

This Notice of Resolutions is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.

(Securities Code: 8309)

June 27, 2014

To: Shareholders

Kunitaro Kitamura  
President

SUMITOMO MITSUI TRUST HOLDINGS, INC.  
4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF RESOLUTIONS OF ORDINARY GENERAL MEETING OF  
SHAREHOLDERS FOR THE THIRD FISCAL PERIOD**

Dear Sirs / Madams:

Please be informed that the following matters were reported or resolved at the Ordinary General Meeting of Shareholders of Sumitomo Mitsui Trust Holdings, Inc., for the Third Fiscal Period (the “Meeting”) held on the date hereof.

**Matters reported:**

1. Matters concerning the business report, consolidated financial statements, and the audit reports on consolidated financial statements made by the Accounting Auditor and the Board of Corporate Auditors for the third fiscal period (from April 1, 2013 to March 31, 2014)

The details of the above business report and consolidated financial statements as well as its audit reports were reported.

2. Matters concerning reports on the non-consolidated financial statements for the third fiscal period (from April 1, 2013 to March 31, 2014)

The details of the above financial statements were reported.

**Matters resolved:**

**Agendum 1:** Matters concerning distribution of surplus

This proposal was resolved and approved in accordance with the original proposal.

The amount of the cash dividend was determined to be 5.00 yen per share for the common stock and the amount of the cash dividend, being the prescribed amount, was determined to be 21.15 yen per share for the first series of Class VII preferred stock.

**Agendum 2:** Matters concerning election of ten (10) Directors

In accordance with the original proposal, Messrs. Hitoshi Tsunekage, Kunitaro Kitamura, Akio Otsuka, Nobuo Iwasaki, Tetsuo Ohkubo, Masaru Hashimoto, Jun Okuno, Kiyoshi Mukohara, Toshio Hoshino and Soichi Shinohara have been elected to assume their offices.

**Agendum 3:** Matters concerning election of one (1) Corporate Auditor

In accordance with the original proposal, Mr. Teruhiko Sugita has been elected to assume his office.

**Agendum 4:** Matters concerning revision of the amount of remuneration and substance of share acquisition rights to be allocated to Directors as stock options

This proposal was resolved and approved in accordance with the original proposal, such as (1) the abolishment of the annual amount of 20 million yen as the upper limit that had been established as remuneration by stock options for Directors and the new establishment of the annual amount of 40 million yen as the upper limit for remuneration by stock options for Directors (except for External Directors) and (2) the issuance of share acquisition rights as stock options.

This is the end.

After the end of the Meeting, Mr. Hitoshi Tsunekage was elected as the Chairman, Mr. Kunitaro Kitamura was elected as President, and Messrs. Akio Otsuka and Nobuo Iwasaki were each elected as Deputy President at the meeting of the Board of Directors held on the same day to assume their respective offices.