

To whom it may concern

Sumitomo Mitsui Trust Holdings, Inc.
(Securities Code: 8309; TSE, OSE, NSE)
Sumitomo Mitsui Trust Bank, Limited

**Notice regarding Acquisition of Overseas Fund Service Providing Companies and
Global Custody Companies**

Sumitomo Mitsui Trust Bank, Limited (President: Hitoshi Tsunekage; hereinafter “SMTB”) hereby announces that SMTB has executed a share purchase agreement today with Daiwa Securities Group Inc. (President and CEO: Takashi Hibino; hereinafter “DSGI”) to acquire 100% of the issued shares of each of Daiwa Securities Trust & Banking (Europe) PLC (hereinafter “DSTBE”) and Daiwa Securities Trust Europe Limited (hereinafter “DSTEL”), which are wholly-owned subsidiaries of DSGI (that acquisition, “Share Acquisition”; however, Share Acquisition excludes DSTBE’s subsidiary in the United States), subject to the approval of the relevant authorities.

1. Purpose of Share Acquisition

DSTBE, based in the United Kingdom, offers custody services mainly for Daiwa Securities Group companies, and DSTEL, as an Ireland-based holding company of fund service providing business, offers fund administration services and trustee services mainly to overseas hedge fund companies through the subsidiaries of DSTEL.

SMTB Group offers custody services mainly for clients in Japan, and through the opportunity provided by Share Acquisition, it intends to newly expand into the field of providing fund services to overseas hedge fund companies. SMTB Group will explore offering clients in Japan comprehensive overseas asset administration services, including fund administration services, by enhancing the fund service providing functions of the DSTEL Group companies and the existing custody service functions of the SMTB Group companies.

2. Outline of companies whose shares are to be acquired

(1) Daiwa Securities Trust & Banking (Europe) PLC

(i) Name	Daiwa Securities Trust & Banking (Europe) PLC
(ii) Location	London, England
(iii) Representative	Tsutomu Yamabe, CEO
(iv) Main businesses	Custody services
(v) Capital stock	GBP 24,999 thousand (JPY 3,053 million; JPY conversion rate (as of May 31, 2012): GBP 1 = JPY 122.13)
(vi) Date of establishment	March 6, 1986
(vii) Main shareholder and proportion of shares held	Daiwa Securities Group Inc.: 100%
(viii) Relationships with other companies	
Capital relationships	There is no capital relationship to be particularly noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Trust & Banking (Europe) PLC.
Personnel relationships	There is no personnel relationship to be particularly noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Trust & Banking (Europe) PLC.

Business relationships	There is no business relationship to be particularly noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Trust & Banking (Europe) PLC.
Relevant facts regarding related parties	Daiwa Securities Trust & Banking (Europe) PLC is not a related party of Sumitomo Mitsui Trust Bank, Limited.

(ix) Operating results of company whose shares are to be acquired
(JPY conversion rates (as of May 31, 2012): GBP 1 = JPY 122.13; USD 1 = JPY 78.94)

	Non-consolidated results for fiscal year ended March 2011	Non-consolidated results for fiscal year ended March 2012
Net sales	GBP 5,684 thousand (JPY 694 million)	GBP 5,191 thousand (JPY 634 million)
Ordinary income	GBP 1,402 thousand (JPY 171 million)	GBP 783 thousand (JPY 95 million)
Net income	GBP 980 thousand (JPY 119 million)	GBP 500 thousand (JPY 61 million)
Net assets	GBP 40,401 thousand (JPY 4,934 million)	GBP 28,902 thousand (JPY 3,529 million)
Total assets	GBP 61,060 thousand (JPY 7,457 million)	GBP 49,061 thousand (JPY 5,991 million)
Assets under custody	USD 33,382 million (JPY 2,635.1 billion)	USD 30,289 million (JPY 2,391.0 billion)

(2) Daiwa Securities Trust Europe Limited

(i) Name	Daiwa Securities Trust Europe Limited
(ii) Location	Dublin, Ireland
(iii) Representative	Tsutomu Yamabe, CEO
(iv) Main businesses	Holding company business of financial subsidiaries
(v) Capital stock	EUR 15,000 thousand (JPY 1,464 million; JPY conversion rate (as of May 31, 2012): EUR 1 = JPY 97.62)
(vi) Date of establishment	June 1, 2004
(vii) Main shareholder and proportion of shares held	Daiwa Securities Group Inc.: 100%
(viii) Relationships with other companies	
Capital relationships	There is no capital relationship to be particularly noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Trust Europe Limited.
Personnel relationships	There is no personnel relationship to be particularly noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Trust Europe Limited.
Business relationships	A subsidiary of Sumitomo Mitsui Trust Bank, Limited (Sumitomo Mitsui Trust (Hong Kong) Limited) delegates fund administration services to Daiwa Securities Trust Europe Limited.
Relevant facts regarding related parties	Daiwa Securities Trust Europe Limited is not a related party of Sumitomo Mitsui Trust Bank, Limited.

(ix) Operating results of company whose shares are to be acquired
(JPY conversion rates (as of May 31, 2012): EUR 1 = JPY 97.62; USD 1 = JPY 78.94)

	Consolidated results for fiscal year ended March 2011	Consolidated results for fiscal year ended March 2012
Net sales	EUR 16,403 thousand (JPY 1,601 million)	EUR 16,452 thousand (JPY 1,606 million)
Ordinary income	EUR -1,132 thousand (JPY -110 million)	EUR -306 thousand (JPY -29 million)
Net income	EUR -1,184 thousand (JPY -115 million)	EUR -303 thousand (JPY -29 million)
Net assets	EUR 18,376 thousand (JPY 1,793 million)	EUR 18,073 thousand (JPY 1,764 million)
Total assets	EUR 19,686 thousand (JPY 1,921 million)	EUR 19,483 thousand (JPY 1,901 million)
Assets under administration	USD 21,424 million (JPY 1,691.2 billion)	USD 21,292 million (JPY 1,680.8 billion)

*Note: Figures denoted with a “-” symbol (subtraction symbol) in the table above indicate negative amounts.

3. Outline of company from which shares will be acquired

(1) Name	Daiwa Securities Group Inc.	
(2) Location	1-9-1 Marunouchi, Chiyoda-ku, Tokyo	
(3) Representative	Takashi Hibino, President and CEO	
(4) Main businesses	Holding company business of financial subsidiaries	
(5) Capital stock	JPY 247.3 billion	
(6) Date of establishment	April 26, 1999	
(7) Main shareholders and proportions of shares held	(As of March 31, 2012)	
	Shareholder name	No. of shares (percentage held)
	State Street Bank and Trust Company 505223	124,357 thousand shares (7.25%)
	Japan Trustee Services Bank, Ltd., Trust Account	65,527 thousand shares (3.82%)
	The Master Trust Bank of Japan, Ltd., Trust Account	59,548 thousand shares (3.47%)
	SSBT OD05 Omnibus Account - Treaty Clients	44,154 thousand shares (2.57%)
	State Street Bank and Trust Company	42,382 thousand shares (2.47%)
	Sumitomo Mitsui Banking Corporation	30,328 thousand shares (1.76%)
	State Street Bank and Trust Company	26,812 thousand shares (1.56%)
	State Street Bank and Trust Client Omnibus Account OM02	25,457 thousand shares (1.48%)
	Japan Trustee Services Bank, Ltd. (The Sumitomo Trust & Banking Retirement Benefit Account)	24,888 thousand shares (1.45%)
	The Master Trust Bank of Japan, Ltd., ESOP (ESOP Trust Account 75404)	23,681 thousand shares (1.38%)

(8) Relationships with other companies	
Capital relationships	Sumitomo Mitsui Trust Bank, Limited holds the proxy voting rights for 24,888 thousand shares of common stock of Daiwa Securities Group Inc. (which are deemed to be held). Apart from such rights, there is no capital relationship to be specially noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Group Inc.
Personnel relationships	There is no personnel relationship to be particularly noted between Sumitomo Mitsui Trust Bank, Limited and Daiwa Securities Group Inc.
Business relationships	Sumitomo Mitsui Trust Bank, Limited carries out transactions through which it provides Daiwa Securities Group Inc. with banking services, trust-related services and certain other services as well as those through which it receives provision of securities-related services and certain other services from Daiwa Securities Group Inc.
Relevant facts regarding related parties	Daiwa Securities Group Inc. is not a related party of Sumitomo Mitsui Trust Bank, Limited.

4. Outline and schedule related to the transfer of subsidiaries

(1) Outline of the transfer of subsidiaries

Share Acquisition will be carried out in the manner set out below:

After the payment of dividends from DSTBE and DSTEL to DSGI and certain other procedures, SMTB plans to acquire 100% of issued shares of DSTBE and DSTEL from DSGI on November 1, 2012. However, Daiwa Securities Trust Company, which is currently a subsidiary of DSTBE in the US, will not be subject to Share Acquisition.

The acquisition price paid by SMTB is expected to be approximately equivalent to JPY 3.0 billion, based on the related valuation by a third party (it is being estimated that an amount of approximately JPY 1.9 billion will be recorded as goodwill).

(2) Schedule (planned)

June 28, 2012:	Execution of the share purchase agreement
November 1, 2012:	Transfer of shares

5. Future outlook

Share Acquisition will have no effects on the disclosed earnings forecasts of Sumitomo Mitsui Trust Holdings, Inc. or SMTB for the fiscal year ended March 2013.

For further information, please contact:

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