

June 7, 2022

To whom it may concern

Resona Holdings, Inc.

Our views on the ISS reports

Resona Holdings, Inc. (President and Representative Executive Officer: Masahiro Minami, hereinafter the “Company”) has learned that the proxy advisory firm Institutional Shareholder Services, Inc. (hereinafter “ISS”) recommends voting against Agenda No. 2 “Election of Ten (10) Directors: Candidate No. 1, Masahiro Minami” at the 21st Annual General Meeting of Shareholders scheduled to be held on June 24, 2022.

We would like to present our views on ISS's recommendation to vote against the proposal as set out below. We would appreciate if our shareholders could read the Notice of Convention of the Ordinary General Meeting of Shareholders of the Company together with this release to be better informed about our proposal.

1. Details of the ISS recommendation to vote against the proposal

ISS has established quantitative guidelines stating that it recommends voting against the election of the top management as directors if the value of the cross shareholdings by the company concerned amounts to 20% or more of the consolidated net assets. In this particular case, ISS is recommending against the election of Masahiro Minami, a candidate for director, because the cross shareholding ratio of the Company conflicted with the abovementioned quantitative guidelines.

2. Our views

Masahiro Minami has wealth of business experience at corporate administration divisions and others as well as managerial experience as the head of the omni channel strategy divisions of the Company and Resona Bank, Ltd. The Company proposes him as a candidate for director, expecting that he will continue to contribute to continuous growth of the group and increase in corporate value on a medium- to long-term basis as the person with ultimate responsibility over business operations, and to receive the continued benefit of his

experience and expertise in supervising the operation of the Company.

ISS has recommended to vote against the proposal because of the high ratio of our holdings of the policy-oriented stocks. However, our basic policy is to continue to reduce the balance of the policy-oriented stocks, taking into account changes to the business environment such as the Corporate Governance Code. Resona group has been negotiating with customers, trying to reduce the balance of the policy-oriented stocks, and has made efforts to lessen the risk of price volatility.

In particular, as part of the financial reform since the injection of public funds in 2003, the Company has reduced the policy-oriented stocks by approximately 1 trillion yen (on an acquisition cost basis) ahead of other companies.

In recent years, the Company proceeded with further reductions. As the Company achieved 93% (32.6 billion yen in the amount of reduction) of the reduction plan of 35 billion yen for five years from April 2016 in four years, the plan was renewed ahead of the schedule in May 2020 to accelerate the speed of reduction as a reduction plan of 30 billion yen for three years from April 2020 (the "Previous Plan").

As the Company achieved 103% (30.9 billion yen in the amount of reduction) of the Previous Plan in two years, the Company revised the plan ahead of the schedule in May 2022 and established and announced a new plan that aims to reduce 80 billion yen in four years to the end of March 2026.

The Company will make further efforts to reduce the balance of the policy-oriented stocks under the new plan which will accelerate the pace of reduction.

In this regard, since assuming the office of President and Representative Executive Officer of Resona Holdings, Masahiro Minami has led the group toward the achievement of the Previous Plan and achieved the reduction plan ahead of the schedule. In May 2022, the Company formulated and announced a new reduction plan that doubles the pace of reduction. We believe that the above-mentioned achievement in reduction of the policy-oriented stocks was a result of the group working together under the strong leadership of Mr. Minami.

It is common understanding of the group management and the board of directors of the Company that it is necessary to continue such efforts in the future.

*Details of the measures to reduce policy-oriented stocks can be found in the pages 10 to 14 of the "Business Report for the 21st Term" (the following link). Please refer to the report for "(a) Policies on Policy-oriented Stocks", "(b) Verification Process for Value of Holding of

Policy-oriented Stocks”, “(c) Basic Concepts on Exercise of Voting Rights” and “(d) Status of Reduction in Policy-oriented Stocks”.

<https://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/pdf/report20220527.pdf>

[Reference information] Composition of the board of directors, etc.

The Company continues to have a governance system centered on highly independent outside directors. For reference, the composition of the board of directors is described below.

Of the total ten (10) candidates for directors, seven (7) are independent outside directors and three (3) are internal directors. Also, seven (7) are male and three (3) are female, and the ratio of female candidates is 30 percent.

Independent outside director (Candidate No. 8 Fumihiko Ike) is expected to be appointed as chairperson of the board of directors from June 2022.

* The materials related to the 21st Ordinary General Meeting of Shareholders are posted on the following website:

<https://www.resona-gr.co.jp/holdings/english/investors/stock/meeting/index.html#No21>

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