

This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. Sumitomo Mitsui Financial Group, Inc. assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Translation)

Securities Code 8316

June 9, 2009

To Those Shareholders with Voting Rights

Teisuke Kitayama
President
Sumitomo Mitsui Financial Group, Inc.
1-2, Yurakucho 1-chome, Chiyoda-ku,
Tokyo, Japan

NOTICE OF CONVOCATION OF THE 7th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 7th Ordinary General Meeting of Shareholders of Sumitomo Mitsui Financial Group, Inc. (the "Company"), which will be held on Friday, June 26, 2009, at 10:00 a.m. at Otemachi Headquarter Bldg. of Sumitomo Mitsui Banking Corporation at 3-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo. If you are unable to attend the meeting, you can exercise your voting rights by mail or via the Internet. Please review the "Reference Documents for the General Meeting of Shareholders" and exercise your voting rights by following the instructions on the next page.

Agenda of the Meeting:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 7th Fiscal Year (from April 1, 2008 to March 31, 2009) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. Non-Consolidated Financial Statements for the 7th Fiscal Year (from April 1, 2008 to March 31, 2009)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Partial Amendments to the Articles of Incorporation
Proposal No. 3: Election of Six Directors
Proposal No. 4: Election of Four Corporate Auditors
Proposal No. 5: Election of One Substitute Corporate Auditor
Proposal No. 6: Granting of Retirement Benefits to One Resigned Director, Two Retiring Directors, One Resigning Director and Two Resigning Corporate Auditors

The Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, Copies of the Accounting Auditor's reports, and Copy of the Board of Corporate Auditors' report to be provided to shareholders upon notice of the Ordinary General Meeting of Shareholders are as stated in the attached "Business Report for the 7th Fiscal Year."

For those attending, please present the enclosed **Attendance Sheet** at the reception desk without detaching the Voting Rights Exercise Form on arrival at the meeting.

If the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements are amended, the amended items will be announced on our Internet website (<http://www.smfg.co.jp>).

【Guidance on the Exercise of Voting Rights by Mail or via the Internet】

1. Exercise of Voting Rights by Mail

Please indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form and then send it back so that it reaches our share register agent no later than 5:10 p.m. on Thursday, June 25, 2009.

Please use the enclosed registration security sticker.

2. Exercise of Voting Rights via the Internet

(1) Please access the voting website (<http://www.webdk.net>) via a PC or a mobile phone using the login ID and temporary password printed on the enclosed Voting Rights Exercise Form. Please indicate your approval or disapproval for each proposal no later than 5:10 p.m. on Thursday, June 25, 2009, following the instructions on the screen.

If you are voting via a mobile phone, the voting website may not be available depending on the type of the mobile phone to ensure the security of your data transmission. For further information, please call the phone number below.

(2) If you vote more than once via the Internet, we will only accept the last vote as valid.

(3) If you vote both by mail and via the Internet, we will only accept the vote via the Internet as valid.

(4) The dial-up access fee to internet service providers, communications fee to communications carriers and other fees for the usage of the website for voting shall be borne by shareholders.

Inquiries regarding Exercise of Voting Rights via the Internet

The Sumitomo Trust and Banking Company, Limited

Stock Transfer Agency Department

Phone: 0120-186-417 (toll free within Japan)

NOTE: The above voting website is available in Japanese only.

【The Electronic Voting Platform for Institutional Investors】

The Electronic Voting Platform for Institutional Investors operated by ICJ, Inc. is available for institutional investors that have applied to use such platform in advance.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

In consideration of the consolidated business results for the fiscal year and the current difficult economic and financial climates, as well as the needs to increase the level of internal reserves of total Group companies, we regretfully propose the distribution of surplus at the end of the fiscal year as described below.

It should be noted that we do not propose any other appropriation of surplus.

(1) Type of dividend property

Money

(2) Matters related to the distribution of dividend property and the total amount to be distributed

Common stock	¥20 per share	Total ¥15,707,841,180
Type 4 Preferred stock	¥67,500 per share	Total ¥2,254,500,000
Type 6 Preferred stock	¥44,250 per share	Total ¥3,097,544,250

With regard to common stock, we have already paid an interim dividend of ¥7,000 per share in December 2008. Meanwhile, the Company carried out a 1-for-100 stock split on January 4, 2009. Taking into account the stock split, the annual dividend will be ¥90 per share.

We will pay each of the prescribed amounts for type 4 preferred stock and type 6 preferred stock.

(3) Effective date of distribution of surplus

June 26, 2009

Proposal No. 2: Partial Amendments to the Articles of Incorporation

Partial amendments to the Articles of Incorporation are proposed as stated in the following “Comparison Table of Existing Articles of Incorporation and Proposed Amendments” to include the provisions regarding the adoption of electronic public notice system and the effective period of resolution related to the election of a Substitute Corporate Auditor, as well as to make other necessary adjustments.

Reasons for the amendment are as follows:

1. Article 5 of the existing Articles of Incorporation will be amended in order to adopt the electronic public notice system and change the Method of Public Notice of the Company.
2. Necessary adjustments will be made to the provisions of Article 6 of the existing Articles of Incorporation.
3. Article 7 of the existing Articles of Incorporation will be deleted since, under the provisions set forth in Article 6, Paragraph 1 of the Supplementary Provisions of the “Law for Partial Amendment of the Laws related to Transfer of Bonds, etc., to Streamline Settlement with respect to Transactions of Stock, etc.” (Law No. 88, June 9, 2004), the Company is deemed to have adopted a resolution to amend the Articles of Incorporation to abolish the provision on the issuance of share certificates on January 5, 2009. In addition, we propose the deletion of the Supplementary Provisions of the existing Articles of Incorporation, which are transitional measures in conjunction with the enforcement of the said Law.
4. Article 38-2 will be newly established in order to stipulate that the effective period of resolution related to the election of a Substitute Corporate Auditor shall be, in principle, four years.

Comparison Table of Existing Articles of Incorporation and Proposed Amendments

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p>(Method of Public Notice) Article 5. Public notices given by the Corporation shall be <u>made by placing them in the <i>Nihon Keizai Shimbun</i>.</u></p> <p>(<u>Total Number of Authorized Shares, etc.</u>) Article 6. <u>1.</u> The total number of shares the Corporation is authorized to issue shall be one billion five hundred million six hundred eighty four thousand one hundred one (1,500,684,101) shares.</p>	<p>(Method of Public Notice) Article 5. Public notices given by the Corporation shall be <u>electronic public notices; provided, however, that if the Corporation is unable to issue an electronic public notice due to an accident or any other unavoidable reason, public notices of the Corporation shall be made by placing them in the <i>Nihon Keizai Shimbun</i>.</u></p> <p>(<u>Total Number of Authorized Shares</u>) Article 6. The total number of shares the Corporation is authorized to issue shall be one billion five hundred million six hundred eighty four thousand one hundred one (1,500,684,101) shares.</p>

Existing Articles of Incorporation	Proposed Amendments
<p>2. The total number of shares the Corporation is authorized to issue shall consist of one billion five hundred million (1,500,000,000) ordinary shares, fifty thousand one hundred (50,100) type 4 preference shares, one hundred sixty seven thousand (167,000) type 5 preference shares, seventy thousand one (70,001) type 6 preference shares, one hundred sixty seven thousand (167,000) type 7 preference shares, one hundred fifteen thousand (115,000) type 8 preference shares and one hundred fifteen thousand (115,000) type 9 preference shares.</p> <p><u>(Issuance of Share Certificates)</u> <u>Article 7. The Corporation shall issue share certificates with respect to its shares of stock.</u></p> <p>(Newly established)</p> <p><u>Supplementary Provisions</u></p> <p><u>(Transitional Measures)</u> <u>Article 1. Except for Article 12 after amendments, provisions of each article after amendments shall become effective on the day immediately preceding the date of implementation of the “Law for Partial Amendment of the Laws related to Transfer of Bonds, etc., to Streamline Settlement with respect to Transactions of Stock, etc.” (Law No.88, June 9, 2004, hereinafter referred to as the “Stock Settlement Streamlining Law”).</u> <u>Article 2. The provisions of Article 12 after amendments shall become effective on the date of implementation of the Stock Settlement Streamlining Law.</u></p>	<p><u>(Total Number of Authorized Shares of Each Particular Class of Shares)</u> <u>Article 7. The total number of shares the Corporation is authorized to issue shall consist of one billion five hundred million (1,500,000,000) ordinary shares, fifty thousand one hundred (50,100) type 4 preference shares, one hundred sixty seven thousand (167,000) type 5 preference shares, seventy thousand one (70,001) type 6 preference shares, one hundred sixty seven thousand (167,000) type 7 preference shares, one hundred fifteen thousand (115,000) type 8 preference shares and one hundred fifteen thousand (115,000) type 9 preference shares.</u></p> <p>(Deleted)</p> <p><u>(Effectiveness of Resolution on Election of Substitute Corporate Auditor)</u> <u>Article 38-2. A resolution for the election of a substitute corporate auditor shall be effective until the commencement of the ordinary general meeting of shareholders to be held for the last fiscal year ending within four years after the election of the substitute corporate auditor, unless otherwise stipulated in the relevant resolution.</u></p> <p>(Deleted)</p>

Proposal No. 3: Election of Six Directors

Terms of office of four Directors, Messrs. Masayuki Oku, Takeshi Kunibe, Yoshiaki Yamauchi and Yoichiro Yamakawa, will expire and one Director, Mr. Hiroki Nishio, will resign at the conclusion of the meeting. Accordingly, the election of the following six Directors is proposed.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, position, responsibility and representation of other companies	Type and number of shares of the Company held
1	Masayuki Oku (December 2, 1944)	<p>April 1968 Joined Sumitomo Bank June 1994 Director of Sumitomo Bank November 1998 Managing Director of Sumitomo Bank June 1999 Managing Director and Managing Executive Officer of Sumitomo Bank January 2001 Senior Managing Director and Senior Managing Executive Officer of Sumitomo Bank April 2001 Senior Managing Director and Senior Managing Executive Officer of Sumitomo Mitsui Banking Corporation (SMBC) December 2002 Resigned as Director of SMBC December 2002 Senior Managing Director of the Company June 2003 Retired as Director of the Company Deputy President and Executive Officer of SMBC June 2005 Chairman of the Board of the Company (to present) President and Chief Executive Officer of SMBC (to present) Representative position held at other companies: President and Chief Executive Officer of SMBC</p>	4,300 (Common stock)
2	Takeshi Kunibe (March 8, 1954)	<p>April 1976 Joined Sumitomo Bank June 2003 Executive Officer of SMBC April 2004 General Manager of Corporate Planning Department of the Company October 2006 Managing Executive Officer of SMBC April 2007 Managing Executive Officer of the Company June 2007 Director of the Company (to present) April 2009 Director and Senior Managing Executive Officer of SMBC (to present) Responsibility Officer in charge of Public Relations Department, Corporate Planning Department, Financial Accounting Department, Strategic Financial Planning Department and Subsidiaries & Affiliates Department</p>	2,088 (Common stock)
3	Fumihiko Tanizawa (April 2, 1952)	<p>April 1976 Joined Mitsui Bank June 2003 Executive Officer of SMBC July 2004 Deputy General Manager of Corporate Risk Management Department of the Company October 2006 Managing Executive Officer of SMBC April 2009 Senior Managing Executive Officer of the Company (to present) Responsibility Officer in charge of Audit Department</p>	1,500 (Common stock)

No.	Name (Date of birth)	Career summary, position, responsibility and representation of other companies	Type and number of shares of the Company held
4	Satoru Nakanishi (August 31, 1953)	<p>April 1976 Joined Mitsui Bank</p> <p>April 2004 Executive Officer of SMBC</p> <p>April 2006 Managing Executive Officer of SMBC</p> <p>April 2009 Senior Managing Executive Officer of the Company (to present)</p> <p>Director and Senior Managing Executive Officer of SMBC (to present)</p> <p>Responsibility</p> <p>Officer in charge of Consumer Business Planning Department</p>	2,400 (Common stock)
5	Shigeru Iwamoto (March 31, 1941)	<p>December 1965 Joined Syuji Ozawa Certified Public Accountant Office</p> <p>October 1971 Joined Asahi Accounting Company (currently, KPMG AZSA & Co.)</p> <p>March 1976 Registered as a certified public accountant (to present)</p> <p>July 1992 Representative Partner of Asahi & Co. (currently, KPMG AZSA & Co.)</p> <p>May 1999 President of Asahi & Co.</p> <p>January 2004 President of KPMG AZSA & Co.</p> <p>May 2004 Chairman of KPMG AZSA & Co.</p> <p>June 2005 Retired from KPMG AZSA & Co.</p>	6,000 (Common stock)
6	Kuniaki Nomura (June 13, 1945)	<p>April 1970 Registered as an attorney at law (to present)</p> <p>Attorney at law at Yanagida Law Office (currently, Yanagida & Nomura) (to present)</p>	—

Notes: Messrs. Shigeru Iwamoto and Kuniaki Nomura are candidates for Outside Directors.

1. Messrs. Shigeru Iwamoto and Kuniaki Nomura have extensive experience as a certified public accountant and as an attorney at law, respectively, and deep knowledge on corporate management. We have therefore judged that they will be appropriate as Outside Directors of the Company and are capable of properly performing the responsibilities as Outside Directors, and propose that they be elected.
2. If this proposal is approved and passed, the Company will enter an agreement with Messrs. Shigeru Iwamoto and Kuniaki Nomura pursuant to Paragraph 1 of Article 427 of the Corporation Law to limit the liabilities under Paragraph 1 of Article 423 of the said Law. The maximum amount of the liability for damages under this liability limitation agreement is ¥10 million or the minimum amount of the liability for damages stipulated in Paragraph 1 of Article 427 of the Corporation Law, whichever is higher.

Proposal No. 4: Election of Four Corporate Auditors

Term of office of the Corporate Auditor Mr. Ikuo Uno will expire and the Corporate Auditors Messrs. Masahide Hirasawa and Katsuya Onishi will resign at the conclusion of the meeting. Accordingly, the election of the following four Corporate Auditors is proposed.

The candidates for Corporate Auditors are as follows.

It should be noted that the Board of Corporate Auditors has previously given its consent.

No.	Name (Date of birth)	Career summary, position, responsibility and representation of other companies	Type and number of shares of the Company held
1	Hiroki Nishio (June 6, 1951)	<p>April 1974 Joined Mitsui Bank</p> <p>April 2001 Executive Officer of SMBC</p> <p>June 2005 Managing Executive Officer of SMBC</p> <p>April 2007 Director and Senior Managing Executive Officer of SMBC</p> <p>April 2008 Senior Managing Executive Officer of the Company</p> <p> Director of SMBC</p> <p>June 2008 Resigned as Director of SMBC</p> <p> Senior Managing Director of the Company</p> <p>April 2009 Director of the Company (to present)</p>	2,900 (Common stock)
2	Hideo Sawayama (December 6, 1955)	<p>April 1979 Joined Sumitomo Bank</p> <p>April 2004 General Manager of Kanda Corporate Business Office II of SMBC</p> <p>April 2006 General Manager of Ningyocho Corporate Business Office of SMBC</p> <p>April 2009 Senior Manager of Head Office of SMBC (to present)</p>	100 (Common stock)
3	Ikuo Uno (January 4, 1935)	<p>March 1959 Joined Nippon Life Insurance Company</p> <p>July 1986 Director of Nippon Life Insurance Company</p> <p>March 1989 Managing Director of Nippon Life Insurance Company</p> <p>March 1992 Senior Managing Director of Nippon Life Insurance Company</p> <p>March 1994 Director and Executive Vice President of Nippon Life Insurance Company</p> <p>April 1997 President of Nippon Life Insurance Company</p> <p>April 2005 Chairman of the Board and Representative Director of Nippon Life Insurance Company (to present)</p> <p>June 2005 Corporate Auditor of the Company (to present)</p> <p>June 2006 Corporate Auditor of SMBC (to present)</p> <p>Representative position held at other companies: Chairman of the Board and Representative Director of Nippon Life Insurance Company</p>	—
4	Satoshi Ito (July 25, 1942)	<p>January 1967 Joined Tokyo Office of Arthur Andersen & Co.</p> <p>December 1970 Registered as a certified public accountant (to present)</p> <p>September 1978 Partner of Arthur Andersen & Co.</p> <p>September 1993 Representative Partner of Asahi & Co. (currently, KPMG AZSA & Co.)</p> <p>August 2001 Retired from Arthur Andersen & Co. Retired from Asahi & Co. (currently, KPMG AZSA & Co.)</p> <p>April 2002 Special Professor at Chuo University Graduate School of International Accounting</p> <p>March 2007 Retired as Special Professor from Chuo University Graduate School of International Accounting</p>	—

Notes: Messrs. Ikuo Uno and Satoshi Ito are candidates for Outside Corporate Auditors.

1. Mr. Ikuo Uno has deep knowledge on corporate management. We have therefore judged that he will be appropriate as Outside Corporate Auditor of the Company and propose that he be elected. Mr. Satoshi Ito has extensive experience as a certified public accountant and deep knowledge on corporate management. We have therefore judged that he will be appropriate as Outside Corporate Auditor of the Company and is capable of properly performing the responsibilities as an Outside Corporate Auditor, and propose that he be elected.
2. Matters related to the Item 4, Paragraph 4 of Article 76 of the Enforcement Regulations of the Corporation Law are as follows.
 - (1) Mr. Ikuo Uno is the Chairman of the Board and Representative Director of Nippon Life Insurance Company. The company received a business improvement order under the Insurance Business Law from the Financial Services Agency (FSA) of Japan in July 2006 and July 2008. The business improvement order was issued based on the FSA's acknowledgement that there are problems with the company's payment management system for insurance payment, etc. and business management system.
 - (2) Mr. Ikuo Uno has been serving as an Outside Director of Panasonic Corporation. The company received an administrative surcharge payment order from the Japan Fair Trade Commission (JFTC) concerning its sales activities for a traffic light installation project commissioned by the Metropolitan Police Department in September 2006, after JFTC concluded in March 2006 that these activities violated the relevant law. After the incident, he confirmed the contents of the company's initiatives to prevent recurrence.
 - (3) Mr. Ikuo Uno has been serving as an Outside Corporate Auditor of Odakyu Electric Railway Co., Ltd. The company, realizing that it did not accurately disclose the status of shares of group companies owned by individuals, announced the correction of its securities report in May 2005, and submitted a business improvement report to the Tokyo Stock Exchange describing its initiatives to ensure adequate disclosure to investors in the following month. He has been properly carrying out his responsibilities as a Corporate Auditor as stipulated by the relevant laws and regulations, for example, providing appropriate and objective opinions and insights in accordance with themes of discussion at meetings of the Board of Corporate Auditors. After the incident, he shared his opinions from the perspective of ensuring fair and appropriate responses to the matter at the meetings of the Board of Corporate Auditors.
 - (4) Mr. Ikuo Uno has been serving as an Outside Corporate Auditor of Tohoku Electric Power Co., Inc. In November 2006, after conducting inspections and examinations concerning data falsification and inadequate implementation of necessary procedures on each of hydroelectric, thermal and nuclear power generation plants, it turned out that, among other things, the company failed to submit a report to the national and relevant local governments notifying the previous incident where a nuclear reactor was automatically shut down. Subsequently, the company received a strict warning from Japan's Ministry of Economy, Trade and Industry in April 2007. The Ministry also ordered the company to revise its security plan for hydroelectric and thermal power generation operations, after reviewing the company's reports and preventive measures in May 2007. Also in March 2007, it was revealed that the company was engaged in legally improper intakes of water at its hydroelectric power plant, and the company received an order to stop water intake for applications other than power generation from the Minister of Land, Infrastructure, Transport and Tourism. He has been constantly expressing his opinions stressing the importance of communications between the headquarters and plant sites at meetings of the Board of Corporate Auditors and through dialogues with representatives of plant sites. He has also verified the validity of examination method and evaluation standards in relation to the power plant inspection and examination at meetings of the Board of Directors and of the Board of Corporate Auditors.
 - (5) Mr. Ikuo Uno had been an Outside Corporate Auditor of Sanki Engineering Co., Ltd. until June 2006. In February 2006, the general manager of the sales department of the company was issued a summary order to pay a fine of ¥500,000 by the Tokyo Summary Court on a charge of interference in competitive bidding in a bid-rigging scandal for public construction works ordered by the Defense Facilities Administration Agency. Subsequently, in May 2006, the company was issued a business suspension order for thirty days by the Kanto Regional Development Bureau of the Ministry of Land, Infrastructure, Transport and Tourism regarding public works for plumbing works in the district of Kanto Regional Development Bureau. He had properly carried out his responsibilities as a Corporate Auditor as stipulated by the laws and regulations, making sure that similar incidents would not occur in the future. After the incident, he assessed whether recurrence prevention measures had been properly and fully implemented at meetings of the Board of Corporate Auditors, etc., and had

fulfilled his role properly.

3. Mr. Ikuo Uno is a relative within the third degree of relationship of an employee of Sumitomo Mitsui Banking Corporation, a subsidiary of the Company.
4. Mr. Ikuo Uno has served as a Corporate Auditor of the Company for a period of three years and eleven months since June 2005.
5. The Company entered an agreement with Mr. Ikuo Uno pursuant to Paragraph 1 of Article 427 of the Corporation Law to limit the liabilities under Paragraph 1 of Article 423 of the said Law. The maximum amount of the liability for damages under this liability limitation agreement is ¥10 million or the minimum amount of the liability for damages stipulated in Paragraph 1 of Article 427 of the Corporation Law, whichever is higher. In addition, if this proposal is approved and passed, the Company will enter an agreement with Mr. Satoshi Ito pursuant to Paragraph 1 of Article 427 of the Corporation Law to limit the liabilities under Paragraph 1 of Article 423 of the said Law. The maximum amount of the liability for damages under this liability limitation agreement will be ¥10 million or the minimum amount of the liability for damages stipulated in Paragraph 1 of Article 427 of the Corporation Law, whichever is higher.

Proposal No. 5: Election of One Substitute Corporate Auditor

We propose the election of one Substitute Corporate Auditor as a substitute for any of the Outside Corporate Auditors in case that the number of Corporate Auditors falls short of the number required by applicable laws and regulations.

The candidate for Substitute Corporate Auditor is as follows.

It should be noted that the Board of Corporate Auditors has previously given its consent.

Name (Date of birth)	Career Summary	Type and number of shares of the Company held
Daiken Tsunoda (January 29, 1967)	April 1994 Registered as an attorney at law (to present) Attorney at law at Mori Sogo Law Offices (currently, Mori Hamada & Matsumoto) March 2003 Attorney at law at Nakamura & Tsunoda (currently, Nakamura, Tsunoda & Matsumoto) (to present)	—

Notes: Mr. Daiken Tsunoda is a candidate for Substitute Outside Corporate Auditor

1. Mr. Daiken Tsunoda has extensive experience as an attorney at law and deep knowledge on corporate management. We have therefore judged that he will be appropriate as an Outside Corporate Auditor of the Company and capable of properly performing the duty as an Outside Corporate Auditor, and propose that he be elected.
2. If this proposal is approved and passed, and Mr. Daiken Tsunoda assumes the office of Outside Corporate Auditor, the Company will enter an agreement with Mr. Daiken Tsunoda pursuant to Paragraph 1 of Article 427 of the Corporation Law to limit the liabilities under Paragraph 1 of Article 423 of the said Law. The maximum amount of the liability for damages under this liability limitation agreement will be ¥10 million or the minimum amount of the liability for damages stipulated in Paragraph 1 of Article 427 of the Corporation Law, whichever is higher.
3. The election of Mr. Daiken Tsunoda as a Substitute Corporate Auditor may be revoked by resolution of the Board of Directors subject to the consent of the Board of Corporate Auditors. This applies only before he assumes the office of Corporate Auditor.

Proposal No. 6: Granting of Retirement Benefits to One Resigned Director, Two Retiring Directors, One Resigning Director and Two Resigning Corporate Auditors

It is proposed that retirement benefits be granted to the Director Mr. Osamu Endo, who previously resigned, to the Directors (Outside Directors) Messrs. Yoshiaki Yamauchi and Yoichiro Yamakawa, whose term of office will expire at the conclusion of the meeting, and to the Director Mr. Hiroki Nishio and the Corporate Auditors Messrs. Masahide Hirasawa and Katsuya Onishi, all of whom will resign at the conclusion of the meeting, based on the internal rules on the retirement benefits for Directors and Corporate Auditors, with the approval of the shareholders. It is also proposed that the decisions as to the specific amounts of money, timing, and payment methods for the benefits to be paid be entrusted to the Board of Directors as to the resigned Director, retiring Directors and resigning Director, and to the consultation of Corporate Auditors as to the resigning Corporate Auditors.

Additionally, the internal rules on retirement benefits for Directors and Corporate Auditors are kept available for inspection by the shareholders at the Head Office.

The careers of the resigned Director, retiring Directors and resigning Director and Corporate Auditors are summarized as follows.

Name	Career Summary	
Osamu Endo	June 2006	Director of the Company
	April 2009	Resigned as Director of the Company
Yoshiaki Yamauchi	December 2002	Director of the Company (Outside Director)
Yoichiro Yamakawa	December 2002	Director of the Company (Outside Director)
Hiroki Nishio	June 2008	Senior Managing Director of the Company
	April 2009	Director of the Company
Masahide Hirasawa	June 2007	Corporate Auditor (full-time) of the Company
Katsuya Onishi	December 2002	Corporate Auditor of the Company