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

Notice regarding Change in the Number of Shares Constituting One Unit, Consolidation of Shares and Partial Amendments to the Articles of Incorporation

Sumitomo Mitsui Trust Holdings, Inc. (hereinafter, "SuMi TRUST Holdings") hereby announces as follows that it resolved at the board of directors meeting held today to submit a proposal for "Change in the Number of Shares Constituting One Unit", "Consolidation of Shares" and "Partial Amendments to the Articles of Incorporation", at the ordinary general meeting of shareholders for the 5th fiscal period to be held on June 29, 2016.

Please note that the board of directors meeting also resolved to submit a proposal for these matters at the class shareholders meeting of common shareholders.

Part I. Change in the Number of Shares Constituting One Unit

1. Reason for change

Japanese stock exchanges have been working to promote standardization of one (1) trading unit into a unit of one hundred (100) shares based on "the Action Plan for Consolidating Trading Units". Based on the purpose of such promotion, SuMi TRUST Holdings shall change its number of shares constituting one unit as one trading unit from one thousand (1,000) shares to one hundred (100) shares as of October 1, 2016.

2. Details of change

SuMi TRUST Holdings changes its number of shares constituting one unit with regard to all classes of shares from one thousand (1,000) shares to one hundred (100) shares as of October 1, 2016.

3. Terms of change

The change in the number of shares constituting one unit shall be effective as of October 1, 2016, upon the approvals of the ordinary general meeting of shareholders and the class shareholders meeting of common shareholders to be held on June 29, 2016, with respect to the agenda pertaining to "Part II. Consolidation of Shares" and "Part III. Partial Amendments to the Articles of Incorporation" below.

Part II. Consolidation of Shares

1. Purpose of consolidation

As stated in "Part I. Change in the Number of Shares Constituting One Unit" above, upon changing its number of shares constituting one unit from one thousand (1,000) shares to one hundred (100) shares, SuMi TRUST Holdings has decided to consolidate its shares on the basis of one (1) share for every ten (10) shares (hereinafter, "the Consolidation") in order to keep the level of the price of the stock per one trading unit, after the change in the number of shares constituting one unit.

2. Details of consolidation

- (1) Type of shares subject to the Consolidation:
 - Common stocks
- (2) Method and ratio of the Consolidation:

The Consolidation shall be executed as of October 1, 2016, at a ratio of one (1) share for each ten (10) shares owned by shareholders who are listed or recorded in the shareholder register as of the close of

(3) Share reduction resulting from the Consolidation:

Total number of issued shares before the	Common Stocks	3,903,486,408 shares
Consolidation (as of March 31, 2016)		
Number of Shares decrease due to the	Common Stocks	3,513,137,768 shares
Consolidation (Note)		
Total number of issued shares after the	Common Stocks	390,348,640 shares
Consolidation (Note)		

(Note) "Number of Shares decrease due to the Consolidation" and "Total number of issued shares after the Consolidation", in the table above, are theoretical values calculated by multiplying "Total number of issued shares before the Consolidation", in the table above, and the ratio of the Consolidation.

Please note that, as of March 31, 2016, there are no issued preferred stocks.

(4) Total number of shares authorized to be issued after the Consolidation:

On the condition that the Consolidation takes effect, the total number of shares authorized to be issued will be changed to eight hundred and ninety million (890,000,000) shares (before the Consolidation: eight billion and nine hundred million (8,900,000,000) shares). For the details, please refer to "Part III. Partial Amendments to the Articles of Incorporation" below.

(5) Influence, etc. of the Consolidation:

By the Consolidation, the total number of issued shares of SuMi TRUST Holdings will be decreased to one-tenth; however, the amount of net assets per share will be increased by ten times because the net assets, etc., will not be changed. Therefore, the asset value of the shares of SuMi TRUST Holdings will not fluctuate except for other factors such as stock market volatility.

3. Treatment when there is less than one share

If fractional shares of less than one share arise as a result of the Consolidation, such shares shall be subject to a bulk sale in accordance with Article 235 of the Companies Act. The proceeds of the said sale shall be distributed to the target shareholders in proportion to their respective fractional shares.

4. Decrease in number of shareholders due to the Consolidation

Shareholder composition as of March 31, 2016 is as follows.

	Shareholders (rati	(0)	Shares owned (ra	tio)
Total number of shareholders	72,001	(100.0%)	3,903,486,408	(100.0%)
Shareholders who hold less than 10 shares	617	(0.9%)	1,495	(0.1%)
Shareholders who hold 10 or more shares	71,384	(99.1%)	3,903,484,913	(99.9%)

Due to the Consolidation, the 617 shareholders who each hold less than ten shares (the total number of the shares held by such shareholders is 1,495 shares as of March 31, 2016) would lose their status as shareholders.

Please note that such shareholders may, in accordance with Article 194, Paragraph 1 of the Companies Act and Article 8 of the Articles of Incorporation, request SuMi TRUST Holdings to sell to them the number of shares needed to make up one unit by adding to their shares that are less than one unit by September 13, 2016, which is prior to the effective date of the Consolidation. In addition, please also note that such shareholders may, in accordance with Article 192, Paragraph 1 of the same Act, request that SuMi TRUST Holdings purchase from them their shares that are less than one unit by September 26, 2016. For details, please contact your securities company or SuMi TRUST Holdings' shareholder registry administrator.

5. Adjustment of strike price of stock acquisition rights

Due to the Consolidation, strike price per share of stock acquisition rights issued by SuMi TRUST Holdings shall

be adjusted as follows on and after October 1, 2016.

Date of resolution for issuance (Grantees)	Strike Price before	Strike Price after
	Adjustment	Adjustment
The First Series of Stock Acquisition Rights	JPY 400	JPY 4,000
Resolution of the Board of Directors on June 29, 2011		
(Directors and executive officers of SuMi TRUST Holdings		
and Sumitomo Mitsui Trust Bank, Limited)		
The Second Series of Stock Acquisition Rights	JPY 400	JPY 4,000
Resolution of the Board of Directors on June 28, 2012		
(Directors and executive officers of SuMi TRUST Holdings		
and Sumitomo Mitsui Trust Bank, Limited)		
The Third Series of Stock Acquisition Rights	JPY 519	JPY 5,190
Resolution of the Board of Directors on June 27, 2013		
(Directors and executive officers of SuMi TRUST Holdings		
and Sumitomo Mitsui Trust Bank, Limited)		

Please note that there shall be no adjustment of strike price for the Fourth Series of Stock Acquisition Rights (Resolution of the Board of Directors on June 27, 2014) and the Fifth Series of Stock Acquisition Rights (Resolution of the Board of Directors on June 26, 2015).

6. Terms of consolidation

The Consolidation shall be effective as of October 1, 2016, upon the approvals of the ordinary general meeting of shareholders and the class shareholders meeting of common shareholders to be held on June 29, 2016, with respect to the agenda pertaining to the Consolidation and "Part III. Partial Amendments to the Articles of Incorporation" below.

Part III. Partial Amendments to the Articles of Incorporation

1. Purpose of amendments

As stated in "Part I. Change in the Number of Shares Constituting One Unit" above, SuMi TRUST Holdings shall change the number of shares constituting one unit with regard to all classes of shares provided in Article 7 of the Articles of Incorporation to one hundred (100) shares based on the purpose of "the Action Plan for Consolidating Trading Units" promoted by Japanese stock exchanges. In addition, by taking the decrease of the total number of issued shares resulting from the Consolidation, as stated in "Part II. Consolidation of Shares" above, into consideration, SuMi TRUST Holdings shall amend (i) the total number of shares authorized to be issued, as provided in Article 6 of the Articles of Incorporation, (ii) the preferred dividends related to preferred stocks, as provided in Article 15 of the Articles of Incorporation.

2. Details of amendments

Details are as follows:

A comparative table of the current Articles of Incorporation and proposed amendments (The underlined portions indicate amendments.)

CHAPTER II. SHARES

Article 6. (Total number of Shares Authorized to be Issued)

The total number of shares authorized to be issued by the Company shall be eight billion and nine hundred million (8,900,000,000) shares, and the total number of shares of each class authorized to be issued shall be as set forth below; provided, however, that (i) the total number of shares authorized to be issued with respect to the First through Fourth series of Class VIII preferred stock (hereinafter collectively referred to as "Class VIII preferred stock"), the First through Fourth series of Class XI preferred stock (hereinafter collectively referred to as "Class XI preferred stock") and the First through Fourth series of Class XII preferred stock (hereinafter collectively referred to as "Class XII preferred stock") shall not exceed one hundred million (100,000,000) shares in total, (ii) the total number of shares authorized to be issued with respect to the First through Fourth series of Class IX preferred stock (hereinafter collectively referred to as "Class IX preferred stock"), the First through Fourth series of Class XIII preferred stock (hereinafter collectively referred to as "Class XIII preferred stock") and the First through Fourth series of Class XIV preferred stock (hereinafter collectively referred to as "Class XIV preferred stock") shall not exceed one hundred million (100,000,000) shares in total, and (iii) the total number of shares authorized to be issued with respect to the First through Fourth series of Class X preferred stock (hereinafter collectively referred to as "Class X preferred stock"), the First through Fourth series of Class XV preferred stock (hereinafter collectively referred to as "Class XV preferred stock") and the First through Fourth series of Class XVI preferred stock (hereinafter collectively referred to as "Class XVI preferred stock") shall not exceed two hundred million (200,000,000) shares in total (hereinafter, Class VIII preferred stock, Class IX preferred stock, Class X preferred Stock, Class XI preferred stock, Class XII preferred stock, Class XIII preferred stock, Class XIV preferred stock, Class XV preferred stock and Class XVI preferred stock shall collectively be referred to as "Preferred Stock").

Common stock: <u>8,500,000,000</u> shares

First series of Class VIII preferred stock: <u>100,000,000</u>

shares

Second series of Class VIII preferred

CHAPTER II. SHARES

Article 6. (Total number of Shares Authorized to be Issued)

The total number of shares authorized to be issued by the Company shall be eight hundred and ninety million (890,000,000) shares, and the total number of shares of each class authorized to be issued shall be as set forth below; provided, however, that (i) the total number of shares authorized to be issued with respect to the First through Fourth series of Class VIII preferred stock (hereinafter collectively referred to as "Class VIII preferred stock"), the First through Fourth series of Class XI preferred stock (hereinafter collectively referred to as "Class XI preferred stock") and the First through Fourth series of Class XII preferred stock (hereinafter collectively referred to as "Class XII preferred stock") shall not exceed ten million (10,000,000) shares in total, (ii) the total number of shares authorized to be issued with respect to the First through Fourth series of Class IX preferred stock (hereinafter collectively referred to as "Class IX preferred stock"), the First through Fourth series of Class XIII preferred stock (hereinafter collectively referred to as "Class XIII preferred stock") and the First through Fourth series of Class XIV preferred stock (hereinafter collectively referred to as "Class XIV preferred stock") shall not exceed ten million (10,000,000) shares in total, and (iii) the total number of shares authorized to be issued with respect to the First through Fourth series of Class X preferred stock (hereinafter collectively referred to as "Class X preferred stock"), the First through Fourth series of Class XV preferred stock (hereinafter collectively referred to as "Class XV preferred stock") and the First through Fourth series of Class XVI preferred stock (hereinafter collectively referred to as "Class XVI preferred stock") shall not exceed twenty million (20,000,000) shares in total (hereinafter, Class VIII preferred stock, Class IX preferred stock, Class X preferred Stock, Class XI preferred stock, Class XII preferred stock, Class XIII preferred stock, Class XIV preferred stock, Class XV preferred stock and Class XVI preferred stock shall collectively be referred to as "Preferred Stock").

Common stock: <u>850,000,000</u> shares

First series of Class VIII preferred stock: <u>10,000,000</u>

shares

Second series of Class VIII preferred

Current Articles of Incorporation	Proposed Amendments
stock: <u>100,000,000</u> shares	stock: <u>10,000,000</u> shares
Third series of Class XIV preferred	Third series of Class XIV preferred stock: <u>10,000,000</u>
stock: <u>100,000,000</u> shares	shares
Fourth series of Class XIV preferred	Fourth series of Class XIV preferred stock: <u>10,000,000</u>
stock: <u>100,000,000</u> shares	shares
First series of Class XV preferred stock: 200,000,000	First series of Class XV preferred stock: 20,000,000
shares	shares
Second series of Class XV preferred	Second series of Class XV preferred stock: 20,000,000
stock: <u>200,000,000</u> shares	shares
Third series of Class XV preferred stock: 200,000,000	Third series of Class XV preferred stock: 20,000,000
shares	shares
Fourth series of Class XV preferred	Fourth series of Class XV preferred stock: 20,000,000
stock: <u>200,000,000</u> shares	shares
First series of Class XVI preferred stock: <u>200,000,000</u>	First series of Class XVI preferred stock: 20,000,000
shares	shares
Second series of Class XVI preferred	Second series of Class XVI preferred
stock: <u>200,000,000</u> shares	stock: <u>20,000,000</u> shares
Third series of Class XVI preferred	Third series of Class XVI preferred stock: <u>20,000,000</u>
stock: <u>200,000,000</u> shares	shares
Fourth series of Class XVI preferred	Fourth series of Class XVI preferred stock: 20,000,000
stock: <u>200,000,000</u> shares	shares
Article 7. (Number of Shares Constituting One Unit)	Article 7. (Number of Shares Constituting One Unit)
The number of shares constituting one unit of shares	The number of shares constituting one unit of shares

CHAPTER III. PREFERRED STOCK

of the Company shall, with respect to all classes of

Article 12. (Preferred Dividends)

shares, be one thousand (1,000) shares.

1 In the case of payment of dividends from surplus as provided for in Article 55, Paragraph 1 hereof, the Company shall pay to the holders of shares of preferred stock (hereinafter referred to as the "Preferred Shareholders") or registered stock pledgees with respect to shares of preferred stock (hereinafter referred to as the "Registered Preferred Stock Pledgees"), in preference to the holders of shares of common stock (hereinafter referred to as the "Common Shareholders") or registered stock pledgees with respect to shares of common stock (hereinafter referred to as the "Registered Common Stock Pledgees") cash dividends from surplus in an amount as provided below (hereinafter referred to as the "Preferred Dividends"); provided, however, that if all or part of the Preferred Interim Dividends as provided for in the next Article or all or part of the Extraordinary Preferred Dividends as provided for in Article 14 have been paid at the record date belonging to the fiscal year which includes the dividend record date, the amount so paid shall be

CHAPTER III. PREFERRED STOCK

of the Company shall, with respect to all classes of

Article 12. (Preferred Dividends)

shares, be one hundred (100) shares.

1 In the case of payment of dividends from surplus as provided for in Article 55, Paragraph 1 hereof, the Company shall pay to the holders of shares of preferred stock (hereinafter referred to as the "Preferred Shareholders") or registered stock pledgees with respect to shares of preferred stock (hereinafter referred to as the "Registered Preferred Stock Pledgees"), in preference to the holders of shares of common stock (hereinafter referred to as the "Common Shareholders") or registered stock pledgees with respect to shares of common stock (hereinafter referred to as the "Registered Common Stock Pledgees") cash dividends from surplus in an amount as provided below (hereinafter referred to as the "Preferred Dividends"); provided, however, that if all or part of the Preferred Interim Dividends as provided for in the next Article or all or part of the Extraordinary Preferred Dividends as provided for in Article 14 have been paid at the record date belonging to the fiscal year which includes the dividend record date, the amount so paid shall be

Current Articles of Incorporation

subtracted from the Preferred Dividends:

Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock:

For each share of each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock and each series of Class XIV preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one hundred (100) yen per annum.

Each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:

For each share of each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to <u>one hundred and fifty (150)</u> yen per annum.

- 2 If the amount of dividends from surplus paid to the Preferred Shareholders or the Registered Preferred Stock 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 Company shall not pay dividends in excess of the amount of the Preferred Dividends to the Preferred Shareholders or the Registered Preferred Stock Pledgees.

Article 15. (*Distribution of Residual Assets*)

- 1 In the case of distribution of residual assets, the Company shall pay one thousand (1,000) yen for each share of each class of Preferred Stock to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common Stock Pledgees;
- 2 Other than a distribution provided for in the preceding Paragraph, no liquidation distribution of residual assets shall be made to the Preferred Shareholders or the Registered Preferred Stock

Proposed Amendments

subtracted from the Preferred Dividends:

Each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock:

For each share of each series of Class VIII preferred stock, each series of Class IX preferred stock, each series of Class XI preferred stock, each series of Class XII preferred stock, each series of Class XIII preferred stock and each series of Class XIV preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one thousand (1,000) yen per annum.

Each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock:

For each share of each series of Class X preferred stock, each series of Class XV preferred stock and each series of Class XVI preferred stock, the amount to be determined by a resolution of the Board of Directors prior to the issuance, up to one thousand and five hundred (1,500) yen per annum.

- 2 If the amount of dividends from surplus paid to the Preferred Shareholders or the Registered Preferred Stock 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 Company shall not pay dividends in excess of the amount of the Preferred Dividends to the Preferred Shareholders or the Registered Preferred Stock Pledgees.

Article 15. (Distribution of Residual Assets)

- 1 In the case of distribution of residual assets, the Company shall pay ten thousand (10,000) yen for each share of each class of Preferred Stock to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common Stock Pledgees;
- 2 Other than a distribution provided for in the preceding Paragraph, no liquidation distribution of residual assets shall be made to the Preferred Shareholders or the Registered Preferred Stock

Current Articles of Incorporation	Proposed Amendments
Pledgees.	Pledgees.

3. Terms of amendments

The partial amendments to the Articles of Incorporation shall be effective as of October 1, 2016, upon the approvals of the ordinary general meeting of shareholders and the class shareholders meeting of common shareholders to be held on June 29, 2016, with respect to the agenda pertaining to the partial amendments to the Articles of Incorporation and "Part II. Consolidation of Shares" above.

Part IV. Schedule

Date of resolution of the Board of Directors May 12, 2016 Date of resolutions of the ordinary general meeting June 29, 2016 (Scheduled) of shareholders and the class shareholders meeting of common shareholders Public notice of the Consolidation September 15, 2016 (Scheduled) Final date of trading using 1,000 shares as one unit September 27, 2016 (Scheduled) First date of trading using 100 shares as one unit September 28, 2016 (Scheduled) Effective date of the Change in the Number of October 1, 2016 (Scheduled) Shares Constituting One Unit Effective date of the Consolidation October 1, 2016 (Scheduled) Effective date of the amendments to the Articles of October 1, 2016 (Scheduled) Incorporation

[Reference]

As stated above, the effective date of the change in the number of shares constituting one unit, the Consolidation, and the amendments to the Articles of Incorporation is scheduled as of October 1, 2016; however, due to procedures for book-entry transfer of shares, stock trading to be made on or after September 28, 2016, at each stock exchange shall be handled in accordance with the trading units reflecting the Consolidation (100 shares) on the premise that the aforementioned matters will come into effect.

End

For further information, please contact:

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