

Sumitomo Mitsui Financial Group, Inc.

Notice regarding Partial Amendment of Articles of Incorporation

Tokyo, May 23, 2006 --- 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 amendment to SMFG's Articles of Incorporation shall be made at the Annual Ordinary General Meeting of Shareholders for the fourth fiscal year scheduled to be held on June 29, 2006, as follows:

1. **Purpose of Amendment**

The following amendments will be proposed to accommodate the Articles of Incorporation to the Corporation Law (Law No. 86 of July 26, 2005):

- (1) A new Article 4 will be provided concerning the governing bodies of SMFG.
- (2) A new Article 7 will be provided concerning the issuance of share certificates.
- (3) The present Article 7 will be amended to address share register agent and fractional share transfer agent, and renumbered to Article 11.
- (4) A new Article 23 will be provided in order to enable SMFG to disclose through the internet such documents as reference documents for a general meeting of shareholders and deem such documents to be provided to shareholders pursuant to the provisions of the relevant Ministerial Ordinance of the Ministry of Justice, and the present Article will be amended accordingly.
- (5) A new Paragraph 5 of Article 31 will be provided in order to enable SMFG to dispense with convocation of a meeting of the Board of Directors in order to decide on certain agenda, for which the Corporation Law would otherwise require resolutions at a meeting of the Board of Directors.
- (6) New Article 34 and Article 40 will be provided in order to enable SMFG to conclude an agreement with outside Directors and outside Corporate Auditors to limit their liabilities. Directors of SMFG have obtained the consent of the Corporate Auditors to the new Article 34 being proposed to the Meeting of Shareholders.
- (7) In addition to the foregoing amendments, terms and expressions across the Articles of Incorporations will be modified as appropriate and relevant Articles will be provided.

2. Details of Amendment

The Articles of Incorporation before and after the proposed amendments are set forth in the attached Exhibit.

3. Schedule

The day on which the Shareholders Meeting is scheduled to be held for the proposed amendments to the Articles of Incorporation: June 29, 2006

The day on which the proposed amendments to the Articles of Incorporation are expected to become effective: June 29, 2006

(Present Articles on Incorporation)
(Translation)

ARTICLES OF INCORPORATION

OF

KABUSHIKI KAISHA MITSUI SUMITOMO FINANSHARU GURUHPU

(SUMITOMO MITSUI FINANCIAL GROUP, INC.)

(As last amended as of June 29, 2004)

Chapter I. General Provisions

(Corporate Name)

Article 1.

The name of the Corporation shall be Kabushiki Kaisha Mitsui Sumitomo Finansharu Gruhpu, which, in English, shall be “Sumitomo Mitsui Financial Group, Inc.”.

(Purposes)

Article 2.

The purposes of the Corporation shall be to engage in the following businesses as a bank holding company:

- (1) Management of banks and other corporations which are permitted to become, or to be established as, subsidiaries under the Bank Law.
- (2) Any business incidental to the business mentioned in the foregoing Item.

(Location of Head Office)

Article 3.

The head office of the Corporation shall be located in Chiyoda-ku, Tokyo.

(Method of Public Notice)

Article 4.

Public notices given by the Corporation shall be placed in the Nihon Keizai Shimbun.

Chapter II. Shares

(Total Number of Authorized Shares)

Article 5.

The total number of shares the Corporation is authorized to issue shall be sixteen million seven hundred sixty-six thousand nine hundred thirty-three (16,766,933) shares, which shall consist of fifteen million (15,000,000) ordinary shares, sixty-seven thousand (67,000) type 1 preference shares, one hundred thousand (100,000) type 2 preference shares, eight hundred thousand (800,000) type 3 preference shares, two hundred forty-nine thousand nine hundred thirty-three (249,933) type 4 preference shares, two hundred fifty thousand (250,000) type 5 preference shares and three hundred thousand (300,000) type 6 preference shares; provided, however, that if any shares are retired or if any type 1 preference shares, any type 2 preference shares, any type 3 preference shares, any type 4 preference shares or any type 5 preference shares are converted into ordinary shares, the number of preference shares so retired or converted shall be subtracted from the total number of shares authorized to be issued and the number of relevant preference shares authorized to be issued.

(Purchase of Corporation's Own Shares and Request for Sale of Fractional Shares)

Article 5-2

1. The Corporation may purchase its own shares by resolution of the board of directors pursuant to Article 211-3, paragraph 1, item (2) of the Commercial Code.
2. A holder of a fractional share (hakabu) may request the Corporation for sale of a fractional share pursuant to the Share-Handling Rules so as to make one share from such fractional shares.

(Record Date)

Article 6.

1. The Corporation shall treat the shareholders (including the beneficial shareholders (jissuitsu kabunushi), hereinafter regarded as the same) entitled to vote and appearing or recorded on the register of shareholders (including the beneficial shareholders' list (jissuitsu kabunushi meibo), hereinafter regarded as the same) at the close of March 31 of each year as the shareholders entitled to exercise their

rights at the ordinary general meeting of shareholders to be held for the fiscal year ending on that date.

2. In addition to the foregoing Paragraph, the Corporation may, upon giving prior public notice, fix a record date whenever necessary.

(Transfer Agent)

Article 7.

1. The Corporation shall have a transfer agent in relation to its shares and fractional shares.
2. The transfer agent and its place of business shall be selected by resolution of the board of directors and a public notice thereof shall be given.
3. The register of shareholders, the register of fractional shares and the register of lost shares of the Corporation shall be kept at the place of business of the transfer agent. The recording of transfers of shares on the register of shareholders, the description and recording on the register of fractional shares, the purchase and sale of fractional shares and any other procedural matters pertaining to shares and fractional shares of the Corporation shall be handled by the transfer agent and the Corporation shall not handle any such matters.

(Share-Handling Rules)

Article 8.

The types and denominations of share certificates to be issued by the Corporation, the recording of transfers of shares on the register of shareholders, the description and recording on the register of fractional shares, the purchase and sale of fractional shares and all other matters pertaining to the handling of shares of the Corporation and the fees therefor shall be governed by the Share-Handling Rules to be enacted by the board of directors.

CHAPTER III. Preference Shares

(Preferred Dividends)

Article 9.

1. In the event that the Corporation pays dividends of profit pursuant to Article 36 hereof, the Corporation shall pay 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 Preference Pledgees"), 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 Pledgees”), dividends of profit (hereinafter referred to as the “Preferred Dividends”) in the amounts set forth below, respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 10 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.

The type 1 preference shares:	10,500 yen per share
The type 2 preference shares:	28,500 yen per share
The type 3 preference shares:	13,700 yen per share
The type 4 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
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
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

2. If the amount of dividends of profit paid to the Preference Shareholders or the Registered Preference Pledgees is less than the amount of the Preferred Dividends Amount in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.
3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preference Shareholders or the Registered Preference Pledgees.

(Preferred Interim Dividends)

Article 10.

In the event that the Corporation pays Interim Dividends pursuant to Article 37 hereof, the Corporation shall pay to the Preference Shareholders or the Registered Preference Pledgees, in preference to the Ordinary Shareholders or the Registered Ordinary Pledgees, Interim Dividends (hereinafter referred to as the “Preferred Interim Dividends”) in the amounts set forth below, respectively.

The type 1 preference shares:	5,250 yen per share
The type 2 preference shares:	14,250 yen per share
The type 3 preference shares:	6,850 yen per share
The type 4 preference shares:	amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance

- The type 5 preference shares: amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares
- The type 6 preference shares: amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares

(Liquidation Distributions of Residual Assets)

Article 11.

1. In the event that the Corporation makes a liquidation distribution of residual assets, the Corporation shall make to the Preference Shareholders or the Registered Preference Pledgees, in preference to the Ordinary Shareholders or the Registered Ordinary Pledgees, a distribution in the amounts set forth below, respectively.

- The type 1 preference shares: 3,000,000 yen per share
 The type 2 preference shares: 3,000,000 yen per share
 The type 3 preference shares: 1,000,000 yen per share
 The type 4 preference shares: 3,000,000 yen per share
 The type 5 preference shares: 3,000,000 yen per share
 The type 6 preference shares: 3,000,000 yen per share

2. Other than a distribution mentioned in the foregoing Paragraph, no liquidation distribution shall be made to the Preference Shareholders or the Registered Preference Pledgees.

(Retirement of Preference Shares)

Article 12.

1. The Corporation may purchase preference shares at any time and retire such preference shares by reducing the profits distributable to shareholders by an amount equal to the purchase price thereof.
2. The retirement of preference shares mentioned in the foregoing Paragraph may be made with respect to any one or more types of preference shares.
3. The Corporation may redeem a part or the whole of the type 5 preference shares or the type 6 preference shares at such time as determined by resolution of the board of directors relating to the issuance of the relevant preference shares and at redemption price regarded to be appropriate in light of market price, etc. In the event that a part of such preference shares are redeemed, the preference shares to

be redeemed shall be decided by lottery or by any other appropriate method.

(Voting Rights)

Article 13.

No Preference Shareholder shall have any voting rights at a general meeting of shareholders; provided that if a proposal to pay the Preferred Dividends is not submitted to an ordinary general meeting of shareholders, or if such a proposal is submitted but rejected at an ordinary general meeting of shareholders, the Preference Shareholders shall have voting rights from the time of the ordinary general meeting of shareholders to which such proposal is not submitted, or from the time of conclusion of the ordinary general meeting of shareholders at which such proposal is rejected, as the case may be, until a resolution to pay the Preferred Dividends is made by an ordinary general meeting of shareholders.

(Consolidation or Splits of Shares; Pre-emptive Rights to Subscribe for New Shares, etc.)

Article 14.

1. Except as otherwise provided by applicable law, no consolidation or splits of shares shall be made with respect to preference shares.
2. The Corporation shall not give the Preference Shareholders pre-emptive rights to subscribe for new shares or rights to subscribe for bonds with rights to acquire new shares.

(Conversion to Ordinary Shares)

Article 15.

1. A Preference Shareholder of the type 1 preference shares, the type 2 preference shares or the type 3 preference shares may request the Corporation to convert his or her preference shares into ordinary shares. The period during which the conversion may be requested (hereinafter referred to as the "Conversion Period") and the terms and conditions of conversion shall be determined by resolution made in accordance with the provisions of Article 365 of the Commercial Code, of a shareholders meeting of a corporation which becomes a Wholly-owned Subsidiary of the Corporation.
2. A Preference Shareholder of the type 4 preference shares or the type 5 preference shares may request the Corporation to convert his or her preference shares into ordinary shares. The terms and conditions of conversion shall be determined by resolution of the board of directors relating to the issuance of the relevant preference shares.

(Mandatory Conversion)

Article 16.

1. Any type 1 preference share, type 2 preference share or type 3 preference share with respect to which conversion has not been requested during the Conversion Period shall be mandatorily converted, as of the date immediately following the last day of the Conversion Period (hereinafter referred to as the “Mandatory Conversion Date”), into such number of ordinary shares as is obtained by dividing the corresponding amount set forth below 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 Conversion Date. The average price shall be calculated in yen and rounded down to the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than, in the case of the type 1 preference shares or the type 2 preference shares, five hundred thousand yen (¥500,000) or, in the case of the type 3 preference shares, two hundred fifty-eight thousand three hundred thirty yen (¥258,330), then a preference share shall be converted into such number of ordinary shares as is obtained by dividing the corresponding amount set forth below by the relevant amount described above:

The type 1 preference shares: 3,000,000 yen per share
The type 2 preference shares: 3,000,000 yen per share
The type 3 preference shares: 1,000,000 yen per share

2. Any type 4 preference share or type 5 preference share with respect to which conversion has not been requested during the Conversion Period shall be mandatorily converted, as of the Mandatory Conversion Date, into 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 Conversion Date. The average price shall be calculated in yen and rounded down to the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five hundred thousand yen (¥500,000) determined by resolution of the board of directors relating to the issuance of the relevant preference shares, then a preference share shall be converted into 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.
3. Any fraction of less than one hundredth (1/100) of one share arising as a result of calculation of the number of ordinary shares pursuant to the foregoing two

Paragraphs shall be treated *mutatis mutandis* in accordance with the provisions of the Commercial Code relating to consolidation of shares.

(Preference Order)

Article 17.

The preference order of payment of Preferred Dividends, Preferred Interim Dividends and liquidation distributions of residual assets for preference shares issued by the Corporation shall be the same among the various types of preference shares.

(Fractional Shares)

Article 18.

The provisions in this Chapter other than the provisions of Article 13 shall apply *mutatis mutandis* to fractional shares of preference shares.

Chapter IV. General Meetings of Shareholders

(Convocation)

Article 19.

1. An ordinary general meeting of shareholders shall be convened within three months after the close of each fiscal year and an extraordinary general meeting of shareholders may be convened whenever necessary.
2. Except as otherwise provided by applicable law, a general meeting of shareholders shall be convened by the director-president pursuant to a resolution of the board of directors. Should the director-president fail or be unable to act, another of the directors shall act in his or her place in accordance with the seniority established in advance by the board of directors.

(Chairman)

Article 20.

The director-chairman or the director-president shall act as chairman at all general meetings of shareholders. Should both the director-chairman and the director-president fail or be unable to act, another of the directors shall act in their place in accordance with the seniority established in advance by the board of directors.

(Requirement for Resolutions)

Article 21.

1. Except as otherwise provided by applicable law or by these Articles of Incorporation, all resolutions at a general meeting of shareholders shall be adopted by a majority of all the voting rights held by the shareholders present thereat.
2. A special majority resolution under Article 343 of the Commercial Code shall be adopted by two thirds or more of the voting rights held by the shareholders present at a general meeting of shareholders, who hold at least one third of the voting rights held by all the shareholders of the Corporation.

(Exercise of Voting Rights by Proxy)

Article 22.

1. A shareholder may exercise his or her voting rights by proxy; provided, however, that the proxy must be a shareholder entitled to vote at the relevant general meeting of shareholders of the Corporation.
2. Either a shareholder or his or her proxy shall submit power of attorney to the Corporation.

(Shareholders' Meeting of a Particular Class of Shares)

Article 23.

The provisions of Paragraph 2 of Article 19, Article 20 and Article 22 hereof shall be applied *mutatis mutandis* to a shareholders' meeting of a particular class of shares.

Chapter V. Directors and Board of Directors

(Number of Directors)

Article 24.

The Corporation shall have three or more directors.

(Election)

Article 25.

1. A resolution for the election of directors shall be adopted at a general meeting of shareholders by a majority of the voting rights held by the shareholders present at the general meeting of shareholders and who hold not less than one third of

voting rights of all the shareholders.

2. Such resolution may not be adopted by cumulative voting.

(Term of Office)

Article 26.

The term of office of a director shall expire upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within two years after his or her assumption of office.

(Board of Directors)

Article 27.

1. The board of directors shall consist of all the directors of the Corporation currently in office.
2. Except as otherwise provided by applicable law, the director-chairman shall convene, and act as chairman at, all meetings of the board of directors. Should the office of the director-chairman be vacant, or should the director-chairman fail or be unable to act, the director-president shall act in his or her place. Should the director-president also fail or be unable to act, another of the directors shall act as chairman in accordance with the seniority established in advance by the board of directors.
3. Notice of a meeting of the board of directors shall be given to each director and each statutory auditor at least three days prior to the day set for such meeting; provided, however, that in case of emergency, such period of notice may be shortened.
4. Except as otherwise provided by applicable law, all 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 such directors present at such meeting.

(Representative Directors, Titled Directors)

Article 28.

1. The board of directors shall by its resolution appoint one or more directors who shall have the authority to represent the Corporation.
2. The board of directors may by its resolution appoint from among its members, one director-chairman, one director-president and one or more director-deputy chairmen, director-deputy presidents, senior managing directors and managing directors.

(Powers and Duties of Directors)

Article 29.

1. The director-chairman shall preside over the board of directors.
2. The director-deputy chairmen shall assist the director-chairman.
3. The director-president shall carry out and implement resolutions of the board of directors and shall generally supervise the entire operation of the Corporation. Should the director-president fail or be unable to act, a director-deputy president, a senior managing director or a managing director shall, in such order of seniority, act in his or her place.
4. The director-deputy presidents, the senior managing directors and the managing directors shall assist the director-president and shall carry on the day-to-day businesses of the Corporation.

Chapter VI. Statutory Auditors and Board of Statutory Auditors

(Number of Statutory Auditors)

Article 30.

The Corporation shall have three or more statutory auditors.

(Election)

Article 31.

A resolution for the election of statutory auditors shall be adopted at a general meeting of shareholders by a majority of the voting rights held by the shareholders who are present at the general meeting and who hold not less than one third of voting rights of all the shareholders.

(Term of Office)

Article 32.

The term of office of a statutory auditor shall expire upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within four years after his or her assumption of office.

(Board of Statutory Auditors)

Article 33.

1. The board of statutory auditors shall consist of all the statutory auditors of the Corporation currently in office.
2. Notice of a meeting of the board of statutory auditors shall be given to each statutory auditor at least three days prior to the day set for such meeting; provided, however, that in case of emergency, such period of notice may be shortened.
3. Except as otherwise provided by applicable law, all resolutions of the board of statutory auditors shall be adopted at a meeting of the board of statutory auditors, by a majority of the statutory auditors.

(Standing Statutory Auditors)

Article 34.

The statutory auditors shall appoint one or more standing statutory auditors from among themselves. The standing statutory auditor(s) shall serve on a full-time basis.

Chapter VII. Accounts

(Fiscal Year and Accounts-Closing Date)

Article 35.

The fiscal year of the Corporation shall commence on April 1 of each year and shall end on March 31 of the following year, and the last day of a fiscal year shall be the accounts-closing date.

(Dividends of Profit)

Article 36.

Dividends of profit shall be paid to the shareholders or the registered pledgees appearing or recorded on the final register of shareholders and to the holders of fractional shares appearing or recorded on the register of fractional shares at the close of an accounts-closing date.

(Interim Dividends)

Article 37.

The Corporation may, by resolution of a meeting of the board of directors, distribute cash payable in accordance with Article 293-5 of the Commercial Code (referred to throughout these Articles of Incorporation as “Interim Dividends”) to the shareholders or the registered pledgees appearing or recorded on the register of shareholders and to the holders of fractional shares appearing or recorded on the register of fractional shares at the close of September 30 of each year.

(Conversion of Preference Shares and Dividends)

Article 38.

The first dividends of profit or Interim Dividends on the ordinary shares and the fractional shares of the ordinary shares issued upon conversion of the type 1 preference shares, the type 2 preference shares, the type 3 preference shares, the type 4 preference shares and the type 5 preference shares shall be paid on the assumption that the conversion took place on April 1 if the request for such conversion or mandatory conversion is made during the period from April 1 to September 30 of the same year, or on October 1 if such request or mandatory conversion is made during the period from October 1 to March 31 of the following year.

(Period of Limitations for Dividends of Profit, etc.)

Article 39.

If any dividend of profit or any Interim Dividend shall remain unreceived after expiration of five years from the day on which such dividend of profit or Interim Dividend shall have become due and payable, the Corporation shall be relieved of its obligation to pay such dividend of profit or Interim Dividend.

(End)

(Articles of Incorporation as Amended)
(Translation)

ARTICLES OF INCORPORATION

OF

KABUSHIKI KAISHA MITSUI SUMITOMO FINANSHARU GURUHPU

(SUMITOMO MITSUI FINANCIAL GROUP, INC.)

Chapter I. General Provisions

(Corporate Name)

Article 1.

The name of the Corporation shall be Kabushiki Kaisha Mitsui Sumitomo Finansharu Gruhpu, which, in English, shall be “Sumitomo Mitsui Financial Group, Inc.”.

(Purposes)

Article 2.

The purposes of the Corporation shall be to engage in the following businesses as a bank holding company:

- (1) Management of banks and other corporations which are permitted to become, or to be established as, subsidiaries under the Bank Law.
- (2) Any business incidental to the business mentioned in the foregoing Item.

(Location of Head Office)

Article 3.

The head office of the Corporation shall be located in Chiyoda-ku, Tokyo.

(Governing Bodies)

Article 4.

The Corporation shall have the following governing bodies in addition to meetings of shareholders and directors:

- (1) board of directors;
- (2) corporate auditors;
- (3) board of corporate auditors; and
- (4) accounting auditor

(Method of Public Notice)

Article 5.

Public notices given by the Corporation shall be made by placing them in the Nihon Keizai Shimbun.

Chapter II. Shares

(Total Number of Authorized Shares, etc.)

Article 6.

1. The total number of shares the Corporation is authorized to issue shall be sixteen million five hundred fifteen thousand (16,515,000) shares.
2. The total number of shares the Corporation is authorized to issue shall consist of fifteen million (15,000,000) ordinary shares, thirty-five thousand (35,000) type 1 preference shares, one hundred thousand (100,000) type 2 preference shares, six hundred ninety-five thousand (695,000) type 3 preference shares, one hundred thirty-five thousand (135,000) type 4 preference shares, two hundred fifty thousand (250,000) type 5 preference shares and three hundred thousand (300,000) type 6 preference shares.

(Issuance of Share Certificates)

Article 7.

The Corporation shall issue share certificates with respect to its shares of stock.

(Acquisition of Corporation's Own Shares)

Article 8.

The Corporation may, by resolution of the board of directors, acquire its own

shares through market transactions as well as by other means pursuant to Paragraph 2 of Article 165 of the Corporation Law.

(Purchase of Fractional Share)

Article 9.

A holder of a fractional share (hakabu) may request the Corporation for sale of a fractional share pursuant to the Share-Handling Rules so as to make one share from such fractional share.

(Record Date)

Article 10.

1. The Corporation shall treat the shareholders (including the beneficial shareholders (jisshitsu kabunushi), hereinafter regarded as the same) entitled to vote and appearing or recorded on the register of shareholders (including the beneficial shareholders' list (jisshitsu kabunushi meibo), hereinafter regarded as the same) at the close of March 31 of each year as the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders to be held for the fiscal year ending on that date.
2. In addition to the foregoing Paragraph, the Corporation may, upon giving prior public notice, fix a record date whenever necessary.

(Share Register Agent)

Article 11.

1. The Corporation shall have a share register agent and a fractional share transfer agent.
2. The share register agent and the fractional share transfer agent, and their 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 and the register of lost share certificates of the Corporation shall be entrusted to the share register agent, and the Corporation shall not handle any such matters.
4. Preparation and keeping of the register of fractional shares, purchase and sale of fractional shares and other administrative matters relating to fractional shares shall be handled by the fractional share transfer agent, and the Corporation shall not handle any such matters.

(Share-Handling Rules)

Article 12.

The types and denominations of share certificates to be issued by the Corporation, the entry and recording on the register of shareholders and on the register of fractional shares, the purchase and sale of fractional shares and all other matters pertaining to the handling of shares of the Corporation and the fees therefor shall be governed by the Share-Handling Rules to be enacted by the board of directors.

CHAPTER III. Preference Shares

(Preferred Dividends)

Article 13.

1. In the event that the Corporation distributes dividends of surplus pursuant to Article 42 hereof, the Corporation shall distribute 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 Preference Share Pledgees"), 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 Pledgees"), 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 14 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.

The type 1 preference shares:	10,500 yen per share
The type 2 preference shares:	28,500 yen per share
The type 3 preference shares:	13,700 yen per share
The type 4 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
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
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

2. If the amount of cash dividends of surplus paid to the Preference Shareholders or the Registered Preference Share Pledgees 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.

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.

(Preferred Interim Dividends)

Article 14.

In the event that the Corporation pays Interim Dividends pursuant to Article 43 hereof, the Corporation shall pay to the Preference Shareholders or the Registered Preference Share Pledges, in preference to the Ordinary Shareholders or the Registered Ordinary Share Pledges, Interim Dividends (hereinafter referred to as the "Preferred Interim Dividends") in the amounts set forth below, respectively.

The type 1 preference shares:	5,250 yen per share
The type 2 preference shares:	14,250 yen per share
The type 3 preference shares:	6,850 yen per share
The type 4 preference shares:	amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares
The type 5 preference shares:	amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares
The type 6 preference shares:	amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares

(Liquidation Distributions of Residual Assets)

Article 15.

1. In the event that the Corporation makes a liquidation distribution of residual assets, the Corporation shall make to the Preference Shareholders or the Registered Preference Share Pledges, in preference to the Ordinary Shareholders or the Registered Ordinary Share Pledges, a distribution in the amounts set forth below, respectively.

The type 1 preference shares:	3,000,000 yen per share
The type 2 preference shares:	3,000,000 yen per share

The type 3 preference shares: 1,000,000 yen per share
The type 4 preference shares: 3,000,000 yen per share
The type 5 preference shares: 3,000,000 yen per share
The type 6 preference shares: 3,000,000 yen per share

2. Other than a distribution mentioned in the foregoing Paragraph, no liquidation distribution shall be made to the Preference Shareholders or the Registered Preference Share Pledgees.

(Provisions for Acquisition)

Article 16.

The Corporation may acquire a part or the whole of the type 5 preference shares or the type 6 preference shares (i) on or after such day as shall be reasonably determined by resolution of the board of directors by the time such preference shares are first issued, (ii) in exchange for cash payment in the amount regarded to be appropriate in light of market price, etc. In the event that a part of such preference shares are acquired, the preference shares to be acquired shall be decided by lottery or by proportional allotment.

(Voting Rights)

Article 17.

No Preference Shareholder shall have any voting rights at a general meeting of shareholders; provided that if a proposal to pay the Preferred Dividends is not submitted to an ordinary general meeting of shareholders, or if such a proposal is submitted but rejected at an ordinary general meeting of shareholders, the Preference Shareholders shall have voting rights from the time of the ordinary general meeting of shareholders to which such proposal is not submitted, or from the time of conclusion of the ordinary general meeting of shareholders at which such proposal is rejected, as the case may be, until a resolution to pay the Preferred Dividends is made by an ordinary general meeting of shareholders.

(Consolidation or Splits of Shares; Rights to Receive Allotment of Offered Shares, etc.)

Article 18.

1. Except as otherwise provided by applicable law, no consolidation or splits of shares shall be made with respect to preference shares.
2. The Corporation shall not give the Preference Shareholders any rights to receive allotment of offered shares or share purchase warrants with respect to offered shares.
3. The Corporation shall not allot free of charge any shares of stock or share purchase warrants to the Preference Shareholders

(Request for Acquisition of Shares)

Article 19.

1. A Preference Shareholder of the type 1 preference shares, the type 2 preference shares or the type 3 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”) and the terms and conditions of acquisition are as stipulated in the resolution made in accordance with the provisions of Article 365 of the old Commercial Code, of a shareholders meeting of Sumitomo Mitsui Banking Corporation.
2. A Preference Shareholder of the type 4 preference shares or the type 5 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. 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.

(Mandatory Acquisition)

Article 20.

1. Any type 1 preference share, type 2 preference share or type 3 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 corresponding amount set forth below 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 the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than, in the case of the type 1 preference shares or the type 2 preference shares, five hundred thousand yen (¥500,000) or, in the case of the type 3 preference shares, two hundred fifty-eight thousand three hundred thirty yen (¥258,330), then a preference share shall be acquired by the Corporation in exchange for such number of ordinary shares as is obtained by dividing the corresponding amount set forth below by the relevant amount described above:

The type 1 preference shares:	3,000,000 yen per share
The type 2 preference shares:	3,000,000 yen per share
The type 3 preference shares:	1,000,000 yen per share

2. Any type 4 preference share or type 5 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 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 the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five hundred thousand yen (¥500,000) 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.
3. Any fraction of less than one share arising as a result of calculation of the number of ordinary shares pursuant to the foregoing two Paragraphs shall be treated in accordance with the provisions of Article 234 of the Corporation Law.

(Preference Order)

Article 21.

The preference order of payment of Preferred Dividends, Preferred Interim Dividends and liquidation distributions of residual assets for preference shares issued by the Corporation shall be the same among the various types of preference shares.

Chapter IV. General Meetings of Shareholders

(Convocation)

Article 22.

1. An ordinary general meeting of shareholders shall be convened within three months after the close of each fiscal year and an extraordinary general meeting of shareholders may be convened whenever necessary.
2. Except as otherwise provided by applicable law, a general meeting of shareholders shall be convened by the director-president pursuant to a resolution of the board of directors. Should the director-president fail or be unable to act, another of the

directors shall act in his or her place in accordance with the seniority established in advance by the board of directors.

(Disclosure by Internet of Reference Documents, etc. for Shareholders Meeting and Deemed Provision)

Article 23

In connection with convocation of a general meeting of shareholders the Corporation may deem that the information relating to the matters to be described or shown in the reference documents for the shareholders meeting, the business report, financial statements and the consolidated financial statements, is provided to the shareholders by disclosing such information by internet as provided in the relevant Ministerial Ordinance of the Ministry of Justice.

(Chairman)

Article 24.

The director-chairman or the director-president shall act as chairman at all general meetings of shareholders. Should both the director-chairman and the director-president fail or be unable to act, another of the directors shall act in their place in accordance with the seniority established in advance by the board of directors.

(Requirement for Resolutions)

Article 25.

1. Except as otherwise provided by applicable law or by these Articles of Incorporation, all resolutions at a general meeting of shareholders shall be adopted by a majority of all the voting rights held by the shareholders present thereat who are entitled to exercise the voting rights.
2. A resolution under Paragraph 2 of Article 309, of the Corporation Law shall be adopted by two thirds or more of the voting rights held by the shareholders present at a general meeting of shareholders, who hold at least one third of the voting rights held by all the shareholders of the Corporation who are entitled to exercise the voting rights.

(Exercise of Voting Rights by Proxy)

Article 26.

1. A shareholder may exercise his or her voting rights by one proxy; provided, however, that the proxy must be a shareholder entitled to vote at the relevant general meeting of shareholders of the Corporation.

2. Either a shareholder or his or her proxy shall submit power of attorney to the Corporation.

(Shareholders' Meeting of a Particular Class of Shares)

Article 27.

The provisions of Paragraph 2 of Article 22, Article 23, Article 24 and Article 26 hereof shall be applied *mutatis mutandis* to a shareholders' meeting of a particular class of shares.

Chapter V. Directors and Board of Directors

(Number of Directors)

Article 28.

The Corporation shall have three or more directors.

(Election)

Article 29.

1. A resolution for the election of directors shall be adopted at a general meeting of shareholders by a majority of the voting rights held by the shareholders present at the general meeting of shareholders and who hold not less than one third of voting rights of all the shareholders who are entitled to exercise the voting rights.
2. Such resolution may not be adopted by cumulative voting.

(Term of Office)

Article 30.

The term of office of a director shall expire upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within two years after the election of the director.

(Board of Directors)

Article 31.

1. The board of directors shall consist of all the directors of the Corporation currently in office.
2. Except as otherwise provided by applicable law, the director-chairman shall

convene, and act as chairman at, all meetings of the board of directors. Should the office of the director-chairman be vacant, or should the director-chairman fail or be unable to act, the director-president shall act in his or her place. Should the director-president also fail or be unable to act, another of the directors shall act as chairman in accordance with the seniority established in advance by the board of directors.

3. Notice of a meeting of the board of directors shall be given to each director and each statutory auditor at least three days prior to the day set for such meeting; provided, however, that in case of emergency, such period of notice may be shortened.
4. Except as otherwise provided by applicable law, all 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 entitled to vote at the meeting are present, by a majority of such directors present at such meeting.
5. In the event that a director made 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 matter 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 unless any corporate auditor objects to the resolution.

(Representative Directors, Titled Directors)

Article 32.

1. The board of directors shall by its resolution elect one or more representative directors.
2. The board of directors may by its resolution appoint from among its members, one director-chairman, one director-president and one or more director-deputy chairmen, director-deputy presidents, senior managing directors and managing directors.

(Powers and Duties of Directors)

Article 33.

1. The director-chairman shall preside over the board of directors.
2. The director-deputy chairmen shall assist the director-chairman.
3. The director-president shall carry out and implement resolutions of the board of directors and shall generally supervise the entire operation of the Corporation. Should the director-president fail or be unable to act, a director-deputy president, a senior managing director or a managing director shall, in such order of seniority, act in his or her place.

4. The director-deputy presidents, the senior managing directors and the managing directors shall assist the director-president and shall carry on the day-to-day businesses of the Corporation.

(Limitation of Liability Agreement with Outside Directors)

Article 34.

Pursuant to Paragraph 1 of Article 427 of the Corporation Law, the Corporation may conclude with an outside director an agreement to limit the liability of the outside director under Paragraph 1 of Article 423 of the Corporation Law, provided, however, that the limit of liability under such agreement shall be the higher of (i) the amount specified in advance which is not less than 10,000,000 yen or (ii) the amount specified by law.

Chapter VI. Corporate Auditors and Board of Corporate Auditors

(Number of Corporate Auditors)

Article 35.

The Corporation shall have three or more corporate auditors.

(Election)

Article 36.

A resolution for the election of corporate auditors shall be adopted at a general meeting of shareholders by a majority of the voting rights held by the shareholders who are present at the general meeting and who hold not less than one third of voting rights of all the shareholders who are entitled to exercise the voting rights.

(Term of Office)

Article 37.

The term of office of a corporate auditor shall expire upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within four years after the election of the corporate auditor.

(Board of Corporate Auditors)

Article 38.

1. The board of corporate auditors shall consist of all the corporate auditors of the

Corporation currently in office.

2. Notice of a meeting of the board of corporate auditors shall be given to each corporate auditor at least three days prior to the day set for such meeting; provided, however, that in case of emergency, such period of notice may be shortened.
3. Except as otherwise provided by applicable law, all resolutions of the board of corporate auditors shall be adopted at a meeting of the board of corporate auditors, by a majority of the corporate auditors.

(Standing Corporate Auditors)

Article 39.

The board of corporate auditors shall elect by its resolution one or more standing corporate auditors. The standing corporate auditor(s) shall serve on a full-time basis.

(Limitation of Liability Agreement with Outside Corporate Auditors)

Article 40.

Pursuant to Paragraph 1 of Article 427 of the Corporation Law, the Corporation may conclude with an outside corporate auditor an agreement to limit the liability of the outside corporate auditor under Paragraph 1 of Article 423 of the Corporation Law, provided, however, that the limit of liability under such agreement shall be the higher of (i) the amount specified in advance which is not less than 10,000,000 yen or (ii) the amount specified by law.

Chapter VII. Accounts

(Fiscal Year)

Article 41.

The fiscal year of the Corporation shall commence on April 1 of each year and shall end on March 31 of the following year.

(Dividends of Surplus)

Article 42.

Cash dividends of surplus shall be made by the Corporation pursuant to a resolution of a general meeting of shareholders to the shareholders or the registered share pledgees appearing or recorded on the final register of shareholders and to the holders of fractional shares appearing or recorded on the register of fractional shares as of the last day of a fiscal year.

(Interim Dividends)

Article 43.

The Corporation may, by resolution of a meeting of the board of directors, distribute interim dividends to the shareholders or the registered share pledgees appearing or recorded on the final register of shareholders and to the holders of fractional shares appearing or recorded on the register of fractional shares at the close of September 30 of each year.

(Period of Limitations for Dividends)

Article 44.

If any cash dividends shall remain unreceived after expiration of five years from the day on which such dividends shall have become due and payable, the Corporation shall be relieved of its obligation to pay such dividends.

(End)