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Sumitomo Mitsui Financial Group, Inc.

Notice regarding Partial Amendments to Articles of Incorporation

Tokyo, May 15, 2013 --- Sumitomo Mitsui Financial Group, Inc. (SMFG, President: Koichi Miyata) hereby announces that SMFG's board of directors resolved at a meeting held today that a proposal concerning partial amendments to SMFG's Articles of Incorporation shall be made at the 11th Ordinary General Meeting of Shareholders and the Class Meeting for Common Shareholders scheduled to be held on June 27, 2013, as follows:

1. Purpose of Amendments

Partial amendments to the Articles of Incorporation are proposed as stated below for the purposes of; deleting the provisions regarding preferred stocks that have become unnecessary, and adopting to the global regulatory framework (referred to as "Basel III") as agreed upon by the Basel Committee on Banking Supervision (a committee consisting of financial regulatory authorities of major countries) which includes the tightening of capital adequacy requirements.

(1) Deletion of unnecessary provisions regarding preferred stocks

Articles 6, 7, 15 and 18 of the existing Articles of Incorporation will be amended to delete the provisions regarding the type 6 preferred stocks that have become unnecessary and to reduce the total number of authorized shares.

(2) Adopting to Basel III

Based on the notification of the Financial Services Agency which reflects Basel III, the new capital adequacy requirements have been applicable in Japan since March 31, 2013. In order to include preferred stocks in SMFG's regulatory capital under the new Japanese requirements, it is necessary to include provisions in SMFG's Articles of Incorporation to the effect that it acquires outstanding preferred stocks, without consideration or in exchange for common stocks, when it becomes non-viable.

Accordingly, the provisions of Paragraph 2 shall be newly established in Article 18 of the existing Articles of Incorporation in order to enable SMFG to include preferred stocks in its regulatory

capital in accordance with the new requirements in cases where it has issued preferred stocks. The acquisition of preferred stocks under this paragraph will be limited to cases when SMFG becomes non-viable; therefore a dilution of common stock will not take place during normal circumstances. There are no other changes in the contents of the preferred stocks.

At this time, no preferred stocks are outstanding and SMFG currently has no plans to issue any preferred stocks. The provisions of the Articles of Incorporation will be amended solely for the purpose of adopting to the new requirements.

2. Details of Amendments

Existing Articles of Incorporation and the proposed amendments are set forth in the attached Exhibit.

3. Schedule

Scheduled date of the General Meeting of Shareholders for the proposed amendments to the Articles of Incorporation: June 27, 2013

Scheduled effective date of the proposed amendments to the Articles of Incorporation: June 27, 2013

Sumitomo Mitsui Financial Group, Inc.

Comparison Table of Existing Articles of Incorporation and Proposed Amendments

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p>(Total Number of Authorized Shares) Article 6. The total number of shares the Corporation is authorized to issue shall be <u>three billion six hundred thirty four thousand one (3,000,634,001) shares.</u></p> <p>(Total Number of Authorized Shares of Each Particular Class of Shares) Article 7. The total number of shares the Corporation is authorized to issue shall consist of three billion (3,000,000,000) common stocks, one hundred sixty seven thousand (167,000) type 5 preferred stocks, <u>seventy thousand one (70,001) type 6 preferred stocks,</u> one hundred sixty seven thousand (167,000) type 7 preferred stocks, one hundred fifteen thousand (115,000) type 8 preferred stocks and one hundred fifteen thousand (115,000) type 9 preferred stocks.</p> <p>(Preferred Dividends) Article 15. 1. In the event that the Corporation distributes dividends of surplus pursuant to Article 44 hereof, the Corporation shall distributes to the holders of preferred stocks (hereinafter referred to as the “Preferred Shareholders”) or the registered pledgees of preferred stocks (hereinafter referred to as the “Registered Preferred Stock Pledgees”), in preference to the holders of common stocks (hereinafter referred to as the “Common Shareholders”) or the registered pledgees of common stocks (hereinafter referred to as the “Registered Common Stock Pledgees”), cash dividends of surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 16 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends. The type 5 preferred stocks: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares <u>The type 6 preferred stocks:</u></p>	<p>(Total Number of Authorized Shares) Article 6. The total number of shares the Corporation is authorized to issue shall be <u>three billion five hundred sixty four thousand (3,000,564,000) shares.</u></p> <p>(Total Number of Authorized Shares of Each Particular Class of Shares) Article 7. The total number of shares the Corporation is authorized to issue shall consist of three billion (3,000,000,000) common stocks, one hundred sixty seven thousand (167,000) type 5 preferred stocks, one hundred sixty seven thousand (167,000) type 7 preferred stocks, one hundred fifteen thousand (115,000) type 8 preferred stocks and one hundred fifteen thousand (115,000) type 9 preferred stocks.</p> <p>(Preferred Dividends) Article 15. 1. In the event that the Corporation distributes dividends of surplus pursuant to Article 44 hereof, the Corporation shall distributes to the holders of preferred stocks (hereinafter referred to as the “Preferred Shareholders”) or the registered pledgees of preferred stocks (hereinafter referred to as the “Registered Preferred Stock Pledgees”), in preference to the holders of common stocks (hereinafter referred to as the “Common Shareholders”) or the registered pledgees of common stocks (hereinafter referred to as the “Registered Common Stock Pledgees”), cash dividends of surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 16 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends. The type 5 preferred stocks: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares The type 7 preferred stocks:</p>

Existing Articles of Incorporation	Proposed Amendments
<p data-bbox="316 188 807 309"><u>amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p data-bbox="245 318 807 470">The type 7 preferred stocks: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p data-bbox="245 479 807 631">The type 8 preferred stocks: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p data-bbox="245 640 807 792">The type 9 preferred stocks: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p data-bbox="252 801 807 1146">2. If the amount of cash dividends of surplus paid to the Preferred Shareholders or the Registered Preferred Stock Pledges is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.</p> <p data-bbox="252 1025 807 1146">3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preferred Shareholders or the Registered Preferred Stock Pledges.</p> <p data-bbox="252 1182 807 1724">(Provisions for Acquisition) Article 18. The Corporation may acquire a part or the whole of the type 5 preferred stocks, <u>the type 6 preferred stocks</u>, the type 8 preferred stocks or the type 9 preferred stocks (i) on a day as shall be determined by resolution of the board of directors, (ii) in exchange for cash payment in the amount regarded to be appropriate in light of market price, the amount of liquidation distributions of residual assets relating to such preferred stocks, etc. as shall be determined by resolution of the board of directors by the time such preferred stocks are first issued. In the event that a part of such preferred stocks are acquired, the preferred stocks to be acquired shall be decided by lottery or by proportional allotment.</p> <p data-bbox="411 1823 647 1854">(Newly Established)</p>	<p data-bbox="916 188 1407 309">amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p data-bbox="845 318 1407 470">The type 8 preferred stocks: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p data-bbox="845 479 1407 631">The type 9 preferred stocks: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p data-bbox="852 801 1407 1146">2. If the amount of cash dividends of surplus paid to the Preferred Shareholders or the Registered Preferred Stock Pledges is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.</p> <p data-bbox="852 1025 1407 1146">3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preferred Shareholders or the Registered Preferred Stock Pledges.</p> <p data-bbox="852 1182 1407 1756">(Provisions for Acquisition) Article 18. 1. The Corporation may acquire a part or the whole of the type 5 preferred stocks, the type 8 preferred stocks or the type 9 preferred stocks (i) on a day as shall be determined by resolution of the board of directors, (ii) in exchange for cash payment in the amount regarded to be appropriate in light of market price, the amount of liquidation distributions of residual assets relating to such preferred stocks, etc. as shall be determined by resolution of the board of directors by the time such preferred stocks are first issued. In the event that a part of such preferred stocks are acquired, the preferred stocks to be acquired shall be decided by lottery or by proportional allotment.</p> <p data-bbox="852 1765 1407 2045">2. <u>The Corporation shall acquire the whole of the type 5 preferred stocks, the type 7 preferred stocks, the type 8 preferred stocks and the type 9 preferred stocks without consideration or in exchange for common stocks (i) on the day (hereinafter referred to as the “Acquisition Event Occurrence Date”) on which the events relating to a state of non-viability under the capital adequacy</u></p>

Existing Articles of Incorporation	Proposed Amendments
	<p><u>requirements applicable to the Corporation (hereinafter referred to as the “State of Non-Viability”), as shall be determined by resolution of the board of directors by the time such preferred stocks are first issued, have occurred or (ii) on a day prior to the Acquisition Event Occurrence Date, as shall be determined by resolution of the board of directors after the occurrence of the State of Non-Viability. The calculation method for the number of common stocks in cases where common stocks are to be delivered in exchange for acquisition of the relevant preferred stocks and other terms of acquisition shall be reasonably determined by a resolution of the board of directors by the time such preferred stocks are first issued, in light of the capital adequacy requirements applicable to the Corporation, market price, the amount of liquidation distributions of residual assets relating to such preferred stocks, etc.</u></p>