

(TRANSLATION)

Securities Code: 8403

26th June, 2009

To: Shareholders

Hitoshi Tsunekage  
President and Director  
The Sumitomo Trust and Banking Co., Ltd.  
5-33, Kitahama 4-chome, Chuo-ku, Osaka

**NOTICE OF RESOLUTIONS OF  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Please be informed that the following matters were reported or resolved at the 138th Ordinary General Meeting of Shareholders of The Sumitomo Trust and Banking Company, Limited (the "Bank") held on the date hereof:

- Matters reported:
1. Report on the business report, the consolidated financial statements and the results of the audit of the accounting auditors and the Board of Statutory Auditors concerning the consolidated financial statements, for the 138th fiscal term (from 1st April, 2008 to 31st March, 2009)
  2. Report on the financial statements for the 138th fiscal term (from 1st April, 2008 to 31st March, 2009)

The above matters were reported.

Matters resolved:

Agenda Item No. 1: Appropriation of surplus

The matter has been resolved and approved in accordance with the original proposal. The term-end dividend for ordinary shares is resolved to be ¥1.50 per share.

Agenda Item No. 2: Matters concerning partial amendments to the Articles of Incorporation

The matter has been resolved and approved in accordance with the original proposal. The amendments are set forth below:

(The amended sections are underlined.)

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
<p><i>(Purpose)</i> <b>Article 2.</b></p> <p>The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> <li>(1) Trust business;</li> <li>(2) Acceptance of deposits and installment savings, extending loans, discounting bills and notes and exchange transactions;</li> <li>(3) Guarantee of obligations, acceptance of bills and notes and any other business incidental to the banking business mentioned in the preceding item;</li> <li>(4) Underwriting, handling of offering for subscription and for sale, purchasing and selling and any other business which banks and/or trust companies are permitted to conduct under <u>the Securities and Exchange Law of Japan</u> in respect of national government bonds, local government bonds and government-guaranteed bonds and any other securities;</li> <li>(5) Any business in which banks and/or trust companies are permitted to engage under <u>the Secured Bonds Trust Law, the Law on Recording of Bonds, etc. and other laws</u>; and</li> <li>(6) Any other business incidental or relating to the businesses mentioned in any of the foregoing items.</li> </ol>	<p><i>(Purpose)</i> <b>Article 2.</b></p> <p>The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> <li>(1) Trust business;</li> <li>(2) Acceptance of deposits and installment savings, extending loans, discounting bills and notes and exchange transactions;</li> <li>(3) Guarantee of obligations, acceptance of bills and notes and any other business incidental to the banking business mentioned in the preceding item;</li> <li>(4) Underwriting, handling of offering for subscription and for sale, purchasing and selling and any other business which banks and/or trust companies are permitted to conduct under <u>the Financial Instruments and Exchange Act of Japan</u> in respect of national government bonds, local government bonds and government-guaranteed bonds and any other securities;</li> <li>(5) Any business in which banks and/or trust companies are permitted to engage under <u>the Secured Bonds Trust Law and other laws</u>; and</li> <li>(6) Any other business incidental or relating to the businesses mentioned in any of the foregoing items.</li> </ol>
<p><i>(Total Number of Shares Authorized to be Issued)</i> <b>Article 6.</b></p> <p>The total number of shares authorized to be issued by the Company shall be <u>three billion (3,000,000,000) shares.</u></p>	<p><i>(Total Number of Shares Authorized to be Issued)</i> <b>Article 6.</b></p> <p>The total number of shares authorized to be issued by the Company shall be <u>three billion four hundred million (3,400,000,000) shares, and the total number of each class of shares authorized to be issued shall be as set</u></p>

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
	<p><u>forth below; provided, however, that the total number of shares authorized to be issued with respect to the First through the Fourth Series of Class 2 Preferred Shares (hereinafter referred to as the “Class 2 Preferred Shares”) shall not exceed two hundred million (200,000,000) in total, the total number of shares authorized to be issued with respect to the First through the Fourth Series of Class 3 Preferred Shares (hereinafter referred to as the “Class 3 Preferred Shares”) shall not exceed one hundred million (100,000,000) in total and the total number of shares authorized to be issued with respect to the First through the Fourth Series of Class 4 Preferred Shares (hereinafter referred to as the “Class 4 Preferred Shares”) (the Class 2 Preferred Shares, the Class 3 Preferred Shares and the Class 4 Preferred Shares being collectively referred to as the “Preferred Shares”) shall not exceed one hundred million (100,000,000) in total.</u></p> <p><u>Ordinary Shares:</u> <u>Three billion (3,000,000,000) shares</u></p> <p><u>First Series of Class 2 Preferred Shares:</u> <u>Two hundred million (200,000,000) shares</u></p> <p><u>Second Series of Class 2 Preferred Shares:</u> <u>Two hundred million (200,000,000) shares</u></p> <p><u>Third Series of Class 2 Preferred Shares:</u> <u>Two hundred million (200,000,000) shares</u></p> <p><u>Fourth Series of Class 2 Preferred Shares:</u> <u>Two hundred million (200,000,000) shares</u></p> <p><u>First Series of Class 3 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u></p> <p><u>Second Series of Class 3 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u></p> <p><u>Third Series of Class 3 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u></p> <p><u>Fourth Series of Class 3 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u></p> <p><u>First Series of Class 4 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u></p> <p><u>Second Series of Class 4 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u></p>

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	<u>Third Series of Class 4 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u>  <u>Fourth Series of Class 4 Preferred Shares:</u> <u>One hundred million (100,000,000) shares</u>
<i>(Issuance of Share Certificates)</i> <b>Article 7.</b> <u>The Company shall issue share certificates representing its issued shares.</u>	<u>(Deleted.)</u>
<i>(Number of Shares Constituting one (1) Unit and Non-issuance of Share Certificates for Fractional Unit Shares)</i> <b>Article 8.</b> 1. The number of shares constituting one (1) unit of shares of the Company shall be one thousand (1,000).  2. <u>The Company may choose not to issue the share certificates for fractional unit shares.</u>	<i>(Number of Shares Constituting one (1) Unit)</i>  <b>Article 7.</b> The number of shares constituting one (1) unit of shares of the Company shall be one thousand (1,000) <u>with respect to the ordinary shares and each class of Preferred Shares, respectively.</u>  <u>(Deleted.)</u>
<i>(Request for Sale of Fractional Unit Shares)</i> <b>Article 9.</b> A shareholder holding fractional unit shares <u>(including the beneficial shareholders registered in the records of the register of beneficial shareholders in writing or in electronic form; hereinafter the same shall apply)</u> may request the Company to sell to the shareholder the number of shares which, when combined with the number of such fractional unit shares held by such shareholder, equals one (1) full unit of shares.	<i>(Request for Sale of Fractional Unit Shares)</i> <b>Article 8.</b> A shareholder holding fractional unit shares may request the Company to sell to the shareholder the number of shares which, when combined with the number of such fractional unit shares held by such shareholder, equals one (1) full unit of shares.
<i>(Share Handling Regulations)</i> <b>Article 10.</b> <u>The denominations of share certificates to be issued by the Company, changes to the matters registered on the Register of Shareholders such as the name of a shareholder, the handling of requests for the purchase and sale of fractional unit shares by the Company and all other procedures pertaining to shares of the Company as well as fees therefor shall be governed by the</u>	<i>(Share Handling Regulations)</i> <b>Article 9.</b> <u>The handling of procedures pertaining to shares of the Company shall be governed by the Share Handling Regulations to be enacted by the Board of Directors.</u>

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
Share Handling Regulations to be enacted by the Board of Directors.	
(Newly Established.)	<b><u>CHAPTER II-II</u></b> <b><u>PREFERRED SHARES</u></b>
(Newly Established.)	<p data-bbox="810 488 1094 521"><i>(Preferred Dividends)</i></p> <p data-bbox="810 524 954 557"><b><u>Article 10.</u></b></p> <p data-bbox="810 560 1410 1458">1. <u>In the event that the Company distributes year-end dividends stipulated in Article 30, Paragraph 1 hereof, the Company shall distribute to the holders of Preferred Shares (hereinafter referred to as the “Preferred Shareholders”) or the registered pledgees of Preferred Shares (hereinafter referred to as the “Registered Preferred Share Pledgees”), in priority to the holders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or the registered pledgees of ordinary shares (hereinafter referred to as the “Registered Ordinary Share Pledgees”), cash dividends from surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if the Preferred Interim Dividends stipulated in Article 10-2 hereof were paid during the business year immediately preceding the business year during which the Preferred Dividends are to be paid, in whole or in part, the amount so paid shall be deducted from the amount of the Preferred Dividends.</u></p> <p data-bbox="858 1491 1331 1554"><u>Each Series of the Class 2 Preferred Shares:</u> <u>An amount not exceeding 150 yen per annum per share and determined by resolution of the Board of Directors at the time of issuance of the Class 2 Preferred Shares</u></p> <p data-bbox="858 1744 1410 1807"><u>Each Series of the Class 3 Preferred Shares:</u> <u>An amount not exceeding 100 yen per annum per share and determined by resolution of the Board of Directors at the time of issuance of the Class 3 Preferred Shares</u></p> <p data-bbox="858 1998 1331 2031"><u>Each Series of the Class 4 Preferred</u></p>

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
	<p><u>Shares:</u> <u>An amount not exceeding 100 yen per annum per share and determined by resolution of the Board of Directors at the time of issuance of the Class 4 Preferred Shares</u></p> <p>2. <u>If the amount of cash dividends from surplus paid to the Preferred Shareholders or the Registered Preferred Share Pledgees is less than the amount of the Preferred Dividends in any business year, such deficiency shall not be carried over for accumulation into the subsequent business years.</u></p> <p>3. <u>The Company shall not pay dividends in excess of the amount of the Preferred Dividends to the Preferred Shareholders or the Registered Preferred Share Pledgees.</u></p>
<u>(Newly Established.)</u>	<p><u>(Preferred Interim Dividends)</u> <b><u>Article 10-2.</u></b></p> <p><u>In the event that the Company pays interim dividends stipulated in Article 30, Paragraph 2 hereof, the Company shall pay to the Preferred Shareholders or the Registered Preferred Share Pledgees, in priority to the Ordinary Shareholders or the Registered Ordinary Share Pledgees, cash dividends from surplus (hereinafter referred to as the “Preferred Interim Dividends”) in an amount not exceeding one-half of the amount of the Preferred Dividends per Preferred Share of any class and determined by resolution of the Board of Directors at the time of the issuance of the respective Preferred Shares.</u></p>
<u>(Newly Established.)</u>	<p><u>(Liquidation Distributions of Residual Assets)</u> <b><u>Article 10-3.</u></b></p> <p>1. <u>In the event that the Company makes a liquidation distribution of residual assets, the Company shall make to the Preferred Shareholders or the Registered Preferred Share Pledgees, in priority to the Ordinary Shareholders or the Registered Ordinary Share Pledgees, a distribution of 1,000 yen per Preferred Share of any class.</u></p> <p>2. <u>The Company shall not make a liquidation distribution of residual assets</u></p>

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
	<p><u>other than as provided for in the preceding paragraph to the Preferred Shareholders or the Registered Preferred Share Pledges.</u></p>
<p><u>(Newly Established.)</u></p>	<p><i>(Provisions for Acquisition in exchange for cash)</i>  <b>Article 10-4.</b></p> <ol style="list-style-type: none"> <li data-bbox="810 577 1396 1211">1. <u>In respect of the Class 2 Preferred Shares of each series and the Class 3 Preferred Shares of each series, the Company may, on or after such day as shall be determined by resolution of the Board of Directors at the time of the issuance of respective Preferred Shares, acquire such Preferred Shares, in whole or in part, in exchange for an amount of cash as deemed appropriate as the acquisition price considering the prevailing market conditions and the amount of liquidation distributions of residual assets pertaining to such Preferred Shares, etc., as determined by such resolution of the Board of Directors, on a such date as separately determined by the Company by a resolution of the Board of Directors after the issuance of such Preferred Shares.</u></li> <li data-bbox="810 1227 1396 1391">2. <u>In the event that a part of such Preferred Shares is acquired under the preceding paragraph, the Preferred Shares to be acquired shall be decided by lottery or by proportional allotment.</u></li> </ol>
<p><u>(Newly Established.)</u></p>	<p><i>(Voting Rights)</i>  <b>Article 10-5.</b></p> <p><u>Unless otherwise provided for by laws or regulations, the Preferred Shareholders shall not have voting rights at any general meeting of shareholders; provided, however, that the Preferred Shareholders shall have voting rights from (i) the commencement of an ordinary general meeting of shareholders in the event that no proposal for declaration of the Preferred Dividends be paid to the Preferred Shareholders is submitted to such ordinary general meeting of shareholders, or (ii) the close of an ordinary general meeting of shareholders in the event that such proposal is rejected at such ordinary general meeting of shareholders, until, in either case,</u></p>

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
	<p><u>a proposal for declaration of the Preferred Dividends be paid to the Preferred Shareholders is approved at an ordinary general meeting of shareholders.</u></p>
<p><u>(Newly Established.)</u></p>	<p><i>(Consolidation or Splitting of Shares; Rights to Receive Allotment of Shares for Subscription, etc.)</i></p> <p><b>Article 10-6.</b></p> <ol style="list-style-type: none"> <li>1. <u>Unless otherwise provided for by laws or regulations, no consolidation or splitting of shares shall be made with respect to Preferred Shares.</u></li> <li>2. <u>The Company shall not grant Preferred Shareholders any rights to receive an allotment of shares for subscription or share options for subscription.</u></li> <li>3. <u>The Company shall not effect an allotment to Preferred Shareholders of any shares without contribution or any share options without contribution.</u></li> </ol>
<p><u>(Newly Established.)</u></p>	<p><i>(Right to Request for Acquisition of Shares in exchange for Ordinary Shares)</i></p> <p><b>Article 10-7.</b></p> <ol style="list-style-type: none"> <li>1. <u>Any holders of the Class 3 Preferred Shares of any series or the Class 4 Preferred Shares of any series may request acquisition of such Preferred Shares during the period in which such Preferred Shareholder is entitled to request acquisition as determined by resolution of the Board of Directors adopted at the time of issuance of such Preferred Shares, in exchange for ordinary shares of the Company in the number as is calculated by the formula designated by such resolution.</u></li> <li>2. <u>In the calculation of the number of ordinary shares provided for in the preceding paragraph, if any number less than one (1) share is yielded, such fraction shall be handled by the method provided for in Article 167, Paragraph 3 of the Company Law of Japan.</u></li> </ol>
<p><u>(Newly Established.)</u></p>	<p><i>(Provisions for Acquisition in exchange for Ordinary Shares)</i></p> <p><b>Article 10-8.</b></p>



Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
	<p>1. <u>The Company shall mandatorily acquire any of the Class 3 Preferred Shares of any series or the Class 4 Preferred Shares of any series for which no request for acquisition is made during the period in which the holders of such Preferred Shares is entitled to request acquisition on the day immediately following the last day of such period in exchange for ordinary shares in the number as is obtained by dividing an amount equivalent to the subscription price per each relevant Preferred Share by the average daily closing price (including closing bids or offered prices (<i>kehai-hyouji</i>)) of ordinary shares of the Company (in regular trading) as reported by the Tokyo Stock Exchange for the thirty (30) consecutive trading days (excluding a trading day or days on which no closing price or closing bid or offered price is reported) commencing on the forty-fifth (45th) trading day prior to such date; provided, however, that such calculation shall be made to the second decimal place denominated in yen, and rounded up to one decimal place when the fractional portion is equal to or more than 0.05 yen, discarding amounts less than 0.05 yen. If the relevant average price is less than the amount determined by resolution of the Board of Directors adopted at the time of issuance of respective Preferred Shares, the relevant Preferred Shares shall be acquired in exchange for ordinary shares in the number as is obtained by dividing an amount equivalent to the subscription price per each relevant Preferred Share by an amount so determined by such resolution of the Board of Directors.</u></p> <p>2. <u>In the calculation of the number of ordinary shares provided for in the preceding paragraph, if any number less than one (1) share is yielded, such fraction shall be handled by the method provided for in Article 234 of the Company Law of Japan.</u></p>
<u>(Newly Established.)</u>	<p><u>(Preference Order)</u> <b>Article 10-9.</b> <u>The preference order of payment of</u></p>

Articles of Incorporation before Amendment	Articles of Incorporation after Amendment
	<u>Preferred Dividends, Preferred Interim Dividends and liquidation distributions of residual assets for Preferred Shares issued by the Company shall be the same among Preferred Shares of any classes.</u>
<u>(Newly Established.)</u>	<u>(Prescription Period)</u> <b>Article 10-10.</b> <u>The provisions of Article 32 hereof shall apply mutatis mutandis to Preferred Dividends and Preferred Interim Dividends.</u>
<b>CHAPTER III GENERAL METTINGS OF SHAREHOLDERS</b>	<b>CHAPTER III GENERAL METTINGS OF SHAREHOLDERS</b>
<b>Article 11. to Article 16.</b> (Omitted.)	<b>Article 11. to Article 16.</b> (Not amended.)
<u>(Newly Established.)</u>	<u>(Shareholders' Meeting of a Particular Class of Shares)</u> <b>Article 16-2.</b> <u>1. The provisions of Article 12, Paragraph 2; Article 13; Article 15 and Article 16 hereof shall apply mutatis mutandis to a shareholders' meeting of a particular class of shares.</u> <u>2. The provisions of Article 14, Paragraph 1 hereof shall apply mutatis mutandis to resolutions of a shareholders' meeting of a particular class of shares under Article 324, Paragraph 1 of the Company Law of Japan.</u> <u>3. The provisions of Article 14, Paragraph 2 hereof shall apply mutatis mutandis to resolutions of a shareholders' meeting of a particular class of shares under Article 324, Paragraph 2 of the Company Law of Japan.</u>
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Agenda Item No. 3: Election of twelve (12) Directors

In accordance with the original proposal, Messrs. Atsushi Takahashi, Takaaki Hatabe, Hitoshi Tsunekage, Akio Otsuka, Kiyoshi Mukohara, Teruhiko Sugita, Tomoaki Ando, Shuichi Kusakawa, Rikiya Hattori, Sumikazu Tsutsui, Tetsuo Ohkubo and Junichi Sayato have been re-elected to reassume their offices.

Agenda Item No. 4: Election of two (2) Statutory Auditors

In accordance with the original proposal, Messrs. Tatsuya Tsuboi and Toshio Hoshino have been newly elected to assume their offices.

At the meeting of the Board of Directors held on the same day, the Executive Officers were elected and each took office as follows:

Senior Managing Officer (also, Director)	Mr. Akio Otsuka
Senior Managing Officer (also, Director)	Mr. Kiyoshi Mukohara
Senior Managing Officer (also, Director)	Mr. Teruhiko Sugita
Senior Managing Officer (also, Director)	Mr. Tomoaki Ando
Managing Executive Officer (also, Director)	Mr. Shuichi Kusakawa
Managing Executive Officer (also, Director)	Mr. Rikiya Hattori
Managing Executive Officer	Mr. Hidehiko Asai
Managing Executive Officer	Mr. Mitsuru Nawata
Managing Executive Officer (also, Director)	Mr. Sumikazu Tsutsui
Managing Executive Officer (also, Director)	Mr. Tetsuo Ohkubo
Managing Executive Officer	Mr. Fuminari Suzuki
Managing Executive Officer	Mr. Koichi Hozumi
Managing Executive Officer (also, Director)	Mr. Junichi Sayato
Managing Executive Officer	Mr. Yasuyuki Yagi
Executive Officer	Mr. Shigemasa Shibata
Executive Officer	Mr. Masayuki Imanaka
Executive Officer	Mr. Yukihiro Kitano
Executive Officer	Mr. Ibuki Mori
Executive Officer	Mr. Kouji Nohara

Executive Officer	Mr. Koji Inagaki
Executive Officer	Mr. Seiichiro Nemoto
Executive Officer	Mr. Koji Yosomiya
Executive Officer	Mr. Takashi Imai
Executive Officer	Mr. Keiji Tanaka
Executive Officer	Mr. Toshifumi Aga
Executive Officer	Mr. Satoru Abe
Executive Officer	Mr. Jun Sasaki
Executive Officer	Mr. Hideki Hiraki