

This Notice of Resolutions is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.

(Securities Code: 8309)

June 29, 2017

To: Shareholders

Tetsuo Ohkubo

Director, President

SUMITOMO MITSUI TRUST HOLDINGS, INC.

4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF RESOLUTIONS OF ORDINARY GENERAL MEETING OF  
SHAREHOLDERS FOR THE SIXTH FISCAL PERIOD**

Dear Sirs / Madams:

Please be informed that the following matters were reported or resolved at the Ordinary General Meeting of Shareholders of Sumitomo Mitsui Trust Holdings, Inc. (hereinafter, "SuMi TRUST Holdings") for the Sixth Fiscal Period (hereinafter, the "Meeting") held on the date hereof.

**Matters reported:**

1. Matters concerning the business report, consolidated financial statements, and the audit reports on consolidated financial statements made by the Accounting Auditor and the Board of Corporate Auditors for the Sixth Fiscal Period (from April 1, 2016 to March 31, 2017)

The details of the above business report and consolidated financial statements as well as the audit reports on consolidated financial statements were reported.

2. Matters concerning reports on the non-consolidated financial statements for the Sixth Fiscal Period (from April 1, 2016 to March 31, 2017)

The details of the above financial statements were reported.

**Matters resolved:**

**Agendum 1:** Matters concerning distribution of surplus

The matter was resolved and approved in accordance with the original proposal. The amount of the cash dividend was determined to be 65.00 yen per share for the common stock.

**Agendum 2:** Matters concerning partial amendments to the Articles of Incorporation

The matter was resolved and approved in accordance with the original proposal.

Details of the amendments to the Articles of Incorporation are as follows:

(The underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><b>CHAPTER I. GENERAL PROVISIONS</b></p> <p><b>Article 2. (Purposes)</b> The purposes of the Company shall be to engage in the following businesses as a bank holding company:</p> <p>(1) Management of <u>banks, trust banks, specialized securities companies, insurance companies and other companies that are permitted to become, or to be established as, subsidiaries under the Banking Act; and</u></p> <p>(2) Any business incidental to the business mentioned in the preceding Item.</p> <p><b>Article 4. (Governing Bodies)</b> The Company shall have the following governing bodies in addition to general meetings of shareholders and Directors:</p> <p>(1) Board of Directors; (2) <u>Corporate Auditors;</u> (3) <u>Board of Corporate Auditors;</u> and (4) Accounting Auditor.</p> <p><b>CHAPTER III. PREFERRED STOCK</b></p> <p><b>Article 12. (Preferred Dividends)</b></p> <p>1. In the case of payment of dividends from surplus as provided for in Article 55, Paragraph 1 hereof, the Company shall pay to the holders of shares of preferred stock (hereinafter referred to as the “Preferred Shareholders”) or registered stock pledgees with respect to shares of preferred stock (hereinafter referred to as the “Registered Preferred Stock Pledgees”), in</p>	<p><b>CHAPTER I. GENERAL PROVISIONS</b></p> <p><b>Article 2. (Purposes)</b> The purposes of the Company shall be to engage in the following businesses as a bank holding company:</p> <p>(1) Management of <u>the group of the bank holding company to which the Company belongs;</u></p> <p>(2) Any business incidental to the business mentioned in the preceding Item; <u>and</u></p> <p>(3) <u>In addition to the businesses set forth in the preceding two (2) items, the business that a bank holding company is permitted to engage under the Banking Act.</u></p> <p><b>Article 4. (Governing Bodies)</b> The Company, <u>as a company with three committees,</u> shall have the following governing bodies in addition to general meetings of shareholders and Directors:</p> <p>(1) Board of Directors; (2) <u>Nominating Committee, Audit Committee, and Compensation Committee;</u> (3) <u>Executive Officers;</u> and (4) Accounting Auditor.</p> <p><b>CHAPTER III. PREFERRED STOCK</b></p> <p><b>Article 12. (Preferred Dividends)</b></p> <p>1. In the case of payment of dividends from surplus as provided for in Article 54, Paragraph 1 hereof, the Company shall pay to the holders of shares of preferred stock (hereinafter referred to as the “Preferred Shareholders”) or registered stock pledgees with respect to shares of preferred stock (hereinafter referred to as the “Registered</p>

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<p>preference to the holders of shares of common stock(hereinafter referred to as the “Common Shareholders”) or registered stock pledgees with respect to shares of common stock (hereinafter referred to as the “Registered Common Stock Pledgees”) cash dividends from surplus in an amount as provided below (hereinafter referred to as the “Preferred Dividends”); provided, however, that if all or part of the Preferred Interim Dividends as provided for in the next Article or all or part of the Extraordinary Preferred Dividends as provided for in Article 14 have been paid at the record date belonging to the fiscal year which includes the dividend record date, the amount so paid shall be subtracted from the Preferred Dividends:</p> <p>Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock:</p> <p>For each share of each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one thousand (1,000) yen per annum.</p> <p>Each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:</p> <p>For each share of each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one thousand and five</p>	<p>Preferred Stock Pledgees”), in preference to the holders of shares of common stock(hereinafter referred to as the “Common Shareholders”) or registered stock pledgees with respect to shares of common stock (hereinafter referred to as the “Registered Common Stock Pledgees”) cash dividends from surplus in an amount as provided below (hereinafter referred to as the “Preferred Dividends”); provided, however, that if all or part of the Preferred Interim Dividends as provided for in the next Article or all or part of the Extraordinary Preferred Dividends as provided for in Article 14 have been paid at the record date belonging to the fiscal year which includes the dividend record date, the amount so paid shall be subtracted from the Preferred Dividends:</p> <p>Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock:</p> <p>For each share of each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one thousand (1,000) yen per annum.</p> <p>Each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:</p> <p>For each share of each series of Class X preferred stock, each series of Class XV preferred stock, each series of Class XVI preferred stock:</p>

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<p>hundred (1,500) yen per annum</p> <p>2. (Omitted.)</p> <p>3. (Omitted.)</p> <p><b>Article 13. (Preferred Interim Dividends)</b>  In the case of payment of interim dividends as provided for in Article <u>56</u> hereof, the Company shall pay to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common Stock Pledgees, cash dividends in an amount as provided below (hereinafter referred to as the “Preferred Interim Dividends”); provided, however, that if all or part of the Extraordinary Preferred Dividends provided for in the next Article have been paid prior to the record date for the interim dividend, to the Preferred Shareholders of record as of the record date belonging to the same fiscal year, the amount so paid shall be subtracted from the Preferred Interim Dividends. Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:  For each share of each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount determined under the method prescribed by a resolution of the Board of Directors prior to</p>	<p>preferred stock and each series of Class XVI preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one thousand and five hundred (1,500) yen per annum.</p> <p>2. (Not changed.)</p> <p>3. (Not changed.)</p> <p><b>Article 13. (Preferred Interim Dividends)</b>  In the case of payment of interim dividends as provided for in Article <u>55</u> hereof, the Company shall pay to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common Stock Pledgees, cash dividends in an amount as provided below (hereinafter referred to as the “Preferred Interim Dividends”); provided, however, that if all or part of the Extraordinary Preferred Dividends provided for in the next Article have been paid prior to the record date for the interim dividend, to the Preferred Shareholders of record as of the record date belonging to the same fiscal year, the amount so paid shall be subtracted from the Preferred Interim Dividends. Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:  For each share of each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV</p>

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<p>the issuance, up to one half (1/2) of the amount of the Preferred Dividends.</p> <p><b>Article 14. (Extraordinary Preferred Dividends)</b>  In the case of payments of dividends from surplus as provided for in Article <u>55</u>, Paragraph 2 hereof, the Company shall pay to the Preferred Shareholders or the Registered Preferred Stock Pledgees, in preference to the Common Shareholders or the Registered Common Stock Pledgees, cash dividends in an amount as provided below (hereinafter referred to as the “Extraordinary Preferred Dividends”); provided, however, that if all or part of the Preferred Interim Dividends or all or part of other Extraordinary Preferred Dividends have been paid prior to the record date for the dividend (hereinafter referred to as the “Record Date for the Extraordinary Dividends”), to the Preferred Shareholders of record as of the record date belonging to the same fiscal year, the amount so paid shall be subtracted from such Extraordinary Preferred Dividends. Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:  For each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount</p>	<p>preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount determined under the method prescribed by a resolution of the Board of Directors prior to the issuance, up to one half (1/2) of the amount of the Preferred Dividends.</p> <p><b>Article 14. (Extraordinary Preferred Dividends)</b>  In the case of payments of dividends from surplus as provided for in Article <u>54</u>, Paragraph 2 hereof, the Company shall pay to the Preferred Shareholders or the Registered Preferred Stock Pledgees, in preference to the Common Shareholders or the Registered Common Stock Pledgees, cash dividends in an amount as provided below (hereinafter referred to as the “Extraordinary Preferred Dividends”); provided, however, that if all or part of the Preferred Interim Dividends or all or part of other Extraordinary Preferred Dividends have been paid prior to the record date for the dividend (hereinafter referred to as the “Record Date for the Extraordinary Dividends”), to the Preferred Shareholders of record as of the record date belonging to the same fiscal year, the amount so paid shall be subtracted from such Extraordinary Preferred Dividends. Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:  For each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class X preferred stock, each series of Class XI preferred stock, each series of</p>

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<p>determined under the method prescribed by a resolution of the Board of Directors prior to the issuance, up to the amount of the Preferred Dividends.</p> <p><b>CHAPTER IV. GENERAL MEETINGS OF SHAREHOLDERS</b></p> <p><b>Article 25.</b> <i>(Person Authorized to Convene Meetings and Chairman Thereof)</i></p> <p>1. Unless otherwise provided for by laws and ordinances, general meetings of shareholders shall be convened by <u>the President</u> pursuant to a resolution of the Board of Directors. Should <u>the President fail or be unable to act</u>, another Director shall convene general meetings of shareholders in accordance with the order determined in advance by the Board of Directors.</p> <p>2. General meetings of shareholders shall be presided over by the <u>President</u>. In case the <u>President is unable to act</u>, another Director shall act in his/her place in accordance with the order previously determined by the Board of Directors.</p> <p><b>CHAPTER V. DIRECTORS AND BOARD OF DIRECTORS</b></p> <p><b>Article 31.</b> <i>(Number of Directors)</i></p> <p>The Company shall have not more than <u>fifteen</u> (15) Directors.</p> <p><b>Article 34.</b> <i>(Representative Director)</i></p> <p><u>The Board of Directors shall, by its resolution, elect several Representative Director(s), from</u></p>	<p>Class XII preferred stock, each series of Class XIII preferred stock, each series of Class XIV preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount determined under the method prescribed by a resolution of the Board of Directors prior to the issuance, up to the amount of the Preferred Dividends.</p> <p><b>CHAPTER IV. GENERAL MEETINGS OF SHAREHOLDERS</b></p> <p><b>Article 25.</b> <i>(Person Authorized to Convene Meetings and Chairman Thereof)</i></p> <p>1. Unless otherwise provided for by laws and ordinances, general meetings of shareholders shall be convened by <u>a Director previously determined by the Board of Directors</u> pursuant to a resolution of the Board of Directors. Should <u>the relevant Director be unable to act</u>, another Director shall convene general meetings of shareholders in accordance with the order determined in advance by the Board of Directors.</p> <p>2. General meetings of shareholders shall be presided over by <u>a Director or Executive Officer previously determined by the Board of Directors</u>. In case <u>the relevant Director or Executive Officer is unable to act</u>, another Director shall act in his/her place in accordance with the order previously determined by the Board of Directors.</p> <p><b>CHAPTER V. DIRECTORS AND BOARD OF DIRECTORS</b></p> <p><b>Article 31.</b> <i>(Number of Directors)</i></p> <p>The Company shall have not more than <u>twenty</u> (20) Directors.</p> <p><b>Article 34.</b> <i>(Board of Directors)</i></p> <p>1. <u>The Board of Directors shall determine the business to be executed by the Company</u></p>

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<p><u>among the Directors.</u></p> <p><b>Article 35.</b> <u>(Chairman of the Board, Deputy Chairman of the Board, President, Deputy President, Senior Managing Director and Managing Director)</u></p> <p><u>The Board of Directors shall, by its resolution, elect one (1) President from among the Representative Director(s), and, in addition, may elect one (1) Chairman of the Board, one (1) or more Deputy Chairman(s) of the Board, Deputy President(s), Senior Managing Director(s) and Managing Director(s) from among the Directors, in case the need arises.</u></p> <p><u>(1) The Chairman of the Board shall supervise the Board of Directors.</u></p> <p><u>(2) The Deputy Chairman of the Board shall assist the Chairman of the Board.</u></p> <p><u>(3) The President shall execute the business of the Company in accordance with the resolutions of the Board of Directors.</u></p> <p><u>(4) The Deputy President(s) shall assist the President to execute the business of the Company and shall act in his/her place in accordance with the order previously determined in advance by the Board of Directors, in case the President is unable to act.</u></p> <p><u>(5) The Senior Managing Director(s) shall assist the President and the Deputy President(s) to execute the business of the Company and shall act in their place in the order previously determined in advance by the Board of Directors, in case all of the President and the Deputy President(s) are unable to act.</u></p> <p><u>(6) The Managing Director(s) shall assist the President, the Deputy President(s) and the Senior Managing Director(s) to execute the business of the Company and shall act in their</u></p>	<p><u>and supervise the performance of the duties of Executive Officers and Directors.</u></p> <p><u>2. Unless otherwise provided for by laws and ordinances, the Board of Directors may, by its resolution, delegate the execution of business to Executive Officers.</u></p> <p><b>Article 35.</b> <u>(Chairman of the Board and Deputy Chairman of the Board)</u></p> <p><u>The Board of Directors may, by its resolution, elect Chairman(men) of the Board and Deputy Chairman(men) of the Board from among the Directors.</u></p>

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<p><u>place in the order previously determined in advance by the Board of Directors, in case the President, the Deputy President(s) and the Senior Managing Director(s) are all unable to act.</u></p> <p><b>Article 36.</b> (<i>Convocation of Meetings of the Board of Directors</i>)</p> <ol style="list-style-type: none"> <li>1. Meetings of the Board of Directors shall be convened and presided over by <u>the Chairman of the Board.</u></li> <li>2. <u>In the event that the Chairman of the Board has not been elected or in case the Chairman of the Board is unable to act,</u> another Directors shall act in his/her place in accordance with the order previously determined in advance by the Board of Directors.</li> <li>3. Notice of a meeting of the Board of Directors shall be dispatched to <u>each Director and each Corporate Auditor</u> not later than three (3) days prior to the date of the meeting; provided, however, that in the case of an emergency, such period of notice may be shortened.</li> <li>4. Meetings of the Board of Directors may be held without taking the procedures of convocation with the consent of all <u>Directors and Corporate Auditors.</u></li> </ol> <p><b>Article 37.</b> (<i>Method of Resolutions</i>)</p> <ol style="list-style-type: none"> <li>1. Unless otherwise provided for by laws and ordinances, resolutions of the Board of Directors shall be adopted at a meeting of the Board of Directors at which a majority of all of the Directors are present, by a majority of the votes of such Directors present at such meeting.</li> <li>2. In the event that a Director makes a proposal with respect to a matter to be resolved at a meeting of the Board of Directors and all Directors who are entitled to vote on such</li> </ol>	<p><b>Article 36.</b> (<i>Convocation of Meetings of the Board of Directors</i>)</p> <ol style="list-style-type: none"> <li>1. Meetings of the Board of Directors shall be convened and presided over by <u>a Director previously determined.</u></li> <li>2. <u>In case the Director set forth in the preceding paragraph is unable to act,</u> another Directors shall act in his/her place in accordance with the order previously determined in advance by the Board of Directors.</li> <li>3. <u>The Board of Director may, by its resolution, appoint the Deputy Chairman(men) who will assist the Chairman(men) of the meetings of the Board of Directors among the Directors.</u></li> <li>4. Notice of a meeting of the Board of Directors shall be dispatched to <u>each Director</u> not later than three (3) days prior to the date of the meeting; provided, however, that in the case of an emergency, such period of notice may be shortened.</li> <li>5. Meetings of the Board of Directors may be held without taking the procedures of convocation with the consent of all <u>Directors.</u></li> </ol> <p><b>Article 37.</b> (<i>Method of Resolutions</i>)</p> <ol style="list-style-type: none"> <li>1. Unless otherwise provided for by laws and ordinances, resolutions of the Board of Directors shall be adopted at a meeting of the Board of Directors at which a majority of all of the Directors are present, by a majority of the votes of such Directors present at such meeting.</li> <li>2. In the event that a Director makes a proposal with respect to a matter to be resolved at a meeting of the Board of</li> </ol>



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<p>proposal agree affirmatively in writing or by electronic means, it shall be deemed that a resolution of a meeting of the Board of Directors has been made to approve such proposal <u>unless any Corporate Auditor objects to such proposal.</u></p> <p><b>Article 38.</b> <i>(Minutes of Meetings of the Board of Directors)</i></p> <p>The gist of proceedings and the results of meetings of the Board of Directors, and other matters stipulated by laws and ordinances shall be written or recorded in the minutes, and <u>the Directors and Corporate Auditors</u> present at the relevant meeting shall affix their names and seals thereon or their electronic signatures thereto.</p> <p style="text-align: center;"><u>(Newly Established.)</u></p> <p><b>Article 40.</b> (Omitted.)</p> <p><b><u>CHAPTER VI. CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></b> <b>Articles <u>41</u> through Article <u>50</u></b> (Omitted.)</p> <p style="text-align: center;"><u>(Newly Established.)</u></p>	<p>Directors and all Directors who are entitled to vote on such proposal agree affirmatively in writing or by electronic means, it shall be deemed that a resolution of a meeting of the Board of Directors has been made to approve such proposal.</p> <p><b>Article 38.</b> <i>(Minutes of Meetings of the Board of Directors)</i></p> <p>The gist of proceedings and the results of meetings of the Board of Directors, and other matters stipulated by laws and ordinances shall be written or recorded in the minutes, and the <u>Directors</u> present at the relevant meeting shall affix their names and seals thereon or their electronic signatures thereto.</p> <p><b>Article 40.</b> <i>(Exemption of Director's Liabilities)</i></p> <p><u>The Company may, by the resolution of the Board of Directors, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, exempt a Director (including a former Director) from his/her damage compensation liabilities set forth in Article 423, Paragraph 1 of the said Act to the extent permitted by laws and ordinances, if such Director is without knowledge and is not grossly negligent in performing his/her duties.</u></p> <p><b>Article 41.</b> <i>(Limitation of Liability Agreement with Directors)</i> (Not changed)</p> <p style="text-align: center;"><u>(Deleted)</u></p> <p><b><u>CHAPTER VI. NOMINATING COMMITTEE, AUDIT COMMITTEE AND COMPENSATION COMMITTEE</u></b> <b>Article 42.</b> <i>(Election Method of Committee Members)</i></p> <p><u>1. Members who consist of the Nominating Committee, Audit Committee and</u></p>

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<p style="text-align: center;"><u>(Newly Established.)</u></p>	<p><u>Compensation Committee shall be elected from among the Directors pursuant to a resolution of the Board of Directors.</u></p> <p><u>2. Chairman of each Committee shall be elected from among the Directors who are members of the relevant Committee pursuant to a resolution of the Board of Directors.</u></p> <p><b><u>Article 43. (Convocation of Meetings of each Committee)</u></b></p> <p><u>1. Meetings of each Committee shall be convened by the Chairman of the relevant Committee.</u></p> <p><u>2. Notwithstanding the preceding Paragraph, each committee member may, whenever necessary, convene a meeting of the relevant Committee.</u></p> <p><u>3. Notice of a meeting of the relevant Committee shall be dispatched to each member of the Committee not later than three (3) days prior to the date of the meeting; provided, however, that in the case of an emergency, such period of notice may be shortened.</u></p> <p><u>4. Meetings of each Committee may be held without taking the procedures of convocation with the consent of all of the members of the relevant Committee.</u></p> <p><b><u>Article 44. (Regulations of the Board of each Committee)</u></b></p> <p><u>Matters pertaining to each Committee shall be governed by the regulations stipulated by each committee, in addition to laws and ordinances, these Articles of Incorporation and the regulations provided by the Board of Directors.</u></p> <p><b><u>CHAPTER VII. EXECUTIVE OFFICERS</u></b></p> <p><b><u>Article 45. (Number of Executive Officers)</u></b></p> <p><u>The Company shall have not less than one (1) Executive Officer.</u></p>

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	<p><b><u>Article 46. (Election Method of Executive Officer)</u></b>  <u>Executive Officer(s) shall be elected pursuant to a resolution of the Board of Directors.</u></p> <p><b><u>Article 47. (Term of Office of Executive Officer)</u></b>  <u>The term of office of an Executive Officer shall expire upon the conclusion of the meeting of the Board of Directors first convened after the conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within one (1) year after the election of the Executive Officer.</u></p> <p><b><u>Article 48. (Representative Executive Officers and Executive Officers with Special Titles)</u></b></p> <ol style="list-style-type: none"> <li><u>1. The Representative Executive Officer shall be elected from among the Executive Officers pursuant to a resolution of the Board of Directors.</u></li> <li><u>2. The Board of Directors may, by its resolution, elect the President and Executive Officer from among the Executive Officers and elect the Deputy President and Executive Officer, Senior Managing Executive Officer and Managing Executive Officer in case the need arises.</u></li> </ol> <p><b><u>Article 49. (Exemption of Executive Officer's Liabilities)</u></b>  <u>The Company may, by the resolution of the Board of Directors, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, exempt an Executive Officer (including a former Executive Officer) from his/her damage compensation liabilities set forth in Article 423, Paragraph 1 of the said Act to the extent permitted by laws and ordinances, if such Director is without knowledge and is not</u></p>

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<p><b><u>CHAPTER VII.</u> ACCOUNTING AUDITOR</b> Articles <u>51</u> through Article <u>52</u> (Omitted.)</p> <p><b><u>CHAPTER VIII.</u> ACCOUNTS</b> Articles <u>53</u> through Article <u>57</u> (Omitted.)</p> <p style="text-align: right;">End</p>	<p><u>grossly negligent in performing his/her duties.</u></p> <p><b><u>CHAPTER VIII.</u> ACCOUNTING AUDITOR</b> Articles <u>50</u> through Article <u>51</u> (Not Changed)</p> <p><b><u>CHAPTER IX.</u> ACCOUNTS</b> Articles <u>52</u> through Article <u>56</u> (Not Changed)</p> <p style="text-align: right;">End</p>

**Agendum 3:** Matters concerning election of fifteen (15) Directors

In accordance with the original proposal, Messrs. Tetsuo Ohkubo, Jiro Araumi, Toru Takakura, Masaru Hashimoto, Kunitaro Kitamura, Hitoshi Tsunekage, Yasuyuki Yagi, Hiroshi Misawa, Soichi Shinohara, Takeshi Suzuki, Mikio Araki, Isao Matsushita, Shinichi Saito and Takashi Yoshida and Ms. Hiroko Kawamoto have been elected to assume their offices.

This is the end.

After the end of the Meeting, Mr. Tetsuo Ohkubo was elected as Director, President and Messrs. Jiro Araumi and Toru Takakura were elected as Director, Senior Managing Executive Officer at the meeting of the Board of Directors held on the same day to assume their respective offices.

### **(Reference) Regarding the Transition to a Company with Three Committees**

As informed in the notice of resolutions, the agendum concerning partial amendments to the Articles of Incorporation was resolved in accordance with the original proposal at the Ordinary General Meeting of Shareholders for the Sixth Fiscal Period held on the date hereof and SuMi TRUST Holdings has transformed itself into a company with Three Committees. As a result, SuMi TRUST Holdings delegates its decision-making regarding business execution from the Board of Directors to executive officers seeking to realize quick management decisions. Also, SuMi TRUST Holdings enhances the supervisory function to business execution by making the external directors and non-executive internal directors constitute the majority in the Board of Directors and appointing Mr. Isao Matsushita, an external director, as a chairman of the Meeting of the Board of Directors.

In addition, the statutory committees, i.e., Nominating Committee (election and dismissal of directors, etc.), Compensation Committee (the determination of remuneration for directors and executive officers, etc.) and Audit Committee (audit of execution of duties by directors and executive officers, etc.), have the structure to ensure the effectiveness of the governance where an external director is appointed to the Chairman with the external directors constituting the majority.

Further, since SuMi TRUST Holdings, as one of the Domestic Systemically Important Banks in Japan (D-SIBs), is responsible for constructing a highly-advanced corporate governance system, it will establish a “Risk Committee,” with the purpose of coordinating the construction and further enhancement of an effective risk governance system within the SuMi TRUST Group. SuMi TRUST Holdings will also establish a “Conflicts of Interest Committee”, with the purpose of developing a highly-advanced system for management of conflicts of interest of each SuMi TRUST Group company as a more thorough implementation of “fiduciary duty”, that is to say, client-oriented management, is required. Each of the Committees will be established voluntarily and will further progress the enhancement of corporate governance.

<New Corporate Governance System of SuMi TRUST Holdings >

