

Organizational Restructuring for Promoting the Credit Card Business Strategy of Sumitomo Mitsui Financial Group

TOKYO, September 29, 2008 – Sumitomo Mitsui Financial Group, Inc. (“SMFG”, President: Teisuke Kitayama) and Sumitomo Mitsui Banking Corporation (“SMBC”, President: Masayuki Oku) hereby announce that they resolved at meetings of their respective boards of directors to proceed with the following actions, subject to the permission and approvals of the relevant authorities, in addition to the establishment of an intermediate holding company (SMFG Card & Credit, Inc. (“FGCC”)) as separately announced in the press release entitled “Progress of the Credit Card Business Strategy of Sumitomo Mitsui Financial Group”:

- (i) SMBC implements a corporate split through which FGCC will succeed to the control and management of Central Finance Co., Ltd. (“CF”), OMC Card, Inc. (“OMC”) and QUOQ Inc. (“QUOQ”);
- (ii) SMFG implements a share exchange through which FGCC will become a wholly-owned subsidiary of SMFG with the objective of transferring FGCC shares to be delivered to SMBC by virtue of the corporate split mentioned in (i) above to SMFG; and,
- (iii) SMFG implements a corporate split through which FGCC will succeed to the control and management of Sumitomo Mitsui Card Co., Ltd. (“SMCC”), CF, OMC and QUOQ.

I. Corporate Split (*kan’i bunkatsu*) of SMBC into FGCC

1. Purpose of Corporate Split

The absorption-type corporate split of SMBC into FGCC (the “Corporate Split I”) is implemented as a part of the organizational restructuring to position FGCC as an intermediate holding company which is wholly owned by SMFG and holds shares in SMCC, CF, OMC and QUOQ.

2. Summary of Corporate Split

(1) Schedule of Corporate Split

September 29, 2008	Meeting of the board of directors for approval of the execution of the agreement on the Corporate Split I (SMBC)
October 1, 2008	Meeting of the board of directors and extraordinary meeting of shareholders for approval of the execution of the agreement on the Corporate Split I (FGCC)
October 1, 2008	Execution of the agreement on the Corporate Split I (SMBC and FGCC)
December 1, 2008 (schedule)	Effective date of the Corporate Split I

(Note) Pursuant to Article 784, Paragraph 3 of the Corporation Act, SMBC will execute the agreement on the Corporate Split I without obtaining the approval of its shareholders’ meeting.

- (2) Method of Corporate Split
Spin-off (*bunsha-gata*) absorption-type corporate split in which FGCC will be the successor company and SMBC will be the splitting company.
- (3) Details of Allotment of Shares
FGCC will allot and deliver to SMBC 22,049 shares of FGCC common stock.
- (4) Basis for Calculation of Number of Shares to be Allotted
Daiwa Securities SMBC Co. Ltd. (“Daiwa Securities SMBC”) was appointed to calculate the number of shares to be allotted by FGCC to SMBC upon the Corporate Split I with the view of ensuring the fairness and appropriateness of such calculation, and the number of shares to be allotted was determined based on such calculation result.
Daiwa Securities SMBC calculated the number by (i) computing the values of assets and liabilities to be succeeded through evaluating ordinary shares in each of CF, OMC and QUOQ to be succeeded by FGCC from SMBC and (ii) value of the shares in FGCC.
- (5) Capital Reduction due to Corporate Split
There will be no capital reduction in SMBC due to the Corporate Split I.
- (6) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights
SMBC has not issued any stock acquisition rights or bonds with stock acquisition rights.
- (7) Rights and Obligations to be Succeeded by the Successor Company
FGCC will succeed to the assets and liabilities related to SMBC’s control and management of CF, OMC and QUOQ, SMBC’s rights and obligations as well as contractual statuses associated therewith.
- (8) Prospect of Performance of Obligations
SMFG and SMBC have concluded that the obligations to be assumed by each of the splitting company (SMBC) and the successor company (FGCC) after the Corporate Split I will be performed when due.

3. Profile of the Companies Involved in Corporate Split

	Splitting Company	Successor Company
Trade Name	Sumitomo Mitsui Banking Corporation	SMFG Card & Credit, Inc.(*)
Description of Business	Banking business	Management and administration of subsidiaries and affiliates etc.
Date of Incorporation	June 6, 1996	October 1, 2008
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Masayuki Oku President	Takeshi Kunibe Representative Director and President
Amount of Capital	JPY 664,986 million (As of March 31, 2008)	JPY 100 million
Total Number of Issued Shares	Common Stock: 56,355,849 shares (As of March 31, 2008) Preferred Stock: 70,001 shares (As of March 31, 2008)	Common Stock: 200 shares

Net Assets	JPY 5,080,747 million (consolidated) (As of March 31, 2008)	JPY 200 million (non-consolidated)
Total Assets	JPY 108,637,791 million (consolidated) (As of March 31, 2008)	JPY 200 million (non-consolidated)
Fiscal Year End	March 31	March 31
Major Shareholders and Shareholding Ratio	Common Stock Sumitomo Mitsui Financial Group, Inc. (100.00%) Preferred Stock Sumitomo Mitsui Financial Group, Inc. (100.00%) (As of March 31, 2008)	Sumitomo Mitsui Financial Group, Inc. (100.00%)

(*) All data concerning SMFG Card & Credit, Inc., presented in the above table are as of October 1, 2008 (prospect).

4. Outline of Business subject to Corporate Split

(1) Description of the Business subject to Corporate Split
Control and management by SMBC of CF, OMC and QUOQ.

(2) Items and Amounts of Assets and Liabilities subject to Corporate Split
(JPY millions; estimates as of September 29, 2008)

Assets		Liabilities	
Item	Book Value	Item	Book Value
Fixed Assets	26,187		—
Total	26,187	Total	—

5. Status of Successor Company

Trade Name	SMFG Card & Credit, Inc.
Description of Business	Management and administration of subsidiaries and affiliates etc.
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Takeshi Kunibe, Representative Director and President
Amount of Capital	JPY 100 million
Fiscal Year End	March 31

6. Status of Subsidiary after Corporate Split

Trade Name	Sumitomo Mitsui Banking Corporation
Description of Business	Banking business
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Masayuki Oku, President
Amount of Capital	JPY 664,986 million
Fiscal Year End	March 31

7. Earnings Forecasts

The Corporate Split I will not have any impact on the consolidated results of SMFG.

II. Share Exchange (*kan'i kabushiki kokan*) for Making FGCC a Wholly-Owned Subsidiary of SMFG

1. Purpose of Share Exchange

The share exchange between SMFG and FGCC (the "Share Exchange") is implemented as a part of the organizational restructuring to position FGCC as an intermediate holding company which is wholly owned by SMFG and holds shares in SMCC, CF, OMC and QUOQ.

2. Summary of Share Exchange

(1) Schedule of Share Exchange

September 29, 2008	Meeting of the board of directors for approval of the execution of the agreement on the Share Exchange (SMFG)
October 1, 2008	Meeting of the board of directors for approval of the execution of the agreement on the Share Exchange (FGCC)
October 1, 2008	Execution of the agreement on the Share Exchange (SMFG and FGCC)
December 1, 2008 (schedule)	Effective date of the Share Exchange

(Note) SMFG and FGCC will execute the agreement on the Share Exchange without obtaining the approval of the meetings of their respective shareholders pursuant to Article 796, Paragraph 3 (SMFG) and Article 784, Paragraph 1 (FGCC) of the Corporation Act, respectively.

(2) Details of Allotment of Shares upon Share Exchange

	Sumitomo Mitsui Financial Group, Inc. (wholly owning parent company in the Share Exchange)	SMFG Card & Credit, Inc. (wholly-owned subsidiary in the Share Exchange)
Share Exchange Ratio	1	1.493
Number of New Shares Issued upon Share Exchange	SMFG will use 32,919 shares of its treasury stock for the allotment of shares in the Share Exchange.	

(Note) 1.493 shares of SMFG common stock will be allotted to one share of FGCC common stock; provided, however, that no share will be allotted to 200 shares of FGCC common stock held by SMFG in the course of Share Exchange.

(3) Basis for Calculation of Share Exchange Ratio

Daiwa Securities SMBC was appointed to calculate the share exchange ratio with the view of ensuring the fairness and appropriateness of such calculation, and the number of shares to be allotted was determined based on such calculation result.

Daiwa Securities SMBC calculated the ratio by computing the values of the shares in SMFG and FGCC through utilizing the market stock price method and the market value net assets method, respectively.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of Wholly-Owned Subsidiary after Share Exchange

FGCC has not issued any stock acquisition rights or bonds with stock acquisition rights.

3. Profile of Companies Involved in Share Exchange

	Wholly Owning Parent Company in the Share Exchange	Wholly-owned Subsidiary in the Share Exchange
Trade Name	Sumitomo Mitsui Financial Group, Inc.	SMFG Card & Credit, Inc. (Note 1)
Description of Business	Management and administration of banks and other companies which it is permitted to hold as its subsidiaries under the Banking Law; and other businesses incidental to the foregoing	Management and administration of subsidiaries and affiliates etc.
Date of Incorporation	December 2, 2002	October 1, 2008
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Teisuke Kitayama President	Takeshi Kunibe Representative Director and President
Amount of Capital	JPY 1,420,877 million (As of March 31, 2008)	JPY 100 million
Total Number of Issued Shares	Common stock: 7,733,653.77 shares (As of March 31, 2008) Preferred stock: 120,101 shares (As of March 31, 2008)	Common Stock: 200 shares
Net Assets	JPY 5,224,076 million (consolidated) (As of March 31, 2008)	JPY 200 million (non-consolidated)
Total Assets	JPY 111,955,918 million (consolidated) (As of March 31, 2008)	JPY 200 million (non-consolidated)
Fiscal Year End	March 31	March 31
Major Shareholders and Shareholding Ratio (Note 2)	The Master Trust Bank of Japan, Ltd. (trust account) (6.37%) Japan Trustee Services Bank, Ltd. (trust account) (6.31%) Nippon Life Insurance Company (1.99%) State Street Bank and Trust Company (Standing agent: Mizuho Corporate Bank, Ltd., Kabutocho Custody & Proxy Department) (1.84%) State Street Bank and Trust Company 505103 (Standing agent: Mizuho Corporate Bank, Ltd., Kabutocho Custody & Proxy Department) (1.66%) (As of March 31, 2008)	Sumitomo Mitsui Financial Group, Inc. (100.00%)

(Note 1) All data concerning SMFG Card & Credit, Inc., presented in the above table is as of October 1, 2008 (prospect).

(Note 2) The major shareholders on the table are major holders of common stock.

4. Status after Share Exchange

Trade Name	Sumitomo Mitsui Financial Group, Inc.
Description of Business	Management and administration of banks and other companies which it is permitted to hold as its subsidiaries under the Banking Law; and other businesses incidental to the foregoing
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Teisuke Kitayama, President
Amount of Capital	JPY 1,420,877 million
Fiscal Year End	March 31

5. Earnings Forecasts

The Share Exchange will not have any impact on the consolidated results of SMFG.

III. Corporate Split (*kan'i bunkatsu*) of SMFG into FGCC

1. Purpose of Corporate Split

The absorption-type corporate split of SMFG into FGCC (the "Corporate Split II") is implemented as a part of the organizational restructuring to position FGCC as an intermediate holding company which is wholly owned by SMFG and holds shares in SMCC, CF, OMC and QUOQ.

2. Summary of Corporate Split

(1) Schedule of Corporate Split

September 29, 2008	Meeting of the board of directors for approval of the execution of the agreement on the Corporate Split II (SMFG)
October 1, 2008	Meeting of the board of directors and extraordinary meeting of shareholders for approval of the execution of the agreement on the Corporate Split II (FGCC)
October 1, 2008	Execution of the agreement on the Corporate Split II (SMFG and FGCC)
December 1, 2008 (schedule)	Effective date of the Corporate Split II

(Note) Pursuant to Article 784, Paragraph 3 of the Corporation Act, SMFG will execute the agreement on the Corporate Split II without obtaining the approval of a general meeting of its shareholders.

(2) Method of Corporate Split

Spin-off (*bunsha-gata*) absorption-type corporate split in which FGCC will be the successor company and SMFG will be the splitting company.

(3) Details of Allotment of Shares

FGCC will allot and deliver to SMFG 100 shares of FGCC common stock.

- (4) Basis for Calculation of the Number of Shares to be Allotted
The allotment of shares in the Corporate Split II will not affect the amount of SMFG's net assets, irrespective of the number of shares to be allotted by FGCC to SMFG. This is because FGCC, the successor company in the corporate split is a wholly-owned subsidiary of SMFG and the Corporate Split II is a spin-off type split. Therefore, the number of shares to be allotted by FGCC to SMFG was determined at their discretion.
- (5) Capital Reduction due to Corporate Split
There will be no capital reduction in SMFG due to the Corporate Split II.
- (6) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights
There will be no change in the treatment of the stock acquisition rights issued by SMFG.
- (7) Rights and Obligations to be Succeeded by the Successor Company
FGCC will succeed to the assets and liabilities related to SMFG's control and management of SMCC, CF, OMC and QUOQ, SMFG's rights and obligations as well as contractual statuses associated therewith.
- (8) Prospect of Performance of Obligations
SMFG has concluded that the obligations to be assumed by each of the splitting company (SMFG) and the successor company (FGCC) after the Corporate Split II will be performed when due.

3. Profile of the Companies Involved in Corporate Split

	Splitting Company	Successor Company
Trade Name	Sumitomo Mitsui Financial Group, Inc.	SMFG Card & Credit, Inc. (Note 1)
Description of Business	Management and administration of banks and other companies which it is permitted to hold as its subsidiaries under the Banking Law; and other businesses incidental to the foregoing	Management and administration of subsidiaries and affiliates etc.
Date of Incorporation	December 2, 2002	October 1, 2008
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Teisuke Kitayama President	Takeshi Kunibe Representative Director and President
Amount of Capital	JPY 1,420,877 million (As of March 31, 2008)	JPY 100 million
Total Number of Issued Shares	Common stock: 7,733,653.77 shares (As of March 31, 2008) Preferred stock: 120,101 shares (As of March 31, 2008)	Common Stock: 200 shares
Net Assets	JPY 5,224,076 million (consolidated) (As of March 31, 2008)	JPY 200 million (non-consolidated)

Total Assets	JPY 111,955,918 million (consolidated) (As of March 31, 2008)	JPY 200 million (non-consolidated)
Fiscal Year End	March 31	March 31
Major Shareholders and Shareholding Ratio (Note 2)	The Master Trust Bank of Japan, Ltd. (trust account) (6.37%) Japan Trustee Services Bank, Ltd. (trust account) (6.31%) Nippon Life Insurance Company (1.99%) State Street Bank and Trust Company (Standing agent: Mizuho Corporate Bank, Ltd., Kabutocho Custody & Proxy Department) (1.84%) State Street Bank and Trust Company 505103 (Standing agent: Mizuho Corporate Bank, Ltd., Kabutocho Custody & Proxy Department) (1.66%) (As of March 31, 2008)	Sumitomo Mitsui Financial Group, Inc. (100.00%)

(Note 1) All data concerning SMFG Card & Credit, Inc., presented in the above table are as of October 1, 2008 (prospect).

(Note 2) The major shareholders on the table are major holders of common stock.

4. Outline of Business subject to Corporate Split

(1) Description of the Business subject to Corporate Split

Control and management by SMFG of SMCC, CF, OMC and QUOQ.

(2) Items and Amounts of Assets and Liabilities subject to Corporate Split

(JPY millions; estimates as of September 29, 2008)

Assets		Liabilities	
Item	Book Value	Item	Book Value
Fixed Assets	117,556		—
Total	117,556	Total	—

5. Status of Successor Company

Trade Name	SMFG Card & Credit, Inc.
Description of Business	Management and administration of subsidiaries and affiliates etc.
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Takeshi Kunibe, Representative Director and President
Amount of Capital	JPY 100 million
Fiscal Year End	March 31

6. Status of Listed Company after Corporate Split

Trade Name	Sumitomo Mitsui Financial Group, Inc.
Description of Business	Management and administration of banks and other companies which it is permitted to hold as its subsidiaries under the Banking Law; and other businesses incidental to the foregoing
Location of Head Office	1-2, Yuraku-cho 1-chome, Chiyoda-ku, Tokyo
Name and Title of Representative	Teisuke Kitayama, President
Amount of Capital	JPY 1,420,877 million
Fiscal Year End	March 31

7. Earnings Forecasts

The Corporate Split II will not have any impact on the consolidated results of SMFG.

END