

May 11, 2018

To whom it may concern

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

**Notice regarding Redemption of Non-dilutive Preferred Securities,  
Dissolution of Subsidiaries and Change of Specified  
Subsidiaries**

Sumitomo Mitsui Trust Holdings, Inc. (“SuMi TRUST Holdings”) hereby announces that SuMi TRUST Holdings today decided to redeem the Non-dilutive Preferred Securities, in full, issued by CMTH Preferred Capital 6 (Cayman) Limited, a Special Purpose Subsidiary, which is an 100% direct subsidiary of SuMi TRUST Holdings, and STB Preferred Capital 4 (Cayman) Limited, a Special Purpose Subsidiary, which is an 100% in-direct subsidiary of SuMi TRUST Holdings, and decided to dissolve such Special Purpose Subsidiaries accordingly. In addition, Sumitomo Mitsui Trust Bank, Limited (“SuMi TRUST Bank”) today decided to redeem the Non-dilutive Preferred Securities, in full, issued by STB Preferred Capital 4 (Cayman) Limited, a Special Purpose Subsidiary, which is an 100% in-direct subsidiary of SuMi TRUST Holdings and 100% direct subsidiary of SuMi TRUST Bank, and decided to dissolve such Special Purpose Subsidiary accordingly.

Please be informed that both Special Purpose Subsidiaries are no longer Specified Subsidiaries of SuMi TRUST Holdings and SuMi TRUST Bank due to the redemption of the above-mentioned Non-dilutive Preferred Securities and the subsequent dissolution of both Special Purpose Subsidiaries.

1. Redemption of the Non-dilutive Preferred Securities

(1) CMTH Preferred Capital 6 (Cayman) Limited

(i) Summary of the Non-dilutive Preferred Securities to be redeemed

Issuer	CMTH Preferred Capital 6 (Cayman) Limited
Type of Security	Japanese Yen denominated non-cumulative perpetual preferred securities
Maturity	Perpetual, but redeemable for cash on each Dividend Payment Date in and after July 2018, at the option of SuMi TRUST Holdings
Dividend	3.52% per year (Fixed Rate until July 2018) Floating Rate since July 2018
Aggregate Issue Amount	¥42.0 billion
Date of Payment	February 15, 2008
Aggregate Amount to be Redeemed	¥42.0 billion
Redemption Price	¥100 million per preferred security

(ii) Scheduled Redemption Date

July 25, 2018

(2) STB Preferred Capital 4 (Cayman) Limited

(i) Summary of the Non-dilutive Preferred Securities to be redeemed

Issuer	STB Preferred Capital 4 (Cayman) Limited
Type of Security	Series A: Japanese Yen denominated non-cumulative perpetual preferred securities Series B: Japanese Yen denominated non-cumulative perpetual preferred securities
Maturity	Perpetual, but redeemable for cash on each Dividend Payment Date in and after July 2018, at the option of SuMi TRUST Bank
Dividend	Series A: 3.94% per year (Fixed Rate until July 2018) Floating Rate since July 2018 Series B: 4.44% per year (Fixed Rate until July 2018) Floating Rate since July 2018
Aggregate Issue Amount	Series A: ¥56.0 billion Series B: ¥54.0 billion
Date of Payment	June 24, 2008
Aggregate Amount to be Redeemed	Series A: ¥56.0 billion Series B: ¥54.0 billion
Redemption Price	¥10 million per preferred security

(ii) Scheduled Redemption Date

July 25, 2018

2. Dissolution of the Subsidiaries

(1) CMTH Preferred Capital 6 (Cayman) Limited

(i) Outline of the Subsidiary to be dissolved

Company Name	CMTH Preferred Capital 6 (Cayman) Limited
Location	PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
Details of Business	Issuance of Non-dilutive Preferred Securities, etc.
Date of Establishment	January 29, 2008
Number of Managements and Employees	Management: 3 Employee: N/A
Capital Stock	¥42.7 billion
Total Outstanding shares and Preferred securities	70,000 Common shares (¥10,000 per share) 420 Preferred securities (¥100 million per preferred security)
Shareholders	Common shares: 100 % owned by SuMi TRUST Holdings Preferred securities: 100% owned by entities other than SuMi TRUST Holdings

(ii) Scheduled Date of Dissolution

Liquidation is planned to be completed by the end of March 2019.

(iii) Reason for Dissolution

SuMi TRUST Holdings decided to redeem the Non-dilutive Preferred Securities issued by the above-mentioned Special Purpose Subsidiary in full in July 2018.

(iv) Effects on results of operation of SuMi TRUST Holdings

The dissolution will have no impact on the earnings forecast of SuMi TRUST Holdings for the fiscal year ending March 31, 2019.

(2) STB Preferred Capital 4 (Cayman) Limited

(i) Outline of the Subsidiary to be dissolved

Company Name	STB Preferred Capital 4 (Cayman) Limited
Location	PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
Details of Business	Issuance of Non-dilutive Preferred Securities, etc.
Date of Establishment	May 26, 2008
Number of Managements and Employees	Management: 5 Employee: N/A
Capital Stock	¥111.6 billion
Total Outstanding shares and Preferred securities	1,600,000 Common shares (¥1,000 per share) 11,000 Preferred securities (¥10 million per preferred security)
Shareholders	Common shares: 100 % owned by SuMi TRUST Bank Preferred securities: 100% owned by entities other than SuMi TRUST Bank

(ii) Scheduled Date of Dissolution

Liquidation is planned to be completed by the end of March 2019.

(iii) Reason for Dissolution

SuMi TRUST Bank decided to redeem the Non-dilutive Preferred Securities issued by the above-mentioned Special Purpose Subsidiary in full in July 2018.

(iv) Effects on results of operation of SuMi TRUST Holdings

The dissolution will have no impact on the earnings forecast of SuMi TRUST Holdings for the fiscal year ending March 31, 2019.

3. Change of the Specified Subsidiaries

(1) CMTH Preferred Capital 6 (Cayman) Limited

(i) Reason for Change

Due to the redemption of the Non-dilutive Preferred Securities, as stated above, the amount of capital stock of the Special Purpose Subsidiary, CMTH Preferred Capital 6 (Cayman) Limited falls below 10 percent of that of SuMi TRUST Holdings. Furthermore, as a result of the subsequent dissolution stated above, the Special Purpose Subsidiary will no longer be a subsidiary of SuMi TRUST Holdings.

(ii) Outline of the Specified Subsidiary to be changed

Please see above 2. Dissolution of the Subsidiaries (1) (i) Outline of the Subsidiary to be dissolved

(iii) Date of Change

July 25, 2018

(2) STB Preferred Capital 4 (Cayman) Limited

(i) Reason for Change

Due to the redemption of the Non-dilutive Preferred Securities, as stated above, the amount of capital stock of the Special Purpose Subsidiary, STB Preferred Capital 4 (Cayman) Limited falls below 10 percent of that of SuMi TRUST Holdings and SuMi TRUST Bank. Furthermore, as a result of the subsequent dissolution stated above, the Special Purpose Subsidiary will no longer be a subsidiary of SuMi TRUST Holdings and SuMi TRUST Bank.

(ii) Outline of the Specified Subsidiary to be changed

Please see above 2. Dissolution of the Subsidiaries (2) (i) Outline of the Subsidiary to be dissolved

(iii) Date of Change

July 25, 2018

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**Disclaimer:**

This document is prepared for the purpose of public disclosure about the notice regarding redemption of Non-dilutive Preferred Securities, dissolution of the subsidiary and change of the Specified Subsidiary by SuMi TRUST Holdings and is not for the purpose of soliciting investment or engaging in any other similar activities within or outside of Japan.