each company of the Group other than the integrated risk management divisions and risk management departments shall carry out voluntary control based upon the various policies as the owner of risk associated with the execution of various business activities and compliance.

(5) The integrated risk management divisions and each risk management department of the Company and each company of the Group shall monitor and check the state of execution of business activities by other departments executing business, as the business departments with specialized knowledge in risk management and compliance, promote improvements and provide supports necessary to execute various business activities.

(6) In order to put in place an internal audit system in the Company and each of the Group companies, the “Basic Policy on Group Internal Audit” shall be formulated, and internal audit departments independent of business operations departments must be established. The internal audit departments shall examine and evaluate the status of execution of various business activities of the Company and Group companies respectively and promote improvements as necessary.

(vi) Guidelines concerning employees to assist the duties of the Audit Committee

The Company establishes the Office of Audit Council as a unit directly reporting to the Audit Committee, and also formulates the “Regulations Concerning Assistants to the Operations of the Audit Committee” and has employees assisting the duties of the Audit Committee belong to the Office. Employees with the

sufficient expertise to properly validate the various operations shall be assigned to the Office of Audit Council.

Regulations on the operations of the Office shall be separately defined by the Audit Committee.

- (vii) Guidelines to ensure the independence of employees in the preceding paragraph from executive officers and the effectiveness of instructions to employees in the preceding paragraph

In order to secure the independence of employees serving as assistants in the preceding paragraph from executive officers and the effectiveness of instructions to employees in the preceding paragraph, the “Regulations Concerning Assistants to the Operations of the Audit Committee” provided in the preceding paragraph shall define, with regard to transfers, performance evaluation and other matters of the employees, that consent is to be obtained in advance from the Audit Committee or the Office of Audit Council.

Executive officers must exercise due care so as not to unfairly place any restriction on the execution of operations of the aforementioned employees.

- (viii) Guidelines concerning a system for directors (excluding directors who are members of the Audit Committee), executive officers and employees of the Company and directors, audit & supervisory board members, executive officers and employees of each Group company and other persons who receive reports from these persons to report to the Audit Committee

(1) Directors (excluding directors who are members of the Audit Committee), executive officers and employees of the Company shall report in writing or orally to the Audit Committee any incident that has or may have material damage on the Company or Group companies, a situation that may considerably impair the credibility of the Group, a major deficiency or problem concerning the framework or procedures of internal control, a legal or regulatory violation or unfair act, and any other similar incidents.

(2) Directors, audit & supervisory board members, executive officers and employees of each Group company and other persons who receive reports from these persons shall report in writing or orally to the Audit Committee of the Company any incident that has or may have material damage on the Company or Group companies, a situation that may considerably impair the credibility of the Group, a major deficiency or problem concerning the framework or procedures of internal control, a legal or regulatory violation or unfair act, and any other similar incidents.

(3) Notwithstanding the aforementioned (1) and (2), the Audit Committee of the Company may, if deemed necessary, request a report concerning exercise of duties at any time, and directors, executive officers and employees of the Company and directors, audit & supervisory board members, executive officers and employees of each Group company, if requested, shall make a report concerning such matters promptly, unless there is a justifiable reason.

- (ix) Guidelines concerning a system to ensure that a person who makes a report will not be treated unfavorably
- It shall be prohibited to treat unfavorably a person who makes a report under the preceding paragraph because of such report, and this prohibition shall be known to all persons within the Group.

- (x) Guidelines concerning handling of expenses incurred in connection with the exercise of duties by members of the Audit Committee

Expenses which are deemed necessary for the execution of duties by members of the Audit Committee shall be accounted for in a budget in advance. However, members of the Audit Committee may demand the Company to pay expenses that need to be paid urgently or extraordinarily, and the Company shall pay the same except in a case such demand is not necessary for the exercise of duties of members of the Audit Committee.

- (xi) Guidelines concerning a system to ensure that audits by the Audit Committee are conducted effectively

To ensure that audits by the Audit Committee are effectively performed, internal audit departments shall establish a system to make reports on matters including the establishment of a basic plan for internal audits, the results of internal audits and of the status of improvements based on the comments calling for improvements to the Audit Committee in accordance with the “Basic Policy on Group Internal Audit” separately provided, and closely coordinate on a daily basis by such measures as having regular exchanges of opinions with the Audit Committee. Departments associated with internal control other than internal audit, such as finance and accounting, risk management, and legal and regulatory compliance, shall promote smooth mutual understanding and collaboration with the Audit Committee.

- (2) Overview of Operations Based on “Basic Policies on Group Internal Control”

In accordance with the “Basic Policies on Group Internal Control,” the Company is striving to appropriately develop and operate, and ensure the efficacy of, the internal control systems.

- (a) Status of development of system regarding operation of the Group

The Group has been making efforts to establish an accountable management system, strengthen the monitoring and supervising functions for the management, and improve transparency of the management.

In June 2003, the Company changed its status to a company with a nominating committee, etc., as the first of such type among Japanese banking groups. Since then, the Company’s Board of Directors has been engaged in active discussions with a majority of directors comprising outside directors. There has been a clear division of duties under which the Board of Directors makes decisions on important matters for management and supervises execution of business, while the executive officers execute business, so as to strengthen the supervising and decision-making functions of the Board of Directors.

In addition, while ensuring autonomy of each subsidiary company, the Company performs management and control of each subsidiary company so that the management is carried out in accordance with the basic policy for corporate governance, thereby enhancing the Group’s corporate governance structure centered on the Company.

(b) Status of development of system regarding internal audit

The internal audit plays an important function, with the purpose of supporting enhancement of corporate value through assessing, evaluating and improving the status of management activities which the Company and the Group companies perform with an aim to establish a management control system and to ensure the soundness and appropriateness of their business operations and the trust of society.

In order to fulfil the purpose thereof, the Company has established the “Basic Policy on Group Internal Audit.” Under the initiative of the Board of Directors, the Company has established the Internal Audit Division that is independent from business divisions and appointed an executive officer in charge solely of internal audit. Furthermore, with an aim to further enhance the Company’s corporate governance through the strengthening of audit functions, relationships between the Internal Audit Division, the Board of Directors, the Audit Committee and the Representative Executive Officers are clearly defined. More specifically, the primary reporting line is set to the Board of Directors and the Audit Committee, and the Audit Committee has an explicit reporting line to give direct instructions to, and receive reports from, the Internal Audit Division. This structure aims to secure solid supervision over the Representative Executive Officers and others and provide check-and-balance functions over their activities.

In the event that any of the Group companies faces significant issues that could affect the Group’s operations, the Company’s Internal Audit Division performs audits in cooperation with the internal audit division of the relevant Group company.

(c) Status of development of system regarding compliance with laws and regulations

Having sincerely reflected on the fact that the Group received a large amount of public funds to strengthen its capital, and in recognition that an overhaul of the standards for judgments and behaviour and their penetration are imperative to revive the Group, the Group has set the “Resona Group Corporate Mission” which provides basic guides for judgments and behaviour of directors and employees, and the “Resona Way (Resona Group Corporate Promises),” a specific corporate philosophy addressed to stakeholders as the Group’s basic philosophy, and publicly announced them. In addition, the Group has defined the “Resona Standard (Resona Group’s Behaviour Guidelines),” which provides more specific guidance to carry out the Corporate Mission and the Resona Way for directors and employees.

In addition, the Company and each Group company have set the basic policy regarding compliance and clarify basic frameworks including the roles and duties of officers and employees, organizational structure, code structure, and training and education system. Each Group company strives to strengthen the compliance system proactively, by preparing and implementing the compliance program as an action plan for achieving compliance, every year.

The Group has set up the “Resona Legal Counsel Hotline” which connects to external lawyers contracted by the Group and the “Resona Compliance Hotline” which connects to a section within the Group and an external telephone receptionist company, in order to provide consultation to and receive reports from employees (including their families and retired employees) on compliance, and has also established rules for

internal reporting to clarify the protection of hotline users, thereby striving to improve internal reporting systems.

In addition, the Group has established the “Resona Accounting Audit Hotline” as a contact point for reports from external parties concerning improper or inappropriate treatments in accounting, internal control systems related to accounting, and accounting audits.

The “Resona Legal Counsel Hotline” and the “Resona Accounting Audit Hotline” are independent functions from the Group’s management, with external law firms acting as contact points for the hotlines and for handling reports. With the aim of improving the reliability and transparency of these hotlines, they are structured so that all matters brought to the hotlines are reported directly to the chairperson of the Audit Committee who is an outside director.

In terms of structure, each of the Company and each Group company have established a compliance division, and a compliance manager responsible for compliance matters has been assigned to sales branches and each division of the headquarters of each Group bank. Further, the compliance issues of the Group are discussed at the “Group Compliance Committee.”

The Office of AML (Note) Financial Crime Countermeasure has been established within the compliance division of the Company, and the Group endeavours to strengthen the system to prevent money laundering and financial support to terrorism.

In addition, to protect customers of each Group company and provide more customer-friendly services to them, each Group company has clearly defined divisions, which are accountable for the following roles: administering explanations to customers, administering responses to customers on their inquiries, claims, etc., administering the handling of customer information, administering the handling of customer information and responses to customers when operations are outsourced, and administering conflicts of interest. The Company discusses and examines at the “Group Compliance Committee” mentioned above, measures to enhance trust among customers and provide more customer-friendly services.

(Note) Abbreviation of Anti-Money Laundering.

(d) Status of development of system regarding risk management

The Company has been working to establish strong risk management systems by defining the “Group Risk Management Policy,” which serves as the Group’s basic risk management policy, and clarifying types and definitions of risks that should be managed, organization and systems to manage risks, and the basic framework of risk management. More specifically, in line with this policy, the Company has formed integrated risk management divisions and risk management departments by risk category, and has been working to enhance the Group’s risk management systems by providing each Group company with policies and criteria for risk management, conducting prior consultation with each Group company on significant matters on risk management, and receiving regular reports on risk status from each Group company. In line with the “Group Risk Management Policy,” each Group company has established its own risk management policy, tailored to its size, operations, unique characteristics, risk status and others, and has formed its own appropriate risk management system.

The Group has defined credit risk, which is the primary risk for the Group, as “a risk of losses that arises when the value of assets (including off-balance sheet assets) declines or is destroyed as a result of deterioration of the financial position of obligors and others,” and has established the “Group Credit Policy” as the Group’s uniform basic policy for credit risk management, thus ensuring thorough control of credit risks. The “Group Credit Policy” has defined rigorous “credit analysis management” and “portfolio management” focusing on risk diversification as two pillars underpinning credit risk management. Such a definition was developed with the view that inappropriate handling of individual credit controls and concentration of credit on specific customers or specific industries were the principal factors that caused the need for large capital injections using public funds.

With regard to managing market risks, liquidity risks, operational risks, reputational risks and other risks, the Group manages those risks by taking appropriate measures tailored to the features of each risk type, including the establishment of risk limits or guidelines on each risk, risk evaluation, and the promulgation of contingency plans.

In addition, in preparation for any event where any risk materializes due to a disaster, system failure, cyber attack or other cause and expands beyond the scope of risk management and develops into a crisis, the Company and each Group company have established crisis control management systems, including basic policies for crisis management, to enable early restoration of operations (continuity of operations/restoration) by rapid responses.

Matters Concerning Specified Wholly-owned Subsidiaries

Name	Address	Total Book Value	The Company’s Total Assets
Resona Bank, Ltd.	2-1, Bingomachi 2-Chome, Chuo-ku, Osaka	798,614 million yen	1,566,821 million yen