

May 12, 2022

To whom it may concern

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

Notice regarding Partial Amendments to the Articles of Incorporation

Sumitomo Mitsui Trust Holdings, Inc. (Director, President: Toru Takakura; hereinafter “SuMi TRUST Holdings”) hereby announces as follows that it resolved at the board of directors meeting held on May 12, 2022 to submit a proposal for “Partial Amendments to the Articles of Incorporation”, at the ordinary general meeting of shareholders for the 11th fiscal period to be held on June 23, 2022.

1. Purpose of amendments to the Articles of Incorporation

- (1) On June 16, 2021, an act (the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021)), which enables a company to stipulate in its articles of incorporation that a general meeting of shareholders of the company may be held with no designated location if confirmations are obtained, as specified by the Ministerial Ordinance of the Ministry of Economy, Trade and Industry and the Ministerial Ordinance of the Ministry of Justice, from the Minister of Economy, Trade and Industry and the Minister of Justice to the effect that the requirements stipulated in the Ministerial Ordinance of the Ministry of Economy, Trade and Industry and the Ministerial Ordinance of the Ministry of Justice would be met insofar as industrial competitiveness will be enhanced and the interests of shareholders will be ensured by holding a general meeting of shareholders with no designated location, was promulgated and enforced.

As a general rule, SuMi TRUST Holdings, ordinarily plans to hold a general meeting of shareholders at a designated location with the objective of securing a venue that provides an opportunity for direct dialogue with the shareholders at a general meeting of shareholders. However, we hereby propose to amend the Articles of Incorporation of SuMi TRUST Holdings so that we may have the option of holding a general meeting of shareholders with no designated location, in consideration of cases where the Board of Directors determines it inappropriate to hold a general meeting of shareholders at any designated location from the perspective of the shareholders’ benefits due to the spread of infectious diseases, natural disasters or any other issues.

In this regard, the partial amendment to the Articles of Incorporation of SuMi TRUST Holdings set forth in (1) of this proposed agenda will come into effect on the condition that the confirmations from the Ministry of Economy, Trade and Industry and the Minister of Justice have been obtained.

(2) The amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into effect on September 1, 2022. Therefore, in preparation for the introduction of the system for the provision in electronic format of materials for a general meeting of shareholders, the Articles of Incorporation of SuMi TRUST Holdings will be amended as follows:

- (i) The proposed amendment to Paragraph 1 of Article 26 stipulates that measures for the provision in electronic format shall be taken with respect to the information contained in the reference documents, etc. for general meetings of shareholders.
- (ii) The proposed amendment to Paragraph 2 of Article 26 limits the scope of the matters to be listed in the documents that are to be delivered to shareholders who have requested the delivery of documents in paper-based format.
- (iii) The provisions in respect of disclosure by way of the Internet and deemed provision of reference documents, etc. for a general meetings of shareholders (Article 26 of the current Articles of Incorporation) will no longer be required and will be deleted.
- (iv) In line with the above additions and deletions, supplementary provisions concerning the effective date and related matters will be incorporated.

2. Details of amendments to the Articles of Incorporation

Details of the amendments are as follows:

(The underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER IV. GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Article 23. (Convocation)</p> <p>An ordinary general meeting of shareholders shall be convened within three (3) months after the close of each fiscal year and an extraordinary general meeting of shareholders may be convened whenever necessary.</p>	<p>CHAPTER IV. GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Article 23. (Convocation)</p> <p>1. An ordinary general meeting of shareholders shall be convened within three (3) months after the close of each fiscal year and an extraordinary general meeting of shareholders may be convened whenever necessary.</p> <p>2. <u>In the event that the Board of Directors determines that it is inappropriate from the perspective of the interests of the shareholders to hold a general meeting of shareholders (including a general meeting of holders of classes of stock) at a designated location due to the spread of infectious diseases, the occurrence of a natural disaster or any other issues, the Company may hold a general meeting of shareholders (including a general</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 26 (<i>Disclosure by Internet of Reference Documents, etc. for General Meetings of Shareholders and Deemed Provision</i>)</p> <p><u>In connection with convocation of a general meeting of shareholders, the Company may deem that the information relating to the matters to be described or shown in the reference documents for the general meeting of shareholders, the business report, financial statements and the consolidated financial statements, be provided to the shareholders by disclosing such information on the internet as provided in the relevant Ministerial Ordinance of the Ministry of Justice.</u></p>	<p><u>meeting of holders of classes of stock) with no designated location.</u></p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p>Article 26 (<i>Measures for Provision in Electronic Format, etc.</i>)</p> <p>1. <u>In connection with convocation of a general meeting of shareholders, the Company shall take measures for provision in electronic format of the information contained in the reference documents for the general meeting of shareholders.</u></p> <p>2. <u>Of the matters for which the measures for provision in electronic format will be taken, the Company may omit to list all or part of the matters as stipulated in the Ministerial Ordinance of the Ministry of Justice in the documents that will be delivered to shareholders who have requested the delivery of documents in paper-based format by the record date of voting rights.</u></p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u></p> <p>Article 1 (<i>Transitional Measures Incidental to Measures for Provision in Electronic Format, etc.</i>)</p> <p>1. <u>The deletion of Article 26 of the current Articles of Incorporation (<i>Disclosure by Internet of Reference Documents, etc. for General Meetings of Shareholders and Deemed Provision</i>) and the addition of the proposed amendment to Article 26 (<i>Measures for Provision in Electronic Format, etc.</i>) shall become effective on the effective date (the “Effective Date”) of the amended provisions stipulated in the proviso to Article 1 of the</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p><u>Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p>2. <u>Notwithstanding the provisions of the preceding paragraph, Article 26 of the current Articles of Incorporation shall remain in effect with respect to a general meeting of shareholders to be held within the period of six (6) months from the Effective Date.</u></p> <p>3. <u>This Supplementary Provision shall be deleted on the date when six (6) months have elapsed from the Effective Date, or when three (3) months have elapsed from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is the later.</u></p>

3. Schedule

- (1) The scheduled date of the ordinary general meeting of shareholders : June 23, 2022(Thursday)
- (2) The scheduled effective date of amendment to the Articles of Incorporation
 - (i) the amendment to Article 23: June 23, 2022(Thursday) or the day of the confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice, whichever comes later.
 - (ii) the deletion of current Article 26 and the establishment of new Article 26 and Supplementary Provisions: June 23, 2022(Thursday)

End

For further information, please contact:

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