

July 31, 2014

To whom it may concern

Sumitomo Mitsui Trust Holdings, Inc.
(Securities Code: 8309 TSE, NSE)

Notice regarding Acquisition and Cancellation of
First Series of Class VII Preferred Stock

Sumitomo Mitsui Trust Holdings, Inc. (President: Kunitaro Kitamura; hereinafter “SMTH”) hereby announces that its Board of Directors resolved at the meeting held today to acquire all of the shares of its First Series of Class VII Preferred Stock pursuant to the provisions of Article 19, Paragraph 2 of the Articles of Incorporation of SMTH and Section 7 of the terms and conditions of such preferred stock, on the condition that interim dividend (JPY 21.15 per share) will be paid on such shares in advance, and to cancel all of the shares to be acquired, if so acquired, pursuant to the provision of Article 178 of the Companies Act.

1. Details of Acquisition

(1) Class of Shares to be Acquired	: First Series of Class VII Preferred Stock
(2) Total Number of Shares to be Acquired	: 109,000,000 shares
(3) Acquisition Price	: JPY 1,000.06 per share (Note)
(4) Total Amount of Acquisition	: JPY 109,006,540,000
(5) Acquisition Date	: October 1, 2014

(Note) (i) 1,000 yen + (ii) 0.06 yen

where:

(i) The amount paid in per share of the preferred stock.

(ii) The amount of the deemed accrued dividend (21.21 yen* - 21.15 yen**).

*21.21yen (calculated as follows; rounded off to the third decimal point):

42.30 yen (the annual amount of preferred dividend per share) x 183 days (the number of days during the period from and including April 1, 2014 up to and including September 30, 2014) / 365 days

**21.15 yen: The amount of interim dividend per share to be paid in advance on the acquisition date.

2. Details of Cancellation

- (1) Class of Shares to be Cancelled : First Series of Class VII Preferred Stock
- (2) Total Number of Shares to be Cancelled : 109,000,000 shares
(all of the First Series of Class VII Preferred Stock to be acquired, as described in 1. above)
- (3) Effective Date : October 1, 2014
- (4) Cancellation is conditional on SMTH's acquisition of all of the First Series of Class VII Preferred Stock as described in 1 above.

Disclaimer:

This document is prepared for the purpose of public disclosure about the notice regarding Acquisition and Cancellation of First Series of Class VII Preferred Stock by SMTH and is not for the purpose of soliciting investment or engaging in any other similar activities within or outside of Japan.

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