

January 31, 2012

To: whom it may concern

Sumitomo Mitsui Trust Holdings, Inc.  
(Securities Code: 8309; TSE, OSE, NSE)  
The Sumitomo Trust and Banking Co., Ltd.

### **Notice Regarding Acquisition of Shares of Japan Securities Agents, Ltd.**

The Sumitomo Trust and Banking Co., Ltd. (Chairman of the Board and President: Hitoshi Tsunekage; hereinafter “STB”) hereby announces that the board of directors of STB resolved today to acquire 85.1% of the issued shares of Japan Securities Agents, Ltd. (Representative Director and President: Toshihiko Fukuyama; hereinafter “Japan Securities Agents”), which is a wholly-owned subsidiary of JBIS Holdings, Inc. (Representative Director and President: Masana Uchiike; hereinafter “JBISHD”) (that acquisition, hereinafter the “Share Acquisition”), subject to regulatory approvals and permits.

#### **1. Purpose of the Share Acquisition**

Japan Securities Agents is an independent stock transfer agent that has existing clients including in particular major regional banks.

In 2002, STB and Japan Securities Agents jointly established a company specializing in system development and management and data processing for stock transfer agency business operations to streamline stock transfer agency operations and to increase competitiveness, and by delegating their operations to the company, both STB and Japan Securities Agents have worked towards improving service levels for their clients.

As the business environment surrounding stock transfer agency business continued to be severe since the computerization of the stock certificates, the JBISHD group has been seeking to restructure its business, and there has been a request from JBISHD regarding the transfer of shares of Japan Securities Agents. STB has decided to carry out the Share Acquisition in order to further improve its client service by combining the expertise of both companies and exploiting economies of scale.

Japan Securities Agents will retain its independence in operation while continuing to operate under the trade name of “Japan Securities Agents, Ltd.” and plans to further improve its services with service-related and personnel-related support by STB.

In addition, Japan Securities Finance Co., Ltd. (President and Representative Director: Minoru Masubuchi; hereinafter “Japan Securities Finance”) will acquire 14.9% of Japan Securities Agents’ issued shares from JBISHD, and Japan Securities Agents will benefit mainly from personnel-related support by Japan Securities Finance.

The aggregate number of shareholders subject to registry administration by Sumitomo Mitsui Trust Group and Japan Securities Agents combined is 23,216 thousand (as of the end of September, 2011), and this will make Sumitomo Mitsui Trust Group the largest shareholder registry administrator in the industry.

## 2. Outline of the company whose shares are to be acquired

(1) Name	Japan Securities Agents, Ltd.
(2) Address	2-4, Nihonbashi-Kayabacho 1-chome, Chuo-ku, Tokyo
(3) Representative	Representative Director and President: Toshihiko Fukuyama
(4) Main businesses	Shareholder registry administrator (stock transfer agency) services, account management institution services, etc.
(5) Capital	JPY 0.5 billion
(6) Date of establishment	September 13, 1950
(7) Main shareholder	JBIS Holdings, Inc.: 100%
(8) Relationships with other companies	
Capital relationships	There is no capital relationship to be noted between STB and Japan Securities Agents. Japan Securities Agents has invested in a subsidiary of STB (Japan TA Solution Company, Limited).
Personnel relationships	There is no personnel relationship to be noted between STB and Japan Securities Agents. Eleven officers and employees of Japan Securities Agents have been seconded to a subsidiary of STB (Japan TA Solution Company, Limited).
Transactional relationships	STB delegates to Japan Securities Agents administrative services relating to securities, etc. Japan Securities Agents delegates to a subsidiary of STB (Japan TA Solution Company, Limited) system operations, data processing services relating to stock transfer agency, etc.
Relevant facts regarding related parties	Japan Securities Agents is not a related party of STB. A related company of Japan Securities Agents (Japan TA Solution Company, Limited) is a subsidiary of STB.

## (9) Operating results of the company whose shares are to be acquired

	Fiscal year ending March 2010 (Non-consolidated)	Fiscal year ending March 2011 (Non-consolidated)
Net sales	JPY 4,079 million	JPY 3,497 million
Ordinary income	(JPY 1,509 million)	(JPY 437 million)
Net income	(JPY 2,309 million)	(JPY 492 million)
Net assets	JPY 6,260 million	JPY 5,289 million
Total assets	JPY 8,473 million	JPY 6,966 million

\*Note: Figures in parentheses indicate negative amounts.

### 3. Outline of the company from which shares will be acquired

(1) Name	JBIS Holdings, Inc.
(2) Address	5-4, Fukuzumi 2-chome, Koto-ku, Tokyo
(3) Representative	Representative Director and President: Masana Uchiike
(4) Main businesses	Strategy planning, and overall management of group subsidiaries that operate information services, stock transfer agency services, etc.
(5) Capital	JPY 3.0 billion
(6) Date of establishment	October 2, 2006
(7) Main shareholder	Japan Securities Finance Co., Ltd.: 32.3%
(8) Relationships with other companies	
Capital relationships	There is no capital relationship to be noted between STB and JBISHD. A subsidiary of JBISHD (Japan Securities Agents) has invested in a subsidiary of STB (Japan TA Solution Company, Limited).
Personnel relationships	There is no personnel relationship to be noted between STB and JBISHD. Eleven officers and employees of a subsidiary of JBISHD (Japan Securities Agents) have been seconded to a subsidiary of STB (Japan TA Solution Company, Limited).
Transactional relationships	STB delegates to a subsidiary of JBISHD administrative services relating to securities, etc. A subsidiary of JBISHD (Japan Securities Agents) delegates to a subsidiary of STB (Japan TA Solution Company, Limited) system operations, data processing services relating to stock transfer agency, etc.
Relevant facts regarding related parties	JBISHD is not a related party of STB. A related company of JBISHD (Japan TA Solution Company, Limited) is a subsidiary of STB.

### 4. Outline and schedule of the Share Acquisition

#### (1) Outline of the Share Acquisition

The Share Acquisition will be carried out in the manner set out below.

STB and Japan Securities Finance plan to acquire 85.1% and 14.9%, respectively, of Japan Securities Agents' issued shares from JBISHD on April 2, 2012.

The acquisition price paid by STB is expected to be approximately 1.0 billion yen, based on the evaluation by a third party.

(2) Schedule (planned)

January 31, 2012: Execution of share transfer agreement

April 2, 2012: Transfer of shares

5. Future outlook

The Share Acquisition will have no effect on the earnings forecast of Sumitomo Mitsui Trust Holdings, Inc. or STB for the fiscal year ending March 2012.

End

For further information, please contact:  
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