

(Subsequent Events)**(1) Acquisition and Cancellation of Preferred Stock**

SMFG resolved, at a meeting of the Board of Directors held on February 28, 2011, to acquire its First Series Type 6 Preferred Stock, in accordance with the provisions of Article 18 of the Articles of Incorporation of SMFG and to cancel its First Series Type 6 Preferred Stock in accordance with the provisions of Article 178 of the Companies Act, as described below. According to the resolution, SMFG acquired and cancelled its First Series Type 6 Preferred Stock on April 1, 2011. Capital surplus was reduced by the cancellation.

- (a) Class of shares to be acquired and cancelled: First Series Type 6 Preferred Stock
- (b) Total number of shares to be acquired and cancelled: 70,001 shares
- (c) Total amount of acquisition: ¥210,003,000,000

(2) Transactions under common control

Making Cedyna Financial Corporation a wholly-owned subsidiary

SMFG Card & Credit, Inc. ("FGCC") made Cedyna Financial Corporation ("Cedyna") a wholly-owned subsidiary by a share exchange with an effective date of May 1, 2011 (the "Share Exchange"). The outline of transactions under common controls is as follows:

- (a) Outline of the transactions
 - (i) Name and business of combined entities
 - Acquisition company: FGCC (Management of subsidiaries and affiliates)
 - Acquired company: Cedyna (Credit card services)
 - (ii) Date of business combination
 - May 1, 2011
 - (iii) Form of reorganization
 - Exchange of shares
 - (iv) Name of the entity after the reorganization
 - Sumitomo Mitsui Financial Group, Inc.
 - (v) Outline and purpose of the transaction
 - SMFG and FGCC decided that they needed to establish a system which allowed more timely and flexible decision-making in order to take various measures to "establish the number one credit card business entity in Japan." Therefore, SMFG made Cedyna a wholly-owned subsidiary of FGCC.
- (b) Share exchange ratio, its basis for determination, number of shares delivered
 - (i) Type of shares and share exchange ratio
 - Common shares
 - SMFG 1 : Cedyna 0.06
 - * 0.06 shares of SMFG common stock was allotted and delivered per share of Cedyna common stock.
 - (ii) Basis for determination of share exchange ratio
 - Nikko Cordial Securities Inc. and Nomura Securities Co., Ltd. were appointed by FGCC and Cedyna, respectively, as third party valuation institutions in order to ensure the fairness and appropriateness in determining the share exchange ratio for the Share Exchange. FGCC and Cedyna engaged in negotiations and discussions with reference to the share exchange ratio analysis provided by the above third party valuation institutions and with consideration for SMFG's and Cedyna's financial conditions, performance trends and stock price movements. As a result, FGCC and Cedyna each determined that the share exchange ratio set forth in (i) above was beneficial to the shareholders of both SMFG and Cedyna, and SMFG, FGCC and Cedyna agreed and decided.
 - (iii) Number of shares delivered
 - 14,704 thousand common shares of SMFG (Scheduled)