

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. (“SMTH”) hereby announces that SMTH held a meeting of the Board of Directors today and resolved to redeem the Non-dilutive Preferred Securities, in full, issued by MTH Preferred Capital 5 (Cayman) Limited, a Special Purpose Subsidiary, which is an 100% direct subsidiary of SMTH, and STB Preferred Capital 3 (Cayman) Limited, a Special Purpose Subsidiary, which is an 100% in-direct subsidiary of SMTH, and decided to dissolve such Special Purpose Subsidiaries accordingly. In addition, Sumitomo Mitsui Trust Bank, Limited (“SMTB”) held a meeting of the Board of Directors today and resolved to redeem the Non-dilutive Preferred Securities, in full, issued by STB Preferred Capital 3 (Cayman) Limited, a Special Purpose Subsidiary, which is an 100% in-direct subsidiary of SMTH and 100% direct subsidiary of SMTB, and decided to dissolve such Special Purpose Subsidiary accordingly.

Please be informed that both Special Purpose Subsidiaries are no longer Specified Subsidiaries of SMTH and SMTB 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) MTH Preferred Capital 5 (Cayman) Limited

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

Issuer	MTH Preferred Capital 5 (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 2017, at the option of SMTH
Dividend	3.02% per year (Fixed Rate until July 2017) Floating Rate since July 2017
Aggregate Issue Amount	¥33.0 billion
Date of Payment	March 1, 2007
Aggregate Amount to be Redeemed	¥33.0 billion
Redemption Price	¥100 million per preferred security

(ii) Scheduled Redemption Date

July 25, 2017

(2) STB Preferred Capital 3 (Cayman) Limited

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

Issuer	STB Preferred Capital 3 (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 2017, at the option of SMTB

Dividend	2.83% per year (Fixed Rate until July 2017) Floating Rate since July 2017
Aggregate Issue Amount	¥50.0 billion
Date of Payment	March 2, 2007
Aggregate Amount to be Redeemed	¥50.0 billion
Redemption Price	¥10 million per preferred security

(ii) Scheduled Redemption Date

July 25, 2017

## 2. Dissolution of the Subsidiaries

(1) MTH Preferred Capital 5 (Cayman) Limited

(i) Outline of the Subsidiary to be dissolved

Company Name	MTH Preferred Capital 5 (Cayman) Limited
Location	PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands
Details of Business	Issuance of Non-dilutive Preferred Securities, etc.
Date of Establishment	February 8, 2007
Number of Managements and Employees	Management: 3 Employee: N/A
Capital Stock	¥33.7 billion
Total Outstanding shares and Preferred securities	70,000 Common shares (¥10,000 per share) 330 Preferred securities (¥100 million per preferred security)
Shareholders	Common shares: 100 % owned by SMTH Preferred securities: 100% owned by entities other than SMTH

(ii) Scheduled Date of Dissolution

Liquidation is planned to be completed by the end of March 2018.

(iii) Reason for Dissolution

The Board of Directors of SMTH resolved to redeem the Non-dilutive Preferred Securities issued by the above-mentioned Special Purpose Subsidiary in full in July 2017.

(iv) Effects on results of operation of SMTH

The dissolution will have no impact on the earnings forecast of SMTH for the fiscal year ending March 31, 2018.

(2) STB Preferred Capital 3 (Cayman) Limited

(i) Outline of the Subsidiary to be dissolved

Company Name	STB Preferred Capital 3 (Cayman) Limited
Location	PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands
Details of Business	Issuance of Non-dilutive Preferred Securities, etc.
Date of Establishment	February 14, 2007
Number of Managements and Employees	Management: 5 Employee: N/A
Capital Stock	¥51.5 billion

Total Outstanding shares and Preferred securities	150,000 Common shares (¥10,000 per share) 5,000 Preferred securities (¥10 million per preferred security)
Shareholders	Common shares: 100 % owned by SMTB Preferred securities: 100% owned by entities other than SMTB

(ii) Scheduled Date of Dissolution

Liquidation is planned to be completed by the end of March 2018.

(iii) Reason for Dissolution

The Board of Directors of SMTB resolved to redeem the Non-dilutive Preferred Securities issued by the above-mentioned Special Purpose Subsidiary in full in July 2017.

(iv) Effects on results of operation of SMTH

The dissolution will have no impact on the earnings forecast of SMTH for the fiscal year ending March 31, 2018.

3. Change of the Specified Subsidiaries

(1) MTH Preferred Capital 5 (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, MTH Preferred Capital 5 (Cayman) Limited falls below 10 percent of that of SMTH. Furthermore, as a result of the subsequent dissolution stated above, the Special Purpose Subsidiary will no longer be a subsidiary of SMTH.

(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, 2017

(2) STB Preferred Capital 3 (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 3 (Cayman) Limited falls below 10 percent of that of SMTH and SMTB. Furthermore, as a result of the subsequent dissolution stated above, the Special Purpose Subsidiary will no longer be a subsidiary of SMTH and SMTB.

(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, 2017

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 SMTH and is not for the purpose of soliciting investment or engaging in any other similar activities within or outside of Japan.

For further information, please contact:

IR Department, Sumitomo Mitsui Trust Holdings, Inc.

Telephone: +81-3-3286-8354

Facsimile: +81-3-3286-4654