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Sumitomo Mitsui Financial Group, Inc.

Notice regarding Partial Amendments to Articles of Incorporation

Tokyo, May 14, 2010 --- Sumitomo Mitsui Financial Group, Inc. (SMFG, President: Teisuke Kitayama) hereby announces that SMFG's board of directors resolved at a meeting held today that a proposal concerning partial amendments to SMFG's Articles of Incorporation shall be made at the 8th Ordinary General Meeting of Shareholders scheduled to be held on June 29, 2010, as follows:

1. Purpose of Amendments

Partial amendments to the Articles of Incorporation are proposed as stated below to include the provisions regarding the increase in the total number of authorized shares and the total number of authorized ordinary shares of the Company.

(1) The increase in the total number of authorized ordinary shares and so on

(a) As the global framework for more stringent regulatory capital requirements becomes clear, SMFG has decided to proactively establish a resilient capital base and a business portfolio that realizes steady growth, in order to provide a platform for sustainable growth in the new competitive environment. As part of this strategy, we completed a JPY 861.0 billion common equity offering in July 2009 and another JPY 973.0 billion in February 2010, and conversion of all of type 4 preference shares owned by The Goldman Sachs Group, Inc., directly and indirectly through its subsidiary, into ordinary shares.

Through such initiatives, our outstanding ordinary shares increased by 0.625 billion to 1.414 billion. As a result, the number of authorized but unissued ordinary shares decreased to approximately 86 million, or only 5.7% of the total number of authorized ordinary shares.

Under these circumstances, we believe that securing strategic flexibility, including pursuing inorganic growth opportunities, for further fortification of growth business areas would contribute to enhancement of our enterprise value in the medium- to long-term and propose to increase the total number of authorized ordinary shares from 1.5 billion to 3.0 billion. Accordingly, we also propose to increase the total number of authorized shares.

Going forward, we aim to maintain over around 10% of consolidated Tier I ratio, and target around 10% of consolidated ROE in the medium term. Our consolidated Tier I ratio (preliminary) was 11.15% at the end of March 2010 and we do not intend to execute another common equity offering from the viewpoint of achieving the targeted level of SMFG's consolidated Tier I ratio. Moreover, it is not our intent in proposing the Amendment to adopt any defensive measures against hostile takeovers.

(b) As a result of recent retirement of the whole of type 4 preference shares issued, the Company would like to delete from the Articles of Incorporation the provisions regarding the type 4 preference shares that have become unnecessary.

(c) For these reasons, amendment of Articles 6, 7, 15, 21 and 22 of the existing Articles of Incorporation is proposed.

(2) Deletion of the provision regarding the register of lost share certificates

Article 13 of the existing Articles of Incorporation will be amended to delete the provision regarding the register of lost share certificates that has become unnecessary, as a result of the expiry of the one year period commencing on the day (January 6, 2009) immediately following the date of enforcement of the "Law for Partial Amendment of the Laws related to Transfer of Bonds, etc., to Streamline Settlement with respect to Transactions of Stock, etc." (Law No. 88, June 9, 2004)

2. Details of Amendments

Existing Articles of Incorporation and the proposed amendments are set forth in the attached Exhibit.

3. Schedule

The day on which the General Meeting of Shareholders is scheduled to be held for the proposed amendments to the Articles of Incorporation: June 29, 2010

The day on which the proposed amendments to the Articles of Incorporation are expected to become effective: June 29, 2010

Sumitomo Mitsui Financial Group, Inc.

Comparison Table of Existing Articles of Incorporation and Proposed Amendments

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p>(Total Number of Authorized Shares) Article 6. The total number of shares the Corporation is authorized to issue shall be <u>one billion five hundred million six hundred eighty four thousand one hundred one (1,500,684,101) shares.</u></p>	<p>(Total Number of Authorized Shares) Article 6. The total number of shares the Corporation is authorized to issue shall be <u>three billion six hundred thirty four thousand one (3,000,634,001) shares.</u></p>
<p>(Total Number of Authorized Shares of Each Particular Class of Shares) Article 7. The total number of shares the Corporation is authorized to issue shall consist of <u>one billion five hundred million (1,500,000,000) ordinary shares, fifty thousand one hundred (50,100) type 4 preference shares,</u> one hundred sixty seven thousand (167,000) type 5 preference shares, seventy thousand one (70,001) type 6 preference shares, one hundred sixty seven thousand (167,000) type 7 preference shares, one hundred fifteen thousand (115,000) type 8 preference shares and one hundred fifteen thousand (115,000) type 9 preference shares.</p>	<p>(Total Number of Authorized Shares of Each Particular Class of Shares) Article 7. The total number of shares the Corporation is authorized to issue shall consist of <u>three billion (3,000,000,000) ordinary shares,</u> one hundred sixty seven thousand (167,000) type 5 preference shares, seventy thousand one (70,001) type 6 preference shares, one hundred sixty seven thousand (167,000) type 7 preference shares, one hundred fifteen thousand (115,000) type 8 preference shares and one hundred fifteen thousand (115,000) type 9 preference shares.</p>
<p>(Share Register Agent) Article 13. 1. The Corporation shall have a share register agent. 2. The share register agent and its place of business shall be decided by resolution of the board of directors and a public notice thereof shall be given. 3. Preparation, keeping and other administrative matters of, or relating to, the register of shareholders, the register of share purchase warrants <u>and the register of lost share certificates</u> of the Corporation shall be entrusted to the share register agent, and the Corporation shall not handle any such matters.</p>	<p>(Share Register Agent) Article 13. 1. The Corporation shall have a share register agent. 2. The share register agent and its place of business shall be decided by resolution of the board of directors and a public notice thereof shall be given. 3. Preparation, keeping and other administrative matters of, or relating to, the register of shareholders <u>and</u> the register of share purchase warrants of the Corporation shall be entrusted to the share register agent, and the Corporation shall not handle any such matters.</p>
<p>(Preferred Dividends) Article 15. 1. In the event that the Corporation distributes dividends of surplus pursuant to Article 44 hereof, the Corporation shall distributes to the holders of preference shares (hereinafter referred to as the "Preference Shareholders") or the registered pledgees of preference shares (hereinafter referred to as the "Registered</p>	<p>(Preferred Dividends) Article 15. 1. In the event that the Corporation distributes dividends of surplus pursuant to Article 44 hereof, the Corporation shall distributes to the holders of preference shares (hereinafter referred to as the "Preference Shareholders") or the registered pledgees of preference shares (hereinafter referred to as the "Registered</p>

Existing Articles of Incorporation	Proposed Amendments
<p>Preference Share Pledges”), in preference to the holders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or the registered pledgees of ordinary shares (hereinafter referred to as the “Registered Ordinary Share Pledges”), cash dividends of surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 16 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.</p> <p>The type 4 preference shares: <u>amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p>The type 5 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 6 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 7 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 8 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 9 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>2. If the amount of cash dividends of surplus paid to the Preference Shareholders or the Registered Preference Share Pledges is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.</p> <p>3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preference Shareholders or the Registered Preference Share Pledges.</p>	<p>Preference Share Pledges”), in preference to the holders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or the registered pledgees of ordinary shares (hereinafter referred to as the “Registered Ordinary Share Pledges”), cash dividends of surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 16 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.</p> <p>The type 5 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 6 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 7 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 8 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 9 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>2. If the amount of cash dividends of surplus paid to the Preference Shareholders or the Registered Preference Share Pledges is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.</p> <p>3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preference Shareholders or the Registered Preference Share Pledges.</p>

Existing Articles of Incorporation	Proposed Amendments
<p><u>(Request for Acquisition of Shares)</u> <u>Article 21.</u> <u>1. A Preference Shareholder of the type 4 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. The period during which the acquisition may be requested (hereinafter referred to as the “Acquisition Request Period”)</u> and the terms and conditions of acquisition shall be reasonably determined by resolution of the board of directors by the time of the first issuance of the relevant preference shares.</p> <p><u>2. A Preference Shareholder of the type 5 preference shares or the type 7 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. The Acquisition Request Period in such case shall be reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares, provided that the last day of such Acquisition Request Period shall fall within twenty five (25) years after the date of issuance of the relevant preference shares. The number of ordinary shares to be delivered in exchange for acquisition of the relevant preference shares shall be obtained by dividing the amount of the subscription price of the relevant preference shares by the amount fixed in a manner as reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares (hereinafter referred to as the “Acquisition Rights Exercise Price”). Provided, however, that the initial Acquisition Rights Exercise Price shall be determined by reference to the amount regarded to be appropriate in light of market price, etc., and provided further that any fraction of less than one share arising as a result of calculation of the number of ordinary shares to be delivered pursuant to the foregoing shall be treated in accordance with the provisions of Article 167 of the Corporation Law. Other terms and conditions of acquisition shall be reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares.</u></p>	<p>(Deleted)</p> <p><u>(Request for Acquisition of Shares)</u> <u>Article 21.</u> A Preference Shareholder of the type 5 preference shares or the type 7 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. <u>The period during which the acquisition may be requested (hereinafter referred to as the “Acquisition Request Period”)</u> in such case shall be reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares, provided that the last day of such Acquisition Request Period shall fall within twenty five (25) years after the date of issuance of the relevant preference shares. The number of ordinary shares to be delivered in exchange for acquisition of the relevant preference shares shall be obtained by dividing the amount of the subscription price of the relevant preference shares by the amount fixed in a manner as reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares (hereinafter referred to as the “Acquisition Rights Exercise Price”). Provided, however, that the initial Acquisition Rights Exercise Price shall be determined by reference to the amount regarded to be appropriate in light of market price, etc., and provided further that any fraction of less than one share arising as a result of calculation of the number of ordinary shares to be delivered pursuant to the foregoing shall be treated in accordance with the provisions of Article 167 of the Corporation Law. Other terms and conditions of acquisition shall be reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares.</p>

Existing Articles of Incorporation	Proposed Amendments
<p>(Mandatory Acquisition) Article 22.</p> <p>1. Any <u>type 4 preference share</u>, type 5 preference share or type 7 preference share with respect to which acquisition has not been requested during the Acquisition Request Period shall be mandatorily acquired by the Corporation, as of the date immediately following the last day of the Acquisition Request Period (hereinafter referred to as the “Mandatory Acquisition Date”), in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by the average of the daily closing prices (including quoted prices (kehai hyoji) if no closing prices are reported) per share of the Corporation's ordinary shares by regular transactions at the Tokyo Stock Exchange for the thirty (30) trading days (disregarding trading days on which no such closing prices are available) commencing on the day forty-five (45) trading days prior to the Mandatory Acquisition Date. The average price shall be calculated in yen and rounded down to one decimal place and thereafter rounded to the nearest yen (0.5 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five thousand yen (¥5,000) determined by resolution of the board of directors relating to the issuance of the relevant preference shares, then a preference share shall be acquired by the Corporation in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by such amount determined by such resolution.</p> <p>2. Any fraction of less than one share arising as a result of calculation of the number of ordinary shares pursuant to the foregoing Paragraph shall be treated in accordance with the provisions of Article 234 of the Corporation Law.</p>	<p>(Mandatory Acquisition) Article 22.</p> <p>1. Any type 5 preference share or type 7 preference share with respect to which acquisition has not been requested during the Acquisition Request Period shall be mandatorily acquired by the Corporation, as of the date immediately following the last day of the Acquisition Request Period (hereinafter referred to as the “Mandatory Acquisition Date”), in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by the average of the daily closing prices (including quoted prices (kehai hyoji) if no closing prices are reported) per share of the Corporation's ordinary shares by regular transactions at the Tokyo Stock Exchange for the thirty (30) trading days (disregarding trading days on which no such closing prices are available) commencing on the day forty-five (45) trading days prior to the Mandatory Acquisition Date. The average price shall be calculated in yen and rounded down to one decimal place and thereafter rounded to the nearest yen (0.5 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five thousand yen (¥5,000) determined by resolution of the board of directors relating to the issuance of the relevant preference shares, then a preference share shall be acquired by the Corporation in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by such amount determined by such resolution.</p> <p>2. Any fraction of less than one share arising as a result of calculation of the number of ordinary shares pursuant to the foregoing Paragraph shall be treated in accordance with the provisions of Article 234 of the Corporation Law.</p>